

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 RMNASTT.

ARTICLE 2: Geographic Area

- Section 2.1 The geographic area of responsibility for RMNASTT shall include the states of Colorado, Kansas, Montana, Nebraska, North Dakota, South Dakota, 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, installation 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 RMNASTT is not organized for profit and no part of the earnings shall ensure 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 RMNASTT shall be available to all individuals and to all private, trade, professional or labor 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 RMNASTT shall be in the following five (5) categories:
- 4.2.1 Business Organization. A membership allowing up to six (6) individuals to represent a business organization. Each individual representing the business organization shall have one (1) vote.
- 4.2.2 Governmental/Educational Institution. A membership allowing up to four (4) individuals to represent a state, federal, local or provincial government agency, private or public educational institution. Each individual representing the governmental/utility/educational institution shall have one (1) vote.
- 4.2.3 Individual. An individual membership available to all persons. An individual shall have one (1) vote.
- 4.2.4 Student. An individual membership available to any person who is either a full time student currently enrolled in a full time program of an accredited educational institution, or enrolled in a recognized apprentice program. A student shall have no vote and shall not hold office in .
- 4.2.5 Honorary. An individual membership offered by the Directors to an individual who has retired from a lifetime of active employment in Trenchless Technology and has been an active member of RMNASTT ten (10) consecutive years or more prior to retirement. An honorary shall have one (1) vote.
- Section 4.3 Application for membership shall be made through NASTT or RMNASTT. Upon payment of dues, the applicant will be considered accepted as an active member. Applications and dues payments shall be sent to NASTT through the required channels.
- Section 4.4 Non-members shall be allowed to attend only two (2) RMNASTT meetings.
- Section 4.5 NASTT members from outside the geographical limits of RMNASTT are welcome to join the Chapter.

ARTICLE 5: Membership Dues

- Section 5.1 RMNASTT dues shall be established by the NASTT Board of Directors. Meeting and Event fees, if required and approved, shall be established by the chapter 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 RMNASTT for confirmation by the Board Chair or Treasurer.
 - 5.2.3 Upon return of confirmation list, bill each member and send billing report automatically to RMNASTT for confirmation.
 - 5.2.4 Send dues paid confirmation mailing list to RMNASTT showing total dues billed, total dues received and a summary for fiscal year. A check for RMNASTT dues and a list of unpaid members shall also be sent.
- Section 5.3 RMNASTT 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 RMNASTT 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 RMNASTT meetings may be sent.
- Section 6.3 The AGM shall be held not less than ten (10) days prior to the end of the RMNASTT 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 RMNASTT meeting shall be 51 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 RMNASTT Executive

Committee. Votes are to be returned within thirty (30) days to the RMNASTT Secretary for counting and endorsement.

ARTICLE 7: Board of Directors

- Section 7.1 All affairs of RMNASTT 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 8 and not more than 12 as determined by the Board of Directors. The immediate past Chair shall be an ex officio member of the Board and will not count toward the Director total.
- Section 7.3 Directors shall be individual members or the voting representative of a Business or Governmental / Institutional Membership. In order to maintain the broad societal purpose of RMNASTT, 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 quarterly in conjunction with the AGM of the chapter. Members of the Board shall be expected to attend the scheduled meetings. In order to maintain Board status, 75% of the meetings must be attended in person or via phone conference as recorded in the minutes of the meeting.
- 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 Whenever a vacancy shall occur in those elected or appointed members of the Board, the remaining Directors may, by the affirmative vote of a majority of the remaining Directors, elect a Director to fill such vacancy. Any Director so elected shall serve for the unexpired term of its predecessor.
- Section 7.8 The term of office for all Directors shall be two (2) or three (3) years, coinciding with the AGM of the chapter for 6 consecutive years.
- Section 7.9 Directors shall receive no remuneration from the chapter for the execution of their duties on the Board. Compensation for approved RMNASTT 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. Additionally, the Board of Directors shall hold harmless each other. The RMNASTT Chapter shall carry appropriate event insurance for outings, events, and shows as may be required.

Section 7.11 The Board of Directors shall from time to time appoint special committees to allow for the completion of special tasks.

Section 7.12 Director Nominations shall be decided by the Nominating Committee made up of the Chair and four other board members. The Nominating Committee shall consider and nominate new Board Members for adaptation to the Board of Directors.

Section 7.13 A Director may be removed at any time, with cause, by the affirmative vote of two-thirds (2/3) of the Board of Directors present and voting in a special meeting called for that purpose to remove one (1) or more Directors named in a written notice delivered to all of the Directors. Only the named Director or Directors may be removed at such meeting.

Section 7.14 A Director may resign at any time by giving written notice (physical or electronic) to the Chair of RMNASTT. The resignation shall be effective without acceptance when the notice is given to RMNASTT, unless a later effective time is specified in the notice.

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

and RMNASTT 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 RMNASTT officers within (10) days of the election.

Section 10.2 Vice Chair:

- 10.2.1. Shall be the Assistant Chief Executive Officer of RMNASTT. 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 RMNASTT plus, maintain liaison with the Board of Directors and Executive Committee.
- 10.2.3 Shall assist the Chair with any proposed amendments to the RMNASTT By-Laws.
- 10.2.4 Shall encourage membership to assure continued NASTT and RMNASTT growth.
- 10.2.5 Shall encourage and promote educational programs.
- 10.2.6 Shall coordinate activities with NASTT, where possible.
- 10.2.7 Upon expiration of the Chair's position, the Vice Chair shall automatically succeed to the office of Chair.

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 RMNASTT 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 RMNASTT business including all official meetings.

- 10.4.2 Shall provide NASTT and all RMNASTT members with electronic copies of minutes of Board of Director meetings within thirty (30) days.
- 10.4.3 Shall maintain and update Chapter dropbox, database, member rosters, contact mediums, meeting minutes, and disburse login for databases.

Section 10.5 Treasurer:

- 10.5.1 Shall be custodian of all RMNASTT funds and financial accounts. Treasurer shall maintain password records and disburse to executive committee.
- 10.5.2 Shall approve and make all disbursements as required to conduct RMNASTT business The Chair and Treasurer shall have authority to sign cash/money disbursements.
- 10.5.3 Shall maintain and make available upon request all RMNASTT financial records.
- 10.5.4 Shall provide RMNASTT 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.
- 10.5.8 Maintain and Operate from the “Procedural Manual” as approved by NASTT.

ARTICLE 11: Fiscal Year

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

ARTICLE 12: RMNASTT Committees

Section 12.1 There shall be an Event Committee, a Nomination Committee and such

other committees as the RMNASTT Executive Committee shall deem as a requirement from time to time.

Section 12.2 The RMNASTT Executive Committee shall designate a Chair for each Committee. Committee Chairs shall appoint committee members, subject to the approval of the RMNASTT 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 RMNASTT 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 RMNASTT voting membership. Voting by mail or email is also acceptable. A majority of the votes cast is required for adoption of an amendment.

ARTICLE 15: Dissolution

Section 15.1 RMNASTT 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 RMNASTT or NASTT. Upon dissolution of RMNASTT, any and all funds remaining shall be held in trust by NASTT until such time as a new Chapter can be formed.