

BYLAWS
OF
SOUTHEAST SOCIETY FOR TRENCHLESS TECHNOLOGY
(SESTT)

ARTICLE 1: Name

- Section 1. The **SOUTHEAST SOCIETY FOR TRENCHLESS TECHNOLOGY**, hereinafter referred to as "Chapter", shall be affiliated with the North American Society for Trenchless Technology, hereafter referred to as NASTT.
- Section 2. The geographic area for this Chapter covers the states of Alabama (AL), Arkansas (AR), Georgia (GA), Florida (FL), Louisiana (LA), Mississippi (MS), North Carolina (NC), South Carolina (SC), Tennessee (TN) and the territory of Puerto Rico (PR).

ARTICLE II: Purposes and Definitions of the Chapter

- Section 1. The purpose of this organization 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 geographical area of the Chapter and are an active member of NASTT.
- Section 2. Membership in the Chapter 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 of 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 shall be 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. A minimum of one (1) meeting shall be held annually 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 thirty (30) days before the date of such meeting, the purpose or purposes for which meeting is called shall be stated in the notice. A copy of such notice shall also be sent to the NASTT.

Section 4. A quorum to conduct business at a chapter 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, the quorum shall be equal to the current number of Board 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 chairperson 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 no less than nine (9) and greater than fifteen (15). The immediate past Chairperson shall be ex officio member of the board. The Board of Directors shall attempt to include representation from each of the major geographic areas of the Chapter.

Section 3. Directors shall be members of the Chapter. Sustaining or Governmental/Institutional Member. In order to maintain the broad societal purpose of the chapter, there should be at least one Director from each of the following seven areas of activity: public utilities, professional engineers/geologists, contractors, regulatory agencies, manufacturers, suppliers, and educators/researchers.

Section 4. Board of Directors shall meet at least quarterly and in conjunction with the annual meeting of the chapter.



- Section 5. Special meetings of the Board of Directors may be called at the request of the Chairperson or any three Directors or Officers.
- Section 6. A majority of the Board of Directors shall constitute a quorum for transaction of business.
- Section 7. 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 shall 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 two (2) years, coinciding with the established Annual General Meeting of the Chapter, except for the position of Treasurer, as described in Article VII, Section 3.
- Section 10. Any Director or Officer, upon a majority vote of all Directors, may be removed from office for any cause which the Board may deem reasonable.
- Section 11. Unless authorized at any meeting and after notice for same shall have been given, no Director, Officer, or other member of the Chapter shall receive any remuneration for their services.

ARTICLE VII: Chapter Officers

- Section 1. The Officers of the Chapter shall be at least three (3) and not exceed five (5) and shall consist of:
- Chapter Chairperson
Chapter Vice Chairperson
Chapter Secretary
Chapter Treasurer
Chapter Past Chairperson
- Section 2. Only elected Directors are qualified to serve as Officers of the Chapter. Officers shall be selected by the Chairperson 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 3. The term of office for all Chapter Officers shall be one (1) year, coinciding with the Annual General Meeting, except for the Treasurer. To maintain financial continuity, the Treasurer will have a term of three (3) years. Officers may have successive re-election of only one term. Generally, all elected officers are to rotate up to the next higher office, unless the slate of Officers is elected for a second term, or the Board members nominate others. Eligible candidates for the Chairperson and Vice Chairperson must have served a minimum of two (2) years on the Chapter Board of Directors.
- Section 4. Any Chapter office which shall become vacant by reason of death, incapacity or resignation of the Officer shall be filled for the remainder of the term by an eligible member appointed by an affirmative vote of the 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 Chairperson 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. Chapter Chairperson
- A. The Chairperson shall be the Chief Executive Officer of the Chapter. He/she shall preside at all meetings of the Chapter and its Board of Directors and Executive Committee.
 - B. It shall be the Chairperson's duty to exercise general supervision over the activities and welfare of the region and maintain liaison with the Chapter Board of Directors.
 - C. The Chairperson is an ex officio member of all chapter committees (with the exception of the nominating committee) and is a voting member of the Chapter Board of Directors.
- Section 2. Chapter Vice-Chairperson
- A. The Vice-Chairperson shall be the Chief Executive Officer of the Chapter in the absence of the Chairperson. He/she shall preside at all meetings of the Chapter and its Board of Directors and Executive Committee in the absence of the Chairperson.
 - B. It shall be the Vice-Chairperson's duty to exercise general supervision over the activities and welfare of the Chapter and maintain liaison with the chapter Board of Directors in the absence of the chairperson.
 - C. It shall be the Vice-Chairperson's duty to assist the Chairperson in every way to promote the Chapter and its activities.
 - D. Shall act in the event of a temporary disability or absence of the Chairperson from all meetings.
- Section 3. Past Chairperson
- A. Shall receive and implement policies and perform such duties that may be assigned by the Chairperson, Executive Committee or Board of Directors as an honorary office, with regard to Chapter assignment.
 - B. Shall encourage and assist in preparing and conducting chapter meetings in an advisory role as requested.
 - C. The Past Chairperson shall have no vote.
 - D. Shall provide assistance, advice and follow-up on membership goals to assure continued Chapter membership growth,



- E. Shall encourage and assist the Chapter in promoting and utilizing regional educational programs at the Chapter level.

Section 4. Secretary

- A. Shall record and maintain records of all Chapter business.
- B. Shall provide NASTT Headquarters and all Chapter members with copies of the minutes of Chapter meetings within thirty (30) days of meeting.
- C. Shall prepare all written communications with NASTT as required by NASTT.
- D. Shall conduct voting by mail in accordance with established rules.
- E. Shall report to the NASTT Headquarters, following each meeting, items to be considered at the next regular meeting of the Executive Committee and/or Board of Directors.
- F. Shall file with NASTT the Bylaws and standing rules and amendments made to such Bylaws and standing rules.
- G. Shall coordinate all chapter activities with NASTT Headquarters.
- H. Shall provide NASTT Headquarters with names and addresses of officers immediately after their election.

Section 5. Treasurer

- A. Shall be custodian of all Chapter funds.
- B. Shall approve and make all disbursements properly allocated to Chapter business, with the disbursements being counter-signed by at least one other officer.
- C. Shall maintain Chapter financial records and perform an annual audit of accounts for preparation of the year-end financial statement.
- D. Shall provide Chapter members with a financial statement at each regular meeting and at the Chapter annual meeting.
- E. Shall provide NASTT Headquarters with a year-end financial statement.
- F. Shall file for tax exempt status.
- G. Shall file required state and Internal Revenue Service forms, if and as required.

ARTICLE X: Fiscal Year

- Section 1. The fiscal year shall be the same as that of NASTT, July 1 to June 30.



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 or Board shall designate the Chairperson of each committee. Committee chairperson shall appoint committee members, subject to the approval of the Chapter Executive Committee or Board.

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. 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 2. 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

None.

Amendment Number 1 – November 3, 2023

The Chapter voted **xxx** to pass these Bylaws at its Annual Meeting. See Minutes of Meeting for April 14, 2024.

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