

DAKOTAS CHAPTER 72

INTERNATIONAL RIGHT OF WAY ASSOCIATION

ARTICLE I - GENERAL

SECTION 1. The name of this Chapter shall be known as **DAKOTAS CHAPTER 72**, hereinafter referred to as **Chapter**.

SECTION 2. This Chapter is a chapter of the **International Right Of Way Association**, hereinafter referred to as the **IRWA**, a corporation formed under the laws of the State of California and all rights and powers are subject to the laws of said State, the Articles of Incorporation of the IRWA, and the By-Laws, Rules, Regulations of the IRWA, including the requirements that the by-laws and amendments are not effective until their approval by the International Executive Committee of the IRWA or its designee.

SECTION 3. Each member of the Chapter must conduct himself or herself in such a manner as to reflect the honesty and the integrity of the IRWA and is bound by the Code of Ethics of the IRWA. A member may be suspended or expelled from the Chapter and from the IRWA on such grounds and in the manner provided for in the International By-Laws and rules and regulations of the IRWA.

SECTION 4. The IRWA is a non-political, non-partisan, and non-sectarian Association and, no member shall present himself or herself as a representative of the IRWA in respect to any political or public 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 IRWA, the member shall indicate the opinions expressed represent only private opinions and are not intended to reflect policy positions of the IRWA or the Chapter.

ARTICLE II - MEMBERSHIP

SECTION 1. The classes of membership in the Chapter and the requirements for such membership shall be those established in the International By-Laws of the IRWA.

ARTICLE III - MEETINGS

SECTION 1. Regular meetings of the 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. 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 the Chapter shall be held prior to the fifteenth day of November of each calendar year. Annual reports of all Officers and Committees shall be presented at that time. Chapter Officers, including International Directors, shall be elected at this 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 written or electronic messages from at least 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 written or electronic form at least five (5) days prior to such meeting.

SECTION 5. Twenty (20) per cent of the active chapter members shall constitute a quorum.

ARTICLE IV - OFFICERS

SECTION 1. The Officers of the Chapter shall be: President, President Elect, First Vice-President, Second Vice-President, and Secretary/Treasurer, together with such other officers as may be appointed by the President with concurrence by a majority 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 Director 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 By-Laws providing for two directors from each chapter.

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 members of the Chapter; Officers so elected and appointed shall serve for two (2) years beginning January 1st of the administrative year or until their successors are duly elected or appointed and installed.

SECTION 3. In the event that the Office of the International Director shall become vacant, the Chapter shall at the next regular meeting following the date of the vacancy, elect a new Director from the membership of said Chapter to serve the remainder of the Director's 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, 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.

In the event that the Office of the President shall become vacant, the President Elect shall immediately succeed to the Office to perform the duties of said office for the remainder of said office term. In the event of a vacancy in any other office, except the offices of President Elect, First Vice President, Second Vice President, or International Director, said Office shall be filled by the President from the active members of the chapter with the concurrence of a majority of the members of the Chapter Executive Board.

SECTION 4. No Officer may be elected to the same office until two (2) years have lapsed following the end of the term to which they were elected; provided, however, that this limitation shall not apply to the Office of the Secretary/Treasurer or International Director.

SECTION 5. The duties of the Offices of said Chapter shall be set forth as follows:

- A. INTERNATIONAL DIRECTORS.** The International Directors shall act as liaisons between the International and Chapter structures of the IRWA working in close cooperation with the Regional Chair and Regional Vice-Chair. They shall inform the Chapter Executive Board of all actions and activities occurring at the 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 Chapter 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 Chapter Executive Board, and shall have the general powers and duties as may be prescribed by the By-Laws of the IRWA, the 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 the President in the event of the absence or disability of the President; shall advise and assist the President when called upon to do so, and shall perform

such other duties as may be required by the Chapter Executive Board. In the event that the Office of the President becomes vacant, the President Elect shall become President.

- D. FIRST VICE-PRESIDENT.** The First Vice-President shall be Membership Chair and shall be in charge of the membership committee and its activities. In the event that the Office of the First Vice-President becomes vacant, the office will be filled by election of a new First Vice President at the next regular Chapter meeting.
- E. SECOND VICE-PRESIDENT:** The Second Vice-President shall perform the duties of the First Vice-President in the event that the office of First Vice-President becomes vacant, without being advanced to said office except by chapter election. In the event that the Office of Second Vice-President becomes vacant this office will be filled by election of a new Second Vice-President at the next regular Chapter meeting.
- F. SECRETARY/TREASURER.** The Secretary/Treasurer shall keep a book of the minutes of all meetings of the Chapter and the Chapter Executive Board; shall carry on all correspondence of the Chapter; shall receive all funds of the Chapter and keep a proper record thereof; shall deposit said funds in a convenient responsible bank, and shall disburse said funds upon authority from the Chapter Executive Board; and shall perform such other duties as are delegated to the Office by the Chapter Executive Board.

ARTICLE V - EXECUTIVE BOARD AND COMMITTEES

SECTION 1. EXECUTIVE BOARD. The elected Chapter Officers, International Directors, immediate Past-President, and the Committee Chairs shall constitute the Executive Board of the Chapter.

The Executive Board shall have the power and duty to conduct and direct all the business affairs of the Chapter.

SECTION 2. COMMITTEES. There shall be in the Chapter certain standing committees as provided for in this Article. Unless specifically provided otherwise herein, the Chair 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 and the Chapter Executive Committee. The President, or in the event of the absence or by disability of said President, the President Elect, shall be an ex-officio member of each standing committee.

SECTION 3. COMMITTEE ON NOMINATIONS AND ELECTIONS. A Committee for Nominations and Elections shall be appointed by the President no later than the next regular meeting following the Annual Elections Meeting and shall consist of a Chair and at least three (3) chapter members. This Committee shall present and recommend a slate of officer candidates to the membership for their consideration no later than the last regular meeting the calendar year.

SECTION 4. PROFESSIONAL DEVELOPMENT COMMITTEE. The Professional Development Committee shall consist of three (3) members each of whom shall be elected or appointed for a three year term. The Chairperson of this committee must have attained the designation of Senior Member, International Right of Way Association, and the other members of the committee, if not designated as Senior Member, should be an SR/WA Candidate or possess an IRWA Discipline Certification whenever possible. At the first election following the establishment of the Committee, one member shall serve for one year, one member shall serve for two years, and the third member shall serve a full three year term.

SECTION 5. EDUCATION COMMITTEE. The Educational Committee shall consist of either three (3) or a multiple of three (3) members each to be appointed by the President. The members shall serve a three (3) year term; provided however that in the establishment of the Committee, one member shall serve one year, one member shall serve two years, and the third member shall serve three years.

SECTION 6. 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 the 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 the active members of the Chapter shall be such sum as is provided by the International By-Laws of the 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 Chapter Executive Board.

SECTION 2. In addition to the dues required herein, all applications for new membership shall be accompanied by an application fee which may be established by the International Executive Committee.

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

SECTION 4. Annual dues of Retired Members of the Chapter shall be equal to the annual subscription of the "RIGHT OF WAY" magazine plus a small fee established by the Chapter Executive Board; however, retired member fees may be waived by the Board.

ARTICLE VII - RULES OF ORDER

Except as otherwise specifically provided for in these By-Laws, ROBERT'S RULES OF ORDER are hereby adopted as the rules for the procedures and conduct of all meetings of the Chapter, the Chapter Executive Board, and the various Committees.

ARTICLE VIII - AMENDMENTS

These By-Laws may be repealed, amended, or new By-Laws adopted at any regular meeting of said Chapter by an affirmative two-thirds (2/3) vote of the active members present after the same has been sent by mail or via electronic transmission to the active members of said Chapter at least ten (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: 

Mike D. Murray, SR/WA, R/W-NAC

2008 President

Dakotas Chapter 72

International Right of Way Association

APPROVED: 

H. Steve Ruth

International General Council