

Bylaws of Saguaro Chapter No. 73 International Right of Way Association

ARTICLE I - GENERAL

Section 1. Chapter Name. The name of this Chapter shall be Saguaro Chapter No. 73, International Right of Way Association.

Section 2. International Right of Way Association. This is a Chapter of the International Right of Way Association, a corporation formed under the laws of the State of California (the “Association”), and all of its rights and powers are subject to the laws of the State of California, the Articles of Incorporation of said Association, and the Bylaws, Rules and Regulations of the Association, including the requirement that all Chapter Bylaws and amendments thereto are not effective until their approval by the International Executive Committee of the Association.

Section 3. Ethics and Conduct. Each member of this Chapter shall conduct himself or herself in such a manner as to reflect honesty and integrity on the International Right of Way Association, and is bound by the Code of Ethics and Rules of Professional Conduct of the Association. A member may be suspended or expelled from this Chapter and from the Association on such grounds and in the manner provided for in the International Bylaws.

Section 4. Representation and Opinions. This Association is non-political, non-partisan, and non-sectarian. Therefore, 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 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. Administrative Year. The administrative year of this chapter shall be from July 1st to June 30th.

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 Association.

ARTICLE III - MEETINGS

Section 1. Chapter Meetings. Chapter meetings shall be held at the time and place designated by the President at least four (4) times each calendar year at intervals not less than 28 days apart. The President may postpone a scheduled Chapter meeting, except the Annual Meeting, with the concurrence of a majority of the Chapter Executive Board.

Section 2. Annual Meeting. An Annual Meeting of the members of this Chapter shall be held prior to the fifteenth day of May 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 the Annual Meeting and such other business as may be presented may be conducted.

Section 3. Special Meetings. The President may call Special Meetings at any time. The President shall call a Special Meeting upon his or her receipt of a written request signed by four (4) members of the Chapter Executive Board or by ten (10) active Chapter members. The purpose of the meeting shall be stated in the call.

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

Section 5. Quorum. A majority of the active members, or fifteen (15), whichever is smaller, shall constitute a quorum for all meetings set forth in this Article.

ARTICLE IV - OFFICERS

Section 1. Officers. The officers of this Chapter shall be a President, Vice President, Secretary, and 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, this Chapter shall elect an active member to serve on the International Board of Directors of the Association. This 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.

Section 2. Election and Term. Except for officers appointed by the President as provided in Section 1 of this Article, all officers shall be elected by written ballot from the active membership at the Annual Meeting in May and installed at the June Chapter meeting. The officers so elected and appointed shall serve for one year beginning the following July 1st, or until their successors are duly elected or appointed and installed.

Section 3. Director and President Vacancies. If the office of International Director becomes vacant, the Chapter shall, at an election scheduled for and held at the next 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 shall, by a majority vote of those in attendance, elect a Director from the Chapter members present at said International Board of Directors meeting, to hold office for the unexpired term.

If the office of President becomes vacant, the Vice President shall immediately succeed to the duties and office of President. In the event of a vacancy in any other office, the President, with the concurrence of the Chapter Executive Board, shall appoint an active member of the Chapter to serve for the unexpired term.

Section 4. Term Limits. No officer may be re-elected to the same office until two years have elapsed following the end of the term to which elected, except that this limitation shall not apply to the office of Secretary, Treasurer, or International Director.

Section 5. Duties. The officers of this organization shall perform the duties as set forth herein.

- A. **International Directors.** The International Directors shall act as liaisons between the International and Chapter structures of the Association and work 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 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, 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.
- 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 other 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 him or her 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 Chairs 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. Upon 24 hours notice by telephone or e-mail, the President may call a special meeting of the Board, and shall call a special meeting upon the written request of three (3) Board members.

Five (5) members of the Executive Board shall constitute a quorum for the conduct of business by said Board.

Section 2. Standing Committees. This Chapter shall have certain standing committees as provided in this Article, including committees corresponding to those certain International Committees that have been designated for Chapter counterparts by the International Board of Directors or the International Executive Committee.

Unless specifically provided otherwise herein, the President shall immediately, or as soon as practical after taking office, appoint the Chair and members of each standing committee. 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.

The Executive Board may establish such other standing or special committees as it determines to be necessary. All Chapter Committees shall be established by a Resolution adopted by a majority vote of the Chapter's Executive Board, and such Resolution will be effective until it has been repealed, amended, or superseded by a subsequent Resolution.

Section 3. Nominations and Elections Committee. The President shall appoint a Committee on Nominations and Elections, consisting of a Chair and at least two (2) members, no later than the January Board meeting. Additional committee members may be appointed by the President or by the Nominations and Elections Chair with the approval of the President.

This Committee shall present and recommend a slate of officers to the membership for their consideration no later than the March Chapter meeting. Additional nominations from the floor may be accepted at any Chapter meeting before the final vote.

Section 4. Professional Development Committee. The President shall appoint a Professional Development Chair (the "PDC") for a one-year term. The PDC shall be a member who has attained the SR/WA designation (Senior Member - International Right of Way Association). Additional committee members may be appointed by the President or by the PDC with the approval of the President.

Section 5. Education Committee. The President shall appoint an Education Chair for a one-year term. Additional committee members may be appointed by the President or by the Education Chair with the approval of the President.

Section 6. Membership Committee. The President shall appoint a Membership Chair for a one-year term. Additional committee members may be appointed by the President or by the Membership Chair with the approval of the President.

ARTICLE VI - DUES

The annual dues for all Chapter members shall be established annually by the Executive Board in addition to the annual per capita assessment as provided in the International Bylaws of the Association.

ARTICLE VII - RULES OF ORDER

Except as otherwise specifically provided in these Bylaws, all Chapter, Executive Board, and Committee meetings shall be conducted under the rules set forth in Robert's Rules of Order.

ARTICLE VIII – AMENDMENTS

These Bylaws may be repealed, amended, or new Bylaws adopted at any Chapter meeting by an affirmative two-thirds vote of the active members present after the same has been submitted in writing and read at a previous meeting or a written copy thereof sent to the active members of the Chapter at least ten (10) days prior to the meeting. Any action by the Chapter to amend these Bylaws shall become effective upon approval by the International Executive Committee.