

BYLAWS
FOR
WESTERN CHAPTER
NASTT

ARTICLE I: Chapter

- Section 1. The Western Chapter of the North American Society for Trenchless Technology (hereinafter “Chapter”) shall be affiliated with the North American Society for Trenchless Technology (hereinafter “NASTT”).
- Section 2. The geographic area for the Chapter covers the states of Arizona, California, Hawaii, Nevada, and New Mexico.

ARTICLE II: Purpose

- Section 1. The purpose of the Chapter shall be to advance the science and practice of Trenchless Technology for the public benefit, to promote and conduct education, training, study and research in said science and practice for the public benefit, and to make available information thereof to all interested and concerned parties.

ARTICLE III: Membership

- Section 1. Membership in the Chapter shall be available to all individuals professing an interest or concern in Trenchless Technology that are located in the Chapter geographical area and are an active member of NASTT.
- Section 2. Chapter membership is as follows:
- 2.1 Membership in NASTT is a prerequisite to Chapter membership. The terms and conditions of membership in NASTT shall be determined exclusively by NASTT. Only members of NASTT, currently in good standing and residing within the Chapter’s assigned geographical territory, as defined by NASTT, shall be members of the Chapter.
- 2.2 The Chapter must maintain a minimum active membership of ten (10) NASTT members, including the Chapter officers, to be eligible to be chartered as a NASTT Regional Chapter.
- 2.3 No person, firm, organization, or other entity shall be considered a Chapter member or officer who is not a member in good standing of NASTT, nor may they be accorded any privilege or benefit of membership.

2.4 Chapter membership categories shall be the same as those assigned to members by NASTT.

Section 3. Any member entitled to vote may vote in Chapter meetings. Such voting shall be by ballot, unless the meeting by resolution otherwise decides.

Section 4. Application for membership is made through NASTT. Upon payment of dues, the organization or individual will be considered accepted as an active member of the Chapter.

ARTICLE IV: Membership Dues

Section 1. NASTT dues are established by the NASTT Board of Directors.

ARTICLE V: Meetings

Section 1. An annual meeting of the members shall be held in conjunction with the annual national conference.

Section 2. Special meetings of the Chapter may be called by the Chair or the Board of Directors.

Section 3. Written, printed or electronic notice stating the place, day and hour of any meeting of the members shall be delivered to each member entitled to vote at such meeting, not less than twenty (20) days before the date of such meeting, by or at the direction of the Chair, Secretary, or such Officers or the majority of the Board of Directors calling the meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. A copy of such notice shall also be sent to NASTT Headquarters.

Section 4. A quorum to conduct business at the annual meeting shall be ten (10) percent, but in no case less than ten (10) of the voting Chapter members. In the case of a special meeting, a quorum shall be not less than four (4) voting Chapter members. The vote of the simple majority of votes entitled to be cast, during a meeting at which a quorum is present, shall be necessary for the adoption of any matter. In case of a tie, the Chapter chair shall cast his/her vote to break a tie.

Section 5. Voting by mail or email may be authorized by the Chapter Executive Committee to meet emergency situations. Votes are to be returned within thirty (30) days to the chapter secretary for counting.

Section 6. The Books and Records will be available for inspection by individual members at the annual meeting.

ARTICLE VI: Board of Directors

Section 1. The affairs of the Chapter shall be managed by its Board of Directors.

Section 2. The number of Directors shall be not less than 3 (three) and not more than ten (10) as determined by the Board of Directors. The immediate past chair shall be ex officio member of the Board.

Section 3. The Board of Directors shall attempt to include representation from each of the five (5) major geographic areas.

Section 4. Directors shall be members of the Chapter. In order to maintain the broad societal purpose of the Chapter, the Board should, to the extent feasible, have representation from each of the following seven (7) areas of activity: public utilities, professional engineers, contractors, regulatory agencies, manufacturers, suppliers and educators/researchers.

Section 5. The Board of Directors shall meet at least annually in conjunction with the annual meeting of the chapter.

Section 6. Special meetings of the Board of Directors may be called at the request of the Chair or any three Directors or Officers.

Section 7. A majority of the Board of Directors shall constitute a quorum for transaction of business. If in the course of business, additional funds must be accessed through borrowing, a unanimous decision by all Directors will be required.

Section 8. Any vacancy of the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors for the unexpired portion of the term. Any Director so elected shall serve for the unexpired term of its predecessor.

Section 9. The term of office for all Directors shall be three (3) years, coinciding with the Annual General Meeting of the Chapter.

Section 10. Any Director or Officer, upon a majority vote of all Chapter members, may be removed from office for any cause which the Chapter may deem reasonable.

Section 11. Unless authorized at any meeting and after notice for same shall have been given, no Officer, Director or member of the Chapter shall receive any remuneration for his/her services.

ARTICLE VII: Chapter Officers

Section 1. The Officers of the Chapter shall be at least three and not exceed four individuals and shall consist of: Chair, Vice Chair, Secretary and Treasurer.

Only elected Directors are qualified to serve as Officers of the Chapter. Officers shall be selected by the Chair and then elected by the Board of Directors by letter, electronic ballot, teleconference, or in-person vote. Officer terms begin and end at the annual meeting.

Section 2. No individual may hold more than one office except the position of Secretary and Treasurer, which may be held by one individual.

Section 3. The term of Officers shall be as follows:

Chair shall be two (2) years.
Vice Chair shall be two (2) years.
Secretary shall be one (1) year.
Treasurer shall be three (3) years.

Officer terms shall coincide with the Annual General meeting of the Chapter. Eligible candidates for Chair and Vice Chair must have served a minimum of two (2) years on the Board of Directors

Section 4. Should any Chapter office become vacant, by reason of death, incapacity or resignation of the Officer, the position shall be filled by the affirmative vote of a majority of the Board of Directors for the unexpired portion of the term.

ARTICLE VIII: Executive Committee

Section 1. The Officers of the chapter shall constitute the Executive Committee. The immediate past chair shall be an ex officio member of the Executive Committee.

Section 2. The Executive Committee is empowered to act on behalf of the Board of Directors between meetings of the Board.

ARTICLE IX: Duties of Officers

Section 1. CHAIR. The Chair shall be the chief executive officer of the Chapter. He/she shall preside at all meetings of the Chapter, Board of Directors, and Executive Committee. It shall be the Chair's duty to exercise general supervision over the activities and welfare of the Chapter and maintain liaison with the Chapter Board

of Directors. The Chair is an ex officio member of all Chapter committees (except for the nominating committee) and is a voting member of the Chapter Board of Directors.

Section 2. VICE CHAIR. The Vice Chair shall perform such duties that may be assigned by the Chair or Board of Directors. The Vice Chair shall act in the event of a temporary disability or absence of the Chair from the meetings. Upon expiration of the Chair's position, the Vice Chair shall automatically succeed to the office of Chair.

Section 3 IMMEDIATE PAST CHAIR. The Immediate Past Chair shall perform such duties as may be assigned by the Chair or by the Board of Directors in an advisory role and shall attend the meetings of the Officers and Board of Director's, as requested, as an honorary officer. The Immediate Past Chair has no vote.

Section 4. SECRETARY. The Secretary shall record and maintain records of all Chapter official communications. He/she shall prepare and keep minutes for all Chapter meetings and Board of Directors meetings. The Secretary shall provide NASTT Headquarters and all Chapter members with copies of minutes of chapter meetings within thirty (30) days of said meeting. The Secretary shall prepare all written communications with NASTT as required by NASTT. He/she shall conduct voting by mail in accordance with established rules.

Section 5. TREASURER. The Treasurer shall be custodian of Chapter funds. He/she shall approve and make all disbursements properly allocated to Chapter business, with the disbursements being counter-signed by at least one other officer. The Treasurer shall maintain Chapter financial records and perform an annual audit of accounts for preparation of the year-end financial statement. He/she shall provide Chapter members with a financial statement at each Chapter meeting. The Treasurer shall provide NASTT Headquarters with a year-end financial statement. He/she shall make all necessary Federal and State tax filings including filing for tax exempt status under NASTT or separately as appropriate.

ARTICLE X: Fiscal Year

Section 1. The fiscal year shall be the same as that of NASTT, the Calendar Year.

ARTICLE XI: Chapter Committees

Section 1. There shall be a budget committee, a nominating committee and such other committees as the Chapter Executive Committee or Board shall from time to time establish.

Section 2. The Chapter Executive Committee shall designate the Chair of each committee. Committee chairs shall appoint committee members, subject to the approval of the Chapter Executive Committee.

ARTICLE XII: Chapter Rules of Order

Section 1. The rules contained in *Roberts Rules of Order, Current Revision* shall apply to all meetings of the Chapter.

ARTICLE XIII: Amendments

Section 1. Amendment(s) to the bylaws must be by special resolution.

Section 2. Any proposed amendment to these bylaws shall first be presented to NASTT Headquarters for approval and then presented to voting members at least thirty (30) days prior to voting on the amendment.

Section 3. Voting may take place at any legally constituted meeting of the Chapter's voting members. A majority of the votes cast is required for adoption of an amendment.

ARTICLE XIV: Dissolution

Section 1. The Chapter shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of its funds shall be distributed to members of the Chapter or NASTT without Board approval. On dissolution of the Chapter, any funds remaining shall be distributed to NASTT.

Amendment Log

Amendment Number 1 – XXX, XX, 2020

The Chapter voted XXX to amend these Bylaws at its Annual Meeting. See Minutes of Meeting for April 5, 2020, Item X.