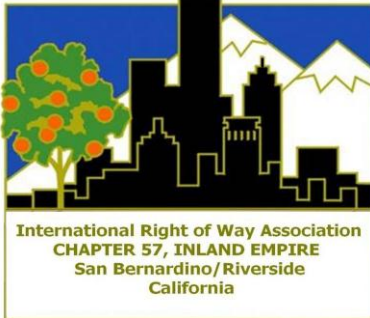


IRWA

CALIFORNIA INLAND EMPIRE

CHAPTER 57



Bylaws

**Approved by the Board April 22, 2010;
Approved by General Counsel June 1, 2010
Amended per Membership Vote September 1, 2010**

Article I. General

Section 1. The name of this Chapter shall be California Inland Empire, Chapter No. 57, 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 bylaws and amendments thereto are not effective until their approval by the International General Counsel of said International Right of Way Association.

Section 3. Each member of this Chapter must conduct himself or herself in such a manner as to reflect honesty and 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 and expelled from this Chapter and from said Association on such grounds and in the same manner provided for in the International bylaws of the International Right of Way Association.

Section 4. This Association being nonpolitical, nonpartisan and nonsectarian no member shall represent himself or herself as a representative of the Association in respect to any religious or political activity without the specific approval of the International Executive Committee. 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 his or her opinions as an individual and are

not intended to reflect policy positions of the Association or of this Chapter.

Article II. Membership

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

Article III. Officers

Section 1. The elected Officers of this Chapter shall be a President, President-Elect, Secretary and Treasurer. Other Officers of this Chapter may be appointed by the President from the active membership of this Chapter, with the concurrence of a simple majority of the voting members of the Executive Board. In addition to the other officers listed, there shall be elected each year from the active membership of the Chapter a member to serve as a member of the International Board of Directors of the International Right of Way Association. Said International Director shall be elected for a two-year term so as to comply with the International Bylaws providing for two directors from each Chapter.

Section 2. The Officers of this organization shall perform the duties as hereinafter set forth.

A. International Directors. The International Directors shall act as liaison between the International and Chapter structures of the Association, working in close cooperation with the Regional Chairman and Vice Chairman. They shall inform the Chapter Executive Board of all actions and activities occurring at meetings of the International Board of Directors and of such other matters that 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 as may be prescribed by the Bylaws of the Association, this Chapter, or the Chapter Executive Board.

C. President-Elect. The President-Elect shall have the general powers and duties of a President-Elect; shall act as President in the case of the absence or disability of the President; shall advise and assist the President when called on to do so and shall perform such other duties as may be required by the Executive Board. In case the office of President becomes vacant, the President-Elect shall become President. In addition to other duties, the President-Elect shall perform such duties in connection with the supervision of standing committees as may, from time to time, be directed by the President.

D. 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 disperse them only upon receipt of proper authority from the Chapter Executive Board; and shall perform such other duties as may be required by the Chapter Executive Board.

E. Secretary. The Secretary shall keep a book of minutes of all the meetings of the Chapter and the Executive Board; shall maintain copies of all official

correspondence of the Chapter; and shall perform such other duties as may be required by the Chapter Executive Board.

Section 3. At the expiration of the term of the President, the President-Elect shall succeed to the office of the President for a one (1) year term. Except for the office of President and for officers appointed by the President as provided in Section 1 of this Article, all officers shall be elected by ballot from the active membership of this Chapter at the May general membership meeting. The officers so elected and the President, shall serve for one (1) year, commencing on July 1, and continuing through June 30 of the following year.

Section 4. If the office of an International Director shall become vacant, 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. No Officer shall hold or be reelected to the same office until two (2) years have elapsed following the end of the term to which elected, unless:

A. A position on the Executive Board becomes vacant and an incumbent Executive Officer volunteers to fill the position for the remainder of the unexpired term; and

B. The incumbent Executive Officer seeks, and is granted, approval from the Board to fill the vacant position for the remainder of the unexpired term. Upon expiration of the term, the incumbent Executive Officer shall be eligible to succeed himself or herself for one (1) additional term.

The limitations in this section shall not apply to the Offices of Secretary or Treasurer or International Director, the incumbents of which shall be eligible to be elected to succeed themselves for one (1) additional term. A President-Elect who has succeeded to the office of President to fill an unexpired term of a predecessor shall hold office through the term to which he or she normally would have succeeded.

Section 6. The fiscal year of this Chapter shall run from July 1 through June 30 of the following year. Any Board member currently installed or appointed at the time of the amendment of the bylaws, who would have served from January 1 through December 31, shall remain in office through the end of his or her elected term, to the end of the new fiscal year, for a total of 18 months' service to the Chapter. Thereafter, all elected officers, the Executive Board and the standing committee chairs (who also serve as members of the Board) shall serve from July 1 through June 30 of the following year.

Article IV. Meetings

Section 1. Regular general membership meetings of this Chapter shall be held at the time and place designated by the President. Regular meetings shall be held at least four (4) times each calendar year at intervals not less than twenty-eight (28)

days apart. A scheduled regular meeting, except the annual meeting, may be postponed by the President with the concurrence of a simple majority of the Chapter Executive Board.

Section 2. An annual meeting of the members of this Chapter shall be held prior to the twenty-fifth (25th) day of May of each year. Chapter Officers, including International Directors, shall be elected at said meeting and such other business as may be presented may be conducted, including a state of the Chapter address by the President or the President's designee.

Section 3. Special membership meetings may be called at any time by the President and shall be called upon receipt of a written request signed by four (4) members of the Executive Board or by ten (10) active members of the Chapter.

Section 4. Notice of all meetings shall be given to the active members in writing, or by email, or by telephone at least five (5) days prior to such meetings.

Section 5. Twenty (20) active members shall constitute a quorum at general membership meetings.

Section 6. The Chapter Board shall hold its regular meetings on the pre-designated scheduled day of each calendar month throughout the year except for July. Regular meetings of the Chapter Board shall not be cancelled for any reason, except where it is known in advance that a voting quorum cannot attend that meeting and then only upon a telephone/e-mail roll call vote of a simple majority of the voting members of the Chapter Board. Any regular meeting so cancelled shall be rescheduled and held on the next day that a quorum can be attained. An unscheduled special meeting of the Chapter Board may be called by a simple majority vote of the Chapter Board or by a written request signed by at least three (3) voting members of the Chapter Board.

Section 7. In the event that an elected Officer of this Chapter shall be absent for any reason from three (3) consecutive regular meetings of the Chapter Board, his or her resignation from the office shall be deemed to be tendered, which resignation may then be accepted by a simple majority vote of the Chapter Board. At the regular meeting of the Chapter Board at which the third of such consecutive absences occurs or at any subsequent regular or special meeting of the Chapter Board, any voting member of the Chapter Board may introduce a motion to declare such resignation effective and the resigned office vacant. Upon the introduction and passage of such motion, if the office vacated by passage of the motion is the office of President, the President-Elect shall immediately succeed to the duties and office of the President as provided in Section 8 of Article IV of these Bylaws.

Section 8. In the event that an Officer of the Chapter resigns, or is deemed to have resigned as provided for in Section 7 above, said Officer shall return all books, papers and other materials in his or her possession which belong to the Chapter, to the Chapter President within five (5) working days of such resignation.

Section 9. The President, or at the direction of the President, the President Elect, may call a meeting of the Board via electronic voting (e-mail), if such meeting meets the following criteria:

A. Only the Chapter President, or at the request or incapacitation of the President, the President Elect, may call or hold a Board meeting via e-mail.

B. Any Board meeting called by the President, or President Elect, shall be of an emergency nature, unless an e-mail vote is requested on an emergency nature by the Region Chair or the International Executive Committee. An emergency is described herein as needing the vote of Board on a matter of such urgency that waiting until the next regularly scheduled Board meeting would cause harm to the Chapter.

C. Any e-mail sent to the active members by the President, or President Elect, to initiate the meeting must contain the phrase, "A Call to Order," plus give a general statement, such as "An e-Mail Meeting Will Be Called to Order on [specify date] at [specify time]." The call to order message will explain the purpose of the meeting, the date and time the meeting shall be held and will list the names and/or e-mail addresses to whom the meeting notice is sent.

D. To be considered as a viable e-mail meeting, the e-mail must be sent to all Board members and must request that each Board member acknowledge receipt of the meeting notice.

E. To be considered a valid vote in the context of an e-mail meeting, a quorum, as set forth in Article V, section 8 below.

F. In the event of equipment malfunction (described herein as any cause or event that prevents the electronic transmission of the e-mail to all intended recipients) that prevents accurate transmission of the e-mail by any Board member, the President must adjourn the meeting, and no vote can be taken.

G. The minutes of any meeting held via e-mail must be taken by the Chapter Secretary and must consist of all e-mail messages that were a part of the general discussion of the issues for which the meeting was called. In order to be considered, all responses to any questions or items for discussion sent by the President, or President Elect, during the e-mail Board meeting shall be directed to the President, or President Elect, within two (2) business days of the e-mail Board meeting. For purposes of this section, two (2) business days constitutes 48 hours, e.g., any response made during Board meeting held via e-mail at noon on one day would be timely if received by noon on the second consecutive day.

H. In order for the votes to be collected and tallied, the e-mail shall contain a Vote button or a key set up in the e-mail, or shall be by direct request to the voting members for either Aye or Nay votes, or "I vote for _____" (such as the election of an individual).

Article V. Boards and Committees

Section 1. Executive Board. The Executive Board shall be defined and have powers as hereinafter described. The elected Chapter Officers, Immediate Past President/Parliamentarian and all members of the Professional Development Committee shall constitute the Executive Board of this Chapter, for a total of eight (8) individuals. The Executive Board shall have the power and duty to conduct and direct all the business and affairs of the Chapter.

Section 2. Committee on Nominations and Elections. A Committee on Nominations and Elections shall be appointed by the Chapter President no later than the March Board meeting, and shall consist of a Chairperson and at least three (3) members. This committee shall present and recommend a slate of Officers to the membership for their consideration no later than the April regular membership meeting.

Section 3. Professional Development Committee. There shall be in this Chapter a Professional Development Committee consisting of three (3) members, each of whom shall be elected for a three (3) year term at the same time and in the same manner as the Officers of the Chapter are elected, provided however, that at the first election following establishment of this committee three members shall be elected with one-third (1/3) of said members being elected for a three (3) year term, one-third (1/3) being elected for a two (2) year term and one-third (1/3) being elected for a one (1) year term. All members of the Chapter Professional Development Committee must have attained the designation of Senior Member, International Right of Way Association (SR/WA), or any designation imposed by the International Right of Way Association. The committee member serving the second year of his or her term shall serve as the committee chairperson.

Section 4. Education Committee. There shall be in this Chapter an Education Committee consisting of one (1) or more members, each to be appointed by the President.

Section 5. Communications Committee. There shall be a Communication Chairperson consisting of one (1) or more members appointed by the President. This committee shall be responsible for the collection and dissemination of newsworthy information to the Chapter through a Chapter newsletter, Chapter Internet web site and any other means.

Section 6. Standing Committees. There shall be other standing committees as the Board shall, from time to time, determines to be necessary, provided that standing committees shall be established by the President to correspond to each International Resolution Committee, unless the Region Chairperson authorizes the Chapter to eliminate an unnecessary corresponding committee. The Chair and members of all standing committees shall be appointed by the President immediately after he or she assumes office. They shall be appointed from the active membership of the Chapter. The President, or in the case of his or her disability or absence the President-Elect, shall be an ex-officio member of all standing committees.

Section 7. Removal of Board Members. Any voting member of the Chapter Board may be removed from office and membership on the Chapter Board for cause including misconduct, negligence, or failure to properly discharge his or her prescribed and appropriate duties, provided that, as directed by a simple majority vote of the Chapter Board, thirty (30) days written notice is first given to the deficient Chapter Board member citing the cause for which removal is ordered and

the deficient member does not rectify the deficiency in performance or conduct to the satisfaction of a simple majority of the voting members of the Chapter Board within the thirty (30) day period. All such removal proceedings and discussions, actions, or motions related thereto shall be conducted in closed sessions and copies of any correspondence or documents arising therefrom, shall be maintained in a confidential file. Such minutes shall not be published along with minutes of regular or other meetings of the Chapter Board and any other pertinent documents shall not be disseminated or made public in any way.

Section 8. Chapter Board Voting Quorum. A quorum of the entire Chapter Board shall consist of seven (7) voting members of the Chapter Board, two (2) of which shall be elected Officers. One (1) of these Officers shall be either the President or the President-Elect and one (1) shall be any elected Officer.

Section 9. Special Appointment of Controller. The President shall appoint a member to serve as the Chapter's Controller to oversee the Treasurer. The Controller shall ensure proper accountancy of the Chapter's books, which shall include, but is not limited to, ensuring that all Chapter bank accounts are balanced on a monthly basis; and that all Chapter signature cards are current. The Controller shall request Board approval of a full accounting of the books, via a Certified Public Accountant, should he or she determine it to be necessary. The Controller shall ensure that the Chapter's books are accurately reported to International Headquarters via the accounting program utilized by the Association, for the purpose of the Association's proper reporting to the Internal Revenue Service to ensure the Association's status as a non-profit organization.

Article VI. Dues

Section 1. Annual dues (annual per capita assessment) of members of the Chapter shall be such sum as provided by the International Board of Directors of this Association.

Section 2. In addition to such annual dues, the members of the Chapter shall pay such special assessments as are provided by the International Board of Directors of this Association.

Section 3. In addition to the above-referenced dues and assessments, the members of the Chapter shall pay annual dues to the Chapter in amounts which may from time to time be established by the Chapter Board.

Section 4. Any member who has not paid his or her dues and assessments by the delinquency date established by the International Board of Directors of this Association shall pay reapplication fees, if any, mandated by the Chapter Board.

Article VII. Rules of Order

Section 1. Except as otherwise provided for in these Bylaws, "Robert's Rules of Order, Revised" is hereby adopted as the rules for the procedure and conduct of all meetings of the Chapter, its Board and committees.

Section 2. The Immediate Past President shall serve as Chapter Parliamentarian and shall be responsible for insuring adherence to the Rules of Order at general membership meetings and Chapter Board meetings.

Section 3. Before voting commences in any general membership meeting, the Parliamentarian shall take a head count of the attendees who are eligible to vote.

Article VIII. Amendments

Section 1. These Bylaws may be repealed, amended, or new Bylaws adopted at any regular meeting of the Chapter by an affirmative two-thirds (2/3) vote of the eligible voting members present after the same has been submitted in writing and a copy delivered to the active members of the Chapter at least ten (10) days prior to the meeting. Any action taken by the Chapter shall not become effective until approved by the International General Counsel.

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