



BY-LAWS OF
GATEWAY CHAPTER NUMBER 37
AS AMENDED IN WHOLE
May 14, 2009
INTERNATIONAL RIGHT-OF-WAY ASSOCIATION

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ARTICLE I – GENERAL

Section 1. The name of this Chapter shall be GATEWAY CHAPTER 37, 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 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 January 1 to December 31.

ARTICLE 11 – MEMBERSHIP

Section 1. 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 (4) 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 the last month 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 (4) members of the Chapter Executive Board or ten (10) 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 as least five (5) days prior to such meetings or by telephone prior to such meeting.

Section 5. Seven (7) active members or ten percent (10%) of the active membership of the Chapter, whichever is larger, shall constitute a quorum.

ARTICLE IV - OFFICERS

Section 1. The officers of this Chapter shall be a President, President Elect, First Vice President, Second Vice President, Secretary, and Treasurer, 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 (2) directors from each Chapter. The initial election of this Chapter's two Directors shall be held in accordance with the International Bylaws.

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 majority vote 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 or special 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 Board, by a majority vote of those member 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. If the office of President Elect becomes vacant, the First Vice President shall immediately succeed to the duties and office of President Elect. If the office of the First Vice President becomes vacant, the Second Vice President shall immediately succeed to the duties and office of the First Vice President. In the event of a vacancy in any other office, said office shall be filled by the President from the active members of the Chapter with the concurrence from 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 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 Chairperson and Vice Chairperson. 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 Chapter Executive Board.
- C. President Elect. The President Elect shall have the general powers and duties of President Elect; shall act as President in the case of the absence or disability of the President; shall be responsible for the effective operations of the office of Secretary and Treasurer; 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 the event the office of President becomes vacant, the President Elect shall immediately become President. Should such succession to the Office of President take place, the President Elect shall be eligible for re-election to a full term as President.
- D. First Vice President. The First Vice President shall have the general powers and duties of a First Vice President; shall act as President in the case of the absence or disability of the President Elect and President; and shall be responsible for the effective operations of the standing committees established in the International Bylaws of the International Right of Way Association. In the event the office of President and President Elect become vacant, the First Vice President shall immediately become President.
- E. Second Vice President. The Second Vice President shall have the general powers and duties of a Second Vice President; shall act as President in the case of the absence or disability of the First Vice President, President Elect and President; shall assist the First Vice President with the responsibility for the effective operations of the standing committees established in the International Bylaws of the International Right of Way Association; and shall assist the President Elect with the responsibility for the effective operations of the Office of Secretary and Treasurer. In the event the office of President, President Elect, and First Vice President become vacant, the Second Vice President shall immediately become President.
- F. Secretary. The Secretary shall keep a book of minutes of all of the meetings of the Chapter and the Executive Board; shall provide a report of the preceding meeting minutes to the Chapter members at the regular Chapter meetings; shall carry on all correspondence of the Chapter; shall be responsible for the maintenance and updating the Chapter's web-site in a timely manner; and shall perform such duties as may be required by the Executive Board.

- G. 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 a financial report to the Chapter members at the regular Chapter meetings; shall provide financial reports as required by the IRWA Headquarters in a timely fashion; and shall perform such other duties as are delegated to that officer by the Chapter's Executive Board.

ARTICLE V – EXECUTIVE BOARD AND COMMITTEES

Section 1. Executive Board - The elected Chapter Officers, immediate Past Presidents, and the Committee Chairpersons 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.

Section 2. There shall be in this Chapter, certain standing committees as provided in the International Bylaws of the International Right of Way Association. Unless specifically provided otherwise herein, the Chairperson and members of each standing committee shall be appointed by the President 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 the case of the disability or absence of the President, the President Elect, shall be an ex-officio member of each standing committee.

Section 3. Education Committee - There shall be in this Chapter an Education Committee consisting of three (3) or more members, each to 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 (1) year term, one third for a two (2) year term, and remaining one third for a full three (3) year term.

Section 4. Membership Committee - There shall be in this Chapter a Membership Committee consisting of three (3) members, each to be appointed by the President for a one (1) year term.

Section 5. Committee on Nominations and Elections - A committee on Nominations and Elections shall be appointed by the President not later than May of each administrative year and shall consist of a Chairperson and at least three (3) members. This committee shall recommend and present a slate of officers for the Chapters standing committees to the Executive Board via electronic transmission or at the Executive Board meeting prior to the fifteenth day of the second to the last month of each administrative year. The Committee on Nominations and Elections shall present to the members, for their consideration, their recommendation of officers for each of the Chapter's standing committees at the annual meeting of the members of this Chapter to be held prior to the fifteenth day of the second to the last month of each administrative year.

Section 6. Professional Development Committee - There shall be in this Chapter a Professional Development Committee. The Chairperson of the Professional Development Committee (PDC) must have attained the designation of Senior Member – International Right of Way Association. Other members of the PDC, if not designated as a Senior Member, should be an SR/WA Candidate or possess an IRWA Discipline Certification, whenever possible.

Section 7. There may be such other standing 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.

ARTICLE VI - DUES

Section 1. Annual dues of active members of this Chapter shall be such sum as provided by the International Bylaws of this Association and for the annual per capita assessment plus the sum for Chapter dues which may from time to time be established at any regular meeting of the Chapter by an affirmative majority vote of the active members present after the same has been submitted in writing by mail or electronic transmission to the active members of the Chapter at least ten (10) days prior to the meeting.

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 Retired Members, with magazine, of this Chapter, shall be an amount which may be established at any regular meeting of the Chapter by an affirmative majority vote of the active members present after the same has been submitted in writing by mail or electronic transmission to the active members of the Chapter at least ten (10) days prior to the meeting.

Section 4. Annual dues of Retired Members, without a magazine subscription, of this Chapter, shall be an amount which may be established at any regular meeting of the Chapter by an affirmative majority vote of the active members present after the same has been submitted in writing by mail or electronic transmission to the active members of the Chapter at least ten (10) days prior to the meeting.

ARTICLE VII – RULES OF ORDER

Except as otherwise specifically provided in these Bylaws, Roberts 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 VIII – AMENDMENTS

These Bylaws may be repealed, amended or altered in whole or part and 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 ten (10) days prior to the meeting. Said action by the Chapter shall not become effective until approved by the International Executive Committee or the International General Counsel.

ATTEST:

APPROVED:

Angela L. Lawson, SR/WA, R/W-NAC
Gateway Chapter 37 President - 2009

Eric R. Finn
International General Council