

**BY-LAWS
HEART OF AMERICA – CHAPTER #5
INTERNATIONAL RIGHT OF WAY ASSOCIATION**

ARTICLE I – GENERAL

Section 1 The name of this chapter shall be Heart of America Chapter No.5. 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 Chapter 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.

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 without proper authorization from the Association. In any presentation wherein a member is in anyway identified as 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 are as follows:

- A. Active. Active members shall be those persons who are actively engaged in right of way or related profession, and who are elected to active membership by this Chapter of the Association.

- B. Associate. Associate members shall be those persons who already have been elected to active membership in the Chapter of this Association, and, while in good standing in said Chapter, apply for associate or secondary membership in another chapter. Such associate members shall be elected by the Chapter Executive Board in the manner provided in the case of active members. They shall be entitled upon election to all rights claimed by active members except the right to vote and hold office. Associate members shall not by election to such membership be considered in any way to have gained a second membership in the International Right of Way Association.

- C. Retired. Retired members shall be any active members have reached the age of retirement, who have retired from their regular right of way professions while an active member of a Chapter of the Association, and who, no longer being regularly engaged in any occupation or professional activities for remuneration, file a request for and are duly elected to retired membership status by the Chapter Executive Board.
- D. Honorary. Honorary members shall be those persons of prominence who are not otherwise members of the Association and are not eligible to become members, but who are involved in activities compatible with the qualifications of other classes of members and who are elected to Honorary Membership by the Chapter Executive Board, provided, however, that such election shall not become final and effective until said member is approved for membership by the International Executive Committee. Certificates evidencing such Honorary Membership shall be issued only by the International Executive Committee on behalf of the Chapter and the Association.
- E. Senior. Senior members shall be those active members who have qualified and been registered under the Senior Registration Program of this Association.
- F. Inactive Member. Inactive Senior members shall be those Senior Members who have applied for and have been granted Inactive Senior member status pursuant to the rules for such status in effect at the time the application is made.
- G. At Large Members. Members-at-large shall be those persons who otherwise meet the membership criteria, but who are not located in an area served by a chapter of the Association, and who are elected to membership by the International Membership Committee. Members-at-large shall not have the right to vote or hold office.
- H. Allied/Patron. Allied/Patron members shall be individuals engaged in activities related to the right of way profession, who have a community of intent requiring information concerning right of way and who have sympathy with the objectives of the Association, but who are not eligible for other active or retired membership categories. Allied/Patron members shall be in an amount equal to the then existing dues for active Senior members.
- I. Student. Student members shall be students enrolled in an undergraduate or graduate degree, diploma or certificate program at an institution of higher education with a specialization or major in real estate or one of the industry disciplines associated with the right-of-way profession, but who are not eligible for other active or retired membership categories. Student members shall not have the right to vote or hold office. Dues for Student members shall be in an amount equal to the then existing dues for Retired members with magazine.
- J. Chapter Life Members. Any chapter desiring to honor one of its members for some particular achievement or long period of outstanding service to the right-of-way profession in general or to the chapter in particular may, by resolutions of it's Executive Board, designate such member as a "Life Member of Chapter 5." Such a member may be exempted from the payment of chapter dues, and all International dues, fees and per capita assessments for such life member shall thereafter be paid by the chapter, but this member shall be considered an active member.

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 least five days prior to such meeting, or by telephone prior to such meeting.

Section 5. A majority of active members attending meeting, or nine (9), whichever is the smaller, shall constitute a quorum.

ARTICLE IV - OFFICERS

Section 1. The officers of this Chapter shall be a President, Vice President, 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. The International Directors for a new Chapter shall initially be elected in the manner prescribed in the International Bylaws.

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.

In the event of a vacancy in any office other than President and International Director, said office shall be filled by the President from the active members of the Chapter with the concurrence of the Chapter Executive Board.

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 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 International Board of Directors, by a majority vote of those

members in attendance, shall elect a Director from the membership of the chapter present at the International Board of Directors meeting who shall hold office for the unexpired term.

If the office of the President shall become vacant, the Vice President 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 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. Vice President. The 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 Vice President shall become President, and shall be eligible to run for President at the next election cycle.
- 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 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. 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. The Executive Board shall consist of the elected Chapter officers, International Directors, Past President, and the Chairperson of the Professional Development Committee, Education Committee, and the Membership Committee; with any five (5) of said members gathered together constituting a quorum.

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 this Article. Unless specifically provided otherwise herein, the Chairman 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 case of the disability or absence of the President, the Vice President, 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 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 4. Professional Development Committee. There shall be in this Chapter a Professional Development Committee, consisting of 3 or more members, each of whom shall be approved for a three-year term at the same time and in the same manner as the officers of this Chapter are elected; provided, however, that the first election following establishment of this committee, one third of said members shall be elected for a one-year term; one-third for a two-year term, and the remainder for a full three year term. The Chair of said chapter Professional Development Committee (PDC) must have attained the designation of Senior Member - International Right of Way Association and the other members of the PDC consist of an SR/WA Candidate or possess an IRWA Discipline Certification whenever possible.

Section 5. Education Committee. There shall be in this Chapter an Education Committee, consisting of 3 or more 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 remaining one-third for a full three year term.

Section 6. Membership Committee. There shall be in this Chapter a Membership Committee, consisting of one (1) or more members, 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 one (1) or more 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.

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 by the Executive Board.

Section 2. In addition to the dues required herein, all applications for active membership shall be accompanied by an application fee which may be established by the Executive Board.

Section 3. Annual dues of Associate Members of this Chapter shall be an amount which may be established by the Executive Board.

Section 4. Annual dues of Retired Members, with magazine, of this Chapter, shall be an amount established by the Executive Board.

Section 5. Annual dues of Retired Members, without magazine, of this Chapter, shall be an amount established by the Executive Board.

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 regular mail or electronic mail to active members of the chapter at least (30) Thirty days prior to the meeting. Said action by the Chapter shall not become effective until approved by the International Executive Committee.