

BYLAWS



International Right of Way Association
Phoenix, Arizona

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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, 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: International Organization

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

Section 4: Conduct

Members of this Chapter must conduct themselves in such a manner as to reflect honesty and the integrity of 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 5: Representation for the Association

The International Right of Way Association is non-political, non-partisan, and non-sectarian, and no member shall present himself or herself 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 presentation 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 6: Administrative Year

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

Article 2 – Membership

Section 1: Classes of 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 Board. Regular Member Meetings shall be held at least seven (7) times in seven (7) different months each calendar year. A scheduled Regular Member Meeting, except the annual election meeting, may be postponed by the Chapter President with the concurrence of a majority of the Chapter Board.

Section 2: Elections and Nominations Meetings

The Chapter shall hold an annual election meeting in February of each year. Pursuant to Article 6 Section 1(A) herein, nominations for the slate of officers will be taken from the floor at the Regular Member Meeting preceding the annual election meeting. Said nominations shall be published by electronic media subsequent to the Regular Member Meeting at which nominations from the floor are taken.

Section 3: Special Member Meetings

A Special Member Meeting 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 Board or by ten (10) active members of the Chapter. The purpose of a Special Member Meeting shall be stated in the call and notice of a Special Member Meeting shall be provided to the Chapter members pursuant to Section 5 of this Article.

Section 4: Board Meetings

The Chapter Board shall hold Regular Board meetings at such times and places as designated by the President, with the concurrence of the Chapter Board; but no fewer than eight (8) Board Meetings shall be held each year.

Special Meetings of the Chapter Board may be called by the President, and shall be called upon the written request of three (3) members of the Chapter Board. Such Special Board Meetings may be called with 48 hours' notice by telephone or electronic media.

Section 5: Meeting Notice

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

Section 6: Quorum

A majority of active members, or twenty (20), whichever is smaller, shall constitute a quorum for Regular Member Meetings. Five (5) members of the Chapter Board shall constitute a quorum for the conduct of business by said Board.

Section 7: Use of Electronic Means*

Any meetings as described in Article 3 may be held and business may be conducted by electronic means. (*Added as Amendment #1 November 8, 2011)

Article 4 – Chapter Officers

Section 1: Officers

The annually Elected Officers of this Chapter shall be International Director 2-Year, President-Elect, Treasurer, Secretary and Professional Development Committee member.

There shall be elected each year from the active membership of the Chapter a member to serve as International Director 2-Year to the International Right of Way Association. Said International Director 2-Year shall be elected for a two-year term

so as to comply with International Bylaws providing for two directors from each chapter.

Section 2: Ballot and Term of Office

Upon completion of the President Elect's term, said President Elect shall succeed to the office of Chapter President without election. All other Elected Officers shall be elected annually by ballot from the active membership of this Chapter. In the event that only one Chapter member has been nominated for an Elected Officer position as described in Section 1 above, said unopposed candidate shall be considered elected by acclamation with no ballot required. Except as provided in Section 1 above and Article 6 Section 1(B) herein, Elected Officer terms, including the office of President, are for one (1) year commencing July 1, or until their successors are elected and installed. All Committee Chairpersons appointed by the President pursuant to Article 6 herein, shall serve at the pleasure of the President or until a successor is appointed.

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 immediately 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 present at the International Board of Directors meeting who shall hold office for 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 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.

a. 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 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 Board at its next regular meeting.
4. Attends the Region 1 Forums as directed by the Chapter Board.

b. 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 Board.
4. Presides at all meetings of the Chapter and Chapter Board.
5. Has the general powers and duties usually vested in the Office of President.
6. Has 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 Board and is responsible for the submission of a written report at the next Chapter Board meeting following any such Region 1 Forum.
8. Assumes the role of Editor of the Chapter 28 Newsletter.

c. 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 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 Board and, when directed by the President, submits a written report at the next Chapter Board meeting following any such Region 1 Forum.
7. Acts as Annual Educational Seminar Committee Chairperson and is responsible for the program of the Annual Chapter Educational Seminar.
8. Is responsible for obtaining guest speakers at the Regular Member Meetings.

d. 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 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 Board at the next Regular 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 Board.

e. SECRETARY

1. Keeps a book of Minutes of all meetings of the Chapter Board.

2. Corresponds all Chapter business.
3. Performs such other duties as may be required by the Chapter Board.
4. Provides a copy of the Minutes of the preceding meeting to each member of the Chapter Board at the next regular Chapter 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 – Chapter Board

Section 1: Composition and Duties

The elected Chapter Officers as described in Article 4, along with the Standing Committee Chairpersons as described in Article 6 herein, shall constitute the Board of this Chapter.

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

Not later than the Regular Board Meeting in May of each year, the Board 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 this Chapter to reimburse any member for expenses incurred on behalf of the Chapter or International Right of Way Association which:

1. Have been duly authorized by the Chapter 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 Board;
2. 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;

3. 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: Board Meetings

The Chapter Board shall hold Board Meetings pursuant to Article 3 Section 4 herein.

Section 4: Committee Reports

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

Article 6 – Committees

Section 1: Standing Committees

There shall be established in this Chapter, Standing 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.

a. Nominations and Elections Committee

The President may 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) Active Chapter 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 Regular Member Meeting preceding the annual election meeting. Said

nominations and the full slate of candidates will subsequently be published by electronic media.

5. If possible, 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. Report newly elected officers to International Right of Way Association within 30 days of annual election meeting.
8. 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.

b. Professional Development Committee (PDC)

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 Board, shall appoint a member to serve for the remainder of the unexpired term.

c. Education Committee

There shall be in this Chapter an Education Committee consisting of a minimum of two (2) members, one (1) being the Chairperson, appointed by the President with the concurrence of the Chapter Board.

d. Membership Committee

There shall be in this Chapter a Membership Committee consisting of a minimum of two (2) members, one (1) being the Chairperson, appointed by the President with the concurrence of the Chapter Board.

Section 2: Ad Hoc Committees

Special temporary Ad Hoc Committees may be established by the President from

time to time as deemed necessary. Ad Hoc Committee Chairpersons shall be appointed by the Chapter President and do not have voting power at Chapter Board meetings.

Section 3: Appointment and Members of Committees

A Chairperson for all Committees, except for the Professional Development Committee, may be appointed by the Chapter President as soon as practical after taking office. All Committee Chairpersons and members shall be appointed from the active members of the Chapter. Ad Hoc committee Chairpersons and members shall serve at the pleasure of the Chapter President. The regular (non-chair) members of an Ad Hoc Committee shall be appointed by the President or by the respective Ad Hoc Committee Chairperson with the approval of the President.

Article 7 – Dues

Section 1: Chapter Member Annual Dues

Chapter Member dues shall be an amount established by the Chapter Board as part of the annual budget each year; said dues to be certified to International Right of Way Association headquarters by the Chapter Treasurer on or before the 15th of September each year.

Annual Chapter Member dues shall be assessed in addition to the annual International Dues as established by the International Board of Directors of the International Right of Way Association.

Section 2: Delinquent Dues

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

Article 8 – Procedural Rules

Section 1: Meeting Rules

The Chapter Board may establish rules of procedure to effectuate policies and

programs of the Chapter. Except as otherwise provided for in this Chapter's Bylaws, "Robert's Rules of Order Newly Revised" is hereby adopted as the rules for the procedure and conduct of meetings of this Chapter, its Board and its Committees.

Article 9 — Amendments

Section 1: Amendments to Bylaws

These Bylaws may be repealed, amended, or new Bylaws adopted at any Regular Member 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.

Adopted this **12th** day of **November**, 2013, in the City of Phoenix, Arizona.