

INTERNATIONAL RIGHT OF WAY ASSOCIATION

POLICIES AND PROCEDURES MANUAL



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POLICIES AND PROCEDURES MANUAL OVERVIEW

Per the Association Bylaws, “The International Executive Committee shall establish rules of procedure to effectuate the policies and programs of the Association. Such rules of procedure shall continue in effect until amended or rescinded by the International Executive Committee or by the Board of Directors.” (Article XI - Procedural Rules).

This Policies and Procedures Manual was reviewed and affirmed by the International Executive Committee as of April 2020.

BYLAWS OF THE INTERNATIONAL RIGHT OF WAY ASSOCIATION

Bylaws of the International Right of Way Association outline how the Association will be run and serves as a guide in decision making and action taking. Should any conflict arise with any terms or conditions with the policies or procedures contained herein, the Bylaws take precedence. Amendments to the Bylaws are made by the Board of Directors.

Bylaws are on the IRWA website.

NOT-FOR-PROFIT CORPORATION

IRWA is organized as a 501(c)(6) not-for-profit corporation and is governed by United States federal laws for not-for-profit professional associations. This legal status requires IRWA to file annually with the federal government on behalf of the Association and Chapters.

INSURANCE

IRWA maintains certain insurance policies for protection of its property and equipment, personnel, operations and officers. All policies are maintained at Headquarters.

DIRECTORS AND OFFICERS LIABILITY INSURANCE

IRWA maintains a Directors and Officers Liability Insurance (D&O) policy that covers Chapter, Region and International Directors, and officers for actions related to Association business provided however, that such individuals were attempting in good faith to act according to the Bylaws of the International Right of Way Association.

To obtain a copy of the D&O policy, contact the Executive Director.

TRADEMARK AND LOGO

Merchandise and website domains that contain the IRWA trademark or logo must be reviewed, approved, and purchased (as applicable) by the Executive Director.

STAFF AND HEADQUARTERS

IRWA staff names, titles, responsibilities, and contact information is on the IRWA website and published in Right of Way magazine.

The International Right of Way Headquarters is located:

19210 South Vermont Avenue, Building A, Suite 100, Gardena, CA 90248, United States

Telephone: 310-538-0233, Fax: 310-538-1471

Toll-free Canadian Telephone: 888-340-IRWA (4792)

Office hours are 8:00am – 5:00pm Pacific, Monday through Friday.

The office is closed in observation of the following holidays:

- New Year's Day,
- Martin Luther King Day,
- Presidents' Day,
- Memorial Day,
- Independence Day,
- Labor Day,
- Thanksgiving Day,
- Day after Thanksgiving Day, and
- Christmas Day.

ACCESSIBILITY¹

IRWA is committed to the full accessibility of our education, credentialing and other programs. IRWA will provide reasonable accommodations to individuals with a disability who require assistance in order to participate in Association activities. Accommodation requests should be directed to IRWA's Executive Director.

¹ Added per IEC motion on 01/08/2024

INTERNATIONAL RIGHT OF WAY ASSOCIATION OVERVIEW

The International Right of Way Association (IRWA) was founded in Los Angeles, California in 1934 as the Southern California Right of Way Agent's Association. On August 9, 1946, it was incorporated as the American Right of Way Association. On March 15, 1980, the Articles of Incorporation were changed by a vote of the membership to reflect the new name of International Right of Way Association.

IRWA has expanded to include more than seventy Chapters dedicated to the advancement of the right of way profession. Members play a significant role in infrastructure development globally. Community, regional, and national improvement projects such as highways, flood control, public utilities, pipelines, railroads, renewables, telecommunications, and other public and quasi-public development activities are dependent upon right of way professionals performing their roles in an effective and ethical manner.

IRWA serves its members by offering education, professional development, networking, and career building resources specific to the right of way profession. Additionally, IRWA promotes ethical standards as outlined in the Code of Ethics.

PURPOSE

We improve people's quality of life thorough infrastructure development.

MISSION

We empower professionals by elevating ethics, learning and a standard of excellence within the global infrastructure real estate community.

CORE VALUES

- Integrity: We are role models that embody the highest standard of ethical practice.
- Excellence: We constantly improve our products, our services and ourselves.
- Flexibility: We embrace our continually changing environment to adapt to the needs of our stakeholders.
- Collaboration: We engage our members, partners and stakeholders to build a shared body of knowledge and experience.
- Leadership: We shape our future through courage, clarity and transparency.

STRATEGIC PLAN

To achieve the purpose and mission, IRWA has adopted a strategic plan that is updated annually. The strategic plan provides a blueprint to IRWA's future and measurable benchmarks.

The strategic plan is on the IRWA website.

INTERNATIONAL BOARD OF DIRECTORS

Per the Bylaws, the affairs, business, and property of the Association shall be managed and controlled by the Board of Directors. The International Board of Directors is comprised of two Directors from each Chapter, the International Officers, and the members of the Advisory Council.

The International Board of Directors meets at the Annual Meeting of the Board of Directors of the Association held in conjunction with the Annual Education Conference. All members of the International Board of Directors have a voice and a vote, except the Executive Director and General Counsel who have a voice but no vote.

CHAPTER DIRECTORS

The Directors of each Chapter shall act as liaison between the International Board of Directors and Chapter structures of the Association, working in close cooperation with the Region Chair and Vice Chair of their respective regions. They shall inform the respective chapter executive boards of all actions and activities occurring at meetings of the Board of Directors and of other matters that come to their attention.

INTERNATIONAL OFFICERS

The duties and responsibilities of the respective International Officers are described herein.

INTERNATIONAL PRESIDENT

The International President shall be the chief elected officer of the Association and shall, subject to the control of the Board of Directors and the International Executive Committee, have general oversight of the business and affairs of the Association. This officer shall preside at all meetings of the general membership, the Board of Directors, the International Executive Committee, shall be an ex-officio member of all International Committees except the International Nominations and Elections Committee, and shall have the general powers and duties usually vested in the office of the president of an association and such other duties and powers as may be prescribed by the Board of Directors and the Bylaws.

INTERNATIONAL PRESIDENT ELECT

The International President Elect shall perform the duties of International President if the International President is absent or unable to discharge the duties of office and shall perform such other duties as may be required by the International Executive Committee, the International President, and the Bylaws. This officer shall be an ex-officio member of all International Committees, except the International Nominations and Elections Committee, shall act as liaison between the International President and the said Committees, and shall recommend for appointment a Chair and, in coordination with the International Vice President, a Vice Chair for each International Committee. In addition, the International President Elect recommends for appointment the members of the International Service Committees and

shall be responsible to the International President and the International Executive Committee for the proper functions of said Committees.

INTERNATIONAL VICE PRESIDENT

The International Vice President shall be responsible for the coordination of activities between the Region Vice Chairs and the Chapters in their respective Regions and the office of the International President. The International Vice President shall be an ex-officio member of all International Committees, except the International Nominations and Elections Committee, and shall perform such other duties as may be required by the International Executive Committee, the International President, and the Bylaws.

INTERNATIONAL TREASURER

The International Treasurer shall provide oversight of all funds of the Association, serve as the Chair of the International Finance Committee, and shall perform such other duties as may be required by the International Executive Committee, the International President, and the Bylaws.

INTERNATIONAL SECRETARY

The International Secretary shall keep, or cause to be kept, a book of minutes at the Headquarters of the Association of all meetings of the Board of Directors, the International Executive Committee (with the exception of Executive Session meeting minutes, which are to be kept by General Counsel) and the International Governing Council. The minutes shall include the time and place of holding, whether regular or special, how authorized, and notice thereof given, the names of those present at such meeting, and the proceedings thereof. The International Secretary shall keep, or cause to be kept, a register at Headquarters of the Association, or a duplicate register, showing the names of all the members of the Association and their addresses. The International Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws. The International Secretary shall keep or cause to be kept at the Headquarters of the Association the seal of the Association and shall be responsible for its use. The International Secretary shall serve as the Vice Chair of the International Finance Committee and shall perform such other duties as may be required by the International Executive Committee, the International President, and the Bylaws.

EXECUTIVE DIRECTOR²

The Executive Director shall, subject to the International President, have general supervision, direction, and control of the Headquarters and of the business affairs of the Association and shall have the general powers and duties of management usually vested in the office of the executive director of an association or corporation and such other powers and duties as may be prescribed by the International Board of Directors or the International Executive Committee. The Executive Director shall be a non-voting member

² Executive Direct replaced Chief Executive Officer by IEC motion on 8/3/2023.

of the Board of Directors and a non-voting member of the International Executive Committee and shall be responsible to the Board of Directors through the International President and the International Executive Committee. The Executive Director shall be appointed by the International President, subject to the approval of the International Executive Committee, and shall hold office until such time as he or she retires, resigns, or is removed by the International President with the approval of the International Executive Committee. The Executive Director shall employ such personnel as deemed necessary, within the approved budget.

INTERNATIONAL GENERAL COUNSEL AND PARLIAMENTARIAN

The International General Counsel and Parliamentarian represents the Association in all legal matters. The International General Counsel shall be a member of the International Executive Committee with voice but no vote, shall be appointed by the International President, subject to the approval of the International Executive Committee, and shall hold office until he or she retires, resigns, or receives formal notification of the appointment of a successor. The International General Counsel shall be responsible to the Board of Directors through the International President and the International Executive Committee. The Parliamentarian shall be the final authority on proper conduct of business of the Association, having one principal duty of advising the International President on correct parliamentary procedure at all meetings of the Board of Directors or the International Executive Committee, provided that such rulings shall not conflict with the Bylaws or other rules and regulations of the Association.

REGION CHAIR

The Region Chair serves as an elected officer of the Association and as the elected leader of the Region, presides at meetings and caucuses of the Region. The Region Chair, as a member of the International Governing Council, represents their respective Region and acts on behalf of the Association as a whole.

Region Chairs shall develop an annual strategic plan and budget for their respective Region. Region Chairs may collaborate with internal and external partners through speaking engagements and participation in events that enhance the recognition of the Association and the right of way profession.

REGION VICE CHAIR

The Region Chair serves as an elected officer of the Association and shall perform the duties of Region Chair if the Region Chair is absent or unable to discharge the duties of office and shall perform such other duties as may be required by the Region.

ADVISORY COUNCIL

The Advisory Council of the Association shall consist of all Past International Presidents who have served at least seventy-five percent (75%) of a full one-year term as President. The Advisory Council shall act in an advisory capacity to the Officers and the Board of Directors in all matters.

INTERNATIONAL EXECUTIVE COMMITTEE

The International Executive Committee consists of the International President, International President Elect, International Vice President, International Treasurer, International Secretary, Executive Director, and International General Counsel and Parliamentarian, shall be responsible to the Board of Directors through the International President, and shall have the general powers and duties as usually vested in the offices of an Association. The International Executive Committee partners with staff to develop and implement the strategic plan and provide general oversight of the business of the Association. The International Executive Committee meets as needed to address human relations and personnel issues, adjustment of budgets, ethics, administrative matters, day-to-day operations, and emergency concerns requiring immediate or timely action.

INTERNATIONAL GOVERNING COUNCIL

The International Governing Council consists of ten Region Chairs and seven International Executive Committee members. The International Governing Council has the authority of the Board of Directors in managing the goals and objectives of the Association, exclusive of those powers delegated to the International Executive Committee per the Bylaws. The International Governing Council meets throughout the fiscal year to conduct the business of the Association and to create interim policies that are ratified by the Board of Directors at the Annual Meeting of the Members.

INTERNATIONAL COMMITTEES

International Committees implement programs associated with Association goals and objectives. International Committees via the International Committee Chair are to:

- Provide reports and execute assignments as directed by the International Executive Committee or Board of Directors.
- Promote membership, participation, and ethical and professional standards within the International Committee and Association as a whole.
- Not make any official appearance on behalf of the Association or present any evidence to legislative, political, other associations, or any private or public body without the expressed concurrence in writing from the International Executive Committee or Board of Directors.

INTERNATIONAL SERVICE COMMITTEES

International Service Committees provide input into key Association management functions.

INTERNATIONAL INDUSTRY COMMITTEES

International Industry Committees focus on issues regarding the disciplines and industries impacted by

the right of way profession.

APPOINTMENTS

Annually, prior to the Annual Meeting of the Board of Directors, the International President Elect, subject to consent³ by the International Executive Committee and Board of Directors, shall recommend for appointment a Chair and, in coordination with the International Vice President, a Vice Chair for each International Committee, with the exception of the International Finance Committee. In addition, the International President Elect recommends for appointment the members of the International Service Committees, with the exception of the International Finance Committee. Appointments are ratified by the Board of Directors at the Annual Meeting of the Board of Directors.

REGION REPRESENTATIVES

The International President Elect, in coordination with International Industry Committee Chairs and Region Chairs, shall appoint Region Representatives and at-large members, as required, to accomplish the International Industry Committees' goals and objectives. A member appointed as a Region Representative to an International Industry Committee must be an active member of a Chapter located within that Region. The Region Chair shall confirm the members' participation in the Chapter and the International Industry Committee Chair shall confirm the members' participation in the International Industry Committee prior to the appointment being finalized. All finalized appointments are forwarded to the International Executive Committee.

Appointed Region Representatives will serve two-year terms and are eligible for reappointment. Representatives from odd-numbered Regions shall be appointed in odd-numbered years and representatives from even-numbered regions in even-numbered years. The exception to this would be where, in making appointments for newly established Committees, Region Representatives appointed from odd-numbered Regions in the even numbered years shall be appointed for a one-year term and vice versa. At-large members shall serve a one-year term and are eligible for reappointment.

REMOVAL

An International Committee member including Chair, Vice Chair, and Region Representative may be removed from their position by the appointing body on the following grounds:

- The International Committee member ceases to be a member in good standing of their Chapter;
- Is suspended or expelled from membership in the Association; or
- In the opinion of the appointing body, the member failed to, refused to, or otherwise cannot properly perform the duties of office.

³ Consent replaced confirmation by IEC motion on 3/2/2022.

VACANCIES

Vacancies on an International Committee shall be filled by appointment as described above. However, the appointed member may serve only the unexpired term remaining of the vacancy being filled and is eligible for reappointment.

SUBCOMMITTEES

International Committee Chairs may align their respective International Committee into functional subcommittees or task forces to address issues before the Committee. The Committee Chair, after securing the advice and concurrence of the International President Elect, shall appoint such subcommittee chairs as required by actions initiated. Such subcommittee shall cease to function upon completion of the specific duties or task assigned at the direction of the International President Elect and/or Committee Chair.

ARTICLES FOR PUBLICATION

International Committees are encouraged to submit at least one article for publication in Right of Way magazine each year. The article should be of interest to the general membership related to Committee activities or topics related to the industry discipline.

LIAISONS

Each International Committee may be assigned an International Executive Committee member and staff member to act as a liaison to the Committee to provide technical and/or administrative support. Liaison determinations will be made by the International President Elect with concurrence from the International Executive Committee.

MEETINGS

International Committees typically meet in conjunction with the Annual Education Conference and may hold additional meetings during the year. IRWA staff will assist International Committees in securing meeting space or video conferencing consistent with the IRWA travel and expense reimbursement policies and the annual budget.

The latest edition of Robert's Rules of Order is recognized as the authority governing the International Committee meetings of the Association, in all instances wherein its provisions do not conflict with State or Provincial not-for-profit Corporations Codes or the Association's Bylaws. Motions that affect Association resources outside of the annual budget or are outside of Association Policies and Procedures are subject to the International Governing Council and Board of Director review and approval.

LEGAL LIABILITY

As described in the Bylaws, the Association maintains a Directors and Officers Liability Insurance (D&O) policy that provides blanket coverage to protect International Committee members, as well as other IRWA leaders and staff in the event litigation results from action taken by the Association. It is therefore necessary to ensure that all IRWA appointments are made in accordance with the Association's Bylaws and Policies and Procedures.

The Association maintains legal counsel whose primary responsibility is to advise the International Executive Committee, International Governing Council, and Board of Directors on Association matters. Should it be necessary for legal counsel to assist an International Committee, prior approval must be granted by the International President and Executive Director.

DIRECTORIES

International Committee Chair names are published in Right of Way magazine and maintained on the IRWA website.

ANNUAL MEETING OF THE BOARD OF DIRECTORS

The Board of Directors, at the Annual Meeting of the Board of Directors of the Association, shall organize for the next succeeding year by electing an International President Elect, International Vice President, International Treasurer, and International Secretary, one Region Chair and one Region Vice Chair for each of the Regions, and such other officers, assistants, and alternates as the needs of the Association may require, who may, but need not, be members of the Board. None of the above shall hold more than one International elective office listed above.

INTERNATIONAL NOMINATIONS AND ELECTIONS COMMITTEE

It is the responsibility of the International Nominations and Elections Committee to:

- Identify leadership qualities necessary to uphold each position of the International Executive Committee;
- Seek out qualified and willing Association members who have demonstrated these leadership qualities;
- Encourage those members to serve as International Executive Committee Officers for the Association;
- Receive and prepare nominations for each position of the International Executive Committee.

The International Nominations and Elections Committee is to advise the membership, including current and prospective officers, about the qualities and capabilities desired of Association leaders, as well as the requirements of holding office. Additionally, members should be advised by the International Nominations and Elections Committee to consider an individual's depth of dedication to International Right of Way Association's purpose, mission, vision, Code of Ethics, the quality of demonstrated professional leadership, and individual capabilities when nominating and voting for leaders of the Association.

Anyone who accepts an appointment to the International Nominations and Elections Committee shall, as a condition of said appointment, waive their right to seek office on the International Executive Committee or a Region officer during the year(s) of said appointment (*International Executive Committee Resolution, 1984-1985*). However, a Region Representative can hold a Chapter office during their appointed time serving on the International Nominations and Elections Committee.

NOMINATIONS

NOTIFICATION

The contact information for the International Nominations and Elections Committee members and a notification regarding upcoming elections shall be published in two issues of Right of Way magazine. The September/October publication shall include an announcement to the Association membership seeking

nominations for election as an officer to the International Executive Committee.

The announcement will include a statement that nominations will be accepted from individual members or on behalf of a Chapter or Region. In addition, the publication shall contain a notice that all nominations shall be postmarked no later than December 1 of the year preceding the term of the election in order for that nominee's announcement be included in Right of Way magazine. Inclusion in Right of Way magazine is not however a prerequisite for election to the International Executive Committee.

Any member, Chapter, or Region may recommend that a person be nominated for more than one elected office. If a person is nominated for more than one office he or she shall be contacted by the Chair of the International Nominations and Elections Committee and asked for which office they would prefer to be nominated. The person shall be publicized as a nominee for one office only.

NOMINATION BY PETITION

Any Member, Chapter, or Region may petition to place a nominee on the ballot as a candidate for election to an office on the International Executive Committee. Any such petition must be submitted to the International Nominations and Elections Committee no later than December 1 of the year preceding the year in which the election is scheduled to take place.

NOMINATIONS FOR REGION OFFICE

Nominations for Region Officers in each Region shall be made by the members of the Region Forum. Each Region shall submit a report to the International President, with a copy to the International Secretary, no less than forty (40) days prior to the date of the Annual Meeting of the Board of Directors listing the nominations for Region Officers.

NOTICE BY SECRETARY

It shall be the responsibility of the International Secretary to prepare and mail, e-mail, or facsimile each nominations for Region Officers report to each member of the Board of Directors no less than three weeks prior to the date of the Annual Meeting of the Board of Directors.

ENDORSEMENT AND OBJECTION

Between December 1 and April 1, members, Chapters, and Regions are encouraged to discuss the nominees and forward their endorsement of, or objection to, any such person to the International Nominations and Elections Committee Chair. No member, Chapter, or Region shall take action to formally endorse any nominee before December 1 of the year preceding the year of the election. Potential candidates are allowed to present at fall forums and chapter meetings.

CANDIDATES

The International Nominations and Elections Committee shall conduct a meeting each year prior to May 1 to consider nominations, together with all endorsements and objections received, and put forth candidates to serve as officers on the International Executive Committee. The International Nominations and Elections Committee shall designate at least one candidate for each international office to be filled at the next annual election. The International Nominations and Elections Committee may not however put forth anyone as a candidate for more than one office.

The affirmative vote of a majority of International Nominations and Elections Committee members for candidates for each such elected office shall represent its decision. Dissenting members of the International Nominations and Elections Committee shall have the same prerogative as any member of the Board of Directors to submit nominations for any elected office from the floor at the Annual Meeting of the Board of Directors.

The International Nominations and Elections Committee Chair shall submit a report to the International President, with a copy to the International Secretary, containing the names of the candidates for each such elected office, except those of International President, Region Chairs and Region Vice Chairs, not less than forty (40) days prior to the date of the Annual Meeting of the Board of Directors provided, however, in the event the International President Elect has assumed the office of International President, as a result of a vacancy in that office, a candidate for the office of International President shall also be named in said report.

The International Nominations and Elections Committee Chair shall notify each of the nominees in writing as to whether or not the International Nominations and Elections Committee has selected them as a candidate for office and, if so, for which office. The report of the International Nominations and Elections Committee shall not be made public until such time as the International President has been contacted and a reasonable attempt has been made to inform each of the nominees of the International Nominations and Elections Committee decision.

QUALIFICATIONS

The following are the minimum qualifications of candidates for International Officers:

- The candidate must have been a member in good standing of a Chapter or Chapters of the Association for a period of not less than three years immediately preceding the annual election of such Officers;
- The candidate must either (1) have served for a minimum of one year as an elected officer of a Chapter of the Association, or (2) have served a minimum of one year as Chair or Vice Chair of one of the Committees of the Association;
- All candidates for the office of Region Chair or Vice Chair must be members of one of the Chapters

in the Region they are to serve and must have the SR/WA designation; and

- All candidates for any of the elective offices of the International Executive Committee must have the SR/WA designation.

CANDIDATE SUMMARY

The International Nominations and Elections Committee shall originate, prepare, receive, and distribute a candidate summary of professional qualifications on each International Executive Committee candidate for submission to the Board of Directors. Each summary shall show the extent of demonstrated professional leadership at the local, Region, and International level. The International Nominations and Elections Committee may consult with any member of the Association regarding qualifications and capabilities of candidates.

NOMINATION FROM THE FLOOR

Any member of the Board of Directors may nominate from the floor any qualified member of the Association for any such office.

If a member is nominated from the floor, the International Nominations and Elections Committee will:

- Pause the election for up to 25 minutes.
- Be called to order.
- Work with Headquarters to confirm that the nominee is a member in good standing.
- Ask the nominee to appear before the International Nominations and Elections Committee to be asked a series of questions to determine if they meet the qualifications for International Office.
- Deliberate and decide on the qualifications of the nominee.
- Report the decision to the International President and the Board of Directors.
- Resume the election.

VOTING PROCEDURE

CREDENTIALS CERTIFICATION FORM

International Directors are to submit a completed Board of Directors Credentials Certification Form to the International Secretary and the Executive Director by May 1 in order for the International Director to vote at the Annual Meeting of the Board of Directors.

VALIDATION AND REGISTRATION RESPONSIBILITY

The International Secretary is responsible for the validation and registration of International Directors prior to the Annual Meeting of the Board of Directors of the Association. The International Nominations and Elections Committee and staff will assist as described herein.

REGISTRATION BOOKS

Registration Books (one per Region) containing sign-in sheets for International Directors are to be provided by the Executive Director to the International Nominations and Elections Committee Chair prior to the Annual Meeting of the Board of Directors.

In each Registration Book, the top half of each sheet is to include the printed name of the designated two-year director and a signature line for that director followed by a blank line labeled "ALTERNATE" for the printed name of an alternate director, if any, and a signature line for the alternate director. The bottom half of the sheet shall contain the same information for the one-year director.

An International Executive Committee and Advisory Council Registration Book will be prepared with the printed name line and the signature line for each eligible position or member.

PRELIMINARY REGISTRATION

The International Nominations and Elections Chair will provide the Registration Books to the respective International Nominations and Elections Region Representative or alternate as appointed by the Chair. The Region Representative or alternate will attend the respective Region Caucus and conduct the preliminary registration of International Directors and alternate International Directors.

International Directors and alternate International Directors whose names are printed in the Registration Book may sign in. New alternate Directors, after providing documentation indicating the resignation of an International Director and their election as an alternate International Director by the Chapter, may cross out the name of the International Director they are replacing, print their name on the alternate line, and sign in.

The International Nominations and Elections Committee Region Representative will return the Registration Book, including alternate International Director documentation as applicable, to the International Nominations and Elections Committee Chair after the Region Caucus. After review, Region Chairs will be advised of the status of registration for the International Directors of their Region by the International Nominations and Elections Chair.

REGISTRATION

On the designated date, the International Nominations and Elections Committee will conduct registration for the Board of Directors Meeting. Registration tables will be staffed by International Nominations and Elections Committee Region Representatives or alternates outside the entrance to the meeting room. The International Nominations and Elections Committee Chair may appoint non-Committee member alternates if necessary for adequate staffing of the registration tables. The International Secretary and/or International General Counsel are to be present at registration in case eligibility rulings are necessary.

Registration Books used for preliminary registration will be at the registration tables. Each International Nominations and Elections Committee Regional Representative will be designated as responsible for no more than two Registration Books.

If an International Director signed in during preliminary registration, they are to initial next to their signature and receive a voting instrument. If an International Director did not sign in during preliminary registration, they are to do so and initial their attendance next to their signature and receive a voting instrument. Alternate Directors not previously approved must provide a signed Board of Directors Credentials Certification Form from their Chapter authorizing the substitution.

The International Nominations and Elections Committee Chair will turn the completed Board of Director's Registration Books and completed Board of Directors Credentials Certification Forms in to the International Secretary upon completion of registration at the Board of Directors meeting.

VOTING INSTRUMENTS AND BALLOTS

International Headquarters will provide to the International Nominations and Elections Committee Chair an adequate supply of voting instruments so that each authorized member of the Board of Directors is able to vote. Headquarters will also provide an adequate supply of blank written ballot forms.

FINANCE

INTERNATIONAL FINANCE COMMITTEE

The purpose of the International Finance Committee is to assist the International Treasurer in fulfilling its oversight responsibilities with respect to the monitoring and oversight of the Association's financial resources.

The International Treasurer will Chair and the International Secretary will serve as the Vice Chair of the International Finance Committee. Additional member appointments are made by the International Treasurer, subject to confirmation by the International Executive Committee.

INVESTMENT COMMITTEE

With approval of the International President, the International Executive Committee may appoint an Investment Committee annually to review the Association's investment of funds and make recommendations to the International Governing Council.

ANNUAL BUDGET

By November 1, prior to the new fiscal year (which is defined as July 1 – June 30), the Chief Financial Officer will prepare and present an initial draft of the Association budget to the International Treasurer. The initial draft budget will be accompanied by a narrative that will define the income and expense categories, the assumptions used in developing the budget, and a brief description of each line item.

The Finance Committee will review and revise the initial draft budget and provide a recommended budget and narrative to the International Executive Committee by February 1.

The International Executive Committee will review and revise as needed, and submit a final recommended budget and narrative to the International Governing Council by March 1. The Region Chairs will distribute the final recommended budget and narrative to their respective Chapter Leadership for discussion at Spring Forums.

The final recommended budget and narrative will be distributed to the Board of Directors by May 1 to vote and approve at the Annual Meeting of the Board of Directors.

All approved budgeted items that are over or under budget by 10% or \$10,000.00 are to be presented to the International Governing Council for consideration and approval.

NON-BUDGETED ITEMS

Non-budgeted items over \$20,000.00 are to be presented to International Governing Council for

consideration and approval. The International Governing Council is to be provided with regular updates in regard to these items.

CONTRACTS/PURCHASE ORDERS (PO)

No agreement shall be executed until after being reviewed and approved as to form by the International General Counsel and approved as to terms by the International Executive Committee. Upon approval of International General Counsel and the International Executive Committee, agreements that contractually obligate the Association shall be executed by its International President and Executive Director. Chapter Course Instructor Contracts may be signed by the Executive Director or Chief Financial Officer.

Generally, agreements under this provision pertain to, but may not be limited to, those that bind the Association to member consultants and agencies, non-member customers, other associations, non-profits, and charities, are in excess of \$5000, carry special risks, or have irregular language. The Executive Director and their designees shall have authority to execute day to day operations and minor agreements such as but not limited to, software licenses, rental car agreements, caterers, hotels, various vendors related to operations of the office under the \$5000 threshold and previously reviewed agreements. The Executive Director shall give the IEC opportunity to review agreements to clarify if they require approval.⁴

CORPORATE CREDIT CARDS

Corporate credit cards are to be used for business operations as needed, with the prior approval of the Executive Director, so long as their use does not conflict with any part of these Policies and Procedures.

Corporate credit cards are not to be used for individual member, staff, or consultant travel expenses such as airfare, hotel, meals, etc., with the exception of Association-related group event travel which requires prior approval of the Executive Director. Staff may use Corporate Credit Cards for individual travel subject to normal travel policies and documentation, for individual association related travel subject to normal travel policies and documentation, when pre-approved by the Executive Director and International President on an annual basis.⁵

Monthly and recurring credit card payments must have the annual approval of the Executive Director and Chief Financial Officer. Payments will be reviewed annually for the possibility of payment via purchase order or single annual payments.

Receipts are required for all charges made on a corporate credit card and are to be submitted to the Chief Financial Officer within three business days of the closing date listed on the credit card account statement.

All benefits or points from any corporate credit card shall only be used with prior approval of the Executive

⁴ Paragraph added by IEC motion on 8/03/2023.

⁵ Second sentence added by IEC motion on 8/03/2023.

Director and Chief Financial Officer.

BANKING

INTERNATIONAL COMMITTEE

International Committees are not authorized to open bank accounts or fund International Committee activities through personal bank accounts. The Chief Financial Officer will provide assistance to track fundraising, donations and income, or expenses. Any exception to this policy is to be reviewed and approved by the International Executive Committee.

Credit cards and debit cards are not permitted for any International Committee.

REGION

Each Region is to have its own bank accounts, must use the International Right of Way Association Tax ID when opening any account, and must not fund any Region finances through personal accounts and vice versa. Before implementing any change to Region accounts (opening or closing), the Region must notify and secure the approval of the Chief Financial Officer. If additional documentation is required by the financial institution, inquiries are to be directed to the Chief Financial Officer.

Monthly and annual reporting of financial statements are required to be submitted prior to preparation of annual taxes.

Credit cards are not permitted for any Region without prior approval of the International Executive Committee. Debit cards are not permitted for any Region.

CHAPTER

Each Chapter is to have its own bank accounts, must use the International Right of Way Association Tax ID when opening any account, and must not fund any Chapter finances through personal accounts and vice versa. Before implementing any change to Chapter accounts (opening or closing), the Chapter must notify and secure approval of the Chief Financial Officer. If additional documentation is required by the financial institution, inquiries are to be directed to the Chief Financial Officer.

Monthly and annual reporting of financial statements are required to be submitted prior to preparation of annual taxes.

Credit cards are not permitted for any Chapter without prior approval of the International Executive Committee. Debit cards are not permitted for any Chapter.

INTERNATIONAL COMMITTEE EXPENSES

Per the annual budget, each International Committee is allocated a certain amount of funds to be used to by the International Committee for their expenses as described in the Committee's strategic plan as approved by the International Governing Council. If a Committee has questions as to which programs have been approved or which expenses are authorized, the Committee Chair should contact the International President Elect.

If a Committee determines that it requires additional funds over and above those initially approved or perceives a need to incur a financial liability that will continue beyond the current fiscal year, the Committee Chair must contact the International President Elect for approval prior to proceeding.

REGION OFFICER TRAVEL REIMBURSEMENT

Per the annual budget, each Region is allocated certain funds to reimburse Region Officers for travel expenses incurred while performing their respective duties, such as but not limited to attending Chapter meetings within their Region and attending Region Forums. Region Officers must receive approval from the Region Chair prior to incurring any travel expense intended for reimbursement.

Should a Region determine that it requires additional funds over and above those in the annual budget the Region Chair is to contact the International Executive Committee for approval before proceeding.

TRAVEL EXPENSE REIMBURSEMENT

This policy outlines reimbursable expenses for persons traveling on behalf of the Association to:

- Ensure compliance with Internal Revenue Service (IRS) and requirements.
- Ensure that reimbursements are on a fair and equitable basis.
- Avoid undue record keeping and reimbursement delays.
- Ensure that expenses are real and actual.

Expenses that are in compliance with IRS requirements and this policy are eligible for reimbursement. Expenses that are not in compliance with the IRS requirements or this policy are to be reviewed by the International Executive Committee and approved at their discretion. If the International Executive Committee determines the expense submitted is not considered reimbursable, a memo will be provided indicating the amount not covered.

AUTHORIZED TRAVELERS

The following authorized travelers are eligible for the following reimbursements:

International President	One traveler and one companion authorized for travel to the Annual Education Conference and all IRWA and affiliate meetings.
International President Elect	One traveler and one companion authorized for travel to the Annual Education Conference and one IRWA or affiliate meeting as designated by the International President.
International Vice President	One traveler authorized for travel to all IRWA meetings as designated by the International President.
International Treasurer	One traveler authorized for travel to all IRWA meetings as designated by the International President.
International Secretary	One traveler authorized for travel to all IRWA meetings as designated by the International President.
Executive Director ⁶	One traveler authorized for travel to all IRWA meetings as designated by the International President and one traveler and one companion authorized for travel to the Annual Education Conference and one IRWA or affiliate meeting as designated by the International President.
International General Council	One traveler authorized for travel to all IRWA meetings as designated by the International President.
Staff	One traveler authorized for travel to all IRWA meetings as recommended by the Executive Director and approved by the International Executive Committee.
International Region Chairs & Vice Chairs	One traveler authorized for travel to all IRWA meetings as designated by the International President.
International Committee Chairs & Vice Chairs	One traveler authorized for travel to all IRWA meetings as approved by the International Executive Committee.
International Committee Members, and other IRWA or Affiliated Members	As approved by the International Executive Committee.
Additional Spouse/Companion	To qualify for reimbursement of a spouse or companion expense (not previously listed above), the spouse/companion must be an IRWA member or affiliate who attends, participates, or renders reports at scheduled meetings or, attends meetings for medical support reasons and is a travel companion for IRWA person traveling.

BUSINESS/TRAVEL EXPENSE REPORT FORM

The Business Travel Expense Report Form (available in US, Canadian and International versions) is used to request travel advances and reimbursement by authorized travelers including members and staff.

Once the completed form is received and processed by Headquarters, it will be forwarded to the International Treasurer for final review and approval. Should there be any questions, the International Treasurer will contact the traveler.

⁶ Revised per IEC Motion on 9/07/2023.

Once approved, expense report will remain on file for review by the IRS as per the Retention Policy.

INTERNATIONAL RIGHT OF WAY ASSOCIATION EVENTS

Travelers are to use the current calendar year Business/Travel Expense Report Form to request reimbursement of travel associated with IRWA events. Business/Travel Expense Report Forms must be signed by the traveler and approved by the proper authority (Region, Committee Chair, etc.) prior to submitting to Headquarters.

NON-INTERNATIONAL RIGHT OF WAY ASSOCIATION EVENTS

Travelers are to use the current calendar year Business/Travel Expense Report Form to request reimbursement for travel associated with non-IRWA events. Pre-approval must be received from the International President or Executive Director for travel reimbursement associated with non-IRWA events. Business/Travel Expense Report Forms must be signed by the traveler and the International President or Executive Director prior to submitting to Headquarters.

TRAVEL OUTSIDE THE UNITED STATES

Travelers within Canada must use the Canadian Business/Travel Expense Report Form.

Travelers from the US to Canada or from Canada to US must use both the Canadian and US Business/Travel Expense Report Forms. Expenses incurred in US Dollars (USD) are to be itemized in USD and expenses incurred in Canadian Dollars (CAD) are to be itemized in CAD. Reimbursement may be paid in either USD or CAD per the traveler's request.

For all other international travel, travelers must use the International Business/Travel Expense Report Form.

Business/Travel Expense Report Forms must be signed by the traveler and approved by the proper authority prior to submitting to Headquarters.

ADVANCE PURCHASES

Purchases made in advance of an event (flight, registration, fees etc.) may be submitted on the Business/Travel Expense Report Form upon completion of the purchase. The reimbursement request will be reviewed and processed as outlined.

TIMELINESS

Completed Business/Travel Expense Report Forms must be received by Headquarters within 30 days of the event. Forms received after 30 days will be forwarded to the International Executive Committee for

review and approval and may be delayed or denied.

RECEIPTS

Itemized receipts are required for any expense associated with airfare, hotel, meals, and local travel. Receipts may be submitted in the form of electronic, photocopy, or original receipts.

Airline receipts, not travel agency invoices, must be submitted.

Reimbursements for other travel expenses less than \$25.00 USD are not required to be supported by receipts, although it is recommended.

AIRFARE

IRWA will reimburse for economy or standard airfare. Travelers will be responsible for paying the difference for any and all upgrades. Tickets should be purchased as far in advance as possible to take advantage of the lowest fares or a minimum of 45 days in advance.

GROUND TRANSPORTATION

Ground transportation includes the use of a taxi, UBER, Lyft, shuttle or public transportation. Reimbursement is authorized for actual business related costs, plus tip.

PERSONAL AUTOMOBILE

If the traveler chooses to drive to a meeting in lieu of using commercial transportation, reimbursement will be based on lesser of the standard fare or a not to exceed 1,000 miles (1,610 Kilometers) round trip when used in lieu of airfare with the reimbursement amount based on the actual documented mileage incurred multiplied by the approved IRS/Canada Revenue Agency (CRA) rate. Travelers must provide a fly-versus-drive comparison computed at least 45 days in advance of the event with their Business/Travel Expense Report Form.

Parking and toll fees will be reimbursed as incurred with appropriate documentation. Transportation to and from the airport will be limited to the lesser of ground transportation or parking a personal automobile at the airport.

RENTAL VEHICLE

Rental vehicles are reimbursed only when other methods of transportation are not reasonably obtainable or when it is more cost effective for a large group to rent a vehicle, and requires pre-approval by the Executive Director or International Treasurer.

If necessary to rent a vehicle, a collision damage waiver must be purchased unless traveler has current

personal insurance that covers rental vehicles (this is to ensure that traveler will not be liable for out-of-pocket expenses should an accident occur). Parking and toll fees will be reimbursed as incurred with appropriate documentation.

LODGING

Lodging expenses will only be reimbursed up to the rate contracted by International Right of Way Association for the specific meeting. All efforts should be made to use the IRWA Event rate (block rate) when attending an IRWA event. Travelers will be responsible for paying the difference for any and all upgrades.

MEALS AND ALCOHOL

Meals and alcohol will be reimbursed, including tips, on a daily basis not to exceed \$75.00 USD per day, per traveler. Each expense is to be properly identified on the Business/Travel Expense Report Form.

PHONE AND INTERNET

Basic phone and internet expenses for Association business purposes while traveling will be reimbursed. Phone and internet charges incurred for personal and/or non-IRWA business uses while on IRWA travel, will not be reimbursed.

REGISTRATION FEES

When required for meetings where a registration fee is collected, reimbursement will be made to the authorized IRWA traveler at the standard amount specified. Late registration fees will not be reimbursed.

REIMBURSEMENT CHECKLIST

Before submitting the Business Travel Expense Report Form, confirm:

- The current year's Business Travel Expense Report Form is being used.
- Expenses claimed are allowed under the current policy.
- Airline, hotel, ground transportation, and meeting registration receipts are attached.
- Additional room charges for meals, water, internet, etc. are itemized by day and by traveler, as applicable.
- Receipts for meals and alcohol are itemized by day and by traveler, as applicable.
- Pre-approval for car rental is attached, if applicable.
- Dates, location, purpose of reimbursement, traveler's signature and date, and approver's signature, title, and date is included on the form.

EXPENSE APPROVALS⁷

Limits of authority to approve expenses are as follows:

Class	Above	To	Approval	Method	Examples
Budgeted Annual Known Expenses*	-	\$499	Manager	Writing - Email ok	Shipping expense, supplies
	\$500	\$4,999	Manager & CFO/Controller	Writing - Email ok	course materials, software renewal
	\$5,000	\$49,999	CFO & International Treasurer	Writing - Email ok	Building expenses, payroll
	\$50,000		CEO, CFO & International Treasurer	Appropriate form	Conference expenses
Budgeted new equip., special vendor, or software	-	\$49	Manager	Writing - Email ok	stapler, mouse, keyboard
	\$50	\$499	Manager & CFO/Controller	Writing - Email ok	minor software, membership
	\$500	\$4,999	CFO & International Treasurer	Appropriate form	new computer, major software
	\$5,000		International Executive Committee	Motion & Meeting Minutes	server, legal or HR services
Un-budgeted	-	\$49	Manager & CFO/Controller	Writing - Email ok	stapler, mouse, keyboard
	\$50	\$499	CEO, CFO & International Treasurer	Appropriate form	minor software, membership
	\$500	\$19,999	International Executive Committee	Motion & Meeting Minutes	new computer, major software
	\$20,000		International Governing Council	Motion & Meeting Minutes	special projects
10% variance on special projects			International Governing Council	Motion & Meeting Minutes	symposium, outside vendor
Travel	NA	NA	As per form	As per form	see annual travel expense form

* Monthly or as invoiced

⁷ Limits of authority added by IEC motion on 6/17/2021.

MEMBERSHIP

The Bylaws provide for member types and individuals may select which type is suitable for their membership needs. To remain a member in good standing, dues must be paid annually.

Corporate and Agency membership agreements will be reviewed/approved by the International Executive Committee and processed by Headquarters.

APPLICATION

Individuals desiring to join IRWA may submit an application either to a Chapter, to Headquarters, or may join online. Applications submitted to a Chapter are approved and sent to Headquarters along with payment of dues. Applications submitted directly to Headquarters or online are processed administratively and then sent to the appropriate Chapter for formal approval.

Membership is confirmed at the time when a paid application is processed at Headquarters and a membership number is assigned, after favorable action on the application is taken by the local Chapter. Chapters are encouraged to forward membership applications and payments immediately to Headquarters so the membership can be recorded, confirmed, and the individual may begin receiving the benefits of membership in IRWA. If for any reason an application is not approved, the funds submitted by the applicant will be reimbursed by Headquarters. From the time a prospective member applies until he or she is approved or disapproved by a Chapter, they shall be referred to as a Pending Member.

CERTIFICATES AND PINS

Membership certificates and pins for new members are provided at no cost to the Chapters by Headquarters.

Certificates shall bear the Association emblem and contain:

INTERNATIONAL RIGHT OF WAY ASSOCIATION

(Name of Member) has been duly qualified and elected a member of the International Right of Way Association (Chapter Number), (Date).

The International President and International Secretary execute the certificates.

Headquarters will also provide a membership pin to new members. The pin will be sent to the respective Chapter membership chair for presentation by the Chapter to the new member, unless other instructions are received.

CARDS

Headquarters issues membership cards to new members and renewing members when the annual dues are paid.

INFORMATION PACKETS

Chapters may receive 10 free Membership Information Packets each calendar year by contacting the Membership Coordinator at Headquarters.

DUES RENEWAL

Membership is renewed annually in accordance with the following milestones:

- June: Board of Directors approves Annual Budget and sets annual dues amount for the next calendar year.
- September 1: Headquarters sends copies of Chapter membership rosters to each Chapter for annual certification (additions, deletions, and changes). Copies are sent to the Region Chairs/Vice Chairs.
- September 30: Chapters return the updated member rosters to Headquarters along with any changes to their local dues and application fee amounts for the next calendar year.
- October 1-14: Headquarters updates the membership database and prepares to run Membership Dues Invoices and the Membership Identification Cards for the next calendar year.
- October 15-31: Membership Dues Invoices are run and mailed to the membership.
- January 1: Membership Dues Renewals are due and payable to Headquarters.
- March 15: All unpaid membership renewals are due.
- March 16: Unpaid membership renewals are overdue and delinquent. Final renewal notices invoices are run and mailed.
- April 15: Reinstatement fee of \$50.00 USD is applied to all unpaid members.
- June 30: Education Foundation donations received by Headquarters during the dues renewal process are forwarded to the Foundations. Amounts forwarded are based on the specific amounts earmarked for each foundation by the donating member.
- May 1-June 30: An exit survey of non-renewing members will be conducted by staff to determine the reason individuals have decided not to renew.

REINSTATEMENT OF MEMBERSHIP

Any unpaid member may reinstate their membership at any time during the current dues year by paying delinquent dues and the additional administrative reinstatement fee of \$50.00 USD. Unpaid members who wish to activate their membership after the dues year must join in the same manner as a new member.

TRANSFER

A member in good standing, whose Chapter and International dues have been paid in full for the current membership year, may transfer their IRWA membership from one Chapter to another. The transferring member is to request a transfer of membership to the new Chapter via Headquarters. Upon the acceptance of the transfer by the new Chapter, the member shall become a member of that Chapter and cease to be a member of the former Chapter. Transfer under this policy shall take place without payment of any additional dues or fees by the transferring member.

JOINT CHAPTER MEMBERSHIP

Active members in good standing may join more than one Chapter. If required, additional Chapter dues are to be paid to the Chapter.

ROSTERS AND DIRECTORIES

Chapters shall maintain an up-to-date roster of their membership. The roster shall contain the names, designations, business affiliations, addresses (business, home, and & preferred mailing) and telephone/fax/e-mail address and other information that may from time to time be required for each active member. The roster shall also list the names of all Officers, Committee Chairs, Members, and any employees of the Chapter.

The roster shall be amended as changes occur by supplements or in such other manner as may be directed by the Chapter Executive Board. A copy of each Chapter roster will be provided to the appropriate Region Officers and to the Executive Director of the Association. Chapter Membership Chairs will be given access to the online directory to facilitate the maintenance of rosters.

International Headquarters will periodically, and prior to annual dues renewal, provide each Chapter Membership Chair a copy of the membership records for their Chapter. The Chapter Membership Chair will compare the membership records to the Chapter roster and make any corrections and updates. The updated Chapter roster is then returned to the Membership Department at the International Headquarters. It is the Chapter's responsibility to keep the International Headquarters informed of all member and roster changes.

Data contained in a Chapter's roster (or any IRWA roster of any type) shall not be released to any person or organization for promotional sales or related purposes, unless the purpose and/or program has been approved as an IRWA Member Benefit program by the International Executive Committee.

The Member Directory is on the Association's website.

FORMING A REGION

Within one year of the fifteenth Chapter having been established within an existing Region, the International Executive Committee will appoint a task force to make a recommendation as to whether that Region should be realigned.

FORMING A CHAPTER

To form a new Chapter, the following criteria must be met:

- A minimum of four meetings, lunch-and-learns or seminars with an industry-related topic must be held over a minimum of 12 months.
- For each meeting, a roster must be maintained indicating the names of each attendee including the presenter/facilitator and the topic presented. The roster should show a diversity of attendees based on the meeting topic, as well as a sufficient number of unique attendees.
- Individuals interested in forming a new Chapter are to meet with field operations staff who will explain the expectations, requirements and responsibilities of the Chapter Officers including Chapter Bylaws, election of officers, fiduciary responsibilities, financials, Committee roles and responsibilities, scheduling courses, memberships, and professional development opportunities.
- A request to form a Chapter is to be submitted to the International Executive Committee for conditional approval.
- Upon conditional approval by the International Executive Committee, a minimum of 25 members and 4 Officers (total of 29) completed membership applications with international and chapter dues as applicable is to be submitted.

The International Executive Committee can then approve a charter to form a new Chapter with the assignment of a Chapter number and the Board of Directors can then ratify the charter at the Annual Meeting of the Board of Directors.

MAINTAINING A CHAPTER⁸

The following metrics are considered to be key performance indicators to remain an active and successful Chapter within a Region. A Chapter should, at a minimum:

- Act in compliance with the International Right of Way Association Bylaws and the Chapter's own Bylaws, a copy of which shall be on file with the International Executive Committee and Headquarters;
- Conduct an annual election of officers in compliance with procedures approved by the International Nominations & Elections Committee and stated within the Chapter's Bylaws;
- Maintain a minimum of 29 members in good standing with the IRWA, and
- Complete required financial responsibilities, including the uploading of reports and completed forms

⁸ Entire section added per IEC motion on 4/13/2023.

at the direction of the CFO.

To further evaluate the health of a Chapter, Chapter leadership should annually assess their Chapter and provide a Chapter Health Assessment Report to the Region leadership at their Fall forums. The assessment will examine the following:

1. Financials
 - a. Is the Chapter making the required uploads?
 - b. Is the Chapter completing tax filings?
 - c. Is the Chapter Treasurer responding to inquiries from the IRWA CFO or other staff?
 - d. Is the Chapter financially stable?
 - i. Is the Chapter self-sufficient?
 - ii. Can the Chapter afford to send Officers/Directors to forums and Annual Meeting of the Board of Directors?
 - iii. Is the Chapter able to support events and activities that provide additional benefits to their membership (i.e., scholarship programs, networking events outside of meetings)?
 - iv. What are the overall financial trends of the Chapter (i.e., stable, growing, declining sharply)?
2. Executive Board Officers
 - a. Is the Chapter operating in accordance with the Chapter Bylaws and International Bylaws?
 - b. Is the Chapter holding regular meetings?
 - c. Is the Chapter finding it hard to have members step into leadership?
 - d. Is the Chapter holding elections?
 - e. Does the Chapter have the same Directors at conference every year?
3. Education
 - a. Is the Chapter holding courses?
 - b. What is the trend in the number of courses held by the Chapter?
 - c. What is the trend in the number of participants per course held by the Chapter?
4. Membership
 - a. What are the trends in membership (steady, increasing, decreasing, sharply decreasing)?
 - b. Is the Chapter holding new member campaigns?
 - c. Is the Chapter holding networking events outside of Board or Chapter meetings?
5. Communications
 - a. Is the Chapter leadership communicating regularly with their members?
 - b. What is the process to discuss issues?
 - c. Are Chapter/Region leadership attending the appropriate information calls?
 - d. How is information flowing between Region, Chapter and membership?
 - e. Is Region leadership bringing issues they see forward to the International Executive Committee and/or staff?

Noncompliance with these key performance metrics may result in intervention by the International Executive Committee, providing recommendations and/or requirements to help revitalize the Chapter, including, but not limited to:

1. Assembling a meeting with the Chapter Officers, Region Chair and IRWA Executive Director to establish short term goals (6-12 months) and long term goals (13-24 months) for the Chapter;
2. If the Chapter is unable to achieve the agreed upon goals, and consistently fails to meet multiple key performance indicators, the International Governing Council may vote to sanction the Chapter, including, but not limited to:
 - a. Suspension of officer(s) on the Executive Board;
 - b. Call for a special election to replace officer(s) on the Executive Board;
 - c. If the Chapter is still unable to achieve the agreed upon goals, the International Governing Council may recommend that the Chapter dissolve or consolidate with another Chapter in accordance with the Policies and Procedures described below;
 - d. The International Governing Council may vote to dissolve a Chapter for non-compliance.

However, if a non-functioning chapter is existing in name only, has no elected officers and no existing members to support an election of officers or to support the required committees outlined in the International Bylaws, the International Executive Committee has the authority to immediately close the non-functioning chapter.

CHAPTER DISSOLUTION⁹

The membership of any Chapter may elect to dissolve the Chapter, subject to the approval of the International Governing Council or the International Governing Council may vote to dissolve a Chapter for non-compliance. A Chapter may also be dissolved for repeated failure to elect officers, hold meetings or failure of their fiduciary duties to the Association. If, and when, it becomes clear that a Chapter is no longer viable, and is unwilling or unable to elect to dissolve, the International Governing Council shall make the recommendation to consolidate or dissolve the Chapter. In the event that any officer of a Chapter's Executive Board, any member of a Chapter, or the International Governing Council propose to dissolve the Chapter, written notice shall be given at a general membership meeting of the Chapter and by other appropriate distribution (i.e., email to the Chapter members and/or in the Chapter newsletter). The notification must:

1. Summarize the reason(s) why the dissolution is proposed and state a proposed effective date for the dissolution;
2. State the date, time and location of the next General Membership Meeting at which a resolution to dissolve shall be considered by the membership, and
3. Be provided not less than thirty (30) calendar days prior to the date of the meeting.

The vote at the General Membership Meeting must be held in conformance with the approved voting

⁹ Entire section added per IEC Motion 9/18/2023.

methods pursuant to Chapter Bylaws. In the event that two-thirds (2/3) of the eligible voters approve the resolution to dissolve the Chapter, notice of such action shall be forwarded to the International Executive Committee, through the Region Chair, requesting the International Governing Council's approval to dissolve. Such Notice shall include the following:

1. Copy of the Chapter's current Bylaws;
2. Copy of the notice that was given to the membership in advance of the meeting to vote on the proposed dissolution;
3. Balance sheet and current income statement showing the state of the Chapter's financial affairs;
4. List of the Chapter's assets;
5. Copy of the minutes of the General Membership Meeting at which the resolution was adopted; and
6. A copy of the approved Resolution, signed by the President and Secretary, which includes a proposed effective date, as well as the Chapter membership's recommendation for the final distribution of any remaining Chapter assets.

If the Chapter officers are unable or unwilling to hold a General Membership Meeting for the purposes of dissolving the Chapter, the International Governing Council shall vote on the recommendation to dissolve or consolidate the Chapter. Upon a two-thirds (2/3) vote of the International Governing Council, notice of such action shall be sent to the membership of the Chapter.

No act or attempted act of dissolution shall be final until approved by the International Governing Council. If, for any reason, the Chapter does not provide a written recommendation regarding the distribution of any remaining Chapter assets, the International Governing Council shall seek such recommendation from the Chapter's Region Chair. The Region Chair should seek input from the Chapter Presidents within the Region prior to making the recommendation and should consider options that most benefit member growth, development, and education. Such as, but not limited to, one or a combination of any of the following:

1. Distribution of funds among the remaining Region Chapters, perhaps proportionally based on which Chapters the members of the former Chapter intend to join (i.e., allow the funds to "follow the members").
2. Donate funds to the Right of Way International Education Foundation (RWIEF) and/or the Canadian Right of Way Education Foundation (CRWEF).
3. Deposit the funds with IRWA Headquarters to be distributed at the discretion of the International Governing Council;
4. Donate funds to assist remaining Chapters to hold courses, sponsor scholarships, and/or pursue membership growth opportunities.

The International Governing Council must concur with the recommendation(s) prior to final disbursement. If the dissolution of the Chapter is approved by the International Governing Council or should the

International Governing Council vote to dissolve a Chapter due to non-compliance, written notice of such action shall be delivered to the Chapter's Executive Board, through the Region Chair, which shall include a statement of the reason(s) for the dissolution and a summary of any preceding actions that lead to the vote by the IGC to dissolve the Chapter. The Notice shall include a request for the Chapter President, who shall be responsible to immediately:

1. Close any and all checking, savings, Money Market, Certificate of Deposit or Guaranteed Investment Certificate account(s), and obtain a cashier's check for the account balance, made payable to the "International Right of Way Association" and mail it to the attention of the IRWA CFO;
2. Forward assets (equipment and petty cash, if any) to the attention of the IRWA CFO;
3. Forward supporting documents for all transactions recorded in QuickBooks Online during the preceding three fiscal years and the current fiscal year, as well as all board meeting minutes, and
4. Complete the Chapter's year-end tax forms and obligations as directed by the IRWA CFO.

Upon receipt of the Chapter's assets, in a form satisfactory to the IRWA CFO, the International Executive Committee shall be notified that the dissolution is complete. International Headquarters shall immediately give written notice of such dissolution to all members of the former Chapter and shall assist each member to transfer their membership to their desired Chapter. Once all of the former Chapter's liabilities have been satisfied, any remaining funds will be disbursed as recommended by the Chapter and/or approved by the International Governing Council. All funds shall be disbursed within three years of the completion of the dissolution. After such date, funds from United States Chapters shall be donated to the Right of Way International Education Foundation and funds from Canadian Chapters shall be donated to the Canadian Right of Way Education Foundation. For any International Chapters outside of a Region, the final distribution of funds will be as recommended by the CFO and International Treasurer, with concurrence from the IGC.

CHAPTER CONSOLIDATION¹⁰

Two or more adjacent Chapters may consolidate into one upon such terms as may be agreed upon between the Chapters and Passed by the International Governing Council.

Each chapter shall adopt resolutions creating committees to meet and negotiate the terms of the consolidation which shall be written in the form of a Resolution. Once the committees agree to the proposed Resolution, each must report to their respective chapters in writing at a general membership meeting of the Chapter and by other appropriate distribution (for example, email to the Chapter Members and/or in the Chapter newsletter). Said report shall:

1. Summarize the reason(s) why the consolidation is proposed and state a proposed effective date for the consolidation;
2. Provide a copy of the proposed Resolution as agreed upon by the Committees;

¹⁰ Entire section added per IEC Motion 9/22/2022.

3. State the date, time and location of the next General Membership Meeting at which a resolution to consolidate shall be considered by the membership, and
4. Be provided not less than thirty (30) calendar days prior to the date of the meeting.

The vote at each Chapters' General Membership Meeting must be held in conformance with the passed voting methods pursuant to each Chapters' Bylaws. In the event that two-thirds (2/3) of the eligible voters approve the Resolution to consolidate the Chapter, notice of such action, signed by both Chapter Presidents, shall be forwarded to the International Executive Committee, through the Region Chair, requesting the IGC's approval to consolidate.

Notice to the IGC to request approval shall include the following:

1. A copy of the passed Resolution, signed by each Chapter President and Secretary,
2. A detailed plan and schedule to consolidate finances, close out bank accounts, and provide records satisfactory to the IRWA CFO,
3. A copy of the proposed bylaws for the consolidated Chapter,
4. The proposed Chapter number and name (the Chapter formed may retain the name and number of one of the Chapters composing it, or a new number may be requested),
5. A draft notification for members of the chapters on details of the merger, including who constitutes the new executive board, which will be sent out by IRWA staff on completion of the merger.

The chapter consolidation shall not be completed until submitted to and passed by the International Governing Council. If the IGC approves, then it shall report back with instructions to finalize merger which are to be completed within the past timeline. Once the chapter has completed the consolidation, IRWA staff will update the webpage and any internal documentation to reflect the change.

ANNUAL EDUCATION CONFERENCE

Each year, the Association sponsors the Annual Education Conference, which combines educational programs, governance, Committee activities, and social and networking opportunities.

ROLES AND RESPONSIBILITIES

While International Headquarters is responsible for all income and expenses associated with the Conference, a Chapter hosts the event and provides assistance identifying resources that enhance the meeting's local and regional flavor, as well as provide necessary volunteers to conduct the Conference.

Additional roles and responsibilities are listed below.

INTERNATIONAL EXECUTIVE COMMITTEE

- Identify and monitor planning to assure alignment with the Association's purpose and mission.
- Develop a budget and establish conference fees.
- Approve the general format consistent with the approved budget.
- Solicit potential topics and speakers from international Committees.
- Select topics and assign session times and provide staff final program assignments.
- Invite and arrange federal agency speakers, including invitations for receptions and other functions.

STAFF

- Negotiate and monitor all contracts, including but not limited to hotels, audiovisual support, ground transportation, catering, exhibit support, printing of brochures and promotional material (subject to approval of the International Executive Committee).
- Create promotional/marketing campaigns.
- Select meal, breaks and other items included in the budget.
- Oversee negotiations for tours and spouse/guest/children's events.
- Collect and account for all funds.
- Make all payments to vendors.
- Coordinate speaker audiovisual requests.
- Confirm registrations, exhibits and sponsorship.
- Manage onsite logistics.
- Provide oversight of appropriate training and support of local host volunteers.

HOST COMMITTEE

- Identify and recruit volunteers for onsite logistics as defined by Headquarters.
- Develop a plan for use of volunteers in support of registration, workshops, and other functions as defined by Headquarters.

- Identify potential registrants, sponsors, and exhibitors in the Chapter/Region area.
- Identify local resources (color guard, musicians, etc.) that lend a local flavor to the meeting.
- Suggest potential keynote speakers to the Annual Conference Committee that reflect local and regional flavor.
- Provide promotional assistance for the host city as a destination.
- Provide input into the budgeting process.
- Provide insight to Committee chairs and Committees as to local programming resources and tour possibilities.
- Organize and provide volunteer support for the annual auction, if needed.
- Provide volunteer support for the Finnegan Fun Run.
- Provide suggestions as to bands/entertainment for functions such as the Installation Banquet/Dance.
- Suggest an appropriate theme.

ANNUAL CONFERENCE COMMITTEE

- Coordinate roles of the International Executive Committee, staff, and Host Committee to ensure that proper resources and direction is given for implementing the plans associated with the meeting.
- Makes decision as to keynote speakers and other programming issues not made by the International Executive Committee.
- Prepares following year host Committee to assume role.

LOCATION

Locations for the Annual Education Conference are selected by the Board of Directors from among competing host Chapters. When one or no host Chapter steps forward, the responsibility for selecting a site is assigned to the International Executive Committee.

Chapters interested in hosting the Annual Education Conference must complete a comprehensive form outlining venue options, airport availability and capacity, estimated room rates and other factors that will be used to determine the potential host city's viability. This form must be completed and presented to Headquarters by January 1 prior to the Annual Meeting of the Board of Directors.

SESSIONS SELECTION

Annually, by the end of September, Headquarters will notify the membership of the call for proposed conference sessions. Those interested in presenting are to submit their proposed conference session(s) by mid-November prior to the Annual Education Conference. In mid-December, the Review Committee, which is comprised of Industry Committee Chairs and Vice Chairs, will review and select the sessions. By the end of January, the final schedule of sessions will be announced.

VOLUNTEER RECOGNITION

MEMBER AND LEADERSHIP PINS

The Association will purchase and maintain pins for members and member leaders as follows:

- Regular Member (blue): Presented to all new members by Chapters.
- Certified Member (green): Awarded with Certification Purple, Brown, Red and Orange.
- Senior Right of Way Professional Member SR/WA (red): Awarded with SR/WA Designation.
- Past President (blue and red): Used by Chapters.
- Region Chair (red): Pins are passed to new leaders.
- Region Vice Chair (red): Pins are passed to new leaders.
- Past Region Chair (red).
- International President (red).
- Past International President (red with diamonds).
- IEC Officers (red): Pins are passed to new leaders.

LEADERSHIP AWARDS

Annual awards are presented in recognition of the achievements and accomplishments of the members and those who support the Association.

NOMINATIONS

The International Nominations and Elections Committee shall solicit and receive nominations for awards by announcements in Right of Way magazine and in such other Association publications as may be appropriate. All nominations shall be made on the respective nomination form, copies of which may be obtained from Headquarters, any INEC Regional Representative, or the Association's website.

ELIGIBILITY

A previous recipient of any award is not eligible for that same award for three years, with the exception of the Frank C. Balfour award, which can only be received once in a lifetime.

DEADLINES

Nominations are to be submitted to the International Nominations and Elections Committee Chair via email on or before February 1. An email receipt will be sent to verify submission of all nominations. No nomination received after the deadline date will be considered by the International Nominations and Elections Committee.

RESPONSIBILITY

The International Nominations and Elections Committee, in coordination with the Right of Way International Education Foundation (RWIEF), and the Canadian Right of Way Education Foundation (CRWEF), is responsible for soliciting, receiving, and reviewing award nominations and selecting the final

recipients as indicated. The IRWA, RWIEF, and CRWEF are responsible for providing the resources for the awards presented.

AWARD DESCRIPTIONS AND QUALIFICATIONS

The following is a description of and qualifications for each current award.

Frank C. Balfour Professional of the Year Award

Named after the Association's founder, the Frank C. Balfour Professional of the Year Award honors professionals who have demonstrated exemplary support to the Association.

Any IRWA member may nominate another member for the Frank C. Balfour Award, however members of the International Executive Committee (IEC), Advisory Council who served on the IEC within two years prior to award application, International Nominations and Elections Committee, and staff are not eligible. Submissions are sent to the International Nominations and Elections Committee for consideration and a maximum of six finalists are selected.¹¹

International Nominations and Elections Committee Region Representatives notify the nominees in their Region whether or not they have been selected as a finalist. The name of the award winner will not be made public until the Annual Conference but will be provided to the International Nominations and Elections Committee staff liaison only for preparation of awards material. All finalists will receive a letter of congratulations from the International Nominations and Elections Committee Chair and an engraved plaque that will be presented at the Annual Conference Opening Ceremonies. The Balfour Award recipient will receive an additional plaque at the Annual Conference Awards Luncheon. In addition, a \$1,000 contribution is sent to the University of Santa Clara scholarship fund in memory of Frank C. Balfour. The Right of Way International Education Foundation (RWIEF) provides the funding for the awards.

Qualifications:

- Outstanding contributions made through leadership positions in the Chapter, Region, and International levels.
- Fulfillment of educational courses and activities.
- Participation in the Association's Region and International activities.
- Achievement of IRWA's professional designations.
- Member in good standing.
- The Frank C. Balfour award can only be received once in a lifetime.

Gene L. Land Award

This award, named after International Past President Gene L. Land, is presented to IRWA Chapters with

¹¹ Revised per IEC motion on 11/30/2023, effective July 1, 2024 per IGC motion on 1/16/2024

the "Highest Percentage Gain" and "Highest Numerical Gain" in membership.

Employer of the Year Awards

The Employer of the Year Award recognizes employers that actively support their employees as IRWA members. Each employer demonstrates strong employee support and commitment at chapter, regional and international levels of the Association in terms of participation, financing, time allowance, facilities, service, etc.

The Employer of the Year Award consists of three categories:

- Government Employer of the Year
- Employer of the Year Award for Companies with 20 or fewer 20 right of way professionals
- Employer of the Year Award for Companies with more than 20 right of way professionals

The International Nominations and Elections Committee shall select the winner of this award at its annual spring meeting. Finalists in each category will be notified. The International Nominations and Elections Committee shall report its findings and make its recommendations to the International Executive Committee within 30 days after their meeting.

Chapter of the Year Award

This award honors IRWA chapters whose goals and accomplishments have focused on fulfilling their chapter responsibilities, including:

- Membership growth
- Professional development
- Education courses
- Chapter meetings
- Chapter goals
- New ideas, successes, and recommendations
- Award nominations submitted

Qualifications:

- Chapter goals must support the IRWA strategic plans.
- Have a positive increase in membership.
- Hosted at least 1 IRWA Course during the past year.
- Must have at least 4 chapter and board meetings a year.

The Chapter of the Year Award consists of two categories:

- Chapter with less than 100 members
- Chapters with 100 or more members

The International Nominations and Elections Committee shall solicit and receive nominations from Association Chapters and Chapter Presidents.

The winner in each category will receive an award of \$500.00 and a plaque. The recipient of these awards will be announced at the Annual Conference Awards Luncheon.

Lifetime Achievement Award

The Lifetime Achievement Award is bestowed periodically by IRWA's International Executive Committee. This special recognition is reserved for those individuals who have made extraordinary contributions to the right of way profession and the Association during their lifetime.

Louise L. & Y. T. Lum Award

This award was established by the Louise L. & Y. T. Lum Foundation on October 31, 1975, and accepted by the IRWA for management January 15, 1976. It is currently managed and awarded by the Trustees of the Right of Way International Educational Foundation (RWIEF).

The RWIEF Trustees select and designate a recipient at least biannually, and preferably annually. Anyone who has made a distinguished contribution to education for the right of way profession is eligible and need not be an IRWA member.

This award is presented at the Annual Conference Awards Luncheon. Award materials are funded by RWIEF.

Ronald Jourdan SR/WA Advancement Award

The Ronald Jourdan SR/WA Advancement Award will be selected by the International Executive Committee periodically. The award will be bestowed upon an IRWA member who has demonstrated a long-term commitment to advancing lifelong learning among right of way professionals through sharing expertise and knowledge about the right of way profession and allied disciplines, motivating and facilitating others to achieve the SR/WA designation and IRWA certificate programs. When bestowed, the IEC will announce the award recipient in May and present the Ronald Jourdan SR/WA Advancement Award during the Annual Conference Awards Luncheon.

Chapter Newsletter of the Year Award

Awards for journalistic endeavor will be granted to the Chapter Newsletter that exhibits exemplary qualities in their communication of chapter, region, and international news. Competition year is January 1 through December 31. The International Nominations and Elections Committee shall solicit and receive nominations from the Chapters and Chapter affiliates for the Newsletter of the Year Award.

The International Nominations and Elections Committee Vice Chair, or assigned Region Representative, will notify each applicant to advise if they have been selected as a finalist. The International Nominations and Elections Committee Vice Chair will verify that the appropriate award is prepared for presentation at the annual International Education Conference where the winner will be announced.

Qualifications:

- Must be published at least three times a year.
- Submissions must include a minimum of three and no more than six different newsletters that were published between January 1 and December 31.
- Must contain at least 60% original content and communicate chapter, region and international activities and events.
- Must be at least four pages in length.

State Association of Real Property Agents (SARPA) Scholarship Sponsored by the RWIEF

In 1991, the International Right of Way Association entered into an agreement with the State Association of Real Property Agents (SARPA), whereby SARPA granted IRWA funds held as principal in the "SARPA Scholarship Trust," the interest from which is to be distributed annually by IRWA as administered by the INEC. The intent of the SARPA Scholarship is to cultivate career interest in the right of way profession of our youth.

This scholarship is awarded to active students majoring in a course of study related to the right of way profession and/or public works administration. Eligible majors include, but are not limited to, law, real estate, civil engineering, property management, and business and public administration.

The amount of the scholarship, which may vary from year to year, shall represent the annual amount of money earned as interest from the initial SARPA Scholarship Trust deposit, plus any additional principal contributions to the trust fund.

The submittal of an application gives the International Nominations and Elections Committee consent to utilize the written bio as promotional material if that applicant is selected as the recipient of the award.

The successful applicant shall advise the International Nominations and Elections Committee of the name of the institution to which the scholarship shall be payable. This demonstrates that the scholarship was used precisely in the manner intended by the SARPA grant.

The INEC will award the SARPA Scholarship based on the following minimum criteria:

- Applicants must be enrolled as full-time undergraduates or postgraduates in an accredited four-year college or university, or in an accredited two or three-year junior college.
- Applicants shall be majoring in a course of studies related to the right of way and/or public works

administration areas (e.g., real estate, surveying, engineering, law, property management, public works administration, environmental science, business or public administration, etc.).

- Applicants shall be a member or family member of a current member of the International Right of Way Association who are in good standing, (The term “family member” shall include spouse, son, daughter, stepson, stepdaughter, grandchildren or great-grandchildren.)
- The applicant shall submit transcripts and course credit information and shall complete a written essay on his or her plans and goals in the right of way field.
- The applicant shall maintain a minimum grade point average of 3.0 to qualify.
- The applicant must submit a written bio with the application.
- The applicant shall be 25 years of age or younger based upon the 1st business day of February.
- The applicant shall make an application using the most recent scholarship form found on the IRWA website. The form shall be endorsed and forwarded by the chapter.

Canadian Right of Way Education Foundation Student Scholarships

W. Howard Armstrong Instructor of the Year Award

This award is presented to an outstanding instructor as nominated by peers or students. A letter of nomination by any member recognizing outstanding skills and contributions to IRWA education, along with an application to be completed by the nominee. This application must include a 100 word or less statement by the nominee on how they give back to the Association.

Young Professional of the Year Award

This award is presented to an outstanding young professional as nominated by peers. Candidates will demonstrate meaningful participation at the chapter, region, or international level.

Qualifications:

- Nominees must be age 35 or younger during the applicable award year.

This Award includes a plaque and a conference registration for the subsequent year’s International Education Conference.

Website of the Year Award

Awards for website design and content will be granted to the chapter or region webmaster that exhibits exemplary qualities in their portrayal of chapter, region, and international information.

PUBLIC RELATIONS AND POLITICAL ACTIVITIES

PUBLIC APPEARANCES

Each member, in his or her actions or appearances before public government agencies or similar bodies, shall speak as an individual and shall not in any way represent himself or herself as a spokesperson for the International Right of Way Association, or any Chapter or Committee thereof, unless that member has received the specific written authorization to do so from the International Executive Committee acting for and on behalf of the Board of Directors. In any such presentation where authorization has not been given, the member shall specifically indicate that the opinions expressed represent his or her opinions as an individual and are not intended to reflect policy positions of the International Right of Way Association.

INDIRECT POLICY STATEMENTS

Indirect policy statements on behalf of the Association can only be made with the authorization of the International Governing Council in writing. When Committee members appear as official delegates to a meeting, seminar or other gathering where the express purpose is to arrive at a joint position, policy or conclusion on a technical procedure, or where it may appear that mere participation is an endorsement of a particular position, policy or procedure, participation is to be authorized by the International Governing Council before a member participates.

Pamphlets, brochures, monographs and other such written materials that may contain inadvertent policy statements or statements that may conflict with Association policies should be reviewed by the International General Counsel before publication and, if necessary, referred to the International Governing Council.

ARTICLES CRITICAL OF THE RIGHT OF WAY PROFESSION

The International Governing Council, or its designee, shall handle all articles critical of the right of way profession.

PRESS INQUIRIES

Press and other urgent inquiries shall be directed to the International President for a decision about the response. In cases when the International President is not available within six hours (or less, depending upon circumstances), the CEO shall present the situation to the International President Elect for action. In such an instance, the President Elect will confirm the plan of action with at least one other IEC member. In the case where neither the President nor the President Elect are available, this same procedure will apply to the next most senior officer available.

POLITICAL ACTIVITY AND LOBBYING

The Articles of Incorporation and Bylaws of the Association specifically prohibit any lobbying or political activity except on issues involving the certification and/or licensing of one or more of the disciplines which

make up the Association's membership (Article X). Any proposed statement or action which directly or indirectly conveys an impression of the attitude or the official position of the IRWA or any of its components, such as a Committee, should be submitted to the IGC for its review and approval.

Furthermore, should any member desire to attempt to influence legislation at any level of government (special district, local, state, provincial, federal, etc.), or to take any other action which might be interpreted as lobbying or political activity, said member should be counseled to make it clear that he or she is acting as an individual and not as a representative of the IRWA.

Should a member, Region or Committee be unsure as to whether or not a given activity might violate the prohibition in the Articles of Incorporation and Bylaws, the matter should be referred to the International General Counsel.

RECORD RETENTION

Guided by the rule of reason, probability and dollar amount of risk, and the Statute of Limitations the Association shall retain records for the time as specified:

FUNCTIONAL RECORD AREAS	YEARS OF RETENTION
ACCOUNTING	
Accounts Payable, Receivable, Uncollected Accounts	7
Annual Reports	PERMANENT
Audit Reports	PERMANENT
Balance Sheets	PERMANENT
Bank Reconciliation	5
Budget	5
Cash Books	PERMANENT
Cash Receipts	10
Cash Reports	2
Cash Summaries	5
Check Register	10
Check Stubs	7
Checks Canceled Miscellaneous	10
Checks Canceled Payroll	7
Deposit Slips	3
Disbursements (Cash)	8
Expense Reports	10
Financial Reports	PERMANENT
General Ledger	PERMANENT
Internal Charge	3
CORPORATE RECORDS	
Articles of Incorporation	PERMANENT
Bylaws	PERMANENT
Capital Stock & Bonds	PERMANENT
Charters	PERMANENT
Deeds, Mortgages, Leases, and other property records	PERMANENT
Licenses	6
Minute Books	PERMANENT
Patents, Copyrights/Trademark Registrations	PERMANENT
Policy and Procedures Manual	PERMANENT
EDUCATION	
Course Files (Active) including request for proposals, development files, review files, brochure files, course guide, instructor guide, course/instructor aids)	PERMANENT
Course Presentation Files (including speaker contracts, student attendance rosters, exam files, invoice files, hotel/meeting room contracts, shipping documents)	10
Hot Topics Files (Active)	PERMANENT
Instructor Files (Active)	PERMANENT
State Certification (Active)	PERMANENT
GENERAL CORRESPONDENCE	
General Office	2

Legal	PERMANENT
HUMAN RESOURCES	
Employee Files (Active)	PERMANENT
Employee Files (Terminated)	6
Employee Handbook (Current)	PERMANENT
Employment Applications	3
Job Descriptions (Current)	PERMANENT
Wage Rate Schedule	2
Withholding Tax Statement	6
INSURANCE	
Accident Reports	6
Claims (After Settlement)	10
Fire Inspection Report	6
Group Disability Records	8
Policies (Active)	PERMANENT
Policies (Expired)	4
Safety Reports	8
INVENTORY	
Control	7
Cost	7
Fixed Assets	PERMANENT
Supplies	2
JOURNALS	
Cash	PERMANENT
Entries	PERMANENT
Executive Expenses	10
General	10
Ledger Cards	PERMANENT
Payroll	10
Stock Transfers	PERMANENT
MEMBERSHIP	
Active Files	PERMANENT
Applications (New)	1
Change Reports	1
Committee Rosters (Active & History)	PERMANENT
Dues Schedules	PERMANENT
Non-Member/Mail Files (Current)	PERMANENT
Region Rosters (Active & History)	PERMANENT
Terminated	2
ORDERS	
Acknowledgements	4
Customer	6
Purchase	PERMANENT
Vendors	6
PAYROLL	
Cash	10
Checks	7

Deductions	2
History Cards	PERMANENT
Pension and Retirement Plan	10
Petty Cash Reports	6
Rate Authorization	10
Summaries	7
Timesheets	PERMANENT
Vouchers	15
PROFESSIONAL AND ETHICAL CONDUCT	
Case Files (Completed)	MAINTAIN UNTIL DISMISSED OR IMPOSED SANCTION IS COMPLETE
Decision of Hearing Board (In individual member file)	PERMANENT
Rules of Professional Conduct (Current)	PERMANENT
Standards of Practice (Current)	PERMANENT
PROFESSIONAL DEVELOPMENT PROGRAM	
Certification Applications	1
Certification in Discipline Files (Active)	PERMANENT
Recertification Applications	1
SR/WA Application	1
SR/WA Candidate Applications	5
SR/WA Designation Files (Active)	PERMANENT
SR/WA Exam Files	5
SR/WA Recertification Applications	1
PROPERTY AND EQUIPMENT	
Acquisitions	PERMANENT
Amortization Records	PERMANENT
Depreciation Schedules	3
Lease Contracts (Active)	PERMANENT
Mortgage (After Sale)	20
Service Contracts (Active)	PERMANENT
Vendor Contracts (Active)	PERMANENT
Warranties (Current)	PERMANENT
TAXES	
Income Federal	PERMANENT
Income State	PERMANENT
Working Papers	6