

**BYLAWS OF
Orange County, Chapter No. 67
of the
INTERNATIONAL RIGHT OF WAY ASSOCIATION**

Article I - General

Section 1. *The name of this chapter shall be Orange County Chapter No. 67, 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 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 of the International Right of Way Association.*

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 in respect to any religious or political activity without specific approval of the International Executive Committee. 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 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 fifteenth 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 lease five days prior to such meeting, or by telephone prior to such meeting.*

Section 5. *A majority of 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, a President Elect, a Secretary, and a Treasurer, together with such other officers as may be appointed by the President with the concurrence of the Executive Board.*

The President and the President Elect, on assuming the duties of said offices, shall each, at the same time, assume the duties of an International Director, which latter office they shall retain for a period of time concurrent with their term as President and President Elect respectively.

Section 2. *Except for the office of President and 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. At the expiration of the term of the President, the President Elect shall succeed to the office of the President for a one year term.*

Section 3. *If the office of the 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 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 the President shall become vacant, the President Elect 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 member of the Chapter with the concurrence of the Chapter Executive Board.

Section 4. *No officer may be re-elected 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 Secretary or Treasurer.*

Section 5. *The officers of this organization shall perform duties as herein set forth.*

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.*

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.*

President Elect. *The President Elect shall perform the duties of the President in his absence or inability to discharge the duties of that office, 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 President Elect shall become President.*

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 other duties as are delegated to that officer by the Chapter's Executive Board.*

Treasurer. *The Treasurer shall receive all 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 property 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.*

Section 6. *In the event that an elected Officer of this Chapter shall be absent from three (3) consecutive regular meetings of the Chapter Executive Board his or her resignation shall be deemed to have been tendered and accepted. The President shall be charged with introducing the subject before the Board at the time of the third absence as provided herein. The President shall, thereafter, with the concurrence of the Board, appoint a member of the Chapter to hold said office until the next regular election of Officers.*

Section 7. *In the event that an Officer of the Chapter resigns, or is deemed to resign, pursuant to the provisions of Section 6, said Officer shall return all books, papers and other materials which belong to the chapter to the Chapter President within five (5) days of said resignation.*

Article V - Executive Board and Committees

Section 1. *Executive Board. The elected Chapter officers, immediate Past President, and the Committee Chairman 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. *Committee on Nominations and Elections. A Committee on Nominations and Elections shall be 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 3. *Professional Development Committee. There shall be in this Chapter a Professional Development Committee, consisting of three 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. All members of said Chapter Professional Development Committee must have attained the designation of Senior Member - International Right of Way Association.*

Section 4. *Education Committee.* There shall be in this Chapter an Education Committee, consisting of three members, each to be appointed by the President for a three-year terms. One member of the committee shall be appointed annually by the President to serve as chairman.

Section 5. *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 provided by the International Bylaws of this Association as and for the annual per capita assessment plus the sum of \$25 for Chapter dues.*

Section 2. *In addition to the dues required herein, all applications for active membership shall be accompanied by an initiation fee of \$20.*

Section 3. *Annual dues of Associate Members of this Chapter shall be \$25.*

Section 4. *Annual dues of Retired Members of this Chapter shall be equal to the annual subscription cost of Right of Way.*

Section 5. *Any member who has not paid his or her dues prior to March 1st of the year for which they are due shall be delinquent. A member who pays his or her dues for the year between the first day of March and the fifteenth day of April shall pay in addition to the regular dues, a delinquency penalty of \$1.00. If such dues and penalty are not paid by April 15th, the member shall be suspended. In the event the member applies for reinstatement within two years thereafter, the member may be reinstated, but upon the payment of the penalty and reinstatement fee of \$4.00 in addition to payment of the Chapter and International dues. The reinstatement fee shall be divided equally between the Chapter and the Association.*

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 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 the previous regular meeting or a copy thereof sent by mail to active members of the Chapter at least 10 days prior to the meeting. Said action by the Chapter shall not become effective until approved by the International Executive Committee.