

**BY-LAWS
FOR
THE NORTHEAST CHAPTER
OF
NORTH AMERICAN SOCIETY FOR TRENCHLESS
TECHNOLOGY**

ARTICLE 1: Name

- Section 1.1 The Northeast Chapter shall be affiliated with the North American Society for Trenchless Technology, hereinafter referred to as NASTT.
- Section 1.2 The Northeast Chapter of NASTT shall hereinafter be referred to as NEC.

ARTICLE 2: Geographic Area

- Section 2.1 The geographic area of responsibility for NEC shall include the states of New York, Connecticut, Vermont, New Hampshire, Rhode Island, Massachusetts and Maine.

ARTICLE 3: Mission and Definitions

- Section 3.1 The mission of this organization is to continuously improve infrastructure management through trenchless technology.
- Section 3.2 Trenchless Technology as referred to hereinafter means the technology for the evaluation, maintenance, rehabilitation or replacement of underground public utilities without or with limited excavation of trenches. This includes the development of the various sensing and mapping techniques for underground guidance, tunneling and specialized materials and equipment.
- Section 3.3 NEC is not organized for profit and no part of the earnings shall inure to the benefit of any member or Officer except as compensation for services rendered or for necessary expenses incurred and approved.

ARTICLE 4: Membership

- Section 4.1 Membership in NEC shall be available to all individuals and to all private, trade, professional or labour organizations, public regulatory agencies, consumer and environmental groups, governmental agencies, public utilities, contractors, manufacturers, suppliers, educational institutions as well as any other organization or individual professing an interest or concern in the science of trenchless technology.
- Section 4.2 Membership in NEC shall be in the following four (4) categories:
- 4.2.1 Corporate Memberships
This form of membership applies to an organization that provides additional support to and participation with NEC. A Corporate Membership permits one (1) Primary Member and five (5) additional individuals to represent their organization. All individuals under this membership will have voting rights.

4.2.2 Government and Educational Institution Memberships
Federal, state or municipal government agencies and educational institutions shall all be eligible for membership. Such agencies and institutions shall be granted the same benefits as Corporate Members and shall be permitted to name one (1) Primary Member and three (3) additional individuals to represent their organization. All individuals under this membership will have voting rights.

4.2.3 Individual Memberships
An Individual Membership shall be available to all individuals interested in trenchless technologies or concerned with environmental issues. Each Individual Member shall have one (1) vote only.

4.2.4 Student Memberships
A Student Membership shall be available to an individual who is a full-time student currently enrolled in an undergraduate or graduate program of an accredited educational institution, or enrolled in a recognized apprenticeship program. The curriculum or apprenticeship should have a reasonable relationship to Trenchless Technologies. The Student Membership is non-voting and may not hold office in NEC.

Section 4.3 Application for membership may be made through the NASTT website. Upon payment of dues, the applicant will be considered accepted as an active member.

Section 4.4 Non-members shall be allowed to attend only two (2) NEC meetings and must adhere to Roberts Rules of Order.

ARTICLE 5: Membership Dues

Section 5.1 NEC dues shall be established by the NASTT Board of Directors.

Section 5.2 NASTT roles and responsibilities:

- 5.2.1 Verify membership category for each member.
- 5.2.2 Send membership verification list to NEC for confirmation.
- 5.2.3 Send dues paid confirmation mailing list to NEC showing total dues billed, total dues received and a summary for fiscal year. A check for NEC dues shall be sent annually.

Section 5.3 NEC roles and responsibilities:

- 5.3.1 Verify billing report and notify NASTT.
- 5.3.2 Encourage slow payer or non-payer to be involved.

ARTICLE 6: Annual General Meeting

Section 6.1 The Board of Directors is required to hold an “annual general meeting” hereinafter referred to as the AGM. The time and place of the AGM shall be designated by the Board of Directors.

Section 6.2 Notice of the time and place of the AGM shall be delivered to each NEC member not less than thirty (30) days prior to the date of said meeting. A copy of the AGM notice shall also be sent to NASTT or an annual listing of dates and locations of NEC meetings may be sent.

- Section 6.3 The AGM shall be held not less than ten (10) days prior to the end of the NEC fiscal year for the purpose of electing directors and officers and for the transaction of such business as may come before the meeting.
- Section 6.4 A majority of the Board of Directors shall constitute a quorum for transaction of business. The vote of the simple majority of votes shall be necessary for the adoption of any motion. In the case of a tie, the Chair shall cast the deciding vote.
- Section 6.5 Voting by mail or e-mail may be authorized by the NEC Executive Committee. Votes are to be returned within thirty (30) days to the NEC Secretary for counting and endorsement.

ARTICLE 7: Board of Directors

- Section 7.1 All affairs of NEC shall be managed by a Board of Directors or by appointed agents of the Board of Directors.
- Section 7.2 The number of Directors shall be not less than 5 and not more than 10 as determined by the Board of Directors. The immediate past Chair shall be an ex officio member of the Board.
- Section 7.3 Directors must be members in good standing. In order to maintain the broad societal purpose of NEC, representation is encouraged from public utilities, professional engineers, contractors, regulatory agencies, manufacturers, suppliers, educators and researchers.
- Section 7.4 The Board of Directors shall meet at least annually in conjunction with the AGM of the chapter.
- Section 7.5 Special meetings of the Board of Directors may be called at the request of the Chair or any three Directors.
- Section 7.6 A majority of the Board of Directors shall constitute a quorum for transaction of business.
- Section 7.7 Any vacancy of the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors for the unexpired portion of the term.
- Section 7.8 The term of office for all Directors shall be two (2) years, coinciding with the AGM of the chapter. In order to establish a staggered rotation of Board members, initially approximately half shall be elected for one (1) year and the remainder for two (2) years.
- Section 7.9 Directors shall receive no remuneration from the chapter for the execution of their duties on the Board. Compensation for approved NEC travel expenses shall be permitted on an individual basis and must receive approval prior to incurring the expense.
- Section 7.10 The chapter shall fully indemnify the Directors against all actions or loss they may suffer in the course of carrying out their duties, unless such action or loss is found to be a result of negligence on the part of the Director. In order to do so, NEC shall be required to purchase Directors and Officers liability insurance (D&O) in order to protect the chapter management.

ARTICLE 8: Chapter Officers

- Section 8.1 The Executive Committee of Chapter Officers shall be at least three (3) and not exceed five (5) and shall consist of:
Chair
Vice Chair
Past Chair
Secretary
Treasurer
- Section 8.2 The Chapter Officers may be re-elected with no limit or number of terms, coinciding with the AGM.
- Section 8.3 Any chapter office that becomes vacant by reason of death, incapacity or resignation of the incumbent, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

ARTICLE 9: Executive Committee

- Section 9.1 The Chapter Officers of NEC shall constitute the Executive Committee namely the Chair, the Vice Chair, the Past Chair, the Treasurer and the Secretary. The immediate Past Chair shall be an ex officio member of the Executive Committee.
- Section 9.2 The Executive Committee is empowered to act on behalf of the Board of Directors between meetings of the NEC Board of Directors.

ARTICLE 10: Duties of the Executive Committee

- Section 10.1 Chair:
- 10.1.1. Shall be the Chief Executive Officer (CEO) of NEC. The Chair shall preside at all meetings of NEC including Board of Directors and Executive Committee meetings.
 - 10.1.2 Shall exercise general supervision over the activities and welfare of NEC plus, maintain liaison with the Board of Directors and Executive Committee.
 - 10.1.3 Shall file with NASTT, the NEC By-Laws and any amendments made to such By-Laws.
 - 10.1.4 Shall encourage membership to assure continued NASTT and NEC growth.
 - 10.1.5 Shall encourage and promote educational programs.
 - 10.1.6 Shall coordinate activities with NASTT, where possible.
 - 10.1.7 Shall provide NASTT with names and address of all NEC officers within (10) days of the election.

- Section 10.2 Vice Chair:
- 10.2.1. Shall be the Assistant Chief Executive Officer of NEC. The Vice Chair, at the request of the Executive Committee, shall assume the CEO duties in the absence of the Chair when required.
 - 10.2.2. Shall assist with general supervision over the activities and welfare of NEC plus, maintain liaison with the Board of Directors and Executive Committee.
 - 10.2.3. Shall assist the Chair with any proposed amendments to the NEC By-Laws.
 - 10.2.4. Shall encourage membership to assure continued NASTT and NEC growth.
 - 10.2.5. Shall encourage and promote educational programs.
 - 10.2.6. Shall coordinate activities with NASTT, where possible.
- Section 10.3 Past Chair:
- 10.3.1. Shall be an ex officio member of the Executive Committee.
 - 10.3.2. Shall assist with the implementation of policies and initiatives of the Chair, the Executive Committee and the Board of Directors.
 - 10.3.3. Shall encourage membership to assure continued NASTT and NEC growth.
 - 10.3.4. Shall encourage and promote educational programs.
 - 10.3.5. Shall coordinate activities with NASTT, where possible.
- Section 10.4 Secretary:
- 10.4.1. Shall record and maintain proper records of all NEC business including all official meetings.
 - 10.4.2. Shall preform all duties incident to the office of Secretary and other such duties as from time to time may be assigned by the Chair or by the Board of Directors.
- Section 10.5 Treasurer:
- 10.5.1. Shall be custodian of all NEC funds and financial accounts.
 - 10.5.2. Shall approve and make all disbursements as required to conduct NEC business with the disbursements being countersigned by at least one other NE Officer.
 - 10.5.3. Shall maintain and make available upon request all NEC financial records.

- 10.5.4 Shall provide NEC members with a financial statement at each AGM or as required.
- 10.5.5 Shall provide NASTT with mid-year and year-end financial statements or as requested by NASTT.
- 10.5.6 Shall file for tax exemption status, as required.
- 10.5.7 Shall file all required state and federal revenue forms and information, as required.

ARTICLE 11: Fiscal Year

Section 11.1 The fiscal year for NEC shall be the same as that of NASTT, the calendar year.

ARTICLE 12: NEC Committees

Section 12.1 There shall be a Budget Committee, a Nomination Committee and such other committees as the NEC Executive Committee shall deem as a requirement from time to time.

Section 12.2 The NEC Executive Committee shall designate a Chair for each Committee. Committee Chairs shall appoint committee members, subject to the approval of the NEC Executive Committee.

ARTICLE 13: Chapter Rules of Order

Section 13.1 The rules contained in Roberts Rules of Order, Current Revision, shall apply to all NEC meetings.

ARTICLE 14: By-Law Amendments

Section 14.1 Any proposed amendment to these By-Laws shall first be presented to NASTT for approval and then presented to voting members at least thirty (30) days prior to voting on the amendment.

Section 14.2 Voting may take place at any sanctioned meeting of the NEC voting membership. Voting by mail is also acceptable. A majority of the votes cast is required for adoption of an amendment.

ARTICLE 15: Dissolution

Section 15.1 NEC shall use its funds only to accomplish the objectives and purposes specified in these By-Laws and no part of its funds shall be distributed to members of NEC or NASTT. Upon dissolution of NEC, any and all funds remaining shall be held in trust by NASTT until such time as a new Chapter can be formed.