

BYLAWS OF
San Jose Chapter No. 42
INTERNATIONAL RIGHT OF WAY ASSOCIATION

(AS AMENDED APRIL 4, 2001)

ARTICLE I - GENERAL

Section 1. The name of this chapter shall be San Jose Chapter No. 42, 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 bylaws and amendments thereto are not effective until their approval by the International Board of Directors 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 integrity on 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 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

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 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 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 15th 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 in writing at least five days prior to such meeting or by telephone prior to such meeting.

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

ARTICLE IV - OFFICERS

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

In addition, the President and Vice President shall serve as International Directors and shall represent the Chapter as members of the International Board of Directors of the International Right of Way Association, so as to comply with the International Bylaws providing for two directors from each Chapter.

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 become 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.

If the office of 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, 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 reelected to the same office until two years have elapsed following the end of the term to which elected; provided, however, that this limitation shall not apply to the office of Treasurer, Secretary or International Director.

Section 5. The officers of this organization shall perform the duties as hereinafter 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 Chair and Vice Chair. 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, an International Director, 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 the 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 and shall be an International Director; 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 Executive Board. In case the office of President becomes vacant, the Vice President shall become President.

D. Treasurer. The Treasurer shall receive 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 perform such other duties as are delegated to that officer by the Chapter's 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.

ARTICLE V - EXECUTIVE BOARD AND COMMITTEES

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

Section 2. There shall be in this Chapter, certain standing committees as provided in this Article. Unless specifically provided otherwise herein, the Chair and members of each standing committee shall be appointed by the President immediately after taking office. They shall be appointed from the 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.

Section 3. Committee on Nominations and Elections. A Committee on Nominations and Elections shall be appointed by the President not later than the June regular meeting and shall consist of a Chair 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 in this Chapter a Professional Development Committee consisting of two members (or a minimum one member), each of whom must have attained the designation of Senior Member, and 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.

Section 5. Membership Committee. There shall be in this Chapter a Membership Committee consisting of two members, each to be appointed by the President for a one year term.

Section 6. There may be such other standing committees as the 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 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 of 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 of Retired Members, with magazine, of this Chapter shall be an amount established, which includes a subscription to Right of Way and which may from time to time be established by the Executive Board.

Section 5. Annual dues of Retired Members, without magazine, of this Chapter shall be an amount established, which may from time to time be established by the Executive Board.

ARTICLE VII - RULES OF ORDER

Section 1. Except as otherwise provided for 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 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 read at a previous regular meeting or a copy thereof sent by mail to the active members of the Chapter at least ten days prior to the meeting. Said action by the Chapter shall not become effective until approved by the International General Counsel.