

April 6, 2010

BY-LAWS OF
PLATTE RIVER CHAPTER NO. 78
INTERNATIONAL RIGHT OF WAY ASSOCIATION

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ARTICLE I - GENERAL

Section 1. The name of this Chapter shall be PLATTE RIVER CHAPTER 78, 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 requirements 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 themselves in such a manner as to reflect honesty and 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 in the same manner provided for in the International Bylaws.

Section 4. This Association being non-political, non-partisan and non-sectarian, no member shall present themselves as a representative of the Association without proper authorization from the Association. In any presentation wherein a member is in anyway 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. The administrative year of this chapter shall be from July 1 to June 30.

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 May 15th of each administrative period. 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 or electronically transmitted request of 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 or via electronically transmitted communications at least five days prior to such meetings 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 President; President Elect; Vice President; Secretary; and Treasurer, and 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. The initial election of this Chapter's two Directors shall be held in accordance with the International Bylaws.

Section 2. Except for the President, who succeeds to the office from the elected position of President Elect, and 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 two years, their terms commencing July 1st of the administrative year.

Section 3. If the office of International Director shall be vacant, the Chapter shall, at an election scheduled for and held at the next regular or special 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 the President becomes vacant, the President Elect shall immediately succeed to the duties and office of President. If the office of President Elect becomes vacant, an election for said position shall be held. 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 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, Treasurer or International Director.

Section 5. The officers of this organization shall perform duties as herein 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 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 be responsible for the effective operations of the office of Secretary and Treasurer. The President Elect 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 the event the office of President becomes vacant, the President Elect shall become President. Should such succession to the Office of President take place, the President Elect shall be eligible for re-election to a full term as President.
- D. Vice President. The Vice President 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 Elect and President; shall be responsible for the effective operations of the standing committees established in the International Bylaws of the International Right of Way Association. In case the office of President and President Elect become vacant, the Vice President shall become President.
- E. Secretary. The Secretary shall keep a book of 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.

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

Section 2. There shall be in this Chapter, certain standing committees as provided in the International Bylaws of the International Right of Way Association. Unless specifically provided otherwise herein, the Chairperson and members of each standing committee shall be appointed by the President immediately after taking office. They shall be appointed from the active members of the Chapter to serve at the pleasure of the President. The President, or in the case of the disability or absence of the President, the President Elect, 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 end of February of the administrative period 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 not later than April of the administrative year.

Section 4. Professional Development Committee. There shall be in this Chapter a Professional Development Committee, consisting of either 3 or a multiple of 3 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. One chapter member shall be elected each year to serve a three year term on the committee, provided however, that at the initial election of the membership of the committee, one-third of said members shall be elected for a one year term, one-third for a two year term, and one-third for a full three year term. All members of the Professional Development Committee must have attained the designation of Senior Member, International Right of Way Association, or be a candidate for said designation.

Section 5. Education Committee. There shall be in this Chapter an Education Committee, consisting of (either 3 or a multiple of 3) members, each to be appointed by the President for a three year term; provided, however, that at the time of the initial appointment of the membership of said committee, that one third of said members shall be appointed for a one year term, one third for a two year term, and the remaining one third for a full three year term.

Section 6. Membership Committee. There shall be in this Chapter a Membership Committee consisting of three members, each to be appointed by the President for a one year term.

Section 7. Special Awards Committee. There shall be in this Chapter a Special Awards Committee, consisting of three members, each to be appointed by the President for a one year term.

Section 8. 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 9. Budget Committee.

- A. Members of the Budget Committee. There shall be in this Chapter a Budget Committee, consisting of 5 members. The members shall be composed of the President Elect, Treasurer, Educational Chairman with 2 additional members at large appointed by the President.
- F. Terms of Office. The Budget Committee shall convene as soon after election of new officers as practical. All members of the Budget Committee shall be appointed to a two-year term. Any vacancy shall be filled as set forth in Article 4, Section 3 of the Chapter Bylaws.
- G. Duties of Office. The Budget Committee shall prepare an operating budget forecasting all sources of income, estimated operating expenses and reserves. The proposed budget, as approved by a majority of the Committee shall be submitted to the Executive Board for review before submission to the full chapter. The budget shall be presented at the first meeting of the year.

As near as possible, after the end of the calendar year, the Treasurer shall submit a year-end Financial Report to the Executive Board. This Report shall compare actual operating results to budgeted projections and explain any significant variances to the budget. The Treasurer and President shall present such Report to the membership at the first available meeting after April 15th of each year.

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 at any regular meeting of the Chapter by an affirmative majority vote of the active members present after the same has been submitted in writing by mail or electronic transmission to the active members of the Chapter at least ten (10) days prior to the meeting.

Section 2. In addition to the dues required herein, all applications for active membership shall be accompanied by an initiation fee which may be established at any regular meeting of the Chapter by an affirmative majority vote of the active members present after the same has been submitted in writing by mail or electronic transmission to the active members of the Chapter at least ten (10) days prior to the meeting.

Section 3. Annual dues of Associate Members of this Chapter shall be an amount which may be established at any regular meeting of the Chapter by an affirmative majority vote of the active members present after the same has been submitted in writing by mail or electronic transmission to the active members of the Chapter at least ten (10) days prior to the meeting.

Section 4. Annual dues of Retired Members of this Chapter shall be an amount established at any regular meeting of the Chapter by an affirmative majority vote of the active members present after the same has been submitted in writing by mail or electronic transmission to the active members of the Chapter at least ten (10) days prior to the meeting.

ARTICLE VII – RULES OF ORDER

Except as otherwise specifically provided in these Bylaws, Roberts 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 – AMMENDMENTS

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 sent by mail or via electronic transmission 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 or its designee.

ATTEST:

Vertrie (Joey) Kramer SRWA



Platte River Chapter 78 President

APPROVED:

Eric Finn Esq.



International General Council