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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 #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 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 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 at said meeting and such other business as may be presented may be conducted.

45 **Section 3** Special meetings may be called at any time by the President and shall be called upon receipt of
46 a written or electronically transmitted request of four members of the Chapter Executive Board or by ten
47 active members of the Chapter.

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49 **Section 4** Notice of all meetings shall be given to the active members in writing or via electronically
50 transmitted communications at least five days prior to such meetings or by telephone prior to such meeting.

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52 **Section 5** Ten percent (10%) of active members shall constitute a quorum.

53 **ARTICLE IV – OFFICERS**

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56 **Section 1** The officers of this Chapter shall be President, Vice President, Secretary, and Treasurer,
57 together with such other officers as may be appointed by the President with the concurrence of the
58 Executive Board.

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60 In addition to the officers listed above, there shall be elected each year from the active membership of the
61 Chapter one member to serve as a member of the International Board of Directors of the International Right
62 of Way Association. Said International Director shall be elected for a two-year term so as to comply with
63 the International Bylaws providing for two directors from each Chapter.

64
65 **Section 2** Except for the officers appointed by the President as provided in Section 1 of this Article, all
66 officers shall be elected by ballot from the active membership of this Chapter, the officers so elected and
67 appointed shall serve for one year beginning at the start of the administrative year or until their successors
68 are duly elected or appointed and installed. However, the President and Vice-President shall have the
69 option to serve one (1) additional term with approval by the Executive Board.

70
71 **Section 3** If the office of International Director shall be vacant, the Chapter shall, at an election scheduled
72 for and held at the next regular or special meeting of the Chapter following the date the vacancy occurs,
73 elect a Director to hold the Office during the unexpired term. If the Chapter fails to elect a new Director and
74 to certify such election to the International Secretary prior to the next meeting of the International Board of
75 Directors, the Board, by a majority vote of those Directors in attendance, shall elect a Director from the
76 membership of the Chapter present at the Board of Directors meeting who shall hold office for the
77 unexpired term.

78
79 If the office of the President becomes vacant, the Vice-President shall immediately succeed to the duties
80 and office of President. In the event of a vacancy in any other office, said office shall be filled by the
81 President from the active members of the Chapter with the concurrence of the Chapter Executive Board.

82
83 **Section 4** The President and Vice-President cannot serve more than two consecutive one-year terms.
84 This limitation shall not apply to the office of Secretary, Treasurer or International Director.

85
86 **Section 5** The officers of this organization shall perform duties as herein set forth.

87
88 **A. International Directors** The International Directors shall act as liaison between the International and
89 Chapter structures of the Association working in close cooperation with the Regional Chair and Vice-Chair.
90 They shall inform the Chapter Executive Board of all actions and activities occurring at meetings of the

91 International Board of Directors and of such other matters as may come to their attention.

92

93 **B. President** The President shall be the Chief Executive Officer of the Chapter and ex-officio member of
94 all committees and shall, subject to the control of the Executive Board, have general supervision, direction
95 and control of the business and officers of the Chapter. The President shall preside at all meetings of the
96 Chapter and of the Executive Board, and shall have the general powers and duties usually vested in the
97 Office of President and such other powers and duties as may be prescribed by the Bylaws of the
98 Association, this Chapter or the Chapter Executive Board.

99

100 **C. Vice-President** The Vice-President shall have the general powers and duties of a Vice-President; shall
101 act as President in the case of the absence or disability of the President; shall advise and assist the
102 President when called on to do so, and shall perform such other duties as may be required by the
103 Executive Board. In case the office of President becomes vacant, then the Vice-President shall become
104 President.

105

106 **D. Secretary** The Secretary shall keep a book of minutes of all the meetings of the Chapter and the
107 Executive Board, shall carry on all correspondence of the Chapter and shall perform such duties as may be
108 required by the Executive Board.

109

110 **E. Treasurer** The Treasurer shall receive all funds of the Chapter and keep a proper record thereof, shall
111 deposit them in a convenient responsible bank, and shall disburse them only upon receipt of proper
112 authority from the Chapter Executive Board. The Treasurer shall perform such other duties as are
113 delegated to that officer by the Chapter's Executive Board.

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115 ARTICLE V – EXECUTIVE BOARD AND COMMITTEES

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117 **Section 1** Executive Board The elected Chapter officers, immediate Past President, and the Committee
118 Chairpersons shall constitute the Executive Board of this Chapter. The Executive Board shall have the
119 power and duty to conduct and direct all the business and affairs of the Chapter.

120

121 **Section 2** There shall be in this Chapter, certain standing committees as provided in this article. Unless
122 specifically provided otherwise herein, the Chairperson and members of each standing committee shall be
123 appointed by the President immediately after taking office. They shall be appointed from the active
124 members of the Chapter to serve at the pleasure of the President. The President, or in the case of the
125 disability or absence of the President, the Vice President, shall be an ex-officio member of each standing
126 committee.

127

128 **Section 3** Committee on Nominations and Elections. A Committee on Nominations and Elections shall be
129 appointed by the President not later than the end of the seventh month of the administrative year and shall
130 consist of a Chairperson and at least three members. This committee shall present and recommend a slate
131 of officers to the membership for their consideration no later than the ninth month of the administrative year.

132

133 **Section 4** Professional Development Committee. There shall be in this Chapter a Professional
134 Development Committee, consisting of three (3) active members, each of whom shall be elected for a
135 three-year term at the same time and in the same manner as the officers of this chapter. One chapter
136 member shall be elected each year to serve a three year term on the committee, provided however, that at

137 the initial election of the membership of the committee, one-third of said members shall be elected for a one
138 year term, one-third for a two year term, and one-third for a full three year term. All members of the
139 Professional Development Committee must have attained the designation of Senior Member, International
140 Right of Way Association, or be a candidate for said designation.

141

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

147

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

150

151 **Section 7** Budget Committee. There shall be in this Chapter a Budget Committee, consisting of five (5)
152 members. The members shall be composed of the Vice-President, Treasurer, and Education Chair with
153 two (2) additional members at large appointed by the President.

154

155 The Budget Committee shall convene as soon after election of new officers as practical. All members of
156 the Budget Committee shall be appointed to a one-year term. There are no limitations on the number of
157 terms that a member of the Budget Committee may serve. Any vacancy shall be filled as set forth in Article
158 4, Section 3 of the Chapter Bylaws.

159

160 The Budget Committee shall prepare an operating budget forecasting all sources of income, estimated
161 operating expenses and reserves. The proposed budget, as approved by a majority of the Committee shall
162 be submitted to the Executive Board for review before submission to the full chapter. The budget shall be
163 presented at the first meeting of the year.

164

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

169

170 **Section 8** There may be such other standing committees as the Executive Board shall from time to time
171 determine to be necessary, provided, however, that there shall be established in this Chapter, committees
172 corresponding to those certain International Committees designated for Chapter counterparts by the
173 International Board of Directors or the International Executive Committee.

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ARTICLE VI – DUES

177 **Section 1** Annual dues of active members of this Chapter shall be such sum as is provided by the
178 International Bylaws of this Association as and for the annual per capita assessment plus the sum for
179 Chapter dues which may from time to time be established by the Executive Board.

180

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

183 Section 3 Annual dues of Associate Members of this Chapter shall be an amount which may be
184 established at any regular meeting of the Chapter by the Executive Board.

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186 Section 4 Annual dues of Retired Members of this Chapter shall be an amount established by the
187 Executive Board.

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ARTICLE VII – RULES OF ORDER

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191 Except as otherwise specifically provided in these Bylaws, Roberts Rules of Order are hereby adopted as
192 the rules for the procedure and conduct of all meetings of this Chapter and of its Executive Board and
193 Committees.

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ARTICLE VIII – AMMENDMENTS

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197 These Bylaws may be repealed, amended, or new Bylaws adopted at any regular meeting of the Chapter
198 by an affirmative two-thirds vote of the active members present after the same has been sent by mail or via
199 electronic transmission submitted in writing and read at the previous regular meeting or a copy thereof sent
200 by mail to the active members of the Chapter at least ten (10) days prior to the meeting. Said action by the
201 Chapter shall not become effective until approved by the International Executive Committee or the
202 International General Counsel its designee.

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204 ATTEST:

APPROVED:

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 9/10/10
Paul D. Bles, SR/WA, R/W-NAC Date
Chapter 5 President

 July 13/10
Eric R. Finn Date
International General Council