

BYLAWS
of
Kachina Chapter 28
International Right of Way Association

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Article 1 – General

Section 1: Name

The name of this Chapter shall be Kachina Chapter No. 28, International Right of Way Association.

Section 2: Member of the International Right of Way Association

This Chapter is a chapter in Region 1 of the International Right of Way Association, a Corporation formed under the laws of the State of California. All of its rights and powers are subject to the laws of the State of California, the Articles of Incorporation of the International Right of Way Association, and the Bylaws, Rules, and Regulations of the International Right of Way Association. All Bylaws and amendments thereto are not effective until their approval by the International Board of Directors of the International Right of Way Association.

Section 3: Conduct

Members of this Chapter must conduct themselves in such a manner as to reflect honesty and integrity on the International Right of Way Association and are bound by the Code of Ethics of the International Right of Way Association. A member may be suspended or expelled from this Chapter and from the International Right of Way Association on such grounds and in the manner provided for in the International Bylaws of the International Right of Way Association.

Section 4: Representation for the Association

The International Right of Way Association, being non-political, non-partisan, and non-sectarian, members shall not represent themselves as a spokesperson for the International Right of Way Association in respect to any religious or political activity without the specific approval of the International Executive Committee. In any representation wherein a member is in any way identified as a member of the International Right of Way Association, said member shall specifically indicate that the opinions expressed represent his or her opinions as an individual and are not intended to reflect policy positions of the International Right of Way Association or this Chapter.

Section 5: Administrative Year

The administrative year of this Chapter shall be from July 1 to June 30.



Article 2 – 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 3 – Meetings

Section 1: Types and Frequency of Meetings

Regular Member Meetings of this Chapter shall be held at the time and place designated by the Chapter President with the concurrence of the Chapter Executive Board. Regular meetings shall be held at least eight (8) times in eight (8) different months each calendar year. A scheduled regular meeting, except the annual election meeting, may be postponed by the Chapter President with the concurrence of a majority of the Chapter Executive Board.

Chapter Member Meetings shall be held at least seven (7) times in seven (7) different months each calendar year as determined by the Chapter President and approved by the Executive Board.

Section 2: Elections, Nominations and Annual Report Meetings

The Chapter shall hold an annual election meeting before the fifteenth day of March of each year. A report of the Chapter President will be presented to the International Board of Directors prior to the fifteenth day of March of each year. Chapter Officers shall be elected at the annual election meeting. The agenda for this meeting consists of reports, elections and other presented business. Nominations shall be conducted pursuant to Article 6, Section 1. Nominations for the slate of officers will be taken from the floor at the Member Meeting preceding the annual election meeting. Said nominations shall be published by electronic media subsequent to the Member Meeting at which nominations from the floor are taken.

Section 3: Special Meetings

Special meetings of this Chapter may be called at any time by the Chapter President and shall be called by the Chapter President upon receipt of a written request signed by four (4) members of the Chapter Executive Board or by ten (10) active members of the Chapter. The purpose of the meeting shall be stated in the call.

Section 4: Executive Board Meetings

Chapter Executive Board meetings shall be held pursuant to Article 5, Section 3.



Section 5: Meeting Notice

Notice of all meetings shall be given to the active members in writing at least five (5) days prior to such meeting, by mail or electronic media.

Section 6: Quorum

A majority of the active members, or twenty (20), whichever is smaller, shall constitute a quorum for general Member Meetings.

Article 4 – Officers

Section 1: Officers

The Elected Officers of this Chapter shall be President, President-Elect, Treasurer, and Secretary. Other officers of the Chapter may be appointed by the President from the active membership of this Chapter, with the concurrence of a simple majority of the voting members of the Chapter Executive Board.

In addition to the other officers listed, there shall be elected each year from the active membership of the Chapter a 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 International Bylaws providing for two directors from each chapter.

Section 2: Term of Office

Except for the office of 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. Officer terms are for one (1) year commencing July 1, or until their successors are elected and installed.

Section 3: Officer Vacancies and Succession

If the office of International Director becomes vacant, the Chapter shall at the next regularly scheduled meeting accept and approve the nominations for the unexpired term of the vacant position and shall elect an International Director to fill the vacancy. If the office of an International Director shall become vacant and the Chapter fails to install a new International Director and to certify such installation to the International Secretary prior to the next meeting of the International Board of Directors, the International Board, by a majority vote of those Directors in attendance, shall elect a Director from the active membership of the Chapter who shall hold office for the unexpired term. Should the President-Elect become President, said person shall automatically become International Director to hold office during the unexpired term. The Chapter Secretary will



immediately notify the International Secretary, in writing, of any such change in International Director status.

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 of any other office except those previously mentioned, the President, with the concurrence of the Chapter Executive Board, shall appoint an active member of the Chapter to fill said vacancy.

No officer shall hold or be reelected to the same office until two (2) years have elapsed following the end of the term to which elected; provided, however, that said limitation shall not apply to the offices of Treasurer or Secretary or International Director, the incumbents of which shall be eligible to succeed themselves for one (1) additional term. A President-Elect who has succeeded to the office of President to fill an unexpired term of a predecessor shall hold office through the term to which he or she normally would have succeeded.

Section 4: Duties of Officers

The officers of this Chapter shall perform the duties as hereinafter set forth.

INTERNATIONAL DIRECTOR

1. Acts as liaison between the International and Chapter structures of the International Right of Way Association working in close cooperation with the Regional Chair and Vice-Chair.
2. Informs 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.
3. Attends the Annual International Board of Directors meeting, and shall submit a written report of said Annual International Board of Directors meeting to the Chapter Executive Board at its next regular meeting.
4. Attends the Region 1 Forums as directed by the Chapter Executive Board.

PRESIDENT

1. Presides as Chief Executive Officer of the Chapter.
2. Acts as ex-officio member of all committees except the Committee on Nominations and Elections.
3. Supervises, directs, and controls the business and officers of the Chapter, subject to the control of the Chapter Executive Board.
4. Presides at all meetings of the Chapter and Executive Board.
5. Has the general powers and duties usually vested in the Office of President.



6. Has such other powers and duties as may be prescribed by the Bylaws of the International Right of Way Association or this Chapter.
7. Attends the Region 1 Forums as directed by the Chapter Executive Board and is responsible for the submission of a written report at the next Chapter Executive Board meeting following any such Region 1 Forum.
8. Assumes the role of Editor of the Chapter 28 Newsletter.

PRESIDENT-ELECT

1. Has the general power and duties of a President-Elect.
2. Acts as President in the absence or disability of the President.
3. Advises and assists the President when called on to do so.
4. Performs other duties as required by the Chapter Executive Board.
5. Assumes the Office of the President upon completion of the term of President-Elect or in the event the Office of the President becomes vacant.
6. Attends the Region 1 Forums as directed by the Chapter Executive Board and, when directed by the President, submits a written report at the next Chapter Executive Board meeting following any such Region 1 Forum.
7. Acts as Annual Educational Seminar Chairperson and is responsible for the program of the Annual Educational Seminar.
8. Is responsible for obtaining guest speakers at the general Member Meetings.

TREASURER

1. Receives all funds of the Chapter.
2. Deposits said funds in a convenient responsible bank.
3. Disburses funds only upon receipt of proper authority from the Chapter Executive Board.
4. Keeps proper record of all funds received and disbursed.
5. Provides a copy of the monthly Treasurer's Report for each member of the Chapter Executive Board at the next regular Chapter Executive Board meeting.
6. Prepares and maintains all tax forms as required annually by the International Right of Way Association.
7. Performs other such duties as may be required by the Chapter Executive Board.

SECRETARY

1. Keeps a book of Minutes of all meetings of the Chapter Executive Board.
2. Corresponds all Chapter business.
3. Performs such other duties as may be required by the Chapter Executive Board.
4. Provides a copy of the Minutes of the preceding meeting to each member of the Chapter Executive Board at the next regular Chapter Executive Board meeting.
5. Records in the Minutes the results of the election of officers.



6. Disburses announcements via the website to all members.
7. Acts as editor of the Chapter 28 website and administers the email system.

Article 5 – Executive Board

Section 1: Composition, Duties of Officers

The elected Chapter Officers, International Directors, and the standing Committee Chairpersons shall constitute the Executive Board of this Chapter.

The Chapter Executive Board shall have the power and duty to conduct and direct all the business and affairs of the Chapter.

Not later than the monthly April Executive Board meeting, shall review and adopt an annual budget of estimated revenues and expenses for the upcoming year.

Section 2: Reimbursement of Expenses

It shall be the policy of Kachina Chapter 28 to reimburse any member for personal expenses incurred on behalf of the Chapter or International Right of Way Association which:

- Have been duly authorized by the Chapter Executive Board before such expenditure is made, or for expenditures made while performing the approved assigned duties and functions established by the Chapter and ratified by the Chapter Executive Board;
- Do not duplicate any expenses reimbursed by an employer or other source, or are not part of expenses which the member has agreed to pay personally; and
- Are submitted within thirty (30) days of the reimbursable event and include original receipts. Said expenses must be reasonable and customary, and conform to established per diem rates, including those of federal, state and local agencies.

Section 3: Executive Board Meetings

The Chapter Executive Board shall hold regular meetings at such times and places as designated by the President, with the concurrence of the Chapter Executive Board.

Special meetings of the Chapter Executive Board may be called by the President, and shall be called upon the written request of four (4) members of the Chapter Executive Board.

Such meetings may be called with 24 hours notice by telephone or electronic media.



Section 4: Quorum

Seven (7) members of the Chapter Executive Board shall constitute a quorum for the conduct of business by said Board.

The Executive Committee reports may be submitted prior to the Chapter Executive Board meeting by electronic media. Such reports can be approved by electronic media with a vote of approval by a majority of the Chapter Executive Board.

Article 6 – Committees

Section 1: Nominations and Elections Committee

The President shall appoint a Nominations and Elections Committee as soon as practical after taking office, but no later than September. The Committee shall consist of a Chairperson and at least three (3) members. Members selected for the Committee shall represent the broadest possible cross section of the Chapter membership.

Committee duties are:

1. Analyze the qualifications of members of the Chapter.
2. Determine the willingness and ability of the members to serve as officers of the Chapter.
3. Nominate candidates for the elected offices at the annual election meeting.
4. Take nominations for the slate of officers from the floor at the Member Meeting preceding the annual election meeting. Said nominations and the full slate of candidates will subsequently be published by electronic media.
5. Publish the names of those nominated in the Chapter 28 Newsletter and on the Chapter website prior to the annual election meeting.
6. Conduct a written ballot election of officers for the following administrative year.
7. Absentee ballot voting may be done upon request. Said absentee voting must include member's signature and must be received no later than 9:30 AM of the morning of the annual election meeting.

Section 2: Professional Development Committee

There shall be in this Chapter a Professional Development Committee consisting of three (3) members. One shall be elected each year for a three-year term in the same manner and at the same time as the Officers of this Chapter are elected. All members of said Chapter Professional Development Committee must have attained the designation of Senior Member – International Right of Way Association.

In the event of a vacancy on this committee, the President, with concurrence of the Chapter Executive Board, shall appoint a member to serve for the remainder of the unexpired term.



Section 3: Standing Committees

There may be such other standing 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 as stated in the International Bylaws of the International Right of Way Association.

Section 4: Ad Hoc Committees

Special Committees shall be established by the President from time to time as deemed necessary. Ad Hoc Committee Chairpersons shall not have voting power at Chapter Executive Board meetings.

Section 5: Appointment and Members of Committees

A Chairperson for all Committees, except for the Professional Development Committee, shall be appointed by the President as soon as practical after taking office. Chairpersons shall be appointed from the active members of the Chapter to serve at the pleasure of the President.

The members of the Standing and Special Committees may be appointed by the President or by the respective Chairperson with the approval of the President.

Article 7 – Dues

Section 1: Member Annual Dues

Annual dues for all classes of membership of this Chapter, including Active, Associate, Retired, and Honorary, shall be assessed in addition to the annual amount established by the Board of Directors of the International Right of Way Association, as provided in the International Bylaws of the International Right of Way Association.

Section 2: Delinquent Dues

Failure to pay membership dues by the due date established by the Executive Board of International Right of Way Association shall result in termination of membership in accordance with the International Bylaws.

Article 8 – Procedural Rules

The Chapter Executive Board may establish rules of procedure to effectuate policies and programs of the Chapter.



Except as otherwise provided for in this Bylaws, “Robert’s Rules of Order Newly Revised” is hereby adopted as the rules for the procedure and conduct of all meetings of this Chapter, its Executive Board, and its Committees.

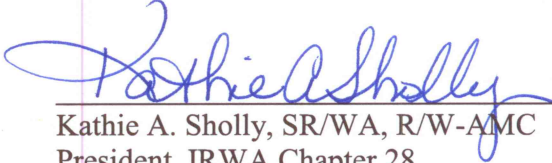
Article 9 – Amendments

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 submitted in writing and read at a previous regular meeting or a copy thereof sent by mail or electronic media to the active members of the Chapter at least ten (10) days prior to the meeting. Said action by the Chapter shall not become effective until approved by the International General Counsel of the International Right of Way Association.

Article 10 – International Organization

Nothing in the Bylaws of Kachina Chapter 28 shall be inconsistent with the Articles of Incorporation or the International Bylaws of the International Right of Way Association.

Adopted this **8th** day of **December, 2009**, in the City of Phoenix, Arizona.


Kathie A. Sholly, SR/WA, R/W-AMC
President, IRWA Chapter 28



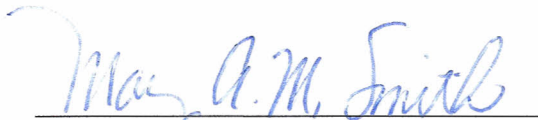
**AMENDMENT #1 TO
INTERNATIONAL RIGHT OF WAY ASSOCIATION
KACHINA CHAPTER 28 BYLAWS
ADOPTED DECEMBER 8TH, 2009, IN PHOENIX, ARIZONA**

IRWA Chapter 28 shall amend and adopt Article 3 - Meetings, of our Bylaws by adding Section 7 as follows:

Section 7: Use of Electronic Means

Any meetings as described in Article 3 may be held and business may be conducted by electronic means.

Adopted the 8th day of November, 2011, in the City of Phoenix, Arizona



Mary A.M. Smith
President, IRWA Chapter 28