

BYLAWS

SALT LAKE CITY, CHAPTER 38 (Beehive Chapter)



INTERNATIONAL RIGHT OF WAY ASSOCIATION

ARTICLE I - GENERAL

Section 1. The name of this Chapter shall be Salt Lake City, Chapter 38, (Beehive Chapter) 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 approval by the International Executive Committee of said Association or its designee and ratified by the Chapter membership.

Section 3. Each member of this Chapter must conduct himself or herself 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 and in the same manner provided for in the International Bylaws.

Section 4. With 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 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.

Section 6. Definitions:

Executive Board:	Includes President, Past President, Elected Officers, International Directors, and Four Standing Committee Chairs
Elected Officers:	Includes President-Elect, Vice President, Treasurer and Secretary, each of which is elected by the chapter membership (the President-Elect advances to the Presidency the administrative year after being elected President-Elect).
International Directors:	The President and President-Elect shall serve as the International Directors unless a person or persons are elected from the membership body.
Standing Committee Chairs:	Includes Nominations and Elections, Education, Membership, and Professional Development Chairs, each of who are appointed by the President.
Voting Board Members:	Voting members consist of Executive Board members only. Board action must have a simple majority of the Executive Board (6).

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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, set out in Article III, Section 3.

ARTICLE III - MEETINGS

Section 1. Regular meetings of this Chapter shall be held at the time and place designated by the Chapter President. A meeting of the Chapter membership shall be held at a minimum of once each fiscal year, in addition to the annual meeting of members addressed in Article III, Section 2 of the International Bylaws of the International Right of Way Association. A scheduled regular meeting, except for 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 (May). Annual reports of all officers and committees are to 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. Seven active members or ten percent (10%) of the active membership of the Chapter, whichever is larger, shall constitute a quorum for the annual meeting.

Section 3. Special meetings may be called at any time by the Chapter President. Special meetings shall also be called by the Chapter President 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 of the Chapter in writing, via electronically transmitted communications, or by telephone at least five days prior to such meeting.

Section 5. Regular Chapter Executive Board meetings shall be held at the time and place designated by the Chapter President. Chapter Executive Board meetings shall be held at a minimum of once each quarter or four times per fiscal year. The Chapter Executive Board shall consist of the President, Past President, Elected Officers, International Directors and the four standing Committee Chairs, each of whom shall have one vote.

Section 6. Guests (member or non-member) may attend Chapter Executive Board meetings and speak but with no vote.

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ARTICLE IV - OFFICERS

Section 1. The officers of this Chapter shall consist of a President, Past-President, President-Elect, Vice President, Secretary, and Treasurer together with such officers as may be appointed by the President with the concurrence of the Chapter Executive Board.

In addition to the officers listed above, there shall be elected each year from the active membership of the Chapter two members to serve as a member of the International Board of Directors of the International Right of Way Association.

Section 2. Except for 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 the entire administrative year.

Section 3. If the office of International Director shall be vacant, the Chapter president shall, appoint an International Director with the concurrence of the Chapter Executive Board to fill the remaining term.

If the office of the Chapter President shall become vacant, the President Elect shall immediately succeed to the duties and office of President. If the office of President-Elect shall become vacant, the Vice President shall immediately succeed to the duties and office of President Elect. In the event of a vacancy in any other office except the offices of President Elect, Vice President, 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 office of International Director, Treasurer or Secretary who may be able to serve for two consecutive years.

Section 5. Officers of the Chapter Executive Board may be removed from office, upon any of the following grounds

- A. They cease to be members in good standing of the Chapter that elected them.
- B. They are suspended or expelled from membership in the Association.
- C. They are removed by a two-thirds vote of the voting officers present at a meeting of the Executive Board for failing or refusing to properly perform the duties of the office.
- D. Any other reason authorized by the Articles of Incorporation or the Bylaws of this Association, or by law.

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Section 6. Officers of the Chapter Executive Board 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 cooperation with the Regional Chair and Vice Chair. They shall inform the Chapter Executive Board of actions and activities occurring at meetings of the International Board of Directors and of other such 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 Chapter 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 Chapter 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 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 Chapter Executive Board. In case the office of President becomes vacant, the President Elect shall become President.
- D. **Vice President.** The Vice President shall have the general powers and duties of a President or President Elect; shall act as President in the case of the absence or disability of the President and President Elect; or shall advise and assist the President and President Elect when called on to do so, and shall perform such other duties as may be required by the Chapter Executive Board.
- E. **Secretary.** The Secretary shall keep a book of minutes of all of the meetings of the Chapter and the Chapter Executive Board, shall carry on all correspondence of the Chapter and shall perform such duties as may be required by the Chapter Executive Board.
- F. **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 financial reports as required by IRWA Headquarters. The Treasurer shall perform such other duties as are delegated to that officer by the Chapter Executive Board.

ARTICLE V – CHAPTER EXECUTIVE BOARD AND COMMITTEES

Section 1. Chapter Executive Board. The elected Chapter officers (per Article IV, Section 6), President, Past President, Elected Officers, and the appointed Committee Chairpersons of the four

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standing committees and the International Directors shall constitute the Chapter Executive Board of this Chapter. The Chapter Executive Board shall have the power and duty to conduct and direct all business and affairs of the Chapter.

Section 2. There shall be in this Chapter, certain committees as provided in this Article. Unless specifically provided otherwise herein, the Chairperson of each 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 case of the disability or absence of the President, the President Elect, shall be an ex-officio member of each standing committee.

The Chairperson of each standing committee shall select from the active members to serve as a committee member at the pleasure of the Chairperson. Each committee member shall serve for a one-year term and may serve on multiple committees.

The Chairperson of each standing committee may not serve more than two-consecutive one-year terms as chair of the same committee, and must have a two-year hiatus before serving again as chair of same committee. This does not restrict members from serving on committee during hiatus.

The following standing committees shall be:

- A. **Committee on Nominations and Elections.** This committee shall present and recommend a slate of officers to the membership for their consideration no later than the ninth month of the administrative year.
- B. **Professional Development Committee.** The Chairperson of said Chapter Professional Development Committee (PDC) must have attained the designation of Senior Right of Way Professional (SR/WA) through the International Right of Way Association. The other members of the PDC, if not designated as a SR/WA, may be a SR/WA Candidate or possess an IRWA Discipline Certification whenever possible.
- C. **Education Committee.** The principal duties of the Education Committee shall be to plan, promote and implement formal IRWA educational programs as directed by the Chapter Executive Board
- D. **Membership Committee.** The principal duties of the Membership Committee shall be to evaluate, implement and promote the benefits of membership in the IRWA.

Section 3. There may be such other Non-voting standing or ad hoc committees as the Chapter Executive Board shall from time to time determine to be necessary.

Section 4. Chairs of standing committees may not serve more than two-consecutive one-year terms as chair of the same committee, and must have a two-year hiatus before serving again as chair of

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same committee. This does not restrict members from serving on the same or other committee(s) during hiatus.

ARTICLE VI - DUES

Section 1. Annual dues of members of this 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 that may from time to time be established by the Chapter 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 this Chapter shall be an amount which may be established by the Chapter Executive Board.

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

ARTICLE VII - RULES OF ORDER

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 Chapter Executive Board and Committees.

ARTICLE VIII - AMENDMENTS

These Bylaws may be repealed or amended or new Bylaws may be 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.

ARTICLE IX – ELECTRONIC MEETINGS

The Executive Board may participate in an Executive Board meeting telephonically or by other device, and count as part of the quorum and vote, so long as the device used for participation reasonably allows the non-present member to hear other members who speak at the meeting, and allows all other members participating in the meeting to reasonably hear the non-present member speak.

Action may be taken by the Executive Board by email vote without a meeting, providing that all Executive Board members have been notified 10 days in advance of the actions. The emails of

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the vote must be collected and made part of the minutes at the following board meeting by the Chapter Secretary.

Signature of Chapter President

A handwritten signature in blue ink, appearing to read "James A. Olschewski". The signature is written over a horizontal line.

Printed Name of Chapter President: James A. Olschewski, SR/WA

Date Oct 2, 2017