

Massachusetts Harbormasters Association, Inc.
By-Laws

Article I - Name

Section 1. The name of the Association is the Massachusetts Harbormasters Association, Inc. (hereinafter referred to as “the Association” or the “MHAI”).

Section 2. The principal office of the Association shall be in Massachusetts. The Association may have such other offices as may from time to time be designated by the Board of Directors.

Article II - Definition

Section 1. The term “harbormaster” includes: any person currently or formerly acting as a harbormaster, in whatever capacity is deemed eligible by the Board of Directors.

Article III – Purposes

The purposes of this Association shall be:

- a. to encourage, aid, and promote the general welfare of the boating public;
- b. to aid and inform Member Harbormasters and Assistant Harbormasters of the Commonwealth of Massachusetts;
- c. to ensure improved management and public safety of the waters and waterways of the Commonwealth of Massachusetts;
- d. to represent the interests of Member Harbormasters and present their point of view before all governmental bodies; and
- e. to do any and all lawful actions and endeavors necessary to carry out the purposes of the Association.

Article IV – Organization

Section 1. The Association may consist of Regional Chapters, which are geographically based affiliate chapters, including, but not limited to the North Shore Chapter, South Shore Chapter and any additional, geographically based chapters that have affiliated with the MHAI. An entity shall not be considered an affiliate or Regional Chapter of the MHAI unless an application to join the MHAI prescribed by the Board of Directors has been submitted by the entity and accepted by the MHAI Board of Directors. All members in good standing of Regional Chapters affiliated with the MHAI must also maintain MHAI membership in accordance with Article VI of these By-Laws.

Section 2. All individuals applying as Active Members shall hold membership in the MHAI through their membership in a respective Regional Chapter, and have paid dues to MHAI as outlined in Article VI, Section 5.

Article V – Policies

Section 1. The policies of this Association shall be in harmony with the policies of Law Enforcement and Public Safety departments of the Commonwealth, to provide safe boating, and for the protection and management of the Commonwealth’s coastlines, harbors and inland waterways.

Section 2. The Association shall be non-commercial, non-partisan, and non-sectarian. The name of the Association, its officers in their official capacities, shall not be used in connection with any partisan interest, or anything other than the stated purposes of the Association.

Section 3. The Association shall have the exclusive right to use the name “Massachusetts Harbormaster’s Association, Inc.”. The Association shall retain the exclusive and sole right to use, allow or refuse the use of all emblems, seals, badges or other items incorporating the words, “Massachusetts Harbormasters” or any of the Association’s copyrighted or registered trademarks.

Article VI - Membership, Voting and Dues

Section 1. Active Member - Any person who is duly appointed as a Harbormaster, Assistant or Deputy Harbormaster and endorsed by their respective Chapter, in accordance with Article IV, Section 2, will be considered eligible to become an Active Member of this Association. Such eligible individuals, upon payment of dues, will become Active Members of the Association with all the rights and privileges of membership, to include voting on all matters and serving as an elected representative for any office. All Active Members are subject to verification by the MHAI Board of Directors.

Section 2. Associate Member – Any person, firm or corporation having an interest in the purposes of this Association and safe boating is eligible to become an Associate Member of this Association. Chapter membership and endorsement is not required to be eligible as an Associate Member. Associate Members shall be non-voting members of the Association and shall not be eligible to serve in any office.

Section 3. Voting – Each Active Member in good standing shall be eligible to vote and act on the affairs of the Association. Each individual Active Member shall have one vote. The vote of the individual shall be cast by the Active Member in-person, unless otherwise provided for in these By-Laws.

Section 4. Duration of membership and resignation - Membership in this Association may terminate by voluntary withdrawal as herein provided, upon nonpayment of dues as provided for in Article VI, Section 5, or as otherwise provided for in these By-Laws. All rights, privileges and interests of a member in or to the Association shall cease immediately upon the termination of membership.

Section 5. Dues - All members of the Association will pay fixed annual dues assessed by June 30. The Board of Directors shall set the dues annually, in accordance with these By-Laws. Any member delinquent in his or her dues by more than sixty (60) days shall be considered terminated and will not have access to any of the rights or privileges of membership.

Article VII – Meetings

Section 1. Annual Meetings – The Board of Directors shall convene an Annual Meeting of the Association for the purpose of receiving the annual reports and for the transaction of other business. Notice of such meeting shall be sent by mail or electronic transmission by the MHAI Clerk to all members of the Association and the Regional Chapter Presidents and Clerks at least ten (10) days before the date appointed for the meeting. This notice requirement shall be deemed to have been met when the Clerk has provided formal notice to the Regional Chapter Presidents and Clerks.

Section 2. Special Meetings – Special Meetings of the Association may be called by the President or the Board of Directors, or by the President upon the written request of ten (10) members. Notice shall be made in accordance to Article VII, Section 1.

Section 3. Quorum – A quorum shall consist of thirty (30) members present at any Annual or Special Meeting. In cases where less than a quorum is present, the presiding officer may adjourn the meeting from time to time until a quorum is present.

Section 4. The order of business at meetings shall be as follows:

1. Call to order
2. Reading of minutes of previous meeting
3. Receiving communications
4. Reports of Officers
5. Reports of Committees
6. Unfinished business
7. New business
8. Election of Officers
9. Adjournment

Section 5. The order of business may be altered or suspended at any meeting by a majority vote of the Active Members present. The usual parliamentary rules as set forth in “Robert’s Rules of Order” shall govern all deliberations, when not in conflict with these By-Laws.

Article VIII – Board of Directors

Section 1. The Board of Directors shall: have supervision, control and direction over the affairs of the Association; determine the Association’s policies, or any changes thereto, within the limits of these By-Laws; actively pursue the Association’s purposes; and shall have discretion in the disbursement of Association funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may in the execution of the powers granted herein, appoint such agents, as it may consider necessary. The Board of Directors shall be responsible for upholding these By-Laws.

Section 2. The Board of Directors for the MHAI shall be comprised of three (3) representatives from each Regional Chapter. Notice of all Regional Chapter representatives to serve as Directors to the MHAI shall be sent to the MHAI Clerk no later than 45 days before the MHAI Annual Meeting.

Section 3. Only those Harbormasters, who are Active Members in good standing in their respective Regional Chapter and in the MHAI and are elected by such chapter to serve as that chapter’s representative to the MHAI, may be eligible for membership on the MHAI Board of Directors. Directors shall, upon election at the Annual Meeting of the MHAI, immediately enter into the performance of their duties and shall continue in office until such Director’s successor is duly elected and qualified or unless such Director resigns, is removed, or is otherwise unable to fulfill an unexpired term. Any Director shall be eligible for re-election provided that he or she continues to be otherwise eligible.

Section 4. Meetings – Except that the Board shall have a meeting at the time and place of the Annual Meeting, the Board shall meet upon call of the President at such times and places as he or she may designate, and shall be called to meet upon the demand of a majority of the members of the Board. The Board of the MHAI shall meet no less than four (4) times per year. Notice of all meetings of the Board of Directors shall be sent by mail or electronic transmission to each member of the Board by the Clerk at least ten (10) days before the time appointed for the meeting.

Section 5. Quorum – A quorum shall consist of a majority of the members of the MHAI Board of Directors. In case less than a quorum is present, the presiding officer may adjourn the meeting from time to time until a quorum is present.

Section 6. Compensation – Directors as such shall not receive any compensation for their services as Directors, but the Board may, by majority vote, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Association. Nothing herein shall preclude a Director from providing services to the Association in any other capacity and receiving compensation for such services.

Section 7. Resignation or removal – Any Director may resign at any time by giving written notice to the President, the Clerk, or to the Board of Directors. Such resignation shall take effect at the time specified in such notice. Any Director may be removed and replaced by a majority vote of their respective Chapter members.

Section 8. Vacancies – Any vacancies that may occur on the Board by reason of death, resignation or otherwise may be filled for the unexpired term by a representative duly elected by the Regional Chapter.

Section 9. Proxy Voting – Any Board member unable to participate in a meeting of the Board of Directors may designate to the Clerk in writing, a proxy from his or her Regional Chapter to attend and vote on all matters taken up at that meeting.

Section 10. Electronic Vote – Whenever, in the judgment of the President, any questions shall arise which he or she believes should be put to a vote of the Board of Directors and when the President deems it inexpedient to call a

special meeting for such purpose, the President may, unless otherwise required by these By-Laws, submit such a matter to the Board for electronic vote and decision.

Article IX – Officers

Section 1. The Executive Board of Directors of the Association shall consist of the following Officers: President, Vice-President, Treasurer and Clerk. The Officers shall be elected annually, from the MHAI Board of Directors, by a majority vote of all Active Members of the Association at the Annual Meeting where a quorum is present.

Section 2. Each Officer shall take office upon election at the MHAI Annual Meeting and shall serve for a term of one (1) year or until his or her successor is duly elected and qualified.

Section 3. Vacancies – Vacancies in any office may be filled by a majority vote of the Board of Directors for the balance of the term thereof.

Section 4. President – The President shall be the principal elective officer of the Association and shall preside at meetings of the Association and of the Board of Directors. The President shall be a member ex-officio of all committees with the right to vote. The President shall be the co-signer, with the Treasurer, of all notes, checks, deeds, leases, mortgages, and other legal documents on behalf of the Association. The President shall also, at the Annual Meeting of the Association and at such other times as he or she shall deem proper, communicate to the members or to the Board of Directors such matters and make such suggestions as may in his or her opinion tend to promote the welfare and further the purposes of the Association. The President shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors from time to time.

Section 5. Vice President - In the absence of the President, the Vice-President shall assume all the duties of that office as stated in Article IX, Section 4. In the event of resignation or removal of the President, the Vice President shall serve until such time as the vacancy is filled in accordance with Article IX, Section 3. The Vice President shall perform such other duties as are necessarily incident to the office of Vice President or as may be prescribed by the Board of Directors from time to time.

Section 6. Treasurer – The Treasurer shall keep an account of all moneys received and expended for the use of the Association, and shall make disbursements authorized by the Board and approved by the President and such other officers as the Board may prescribe. The Treasurer shall deposit all sums received on behalf of the Association in the bank or banks approved by the Board of Directors. The Treasurer may co-sign with the President, on behalf of the Association, checks, notes and other obligations. The Treasurer shall not make any disbursement of Association funds, other than for the Association’s administrative expenses, in excess of two hundred fifty dollars (\$250) without prior approval of the Board of Directors. The Treasurer shall provide a list of all paid, Active Members to the Clerk twenty (20) days prior to the Annual Meeting for the purpose of annual voting. The Treasurer shall make a report at the Annual Meeting or when called upon by the President. The funds, books and vouchers in his or her hands shall remain the property of the Association and, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the Board of Directors.

Section 7. Clerk – The Clerk shall have charge of all Association minutes, books, documents, the Corporate Seal, and other information and papers as the Board of Directors may from time to time determine. The Clerk shall attend and keep minutes of all meetings of the Association. The Clerk shall produce written minutes within thirty (30) days after all meetings. The Clerk shall maintain updated information for all members including addresses, email addresses, and phone numbers. The Clerk shall give notice of all meetings of the Association in accordance with the provisions of Article VII, Section 1. The Clerk shall attest documents and perform such other duties as are usual for such office or as may be duly assigned to him or her.

Article X – Committees

Section 1. The President, subject to the majority vote of the Board of Directors when a quorum is present, shall annually appoint such standing, special or subcommittees as may be required by the By-Laws or as he or she may

find necessary. A list of committee members shall be provided by the Board annually, stating the name of all active committees and committee members. This requirement shall be deemed to have been met when formal notice of committee appointments has been provided by the MHAI Clerk to the Regional Chapter Presidents and Clerks.

Section 2. Standing Committees - Standing committees of the Association shall include: the Training Committee, the Legislative Committee, the Public Education Committee and any ad-hoc committees established by the Board of Directors, in accordance with the powers granted to such Board as set forth in Article VIII, Section 1.

Section 3. Nominating Committee – During the month of October in each year, the Executive Board of Directors shall appoint a Nominating Committee, consisting of one Director from each Regional Chapter, to nominate candidates for the Executive Offices. The committee shall not include the President and Vice-President. The Nominating Committee shall notify the Clerk, in writing, at least thirty (30) days before the date of the Annual Meeting, of the names of the candidates it proposes for officers, and the Clerk shall mail a copy thereof to the last recorded address of each Active Member at least ten (10) days before the Annual Meeting.

Section 4. Nominations in Advance – Independent nominations for Executive Offices may also be made, provided that the nominee is a member of the Board of Directors who is in good standing with the MHAI, and who is endorsed with the names of not less than five (5) Members of the Association. Such independent nominations must be received by the Clerk at least twenty-one (21) days prior to the Annual Meeting of the Association, and the Clerk shall mail a copy thereof to the last recorded address of each Active Member at least ten (10) days before the Annual Meeting. Members who are nominated and eligible to run for office may only run for one office at a time.

Section 5. Committee Responsibilities – Each committee shall perform its duties as designated by the Chairman of said committee. Each committee Chairman shall report on activities of the committee to the Board of Directors as requested.

Article XI - Regional Chapters

Section 1. Each Regional Chapter shall be governed by such respective Chapter's By-Laws.

Section 2. Regional Chapters shall notify the MHAI Treasurer of all Regional Chapter members in good standing upon request.

Section 3. MHAI's Regional Chapters shall include, but not be limited to the following:

- a. North Shore Region
- b. South Shore Region

Article XII – Fiscal Year

The fiscal year shall commence on the first day of July and shall end on the thirtieth day of June.

Article XIII – Seal

The Association shall have a seal of such design as the Board of Directors may adopt.

Article XIV – Indemnification

The Association shall indemnify any and all of its Directors or Officers or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are a party by reason of having been Directors or Officers of the Association. Except that indemnification shall not be provided to Directors or Officers or former Directors or Officers in relation to matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duties to the Association and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article XV – Dissolution

On dissolution of the Association, any funds that remain after all of the Association’s debts and financial obligations are satisfied shall be distributed to any organized and qualified charitable, educational, scientific or philanthropic entity, as determined by the Board of Directors.

Article XVI – Amendments

Upon proposal by the Board of Directors or by written request of thirty (30) members, these By-Laws may be amended, repealed or altered, in whole or in part, by a two-thirds (2/3) vote of those Active Members present and voting at the Annual Meeting of the Association; provided that a quorum has been met and that a copy of any amendment proposed for consideration was provided by the Clerk to Active Members and the Regional Chapter Presidents and Clerks at least ten (10) days prior to the Annual Meeting. This requirement shall be deemed met when formal notice has been provided to the Regional Chapter Presidents and Clerks.

Date adopted: _____

Certified as true and correct by the Board of Directors.

Rosemary Lesch, Director North Shore

Jim Caulkett, Director North Shore

Chuck Famalare, Director North Shore

Chad Hunter, Director South Shore

Paul Milone, Director South Shore

Kenneth R. Corson III, Director South Shore

Amended June 7, 2012
Amended April 12, 2011
Amended March 26, 2009
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