

**BYLAWS OF
PUGET SOUND CHAPTER NO. 4,
INTERNATIONAL RIGHT OF WAY ASSOCIATION**

As Approved March 4, 2019 and amended April 10, 2019

ARTICLE I - GENERAL

Section 1. The name of the Chapter shall be **Puget Sound Chapter No. 4**, International Right of Way Association (the Chapter).

Section 2. The Chapter is a chapter of the International Right of Way Association (IRWA), 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 the Chapter must conduct himself or herself in such a manner as to reflect honesty and the integrity of the IRWA, 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 the 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 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 the Chapter.

ARTICLE II – MEMBERSHIP AND AFFILIATION

The classes of membership in the 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 shall be held at least four times each calendar year at intervals not less than 28 days apart at a time and place designated by the President or the President's designee. Any scheduled regular meeting, except the annual meeting, may be postponed by the President with the concurrence of a majority of the 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 (May) of each administrative year. Annual reports of all officers and committees will be presented at that time. Chapter officers, including International Directors, for the

coming year shall be elected 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 of 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 communications at least five days prior to such meeting or by telephone prior to such meeting.

Section 5. A majority of active members, or twenty, whichever is the smaller, shall constitute a quorum.

Section 6. Meetings of the Chapter may be held and business may be conducted by electronic means.

ARTICLE IV - OFFICERS

Section 1. The officers of the Chapter shall be a President, President-Elect, 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 a 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 the President, who succeeds to the office from the elected position of President Elect, and officers appointed by the President as provided in Section 1 of this Article, all officers shall be elected by ballot from the active membership of this Chapter; the officers so elected and appointed shall serve for one year beginning at the start of the administrative year or until their successors are duly elected or appointed and installed.

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 President-Elect shall immediately succeed to the duties and office of President. In the event of a vacancy in any other offices except those

of President, President Elect, or 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.

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 offices 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, the Chapter or the Executive Board.
- C. President-Elect. The President-Elect shall have the general powers and duties of a President-Elect, 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 President-Elect shall become President.
- D. Vice President. The Vice President shall perform such duties in addition to the regular duties as a member of the Executive Board as may be required by the Chapter's Executive Board. The Vice President shall serve as Chair of the Chapter Program Committee.
- 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 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.
- F. Secretary. The Secretary shall keep a book of minutes of all meetings of the Chapter and the Executive Board, shall carry on all correspondence of the Chapter and shall perform such duties as may be required by the Executive Board.

Section 6. Removal of Elected Officers. Any elected officer may be removed from office by the Chapter if (a) he or she ceases to be a member in good standing of IRWA; (b) he or she is suspended or expelled from membership in the IRWA; (c) on complaint of the Executive Board

that he or she refused to properly perform the duties of office; or (d) if, in the opinion of the Executive Board, he or she becomes physically or mentally incapacitated.

Such removal of an officer shall be effective by a two-thirds majority vote of the members of the Executive Board at a regularly called meeting or by mail or electronic mail vote, based upon formal recommendation of removal from the Executive Board, with a statement of reasons for such recommendations.

ARTICLE V - EXECUTIVE BOARD AND COMMITTEES

Section 1. Executive Board. The elected Chapter officers, immediate Past President, and the Chapter Committee Chairpersons shall constitute the Executive Board of the Chapter. Any five (5) of said Executive Board members gathered together shall constitute a quorum. The Executive Board shall have the power and duty to conduct and direct all the business and affairs of the Chapter.

Section 2. There shall be in the Chapter certain standing committees as provided for in this Article. Unless specifically provided otherwise herein, the Chairperson and members of each standing committee shall be appointed by the President or the President's designee immediately after taking office. 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 President-Elect, shall be an ex-officio member of each standing committee.

Section 3. Nominations, Elections and Special Awards Committee. A Committee on Nominations, Elections and Special Awards shall be appointed by the President or the President's designee not later than the March regular meeting and shall consist of two (2) or more members. This committee shall present and recommend a slate of officers to the membership for their consideration not later than the April regular meeting. This committee shall present and recommend special awards on behalf of, and as requested by, the Chapter Board.

Section 4. Professional Development Committee. There shall be in the Chapter a Professional Development Committee consisting of one (1) or more members, including a chairperson. The Chairperson shall be appointed by the President or the President's designee immediately after taking office. Other members of the Chapter Professional Development Committee shall be appointed by the President, or the President's designee, as needed. All members of the Professional Development Committee, including the Chairperson, will be active members of Chapter 4 in good standing and will be appointed to a one-year term.

Section 5. Education Committee. There shall be in the Chapter an Education Committee consisting of one (1) or more members, each to be appointed by the President or the President's designee for a one-year term.

Section 6. Membership Committee. There shall be in the Chapter a Membership Committee, consisting of one (1) or more members, each to be appointed by the President or the President's designee 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. Whenever feasible, there should be established in the Chapter, committees corresponding to those certain International Committees designated for Chapter counterparts by the International Board of Directors or the International Executive Committee.

ARTICLE VI - DUES

Section 1. Annual dues of active members of the Chapter shall be such sum as is provided by the International Bylaws of this Association as and for the annual per capita assessment 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 which may be established by the International Executive Committee.

Section 3. Annual dues of Associate Members of the Chapter shall be an amount which may be established by the Executive Board.

Section 4. Annual dues of Retired Members, with magazine, of the Chapter, shall be an amount established by the Executive Board.

Section 5. Annual dues of Retired Members, without magazine, of the Chapter, shall be an amount established by the Executive Board.

ARTICLE VII - AFFILIATES

Affiliate formation shall be in accordance with the International Association's Bylaws, Article VIII, Section 4, Chapter Affiliates.

ARTICLE VIII - RULES OF ORDER

Except as otherwise specifically provided in these Bylaws, the most current version of Robert's Rules of Order shall be used as the rules for the procedure and conduct of all meetings of the Chapter and of its Executive Board and Committees.

ARTICLE IX - 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 10 days prior to the meeting. Said action by the Chapter shall not become effective until approved by the International Executive Committee or its designee.