

MODEL CHAPTER BYLAWS

[Form for Chapter Officer Structure Including President Elect
Last revised on December 17, 2009]

The following model Chapter Bylaws, as approved by the International Executive Committee and drafted by the International General Counsel, conform to the International Bylaws and the Policy and Procedures Manual of the Association. Adoption of the model bylaws, while not mandatory, will assure conformance with the rules and regulations which govern all members and chapters of the Association. The International Bylaws require that all chapter bylaws (and amendments) be approved by the International Executive Committee, or its designee, prior to adoption. The International Executive Committee has delegated to the International General Counsel authority to review and approve chapter bylaws and amendments in its behalf. Consequently, before any bylaws or amendments are submitted to chapter members for approval, they should be submitted to International General Counsel for review. We encourage chapters to create policies and procedures to augment the bylaws for the day to day administration of their chapter that do not require amendments to the bylaws. All such policies, however, must be consistent with the IRWA and chapter bylaws.

Note that each chapter is required by IRWA Policy and Procedures to establish and maintain the following four standing committees: (1) Education, (2) Professional Development, (3) Membership and (4) Nominations and Elections. Each chapter is also encouraged, however, to establish a counterpart committee to each of the International Committees. All committees in a chapter are established by resolution. A resolution may be adopted by the Executive Board of a chapter by a majority vote, and such resolution will be effective until it has been repealed, amended, or superseded by a subsequent resolution.

(Note that all parented observations in the model bylaws are comments only, and should not be included as part of your text.)

BYLAWS

_____ CHAPTER _____

INTERNATIONAL RIGHT OF WAY ASSOCIATION

ARTICLE I - GENERAL

Section 1. The name of this chapter shall be _____.
Chapter _____, International Right of Way Association.

Section 2. This Chapter is a Chapter of the International Right of Way Association, a corporation formed under the laws of the State of California and all of its rights and powers are subject to the laws of said State, the Articles of Incorporation of said Association, and the Bylaws, Rules and Regulations of said Association, including the requirement that all Chapter bylaws and amendments thereto are not effective until their approval by the International Executive Committee of said International Right of Way Association.

Section 3. Each member of this Chapter must conduct himself or herself in such a manner as to reflect honesty and the integrity of the International Right of Way Association and each is bound by the Code of Ethics and Rules of Professional Conduct of said Association. A member may be suspended or expelled from this Chapter and from said Association on such grounds and in the same manner provided for in the International Bylaws.

Section 4. This Association being non-political, non-partisan and non-sectarian, no member shall present himself or herself as a representative of the Association without proper authorization from the Association. In any presentation wherein a member is in anyway identified as member of the Association, said member shall specifically indicate that the opinions expressed represent only private opinions and are not intended to reflect policy positions of the Association or this Chapter.

Section 5: The administrative year of this chapter shall be from (January or July 1 to December 31 or June 30).

ARTICLE II - MEMBERSHIP

The classes of membership in this Chapter and the requirements for such membership shall be those established in the International Bylaws of the International Right of Way Association.

ARTICLE III - MEETINGS

Section 1. Regular meetings of this chapter shall be held at the time and place designated by the President. Regular meetings shall be held at least four times each calendar year at intervals not less than 28 days apart. A scheduled regular meeting, except the annual meeting, may be postponed by the President with the concurrence of a majority of the Chapter Executive Board.

Section 2. An annual meeting of the members of this Chapter shall be held prior to the fifteenth day of the second to last month of each administrative year. Annual reports of all officers and committees will be presented at that time. Chapter officers, including International Directors, for the coming year shall be elected at said meeting and such other business as may be presented may be conducted.

Section 3. Special meetings may be called at any time by the President and shall be called upon receipt of a written or electronically transmitted request of four members of the Chapter Executive Board or ten active members of the Chapter.

Section 4. Notice of all meetings shall be given to the active members in writing or via electronically transmitted communications at least five days prior to such meeting or by telephone prior to such meeting.

Section 5. Seven active members or ten percent (10%) of the active membership of the chapter, whichever is larger, shall constitute a quorum.

ARTICLE IV - OFFICERS

Section 1. The officers of this Chapter shall be a President, President Elect, Secretary, and Treasurer, together with such other officers as may be appointed by the President with the concurrence of the Executive Board.

In addition to the officers listed above, there shall be elected each year from the active membership of the Chapter, one member to serve as a member of the International Board of Directors of the International Right of Way Association. Said International Director shall be elected for a two-year term so as to comply with the International Bylaws providing for two directors from each Chapter. The International Directors for a new Chapter shall initially be elected in the manner prescribed in the International Bylaws.

Section 2. Except for the President, who succeeds to the office from the elected position of President Elect, and officers appointed by the President as provided in Section 1 of this Article, all officers shall be elected by ballot from the active membership of this Chapter; the officers so elected and appointed shall serve for one year beginning at the start of the administrative year or until their successors are duly elected or appointed and installed.

Section 3. If the office of International Director shall be vacant, the Chapter shall, at an election scheduled for and held at the next regular meeting of the chapter following the date the vacancy occurs, elect a Director to hold the office during the unexpired term. If the Chapter fails to elect a new Director and to certify such election to the International Secretary prior to the next meeting of the International Board of Directors, the International Board of Directors, by a majority vote of those members in attendance, shall elect a Director from the membership of the chapter present at the International Board of Directors meeting who shall hold office for the unexpired term.

If the office of the President shall become vacant, the President Elect shall immediately succeed to the duties and office of President. In the event of a vacancy in any other office except the offices of President Elect or International Director, said office shall be filled by the President from the active members of the Chapter with the concurrence of the Chapter Executive Board.

Section 4. No officer may be re-elected to the same office until two years have elapsed following the end of the term to which elected, provided, however, that this limitation shall not apply to the office of Secretary, Treasurer or International Director.

Section 5. The officers of this organization shall perform duties as herein set forth.

- A. International Directors. The International Directors shall act as liaison between the International and Chapter structures of the Association working in close cooperation with the Regional Chair and Vice Chair. They shall inform the Chapter Executive Board of all actions and activities occurring at meetings of the International Board of Directors and of such other matters as may come to their attention.
- B. President. The President shall be the chief Executive Officer of the Chapter and ex-officio member of all committees and shall, subject to the control of the Executive Board, have general supervision, direction and control of the business and officers of the Chapter. The President shall preside at all meetings of the chapter and of the Executive Board, and shall have the general powers and duties usually vested in the office of President, and such other powers and duties as may be prescribed by the Bylaws of the Association, this Chapter or the Chapter Executive Board.
- C. President Elect. The President Elect shall have the general powers and duties of a President Elect; shall act as President in the case of the absence or disability of the

President; shall advise and assist the President when called on to do so, and shall perform such other duties as may be required by the Executive Board. In case the office of President becomes vacant, the President Elect shall become President.

- D. Secretary. The Secretary shall keep a book of minutes of all of the meetings of the Chapter and the Executive Board, shall carry on all correspondence of the Chapter and shall perform such duties as may be required by the Executive Board.
- E. Treasurer. The Treasurer shall receive all funds of the Chapter and keep a proper record thereof, shall deposit them in a convenient responsible bank, and shall disburse them only upon receipt of proper authority from the Chapter Executive Board. The Treasurer shall provide financial reports as required by the IRWA Headquarters in a timely fashion. The Treasurer shall perform such other duties as are delegated to that officer by the Chapter's Executive Board.

ARTICLE V - EXECUTIVE BOARD AND COMMITTEES

Section 1. Executive Board. The elected Chapter officers, immediate Past President, and the Committee Chairpersons shall constitute the Executive Board of this Chapter. The Executive Board shall have the power and duty to conduct and direct all the business and affairs of the Chapter.

Section 2. There shall be in this Chapter, certain standing committees as provided in this Article. Unless specifically provided otherwise herein, the Chairperson and members of each standing committee shall be appointed by the President immediately after taking office. They shall be appointed from the active members of the Chapter to serve at the pleasure of the President. The President, or in case of the disability or absence of the President the President Elect, shall be an ex-officio member of each standing committee.

Section 3. Committee on Nominations and Elections. A Committee on Nominations and Elections shall be appointed by the President not later than the end of the seventh month of the administrative year and shall consist of a Chairperson and at least three members. This committee shall present and recommend a slate of officers to the membership for their consideration not later than the ninth month of the administrative year.

Section 4. Professional Development Committee. There shall be in this Chapter a Professional Development Committee, consisting of (either 3 or a multiple of 3) members, each of whom shall be elected or appointed for a three-year term. The Chairperson of said chapter Professional Development Committee (PDC) must have attained the designation of Senior Member - International Right of Way Association and the other members of the PDC, if not designated as Senior Member, should be an SR/WA Candidate or possess an IRWA Discipline Certification whenever possible.

Section 5. Education Committee. There shall be in this Chapter an Education Committee, consisting of (either 3 or a multiple of 3) members, each to be appointed by the President for a three-year term; provided, however, that at the time of the initial appointment of the membership of said committee, that one-third of said members shall be appointed for a one year term, one-third for a two year term, and remaining one-third for a full three year term.

Section 6. There may be such other standing or ad hoc committees as the Executive Board shall from time to time determine to be necessary, provided, however, that there shall be established in

this Chapter committees corresponding to those certain International Committees designated for Chapter counterparts by the International Board of Directors or the International Executive Committee.

ARTICLE VI - DUES

Section 1. Annual dues of active members of this Chapter shall be such sum as is provided by the International Bylaws of this Association as and for the annual per capita assessment plus the sum for Chapter dues which may from time to time be established by the Executive Board.

Section 2. In addition to the dues required herein, all applications for new active membership shall be accompanied by an application fee which may be established by the International Executive Committee.

Section 3. Annual dues of Associate Members of this Chapter shall be an amount which may be established by the Executive Board.

Section 4. Annual dues of Retired Members, with magazine, of this Chapter, shall be an amount established by the Executive Board.

Section 5. Annual dues of Retired Members, without magazine, of this Chapter, shall be an amount established by the Executive Board.

ARTICLE VII - RULES OF ORDER

Except as otherwise specifically provided in these Bylaws, Robert's Rules of Order are hereby adopted as the rules for the procedure and conduct of all meetings of this Chapter and of its Executive Board and Committees.

ARTICLE VIII - AMENDMENTS

These bylaws may be repealed, amended or new bylaws adopted at any regular meeting of the Chapter by an affirmative two-thirds vote of the active members present after the same has been sent by mail or via electronic transmission to active members of the chapter at least 10 days prior to the meeting. Said action by the Chapter shall not become effective until approved by the International Executive Committee or its designee.