

**BYLAWS OF  
BLUEBONNET CHAPTER NUMBER 74  
OF THE  
INTERNATIONAL RIGHT OF WAY ASSOCIATION**

**ARTICLE I - GENERAL**

**Section 1.** The name of this Chapter shall be *Bluebonnet Chapter No. 74, 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 the State, the Articles of Incorporation of said Association, and the Bylaws, Rules and Regulations of said Association including the requirement that all 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 a 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 July 1 to 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 May of each year. Annual reports of all officers and committees will be presented at that time. Chapter officers, including International Directors, 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 signed by four members of the Chapter Executive Board or by 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 *President, President Elect, Vice President, Secretary, Treasurer*, and 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 outgoing President shall be nominated to serve as the two-year International Director upon completion of his or her term unless he or she declines to accept said nomination. The International Directors for a new Chapter shall initially be elected in the manner prescribed in the International Bylaws.

**Section 2.** Except for 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 July 1st, 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 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 President shall become vacant, the President Elect shall immediately succeed to the duties and office of President. In the event of a vacancy, the President Elect will be eligible to succeed himself or herself through automatic succession if less than one half of the President's term remained to be served. The President Elect that succeeds a President for more than one half of a year may elect to stand for election as President for a full one year term if he or she desires to do so. In the event of a vacancy in any other office, 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; automatically succeeds the President upon expiration or earlier termination of the President's term without the necessity of another election. The 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 upon to do so, and shall perform such other duties as may be required by the Executive Board. In case the office of the President becomes vacant, the President Elect shall become President.

**D. Vice President.** The Vice President shall have the general powers and duties of a Vice President; shall act as President in the absence or disability of the President and President Elect; shall advise and assist the President when called upon to do so, and shall perform such other duties as may be required by the Executive Board.

**E. 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.

**F. 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 February regular meeting 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 April regular meeting.

**Section 4. Professional Development Committee.** There shall be in this Chapter a Professional Development Committee. All members of said Chapter Professional Development Committee must have attained the designation of Senior Member - International Right of Way Association. One member of this Committee shall be appointed annually by the Chapter President to serve as Committee Chairman.

**Section 5. Education Committee.** There shall be in this Chapter an Education Committee. One member of this Committee shall be appointed annually by the Chapter President to serve as Committee Chairman.

**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 as established from time to time by the Chapter Executive Board.

**Section 4.** Annual dues of Retired Members, with magazine, of this Chapter shall be an amount established by the Executive Board. Annual dues of Retired Members, without magazine, of this Chapter, shall be an amount established by the Executive Board.

**Section 5.** Any member who has not paid his or her dues prior to March 1st of the year for which they are due shall be delinquent. A member who pays his or her dues for the year between the first day of March and the fifteenth day of April shall pay in addition to the regular Chapter dues, a delinquency penalty of \$1.00. If such dues and penalty are not paid by April 15th, the member shall be suspended. In the event the member applies for reinstatement within two years thereafter, the member may be reinstated, but upon the payment of the penalty and reinstatement fee of \$4.00 in addition to payment of the Chapter and International dues. The reinstatement fee shall be divided equally between the Chapter and the Association.

## **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 e-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.

*L.D.O. 09/2012*