

**Massachusetts Harbormasters Association, Inc.**  
**By-Laws**

**Ratified by the Members at the Annual Meeting**  
**2009 Proposed Changes**

**Article 1 - Name:**

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

**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 ~~Executive~~ Board of Directors.

**Article 2 - Definition**

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

**Article 3 – Purpose**

The objective of the Association shall be to aid and promote the general welfare of the boating public; to ensure improved management on the waters of the Commonwealth of Massachusetts; to assist in the adoption of any new legislative programs which the Association believes would be beneficial to the boating public, and to aid and inform the Harbormasters and Assistant Harbormasters of the Commonwealth of Massachusetts.

**Article 4 - Organization**

**Section 1.** The Association may consist of geographically based chapters that have affiliated with the MHAI.

**Section 2.** All individuals, applying as active members, shall hold membership in the MHA Inc. through their membership in a respective Chapter.

**Article 5 - 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 purpose of the Association. The Association shall not endorse any commercial enterprise or any political candidate.

**Section 3.** The Association shall have the exclusive right to use the name “Massachusetts Harbormaster’s Association, Inc.”. The corporation 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 corporation’s copyrighted or registered trademarks.

**Article 6 - Membership, Voting and Dues**

**Section 1. Active** - Any person who is **appointed as a** Harbormaster, ~~or an~~ Assistant or Deputy Harbormaster endorsed by their respective chapter will be considered eligible to become an active member of this association in accordance with Article 4, section 2.

**Section 2. Associate** – 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. An Associate member shall be a non-voting member of the association. (Chapter membership not required)

**Section 3. Voting** – Each active member 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 member **in person**.

**Section 4. Duration of membership and resignation** - Membership in this association may terminate by voluntary withdrawal as herein provided, or otherwise in pursuance of these bylaws. All rights, privileges and interest of a member in or to the association shall cease on the termination of membership.

**Section 5. Dues** – ~~The dues for each individual member of the association shall be based on the dues established by the local chapter, of which 30% shall be paid by the Treasurer of the members’ local chapter to the MHA, Inc. The total dues paid to MHA, Inc. by any local chapter shall be 30% of their total annual dues revenue or as determined by the Executive Board of Directors, remitted on or before July 1<sup>st</sup> each year. Dues for associate members shall be established by the Executive Board of Directors.~~ **All members of the association will pay fixed annual dues assessed by June 30. The board of directors shall set the dues amount annually by majority vote. The Executive Board of Directors shall have the authority to set the dues accordingly, as from time to time may be necessary.** Any member delinquent in his dues by more than thirty days shall be considered terminated and will not have access to any of the rights or privileges of membership.

#### **Article 7 – Meetings**

**Section 1. Annual** – ~~The Executive Board of Directors shall convene an annual meeting of the association during the month of December, unless otherwise ordered by the Executive Board of Directors, for election of the Executive Board of Directors, for receiving the annual reports and the transaction of other business. Notice of such meeting, shall be made by the clerk to all members signed by the secretary shall be mailed to the last recorded address of each member at least ten days before the time appointed for the meeting. This requirement shall be deemed met when formal notice has been provided to the local chapter president and secretary.~~

**Section 2. Regular** – ~~Regular meetings of the association shall be held at the discretion of the President. Notice of time and place shall be mailed to each member at his last recorded address at least ten days in advance of each meeting.~~

**Section 3 2. Special** – Special meetings of the association may be called by the president or the Executive Board of Directors, or shall be called by the president upon the written request of ten members. **Notice shall be made in accordance to section 1.** ~~Notice of any special meeting shall be mailed to each member at his last recorded address at least ten days in advance, with a statement of time and place and information as to the subject or subjects to be considered.~~

**Section 4 3. Quorum** – Fifteen (15) members present at any meeting of the association shall constitute a quorum, and in case there be less than a number, the presiding officer may adjourn the meeting from time to time until a quorum is present. The quorum must consist of at least two members from each chapter.

**Section 5. 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 Directors~~
9. Adjournment

**Section 6- 5.** The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in “Robert’s Rules of Order” shall govern all deliberations, when not in conflict with these bylaws.

## **Article 8 – Executive Board of Directors**

**Section 1.** The ~~Executive~~ Board of Directors shall have supervision, control and direction of the affairs of the association, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It 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, appoint such agents, as it may consider necessary.

**Section 2.** The ~~Executive~~ Board of Directors for the MHAI shall be comprised of three representatives of each chapter. ~~There shall be a President, Vice President, clerk and treasurer.~~

**Section 3.** ~~At the first annual meeting there shall be elected by ballot nine (9) directors of the association, all of whom shall be elected for a term of two years. At an annual meeting thereafter, nine (9) directors shall be elected for a term of two years. Any director shall be eligible for re-election.~~ Only those Harbormasters, who have been a member in good standing for a period of the previous two years in their respective chapter, can be eligible for membership on the ~~Executive~~ Board of Directors. Directors shall, upon election, immediately enter into the performance of their duties and shall continue in office until their successors shall be duly elected and qualified or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term.

**Section 4. Meetings** – Except that the ~~Executive~~ Board shall have a ~~regular~~ meeting at the time and place of the annual meeting, the ~~Executive~~ Board shall meet upon call of the president at such times and places as he may designate, and shall be called to meet upon demand of a majority of its members. The ~~Executive~~ Board of the MHAI shall meet no less than two times per year. Notice of all meetings of the ~~Executive~~ Board of Directors shall be sent by mail or electronic transmission to each member of the ~~Executive~~ Board at his last recorded address at least five days in advance of such meetings.

**Section 5. Quorum** – A majority of the whole ~~Executive~~ Board **with at least one member of each chapter shall constitute a quorum at any meeting of the board.** ~~shall constitute a quorum, which must consist of at least one member from each chapter, at any meeting of the Executive Board.~~ Any less number may adjourn 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 ~~Executive~~ Board may by resolution 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 serving 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 secretary or to the ~~Executive~~ Board of Directors. Such resignation shall take effect at the time specified therein. Any **chapter** director may be removed by a  $\frac{3}{4}$  majority vote of their respective chapter members.

**Section 8. Vacancies** – Any vacancies that may occur on the ~~Executive~~ Board by reason of death, resignation or otherwise may be filled by the local chapter represented ~~with the approval of a majority of the Executive Board of Directors,~~ for the unexpired term.

**Section 9. Proxy Voting** – Any ~~Executive~~ Board member unable to participate in a meeting of the ~~Executive~~ Board of Directors may designate to the clerk in writing, a proxy from his local chapter to attend and vote on all matters taken up at that meeting.

## Article 9 – Officers

**Section 1.** The elective officers of the association shall be a President, Vice-President, treasurer and clerk. ~~These officers shall be elected biannually by the membership through a mail in ballot, mailed 10 days prior to the association's annual meeting. Election shall be by ballot and a majority of the votes cast shall elect. When held, election of officers shall be conducted following the annual meeting in November.~~ **Officers shall be elected annually by the board of directors prior to adjournment of the annual meeting.** ~~Elections shall be made by written ballot whenever there is more than one nominee for an office.~~

**Section 2.** Each elective officer shall take office upon election and shall serve for a term of ~~two~~ **one** years ~~and or~~ until his successor is duly elected and qualified. The ~~Executive~~ Board of Directors shall be responsible for upholding the by-laws. ~~The Executive Board of Directors shall oversee all committees.~~

**Section 3.** Vacancies in any office may be filled for the balance of the term thereof by the directors at any ~~regular or special~~ meeting.

**Section 4. President** – The President shall be the principal elective officer of the organization, shall preside at meetings of the association and of the ~~Executive~~ Board of Directors and shall be a member ~~ex officio~~, with right to vote, of all committees, ~~except the Nominating Committee.~~ The President shall be the co-signer, with the Treasurer, of all notes, checks, deeds, leases, mortgages, and other legal documents given on behalf of the Association. He shall also, at the annual meeting of the association and at such other times as he shall deem proper, communicate to the members or to the ~~Executive~~ Board of Directors such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the association and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the ~~Executive~~ Board of Directors

**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 7, Section 4.

**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 ~~Executive~~ Board and approved by the president and such other officers as the ~~Executive~~ Board may prescribe. All sums received he shall deposit in the bank or banks approved by the ~~Executive~~ 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 association administrative expenses in excess of ~~five hundred dollars~~ **two hundred fifty dollars**, without prior approval of the ~~Executive~~ Board of Directors. The Treasurer shall provide a list of all paid members to the Clerk ~~10~~ **20** days prior to the Annual Meeting for the purpose of **annual voting**. ~~Sending an election ballot to the active members.~~ The Treasurer shall make a report at the annual meeting or when called upon by the president. The funds, books and vouches in his hands shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the ~~Executive~~ Board of Directors.

**Section 7. Clerk** – The Clerk shall have charge of all minutes books, documents, the Corporate Seal, and papers as the ~~Executive~~ Board of Directors may determine. The Clerk shall attend all meetings of the Association and shall keep minutes of all meetings. The Clerk shall keep updated information for all members including addresses and phone numbers. The clerk shall give notice of and attend all meetings of the association to keep a record of all proceedings, to attest documents and perform such other duties as are usual for such official or as may be duly assigned to him. **The clerk shall produce written minutes within 30 days after all meetings.**

## Article 10 – Committees

**Section 1.** The president, subject to the **majority vote** ~~approval~~ of the ~~Executive~~ Board of Directors, shall annually appoint such standing, special or subcommittees as may be required by the bylaws or as he may find necessary. **A list of committee members shall be provided to the board annually, stating the name of all active committees, Committee members, and terms. This requirement shall be deemed met when formal notice has been provided to the local chapter president and clerks.**

**Section 2. Standing Committees** - There shall be standing committees of the association called the **Training Education Committee**; Legislative Committee; **Public Education Committee** ~~Media Committee~~; ~~Public Relations Committee~~ and any ad-hoc committees as established by Article 8, Section 1. Each chapter shall select a member to serve on each of the standing and ad hoc committees

**Section 3. 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 ~~Executive~~ Board of Directors when requested.

~~**Section 4. Nominating Committee**—During the month of October in each year, the Executive Board of Directors shall appoint a nominating committee of three persons, one director from each chapter, to nominate candidates for the Executive Offices. The committee shall include the President and Vice President. The committee shall notify the secretary, in writing, at least 10 days before the date of the annual meeting, of the names of the candidates it proposes for officers, and the secretary shall mail a copy thereof to the last recorded address of each member at least ten days before the annual meeting.~~

~~**Section 5. Independent nominations**—Nominations for officers may also be made, endorsed with the names of not less than five members of the association, if received by the secretary at least ten days prior to the annual meeting of the association for immediate transmittal by him to the members.~~

#### **Article 11 - Regional Chapters**

**Section 1.** Each regional chapter shall ~~be governed by their local by laws.~~ select a President, Vice President, Secretary and Treasurer.

**Section 2.** ~~Chapters shall notify the Mass Harbormaster Association Treasurer of all eligible members upon request.~~ Each officer shall have the duties set forth in Article VII, in their respective chapters.

**Section 3.** Massachusetts Harbormaster’s chapters shall include but are not limited to the following:

- a. North Shore Region
- b. Cape – Islands and Southeastern Region
- c. South Shore Region

#### **Article 12 – Mail and Electronic Vote**

~~**Section 1.** Whenever, in the judgment of the Executive Board, any questions shall arise which it believes should be put to a vote of the active membership and when it deems it inexpedient to call a special meeting for such purpose, the directors may, unless otherwise required by these bylaws, submit such a matter to the membership in writing by mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail within fifteen days after such submission to the membership, provided that in each case votes of at least ten members shall be received. Any and all action taken in pursuance of a majority mail vote in each such case shall be binding upon the association in the same manner as would be action taken at a duly called meeting. Whenever, in the judgment of the President, any questions shall arise which it believes should be put to a vote of the Executive Board of Directors and when it deems it inexpedient to call a special meeting for such purpose, the President may, unless otherwise required by these bylaws, submit such a matter to the Executive Board for electronic vote and decision.~~

#### **Article 13 – Fiscal Year**

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

#### **Article 14 – Seal**

The association shall have a seal of such design as the ~~Executive~~ Board of Directors may adopt.

**Article 15 – Indemnification**

The association may, by resolution of the ~~Executive~~ Board of Directors, provide for indemnification by the association of 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 made parties, or a party, by reason of having been Directors or officers of the association, except 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 duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

**Article 16 – Dissolution**

~~The funds shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the organization.~~ On dissolution of the association, any funds remaining shall be distributed **equally equitably** to the remaining chapters of the organization. If no chapters exist to receive the distribution of funds, they shall be distributed to any organized and qualified charitable, educational, scientific or philanthropic entity, as determined by the ~~Executive~~ Board of Directors.

**Article 17 – Amendments**

Upon proposal by the ~~Executive~~ Board of Directors or by written request of ten members, these bylaws may be amended, repealed or altered, in whole or in part, ~~(a)~~ by a two-thirds vote of those members present and voting at ~~the annual~~ **any** meeting of the association; provided that a copy of any amendment proposed for consideration shall be **provided by the clerk to the members at least (10) days prior to the meeting. This requirement shall be deemed met when formal notice has been provided to the local chapter president and secretary.** ~~mailed to the last recorded address of each member at least ten days prior to the date of the meeting; or (b) by approval of the members through mail vote in accordance with the provisions of Article IX.~~

**Date adopted:** \_\_\_\_\_

*Certified as true and correct by the ~~Executive~~ Board of Directors.*

_____ <b>Director</b>	_____ <b>Director</b>
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Typos Fixed January 22, 2009 (Gregg’s Changes)  
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