

BYLAWS OF SAGUARO CHAPTER NO. 73 OF INTERNATIONAL RIGHT OF WAY ASSOCIATION

ARTICLE I - GENERAL

Section 1. The name of this Chapter shall be Saguaro Chapter No. 73, International Right of Way Association.

Section 2. This is a Chapter of 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 the State of California, 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 General Counsel 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 on the International Right of Way Association and is bound by the Code of Ethics 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, Rules and Regulations 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 for the 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 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 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 (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 fifteenth day of November of each year. Annual reports of all officers and committees will be presented at that time except the Treasurer's Report. The Treasurer's Report shall be filed no later than the second meeting of the new calendar year. Chapter officers, including International Directors, shall be elected at the annual meeting and such other business as may be presented may be conducted.

Section 3. Special meetings of this Chapter may be called at any time by the President and shall be called by the President upon receipt of a written request signed by four (4) members of the Chapter Executive Board or by ten (10) active members of this Chapter. The purpose of the meeting shall be stated in the call.

Section 4. Notice of all meetings shall be given to the active members in writing at least five days prior to such meeting, either by electronic mail, telephone, or regular mail.

Section 5. A majority of the active members, or fifteen (15), whichever is smaller, shall constitute a quorum.

ARTICLE IV - OFFICERS

Section 1. The officers of this Chapter shall be a President, President-Elect, Secretary, 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 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.

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, at an election scheduled for and held at the next regular meeting of the Chapter following the date the vacancy occurs, shall elect a Director to hold the office during the unexpired term. If the Chapter fails to elect a new Director and to certify his 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 who shall hold office for the unexpired term.

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 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 Secretary, Treasurer, 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 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 except the Committee on Nominations and Elections and shall, subject to the control of the Executive Board, have general supervision, direction and control of the business and officers of the Chapter. He or she 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 have the general powers and duties of a Vice President, 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 President-Elect shall become President. The President-Elect shall automatically assume the office of President upon completion of his or her term of office as President-Elect.

D. 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 may be required by the Executive Board.

E. 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 proper authority from the Chapter Executive Board. He or she shall perform such other duties as are delegated to him or her by the Chapter's Executive Board.

ARTICLE V - EXECUTIVE BOARD

The elected Chapter officers, immediate Past President and the Standing 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.

The Executive Board shall hold regular meetings at such times and places as designated by the President of the Board.

Special meetings of the Board can be called by the President and shall be called, upon the written request of three (3) members of the Board.

Such meetings may be called upon 24 hours notice by telephone or E-mail.

Five (5) members of the Executive Board shall constitute a quorum for the conduct of business by said Board.

ARTICLE VI - COMMITTEES

Section 1. Committee on Nominations and Elections. A committee on Nominations and Elections shall be appointed by the President not later than the July regular Chapter meeting and shall consist of a Chairman and at least two (2) members. The Committee members shall be selected so as to represent the broadest possible cross section of the Chapter membership.

The Committee shall analyze the qualifications of members of the Chapter and determine the willingness and ability of members to serve as officers of the Chapter.

It shall be the duty of this Committee to nominate candidates for the offices to be filled at the annual meeting.

The slate of candidates selected by this committee shall be announced to the Chapter membership at the September Chapter meeting. Additional nominations from the floor may be accepted at any Chapter meeting before the final vote.

The names of the candidates selected by the Nominating Committee and those nominated from the floor shall be published in the October newsletter.

The election of officers for the next year shall be held at the November Chapter Meeting and shall be by written ballot. Installation of officers may be held at the November or December Chapter meeting.

Section 2. Professional Development Committee. There shall be in this Chapter a Professional Development Committee consisting of three (3) members, each of whom shall be elected for a three (3) 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.

In the event of a vacancy on this committee, the President, with the concurrence of the Executive Board, shall appoint a member to serve for the remainder of the unexpired term.

Section 3. Standing Committees. 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.

Section 4. Section Committees. Special Committees shall be established by the President from time to time as deemed necessary.

Section 5. Appointment of Chairman and members of committees. The Chairman of all committees shall be appointed by the President of the Chapter as soon as practicable after assuming office. They shall be appointed from the active members of the Chapter to serve at the pleasure of the President.

The members of the Standing and Special Committees may be appointed by the President or by the respective Chairman with the approval of the President.

ARTICLE VII - DUES

Section 1. Annual Dues of all classes of membership of this Chapter shall be \$20.00 in addition to the annual per capita assessment as provided in the International Bylaws of this Association.

Section 2. No dues shall be required of Honorary Members or retired members.

Section 3. Any member who has not paid his dues prior to March 1st of the year for which due, shall be delinquent. A member paying his dues for the year between the first day of March and the fifteenth of April shall pay, in addition to the regular chapter dues, a delinquency penalty of \$10.00. If such dues and penalty are not paid by April 15th, the member shall be suspended from membership. In the event the member applies for reinstatement within two years thereafter, he or she may be reinstated, but only upon the payment of the penalty and a reinstatement fee of \$10.00, in addition to payment of the chapter dues.

ARTICLE VIII - PROCEDURAL RULES

The Chapter Executive Board may establish rules of procedure to effectuate policies and programs of the Chapter.

ARTICLE IX - RULES OF ORDER

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

ARTICLE X – 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 (10) days prior to the meeting. Said action by the Chapter shall not become effective until approved by the International General Counsel.