

NORTH SHORE HARBORMASTER ASSOCIATION
CHAPTER By-Laws
Adopted April 12, 1989

Harbormasters, Assistant Harbormasters and other duly appointed municipal representatives are guardians of the Massachusetts waterfront. Duties of the Harbormaster are wide ranging and may include - harbor planning and management, education of the public regarding safe boating, maritime law enforcement as well as search and rescue operations. Harbormasters work in conjunction with departments in their community, the Massachusetts Environmental Police and the United States Coast Guard to ensure the safest possible boating experience for boaters in Massachusetts waters.

ARTICLE I: NAME

The name of the Association is the North Shore Harbormaster Association.

ARTICLE II FISCAL YEAR

The fiscal year shall commence on the first day of January of each year or such other date as the Association may determine.

ARTICLE III PURPOSE

The purposes of the Association are to:

1. Provide a forum for the exchange of ideas and information among the North Shore Chapter members.
2. Facilitate better administration of the harbors and waterways of the North Shore;
3. Act in a coordinated manner on proposed and enacted legislative programs which affect the Association or its constituencies;
4. Promote the general welfare of the boating public from Boston Harbor to Salisbury on the New Hampshire, Massachusetts border.
5. Conduct such other activities and programs in support of the foregoing purposes as are allowed by law.

ARTICLE IV POLICIES

Section 1: Goals

The policies of this Association shall be consistent with those typical of law enforcement departments in the Commonwealth, and shall be designed to effect safe boating, better management of our harbors and waterways, and greater professionalism among the Harbormasters of the North Shore and surrounding areas.

Section 2: Non-commercial Nature.

The Association shall be noncommercial, nonpartisan, nondiscriminatory, and open to all qualified individuals on equal basis. The names of the Association and its officers shall not be used in connection with any commercial concern or partisan interest or anything other than the regular work of the Association. No commercial enterprise or candidate for political office shall be endorsed by the Association.

Section 3: Use of Emblems, Seals, etc.

The Association shall have the exclusive right to use the name “Bay State Harbormaster Association North Shore Chapter” or any part thereof and shall retain the exclusive right to use, and to allow or refuse to allow the use of any emblems, seals, badges, or other items incorporating the words "North Shore Harbormasters", or ""North Shore Harbormasters' Association" or any of the Association's registered marks.

ARTICLE V MEMBERS

Section 1: Eligibility - Full Members

The Harbormasters of all cities and towns of the North Shore and surrounding area who support the purposes described in Article III above are eligible for membership in the Association upon payment of dues as provided for in Section 5 of this Article. Harbormasters ~~and Assistant Harbormasters~~ outside the Northshore and Northeastern Massachusetts geographical area, in order to become a member, must first be accepted by a two thirds vote of the membership present at a regular meeting. Upon being accepted, each member from outside the North Shore and Northeastern Massachusetts geographical area must be confirmed on an annual basis by a two thirds vote of the membership.

Section 2: Eligibility - Honorary Members.

Honorary members may be nominated from the floor and elected to honorary membership at an annual meeting, or special meeting in lieu of annual meeting, only. A majority of those present at such meeting is required to elect an Honorary Member to membership in the Association.

Section 2.1: Eligibility - Associate Members.

Marine professionals interested in affiliation with the North Shore Harbormaster Association may make application to the organization through its officers. Once the application is accepted, approved by the association members at a duly convened and attended association meeting and dues are paid, the applicant shall be deemed as “in good standing”.

Section 3: Resignation

Any member may resign at any time by giving notice of his or her resignation in writing to any officer or director of the Association.

Section 4: Dues and Assessments

The dues for all member communities shall be reviewed and determined annually by the executive board and ratified by the membership. Dues for members should be paid prior to the annual meeting but no later than the 2nd Tuesday in February. All Harbormasters, Associate Members and Past or Honorary Harbormasters are eligible for membership upon payment of their dues.

Marine professionals interested in affiliation with the North Shore Harbormaster Association may make application to the organization through its officers. Once the application is accepted, approved by a majority vote of Association members at duly convened and attended chapter meeting and dues are paid, the applicant shall be deemed as “in good standing”.

Section 5: Changes to Dues and Assessments.

No change in the dues shall become effective until approved by a majority of the members present at a regular meeting of which written notice has been given to all members of the Association at least ten days prior to said meeting. To ensure productive meetings, each Harbormaster shall submit a roster of individuals from his/her department that are authorized to cast a vote in his or her absence. This roster shall be comprised of individuals in good standing, and in ranking order.

Section 6: Notice of Arrearage.

Any member in arrears will be notified by the Secretary in writing within sixty days following the dues payment due date. If the Association is unable to notify the Harbormaster directly, this notification will be made to the Mayor or Board of Selectmen of that city or town for forwarding to the proper authority.

ARTICLE VI MEETINGS OF THE MEMBERS

Section 1: Place

All meetings of the members shall be held at such place within the Commonwealth of Massachusetts as is named in the call.

Section 2: Annual Meeting

The annual meeting of the members shall be held in December and shall be called by any Officer or any Director. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

Section 3: Special Meetings

Special meetings of the members may be called by the President and shall be called by the Secretary, or in the case of the death, absence, incapacity, or refusal of the Secretary, by any other Officer, upon written application of any member or members entitled to vote thereat. In case none of the Officers is able and willing to call a special meeting, the Supreme Judicial or Superior Court, upon application of any member or members entitled to vote thereat, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law.

Section 4: Notice

All meetings of the members shall be called by giving at least ten days' notice to each member stating the place, day and hour for the meetings and the purpose thereof. Notices shall be mailed postpaid to, or delivered at, the address of the members as they appear on the books of the Association or electronically if appropriate. Whenever notice of a meeting is required to be given a member under applicable law, the Articles of Organization or these bylaws, a written waiver thereof, executed before or after the meeting by such member or his attorney thereunto authorized and filed with the records of the meeting, shall be deemed equivalent to such notice. Notwithstanding the foregoing, notice of any change of the date fixed in the bylaws for the annual meeting shall be given to all members at least twenty (20) days before the new date fixed for such meeting.

Section 5: Quorum

Five member communities who appear in person or by proxy at any meeting shall constitute a quorum for the conduct of business at that meeting.

Section 6: Voting

Each community shall be afforded one vote each, regardless of size. Individuals seeking elected officer positions in the organization shall be duly appointed by their respective municipality or government and active as "Harbormaster".

When a quorum is present at any meeting, the vote of a majority of the members represented at that meeting shall, except where a larger vote may be required by law, the Articles of Organization or these bylaws, decide any question brought before the meeting. In the event a quorum is deemed not to exist at a duly convened meeting or gathering no binding vote may be held by those members in attendance, to include the Executive Board or any other members present.

Members may not vote by written proxy.

Honorary members, Associate members will have no voting power and shall not be counted when determining a quorum.

Section 7: Action by Consent

Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all the members consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE VII OFFICERS

Section 1: Enumeration

The Officers of the Association shall be a President, Vice President, Treasurer, Secretary, and such other officers as the Board may designate.

Section 2: Qualifications

All Officers shall be Directors. No person shall hold more than one office, except that the offices of Secretary and Treasurer may be combined and held by a single individual.

Section 3: Initial Officers

The initial Officers shall be those persons named as Officers in the Articles of Organization. Thereafter, the Officers shall be elected by the members at the annual meeting of the members.

Section 4: Terms of Office

The term for all officers shall be one year.

Section 5: Resignation

Any Officer may resign at any time by giving his or her resignation in writing to the President, Vice President, Treasurer or Secretary.

Section 6: Removal of Officers

Officers may be removed from their respective offices with or without cause by vote of a majority of the members present at a special meeting convened for that purpose.

Section 7: No Right to Compensation

Officers shall serve without compensation.

Section 8: Vacancies

In the event of a vacancy in one of the elected offices of the Association, the Executive Committee shall appoint a member of the Association to fill the unexpired term. Said appointee shall hold office until his resignation, removal, Or until the election of his successor at the next annual meeting except as provided for in this section. The Association may however, by unanimous vote at a regular meeting, allow for the election of a replacement to fill a vacated office prior to the annual meeting, in which case all other provisions of this article shall be observed.

ARTICLE VIII POWERS AND DUTIES OF OFFICERS

Section 1: President

The President shall be the chief executive officer of the Association and as such shall have charge of the affairs of the Association. He/She shall preside at all meetings of the Association and Executive Committee, and shall be an ex-officio member of all other committees except the nominating committee. He/She shall be an authorized signer of all checks, notes, deeds, leases, mortgages, and other legal documents given on behalf of the Association. He/She shall have the power to call meetings of the Association and Executive Committee. The President shall also have such other powers and duties as customarily belong to the office of President.

Section 2: Vice President.

At the request of the President, or in his absence at any scheduled meeting of the Association or Executive Committee the Vice President shall perform all of the duties and exercise all of the powers normally associated with the office of President. In the event of the disability of the President, the Vice-President shall have the authority to call meetings of the Association and Executive Committee.

Section 3: Secretary.

The Secretary shall have charge of such books, documents, and papers shall have custody of the Corporate Seal. He shall attend all meetings of the Association and shall keep the minutes of those meetings; shall keep a record containing the names, addresses, and telephone numbers of all members of the Association and shall distribute said list annually to the membership; and shall perform such other duties as may be assigned to him by the President. He/She shall give notice to all members at least ten days prior to any meeting of the Association.

Section 4: Treasurer.

The Treasurer shall be the chief financial officer of the Association. The Treasurer shall also have such powers and duties as customarily belong to the office of treasurer or as may be designated from time to time by the President.

The Treasurer shall have custody of all funds and property of the Association subject to such restrictions as may be imposed by the Association. He/She shall receive all funds, depositing the funds in the name of the Association in a Bank or Trust Company as may be designated by the Association. The Treasurer shall be an authorized signer of all checks, notes, and other obligations given on behalf of the Association. He shall not make any disbursement in excess of five hundred dollars (\$500.00) without the prior approval of the President or the approval of two-thirds of the membership present at any regular meeting.

The Treasurer shall keep an accurate record of all receipts and disbursements and shall report on all transactions and the status of all accounts at each meeting of the Association, and at other times as required by the Executive Committee.

SECTION 5: Website.

The Web Master shall do the administrative web work on the North Shore Chapter website; deal with internet communications in the NSHM chapter along with communicating with affiliated agencies.

ARTICLE IX ELECTION OF OFFICERS

Section 1: Elected Offices

The President, Vice President, Secretary and Treasurer of the Association shall be elected by a simple majority at the annual meeting and subject to the conditions outlined elsewhere in this article.

Section 2: Nominations

Nominations for the elected offices of the Association shall be made by a nominating committee which shall be appointed by the Board of Directors at least one (1) month prior to the annual meeting (November). The nominating committee shall make its report at a regular meeting at least one (1) month prior to the annual meeting held in (December). Following the report of the nominating committee, nominations from the floor shall be accepted, provided that the nominee has given his or her consent.

Section 3: Nomination and election to serve on Bay State Harbormaster Association.

One chapter member will be voted each year to serve on the BSHMA Executive board for the 2 year term. Nomination and election for this position will follow the same process as that established for service on the North Shore Chapter Executive board.

Section 4: Statement of Goals

All nominees for elected office may distribute to the membership present, a written statement of his /her goals for the ensuing term, at, or prior to, the beginning of the annual meeting at which the election is to take place.

Section 5: Time and Place of Elections

Elections shall be held immediately prior to the close of the annual meeting as the last order of business, and the newly elected officers will commence the performance of their respective duties immediately.

Section 6: Secret Ballot

Elections shall be made by written secret ballot whenever there is more than one nominee for office. In such a situation the Board will choose a committee of three to count the ballots, and that committee shall announce only the name of the successful candidate, not the actual count of the ballots.

ARTICLE X EXECUTIVE COMMITTEE:

The Executive Committee of the Association shall consist of the President, Vice President, Secretary, and Treasurer.

The Executive Committee shall have such powers as are specified in these bylaws.

ARTICLE XI INDEMNIFICATION OF OFFICERS

The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer of the Association, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the Association, or the proceeding seeks a declaratory judgment regarding his or her own conduct).

No indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Association and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the Association, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction .

Such indemnification shall include payment by the Association of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

These indemnity provisions shall also apply to a member of the Association who, at the request of the Association, may serve or at any time has served as an Officer of, or in a similar capacity with, another organization.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Association if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he or she had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the Association, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where an Officer of the Association approves the payment of indemnification, such Officer shall be wholly protected, if:

- (i.) the payment has been approved or ratified (1) by a majority vote of a quorum of the Association consisting of persons who are not at that time parties to the proceeding, (2) by a majority vote of a committee of two or more members who are not at that time parties to the proceedings and are selected for this purpose by the full board (in which selection mems who are parties may participate), or (3) by the members of the Association if disinterested; or
- (ii.) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Association) appointed for the purpose by vote of the Members or in the manner specified in clauses (1), (2) or (3) of subparagraph (i); or
- (iii) the payment is approved by a court of competent jurisdiction; or
- (iv) the Association may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the Massachusetts General Laws.

Any indemnification or advance of expenses under this article shall be paid promptly and in any event within 30 days, after the receipt by the Association of a written request thereof or from the person to be indemnified, unless with respect to a claim for indemnification the Association shall have determined that the person is not entitled to indemnification. If the Association denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the Association.

The right of indemnification under this article shall be a contract right inuring to the benefit of the Officers, and other persons entitled to be indemnified hereunder and no amendment or repeal of this article shall adversely affect any right of such Officer, or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an Officer, or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the Association, apply to the Officers, and other persons associated with constituent corporations that have been merged into or consolidated with the Association who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the Association.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which such Officer or other persons may be entitled. Nothing contained in this article shall affect any rights to indemnification to which Association employees or agents other than Officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

ARTICLE XII AMENDMENTS:

These By-Laws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a two thirds majority of the members at a regular meeting, provided however, that the language of the proposed changes must be distributed by hand, mail or email at least ten days prior to the meeting at which they are to be voted upon.

ARTICLE XIII RIGHTS AND LIABILITIES OF MEMBERS

The members of this Association shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of the Association. Members of this Association shall not be personally liable for the debts, liabilities, or obligations of the Association.

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