

August 11, 2009 - Submission for Approval

BY-LAWS FOR THE ROCKY MOUNTAIN CHAPTER OF NORTH AMERICAN SOCIETY FOR TRENCHLESS TECHNOLOGY

ARTICLE 1: Name

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

ARTICLE 2: Geographic Area

- Section 2.1 The geographic area of responsibility for RMA shall include the states of Colorado, Montana, Utah and Wyoming.

ARTICLE 3: Mission and Definitions

- Section 3.1 The mission of this organization shall be to advance the science and practice of Trenchless Technology for the public benefit by promoting education, training, research, development, information; and to disseminate, through public forums, the improvements and status of 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 RMA 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 RMA 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 RMA shall be in the following four (4) categories:
- 4.2.1 Sustaining Memberships
This form of membership applies to an organization that provides additional support to and participation with RMA. A Sustaining Membership permits two (2) individuals to represent their organization. Each Sustaining Membership shall have one (1) vote to be cast by the designated prime representative.
- 4.2.2 Government and Educational Institutes Memberships
Federal, provincial or municipal government agencies and educational institutions shall all be eligible for membership. Such agencies and institutions shall be granted the same benefits as Sustaining Members and shall be permitted to name one (1) voting and one (1) non-voting representative to RMA.
- 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 RMA.
- Section 4.3 Application for membership may be made through NASTT or RMA. Upon payment of dues, the applicant will be considered accepted as an active member. Applications and dues payments sent to RMA are to be forwarded to NASTT in a timely fashion.
- Section 4.4 Non-members shall be allowed to attend only two (2) RMA meetings.
- Section 4.5 NASTT members from outside the geographical limits of RMA are welcome to join the Chapter.

ARTICLE 5: Membership Dues

- Section 5.1 RMA dues shall be established by the NASTT Board of Directors. Supplemental chapter dues, if required and approved, shall be established by the chapter membership.
- Section 5.2 NASTT roles and responsibilities:
- 5.2.1 Verify membership category for each member.
 - 5.2.2 Send membership verification list to RMA for confirmation.
 - 5.2.3 Upon return of confirmation list, bill each member and send billing report to RMA for confirmation.
 - 5.2.4 Send dues paid confirmation mailing list to RMA showing total dues billed, total dues received and a summary for fiscal year. A cheque for RMA dues and a list of unpaid members shall also be sent.
- Section 5.3 RMA roles and responsibilities:
- 5.3.1 Verify membership category for each member for NASTT.
 - 5.3.2 Verify billing report and notify NASTT.
 - 5.3.3 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 RMA 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 RMA meetings may be sent.
- Section 6.3 The AGM shall be held not less than ten (10) days prior to the end of the RMA 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 quorum to conduct business at a RMA meeting shall be 50 percent the Board of Directors. 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 RMA Executive Committee. Votes are to be returned within thirty (30) days to the RMA Secretary for counting and endorsement.

ARTICLE 7: Board of Directors

- Section 7.1 All affairs of RMA 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 shall be individual members or the voting representative of a Sustaining or Governmental / Institutional Membership. In order to maintain the broad societal purpose of RMA, 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 RMA 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.

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:
7.1.1. Chair
7.1.2 Vice Chair
7.1.3. Past Chair
7.1.4 Secretary
7.1.5 Treasurer
All officers shall be bonded by NASTT.

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 RMA 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 RMA 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 RMA. The Chair shall preside at all meetings of RMA including Board of Directors and Executive Committee meetings.
- 10.1.2 Shall exercise general supervision over the activities and welfare of RMA plus, maintain liaison with the Board of Directors and Executive Committee.
- 10.1.3 Shall file with NASTT, the RMA By-Laws and any amendments made to such By-Laws.
- 10.1.4 Shall encourage membership to assure continued NASTT and RMA 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 RMA officers within (10) days of the election.

Section 10.2 Vice Chair:

10.2.1. Shall be the Assistant Chief Executive Officer of RMA. 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 RMA plus, maintain liaison with the Board of Directors and Executive Committee.

10.2.3 Shall assist the Chair with any proposed amendments to the RMA By-Laws.

10.2.4 Shall encourage membership to assure continued NASTT and RMA 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 receive and implement 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 RMA 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 RMA business including all official meetings.

10.4.2 Shall provide NASTT and all RMA members with electronic copies of minutes of Board of Director meetings within thirty (30) days.

- Section 10.5 Treasurer:
- 10.5.1 Shall be custodian of all RMA funds and financial accounts.
 - 10.5.2 Shall approve and make all disbursements as required to conduct RMA business with the disbursements being countersigned by at least one other RMA Officer.
 - 10.5.3 Shall maintain and make available upon request all RMA financial records.
 - 10.5.4 Shall provide RMA 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 provincial and federal revenue forms and information, as required.

ARTICLE 11: Fiscal Year

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

ARTICLE 12: RMA Committees

- Section 12.1 There shall be a Budget Committee, a Nomination Committee and such other committees as the RMA Executive Committee shall deem as a requirement from time to time.
- Section 12.2 The RMA Executive Committee shall designate a Chair for each Committee. Committee Chairs shall appoint committee members, subject to the approval of the RMA 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 RMA 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 RMA 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 RMA 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 RMA or NASTT. Upon dissolution of RMA, any and all funds remaining shall be held in trust by NASTT until such time as a new Chapter can be formed.