

Bylaws of International Right of Way Association

(As Amended June 26, 2024)

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ARTICLE I — NAME

Section 1. Name. The name of this organization shall be International Right of Way Association.

Section 2. Principal Office. The principal office and Headquarters shall be in Los Angeles County, California.

Section 3. Corporate Seal. The Association adopts the corporate seal depicted below. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed or otherwise reproduced.



Section 4. Emblem. The emblem, a facsimile of which appears above, shall be a blue and gold shield bearing the inscription "International R/W Association."

Any member who successfully completes any Certification or Designation Program authorized by International Right of Way Association may wear or display an Association emblem as may be adopted and approved by the International Executive Committee.

Section 5. Use of Credentials. Members may use the expressions "Member, International Right of Way Association" or "Member, IRWA"; "Certified Member, International Right of Way Association" or "Certified Member, IRWA"; or "Senior Member, International Right of Way Association" or "SR/WA"; or any other expression as may be approved

from time to time by the International Governing Council, as the case may be, on any individual letterhead, cards and in other professional forms.

In no case shall these expressions be used in connection with a firm, partnership, or corporation in such manner as might be interpreted as referring to a partnership, corporation, or anyone other than the individual rightly entitled to use the designation. Such use of these expressions shall always be dignified and in a manner satisfactory to and in accordance with such regulations as the Board of Directors may issue from time to time.

No property rights are acquired by members in membership certificates, cards, emblems, and plaques issued by the Association to its members, except those items given by the Association as awards for services rendered to the Association. Upon termination of membership, certification or designation, the member shall cease using such certificate, plaques, and emblems and will, upon demand by the Association, promptly surrender the same to the last Chapter of which the person was a member.

ARTICLE II — OFFICIAL PUBLICATION

Section 1. Name. The official publication of the Association shall be *Right of Way Magazine*, a technical and educational publication issued bimonthly, in magazine form.

Section 2. Subscriptions. All active members shall be subscribers to *Right of Way Magazine*, upon payment of their annual dues. Other members and individuals may subscribe to *Right of Way Magazine* upon payment of subscription rates as established by the International Executive Committee from time to time.

ARTICLE III — MEMBERSHIP AND AFFILIATION

Section 1. Qualifications. An applicant for membership must be of good character and reputation, and concerned with the acquisition, management, or disposition of real property interests.

Regular Member — Any member joining the Association shall be considered a regular member.

Student Member — Regular members who are currently enrolled full time at a postsecondary institution; student members shall not have the right to hold office.

Retired Member — Regular members who are not working or employed. Retired members may elect to identify themselves as follows:

- a. **Retired - Active** — may hold office; may continue to use the SR/WA or other credentials; must follow current recertification requirements; may instruct IRWA Courses; is entitled to a reduction of 25% of the annual dues for regular members.
- b. **Retired - Inactive** — may not hold office; must use “Ret.” after their designation or certification and on any individual letterhead, cards or other professional forms; no recertification requirements; may not instruct IRWA courses; is entitled to a reduction of 75% of the annual dues for regular members.

Agency Members — Agency Members are employees of governmental agencies designated under Section 7 of this Article.

Corporate Members — Corporate Members are employees of private corporations or entities designated under Section 8 of this Article.

Section 2. Joint Chapter Membership. A member may join more than one Chapter; such member shall be elected to membership by the Executive Board of the additional Chapter or Chapters in the manner provided in the case of Regular Members; such member shall be entitled to all rights claimed by Regular Members except the right to hold office in the additional Chapter; such members, by their election to such membership in an additional Chapter, shall not be considered in any way to have gained a second or additional membership in International Right of Way Association.

Section 3. Non-Chapter Affiliation. Individuals who are not located in an area served by a Chapter of the Association and who meet the membership criteria may be elected to membership as a member by the International Executive Committee or its delegate; such member shall not have the right to vote or to hold office.

Section 4. Member Conduct. Failure of members to conduct themselves in such a manner as to reflect personal honesty and integrity on both themselves and the Association and to, at all times, be bound by the Articles of Incorporation, the Bylaws, the Code of Ethics and the Policies and Procedural Rules of the Association shall constitute justification for their reprimand, suspension or expulsion from membership and the administration of disciplinary action in accordance with the Association's disciplinary procedures.

Grounds for expulsion of a member shall include but not be limited to the following:

- conviction of a felony, indictable offense or equivalent in other jurisdictions.
- conviction of any act discreditable to or inimical to the best interest of the Association.
- a determination that the member's application for membership or Credentialing, at the time that membership or career path status was granted, was materially falsified, or that he or she knowingly failed to give complete, factual information in said application, which information, had it been submitted, would have resulted in denial of his or her application for membership in or Credentialing by the Association.
- a determination that the member has been dishonest or has lied and knowingly and materially misrepresented or withheld information in the course of his or her right of way professional activities.

Less serious infractions may be grounds for a reprimand. A reprimand is a severe expression of disapproval and criticism and constitutes a serious warning. It may include conditions for continuation of membership.

Section 5. Membership Termination. Membership in the Association shall be terminated by:

1. death;
2. withdrawal or resignation;
3. expulsion; or
4. nonpayment of the dues, fees and annual assessments.

Upon termination of membership, an individual shall simultaneously forfeit any and all interest in any funds or other assets of the Association. The Chapter Secretary shall immediately notify the Executive Director of the termination of any member.

Section 6. Organizational Affiliates. Organizational Affiliates shall be the designation given to those organizations, which have entered into a mutually beneficial agreement with IRWA. If so authorized by the International Executive Committee, such Organizational Affiliates may have an officer representative at meetings of the Board of Directors of International Right of Way Association with voice but no vote.

Section 7. Agency Memberships. Agency Memberships shall be the designation given to those governmental agencies which apply for and are approved by the International Executive Committee for Agency Memberships, subject to the requirements in effect for the designation at that time, and to their payment of an agency fee to International Right of Way Association. Through Agency Memberships, employees of governmental agencies shall have International Right of Way participation rights and education opportunities as authorized by the International Executive Committee.

Section 8. Corporate Memberships. Corporate Memberships shall be the designation given to those private corporations or entities which apply for and are approved by the International Executive Committee for Corporate Memberships, subject to the requirements in effect for the designation at that time, and to their payment of a corporate fee to International Right of Way Association. Through Corporate Memberships, employees of private corporations or entities shall be designated as a Corporate Member, and shall have International Right of Way participation rights and education opportunities as authorized by the International Executive Committee.

ARTICLE IV — ANNUAL AND SPECIAL MEETINGS OF MEMBERS

Section 1. Annual Meetings. There shall be an annual meeting of the members of the Association (Annual Membership Meeting) within five days prior to the annual meeting of the Board of Directors of the Association (Annual Board Meeting), at the same location as the Annual Board Meeting. The exact time of the membership meeting shall be determined and fixed by the International Executive Committee of the Association. At each Annual Membership Meeting the following shall be the order of business:

- Reading of minutes of preceding meeting
- Reports of officers
- Reports of committees
- Miscellaneous business

Section 2. Special Meetings. The Executive Committee, upon petition filed by a majority of the members of the Association or by the Board of Directors, shall call a Special Meeting of the members of the Association at a time not earlier than 30 days after the petition has been received and verified by the Executive Director and not later than 60 days after the verification. The International Secretary shall cause notice of any such Special Meeting to be given by ordinary mail or email to the voting members of the Association within five days after the petition has been verified. Where possible, notice shall be given in *Right of Way Magazine*. At any Special Meeting of the members, the following shall be the order of business:

- Report of the International Secretary establishing the reason for the call of the special meeting and the confirmation of the existence of a quorum for the purpose of transacting the specific business of the meeting.
- Reading of the minutes of the last previous meeting of the members and correction or approval thereof.
- The Business as specified in the notice of meeting.
- Adjournment.

Section 3. Quorum. A majority of the current membership shall constitute a quorum at a meeting of the membership of the Association at which it is proposed to amend the Articles of Incorporation, Bylaws, or to pass resolutions directing the Board of Directors and the officers of the Association to take some action or to determine Association policies and programs. As to the other items of business coming before the members, no less than 400 active

and/or retired members present shall constitute a quorum for the transaction of business. No individual voting at the Board of Directors meeting shall be permitted to cast more than one vote for each item of business called for a vote.

Section 4. Proxies. Members shall not be entitled to vote by proxy at any meeting of the members of the Association.

ARTICLE V — INTERNATIONAL OFFICERS

Section 1. Officers. Except for the Executive Director and General Counsel, the officers shall be elected by and hold office at the pleasure of the Board of Directors. The officers of this Association shall consist of the following:

1. International President and Chair of the Board, hereinafter referred to as President
2. International President-Elect
3. International Vice President
4. International Treasurer
5. International Secretary
6. Executive Director, who 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 for cause by the International President, with the approval of the International Executive Committee.
7. A Region Chair for each Region
8. A Region Vice Chair for each Region
9. International General Counsel and Parliamentarian (herein General Counsel), who shall be a member of the International Executive Committee with voice but no vote, and shall be appointed by the International President each year, subject to the approval of the International Executive Committee, and shall hold office until such time as he or she retires, resigns, or receives formal notification of the appointment of a successor.

The compensation, if any, of all officers of the Association shall be fixed by the Board of Directors.

The Board of Directors, at the Annual Board Meeting, shall organize for the next succeeding year by electing an International President-Elect, International Vice President, International Treasurer, 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.

Section 2. Qualifications. The following are the minimum qualifications for officers to be elected by the Board:

- 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 two terms as an elected officer of a Chapter of the Association, at least one of which was served as Chapter President, or (2) have served a minimum of two terms as Chair or Vice Chair of one of the international 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.

Section 3. Term of Office. At the expiration of the term of the International President, the International President-Elect shall succeed to the office of International President for a one-year term.

The International President-Elect and the International Vice President shall be elected annually for terms of one year and shall be ineligible for re-election to their respective offices until at least one year has elapsed since last service. The International Treasurer, International Secretary, Region Chairs and Region Vice Chairs shall be elected annually for a term of one year and shall be eligible for re-election to the respective offices at the pleasure of the Board of Directors.

Section 4. Duties and Responsibilities. The duties of the respective officers shall be those described in the Association's Policies and Procedures Manual.

Section 5. Nomination and Election of Officers. There shall be a Nominating Committee appointed each year as provided for in the Association's Policies and Procedures Manual.

Nominations by the International Nominations and Elections Committee — The Committee shall submit a report to the International President, with a copy to the International Secretary, containing the names of the persons it proposes to nominate for each such office, except those of International President, Region Chairs and Region Vice Chairs, not less than 40 days prior to the date of the Annual Board Meeting provided, however, that in the event that the International President-Elect has assumed the office of International President, as a result of a vacancy in that office, a nominee for the office of International President shall also be named in said report.

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, not less than 40 days prior to the date of the Annual Board Meeting.

Notice by Secretary — It shall be the responsibility of the International Secretary to prepare and mail, email, or facsimile each said report to each member of the Board of Directors not less than three weeks prior to the date of the Annual Board Meeting.

Nomination by Petition — Any Member, Chapter or Region Forum may petition to place on the ballot 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 not later than December 1 of the year preceding the year in which the election is scheduled to take place.

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.

Election Arrangements — The International Secretary, with the assistance of the International Nominations and Elections Committee, shall have general charge of the elections, including preparation, distribution and counting of ballots or electronic votes. In the event of one or more additional nominations for any office, voting shall be by written ballot or electronic vote.

Balloting — Voting members of the Board of Directors shall cast their own ballot or electronic vote only.

Election — Election to any office shall be by a majority of the votes cast by the Directors.

Section 6. Removal of Elective Officers. Any elected officer may be removed from office by the body electing such officer if:

- a. he or she ceases to be a member in good standing of the Association;
- b. he or she is suspended or expelled from membership in the Association;
- c. on complaint of the International Executive Committee that he or she refused to properly perform the duties of office; or
- d. if, in the opinion of the International Executive Committee, he or she becomes physically or mentally incapacitated.

Such removal of an officer shall be effective by a two-thirds majority vote of the members of the Board of Directors at a regularly called meeting or by mail or email vote, based upon formal recommendation of removal from the International Executive Committee, with a statement of reasons for such recommendations.

Section 7. Vacancies. In the event the office of the International President becomes vacant, the International President-Elect shall succeed to the vacant office. In the event the office of International Vice President becomes vacant, the International Treasurer shall succeed to the vacant office. In the event the office of International Treasurer becomes vacant, the International Secretary shall succeed to the vacant office. In the event the office of Region Chair becomes vacant, the Region Vice Chair shall succeed to the vacant office. Except for the office of International President-Elect, all other vacancies will be filled by the International Executive Committee, but with respect to the Region Vice Chairs, such vacancies shall be filled by the International Executive Committee upon recommendation by the Region.

In the event the office of International President-Elect becomes vacant more than 90 days before the Annual Board Meeting, the International Executive Committee shall immediately call a special meeting of the Board of Directors for the purpose of electing a replacement of the International President-Elect for the remainder of the term and shall provide not less than 60 days' notice of said special meeting.

In the event the office of International President-Elect becomes vacant 90 days or less before the Annual Board Meeting, that position shall remain vacant until it is filled for the following term by an election during the next scheduled Annual Board Meeting. The position of International President shall also be filled for the following term by an election during the next scheduled Annual Board Meeting. When the position of International President is being filled by direct election (as opposed to ascension of the International President-Elect), an eligible candidate for International President must have been elected to serve a minimum of three terms on the International Executive Committee.

ARTICLE VI — BOARD OF DIRECTORS

Section 1. Directors. The Board of Directors (sometimes referred to herein as "Board") shall consist of the following:

- Two Directors for each Chapter
- The Elected International officers of the Association
- The members of the Advisory Council

All members of the Board of Directors shall have voice and vote.

Section 2. Duties and Responsibilities. The affairs, business and property of the Association shall be managed and controlled by the Board of Directors. The Directors of each Chapter shall act as liaison between the International 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.

Section 3. Election of Directors and Tenure of Office. Each new Chapter, in the first year of its establishment, shall elect two members to the Board of Directors, one to serve from the date of the election to the end of the fiscal year, the second to serve for a like period plus one full fiscal year. Thereafter each Chapter shall annually elect one Director who shall serve a term of two fiscal years and shall be eligible for re-election. The failure of such a Director to attend the Annual Board Meeting shall constitute his or her resignation.

Section 4. Vacancies. No vacancy on the Board of Directors created by the end of the term of any member of the Advisory Council shall be filled.

A Chapter Director vacancy shall be filled by the Chapter. The Chapter shall elect a Director to hold office during the unexpired term. If the Chapter fails to elect a new Director and certify the election to the International Secretary prior to the next Board meeting, and/or if a Director resigns, the Board by a majority vote of those Directors in attendance, may elect a Director from the membership of the Chapter having the vacancy, to hold office for the unexpired term.

No reduction in the number of Directors by future amendments to these Bylaws shall have the effect of removing any Directors prior to the expiration of their elected term of office.

Section 5. Removal of Directors. Members of the Board of Directors may be removed from office by the body electing such Directors, upon any of the following grounds:

- They cease to be members in good standing of the Chapter which elected them.
- They are suspended or expelled from membership in the Association.
- They are removed by a two-thirds vote of the voting members present at a meeting of the membership of the Chapter said Directors represent, based on a recommendation by the Chapter's executive board that they failed or refused to properly perform the duties of the office.
- Any other reason authorized by the Articles of Incorporation or the Bylaws of this Association or by law.

Section 6. Meetings.

Annual Meetings — The Annual Membership Meeting and Annual Board Meeting shall be held and concluded by June 30 of each fiscal year. At said Annual Board Meetings, the Board shall determine the location and date of the annual meetings.

Special Meetings — Special meetings of the Board of Directors, for any purpose or purposes whatsoever, may be called at any time by the International President, with the concurrence of the International Executive Committee. If the President is unable to act, refuses to act, or is absent, the meeting may be called by a majority of the International Executive Committee. The International Executive Committee shall call a special meeting of the Board of Directors within 30 days after the receipt of a written petition for a special meeting, signed by not less than 20 Directors, which petition shall set forth the agenda of subjects to be considered at such special meeting of the Board of Directors.

Notice of Annual Meetings — Notice of annual meetings shall be given to each member of the Board of Directors, in writing, by the International Secretary or the Executive Director. If there is no such officer, or in case of his or her neglect or refusal to act, the notice shall be given by such officer as may be designated by the International Executive Committee. Each notice shall be given at least 30 days prior to the regularly scheduled annual meeting.

Notice of Special Meetings — Notice of special meetings shall be given by ordinary mail or email, not less than seven days prior to such meeting. The notice shall be forwarded to the mailing, facsimile or email address of the members of the Board of Directors as shown in the records of the Association.

Valid Notification — Such notice of annual meetings or special meetings shall constitute legal and personal service upon such Director. Notices of meetings shall specify the place, day, and the hour of the meeting and the nature of the business to be transacted.

Waiver of Notice — The transaction of any meeting of the members of the Board of Directors, however called and noticed or wherever held, shall be as valid as though it had been at a meeting duly held after a regular call and notice, if a quorum be present, and if, either before or after the meeting, each member of the Board of Directors not present signs a written waiver of notice or a consent to holding such a meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Quorum — A majority of the total membership of the Board of Directors shall constitute a quorum for the transaction of business at the Annual Board Meeting or special meeting properly noticed. The action of a majority of the members of the Board of Directors present at any meeting at which there is a quorum shall be regarded as the act of the Board and valid as a corporate act. A minority of the members of the Board of Directors, in the absence of a quorum, may adjourn from time to time.

Action by Board Without Meeting — Any action required or permitted to be taken by the Board of Directors under the Corporation Code of the State of California may be taken without a meeting, if all members of the Board shall, individually or collectively, consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action, by written consent, shall have the same force and effect as a unanimous vote of such Directors.

Order of Business of Board of Directors Meetings — The anticipated order of business for the conduct of a meeting of the Board of Directors of the Association shall be given to the members of the Board of Directors at least 30 days before the meeting. Notices may be given by publication in *Right of Way Magazine* or sent by ordinary mail or email to the address on file with IRWA. Copies of resolutions to be considered which are in the hands of the International Executive Committee at time of notice shall be mailed or emailed to the address on file with IRWA to the members of the Board of Directors at least 30 days prior to the meeting.

Notice of Adjournment — When a meeting is adjourned for 30 days or more, notice of adjournment shall be given as in the case of a special meeting. When a meeting is adjourned for less than 30 days, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting, other than an announcement at the meeting at which such adjournment is taken.

ARTICLE VII — INTERNATIONAL EXECUTIVE COMMITTEE AND INTERNATIONAL GOVERNING COUNCIL

Section 1. International Executive Committee and International Governing Council. There shall be an International Executive Committee (IEC) of the Association which shall consist of the following officers:

1. International President, who shall have voice and vote.
2. International President-Elect, who shall have voice and vote.
3. International Vice President, who shall have voice and vote.
4. International Treasurer, who shall have voice and vote.
5. International Secretary, who shall have voice and vote.
6. Executive Director, who shall have voice but no vote.
7. International General Counsel and Parliamentarian, who shall have voice but no vote.

There shall also be an International Governing Council (IGC) which shall consist of the members of the IEC and the Region Chairs. Those members of the IEC who have voice and vote shall also have voice and vote on the IGC. Each of the Region Chairs shall have voice and vote on the IGC. In the absence of a Region Chair from a meeting of the IGC, the Vice Chair of that Region shall be permitted to attend such meeting as a member and shall have voice and vote.

Quorum for the IEC shall be four voting members. In order for a matter to be approved by the IEC, it must receive a majority of the votes of the IEC voting members at a meeting at which a quorum is present.

Quorum for the IGC shall be ten voting members, of which four shall be voting members of the IEC. In order for a matter to be approved by the IGC, it must receive a vote of at least 75% of its members voting at a meeting at which a quorum is present.

The International President shall be present and preside over all meetings of both the IEC and the IGC. If the International President is absent from a meeting of either the IEC or the IGC, the International President-Elect shall be present and preside.

With the exception of matters to be handled exclusively by the IEC, which said matters shall include human relations and personnel issues, the adjustment of budgets, ethics and administrative matters, day-to-day operational matters and emergency matters requiring immediate or timely action, the IGC shall, between meetings of the Board of Directors (Board) have the authority of the Board in the managing of the business of the Association.

Both the IEC and the IGC shall be subject to such directions and controls as may, from time to time, be imposed upon them by the Board. The respective powers, duties and responsibilities of both the IEC and the IGC shall be set forth in the Association's Policies and Procedures Manual and other applicable procedures.

Section 2. Advisory Council. The Advisory Council of the Association shall consist of all Past International Presidents who have served at least 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.

Section 3. Other Committees. The Board of Directors, and the International President with the consent of the International Executive Committee, may create such other committees as each may deem necessary. The appointing authority, at the time it creates a committee, shall define and may, thereafter, redefine the functions and responsibilities of the committee created. No committee thus created shall be granted any authority vested in the International Executive Committee, and each of such committees shall be subject to and responsible to the International Executive Committee. The Board of Directors may dissolve any committee. The International Executive Committee or the International President, if the International Executive Committee approves, may dissolve a committee created by him or her or a predecessor. Except for the meeting at the annual education conference, notice of the time and place of all meetings shall be given in writing by the Chair of said Committee to all committee members and the Executive Director at least 30 days in advance.

ARTICLE VIII — REGIONS, CHAPTERS, CHAPTER AFFILIATES

Section 1. Regions. The Association shall be divided into Regions. The territorial boundaries of each Region shall be established by a resolution approved by two-thirds of the voting members present at a meeting of the Board of Directors.

Section 2. Region Forums.

Establishment — There shall be established in each Region a Region Forum composed of one or more representatives from each Chapter in the Region. Each Chapter shall have equal representation thereon.

Responsibilities — The Region Forum in each Region shall assist the Region Chair and Vice Chair in the performance of their duties and shall be authorized to conduct Education Seminars within the Region, if desired.

Officers — The Region Chair shall be the presiding officer of said Forum. The Region Vice Chair shall act in the absence of the Chair.

Bylaws — There may be adopted within each Region, subject to the approval of General Counsel, such Bylaws or operational rules for the conduct of the business of the Region Forum, which shall not be inconsistent with the International Bylaws of the Association.

Section 3. Chapters.

Establishment — Local Chapters shall be known as Chapters of the International Right of Way Association and shall be given an identifying number. The Board of Directors, or the International Executive Committee, shall have the power to establish new Chapters from time to time. No Chapter shall be chartered unless it has satisfied the requirements in effect for such chartering and has filed with the International Secretary/Treasurer those applications and forms required at the time of application.

Responsibilities — It shall be the responsibility of the Chapter executive board, acting through the Chapter Secretary, to comply with the Articles of Incorporation, Bylaws and the direction of the Board of Directors and the International Executive Committee. Failure of a Chapter to comply, as provided for herein, shall result in the imposition of sanctions on the Chapter by the International Governing Council, in accordance with the Policies and Procedures of the Association, up to and including dissolution of the Chapter.

Dues, Assessments, Bylaws — Each Chapter shall adopt and may amend its Bylaws so long as they are not inconsistent with the Articles of Incorporation, these International Bylaws, Policies and Procedures, or Resolutions of the Association, subject to the approval of the General Counsel, and may levy and collect such dues and assessments as are set forth in said Chapter Bylaws.

Section 4. Chapter Affiliates.

Establishment — Existing Chapters may establish Chapter affiliates which shall be known as "Chapter Affiliate of Chapter No. ___ of International Right of Way Association," and which shall be identified by the number of the parent Chapter. Chapter affiliate charters shall be authorized by the executive boards of the establishing Chapters, subject to the requirements in effect for Chapter affiliates and approval by the International Executive Committee.

Responsibilities — The Chapter affiliate shall operate in accordance with the Bylaws of the Chapter with which it is affiliated.

Executive Board Representation — Each Chapter affiliate shall be represented by its Chair on the parent Chapter executive board.

ARTICLE IX — DUES, FEES, AND ASSESSMENTS

Section 1. International Dues and Fees. The Board of Directors may establish such dues and fees as are necessary for the fiscal administration of the Association. Such dues and fees, including annual membership dues, certification or designation fees and penalties for late payment and non-payment, shall be established from time to time by resolution of two-thirds of voting members at a meeting of the Board of Directors. Such resolution may also establish dates by which such dues are payable and may establish procedures for distribution of such to the international and/or Chapter treasuries. Notwithstanding the foregoing, the establishment of the "agency fee" and the "corporate fee" for Agency Members and Corporate Members as referenced in Article III shall be established and approved by the International Executive Committee on an individual basis as part of each Agency Membership and Corporate Membership.

Section 2. International Special Assessments. The Board of Directors may, in addition to dues and fees, establish special assessments from time to time, the amount and duration of which shall be set forth in the said resolution.

Section 3. Chapter Dues and Fees. Each Chapter may establish Chapter dues and fees, including initiation fees, which shall be certified to International Headquarters on or before the 15th of September each year and which shall be collected by International Headquarters as part of the annual membership dues renewal process. The said Chapter dues and fees shall be returned to the Chapter treasuries.

Section 4. Region Funds. Region Forums may not assess member Chapters but may request voluntary payments.

Section 5. Members Called to Active Military Service Duty. Any member of this Association who is in the active military service of their country shall continue to be a member without payment of any dues during the entire time he or she is in such service. Thereafter, at least to the end of the calendar year in which discharged, and in the event of a service-connected disability, either full or partial, for such additional time as the Chapter executive board may determine is reasonable for the member to regain health and obtain employment, he or she shall continue to be a member without payment of any dues.

ARTICLE X — POLITICAL ACTIVITIES

The Association may engage in political activities, but:

- Only as to issues involving the certification and/or licensing of one or more of the disciplines which make up the Association's membership;
- Only in accordance with rules and policies established by the International Executive Committee;
- Only on issues selected by the International Executive Committee;
- Only by individuals selected by the International Executive Committee; and
- Only upon approval of the International Governing Council by an affirmative vote.

ARTICLE XI — PROCEDURAL RULES

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 XII — PARLIAMENTARY AUTHORITY

Roberts Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Association, its Board of Directors and committees, in all instances wherein its provisions do not conflict with the laws of the State of California applicable to non-profit corporations or these Bylaws.

ARTICLE XIII — FISCAL AND ELECTIVE YEAR

Section 1. Fiscal Year. The fiscal year of the Association shall begin July 1 and end June 30.

Section 2. Elective Year. The elective year shall begin upon installation of officers at the annual education conference or the Annual Board Meeting and end immediately following the installation of the new officers at the next annual education conference or Annual Board Meeting.

ARTICLE XIV — INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. IRWA shall, to the fullest extent permitted by law, indemnify its directors, officers, members, employees and agents from and against all expenses, judgments, fines, settlements and other amounts (including attorneys' fees) actually incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, investigative or administrative, brought by reason of the fact that such director, officer, member, employee or agent is or was acting on IRWA business, provided, however, that such individual was attempting in good faith to act according to the Bylaws of IRWA.

Section 2. Insurance. IRWA shall have the right and power to purchase and maintain insurance to the fullest extent permitted by law on behalf of its directors, officers, members, employees and agents against any liability asserted against or incurred by a director, officer, member, employee or agent in such capacity or arising out of the director's, officer's, member's, employee's or agent's status as such.

ARTICLE XV — AMENDMENT OF BYLAWS

These Bylaws may be amended, repealed, or altered in whole or part by any of the following:

- The vote or written assent of a majority of the members of the Association entitled to vote, or the vote of a majority of a quorum at a meeting of the members of the Association duly called for the purpose; or
- By the affirmative vote of not less than two-thirds of the members of the Board of Directors present at any annual or special meeting of the Board, subject, however, to the power of the members of the Association to amend or repeal the Bylaws.

Resolutions proposing the amendment, repeal, or alteration of the Bylaws, in whole or in part, shall not be considered by the members of the Association or the Board of Directors until 30 days have elapsed since the date a copy of the resolution has been mailed or emailed to the members of the Association or the Board, as the case may be, or published in *Right of Way Magazine*. In the event the proposed change in the Bylaws shall relate to fixing or changing the number of members on the Board of Directors, the action of the Board of Directors in approving such amendment shall not be effective without the vote or written assent of members of the Association entitled to exercise a majority of the voting power or the vote of a majority of the quorum of the members of the Association. Notwithstanding the foregoing, a resolution proposing a change in the number of members of the Board of Directors due to a proposed change in the number of officers on the International Executive Committee may be adopted by the Board of Directors without the assent of a majority of the members.

ARTICLE XVI — DISSOLUTION

Upon the dissolution or winding up of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets, within its discretion, to any other non-profit tax-exempt organization. (This Article of the Bylaws was passed by the Board of Directors in June 1997 and will become effective upon proper amendment to Section 11 of the Articles of Incorporation of this Association to provide for the distribution of any remaining assets to other not-for-profit tax-exempt organizations.)