

**BYLAWS of the NORTHEAST CHAPTER of the
INTERNATIONAL EROSION CONTROL ASSOCIATION, Inc.**

ARTICLE 1: GENERAL PURPOSE

The general purpose for which this corporation (also known as the Chapter) is organized is to unite interested parties into a group for the discovery, collection, preservation and dissemination of knowledge toward the attainment of effective and economical methods of preventing erosion of the earth. The geographical boundaries of this Chapter include, but not limited to, Connecticut, Rhode Island, Massachusetts, Vermont, New Hampshire, New York, and Maine.

ARTICLE 2: MEMBERSHIP AND DUES

- I. Any person who, as a member of the International Erosion Control Association and subscribes to the purposes of the Chapter, shall be duly accepted by the Board of Directors becomes a member in good standing upon the payment of the annual dues as provided by the bylaws. All members in good standing are granted voting privileges in Chapter activities.
- II. Annual dues of the members of this association shall be such as may be fixed from time to time by the Board of Directors and shall be payable in advance. The dues for the calendar year beginning January 1, 1995 shall be \$15.00. If such dues are not paid within thirty days from the date of such notice, the rights of such member shall be automatically terminated. Any member, whose membership has been so terminated, may be reinstated by the Board of Directors upon such terms and conditions as it may provide.

ARTICLE 3: MEMBER'S MEETINGS

- I. The annual meeting of the members shall be held each year at such place and time as the Board of Directors may direct. Notice of the meetings and agenda shall be sent to all members in good standing. The purpose of the meeting shall include election of members to the Board of Directors and Officers and such other business as may properly come before it.
- II. A special meeting of the members may be called at any time by the President or by the Board of Directors or upon written request of not less than one-tenth of the members entitled to vote.
- III. Notice of meetings shall be mailed to each member entitled to vote at his/her last known address not less than 60 days prior for the annual meeting and not less than 15 days prior to any special meeting.
- IV. No member shall be entitled to vote whose dues remain unpaid for a period of 30 days after December 31st of each year.
- V. A quorum at any meeting of the members shall consist of one-tenth of the membership, but a lesser number may meet and adjourn from time to time until a quorum is secured.

- VI. All meetings are open to non-members who express a sincere interest in joining the Chapter.

ARTICLE 4: DIRECTORS

- I. The Board of Directors of this chapter shall consist of one representative from each of the member states. The seven state representatives shall be divided into two groups of two representatives and one group of three representatives each. The term of office of the state representatives shall be for three years, except that the first Board of Directors elected by the members shall be for the following term: Three directors for a term of three years (Group 1); two directors for a term of two years (Group 2); and two directors for a term of one year (Group 3). The Groups shall begin as: Group 1- Connecticut, Massachusetts, Maine; Group 2- Rhode Island, New York; and Group 3-Vermont, New Hampshire.
- II. The Board of Directors of this chapter shall also consist of up to four At-Large representatives. These representatives shall be appointed by the presiding President and ratified by a majority vote of a quorum of the Board of Directors. The term of office of the At-Large representatives shall be from one year and up to three years with the term of each At-Large representative being voted on at the time of their appointment by the presiding President and ratified by majority of a quorum of the Board of Directors. (Amended by vote of the membership on November 1, 2006)
- III. The Board of Directors or their designee shall have charge of the business and affairs of the chapter, shall have the authority to fix compensation and terms of employment of all employees and from time to time fix the annual dues for members of the chapter, and shall have authority to make, prescribe and enforce all needed rules for the conduct of the business of the chapter and to perform such other acts as may be necessary or proper in carrying out the business of the chapter.
- IV. Nominations for the directors will be accepted by the nominating committee. The nominating committee will be appointed by the current president four months prior to the scheduled annual Chapter meeting. Nominations for the state representatives shall be made by the membership of each state. In the event that nominations are not received by the nominating committee 60 days before the annual meeting the nominating committee can solicit nominations from the state to fill any vacant position. Ballots will be mailed out 45 days prior to the Chapter annual meeting and counted at the annual meeting for announcement of election results.
- V. The Board of Directors shall fill all vacancies that occur either on the Board or in any other office of the Chapter, and the person so chosen shall hold office for the unexpired term of his/her predecessor in office.
- VI. The President, Vice President and Treasurer of the Board of Directors shall constitute an Executive and Finance Committee. The Secretary shall be an alternate. The president shall act as Chairman of the Committee, The Executive and Finance Committee. The Executive and Finance Committee shall have the power at any time between the regular meetings of the Board of Directors to act for the Board in all matters where-in immediate decisions and actions are deemed necessary and expedient to the welfare of the chapter. All such actions of the

Executive and Finance Committee shall be reported to the Board at its next regular or special meeting and shall be entered upon the minutes of such meeting of the Board of Directors.

- VII. Any director may be removed from office by a vote of three-fourths of all the members of the chapter attending any regular or special meeting called for that purpose; provided a quorum is present.
- VIII. Any director may be removed from office that misses two consecutive regular Board meetings or two regular Board meetings during term year, by majority vote of the Board of Directors. Attendance at the first Board meeting of the year (held during the annual conference) is mandatory.
- IX. Directors are limited to a maximum of four in any one of the following categories: Contractors, Design Professionals, Suppliers, Other (academic, government employees, etc.)

ARTICLE 5: DIRECTOR'S MEETINGS

- I. A quorum of the board shall consist of a majority thereof, except for filling vacancies on the Board, which shall require a majority of the existing directors for a quorum. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- II. A regular meeting of the Board of Directors shall be held during each annual meeting of the members.
- III. Special meetings of the Board of Directors may be held at any time and place upon call of the President or upon the request of three or more directors.
- IV. Notice of all meetings of the Board of Directors, except annual meetings shall be given by mail at least 30 days in advance for a regular meeting and 15 days in advance for a special meeting thereof; and such notice shall be deemed given if the same is deposited in the U.S. Mail thirty and fifteen, respectively, days prior to the meeting date addressed to the director at his most recent address shown on the records of the chapter.

ARTICLE 6: OFFICERS

- I. The officers of the chapter shall consist of a President, a Vice President, a Secretary and a Treasurer. Any two or more offices may be held by the same person except the office of President.
- II. The President, Vice President, Secretary, and Treasurer shall be elected by the incoming Board of Directors through ballot at the annual chapter membership meeting. The officers so elected shall serve for a term of one year and until their successors are elected and qualified.
- III. The President shall preside at all meetings and perform generally the duties customarily required of such officer, and as required by the Board of Directors. In the absence of the President, the Vice President shall act.

- IV. The Vice President shall preside at all meetings in the absence of the President and perform generally the duties customarily required of such officer, and such duties as may be delegated to him/her by the Board of Directors.
- V. The Secretary shall have charge of the seal and corporate books and records of the chapter, and shall issue notices of meetings, and with the President shall execute and sign such instruments as require his/her signature or attention, and shall perform such other duties as are incident to the office.
- VI. The Treasurer shall have the custody of the money and securities of the chapter, and shall account to the chapter thereof. All funds of the chapter shall be held in such depository as the Board of Directors may designate. He/she shall perform all duties customarily incident to such office, or which may be delegated to him/her by the Board of Directors, and shall at all times keep an accurate record of all monies received and disbursements by the Chapter. The disbursements of funds shall be only by checks signed by the Treasurer or President under the guidance of the Board of Directors.
- VII. In case of absence or disability of any officer, the Board of Directors may delegate, for the time being, the powers and duties of such officer to any other person qualified to perform the same.
- VIII. Any Officer of this chapter may be removed from office by a vote of three-fourths of the directors attending any regular or special meeting of the Board of Directors, provided a Quorum is present.

ARTICLE 7: GIFTS AND DONATIONS

- I. Donations and gifts to the chapter shall be accepted subject to the approval or confirmation of the Board of Directors.
- II. No gift or donation shall, in any event, be accepted which shall or may require the payment of any annuity or other charge from the funds or resources of the chapter, except from the income or principal of such gift or donation so made.
- III. All contributions or gifts shall be payable to the Northeast Chapter of IECA, Inc. and deposited in the name of the chapter in the depository selected therefore. A full and complete record of all gifts received shall be kept by the Treasurer of the chapter.

ARTICLE 8: ORDER OF BUSINESS

The order of business for the conduct of meetings of this association shall be as follows:

Reading of minutes of last meeting and approval

Secretary's report

Treasurer's report

President's report

Report of committees

Report of special committees

Unfinished business

New business
Adjournment

ARTICLE 9: AMENDMENT OF BYLAWS

In accordance with the Connecticut Nonprofit Corporation Statutes, the power to alter, amend or repeal these bylaws or adopt new bylaws shall be vested in the Board of Directors.

ARTICLE 10: DISSOLUTION

Upon dissolution of the chapter, its net assets shall be distributed in accordance with Connecticut Nonprofit Corporation Statutes, with any residue being distributed to the International Erosion Control Association.

December 29, 1994

Annual Meeting Schedule:

The NEIECA Board and NEIECA committees typically meet via conference call using a toll free access service. Per the NEIECA Bylaws, Board members are required to attend the last Board Meeting of the year, which is held in conjunction with the annual chapter event.

The NEIECA Board posts a schedule of Quarterly Conference Calls on the Calendar page of this website at the beginning of each year; these calls are open to all NEIECA members and friends. If a vote by the Board is needed, the Quarterly Conference Calls may double as a Board Meeting; otherwise, attendance by Board members is encouraged but not required. The number of meetings that are actually designated as a "Board Meeting" is limited to as few as possible so that the attendance requirement in the job descriptions for Officers and Representatives will not be unduly burdensome. The Board occasionally votes on chapter business via e-mail following a conference call if a quorum of the Board was not present on the line; we will be examining our bylaws prior to the Annual Membership Meeting to determine if a change should be proposed to support this means of doing business.

Job Description: PRESIDENT

The President must be duly elected to office by the Members of the Northeast Chapter of IECA for a one-year term. The President must be a current member in good standing of the IECA and the Northeast Chapter.

The primary purpose of this position is to provide the Board of Directors “Board” and the Chapter with the leadership and guidance needed to fulfill the NEIECA Chapter’s short and long-term goals. The person in this position must interact with the Board individually and as a group in matters pertaining to the administration of the Chapter.

This is the most responsible position on the Board. A person serving in this position should have an in-depth knowledge of the NEIECA’s mission and very good communication and administrative skills.

DUTIES AND RESPONSIBILITIES include but are not limited to:

- Approves minor (\$500 or less) expenditures of NEIECA funds that are in the best interest of the Chapter. If immediate action is not required, expenditures are to be brought before the entire Board.
- Acts as the NEIECA spokesperson for the Chapter events and at events sponsored by similar groups.
- Develop the agenda for Board and Membership meetings.
- Resides at and conducts all Board and Membership meetings in accordance with “Roberts Rules”.
- Calls for votes on resolutions made at NEIECA meetings; in the event of a tie vote, the President votes as the “tie breaker.”
- When warranted, conducts and presides over “special” Board meetings to address critical issues needing immediate attention between scheduled board meetings (typically, this would be via email).
- Presides as chairperson of the NEIECA’s Executive Committee.
- Creates or abolishes committees when needed, typically with input provided by the NEIECA Vice President.
- Appoints the Chairperson to all active NEIECA committees, reviews committee staffing and oversees all associated activities.
- Provides the guidance, leadership and professional integrity to keep the NEIECA in the forefront of the erosion control industry.
- Upholds NEIECA’s Bylaws.
- Leads the Board of Directors in long range planning.
- Upon taking office, provides the Board with a plan of action to fulfill his/her goals established for the ensuing year.

Job Description: VICE PRESIDENT

The Vice President must be duly elected to office by the Board of Directors of the IECA Northeast Chapter (“NEIECA”) for a one-year term. The Vice President must be a current member in good standing of the IECA and the NEIECA. There is no term limitation provided the above stated criteria are met. In the event the duly elected President cannot fulfill his/her term, the Vice President will serve as President. This position is directly responsible for the portfolio of these & other existing or future committees:

- Steering
- Outreach and Education
- Membership
- Newsletter and Website
- Bylaws
- Conference

A person serving in this position should have an in-depth knowledge of the NEIECA’s mission, and very good communication and excellent leadership & administrative skills. The primary purpose of this position is to directly oversee those tasks associated with the above-mentioned committees.

DUTIES AND RESPONSIBILITIES include but are not limited to:

- Has an expert knowledge in all activities associated with the above listed committee efforts.
- Provides leadership to all assigned committee activities to assure that all efforts are administratively sound and on schedule.
- Communicates with all committee chairs prior to each board meeting to discuss committee progress; serves as the Board of Directors’ liaison to all assigned committees.
- In the event that the duly elected NEIECA President cannot fulfill his/her term, the Vice President is expected to fulfill those responsibilities.
- In the event that the duly elected President cannot, presides at & conducts Board meetings in accordance with “Roberts Rules;” calls for votes on resolutions made at such meetings; and in the event of a tie vote, votes as the “tie breaker” if the President is not in attendance.
- Participates as a voting member of the Board at all meetings on all Chapter resolutions.
- Attendance at 75% (minimum) of the meetings is required.
- Represents the NEIECA at conferences, workshops and expositions at the request of the NEIECA President.
- Upholds the NEIECA’s Bylaws.
- Assumes and professionally completes any and all tasks assigned by the NEIECA President.
- Exhibits a professional, unbiased attitude when representing the NEIECA.

Job Description: TREASURER

The Treasurer must be duly elected to office by the Board of Directors of the IECA Northeast Chapter (“NEIECA”) for a one-year term. The Treasurer must be a current member in good standing of the IECA and the NEIECA. There is no term limitation provided the above stated criteria are met.

The primary function of this position is to closely interact with the NEIECA President and the Board of Directors (“Board”) in all financial aspects associated with the fiscal well being of the Chapter.

A person serving in this position should have the appropriate skills to perform at the required level of competence compatible with this position; in-depth knowledge of the NEIECA’s mission; and very good communication skills as a representative of the NEIECA.

DUTIES AND RESPONSIBILITIES include but are not limited to:

- Assists the Board in preparing the annual operating budget to ensure that the Chapter remains fiscally solvent and responsive to the needs of the membership.
- Prepares & presents an accurate & concise financial report at each Board meeting.
 - o Along with the NEIECA President and Board, reviews and approves any expenditures of NEIECA funds of \$500 or more.
- Provides a system of fiscal accountability and serves as a guardian of NEIECA funds & resources for the Board.
- Serves as Chairperson of the NEIECA Finance Committee, if one exists.
- Participates as a voting member of the NEIECA Board at all meetings on all Chapter resolutions.
- Attendance at 75% (minimum) of the meetings is required.
- Represents the NEIECA at conferences, workshops and expositions at the request of the NEIECA President.
- Upholds the NEIECA’s Bylaws.
- Assumes and professionally completes any & all tasks assigned by the President.
- Exhibits a professional, unbiased attitude when representing the NEIECA.

Job Description: SECRETARY

The Secretary must be duly elected to office by the Board of Directors of the IECA Northeast Chapter (“NEIECA”) for a one-year term. The Secretary must be a current member in good standing of the IECA and the NEIECA. There is no term limitation provided the above stated criteria are met.

The primary function of this position is to accurately record, and distribute in a timely manner, the minutes of NEIECA Board of Directors (“Board”) and Membership meetings.

A person serving in this position should have the appropriate skills to perform at the required level of competence compatible with this position; in-depth knowledge of the NEIECA’s mission; and very good communication skills as a representative of the NEIECA.

DUTIES AND RESPONSIBILITIES include but are not limited to:

- Accurately records the key points presented, general discussion, motions & seconds, votes and action taken at NEIECA Board meeting conducted throughout the year; this includes regularly scheduled as well as “special” meetings called by the President.
- Prepares clear and concise minutes with appropriate action items for all Board meetings.
- Distributes those minutes to the entire Board and appropriate NEIECA committee chairpersons within two weeks of the meeting.
- When required, prepares correspondence on behalf of the NEIECA; typically this will be done at the request of the President for signature by the President or Secretary.
- Participates as a voting member of the NEIECA Board at all meetings on all Chapter resolutions.
- Attendance at 75% (minimum) of the meetings is required.
- Represents the NEIECA at conferences, workshops and expositions at the request of the NEIECA President.
- Upholds the NEIECA’s Bylaws.
- Assumes and professionally completes any & all tasks assigned by the President.
- Exhibits a professional, unbiased attitude when representing the NEIECA.

Job Description: STATE REPRESENTATIVE

A State Representative must be duly elected to office by the active membership of the IECA Northeast Chapter (“NEIECA”) from that state, for a three-year term on the rotating basis per NEIECA bylaws. A State Representative must be a current member in good standing of the IECA and the NEIECA. There is no term limitation provided the above stated criteria are met.

The primary function of this position is to closely interact with the NEIECA President and other NEIECA Board of Directors (“Board”) members on all duties assigned by the President.

A person serving in this position should have an in-depth knowledge of the NEIECA’s mission and very good communication skills as a representative of the NEIECA.

DUTIES AND RESPONSIBILITIES include but are not limited to:

- Serves on or chairs any and all NEIECA committees as deemed appropriate by the President.
- Participates as a voting member of the NEIECA Board at all meetings on all Chapter resolutions.
- Attendance at 50% (minimum) of the meetings is required; the President may waive this requirement if the situation warrants.
- Represents the NEIECA at conferences, workshops and expositions either at the request of the President or within the incumbent’s immediate region.
- Upholds the NEIECA’s Bylaws.
- Assumes and professionally completes any and all tasks assigned by the President.
- Exhibits a professional, unbiased attitude when representing the NEIECA.

Job Description: REPRESENTATIVE AT LARGE

A Representative At Large must be duly nominated to the IECA Northeast Chapter (“NEIECA”) Board of Directors by the active NEIECA President, after which the Board of Directors (“Board”) must ratify the choice by a majority vote. A Representative At Large must be a current member in good standing of the IECA and the NEIECA. A Representative At Large serves a term of one to three years in length, as determined by the Board at the time of nomination. There is no term limitation provided the above stated criteria are met.

The primary function of this position is to closely interact with the NEIECA President and other Board members on all duties assigned by the President.

A person serving in this position should have an in-depth knowledge of the NEIECA’s mission and very good communication skills as a representative of the NEIECA.

DUTIES AND RESPONSIBILITIES include but are not limited to:

- Serves on or chairs any and all NEIECA committees as deemed appropriate by the President.
- Participates as a voting member of the NEIECA Board at all meetings on all Chapter resolutions.
- Attendance at 50% (minimum) of the meetings is required; the President may waive this requirement if the situation warrants.
- Represents the NEIECA at conferences, workshops and expositions either at the request of the President or within the incumbent’s immediate region.
- Upholds the NEIECA’s Bylaws.
- Assumes and professionally completes any and all tasks assigned by the President.
- Exhibits a professional, unbiased attitude when representing the NEIECA.

CURRENT LIST OF BOARD OF DIRECTORS, STATE REPRESENTATIVES AND
REPRESENTATIVES AT LARGE

BOARD OF DIRECTORS

Co-Presidents:

Steven D. Trinkaus, PE
Trinkaus Engineering, LLC
114 Hunters Ridge Road
Southbury, Connecticut 06488
Phone: 203-264-4558
Mobile: 203-525-5153
Email: strinkaus@earthlink.net

Dan Bourdeau, PE, CPESC, CPSWQ
Geosyntec Consultants, Inc.
75 Congress Street, Suite 301
Portsmouth, New Hampshire 03801
Phone: 306-205-8052
Email: dbourdeau@geosyntec.com

Vice President:

Daniel M. Nitzsche, CPESC, CESSWI
Senior Technical Specialist
GZA GeoEnvironmental, Inc.
1350 Main Street, Suite 1400
Springfield, Massachusetts 01342
Phone: 413-726-2108
Fax: 413-732-1249
Mobile: 413-478-0946
Email: daniel.nitzsche@gza.com

Treasurer:

Joe Koziell
P.O. Box 220
Antrim, New Hampshire 03440
Mobile: 603-315-4306
Email: jkoziell@aol.com

Secretary:

Jenna Olson
City of Burlington
Burlington, Vermont

MORE INFORMATION TO FOLLOW

STATE REPRESENTATIVES

CONNECTICUT (2019)

Steven D. Trinkaus, PE
Trinkaus Engineering, LLC
114 Hunters Ridge Road
Southbury, Connecticut 06488
Phone: 203-264-4558
Mobile: 203-525-5153
Email: strinkaus@earthlink.net

MAINE (2019)

Pete Hanrahan, CPESC
Erosion Control & Geoproduct Manager
Everett J. Prescott, Inc.
P.O. Box 600
Gardiner, Maine 04345
Phone: 207-582-1851
Fax: 207-582-5637
Mobile: 207-576-9215
Email: pete.hanrahan@ejprescott.com

RHODE ISLAND (2018)

Jason Normandin
E.J. Prescott, Inc.
38 Albion Road
Lincoln, Rhode Island 02865
Office: 401-333-1317
Fax: 404-333-9035
Mobile: 401-230-6611
Email: jason.normandin@ejprescott.com

NEW YORK (2018)

Floyd Carrington, LS, CPESC, CPSWQ
Raynor, Marcks & Carrington Surveying
P.O. Box 5027
Quoque, New York 11959
Office: 631-653-4066
Fax: 631-653-6175
Email: fcarrington@verizon.net

NEW HAMPSHIRE (2018)

Eric S. Steinhauser, PE, CPESC, CPSWQ
Sanborn Head & Associates, Inc.

20 Foundry Street
Concord, New Hampshire 03301
Office: 603-229-1900
Direct: 603-415-6138
Mobile: 603-545-9780
Email: esteinhauser@sanbornhead.com

MASSACHUSETTS (2019)
Mickey Marcus, PWS, CPESC, CPSWQ
Senior Scientist and Principal
SWCA Environmental Consultants
15 Research Drive
Amherst, Massachusetts 01022
Office: 413-256-0202
Fax: 413-256-1092
mmarcus@swca.com

VERMONT
Jenna Olson
(MORE INFORMATION TO FOLLOW)

REPRESENTATIVES AT LARGE
INFORMATION TO FOLLOW