

MODEL CHAPTER BYLAWS

Last revised on date: January 2017 (April 24, 2017 - Chapter 29)

The following model Chapter Bylaws, as approved by the International Executive Committee and drafted by the International General Counsel; conform to the International Bylaws and the Policy and Procedures Manual of the International Right of Way Association (IRWA). Adoption of the model Bylaws, while not mandatory, will assure conformance with the rules and regulations that govern all members and Chapters of the Association.

The International Bylaws require that all Chapter Bylaws (and Amendments) be approved by the International Executive Committee, or its designee, prior to adoption. The International Executive Committee has delegated to the International General Counsel authority to review and approve Chapter Bylaws and Amendments on its behalf. Consequently, before any Bylaws or Amendments are submitted to Chapter members for approval, they should be submitted to the International General Counsel for review. Chapters are encouraged to create policies and procedures to augment the Chapter Bylaws for the day-to-day administration of their Chapter that do not require Amendments to the Chapter Bylaws. All such policies, however, must be consistent with the IRWA and Chapter Bylaws.

Note that each Chapter is required by IRWA Policy and Procedures to establish and maintain the following four standing committees: (1) Nominations and Elections, (2) Professional Development, (3) Education, and (4) Membership. Each Chapter is also encouraged to establish a counterpart committee to each of the International Committees. It is not required that these committees have voting privileges on the Chapter's Board. All committees in a Chapter are established by resolution. A resolution may be adopted by the Executive Board of a Chapter by a majority vote and such resolution will be effective until it has been repealed, amended, or superseded by a subsequent resolution.

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ARTICLE I - GENERAL

Section 1. The name of this Chapter shall be Ontario Chapter 29, 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 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 July 1 to June 30 (inclusive).

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.

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Section 2. An annual meeting of the members of this Chapter shall be held prior to the fifteenth (15th) day of the second to last month of each administrative year. 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.

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 (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 of the Chapter in writing, via electronically transmitted communications, or by telephone at least five (5) days 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.

Section 6. 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 (4) times per fiscal year. Resolutions may be made and voted upon at such meetings, or via email outside of such board meetings. Minutes will be duly recorded of all such meetings and resolutions. A quorum shall consist of a simple majority vote of the Chapter Executive Board.

Section 7. Guests (member or non-member) may attend Chapter Executive Board meetings with no voice unless upon receiving recognition from the presiding officer.

ARTICLE IV - OFFICERS

Section 1. The officers of this Chapter shall be a President, President Elect, Vice President, Secretary, and Treasurer together with such other 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 one (1) 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 International Directors for a new Chapter shall initially be elected in the manner prescribed in the International Bylaws.

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 Chapter membership. The officers so elected and appointed shall serve for one (1) year beginning at the start of the administrative year and conclude at the end of the fiscal year, June 30.

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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

If the office of the Chapter 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 office except the offices of 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 (2) years have elapsed following the end of the term to which elected, provided, however, that this limitation shall not apply to the office of Secretary, Treasurer, or International Director.

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 (2/3rds) 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.

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

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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 Vice President; shall act as President Elect in the case of the absence or disability of the President Elect; shall advise and assist the President Elect when called on to do so, and shall perform such other duties as may be required by the Chapter Executive Board. In the case the office of the President Elect becomes vacant; the Vice President shall become the President Elect.
- 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), Immediate Past President, and the appointed Committee Chairpersons of the Professional Development Committee, Education Committee and Membership Committee, 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 and members 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. Unless set out in Section 1 of this Article, these committees shall have a voice but no voting rights at Chapter Executive Board meetings.

Section 3. Committee on Nominations and Elections. A Committee on Nominations and Elections shall be appointed by the President no later than the end of the seventh (7th) month of the administrative year and shall consist of a Chairperson and additional members as determined by the Chairperson. This committee shall present and recommend a slate of officers to the membership for their consideration no later than the eleventh (11th) month of the administrative year. The Chairperson of the Committee on Nominations and Elections shall have a voice but no vote at the Chapter Executive Board Meetings.

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Section 4. Professional Development Committee. There shall be in this Chapter a Professional Development Committee, consisting of a Chairperson appointed by the President, and additional members as determined by the Chairperson. The Chairperson of said Chapter Professional Development Committee (PDC) must have attained the designation of Senior Right of Way Professional (SRWA) through the International Right of Way Association.

Section 5. Education Committee. There shall be in this Chapter an Education Committee, consisting of a Chairperson, appointed by the President for a one (1) year term, and additional members as determined by the Chairperson.

Section 6. Membership Committee. There shall be in this Chapter a Membership Committee consisting of a Chairperson, appointed by the President for a one (1) year term, and additional members as determined by the Chairperson.

Section 7. Finance Committee. There shall be in this Chapter a Finance Committee consisting of a Chairperson, appointed by the President, and three (3) additional members as determined by the Chairperson of which the Treasurer and Immediate Past President, if available, shall be a member, for a one (1) year term. The Finance Committee shall be responsible to draft and submit an annual budget for the Chapter for ratification by the Executive Board along with other duties as requested by the Executive Board. The Chairperson of the Finance Committee shall have a voice but no vote at the Chapter Executive Board Meetings

Section 8. There may be such other standing or ad hoc committees as the Chapter 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. These committees shall have a voice but no voting rights at the Chapter Executive Board meetings.

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.

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Section 5. Annual dues of Retired Members, without 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 ten (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.

Signature of Chapter President V.Wy.

Printed Name of Chapter President VICKI WONG.

Date JUNE 18, 2017.

*1st Vice President
for Linda Kemp, President*