

**Bylaws of the
San Diego Chapter 11, California
Of The
International Right of Way Association**

ARTICLE I - GENERAL

Section 1. The name of this chapter shall be the San Diego Chapter No. 11, California, of the 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 any way 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.

ARTICLE II - MEMBERSHIP

Section 1. The classes of membership in this Chapter are as follows:

- A. Active. Active members shall be those persons who are actively engaged in right of way or a related profession, and who are elected to Active membership by this Chapter of the Association.
- B. Associate. Associate members shall be those persons who already have been elected to active membership in a Chapter of this Association, and, while in good standing in said Chapter, apply for associate or secondary membership in another chapter. Such associate members shall be elected by the Chapter Executive Board in the manner provided in the case of active members. They shall be entitled upon election to all rights claimed by Active members, except the right to vote and hold office. Associate members shall not, by election to such membership, be considered in any way to have gained a second membership in the International Right of Way Association.
- C. Retired. Retired members shall be those persons who have reached the age of retirement, who have retired from their regular right of way professions while an active member of a Chapter of the Association, and who, no longer being regularly engaged in any occupation or professional activities for remuneration, file a request for and are duly elected to retired membership status by the Chapter Executive Board.
- D. Honorary. Honorary members shall be those persons of prominence who are not otherwise members of the Association and are not eligible to become members, but who are involved in activities compatible with JANMAC, INC., Expropriation Consultants

the qualifications of other classes of members and who are elected to Honorary Membership by the Chapter Executive Board; provided, however, that such elections shall not become final and effective until said members are approved for membership by the International Executive Committee. Certificates evidencing such Honorary Memberships shall be issued only by the International Executive Committee on behalf of the Chapter and the Association.

E. Senior. Senior members shall be those persons who have qualified and been registered under the Senior Registration Program of this 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 (4) 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 twenty second (22nd) day of November 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 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 at least five days prior to such meeting either in writing or by telephone or by electronic mail.

Section 5. A majority of active members, or twenty (20) members, whichever is smaller, shall constitute a quorum.

ARTICLE IV - OFFICERS

Section 1. The officers of this Chapter shall be a President, President-Elect, Vice President, 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 a member to serve as the Parliamentarian and 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 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 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 the following January 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 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 Board, by a majority vote of those directors in attendance, shall elect a Director from the membership of the Chapter present at the Board of Directors meeting who shall hold office for the unexpired term.

Section 4. If the office of the President shall become vacant, the President-Elect shall immediately succeed to the duties and office of President. If the succession takes place with half or more than half of the former President's term remaining, the President-Elect shall stand for re-election to complete the term for the following year. If the remaining term is less than half of the year, then the President-Elect shall succeed to the office of President for the full term. In the event of a vacancy in any other office, the President shall fill said office from the active members of the Chapter with the concurrence of the Chapter Executive Board.

Section 5. No officer may be re-elected to the same office until two years have elapsed following the end of the original term to which elected; provided, however, this limitation shall not apply to the offices of Secretary, Treasurer, Parliamentarian or International Director.

Section 6. The officers of this Chapter 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 Chairman and Vice Chairman. 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 act as President in the absence or incapacity of the President. The President-Elect shall advise and assist the President when called on to do so, shall be ex-officio member of those committees as directed by the President, and shall perform such other duties as may be required by the President and/or Executive Board. In case the office of President becomes vacant, the President- Elect shall become President.
- D. Vice President. The Vice President shall be primarily responsible for the scheduled Chapter luncheon program arrangements and shall be an ex-officio member of those committees as directed by the President and/or 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 and maintain a proper record of all funds of the Chapter, deposit them in a convenient responsible bank, and disburse them only upon receipt of proper authority from the Chapter Executive Board. The Treasurer shall be an ex-officio member of the Budget and Finance Committee and other committees as directed by the President and shall submit a report of the bank balance(s) to the Board at each meeting. The Treasurer shall perform such other duties as are delegated to that officer by the Chapter's Executive Board.
- G. Parliamentarian. The Parliamentarian shall have the principal duty of advising the President on correct parliamentary procedure at all meetings and shall be the final authority on the proper conduct of Chapter business.

ARTICLE V - CHAPTER EXECUTIVE BOARD AND COMMITTEES

Section 1. Executive Board. The elected officers, immediate Past President, and Committee Chairmen shall constitute the Executive Board. The Executive Board shall have the power and duty to conduct and direct all the business and affairs of the Chapter. The President or President-Elect and 30 percent of the Executive Board members and Chairpersons of the currently filled Standing Committees shall constitute a quorum.

Section 2. There shall be certain Standing Committees as provided in this Article. Unless specifically provided otherwise herein, the Chairman 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. Nominations and Elections Committee. There shall be a Nominations and Elections Committee appointed by the President not later than the July regular meeting and shall consist of a Chairman 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 September regular meeting.

Section 4. Professional Development Committee. There shall be a Professional Development Committee consisting of three (3) members, each of whom shall be elected for a three-year term at the same time and in the same manner as the officers of this Chapter are elected; provided, however, that the first election following establishment of this Committee, one third of said members shall be

elected for a one-year term, one-third for a two-year term, and the remainder for a full three year term. All members of said Chapter Professional Development Committee must have attained the designation of Senior Member - International Right of Way Association.

Section 5. Education Committee. There shall be an Education Committee, consisting of three (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, 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. Membership Committee. There shall be a Membership Committee, consisting of three (3) members, each to be appointed by the President for a one-year term.

Section 7. Special Awards Committee. There shall be a Special Awards Committee, consisting of three (3) members, each to be appointed by the President for a one-year term.

Section 8. There may be such other Standing Committees as the Executive Board shall from time to time determine to be necessary; provided however, that committees shall be established corresponding to those certain International Committees designated for Chapter counterparts by the International Board of Directors or the International Executive Committee.

Section 9. The Standing Committees as set forth hereinabove and other Standing Committees that have been appointed or may be appointed, from time to time, by the President with the concurrence of the Executive Board, shall be listed in ADDENDUM No. 1 to this article as an attachment to the Chapter Bylaws, for clarity and information purposes.

ARTICLE VI - DUES

Section 1. Annual dues for 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 active membership shall be accompanied by an application fee, which may from time to time be established by the Executive Board.

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

Section 4. Annual dues for Retired Chapter Members requesting the Right Of Way magazine shall be an amount established by the Executive Board.

Section 5. Annual dues for Retired Chapter Members not requesting the Right Of Way magazine shall be 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, 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

submitted in writing and: (1) read at the previous regular meeting, or (2) a copy thereof sent by mail to active members of the Chapter at least ten (10) days prior to the meeting. Said Chapter action shall not become effective until approved by the International Executive Committee.

ADDENDUM No. 1 to ARTICLE V

THE STANDING COMMITTEES OF THE CHAPTER ARE AS FOLLOWS:

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| 1. <u>Advertising</u> | 17. <u>Nominations and Elections</u> (*) |
| 2. <u>Asset Management</u> | 18. <u>Pipeline</u> |
| 3. <u>Budget and Finance</u> | 19. <u>Professional Development</u> (*) |
| 4. <u>Education</u> (*) | <u>Publicity and Public Relations</u> |
| 5. <u>Education Foundation</u> | 20. <u>Redevelopment</u> |
| 6. <u>Environmental</u> | 21. <u>Relocation Assistance</u> |
| 7. <u>Ethics and Employment</u> | 22. <u>Retired Members</u> |
| 8. <u>Historian</u> | 23. <u>Roster</u> |
| 9. <u>Hospitality</u> | 24. <u>Special Awards</u> (*) |
| 10. <u>Leadership Development Council</u> | 25. <u>Special Events</u> |
| 11. <u>Legislative Affairs</u> | 26. <u>Survey</u> |
| 12. <u>Liaison</u> | 27. <u>Title and Escrow</u> |
| 13. <u>Local Public Agency</u> | 28. <u>Transportation</u> |
| 14. <u>Luncheon</u> | 29. <u>Utilities Committee</u> |
| 15. <u>Membership</u> (*) | 30. <u>Valuation</u> |

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14	<u>Newsletter</u>		<u>Wireless</u>
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15			
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The description of the duties for the above listed committees are on file with the Secretary of the Chapter and will be made available to any member upon request.

(*) International Committees requiring a Chapter counterpart.

The following notes are not a part of the bylaws but are set forth for clarification and future reference purposes:

- (1) Section 1, ARTICLE II - MEMBERSHIP, will have to amended whenever the International Bylaws are amended with respect to classes of membership.
- (2) Section 2, ARTICLE III - MEETINGS, *at the following December meeting the seated officers should be acknowledged and discharged from their duties and the new officers [who were elected at the November meeting] should be installed. The executive board may, from time to time, find it necessary to dispense with or defer the installation ceremony to the January meeting due to time or program conflicts. In any event, the elected officers and directors automatically begin their term on January 1.*
- (3) Section 2, ARTICLE V - CHAPTER EXECUTIVE BOARD AND COMMITTEES, even though there may be a change in the IRWA Procedural Rule deleting a Committee now required to have a Chapter counterpart, this will not eliminate the requirement that a Chapter President appoint such a Committee in accordance with Chapter Bylaws, unless the Chapter Bylaws are duly amended to also eliminate that Committee.
- (4) ARTICLE VIII - AMENDMENTS, prior to the Chapter bylaws being repealed, amended or new bylaws being adopted, the proposed Chapter action should be submitted to the IRWA General Counsel for review and comment prior to submitting the proposed action to the Chapter members.