

BYLAWS of LOS ANGELES CHAPTER NO.1
INTERNATIONAL RIGHT OF WAY ASSOCIATION

ARTICLE I – GENERAL

Section 1. The name of this Chapter shall be Los Angeles Chapter No. 1, 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 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 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 represent himself or herself as a representative of the Association in respect to any religious or political activity 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.

Section 5. Effective July 1, 2011 the Chapter will operate on a July 1-June 30 fiscal year.

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 (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. The Chapter will hold a membership meeting no later than May 31 of each year at which the recipients of annual awards will be announced and the following officers for the following fiscal year will be elected by a majority of members present: Secretary, Treasurer, and President Elect. The Nominations and Awards Committee

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 (4) members of the Chapter Executive Board or by ten (10) active members of the Chapter.

Section 4. Notice of all meetings shall be given to the active members in writing or by telephone at least five (5) days prior to such meeting.

Section 5. A majority of the active members or twenty (20), whichever is the smaller, shall constitute a quorum.

ARTICLE IV – OFFICERS

Section 1. The officers of this Chapter shall be a President, President Elect, Vice President, Treasurer, and Secretary, Treasurer together with such other officers as may be appointed by the President with the concurrence of the Chapter Executive Board. In addition to the officers listed, there shall be elected each year from the active membership of the Chapter a member of the International Board of Directors of the International Right of Way Association. Said 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, and further except for the President, who shall be succeeded in office by the President Elect, all officers shall be elected from the active membership of the Chapter; the officers so elected and appointed shall serve for a one (1) year term beginning the following July 1.

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, said 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 President Elect shall immediately succeed to the duties and office of the President. In the event of a vacancy

in any other office, said office shall be filled by appointment by the President from the active members 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 (2) years have elapsed following the end of the term to which elected, provided, however that this limitation shall not apply to the offices of Secretary, Treasurer, or International Director, who shall be eligible to succeed himself or herself for one (1) additional term, nor to a President who is filling out the term of a predecessor and succeeded to office to fill a vacancy.

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 Chairperson and Vice Chairperson. 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 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.

C. President Elect. The President Elect shall have the general powers and duties of a President Elect; shall act as President in the case of 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. In addition to other duties the President Elect shall perform such duties in connection with the supervision of standing committees as may, from time to time, be directed by the President.

D. Treasurer. The Treasurer shall receive all the funds of the Chapter and keep a proper record thereof; shall deposit said funds 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 Chapters Executive Board.

E. Secretary. The Secretary shall keep a book of all minutes of all 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 Chairpersons 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 this Chapter.

Section 2. Professional Development Committee. There shall be in this Chapter a Professional Development Committee consisting of a minimum of three (3) members. The Chairperson of the Professional Development Committee shall be elected 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 3. Committee on Nominations and Elections. A committee on Nominations and Elections shall be appointed by the President not later than September 1 of the fiscal year and shall consist of a Chairperson and at least three members. This committee shall present and recommend a slate of officers to the membership for their consideration no later than May 31 of the fiscal year.

Section 4. Advisory Committee. All Past Presidents of Los Angeles Chapter No.1, International Right of Way Association, so long as they remain members of the Chapter in good standing, shall constitute the Advisory Committee. The Advisory Committee shall be available to counsel and make recommendations with respect to any matter that may be referred to the Committee by the President. Members of the Advisory Committee may attend all meetings of the Chapter Executive Board and may take part in the deliberations, but unless also serving as International Director or in some other capacity carrying a vote, shall not have a vote.

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 Chapter committees corresponding to those International Committees for Chapter counterparts established by the International Board of Directors or the International Executive Committee.

The Chairpersons and members of all standing committees shall be appointed by the President of the Chapter, or by the President Elect, as may be directed by the President, subject to the concurrence of the President in the appointments made. They shall be appointed from the active members of the Chapter to serve at the pleasure of the President, or of such of the other officers of the Chapter as the President may have delegated the supervision of the committee in question. The President, or such other officer of the Chapter as designated by the President, shall be an ex-officio member of each standing committee.

ARTICLE VI – DUES

Section 1. Annual dues (annual per capita assessment) of members of the Chapter shall be such sum as provided by the International Board of Directors of this Association.

Section 2. In addition to such annual dues, the members of the Chapter shall pay such annual assessments as are provided by the International Board of Directors of this Association.

Section 3. In addition to the above-referenced dues and assessments, the members of the Chapter shall pay annual dues to the Chapter in amounts which may from time to time be established by the Chapter Board.

Section 4. Any member who has not paid his or her dues and assessments by the delinquency date established by the International Board of Directors of this Association shall pay a delinquency penalty and/or reapplication fee, if any, mandated by the International Board of Directors of this Association.

ARTICLE VII – RULES OF ORDER

Section 1. Except as otherwise provided for in these Bylaws, “Robert’s Rules of Order, Revised” are hereby adopted as the rules for the procedures and conduct of all meetings of the Chapter, its Executive Board and Committees.

ARTICLE VIII – AMENDMENTS

Section 1. These Bylaws may be repealed, amended, or new Bylaws adopted at any meeting of the Chapter by an affirmative two-thirds vote of the active members present after the same has been submitted in writing and transmitted to the active members of the Chapter prior to the meeting. It is acknowledged that approval of bylaws amendments will also require the approval of the International General Counsel.