

**BY-LAWS OF CALIFORNIA CENTRAL COAST CHAPTER NO. 47  
OF  
INTERNATIONAL RIGHT OF WAY ASSOCIATION**

**ARTICLE 1**

**ORGANIZATION:**

This Chapter 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 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 or its designee. The name of this Chapter is CALIFORNIA CENTRAL COAST CHAPTER NO. 47, INTERNATIONAL RIGHT OF WAY ASSOCIATION. The administrative year of this chapter shall be from July 1 to June 30.

**ARTICLE II**

**INTERNATIONAL BY-LAWS:**

The International By-laws of the Association, insofar as the same are specifically applicable to the Chapter, are incorporated herein by this reference, and control in the event of any variance between the two sets of By-laws.

**ARTICLE III**

**MEMBERSHIP:**

No person shall be a member of CALIFORNIA CENTRAL COAST CHAPTER NO. 47 unless and until qualified for membership in the Association according to its By-laws and procedural guidelines.

**ARTICLE IV**

**MEETINGS:**

Section 1. Regular meetings of this Chapter shall be held at the time and place designated by the President. Not less than six (6) regular meetings shall be held each fiscal year. A meeting may be postponed by the President with the concurrence of the Vice President and Secretary.

Section 2. An annual meeting of the members of this Chapter shall be held every summer and any annual reports of officers and committees must be presented at that time. Other business may be conducted at such annual meeting.

Section 3. Special meetings may be called by notice, as provided for in Section 4 of this Article, at any time by the President with concurrence of the Vice President and Secretary or, in an emergency, by four members of the Executive Committee or by ten active members of this Chapter.

Section 4. Written notices must be given of all meetings unless waived as hereinafter provided. Such notices must specify the time and place of meeting, and, in the case of special meetings,

must also specify the topic or topics to be discussed at the special meeting. Such notices may be sent by email or US Mail to the most recent addresses of individual members as shown on the membership roster, or they may be delivered personally. Notices delivered by email or US Mail must be sent five (5) days prior to the regular meeting and two (2) days prior to special meetings. Notices of special meetings must bear the electronic or a handwritten signature of either the president or secretary, unless called by ten or more members, in which case the notice must be signed by ten active members. No topic shall be discussed at a special meeting unless mentioned in the notice of such meeting. Any defects in notice of any meeting as to either form or time may be waived by the written signature of two-thirds of the total membership of the Chapter. Such signatures may be filed singly or in groups and accumulated in a period of time, but such accumulation must take place within twenty days, consisting of the ten days before and after the meeting. Such written waiver of defect may either authorize or validate any action taken at any meeting, whether regular or special.

Section 5: The President or Vice President, one other officer, and a majority of the active members, or fifteen, whichever is the smaller, shall constitute a quorum. An active member may give a proxy to any other active member authorizing the grantee to act in the name, place and stead of the grantor. Such proxy must be in writing or electronic, must designate its purpose and may set forth any limitations on the power of the grantee under the proxy. The proxy must state the specific meeting for which the proxy is granted. A general proxy is invalid. A proxy may be revoked by letter mailed (or emailed) to the Secretary or by its grantor appearing at the meeting.

## **ARTICLE V**

### **OFFICERS:**

Section 1. The officers of this Chapter shall be President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and the International Directors.

Section 2. The officers (including one Director to fill the expired term) shall be elected by ballot from the active membership of this Chapter by plurality vote at a duly constituted meeting of the members called for the purpose in sufficient time to notify National Headquarters of the Association of the elected slate of officers on or before May 15 of each fiscal year and are to serve for one year beginning on the following July 1<sup>st</sup>, or as soon thereafter as they may be elected and qualified. Directors shall serve for two-year terms except that upon formation of the Chapter, one Director elected shall be elected for a term of one year and the other Director shall be elected for a term of two years so that the terms of office will expire on alternate years. For the 2009-2010 transition to a fiscal year from a calendar year, the officers for 2009 shall serve until June 30, 2010.

## **ARTICLE VI**

### **EXECUTIVE BOARD:**

Section 1. The President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Immediate Past President, and the Chairperson of each standing committee, 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 this Chapter and admit persons to membership in accordance with the International By-laws.

Section 3. Any three officers and three other members of the Executive Board, or any two officers, who shall include the President, Vice President or Secretary, and any two members of any committees, shall constitute a quorum of the Executive Board for the transaction of business.

Section 4. The Executive Board shall meet a minimum of four (4) times per year. The time and place of the first meeting shall be designated by the President, and thereafter by the Executive Board.

## **ARTICLE VII**

### **DUTIES OF OFFICERS:**

Section 1. 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 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 Chapter or by the Executive Board.

Section 2. Vice President. The Vice President shall have the general powers and duties of a Vice President. The Vice President shall act as President in case of the absence or disability of the President. The Vice President shall also advise and assist the President when requested by the President. In case the office of President becomes vacant, the Vice President shall become President.

Section 3. Secretary. The Secretary shall keep a book of minutes of all the meetings of the Chapter and the Executive Board, and carry on all correspondence of the Chapter. The Secretary shall have such other duties and responsibilities as the Executive Board may designate.

Section 4. Assistant Secretary. The Assistant Secretary shall perform all the duties of the Secretary in the Secretary's absence and advise and assist the Secretary when requested by the Secretary.

Section 5. Treasurer. The Treasurer shall receive all the funds of the Chapter, keep a proper record thereof, deposit them in a convenient, responsible bank, and pay them out on the check of the Chapter only after approval by the Executive Board, except that normal housekeeping expenses, not in excess of \$250, need not be separately authorized by the Executive Board, but may be paid on the authority of the Treasurer or President. The Treasurer shall sign all checks and orders for payment of money so approved when countersigned by the President or Vice President, or as otherwise provided or authorized. The Executive Board shall be advised at the next regular meeting of such housekeeping expenditures not previously approved by them.

Section 6. Assistant Treasurer. The Assistant Treasurer shall perform all of those duties assigned by the Treasurer but shall not exceed the duties assigned to the Treasurer by the Chapter By-laws. It is the responsibility of the Assistant Treasurer to be at all meetings which the Treasurer cannot attend. In addition, the Assistant Treasurer shall, at the end of the fiscal year, personally verify the amount stated in the Chapter bank account or accounts by the Treasurer and audit Chapter expenditures and receipts for the fiscal year for which he/she holds office. The Assistant Treasurer shall report the results of his/her audit to the Chapter Executive Board for the year.

Section 7. 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. They shall represent the Chapter and the Association at all meetings of the Association.

## **ARTICLE VIII**

### **COMMITTEES:**

Section 1. There shall be the following standing committees: Education, Legislative Review, Professional Development, Local Public Agency, Transportation, Right of Way Valuation, Utilities, Membership and Public Relations, Finance, Arrangements, Program, Relocation, and Special Awards. In addition, the Executive Board, with the concurrence of the Chapter President, may appoint additional standing committees. The Chairperson of these standing committees shall be appointed by the President subject to the approval of the Chapter Executive Board. The Chairperson of the Education Committee shall be a member of the Professional Development Committee. The President, or in case of his or her disability or absence, the Vice President, shall be ex-officio member of all standing committees. When the nomination of the committee Chairperson has been approved by the Chapter Executive Board, the committee Chairperson shall appoint at least three active members of the Chapter, in addition to the ex-officio member, to the committee. The Chairperson and committee members shall serve for a term of one year and continue until their successors are selected and appointed.

Section 2. Special committees may be appointed by the President or the Executive Board to perform such duties as may be defined at time of creation. Such special committees, however, shall not assume duties, responsibilities or functions of any of the above designated standing committees.

Section 3. It shall be the duty of each standing committee to work with and carry on, at the Chapter level, the program, and to the extent possible, the objectives of the corresponding association international committee. The purposes of the respective standing committees are as follows:

(a) **EDUCATION COMMITTEE** - To further the educational programs and efforts of the Association in educating and instructing the members of the Chapter in right of way studies and training programs. The Chairperson shall be responsible for correlating the Chapter programs with the programs of the International Education Committee and shall correlate the work of the Chapter with the work of the International Education Committee.

(b) **LEGISLATIVE REVIEW** - To prepare and aid in amending the By-laws, as needed, to keep the membership informed of significant legal development in the real estate and right of way field, and to notify the IRWA World Headquarters of pending legislation of substantial significance to the Right of Way field.

(c) **PROFESSIONAL DEVELOPMENT COMMITTEE** - To further and develop the program of the International Professional Development Committee on the Chapter Level.

(d) **LOCAL PUBLIC AGENCY COMMITTEE** - To further and adopt the programs of the International Liaison Committee pertaining to procedures involving mutual advance planning, the cooperation and coordination pertaining to construction and installation of highways and facilities, whether public or quasi-public. The Committee shall, on the Chapter level, carry out the program of the corresponding International Committee.

(e) **TRANSPORTATION COMMITTEE** - To analyze, plan and facilitate right of way concepts and procedures and solve problems concerned with the highways of the community, county, state and

nation relative to the right of way acquisition program. The Chairperson of the committee shall correlate the activities of his committee with those of the International Transportation Committee.

(f) **RIGHT OF WAY VALUATION COMMITTEE** - To encourage and stimulate improvement in the right of way valuation methods. To encourage and facilitate study programs pertaining to the effects of right of way acquisition and subsequent construction upon properties, communities and regions.

(g) **UTILITIES COMMITTEE** - To promote and encourage programs which will be of assistance to utilities and related organizations engaged in right of way and land work.

(h) **MEMBERSHIP AND PUBLIC RELATIONS COMMITTEE** - To conduct a continuing campaign to enroll all qualified persons as members of the Chapter and as members of the Association, with specific emphasis upon quality rather than quantity of membership; to receive, investigate and recommend to the Executive Board action on all applications for membership and to disseminate accomplishments of the Association and of the Chapter.

(i) **FINANCE COMMITTEE** - To make recommendations to the Executive Board with regard to the status of the finances of the Chapter, and to recommend ways and means of financing the activities of the Chapter.

(j) **ARRANGEMENTS COMMITTEE** - To make arrangements for housing and feeding members of the Chapter and of the Association when requested to do so by the President.

(k) **PROGRAM COMMITTEE** - To establish programs for Chapter meetings and seminars at the direction of the Executive Board.

(l) **RELOCATION COMMITTEE** - To promote and encourage programs which will be of assistance to members and related organizations engaged in relocation assistance work. The Chairperson of the committee shall correlate the activities of his committee with those of the International Relocation Committee.

(m) **SPECIAL AWARDS** - to solicit nominations for Right of Way Professional of the Year, and Employer of the Year Awards, and to make recommendations to the Executive Board for same. Recommendations shall be made no later than May 1<sup>st</sup> of each fiscal year. Such recommendations may be from within or outside the Chapter.

## **ARTICLE IX**

### **DUES:**

**Section 1.** Annual dues of all classes of membership 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. In addition to the dues required herein, all applications for new active membership shall be accompanied by an application fee which may be established by the International Executive Committee.

**Section 2.** No dues shall be required of Honorary Members or retired members who receive their newsletter by email.

Section 3. Any member who has not paid 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 15<sup>th</sup> of April shall pay, in addition to regular chapter dues, a delinquency penalty of \$10.00. If such dues and penalty are not paid by April 15<sup>th</sup>, the member shall be terminated from membership in accordance with the International By-laws. In the event a 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 X**

### **RULES OF ORDER:**

Except as otherwise provided for these By-laws, "Roberts Rules of Order, Revised" is hereby adopted as the rules for the procedure and conduct of all meetings of the Chapter, its Board and Committees, and may only be set aside by affirmative vote of two-thirds of the members present.

## **ARTICLE XI**

### **COMPENSATION:**

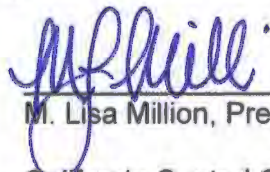
No compensation shall be paid to any officer, committee chairperson or member for acting as such, but the Secretary shall be entitled to compensation as may be agreed upon by the Executive Board and approved by the Chapter by majority vote of the active members present at a regular meeting.

## **ARTICLE XII**

### **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 sent by email or mail to the active members of the Chapter at their addresses as shown on the Chapter Roster at least 10 days prior to the meeting. Such action shall not become effective until approved by the International Executive Committee or its designee.

I HEREBY CERTIFY that the foregoing By-laws were unanimously adopted by the Chapter members of CALIFORNIA CENTRAL COAST CHAPTER NO. 47, INTERNATIONAL RIGHT OF WAY ASSOCIATION at its meeting held in Santa Barbara, California.



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M. Lisa Million, President

California Central Coast Chapter No. 47  
International Right of Way Association

Adopted on January 21, 2010