BYLAWS OF
INTERNATIONAL RIGHT OF WAY ASSOCIATION CHAPTER 74
OF THE
INTERNATIONAL RIGHT OF WAY ASSOCIATION

ARTICLE I - GENERAL

Section 1. The name of this Chapter shall be **International Right of Way Association Chapter 74.**

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 approval by the International Executive Committee of said Association or its designee (General Counsel) and ratified by the Chapter membership.

Section 3. Each member of this Chapter must conduct himself or herself in such a manner as to reflect honesty and 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. With 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 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, set out in Article III, Section 3.

ARTICLE III - MEETINGS

Section 1. Regular meetings of this Chapter shall be held at the time and place designated by the Chapter President. A meeting of the Chapter membership shall be held at a minimum of once each fiscal year, in addition to the annual meeting of members addressed in Article III, Section 2 of the International Bylaws of the International Right of Way Association. A scheduled regular meeting, except for 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 (May). Annual reports of all officers and committees are to 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 Chapter President. Special meetings shall also be called by the Chapter President 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 of the Chapter in writing, via electronically transmitted communications, or by telephone at least five days prior to such meeting.

Section 5. For the purposes of a general membership meeting, a quorum shall consist of seven active members or ten percent (10%) of the active membership of the Chapter, whichever is larger.

Section 6. Regular Chapter Executive Board meetings shall be held at the time and place designated by the Chapter President. Chapter Executive Board meetings shall be held at a minimum of once each quarter or four times per fiscal year. At least three Executive Board members shall be required.

Section 7. The President, or at the direction of the President, the Vice President, may call a meeting of the Board via a conference call, if such meeting meets the following criteria:

A. Only the Chapter President, or at the request or incapacitation of the President, the Vice President, may call or hold a Board meeting via a conference call.

B. Any Board meeting called by the President, or Vice President, shall be of an emergency nature. An emergency is described herein as needing the vote of Board on a matter of such urgency that waiting until the next regularly scheduled Board meeting would cause harm to the Chapter.

C. To be considered as a viable electronic meeting, an e-mail notification must be sent to all Board members and must request that each Board member acknowledge receipt of the meeting notice.

D. To be considered a valid vote in the context of an electronic meeting via conference call, the secretary must log each voting members vote by name into the minutes of the meeting.

Section 8. Guests (member or non-member) may attend Chapter Executive Board meetings with no vote unless upon receiving recognition from the presiding officer.

ARTICLE IV - OFFICERS

Section 1. The officers of this Chapter shall be a **President, Vice President, Secretary, Treasurer, 2-Year Director** and **1-Year Director**, together with such other officers as may be appointed by the President with the concurrence of the Chapter Executive Board.

In addition to the officers listed above, there shall be elected each year from the active membership of the Chapter two members to serve as members of the International Board of Directors of the International Right of Way Association. Said International Director(s) shall be elected for a two-year term.

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 at the start of the administrative year and conclude at the end of the fiscal year, June 30.

Section 3. If either of the offices of International Director shall be vacant, the Chapter president shall, appoint an International Director with the concurrence of the Chapter Executive Board.

If the office of the Chapter President shall become vacant, the Vice President shall immediately succeed to the duties and office of President. In the event of a vacancy in any other office except the offices of 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, after serving his or her two consecutive one-year terms until two years have elapsed following the end of the term to which elected.

Section 5. Officers of the Chapter Executive Board may be removed from office, upon any of the following grounds:

A. They cease to be members in good standing of the Chapter that elected them.

B. They are suspended or expelled from membership in the Association.

C. They are removed by a two-thirds vote of the voting officers present at a meeting of the Executive Board for failing or refusing to properly perform the duties of the office.

D. Any other reason authorized by the Articles of Incorporation or the Bylaws of this Association, or by law.

Section 6. Officers of the Chapter Executive Board 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 cooperation with the Regional Chair and Vice Chair. They shall inform the Chapter Executive Board of actions

and activities occurring at meetings of the International Board of Directors and of other such 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 Chapter 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 Chapter 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. Vice President. The Vice President shall have the general powers and duties of a Vice President; 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 Chapter Executive Board. In case the office of President becomes vacant, the Vice President shall become President.

D. Secretary. The Secretary shall keep a book of minutes of all of the meetings of the Chapter and the Chapter Executive Board, shall carry on all correspondence of the Chapter and shall perform such duties as may be required by the Chapter 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 IRWA Headquarters. The Treasurer shall perform such other duties as are delegated to that officer by the Chapter Executive Board.

ARTICLE V – CHAPTER EXECUTIVE BOARD AND COMMITTEES

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

Section 2. There shall be in this Chapter, certain committees as provided in this Article. Unless specifically provided otherwise herein, the Chairperson and members of each 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 Vice President, shall be an ex-officio member of each standing committee. Each committee chairperson and the members of each committee shall have voice on chapter matters but no vote.

Section 3. Committee on Nominations and Elections. A Committee on Nominations and Elections shall be appointed by the President no later than the end of the seventh month of the administrative year and shall consist of a Chairperson and no more than 2 members. This committee shall present

and recommend a slate of officers to the membership for their consideration no 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 no more than 3 members, each of who shall be appointed by the President for no more than three consecutive one-year terms.

Section 5. Education Committee. There shall be in this Chapter an Education Committee, consisting of no more than 3 members, each to be appointed by the President for no more than three consecutive one-year terms.

Section 6. Membership Committee. There shall be in this Chapter a Membership Committee consisting of no more than 3 members, each to be appointed by the President for no more than three consecutive one-year terms.

Section 7. There may be such other standing or ad hoc committees as the Chapter 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 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 that may from time to time be established by the Chapter 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 Chapter Executive Board.

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

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

ARTICLE VIII - AMENDMENTS

These Bylaws may be repealed or amended or new Bylaws may be 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 **after the amendments or new bylaws have been reviewed and the chapter has received approval of said changes from the IRWA General Counsel**.

Signature of Acting President/Vice President _____

Printed Name of Acting President/Vice President Richard W. Scholtz

Date March 11, 2022

Treasurer : _____ March 11, 2022

David Baylor