



BYLAWS OF BLUEGRASS CHAPTER NO. 25

CHARTERED JANUARY 9TH, 1959
Revised September 2013

ARTICLE I GENERAL

Section 1. The name of this Chapter shall be BLUEGRASS CHAPTER NO. 25, INTERNATIONAL RIGHT OF WAY ASSOCIATION.

Section 2. This Chapter is a Chapter of the International Right of Way Association, a corporation formed under the laws of the State of California and all of its rights and powers are subject to the laws of said State, the Articles of Incorporation of said Association, and the Bylaws, Rules and Regulations of said Association, including the requirement that all Chapter bylaws and amendments thereto are not effective until their approval by the International Executive Committee of said International Right of Way Association.

Section 3. Each member of this Chapter must conduct himself or herself in such a manner as to reflect honesty and the integrity of the International Right of Way Association and each is bound by the Code of Ethics and Rules of Professional Conduct of said Association. A member may be suspended or expelled from this Chapter and from said Association on such grounds and in the same manner provided for in the International Bylaws.

Section 4. This Association being non-political, non-partisan and non-sectarian, no member shall represent himself or herself as a representative of the Association in respect to any political, partisan, or religious activity without the proper authorization from the Association. In any presentation wherein a member is in any way identified as a member of the Association, said member shall specifically indicate that the opinions expressed represent only private opinions and are not intended to reflect policy positions of the Association or this Chapter.

Section 5. The administrative year of this chapter shall be from July 1st to June 30th.

ARTICLE II MEMBERSHIP

Section 1. The classes of membership in this Chapter and the requirements for such membership shall be those established in the International Bylaws of the International Right of Way Association.

ARTICLE III MEETINGS

Section 1. General membership meetings of this Chapter shall be held at the time and place designated by the President and/or Vice President. General membership meetings shall be held at least four times each calendar year. A scheduled regular meeting, except the annual meeting, may be postponed by the President or Vice President with the concurrence of a majority of the Chapter Executive Board.

Section 2. An annual meeting of the members of this Chapter shall be held during October of each administrative year. Annual reports of all officers and committees may be presented at that time. Chapter officers, including International Directors, for the coming year shall be elected at said meeting but installed at the Annual Installation Meeting, and such other business as may be presented may be conducted.

Section 3. A Chapter Annual Installation Meeting shall take place prior to June 30th of each year or a date determined by Executive Board at which time the elected officers and an International Director shall be installed for their respective terms of office.

Section 4. Special meetings may be called at any time by the President and shall be called upon receipt of a written or electronically transmitted request of four members of the Chapter Executive Board or by ten active members of the Chapter.

Section 5. Notice of all meetings shall be given to the active members in writing, by telephone, or by electronically transmitted communications at least five days prior to such meeting.

Section 6. Six current members of the membership of the chapter shall constitute of quorum.

ARTICLE IV OFFICERS

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

In addition to the officers listed above, there shall be elected each year from the active membership of the Chapter, one member to serve as a member of the International Board of Directors of the International Right of Way Association. Said International Director shall be elected for a two-year term so as to comply with the International Bylaws providing for two Directors from each Chapter.

Section 2. Except for the officers appointed by the President as provided in Section 1 of this Article, all officers shall be elected by the active membership of this Chapter for a one (1) year term beginning at the start of the administrative year or until their successors are duly elected or appointed and installed.

Section 3. If the office of International Director shall become vacant, the chapter shall, at an election scheduled for and held at the next regular meeting of the Chapter following the date the vacancy occurs, elect a director to hold the office during the unexpired term.

If the office of the President shall become vacant, the Vice President shall immediately succeed to the duties and office of the President. In the event of a vacancy in any other office except the offices of Vice President or International Director, said office shall be filled by the President from the active members of the Chapter with the concurrence of the Chapter Executive Board.

Section 4. No officers, except with approval of general membership, may be re-elected to the same office until two (2) years have elapsed following the end of the term to which elected, provided, however, that this limitation shall not apply to the office of Secretary, Treasurer, or International Director, who shall be eligible to succeed themselves.

Section 5. The officers of this organization shall perform duties as herein set forth.

- A. International Directors. The International Directors shall act as liaison between the International and Chapter structures of the Association working in close cooperation with the Regional Chair and Vice Chair. They shall inform the Chapter Executive Board of all actions and activities occurring at meetings of the International Board of Directors and of such other matters as may come to their attention.
- B. President. The President shall be the chief Executive Officer of the Chapter and ex-officio member of all committees and shall, subject to the control of the Executive Board, have general supervision, direction and control of the business and officers of the Chapter. The President shall preside at all meetings of the chapter and of the Executive Board, and shall have the general powers and duties usually vested in the office of President, and such other powers and duties as may be prescribed by the Bylaws of the Association, this Chapter or the Chapter Executive Board.

- C. Vice President. The Vice President shall have the general powers and duties of a Vice President; shall act as President in the case of the absence or disability of the President; shall advise and assist the President when called on to do so, and shall perform such other duties as may be required by the Executive Board. In case the office of President becomes vacant, the Vice President shall become President.
- D. Secretary. The Secretary shall keep a book of minutes of all of the meetings of the Chapter and the Executive Board, shall carry on all correspondence of the Chapter and shall perform such duties as may be required by the Executive Board.
- E. Treasurer. The Treasurer shall receive all funds of the Chapter and keep a proper record thereof, shall deposit them in a convenient responsible bank, and shall disburse them only upon receipt of proper authority from the Chapter Executive Board. The Treasurer shall provide financial reports as required by the IRWA Headquarters in a timely fashion. The Treasurer shall perform such other duties as are delegated to that officer by the Chapter's Executive Board.

ARTICLE V EXECUTIVE BOARD AND COMMITTEES

Section 1. Executive Board. The Executive Board shall consist of the International Directors, elected Officers and the Committee Chairpersons. Five (5) members of the Board shall constitute a quorum, providing there are present three (3) officers, including the President or Vice-President, Secretary or Treasurer, International Director and two (2) Chairpersons of standing committees. The Board shall meet before or after each general meeting of the membership and at such times and places as shall be designated in a written or electronic notice authorized by the President, which shall be sent to each member of the Board not less than seven (7) days before the date of the meeting. The Executive Board shall have the power and duty to conduct and direct all the business and affairs of the Chapter.

Section 2. There shall be in this Chapter, certain standing committees as provided in this Article. Unless specifically provided otherwise herein, the Chairperson of each standing committee shall be appointed by the President immediately after taking office. They shall be appointed by the President from the active membership of the Chapter. The Chairpersons shall appoint the members of their respective committees from the active membership of the Chapter. The President, or in case of the disability or absence of the President, the Vice-President, shall be an ex-officio member of each standing committee.

Section 3. Committee on Nominations and Elections. A Committee on Nominations and Elections shall be a standing committee of this Chapter. A Chairperson for the Committee on Nominations and Elections shall be appointed by the President as described in Section 2 of this Article. The Committee shall consist of the Chairperson and at least three members, including the active three immediate past Chapter Presidents, but not including the current President. This committee shall present and recommend a slate of officers to the membership for their consideration not later than the tenth month of the administrative year. Opportunity shall be given to any member to make nominations from the floor at the time of elections.

Section 4. Professional Development Committee. There shall be in this Chapter a Professional Development Committee consisting of (either 3 or a multiple of 3) members, each of whom shall be elected for a three-year term at the same time and in the same manner as the officers of this Chapter are elected; provided, however, that the first election following establishment of this committee, one-third of said members shall be elected for a one-year term; one-third for a two-year term, and the remainder for a full three-year term. All members of said chapter Professional Development Committee must have attained the designation of Senior Member International Right-of-Way Association, (SR/WA).

Section 5. There shall be in this Chapter an Education Committee. The Chairperson for the Committee shall be appointed by the President as described in Section 2 of this Article. The Chairperson shall appoint the members of the committee from the active membership of the Chapter.

Section 6. There may be such other standing or ad hoc committees as the Executive Board shall from time to time determine to be necessary. However, it is recommended that there shall be established in this Chapter committees corresponding to those certain International Committees designed for Chapter counterparts by the International Board of Directors or the International Executive Committee.

ARTICLE VI DUES AND FEES

Section 1. Annual dues of active members of this Chapter, or partial payment of new members, shall be such sum as is provided by the International Bylaws of this Association as and for the annual per capita assessment plus the sum for Chapter dues, or partial payment thereof, which may from time to time be established by the Chapter Executive Board. Said dues are payable to International Right of Way Association.

Section 2. In addition to the dues required herein, all applications for new active membership shall be accompanied by an application fee which may be established by the International Executive Committee.

Section 3. Annual Chapter dues of Associate Members of this Chapter shall be an amount which may be established by the Executive Board.

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

Section 5. Annual Chapter dues of Retired Members, without magazine, of this Chapter shall be an amount which may be established by the Executive Board.

**ARTICLE VII
RULES OF ORDER**

Section 1. Except as otherwise provided for in these Bylaws, *Robert's Rules of Order*, current revision, are hereby adopted as the rules for the procedure and conduct of all meetings of this Chapter, its Executive Board and Committees.

**ARTICLE VIII
AMENDMENTS**

Section 1. These Bylaws may be repealed, amended or new Bylaws adopted at any General membership meeting of the Chapter by an affirmative two-thirds vote of the active members present after the same has been sent by mail or via electronic transmission to active members of the Chapter at least seven (7) days prior to the meeting. Said action by the Chapter shall not become effective until approved by the International Executive Committee or its designee.