

- Bylaws of the
Montana” Big Sky” Chapter No. 45
(Chartered September 23, 1966 – Montana)
(Revised November 13, 2007)
(Revised February 26, 2014)
- (Revised May 26 , 2017
of the
International Right of Way Association
(Incorporated August 9, 1946)

ARTICLE I – GENERAL

Section 1. The name of this chapter shall be Montana “Big Sky” Chapter No. 45, 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 present himself or herself as a representative of the Association without proper authorization from the Association. In any presentation wherein a member is in anyway identified as member of the Association, said member shall specifically indicate that the opinions expressed represent only private opinions and are not intended to reflect policy positions of the Association or this Chapter.

Section 5: The Administrative year of this chapter shall be from July 1 to June 30.

ARTICLE II – MEMBERSHIP

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

ARTICLE III – MEETINGS

Section 1. Regular meetings of this chapter shall be held at the time and place designated by the President. Regular meetings shall be held at least four times each calendar year at intervals not less than 28 days apart. A scheduled regular meeting, except the annual meeting, may be postponed by the President with the concurrence of a majority of the Chapter Executive Board.

Section 2. An annual meeting of the members of this Chapter shall be held prior to the fifteenth day of May of each year. Annual reports of all officers and committees will be presented at that time. Chapter officers, including International Directors, shall be elected at said meeting and such other business as may be presented may be conducted. All members will have an opportunity to vote by electronic means prior to the meeting. All members will receive the list of candidates no later than ten (10) days before the annual meeting, and the electronic vote shall close and all electronic votes must be submitted to the Nominations and Election Chair and the Chapter 45 President on or before a specified date no later than five (5) days before the annual meeting. Candidates for office may be brought forth by electronic write-in votes prior to the annual election meeting or by nomination from the floor during the annual meeting. Paper ballots for each officer position will be made available at the annual meeting in the event there is more than one candidate for each office. Those voting by electronic means prior to the annual election meeting will not be permitted to vote again at the annual election meeting.

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

Section 4. Notice of all meetings shall be given to the active members in writing at least five days prior to such meeting. Such notice may be given via mail, electronic mail, or by telephone.

Section 5. A majority of active members, or twenty, whichever is the smaller, shall constitute a quorum.

Section 6. Meetings of Chapter 45 may be held and business may be conducted by electronic means including the participation in the election of officers. Because of the rural nature of Chapter 45, all members will receive a list of candidates by electronic means no later than ten (10) days prior to the annual meeting. They will have an opportunity to vote for Chapter officers or submit write-in candidates for office by electronic means prior to the annual meeting, and that electronic voting will close five (5) business days before the annual meeting. Anyone voting by electronic means will not be eligible to vote again at the annual meeting.

ARTICLE IV – OFFICERS

Section 1. The officers of this Chapter shall be a President, President-Elect, Vice President, Secretary, 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 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 a maximum of two directors from each Chapter. Any Officer, Committee Chairperson or Committee member, or any member in good standing of Chapter 45 may be elected to serve as a Director. Final election of the two Chapter 45 Board of Directors delegates will be confirmed at the annual election meeting of the Chapter, and their confirmation will be reflected in the minutes of the annual meeting and submitted to the Association Headquarters on or before May 31st of each calendar year.

Section 2. Except for officers appointed by the President as provided in Section 1 of this Article, all officers except President shall be elected by ballot from the active membership of this Chapter at the annual election meeting in May of each year. It shall be Chapter 45 policy that an officer may serve two consecutive one-year terms, but each officer must be elected at the annual election meeting each year. The term of office will begin July 1st of the year first elected or until their successors are duly elected or appointed and installed.

Section 3. If the office of International Director shall be vacant, the Chapter shall, at an election scheduled for and held at the next regular meeting of the chapter following the date the vacancy occurs, elect a Director to hold the office during the unexpired term. If the Chapter fails to elect a new Director and to certify such election to the International Secretary prior to the next meeting of the International Board of Directors, the International Board of Directors, by a majority vote of those members in attendance, shall elect a Director from the membership of the chapter present at the International Board of Directors meeting who shall hold office for the unexpired term.

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

Section 4. No officer may be re-elected to the same office until two years have elapsed following the end of the term to which elected, provided, however, that this limitation shall not apply to the office of Secretary, Treasurer or International Director.

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

A. International Directors. The International Directors shall act as liaison between the International and Chapter structures of the Association working in close cooperation with the Regional Chairman and Vice Chairman. They shall inform the Chapter Executive Board of all actions and activities occurring at meetings of the International Board of Directors and of such other matters as may come to their attention.

B. President. The President shall be the chief Executive Officer of the Chapter and ex-officio member of all committees and shall, subject to the control of the Executive Board, have general supervision, direction and control of the business and officers of the Chapter. The President shall preside at all meetings of the chapter and of the Executive Board, and shall have the general powers and duties usually vested in the Office of President, and such other powers and duties as may be prescribed by the Bylaws of the IRWA, this Chapter or the Chapter's 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.

D. Vice President. The Vice President shall perform such other duties in addition to the regular duties as a member of the Chapter's Executive Board and as may be required by the Chapter's Executive Board. The Vice President shall serve as Chairperson of the Program Committee.

E. Secretary. The Secretary shall keep a book of minutes of all of the meetings of the Chapter and the Executive Board, shall carry on all correspondence of the Chapter not handled by the President and shall perform such duties as may be required by the Executive Board.

F. 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 may appoint designees to initially accept funds during the registration process for meetings, courses, and other Chapter events. Funds such collected shall be turned over to the Treasure. The Treasurer shall perform such other duties as are delegated to that officer by the Chapter's Executive Board.

Section 6. Removal of Elected Officers. Any elected officer may be removed from office by the Chapter if a) he or she ceases to be a member in good standing of IRWA; (b) he or she is suspended or expelled from membership in the IRWA; (c) if, in the opinion of the Executive Board, he or she refused to properly perform the duties of office; or (d) if, in the opinion of the Executive Board, 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 Chapter at a regular meeting, based upon formal recommendation of removal from the Executive Board, with a statement of reasons for such recommendations.

ARTICLE V – EXECUTIVE BOARD AND COMMITTEES

Section 1. Executive Board. The elected Chapter officers, immediate Past President, and the Committee Chairpersons shall constitute the Executive Board of this Chapter. Any Five (5) of said Chapter members gathered together shall constitute a quorum.

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 and members of each standing committee shall be appointed by the President or the President's designee immediately after taking office. They shall be appointed from the active members of the Chapter to serve at the pleasure of the President. The President, or in case of the disability or absence of the President, the President Elect, shall be an ex-officio member of each standing committee.

Section 3. Committee on Nominations and Elections and Special Awards. A Committee on Nominations and Elections and Special Awards shall be appointed by the President or the President's designee not later than the September regular meeting and shall consist of one (1) or more members. This committee shall present and recommend a slate of officers to the membership for their consideration not later than two weeks before the May regular meeting. This committee shall present and recommend special awards on behalf of, and as requested by, the Chapter Board.

Section 4. Professional Development Committee. There shall be in this Chapter a Professional Development Committee, consisting of either one or more members, each of whom shall be appointed 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. The Chair of said Chapter Professional Development Committee (PDC) must have attained the designation of Senior Member – International Right of Way Association and the other members of the PDC consist of an SR/WA Candidate or possess an IRWA Discipline Certification whenever possible.

Section 5. 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 or the President's designee for a one year term.

Section 6. Membership Committee. There shall be in the Chapter a Membership Committee, consisting of at one (1) or more members, each to be appointed by the President or the President's designee for a one-year term.

Section 7. There may be such other standing committees as the Executive Board shall from time to time determine to be necessary. Whenever feasible, there should be established in the Chapter, committees

corresponding to those certain International Committees designated for Chapter counterparts by the International Board of Directors or the International Executive Committee.

ARTICLE VI – DUES

Section 1. Annual dues of Active Members of this Chapter 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 which may from time to time be established by the Executive Board.

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

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

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

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

ARTICLE VII – AFFILIATES

Affiliate formation shall be in accordance with the International Association's Bylaws, Article VIII Section 4, Chapter Affiliates.

ARTICLE VIII – RULES OF ORDER

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

ARTICLE IX – AMENDMENTS

These bylaws may be repealed, amended or new bylaws adopted at any regular meeting of the Chapter by an affirmative two-thirds vote of the active members present after the same has been submitted in writing and read at the previous regular meeting or a copy thereof sent by regular mail or via electronic means to members of the chapter at least thirty (30) days prior to the meeting. Said action by the Chapter shall not become effective until approved by the International General Counsel.

I HEREBY CERTIFY that the foregoing Bylaws were unanimously adopted by the members of Montana Big Sky Chapter No. 45, International Right of Way Association, at its regular meeting in Billings, Montana, MAY 26 ,2017

Michael Rabb, J.D.

President, Montana Big Sky Chapter No. 45
International Right of Way Association