

INTERNATIONAL RIGHT OF WAY ASSOCIATION BUCKEYE CHAPTER 13 -OHIO
BYLAWS

ARTICLE 1 - GENERAL

Section 1. The name of this Chapter shall be Ohio Buckeye Chapter No. 13, 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 the 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 General Counsel 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 such the same manner provided for in the International Bylaws.

Section 4. The 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.

ARTICLE II -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 on the Second Tuesday, following the First Monday in January, March, May, September, and November. The regular meeting in May shall be known as the Annual Meeting. The Executive Board shall set the date and location of the meeting for the installation of officers and give notice thereof as prescribed herein. 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. At the annual meeting of the members of this Chapter submitted reports of officers and committees will be presented. Chapter officers, including International Directors, 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 with at least four members of the Chapter Executive Board concurring, except under the stipulations of Board Action by Electronic Media.

Section 4. Notice of all meetings shall be given to the active members via electronic transmission or by mail at least seven 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 at general membership meetings. A majority of Executive Board members shall constitute a quorum at Executive Board Meetings.

ARTICLE IV - OFFICERS

Section 1. The officers of this Chapter shall be a President, President-Elect, Vice President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer, so long as all such offices may be filled, 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 officers appointed by the President as provided in Section 1 of this Article, all officers except the President shall be elected by ballot from the active membership of this Chapter; the officers so elected and appointed shall serve for one year beginning July 1 or until their successors are duly elected, or appointed.

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 un-expired 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 majority vote of those officers in attendance, shall elect a Director from the membership of the chapter to be present at the Board of Directors meeting who shall hold office for the un-expired 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 office except President-Elect, 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, this limitation shall not apply to the office of Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, or Vice President.

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 Chairman and Vice Chairman. 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 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. If the succession takes place with half or more than half of the former President's term remaining, the succeeding President-Elect shall stand for re-election to a complete term the following year. If the succession takes place with less than half of the former President's term remaining, the succession of a full term is automatic.

D. VICE PRESIDENT. The Vice President shall have the general powers and Duties of a Vice President; shall act as liaison between the President and the Committees, and shall be responsible to the President and Executive Board for the proper functions of said Committees. Shall perform such other duties as may be required by the Executive Board, the President, and the Bylaws.

E. SECRETARY. The Secretary shall keep a book of minutes of all of the 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; give and preserve a record of all required notices; and conduct and preserve a record of all of the Chapter's official correspondence and a current roster of the membership as available, Board, and Committees.

F. ASSISTANT SECRETARY. The Assistant Secretary shall perform such functions of the Secretary as the Secretary shall either request or be unable to perform.

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 perform such other duties as are delegated to that officer by the Chapter's Executive Board.

H. ASSISTANT TREASURER. The Assistant Treasurer shall perform such functions of the Treasurer if - the Treasurer shall either request or be unable to perform.

ARITCLE V -EXECUTIVE BOARD and COMMITTEES

Section 1. EXECUTIVE BOARD. The elected Chapter officers, Directors, immediate Past President, members of the Advisory Board, the Chairman of the Professional Development, Education and Membership Committees and the Newsletter Editor, if applicable, 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. The Board shall meet before each meeting of the membership, and at such times and places as shall be designated in electronic media, authorized by the President, which shall be sent to each member of the Board.

Section 2. There shall be in this Chapter, certain standing committees as deemed appropriate by the Executive Board. Unless specifically provided otherwise herein, the Chairman and members of each standing committee shall be appointed by the President 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 acting committees of this Chapter will be as listed in the current meeting minutes. The duties of each committee will be dictated by the Executive Board.

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 and 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 active membership shall be accompanied by an application fee which may be established by the 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 Executive Board and Committees.

ARTICLE VIII - 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 submitted in writing and read at the previous regular meeting or a copy thereof sent by electronic media 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 General Counsel.

ARTICLE IX - BOARD ACTION VIA ELECTRONIC MEDIA

Between Board Meetings it may become necessary for a member of the Executive Board or a member of the Advisory Board to take board action on emergency and/or time sensitive items. When this occurs, a board member may make a motion to said board action via electronic correspondence such as electronic mail. Any board member may then second said motion. Upon receipt of a second of said motion, it is the duty of the President to call for a vote on said action within three (3) business days. If no call for a vote has been received within the allotted time, the duty to call for a vote will then reside with the President-Elect. Upon receipt of the call for a vote, the remaining members of the board may vote yea, nay or abstain within five (5) business days. Any members vote not received within five (5) business days will be considered a vote of abstain. The action will then pass or fail by simple majority of the respondents. It is the duty of the Secretary to note said proceeding and add to the minutes of the upcoming regular Board Meeting.

ARTICLE X - ATTACHMENTS TO THE CHAPTER BY-LAWS

The Executive Board by majority vote may add attachments to the Chapter By-Laws. These attachments may be temporary in nature and cover such items as travel policies and stipends for IRWA events or other items at the behest of the Executive Board. Said attachments may be added or revoked by majority vote without affecting the By-Laws on a whole.

ARTICLE XI - CHAPTER ADVISORY BOARD

The Executive Board by majority vote may place Chapter Members on the Chapter Advisory Board. In order to be eligible for placement on said board, the member must be a Chapter Past President in good standing and not an Executive Board Member under the current term. Position on the Advisory Board is for a term of one year and election and/or re-election to said board will take place during the next regularly scheduled Executive Board meeting following installation of officers to said board. Members of the Chapter Advisory Board will have the same voting rights as members of the Executive Board with the exception of votes pertaining to placement or revocation on the Advisory Board. Membership on the Advisory Board may be revoked at any time by majority vote of the Executive Board.