

CONSTITUTION

**MAINE ASSOCIATION OF SITE EVALUATORS
(MASE)**

February 5, 1980
Revised April 19, 1990
Retyped February 16, 2001
Revised February 26, 2002
Revised February 23, 2016

PREAMBLE

We, the Maine Association of Site Evaluators (MASE), hereby join together that we may further our profession. Together we shall strive to advance the prestige of the site evaluators through the establishment, promotion, and maintenance of both high ethical and performance standards. Although we represent several different disciplinary backgrounds, we wish to adopt a mutual attitude emphasizing the interdisciplinary nature of the field of site evaluation, and accepting the role, which each discipline can play in the enhancement of the profession. Through interaction, cooperation, and publicity, we seek to promote the ability of site evaluators to serve the public and to contribute to social and environmental well-being.

ARTICLE I – NAME

Section 1. The name of this organization shall be “The Maine Association of Site Evaluators,” hereinafter called MASE.

Section 2. MASE shall be incorporated as a non-profit organization under the laws of the State of Maine.

Section 3. The name of MASE may not be used, nor any reference to it made in any advertising, promotion, solicitation, or the like, without prior written permission of MASE.

ARTICLE II – OBJECTIVE

Section 1. The objectives of MASE shall be:

- a. The advancement of the professional, along with the social and the economic interests of the Site Evaluator.
- b. The improvement of public relations and the cultivation of public appreciation of the work of the Site Evaluator.
- c. The uniting of all Site Evaluators of the State into one organization.
- d. The advancement of public welfare, including furtherance of the public awareness and understanding of the Maine Subsurface Wastewater Disposal Rules and the modern wastewater disposal processes that affects the Maine landscape and human environment.
- e. To inform members and other interested persons of current and planned site evaluation programs in Maine.
- f. The consideration of and attention to legislation affecting the practicing Site Evaluator and the profession of Site Evaluation.
- g. The establishment and maintenance of high ethical and moral standards and practices.

- h. To provide a financial base to publish and distribute a periodic newsletter, to cover matters of technical and general interest, and to announce future MASE meetings.
- i. To be exclusively for non-profit, charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code of 1954 as amended.
- j. To receive and administer gifts, contributions, bequests, etc, as outlined in Subsection i. above.

ARTICLE III – ASSETS

Section 1. No part of the net earnings of MASE shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that MASE shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, above. No substantial part of the activities of MASE shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the cooperation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, notwithstanding any other provision herein, MASE shall not carry on any activities prohibited under Section 501 (c) (3) and section 170 (c) (2) of the Internal Revenue Code of 1954 as amended.

Section 2. Upon the dissolution of MASE, the officers shall, after paying or making provision for paying all liabilities of MASE, dispose of all the assets of MASE exclusively for the advancement of charitable, educational, religious, or scientific purposes as herein. Any such assets not so disposed of shall be disposed of by the District or Superior Court where the principal office of MASE is then located for the purposes enumerated herein.

ARTICLE IV – MEMBERSHIP

Section 1. Member shall be open to any person holding a current Site Evaluator's license issued by the State of Maine (LSE). All Members in "good standing" shall be considered as Voting Member of MASE.

Section 2. Associate Member shall be open to any person having an interest in the profession of site evaluations, including but not limited to, consultants (not LSE's), students, local plumbing inspectors, code enforcement officers, planning board members and contractors. Associate Members shall be considered Non-voting Members of MASE, but may be appointed to serve on any committee. **Licensed Site Evaluators are not eligible for Associate Membership.**

ARTICLE V – DUES AND FEES

Section 1. The dues of MASE shall be determined by the EXECUTIVE BOARD and stated in the By-Laws. The intent of the dues structure is for payment of MASE annual operating costs, such as a periodic newsletter, workshops or similar educational events, meetings and other administrative costs.

Section 2. Dues shall be due and payable by MASE Annual Business Meeting to keep each MEMBER in “good standing”.

ARTICLE VI – OFFICERS

Section 1. The Officers of MASE shall be Members and shall be known as the Executive Board (referred to herein as the “Board”) and shall normally hold office from election until replaced. They shall manage the affairs of MASE.

Section 2. The Officers of the Board shall number eight, which shall be as follows:

- a. President
- b. Vice President (President-elect)
- c. Secretary
- d. Treasurer
- e. Three Directors
- f. Immediate Past President (Ex-Officio)

Section 3. The President, Vice President, Secretary and Treasurer shall be elected to two- year term at the Annual Meeting by a majority vote of those present, provided there is a quorum.

Section 4. The three Directors shall be elected to one-year terms. The three directors shall be elected by a majority vote of those present, provided there is a quorum.

Section 5. The immediate Past President may serve as a Board Member (Ex-Officio), on a courtesy basis.

Section 6. Proxy Member – a Board Member may, giving written consent, have a Voting Member substitute for them at a Board Meeting with voting privileges as their proxy

Section 7. A *quorum* for meetings of the MASE Board shall be a majority (more than half) of the eight Officers, which is a minimum number of five present in person, by proxy or by communication device that allows them to actively participate “live” in the meeting.

Section 8.. Vacancies on the Board shall be filled by election at the annual meeting, provided there is a quorum. The Vice President shall assume the President position during the President’s absence or if the Presidnet can no longer serve. Otherwise, a vacancy can be filled by a vote of the existing Board for other, unexpired terms.

Section 7. An officer may be removed from office for due cause (a) upon a unanimous vote of the remainder of the Board or (b) by a vote of 2/3 of the membership roster at a regular or special meeting.

ARTICLE VII – MEETINGS

Section 1. MASE shall hold an Annual Business Meeting each year. The purpose of this meeting shall be to elect officers, receive and approve financial reports and conduct any other business as may legally come before the meeting.

Section 2. Written notice stating the place, day, and time of the Annual Meeting, as determined by the Board and By-Laws of MASE, shall be submitted to each Member in good standing at their last known address), not later than 30 days prior to the appointed day.

Section 3. Special meetings may be called by a majority vote of the Board or by petition of 25% of the voting membership presented to the Board. The request shall state the purpose or purposes of the proposed meeting. Notification shall be the same as required for regular meetings.

Section 4. A *quorum* for meetings of the MASE Membership shall be 25% of the Voting Members present.

ARTICLE VIII – COMMITTEES

Section 1. Standing Committees of MASE shall be as follows:

- a. Nominating Committee
- b. Public Relations (Program/Education/Publication)Committee
- c. Legal/Legislative Committee
- d. Technical Committee

Section 2. Special Committees shall be appointed, as required or voted, by the Membership or the Board.

Section 3. Specific duties of the Standing Committees shall be defined in the By-Laws. Not all of the Standing Committees may be active every year, depending on the needs of MASE and tasks identified for that year. Section 4. Standing and Special Committee members shall be appointed by the President, with the approval of the Board.

Section 5. Each committee shall be comprised by 3 or more Members or Associate Members, but can only be “chaired” by a Member.

ARTICLE IX – AMENDMENTS

Section 1. Amendments to this Constitution may be initiated by: (1) A majority affirmative vote of the total membership of the Executive Board of MASE; or, (2) A majority vote of Members present at an annual meeting of MASE; or (3) A petition of fifteen (15) Members of MASE in good standing.

Section 2. An amendment initiated by methods (2) or (3) of Section 1 of this Article, shall be reviewed by the Board for editing and clarification, to accomplish the intent of the sponsors.

Section 3. A proposed amendment shall be submitted to the Membership of MASE within at least 30 days of the next annual meeting. The proposed amendment will then be voted on by a quorum of the membership at the next annual meeting.

Section 4. The proposed amendment shall become a part of the constitution and supersede any other part preceding, with which it is in conflict, if a majority of the Voting Members are in favor of adoption of the amendment and a minimum of fifty (50) percent of the Voting Members, plus one (1) Member, have voted.

Section 5. Unless otherwise provided, the amendment shall become effective as of the date that the performance of all requisites of amending have been certified to by the Board.

ARTICLE X – BY-LAWS

Section 1. The Board shall prepare and adopt a series of By-Laws, which shall govern all procedures under this Constitution, including those of the Board and of the Committees.

Section 2. The By-Laws may be amended by a 2/3 vote of a quorum, provided that the text of the proposed amendment shall be furnished to each Member at least 30 days before the next annual meeting at which a vote on the amendment will be taken.

ARTICLE XI – RULES OF ORDER

Section 1. All points not addressed in the By-Laws shall be administered in accordance with Robert's Rules of Order (parliamentary procedures).

Section 2. Definitions of words used in this/her entire document shall be as defined in the most current Merriam-Webster's Dictionary

ARTICLE XII – CONFLICT OF INTEREST

Section 1. A conflict-of-interest transaction is a transaction in which a Member of MASE has a direct or indirect financial interest. For the purposes of this Article, a Member has an indirect interest in a transaction if:

- a. Another entity, in which the Member has a material interest or in which the Member is a general partner, is party to the transaction; or
- b. Another entity, of which the Member is a director, officer, or trustee, is a party to the transaction.

Section 2. A transaction in which a Member has a conflict-of-interest may be approved by the Board of MASE before or after consummation of the transaction as follows:

a. The Board may authorize, approve, or ratify a transaction under this Article, in accordance with Section 3 of this Article, if the material facts of the transaction and the Member's interest are disclosed or known to the Board.

Section 3. For the purposes of this Article, a conflict-of-interest transaction is approved by the Board if it receives the affirmative vote of a majority of the Board who have no direct or indirect interest in the transaction, but a transaction may not be approved under this section by a single Officer. If a majority of the Officers on the Board who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section.

ARTICLE XIII – LIABILITY AND GRIEVANCES

Section 1. No officer, director, committee member, or other Member working in the name of MASE shall be held liable as a result of MASE activities.

Section 2. Grievances concerning any aspect of MASE activities shall be referred to the Board for consideration.

ARTICLE XIV – EFFECTIVE DATE

This constitution of MASE, and any subsequent amended versions, shall become effective upon an accepting vote of 2/3 of the Voting Members present at the next annual meeting.

The foregoing, amended Constitution of the Maine Association of Site Evaluators, Inc. is a revision of the original Constitution signed on February 5, 1980 by the Incorporators of the Association of Maine Site Evaluators, Inc. listed below:

Richard A. Manthorne, P.E.

William W. Rideout, Jr.

Ralph S. Baker

Roger Timmons

Gregory Perkins

Albert Frick

Lionel D. Kelley, P.E.

BY-LAWS

MAINE ASSOCIATION OF SITE EVALUATORS (MASE)

ARTICLE I – MEMBERSHIP

Rev. 4/90

Section 1. Any Member or Associate Member not remitting renewal dues to the Treasurer by **the start of the annual business meeting (usually held in February)** of each calendar year shall be considered to have resigned their Membership in MASE. They will no longer be considered in “good standing” and are no longer a Voting Member.

Section 2. Any Member or Associate Member resigning Membership, as described in Section 1 above, shall be considered a new Member upon future application for Membership in MASE.

Section 3. Potential Members of MASE shall submit an application for Membership to the Secretary for processing.

ARTICLE II – DUES AND FEES

Rev. 4/90

Section 1. The annual dues of MASE shall be **Twenty-five Dollars (\$25.00)** for Members, or as determined by the Executive Board.

Rev. 4/90

Section 2. The annual dues of MASE shall be **Fifteen Dollars (\$15.00)** for Associate Members, or as determined by the Board.

Section 3. Membership applications processed after September 1 of the calendar year shall be subject to one-half the annual dues.

ARTICLE III– EXECUTIVE BOARD

Section 1. The Board shall handle the affairs of MASE. Its duties shall include, but shall not necessarily be limited to:

- a. Establishment of dues, fees and payment schedules.
- b. Approval of any minor purchases or reimbursements deemed appropriate. Any major purchases in excess of \$5,000 shall require the approval of the MASE membership.
- c. Confirmation and termination of Membership in MASE. Termination may occur only upon expulsion by a two-thirds vote of the Board, unless such termination occurs as the result of resignation.

- d.. Filling of vacancies, pending the next annual meeting, of the Board.
- e. Appointment of a By-Laws Committee, if necessary, from the Board and from the Membership at large; the purpose of said Committee shall be to make any recommendation for amendments to these By-Laws for consideration by the Members at the annual meeting or at a special meeting, specifically called for that purpose.
- f. Confirmation of Committee Member appointments made by the President.

ARTICLE IV – OFFICER’S DUTIES

Section 1. PRESIDENT: It shall be the duty of the President to preside at all business meetings and enforce all by-laws and regulations of MASE. The President shall be the Chairperson of the Executive Board, and shall appoint the Chairperson of each Standing Committee, subject to the approval of the Board Members.

Section 2. VICE PRESIDENT: It shall be the duty of the Vice President to assist the President in the discharge of his/her duties and in their absence to officiate in his/her stead. The Vice President shall be a Member of the Board, and to serve as the President-Elect.

Section 3. SECRETARY: It shall be the duty of the Secretary to keep the minutes of MASE; to keep a record of all meetings of MASE and Executive Board in the books belonging to MASE; to keep a correct roll of Members of MASE; to keep a suitable record of correspondence concerning MASE business; to communicate with MASE Members as requested by the Board. In case of his/her inability to attend any meeting they shall send any necessary books or papers to the place of meeting. They shall make a general report of the condition of MASE at the annual meeting. They shall be a Member of the Board. They shall notify the Membership of the next annual meeting.

Section 4. TREASURER: It shall be the duty of the Treasurer to collect all monies payable to MASE; to have custody of all funds of MASE; to deposit same in such bank as may be designated by the Board; to make disbursements; to retain vouchers or if a checking account is maintained, cancelled checks covering all disbursements; to keep in the books belonging to MASE a correct amount of his/her receipts and disbursements and present a summary thereof at the annual meeting. They shall provide each Member in standing with an appropriate Membership ticket. They shall give such bond as shall be required by the Board, the premium thereof to be paid by MASE. They shall be a Member of the Board.

Section 5. DIRECTORS: It shall be the duty of the Directors to help the other Officers with their administrative duties and to vote in the best interest of MASE as Members of the Board.

Section 6. PAST PRESIDENT: The immediate Past President may serve on the Board at their pleasure and as a courtesy to the Board, to help

provide continuity to the Board's decisions and actions during the transition period with new officers.

ARTICLE V – COMMITTEE DUTIES

Section 1. Nominating Committee: The Nominating Committee shall be appointed at least 60 days in advance of the annual meeting. Its duties shall include:

- a. Selecting at least 2 candidates for each vacancy to be filled, if possible.
- b. Securing approval of candidates to place their name in nomination.
- c. Acting as tellers and reporting the official ballot count to the Membership.
- d. Making its report at the annual meeting.

Section 2. Public Relations - PR (Program/Education/Publication) Committee. The PR Committee shall be responsible for:

- a. Planning and making the necessary arrangements for the meetings, workshops, etc. as directed by the Board including location, meals and speakers.
- b. Planning and executing any educational or training programs that are deemed necessary by the membership and the Board.
- c. Compiling, editing and distributing to all Members and Associate Members a periodic communication of MASE.
- d. The Committee shall endeavor to keep within its annual budget.

Section 3. Legal/Legislative Committee:

- a. The Legislative Committee shall actively pursue knowledge of any legislation affecting MASE and report same to the Board for action.
- b. The Committee shall appear, when directed by the Board, before Legislative Committees to express the views of MASE in pending Legislation.
- c. The Committee shall appear when requested by a Legislative Committee before that committee for the purposes of providing technical information concerning the Site Evaluator profession. Opinions other than technical fact shall not be rendered.

Section 4. Technical Committee:

- a. The Technical Committee shall be responsible for cooperation between MASE and the Department of Human Services, State of Maine, in matters relating to Site Evaluation and the Maine Subsurface Wastewater Disposal Rules.
- b. It shall endeavor to provide as much communication as possible to the Membership concerning the Maine Subsurface Wastewater Disposal Rules.
- c. It shall draft and propose, through the Board, changes to the the Maine Subsurface Wastewater Disposal Rules suggested by the Membership.

ARTICLE VI – EFFECTIVE DATE

Section 1. These amended By-Laws shall become effective upon acceptance of a 2/3 vote of a quorum of the Voting Members of MASE present at the next annual meeting. They are a revision of the original By-Laws adopted by MASE at their Charter Meeting on February 5, 1980, as administered by the founding Board, with its members listed below:

Richard A. Manthorne, P.E.

William W. Rideout, Jr.

Ralph S. Baker

Roger Timmons

Gregory Perkins

Albert Frick

Lionel D. Kelley, P.E.