

**AMENDED BY-LAWS OF CHAPTER 27
OF
INTERNATIONAL RIGHT OF WAY ASSOCIATION
INCORPORATED AUGUST 9, 1946**

ARTICLE I - This chapter is a chapter of the International Right of Way Association, a corporation incorporated under the laws of the State of California, and all its rights and powers are subject of the laws of the State of California, and other laws applicable thereto. The name of this chapter is SACRAMENTO CHAPTER NO. 27, INTERNATIONAL RIGHT OF WAY ASSOCIATION.

ARTICLE II - MEMBERSHIP - This chapter of the International Right of Way Association shall have four classes of membership, as follows: A. Active; B. Associate; C. Retired; and D. Honorary

A. Active. Active members shall be those persons who have completed a minimum of one year of qualified service in activities related to the appraisal, acquisition, and management, of rights of way and/or real property or a related profession, are actively engaged in such activities, and who are elected to active membership by the chapter Executive Board.

B. Associate. Associate members shall be those persons who already have been elected to active membership in another chapter of the International Right of Way Association and, while in good standing in said chapter, apply for associate or secondary membership in this chapter. Such associate members shall be elected by the 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 to 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 retired from their regular right of way or related profession while active members of this chapter, 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 involved in activities compatible with the qualifications of other classes of members and who are elected to honorary membership by this chapter of the Association, provided, however, that such election shall not become final and effective until said member is approved for membership by the chapter Executive Board. Only the chapter Executive Board on behalf of the chapter and the Association shall issue certificates evidencing such Honorary Membership.

ARTICLE III - QUALIFICATIONS AND MEMBERSHIP

1. Qualifications - An applicant for membership must be of good character and reputation, and principally and actively engaged in activities related to the acquisition, management, or disposition of rights of way and/or real property.

2. Membership - Except as herein provided, an applicant for membership who is principally engaged in the above activities shall become a member upon securing a majority vote of a quorum of the chapter Executive Board. An applicant engaged in such activities, although not principally so, shall become a member upon election to membership by a two-thirds vote of a quorum of the chapter Executive Board. Election to membership in a chapter shall, ipso facto, elect the applicant to membership in the International Right of Way Association. Memberships are not transferable between individuals.

ARTICLE IV - MEETINGS -

1. Chapter Meetings - Meetings of this chapter of the Association shall be held at the time and place designated by the President and unless otherwise designated, meetings shall be held on the second Thursday of each month, September through June at locations determined by the Chapter Executive Board. Any such meetings may be postponed by the President with the concurrence of the Vice-President and Secretary.

2. Board Meetings: Chapter Board meetings shall be held once a month September through June at the time and place determined by the Chapter Executive Board.

3. An annual meeting of the members of this chapter shall be held at the regular meeting time in December. Annual reports of all officers and committees must be presented, the Chapter officers elected for the ensuing year, and such other business as may be presented may be conducted.

4. Special meetings may be called at any time by the President with the concurrence of the Vice-President and Secretary or in an emergency four members of the Executive Committee or by five active members of the Association.

5. Notice of all meetings, except regular meetings, shall be given to the active members at least five days prior to such meeting, via regular mail, facsimile, e-mail or telephone.

QUORUM - Chapter Meetings - The President or Vice-President, one other officer, and a majority of the active members, or twenty-one whichever is the smaller, shall constitute a quorum and any active member may represent any other active member at any meeting when authorized in writing to do so.

VOTING: If necessary voting by the executive committee may be conducted via- e-mail with the concurrence of the majority of officers and committee members.

ARTICLE V - OFFICERS - Section 1. The officers of this chapter of the Association shall be a President, Vice-President, Treasurer, Secretary, Assistant Secretary/ Treasurer, the Chapter International Directors elected in accordance with the By-laws of the corporation, and such other officers as may be appointed at a meeting of the members of the Executive Board.

Section 2. The officers shall be elected by ballot, or other means approved by the Officers and Board of the Chapter, from the active membership of this Chapter by plurality vote, in sufficient time to notify the International Headquarters of the elected slate of officers on or before December 15, to serve for one year beginning on the following January 1st, or as soon thereafter as they may be elected and qualified.

Section 3. This chapter shall select its own officers, and shall also select by plurality vote two International Directors of the corporation to serve for in the manner provided for in these By-laws, and such other officers and directors as the By-laws of the corporation shall require and in the manner and at the time required.

Section 4. Vacancy. If the office of President shall become vacant, the Vice-President shall become President. All other vacancies shall be filled by appointment by the President from the active members of the chapter.

Section 5. The Treasurer, Secretary and Assistant Secretary/Treasurer of the chapter shall be eligible to succeed themselves for one additional term, but no other officers except the International Directors may be re-elected for the same office until two years have elapsed after the end of his term of office.

ARTICLE VI - EXECUTIVE BOARD - Section 1. The Chapter President, Vice-President, Secretary, Treasurer, Assistant Secretary/ Treasurer, Immediate Past President, the International Directors, the Chairman of each standing committee, and such other chairmen of special committees not exceeding seven, as the President may appoint, shall constitute the Executive Board of this Chapter.

Section 2. The Executive Board shall have the power and duty to conduct and direct all business and affairs of the chapter, admit persons to membership, suspend and after proper complaint and hearing if requested, expel any person from membership for any conduct unbecoming a member of the Association.

ARTICLE VII - DUTIES OF OFFICERS - Section 1. President - The President shall be the Chief Executive Officer of the chapter and ex- officio members of all committees and shall, subject to the control of the Executive Board have general supervision, direction and control of the business and affairs 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 By-laws of the corporation, this chapter or the Executive Board.

Section 2. Vice-President - The Vice-President shall have the general powers and duties of a Vice-President and shall act as President in the case of the absence or disability of the President, advise and assist the President when called on to do so, and perform such other duties as may be required by the Executive Board. Should the office of President become vacant, the Vice-President shall become President. The Vice president shall arrange for an independent audit of the chapter's financial records no less than every other year on the odd numbered year.

Section 3. Secretary - The Secretary shall keep a book of minutes of all the meetings of the chapter and the Executive Board, carry on all correspondence of the chapter and perform such other duties as may be required by the Executive

Board.

Section 4. Treasurer - The Treasurer shall be responsible for the funds of the chapter, including the receiving, depositing and, after the approval of the Executive Board, the disbursal thereof. The Treasurer shall sign all checks and orders for payment of money when countersigned by the President or Vice-President, and such other duties as are usually performed by a Treasurer, or as may be required by the Executive Board of this Chapter. In the absence or disability of the Treasurer checks and orders for payment may be signed by the chapter president and counter signed by the vice-president.

Section 5. Assistant Secretary/Treasurer - The Assistant Secretary/Treasurer shall assist the secretary and the treasurer and perform all the duties of the Secretary or Treasurer in the event of their absence or disability or when called on to do so by the President.

Section 6. International Directors - The International Directors shall represent the chapter at all meetings of the Region or International Board of Directors.

ARTICLE VIII - COMMITTEES - Section 1. The Chapter President shall, immediately after assuming office, appoint the Chairman of all standing committees from the active members of the chapter to serve for the term of one year. and until their successors are selected and qualified. The President, or in the event of the Presidents disability or absence, the Vice-President, shall be an ex-officio member of all standing committees. Each committee chairman shall select an appropriate number of active Chapter members to serve on their committee.

Section 2. There shall be at least six standing committees including but not limited to Professional Development, Education, Membership, Luncheon, Newsletter, and Publicity.

Section 3. Such other special committees as may be required by the Association, the chapter or the Executive Board or thought desirable by the President may be created and appointments made thereto by the President.

Section 4. Duties of the standing committees are:

a. The PROFESSIONAL DEVELOPMENT COMMITTEE shall be responsible for the review and approval and processing of all SR/WA applications, and providing counsel for those seeking the SR/WA designation.

b. THE EDUCATION COMMITTEE shall be responsible for developing the Chapter's education program, scheduling and presenting educational courses, seminars, and workshops such other similar duties as may be required by the Chapter or its Executive Board.

c. THE MEMBERSHIP COMMITTEE shall receive, investigate, pass upon, and recommend to the Executive Board all applications for membership, sundry matters, misconduct of members and such other duties as may be required by the officers or Executive Board of the chapter.

d. THE LUNCHEON COMMITTEE when called upon to do so by the Association or its Executive Board, shall have charge of housing and feeding, and all other matters in connection therewith, and perform such other duties as may be required by the Chapter or its Executive Board. d. THE PROGRAM COMMITTEE shall have charge of all entertainment, program, obtaining speakers and performers at meetings of the Chapter and shall perform such other duties as may be required by the chapter or its Executive Board.

e. THE NEWSLETTER COMMITTEE shall prepare, publish and distribute the chapter NEWSLETTER at least quarterly, copies to be exchanged with all other Region I Chapter Presidents.

f. THE PUBLICITY COMMITTEE shall have charge of publicity, advertising, printing and distributing news and information of interest or value to the membership and to others when desirable, and to perform such other similar duties when called upon to do so by the Executive Board.

Section 5. The action taken by any Committee is not final until the same has been approved or acted upon the Executive Board.

ARTICLE IX - QUORUM - Section 1. Any three officers and four other members of the Executive Board, or any two officers, which shall include the President and/or Vice-President and any five members of five separate standing committees, shall constitute a quorum of the Executive Board for the transaction of business, except that in the absence of the Secretary, a Secretary pro-tem may be appointed by the President, or in his absence the Vice-President, and shall be an officer sufficient to constitute the quorum herein specified.

ARTICLE X - ORDER OF BUSINESS - Unless changed by the President, the Order of Business at all meetings shall be as follows: 1. Call to Order 2. Reading/Approval of the Minutes 3. Committee Reports 4. Unfinished Business 5. New Business 6. Program 7. Adjournment.

ARTICLE XI - DUES - Section 1. a. International dues of active members shall be as periodically determined by the International Executive Committee and the International Board of Directors and payable pursuant to the rules adopted by same. b. Annual Chapter dues shall be as determined by a majority vote of the Chapter members present at an official chapter meeting pursuant to the meeting criteria adopted herein. Chapter dues are payable with the International dues. c. All applications for active membership shall be accompanied by an initiation fee of Ten Dollars (\$10.00). d. Membership cards shall be issued to members in the manner directed by the International Executive Board of the Association. e. Any member of this Association who is in the active military service of the United States shall continue to be a member of this chapter without payment of any chapter dues during the entire time he is in such active service and thereafter, at least to the end of the calendar year in which he is discharged and for such additional time as the Executive Board may determine is reasonable for the member to regain his health and obtain employment. f. Any member required to pay dues who is delinquent pursuant to the International bylaws and rules shall be required to bring their membership current and pay any fees in accordance with International bylaws. In addition to which the member shall pay the chapter all past due chapter dues.

ARTICLE XII - Except as otherwise provided for in the By-laws, Roberts Rules of Order, Revised is hereby adopted as the rules for the procedure and conduct of all meetings of this chapter, its Board and Committees, and may only be set aside upon two-thirds vote of the members present.

ARTICLE XIII - Each member of this Association must conduct themselves in such manner as to reflect honesty and integrity on the Association and is bound by code of ethics of this Association and for any conduct unbecoming a member, such member may be suspended or expelled from the Association. Before any action is taken, a complaint must be made in writing by a member of the Association, which complaint must be referred to and investigated by the Executive Board of the chapter. Any member convicted of a felony must be expelled forthwith. In case of any other charges, the member shall be entitled to notice of such charges and a fair and impartial hearing before the Executive Board, which Board shall determine the truth or falsity of the charges and take such action as the Executive Board determines is fair and proper for the best interests of the Association, including the expulsion of such member from the chapter.

ARTICLE XIV - No compensation shall be paid to any officer, committeeman or member for acting as such, but the Secretary shall be entitled to such compensation as may be agreed upon by the Executive Board and approved by the chapter by majority vote of the active members present. Any officer or committee member of the chapter shall incur no obligation or expense unless authorized by the Executive Board.

ARTICLE XV - AMENDMENTS - These By-laws may be repealed, amended, or new By-laws 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 and a copy thereof sent, five days (5) in advance via regular mail, facsimile, e-mail or telephone to the active members of the chapter. Publication in the Chapter Newsletter is optional. Any revision or amendment thereto will be handled as if it were a new amendment as set forth herein above.

ARTICLE XVI - All other rights and powers shall be vested in the active members of the chapter who may act by the written assent of a majority of such active members without a meeting called for that purpose after proper notice.

Approved and Adopted by the Chapter 27 Executive Board on February 19, 2004

Approved and Adopted by a vote of the Chapter 27 membership on _____, 2004.