



Meeting Minutes

Date: May 28, 2013

Time: 9:30 am – 10:40 am

Location: Executive Board Conference Call

Attendees: President, Christine Roy
Treasurer, Mike Heenehan
Assistant Treasurer, Richard Scott
Assistant Secretary, Leigh Rutter
Director, Melanie Brown
Director, Walter Scharfenberg

Dave Kook
Bob Ravell (left at 10:30 am)
Stacie Curtis (joined at 10:15 am)
Bruce Blair (joined at 10:25 am)

Summary

- Christine Roy informed the Board that Stacie Curtis had been appointed the new Membership Chair (this was already discussed and agreed upon with Bob Ravell, the former Chair). Stacie has already brought in between 6 to 10 new members.

- Reimbursement for the International conference was discussed. A motion for the following was made and approved (see “Motions” section below).

1. The Directors will be fully reimbursed for attending the Conference. Receipts will be provided to the Treasurer for the items in which reimbursement is being sought. Only reasonable expenses will be reimbursed. Payment for any upgrades (flights, rooms, extra meals, etc.) will be the responsibility of the Director.
2. Any Board member attending the Conference will be reimbursed for the registration fee only.
3. After a short discussion, it was decided that the idea of reimbursing the general membership for the conference registration fee would warrant further attention, and would be decided at a future Executive Board meeting.
4. Reimbursements will only be made for those expenditures not reimbursable by an employer, corporation, etc.

- Christine Roy explained the three resolutions that will be voted on at the International Conference. This will be shared with the general membership for their input. The Executive Board unanimously agreed to the following:

1. Resolution regarding Retirees – The Chapter plans to vote “NO”.
2. Resolution regarding Disciplinary Procedures – The Chapter plans to vote “YES”.
3. Resolution regarding Regions – The Chapter plans to vote “YES”.

- Christine Roy brought up an issue that she received via e-mail from Lara Bailey (IPDC) regarding the number of recertification credits received from attending the International Conference. It currently stands at 24 credits, but at the Spring Forum there was much discussion regarding lowering it to 16 or 18. The Executive Board agreed that the Chapter will suggest the recertification credits remain at 24.
- The educational portion of the meeting on May 29th will be on GIS and will be given by an employee of PSE&G. This will run from 4:00 pm to 5:00 pm with an opportunity to ask questions until 5:30 pm.
- Election of new officers will take place at the May 29th meeting after the educational portion.
- After seeking input from the general membership and the current Executive Board, the Nominating Committee created a proposed slate. Leigh Rutter shared, for approval by the Board, the final slate being proposed by the Nominating Committee. A motion was made and approved (see “Motions” section below). The Executive Board Officer positions each only have one candidate running for them. This slate will be recommended to the general membership at the election meeting on May 29th. At this time, nominations from the floor will also be welcomed.
- Since there has been serious debate regarding the election of the Director positions, Christine Roy suggested a discussion and vote regarding the legality of a person running for both an Officer position and a Director position. There is still disagreement relating to whether or not this is good for the future of the Chapter. However, the issue that was voted on was whether or not the Executive Board believed it was legal, and not against the by-laws, to run for or hold both positions. All agreed that it was legal and went along with the by-laws, with the exception of Bob Ravell. Christine is double-checking with Rick Pino of Region 4 and Dave Kook said that he would check with Legal.

Motions/Votes

- A motion was made by Melanie Brown regarding providing full reimbursement for Directors, and registration fee reimbursement for Executive Board members for this year’s International Conference. This was seconded by Mike Heenehan. All were in favor with the exception of Walter Scharfenberg, who abstained.
- A motion was made by Leigh Rutter to approve the final slate for recommendation at the election. This was seconded by Melanie Brown. All were in favor.
- A vote was suggested by Christine Roy to determine if the Executive Board thought having a person run for both an Officer and a Director position adhered to the by-laws and was legal. All voted that it was, with the exception of Bob Ravell.

Action Items

- Nominating Committee – run the election portion of the meeting on May 29th.
- Christine Roy – Speak with Rick Pino regarding the Director positions.

BOARD RESOLUTION

INTERNATIONAL BYLAWS AMENDMENT

WHEREAS, Article III, Section 3 of the Bylaws for the International Right of Way Association sets out a definition for a “Retired” member; and

WHEREAS, the definition requires updating to be consistent with present day right of way practices and the Associations position on designations and certifications;

NOW THEREFORE, BE IT RESOLVED that:

1. The definition of “Retired” member in Article III, Section 3 of the Bylaws of the International Right of Way Association be deleted and the following be substituted:

“Retired - Retired member shall be any person who has retired from regular right-of-way professional activities while being an active member of a chapter of the Association, and who earns less than the sum of \$12,000.00 (U.S. or its equivalent in other currencies) per annum from any professional activity related to the right-of-way profession, for the year next preceding the date of application for retired member status, which application must be filed with such member’s chapter and approved, pursuant to unanimous vote, by the chapter executive board. The member’s regulatory (government) required license or certification must be held in suspension (placed on an inactive status). Retired members shall have the right to vote but will not have the right to hold office. Retired member status may continue in effect so long as the retired member earns less than the sum of \$12,000.00 (U.S. or its equivalent in other currencies) per annum from right-of-way activities for any year succeeding the year of election to retired status. In the event the retired member earns greater than the sum of \$12,000.00 (U.S. or its equivalent in other currencies) per annum from right-of-way activities, such retired member must disclose that fact to his/her chapter executive board and, further, such member must comply with the Association’s current rules relative to reinstatement to active membership and recertification. Retired members shall use the expression “(Ret.)” after their designation or certification on any individual letterhead, cards or other professional forms.”

BOARD RESOLUTION

INTERNATIONAL BYLAWS AMENDMENT

WHEREAS, Article III, Section 4 of the Bylaws for the International Right of Way Association sets out provisions for member conduct in accordance with the Association's disciplinary procedures; and

WHEREAS, the Association's disciplinary procedures have been amended and amendment to the Association's bylaws is required to provide consistency;

NOW THEREFORE, BE IT RESOLVED that:

1. Article III, Section 4 of the Bylaws of the International Right of Way Association be deleted and the following be substituted:

“Section 4. Member Conduct

Failure of members to 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 shall constitute justification for their reprimand, suspension or expulsion from membership and the administration of disciplinary action in accordance with the Association's disciplinary procedures.

Grounds for expulsion of a member shall include but not be limited to the following:

- conviction of a felony, indictable offence or equivalent in other jurisdictions.
- conviction of any act discreditable to or inimical to the best interest of the Association.
- a determination that the Respondent's application for membership or Credentialing, at the time that membership or career path status was granted, was materially falsified, or that he or she knowingly failed to give complete, factual information in said application, which information, had it been submitted, would have resulted in denial of his or her application for membership in or Credentialing by the Association.
- a determination that the Respondent has been dishonest or has lied and knowingly and materially misrepresented or withheld information in the course of his or her right of way professional activities.

Less serious infractions may be grounds for a reprimand. A reprimand is a severe expression of disapproval and criticism and constitutes a serious warning. It may include conditions for continuation of membership.”

BOARD RESOLUTION

INTERNATIONAL BYLAWS AMENDMENT

WHEREAS, Article VII, Section 1 of the Bylaws for the International Right of Way Association refers to ten (10) Region Chairs as being members of the International Governing Council; and

WHEREAS, Article VIII, Section 1 of the Bylaws for the International Right of Way Association refers to the creation of Regions within the territorial limits of the United States and Canada; and

WHEREAS, a chapter has been chartered beyond the territorial limits of the United States and Canada and it is the desire of the International Right of Way Association to create regions beyond the territorial limits of the United States and Canada;

NOW THEREFORE, BE IT RESOLVED that:

1. Article VII, Section 1 of the Bylaws of the International Right of Way Association be amended by deleting therefrom the second paragraph and substituting the following:

“There shall also be an International Governing Council (IGC) which shall consist of the members of the IEC and the Region Chairs. Those members of the IEC who have voice and vote shall also have voice and vote on the IGC. Each of the Region Chairs shall have voice and vote on the IGC.”

2. Article VIII, Section 1 of the Bylaws of the International Right of Way Association be deleted and the following be substituted:

“Section 1. Regions. The Association shall be divided into regions. The territorial boundaries of each region shall be established by a resolution approved by two-thirds of the voting members present at a meeting of the Board of Directors.”