

BYLAWS OF GARDEN STATE CHAPTER NO. 15

OF THE

INTERNATIONAL RIGHT OF WAY ASSOCIATION

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ARTICLE I GENERAL

SECTION 1 The name of this Chapter is “GARDEN STATE CHAPTER No. 15, INTERNATIONAL RIGHT OF WAY ASSOCIATION.”

SECTION 2 This Chapter is a Chapter of the International Right of Way Association (hereinafter known as the “Association”), a corporation formed under the laws of the State of California. This Chapter and all its rights and powers are subject to all applicable laws, the Articles of Incorporation of the Association and the Bylaws, Rules and Regulations of the Association.

SECTION 3 This Association being non-political, non-partisan and non-sectarian, no member shall represent himself or herself as a spokesperson for the Association in respect to any religious or political 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 Association, said member shall specifically indicate that the opinions he or she expresses are his or her opinions as an individual and do not reflect policy positions of the Association or this Chapter.

SECTION 4 No member of this Association, nor any qualified applicant or member of the general public shall be denied any service, opportunity or right to which they would otherwise be entitled on the basis of their origin, age, gender, race, creed or for any other reason forbidden by law or regulation.

SECTION 5 The Chapter duties, powers and responsibilities as set forth in the International Right of Way Association’s Bylaws (hereinafter “International Bylaws”) as amended are hereby incorporated into the Chapter Bylaws by reference and shall supersede any inconsistent language in this document.

ARTICLE II MEMBERSHIP

SECTION 1 The International Right of Way Association provides various classes of membership as set forth in the International Bylaws of the Association as amended.

SECTION 1.A Active members, Senior Active members, Chapter Life members and Retired members of Chapter 15 who are qualified to hold that status under the rules of the Association and who are current in their dues are the only members of the Association eligible to vote and hold office within this Chapter.

SECTION 1.B For the remainder of these Bylaws, Active, Senior, Chapter Life and Retired members of Chapter 15 shall be known as “Voting members” for simplicity of use.

SECTION 2 QUALIFICATIONS All members or candidates for membership must meet the qualifications and requirements prescribed by the International Bylaws and the Association’s rules and regulations, as amended, which are incorporated herein by reference.

SECTION 2.A The Chapter Executive Board shall vote on all membership actions within Chapter 15’s jurisdiction in accordance with the International Bylaws.

SECTION 3 The Chapter Secretary will report all membership actions at the next regular meeting of the Chapter and notify International Headquarters of any changes in the membership.

ARTICLE III DUES

SECTION 1. DUES The International Association and the Chapter determine their separate dues.

SECTION 1.A CHAPTER DUES Are set by a 2/3 vote of the Chapter Executive Board.

SECTION 1.B MILITARY SERVICE Any member may apply to the Chapter Executive Board for an active military service duty dues deferment in accordance with the International Bylaws.

SECTION 1.C DUE DATE Members who are not current with their dues will be removed from the Membership Roll. Deleted members may request reinstatement if they meet Association requirements.

ARTICLE IV MEETINGS

SECTION 1 Regular Chapter meetings are normally held during the months of January, March, May, September, and either November or December or both. The President may reschedule or postpone a meeting except for the Annual meeting in May with the concurrence of the Chapter Executive Board.

SECTION 1.A The Chapter shall make a reasonable effort to locate meetings to serve the needs of the membership. Meeting fees will be kept as reasonable as possible. Non voting members and guests may attend any meeting provided that they pay the applicable meeting fee.

SECTION 2 The Chapter annual meeting will be held during the regular May meeting at which time elections are held and reports received from all officers and committees.

SECTION 3 Special meetings may be called at any time by the President with the concurrence of a majority of the members of the Chapter Executive Board and shall be called upon written request of four members of the Chapter Executive Board or by ten Voting members of the Chapter.

SECTION 3.A Notice of all meetings shall be given to the members in writing by regular mail or by email or by telephone at least five days prior to such meeting.

SECTION 4 Quorum: Fifteen Voting members shall constitute a quorum for the Chapter at a meeting.

ARTICLE V OFFICERS AND DIRECTORS

SECTION 1 The officers shall consist of a President, Vice President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer. There shall also be two International Directors of the Association. Officers and Directors must be current Voting members of the Chapter.

SECTION 2 Officers and Directors shall be elected by a majority of the Voting membership present at a May Annual meeting. Officers terms run for two years commencing July 1 of the year they were elected. Any Voting member of the Chapter may serve as a Director.

Directors serve staggered two year terms of office, Director A is elected with the Chapter officers and Director B is elected in off election years at that May meeting. Directors are sworn in at the May meeting when elected with a term beginning January 1. Identifying Directors as “A” & “B” is to distinguish election cycles and does not imply any other difference in that office.

SECTION 3 The vacant office of President shall be filled by the Vice President for the remainder of the term. For any other vacant office, a special election will be held at the next regular Chapter meeting to elect a Voting member to hold the vacant office for the unexpired remainder of the term.

SECTION 4 Removal from Office. Officers and Directors are removed from office when

- They cease to be members in good standing of the chapter which elected them.
- They are suspended or expelled from membership in the Association.
- 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; provided that notice of “removal vote to be taken” has been sent by mail or electronic transmission to the voting members of the Chapter at least ten (10) days prior to the meeting at which the vote is taken.
- They are removed for any other reason authorized by the Articles of Incorporation or the Bylaws of this Association or by law.

SECTION 5 Officers will be sworn in by a current or former President of this Chapter or another chapter of this association at the Annual meeting of the Chapter in May, and their terms shall commence on July 1 of that year.

SECTION 6 No Officer may serve more than two full consecutive terms in the same office unless the Chapter Executive Board waives this term limit by a two thirds majority for that election and any subsequent election in which the candidate does not have a two year gap between terms in that position. Partial service by virtue of filling a vacancy shall not constitute a full term. Term limit waivers by the Chapter Executive Board are not an endorsement of the candidate. Directors are not subject to this term limit requirement in accordance with the International Bylaws.

SECTION 7 Election results and changes in officers will be reported to the International Association as soon as practicable.

SECTION 8 — DUTIES OF OFFICERS

SECTION 8.A PRESIDENT — The President is 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 affairs of the Chapter. The President presides at all meetings of the Chapter and of the Chapter Executive Board, and shall have the powers and duties usually vested in the office of President, and such other powers and duties as may be prescribed by the International Bylaws, the Chapter Bylaws or the Chapter Executive Board.

SECTION 8.C VICE-PRESIDENT The Vice-President shall perform such duties as are assigned by the President, and the Chapter Executive Board. The Vice President shall act as the President in the case of the absence or disability of the President.

SECTION 8.D SECRETARY The Secretary shall keep the minutes of all the meetings of the Chapter, and may perform such other duties as may be required by the Chapter Executive Board.

SECTION 8.E ASSISTANT SECRETARY The Assistant Secretary shall assist the Secretary and shall exercise any of the powers of the Secretary during the absence of the Secretary

SECTION 8.F TREASURER The Treasurer shall receive all Chapter funds and keep a proper record thereof, deposit them in a convenient, responsible bank, pay them out only by Chapter check or Debit Card after approval to do so by the Chapter Executive Board. Checks shall be signed by the Treasurer, or as otherwise provided or authorized by the Chapter Executive Board. The Treasurer shall perform such other duties as are annually performed by a Treasurer, or as may be required by the Chapter Executive Board.

SECTION 8.G ASSISTANT TREASURER - The Assistant Treasurer shall assist the Treasurer and shall exercise any of the powers of the Treasurer during the absence of the Treasurer.

SECTION 8.H DIRECTORS Each Director shall represent the Chapter at meetings of the International Directors. The Directors shall inform the Chapter Executive Board of all actions occurring at meetings of the International Board of Directors. In the event of the absence of a Director, the International Board of Directors may elect a Director from the Voting membership of the Chapter present at the International Board of Directors meeting who shall hold office for the unexpired term.

SECTION 9 OFFICIAL TRAVEL In the event that an Officer or Director cannot obtain financial support to attend a specifically required IRWA function from their employer, the Chapter Executive Board shall consider the circumstances in each case for possible financing by the Chapter.

ARTICLE VI CHAPTER EXECUTIVE BOARD AND COMMITTEES

SECTION 1 CHAPTER EXECUTIVE BOARD The Chapter Executive Board consists of the Officers and Directors set forth above and the Chairperson of each standing committee. The Chapter Executive Board has the power and duty to conduct and direct all business and affairs of the Chapter in accordance with the Chapter Bylaws, and the Bylaws, rules and regulations of the Association. The Chapter Executive Board may recognize meritorious and outstanding achievements by the Chapter's members through nomination for International awards and creation of Chapter awards.

SECTION 2 COMMITTEES

SECTION 2.A All committees members are Voting Members appointed by the Chapter President and approved by the Executive Board, to serve until the expiration of that President's term or such lesser period as the Chapter Executive Board may decide. The current President, shall be ex-officio a member of all committees. The President shall select the Chairperson thereof.

SECTION 2.B CHAPTER COMMITTEE DUTIES: All committees of whatever type shall have the following duties:

1. Each committee is charged with preserving, protecting and advancing the public image of the International Right of Way Association and of its members.
2. Each committee shall deliberate and make recommendations which conform to the mission, values and ethics of the Association.
3. Each committee shall execute such other assignments and studies as may be directed from time to time by the Chapter Executive Board.
4. In addition to these general duties, each committee shall follow any requirements set forth in the Addenda section as well as instructions from the Chapter Executive Board.

SECTION 2.C INDUSTRY COMMITTEES Industry Committees are dedicated to specialized areas within the right of way field and follow the Committee structure set forth by the International Association. Industry Committees shall be created from members of the Chapter who wish to advance the knowledge and understanding of their technical field(s).

The functions of the Industry Committees shall be as follows:

1. Develop and maintain an awareness of current legislation and judicial decisions at all levels which may impact on the Right of Way profession, or the persons engaged therein.
2. Provide opportunities for Chapter members to focus on their right of way related specialties and disseminate best practices.
3. Provide guidance and education to other members on developments in that technical area.

SECTION 2.D SERVICE COMMITTEES Duties and functions of Service Committees are set forth by the Chapter Executive Board, along with those duties prescribed by the International Association.

SECTION 3 APPROVALS No Committee action is final until approved by the Executive Board.

ARTICLE VII QUORUM OF CHAPTER EXECUTIVE BOARD

SECTION 1 The current presiding officer (President or Vice President) and one half of the other Chapter Executive Board members, shall constitute a quorum of the Executive Board.

ARTICLE VIII - CONDUCT OF MEETINGS

Members are expected to act with decorum while attending meetings. 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 IX — CONDUCT OF MEMBERS AND DISCIPLINE

SECTION 1 CONDUCT Each member of this Chapter shall “conduct themselves in such a manner as to reflect personal honesty and integrity on both themselves and the Association and to, at all times, be bound by the Articles of Incorporation, the Bylaws, the Code of Ethics and the Policies and Procedural Rules of the Association” (International Bylaws)

SECTION 2 DISCIPLINE The disciplinary procedures set forth by the Association as amended from time to time are hereby incorporated and made a part of these Bylaws by reference.

ARTICLE X COMPENSATION

No compensation shall be paid to any officer, committeeman, or member for acting as such.

ARTICLE XI EXPENSES

No obligation or expense shall be incurred by any officer, director or committee member of the Chapter, except such as shall have been authorized by the Chapter Executive Board.

ARTICLE XII SPECIAL PROVISIONS

SECTION 1 Modification of Terms of Office. To accommodate a change to a fiscal year election, the terms of office for the Officers elected during the Annual Meeting held on November 4, 2009 are hereby modified so that the terms of offices for the Chapter Officers elected at that meeting shall run from January, 2010 to June 30, 2011 for a term of 18 months. The terms of office for Officers elected in May 2010 and beyond shall return to a two year term beginning July 1 in the year they are elected. Elections for Director are likewise moved to May from November, their terms shall continue on the following January.

ARTICLE XIII AMENDMENTS

SECTION 1 These Bylaws may be repealed, amended, or new Bylaws adopted with the approval of the Voting members at any regular Chapter meeting by an affirmative two-thirds vote of the Voting members present after the same has been either submitted in writing and read at a previous regular meeting, or a copy thereof sent by mail or electronic transmission to the Voting members of the Chapter, or published in the official newsletter of the Chapter at least ten (10) days prior to the meeting at which the vote is taken. Said action of the Chapter shall not become effective until approved by the International General Counsel.

SECTION 2 An Addenda section to these Bylaws will be provided for general information purposes. Revisions to the addenda section by the Chapter Executive Board shall not constitute a change to the Bylaws and shall not require approval by the membership. The addenda is solely for codifying committee charters and providing ready access to current International Association documents including but not limited to the International Bylaws. No other material may be admitted to the Addenda and all material therein must comply with the Chapter Bylaws and International Bylaws.

SECTION 3 A copy of the revised Bylaws shall be forwarded to International Headquarters.

ADDENDA

These Addenda section contains specific duties for committees and copies of important International documents such as the International Bylaws and ethics code.

These Addenda may be amended by the Chapter Executive Board as needed to reflect the duties of committees which may be constituted from time to time.

This Addenda may also be amended by the Chapter Executive Board from time to time to reflect revisions or changes to the relevant International Association documents.

Amendments to these Addenda do not constitute a change in the Bylaws.

SPECIFIC COMMITTEE DUTIES

SERVICE COMMITTEE DUTIES

DUTIES: Committee will follow the specific requirements related to its function as set forth below

MEMBERSHIP COMMITTEE

Receives, investigates and recommends to the Chapter Executive Board appropriate action on all applications for membership, and shall perform such other duties as may be required by the officers or Executive Board of the Chapter.

PROFESSIONAL DEVELOPMENT COMMITTEE shall have charge of determining broad general areas of education by polling the members or otherwise; of presentation by class discussion, lectures, panels or otherwise, or topics of interest to the practice of the Right-of-Way profession, and shall perform such other similar duties as may be required by the Chapter or its Executive Board.

NEWSLETTER AND ADVERTISING COMMITTEE shall supplement on a local level the International publication "Right of Way," and keep Chapter members informed on particular matters of local interest. .

Chapter newsletters shall be sent to:

1. Each member of the Chapter, Regional Chair and Vice Chair of Region 4, Headquarters IRWA

It is suggested that Chapter newsletters be sent to: The Newsletter Editors of each Chapter in Region IV., The Right of Way Editor

The Committee shall endeavor to spread information regarding the activities of the International Right of Way Association, and this Chapter, so that benefit and increased advantage will occur to the Association and the Chapter, and such other sundry duties as may be required by the Chapter.

NOMINATIONS AND SPECIAL AWARDS COMMITTEE The functions of a Nominations and Special Awards Committee shall be as follows:

1. It shall solicit and receive nominations for the Chapter's Professional of the Year Award. The Committee shall, by appropriate announcement in the Newsletter advise the members that the Committee is receiving nominations for the award.

The Committee shall establish a deadline not later than 60 days prior to the Annual Meeting of the Executive Board in October for receipt of nominations. No nominations received after deadline date shall be considered.

A nominee must be a Voting Member of the International Right of Way Association. To qualify as a candidate for the award, a nominee must have made outstanding contributions in the Right of Way field and outstanding contributions to the activities of the Association.

2. It shall report its findings and make recommendations to the Executive Board within 30 days after the deadline date. The Executive Board shall select the Professional of the Year.

3. The Committee may suggest and nominate to the Chapter Executive Board members or non members for such awards for services to the International Right of Way Association as it shall deem just and proper.

INTERNATIONAL ASSOCIATION DOCUMENTS

International Right of Way Association Disciplinary Procedures

<https://www.irwaonline.org/EWEB//DynamicPage.aspx?Webcode=DiscProced>

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