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# INTERNATIONAL RIGHT OF WAY ASSOCIATION

## CHAPTER 6

### BYLAWS

#### ARTICLE I - GENERAL

Section 1. The name of this chapter shall be Mile High Chapter No. 6, 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 Executive Committee 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.

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, except during the months of June, July, and August. Regular meetings shall be held at intervals not less than 28 days apart. A scheduled regular meeting, except the annual meeting, may be canceled, postponed, or rescheduled by the President with the concurrence of a majority of the Chapter Executive Board, so long as a minimum of four regular meetings be held each administrative year.

Section 2. An annual meeting of the members of this Chapter shall be held prior to the fifteenth day of the second to last month of each administrative year. Annual reports of all officers and committees will be presented at that time. Chapter officers, including International Directors, shall be elected and installed 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 from four members of the Chapter Executive Board or 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 communication(s) at least five days prior to such meeting or by telephone at least 24 hours prior to such meeting.

Section 5. A majority of active members, or twenty, whichever is the smaller, shall constitute a quorum. A Quorum shall be necessary to elect officers, amend or revise these by-laws, and conduct the transaction of business by the Chapter.

Section 6. If permitted by the President (or Vice President in the President's absence) in such person's sole discretion, Chapter members may participate in a meeting, other than the annual meeting, by telephone conference call, video conference, or similar technology (where all persons participating can hear each other at the same time) (collectively, "Telephone Conference"). There is no requirement that any meetings be held by Telephone Conference.

#### ARTICLE IV - OFFICERS

Section 1. The officers of this Chapter shall be a President, Vice President, Treasurer, and Secretary, 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, one 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.

Section 2. Except for officers appointed by the President as provided in Section 1 of this Article, all officers shall be elected from the active membership of this Chapter; the officers so elected and appointed shall serve for the duration of the administrative year or until their successors are duly elected or appointed and installed, except for additional time for the treasurer as provided in Section 5 D of this Article IV.

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 Directors 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 except the office of 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.

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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 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. 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 provide financial reports as required by the IRWA Headquarters in a timely fashion. The Treasurer shall perform such other duties as are delegated to that officer by the Chapter's Executive Board. The Treasurer shall hold the book of minutes and other paper records as required by the Executive Board. Note withstanding anything herein to the contrary, the Chapter Treasurer shall continue in such capacity for all treasurer duties past the installation of his or her successor for the additional purposes of discharging the responsibilities of completing the annual tax returns and associated documents until completion of such additional tasks, except as otherwise provided by the Executive Board.
- E. Secretary. The Secretary shall prepare the minutes of all of the meetings of the Chapter and the Executive Board and shall perform such duties as may be required by the Executive Board.

Section 6. Any officer, including President, may be removed from office upon any of the following grounds:

- A. They cease to be members in good standing of the chapter.
- B. They are suspended or expelled from membership in the Association.
- C. They are removed by a two-thirds vote of the voting members present at a meeting of the membership of the chapter, based on a recommendation by the chapter's executive board that they failed or refused to properly perform the duties of the office.
- D. Any other reason authorized by the Bylaws of the Association or by law.

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## ARTICLE V - EXECUTIVE BOARD AND COMMITTEES

Section 1. Executive Board. The elected Chapter officers, immediate Past Chapter President, the Committee Chairpersons, Chapter members that have served as International President, and Chapter members serving on the Region Board, any International Committee, or International Community of Practice 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.

A minimum of five (5) shall constitute a quorum for a meeting of the Executive Board. A quorum shall be necessary for the transaction of business by the Executive Board. No member of the Executive Board shall have more than one vote, regardless of the number of offices held.

Executive Board meetings shall be held monthly, except during the months of July and August, on a regularly scheduled basis, unless postponed, rescheduled, or canceled by the President. Notice of all Executive Board meetings shall be sent to each Executive Board member at least three (3) days in advance, either orally, in writing ("hardcopy"), or via electronically transmitted communication(s) to the last provided physical or electronic address. Special meetings of the Executive Board may be called by the President or by three Executive Board members.

Section 2. There shall be in this Chapter, certain standing committees as provided in this Article. Unless specifically provided otherwise herein, the Chairperson and members of each standing committee, except the Professional Development Committee and the Education Committee, shall be appointed by the President immediately after taking office and/or after his or her election at the annual meeting, but not later than the first regular meeting of the administrative year. They shall be appointed from the active members of the Chapter to serve at the pleasure of the President, subject to the approval of the Executive Board. The Chairpersons and members of the Professional Development Committee and Education Committee shall be appointed by the President as provided for in sections 4 and 5, hereof, respectively. The Chairs of each committee, with the concurrence of the President, shall appoint respective committee members from the active membership of the Chapter.

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 end of the seventh month of the administrative year and shall consist of at least three members, including the Chairperson. This committee shall present and recommend a slate of officers to the membership for their consideration not later than the ninth month of the administrative year.

Section 4. Professional Development Committee. There shall be in this Chapter a Professional Development Committee, consisting of at least three members, including the Chairperson, each of whom shall be appointed 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 remainder for a full three year term. The Chairperson 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, if not designated as Senior Member, should be an SR/WA Candidate or possess an IRWA Discipline Certification (except as otherwise provided by the Executive Board).

Section 5. Education Committee. There shall be in this Chapter an Education Committee, consisting of at least three members, including the Chairperson, each of whom shall 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 a Chairperson and any additional members as appointed, each to be appointed by the President for a one-year term.

Section 7. There may be such other standing or ad hoc 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. These counterpart committees, if not specifically set forth in these Bylaws, may be established by resolution of the Executive Board as necessary.

Section 8. No elected officer or member shall concurrently serve as Chair of more than one standing committee.

#### ARTICLE VI - DUES

Section 1. Annual dues of active members of this Chapter shall be such sum as is determined by the International Board of Directors 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 new active membership shall be accompanied by an application fee as established by the International Executive Committee.

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 and/or modified by the Executive Board.

Section 5. Annual dues of Retired Members, without magazine, of this Chapter, shall be an amount established and/or modified 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.

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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 sent by mail or via electronic transmission to active members of the chapter at least 5 days prior to the meeting. Said action by the Chapter shall not become effective until approved by the International Executive Committee or its designee.

Signed: \_\_\_\_\_ (Date) \_\_\_\_\_

By: \_\_\_\_\_ (Chapter President)