

# **Norfolk-Bristol-Middlesex Highway Association, Inc.**

## **Constitution of The Norfolk–Bristol–Middlesex Highway Association**

### **Article I – Name and Boundaries**

The name of the organization shall be the Norfolk, Bristol, Middlesex Highway Association, also called NBM Highway Association, Inc. The territory included within the boundaries of this Association shall include all of the political sub-divisions within the counties of Norfolk, Bristol, and Middlesex in the Commonwealth of Massachusetts.

### **Article II – Purpose**

The purpose of this Association shall be the advancement of the theory and practice of the design, construction, maintenance, administration and operation of streets and Public Works systems included within the boundaries of the association; the dissemination of information and promotion of improved practices in Public Works administration; the encouragement of the adherence by Public Works officials to a high professional standard; the professional and social improvement of its members; and the encouragement of improved legislation for the improvement of the profession and the members of the Association.

### **Article III – Policy and Principle**

This Association is not organized for profit and no part of the earnings shall incur to the benefit of any member or officer, except as compensation for services rendered or for necessary expenses actually incurred.

This Association shall, through its operation, attitude and procedures be non-sectarian, non-religious and non-political, but may lend itself to those undertakings through which its membership may benefit and profit professionally.

## **Article IV – Officers**

*Section 1* - The governing body of the Association shall be the Board of Directors, consisting of:

a. President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President and Secretary/Treasurer

These officers shall be active members of the Association at the time of their election and shall be elected for terms of two (2) years, with the exception of the Secretary/ Treasurer, who must be a member, and will be appointed by the Board of Directors to serve at the pleasure of the Board.

b. Three members of the association shall be elected to the Board of Directors as County Representatives, one member as the Norfolk County Representative, one member as the Bristol County Representative, and one member as the Middlesex County Representative. All of the foregoing shall be active members of the Association and shall be elected for a term of two (2) years coterminous with the office of the President.

c. There shall also be five (5) other members of the Board of Directors consisting of the two (2) immediate Past Presidents, and three (3) members to be elected at-large, all for a term of two years conterminous with the office of the president. The at-large members shall be active members or up to one (1) associate member at the time of their selection.

d. There shall also be three (3) vendor members. The remaining founding vendor member shall serve as a permanent vendor member until such time that they resign from the Board. The president shall nominate vendor members, subject to approval by the Board of Directors, to serve a three (3) year term. At the resignation of a permanent vendor member the position will become a three (3) year vendor member position subject to nomination by the president and approval of the Board of Directors. The appointment of vendor members shall be staggered such that only one new appointment per year shall occur. Vendor members may serve up to two (2) consecutive three (3) year terms with approval of the Board of Directors. If at the expiration of a second three (3) year term there are no interested vendors for the vendor member position, the Board of Directors can extend the incumbent vendor representative position for an additional term. Vendor members shall designate an active employee to serve on the board. The vendor may designate a new employee to serve on the board in the event of a retirement or job change with the approval of the Board of Directors. A vendor member must have at least one active Associate Member on staff and the designated employee must also be an active Associate Member.

e. The President may nominate, subject to approval by the Board of Directors up to three (3) additional members as Director Emeritus who are active members and have worked in the public works field and have retired from their position and have contributed significantly to his/her field of endeavor and/or has contributed to the creation of innovative programs or initiatives within the NBM Highway Association and/or the public works field. All of these members will have the voting privileges of the Board of Directors. Emeritus status may be revoked by a majority vote of the Board of Directors. If a vacancy occurs in the position of Director Emeritus, the President may request the Board of Directors fill the vacant position.

*Section 2* - In the event of a vacancy on the Board of Directors, the president may nominate an active or associate member, possessing the qualifications specified in Article IV, Section 1, to fill the unexpired term of office, subject to approval by the Board of Directors.

a. In the event of a vacancy in a past president position, the president may nominate an active member to fill the unexpired term of office, as an at-large member, subject to approval by the Board of Directors.

b. In the event of a vacancy in a county representative position the president may nominate an active member from any county as an at-large member, should there not be a suitable candidate available from the vacated county to fill the unexpired term of office, subject to approval by the Board of Directors.

## **Article V – Duties of Officers and Board of Directors**

*Section 1* - The President shall be the chief executive officer of the Association. He/She shall preside at all meetings and shall be the Chairman of the Board of Directors. He/She shall issue the call for regular or special Board of Directors meetings. He/She shall appoint all committees, standing or special, and act as ex-officio member of each committee. He/She shall see that these committees function and shall cooperate with the committee chairman to that end. He/She shall perform such other duties, as may, from time to time, be assigned to him by the Board of Directors.

*Section 2* - The 1<sup>st</sup> Vice President shall be the second ranking officer of the Association and shall occupy the position of President and perform his/her duties if for any reason the President is absent or incapacitated.

*Section 3* - The 2<sup>nd</sup> Vice President shall be the third ranking officer of the Association and shall occupy the position of President and perform his/her duties if for any reason the President and 1<sup>st</sup> Vice President are absent or incapacitated.

*Section 4* - The Secretary-Treasurer shall keep all records and conduct all correspondence of the Association and of the Board of Directors. He/She shall collect Association dues and receive all monies, depositing them in a bank in the name of the Association. The Treasurer, who shall be bonded by an amount as determined by the Board of Directors, must sign all checks and vouchers. He/ She shall prepare and submit a financial report at each Board of Directors meeting and shall submit such a report once each year to the membership.

*Section 5* - The Board of Directors shall manage all the affairs of the Association, but it shall not make affiliations with other organizations without a majority vote of the membership at a duly called meeting of the Association.

*Section 6* - Minimum participation requirements of Directors

- Attend a minimum of 50% of called business meetings of the Board of Directors
- Attend at least three (3) of the NBM full membership, functions/meetings
- Actively participate in the associations committees as assigned by the President

Note: Directors participation will be reviewed by the Board of Directors annually. The nominating committee will review the Directors previous eighteen (18) months participation and receive input from the officers prior to making nomination recommendations for the Bi-Annual Election.

Recommendations will not be made solely on Directors attendance but rather on active participation in the business of the association.

*Section 7* – The Board of Directors can remove any member of the Board of Directors if said member is convicted of a crime and/or has engaged in any behavior unbecoming of any officer of the board.

## **Article VI – Membership**

The Association shall have five (5) membership grades as follows:

a. *Active Member* – any current public works employee within the territorial boundaries of this Association or a recently retired public works employee, within five (5) years after retirement shall be eligible for membership in this Association. Only active members shall be eligible to hold elective office in this Association.

b. *Associate Member* – any person employed in a firm, or corporation engaged in manufacturing or furnishing material, equipment, supplies or services for the construction or maintenance of Public Works within territorial boundaries of this Association shall be eligible for Associate Member.

c. *Special Membership* – any person associated with the Public Works field from outside the territorial boundaries of the Association may be admitted to Special Membership by vote of the Executive Committee.

d. *Life Member* – any Active or Associate member of this Association, who through outstanding contribution to this Association or to the Public Works field, and who has been a member in good standing for at least twenty (20) years, may be voted life membership by the Executive Committee. Life members will not be required to pay dues to the Association.

e. *Honorary Member* – any person who in the opinion of the Board of Directors has contributed significantly to the betterment and advancement of the profession and/or this Association may be voted Honorary Membership by the Board of Directors. Honorary Members shall not be required to pay dues.

## **Article VII – Dues**

The Board of Directors shall fix dues for all membership grades except Life and Honorary Members. Dues shall be payable annually in advance. Non-payment of dues for a period of one year shall be treated as equivalent to resignation. Such members shall not again be eligible for membership in the Association until all arrears have been paid up, or waived by action of the Board of Directors.

## **Article VIII – Election of Officers**

*Section 1* - The President shall appoint a Nominating Committee of three (3) members, one of whom shall be the immediate Past President who shall act as Chairman – such committee shall submit their nominations to the Board of Directors

*Section 2* - The Board of Directors shall cause the Secretary-Treasurer to prepare an official ballot which ballot shall include the names of candidates nominated by the Nominating Committee and any other candidates that may be nominated by written petition of a least fifteen (15) members of the Association in good standing. At least thirty (30) days prior to the annual meeting said ballot shall be sent to all members of the Association. Ballots shall be sent either by mail or electronically to all active members of the Association. Said ballots to be returned to the Secretary, no later than the last business day prior to the convening of the annual meeting, or in the case of electronic balloting/voting, balloting/voting shall be completed by the close of business on the last business day prior to the convening of the annual meeting.

Said ballots to be returned to the Secretary, not later than the convening of the annual meeting. The results of the election to be tabulated by the Secretary-Treasurer and announced prior to the close of said meeting.

*Section 3* - Newly elected officers shall assume office at the close of the annual meeting.

## **Article IX - Liability**

No Director or officer of the Corporation shall be personally liable to the Corporation or its members for monetary damages of breach of fiduciary duty as a director or officer; provided, however, that this paragraph shall not eliminate or limit the liability of a Director or Officer of the Corporation (i) for any breach of the Director's or officer's duty of loyalty to the Corporation or its members, (ii) for acts or omission not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Director or Officer derived an improper personal benefit. The Corporation shall indemnify Directors and Officers for liability arising from a breach of the duty of care except for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or for any transaction from which the Director or Officer derived a personal benefit. No amendment, modification or repeal of this paragraph, directly or by adoption of an inconsistent provision of these Articles, by the members of the Corporation shall apply to or have any effect on the liability or alleged liability of any Director or officer of the Corporation for or with respect to any acts or omissions of such Director or officer occurring prior to such amendment, modification or repeal.

## **Article X – Meetings and Procedures**

*Section 1* - Meetings will be held as scheduled by the Board of Directors, except that the annual meetings will be held in the month of November and elections in the even numbered year meetings. The membership shall be notified at least two weeks in advance of all meetings.

*Section 2* - All meetings including Board of Director Meetings shall be conducted in accordance with Robert Rules of Order unless otherwise provided herein.

## **Article XI – Quorum**

*Section 1* - A simple majority of the Board of Directors members shall constitute a quorum at a Board of Directors meeting.

*Section 2* - Ten (10%) percent of the membership shall constitute a quorum for the transaction of business at any meeting.

## **Article XII – Amendments**

Amendments to this Constitution may be proposed by initiatory petition submitted to the Board of Directors in writing and signed by not less than fifteen (15) members or by resolution of the Board of Directors. Proposed amendments shall be presented to the membership within one (1) year after the date of their submission, at any meeting of the Association or by letter ballot as may be determined by the Board of Directors. Provided, however, that the Board of Directors may within sixty (60) days after receipt of any amendment proposed by initiatory petition, return same to the petitioners with a letter of explanation requesting that the proposed amendment be modified before it is presented to the membership. If the proposed amendment is resubmitted in writing and signed by not less than ten (10) of the original petitioners, it shall be presented to the membership with or without the approval of the Board of Directors. An affirmative vote of two-thirds (2/3) of the members present and voting shall be necessary for the adoption of a proposed amendment.

## Summary of Amendments for ratification - 11/18/2020

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- *ii The purpose of the association expanded from streets and highway to public works*
- *The governing body of the association to be consistently called Board of Directors*
- *The Board of Directors will include an additional vendor representative (Total of 3)*
- *The Board of Directors can remove members of the Board if member convicted of a crime or behavior is unbecoming of any officer of the board*
- *Active member definition will expand from highway official to any current public works employee*
- *Ballots can be sent by mail or electronically to all active members*
- *Added a new liability section*
- *A simple majority of Board of Directors members will constitute quorum*
- *Removed section that discusses levying an assessment upon the membership*

## Summary of Amendments for ratification – 11/2/2024

- Adds one additional at-large member who may be an active or associate member
- Clarifies the current amount of vendor members and allows vendors to designate a representative subject to Board approval
- Clarifies and standardizes the manner and method for nominating individuals for emeritus members, and for filling vacant positions
- Changes the definition of an active member to include a retired public works employees within (5) five years of retirement