

By-Laws
Tennessee Chapter 32
International Right of Way Association

ARTICLE 1 – GENERAL

Section 1. The name of this chapter shall be:
Tennessee Chapter 32, 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 By-Laws, Rules and Regulations of said Association, including the requirement that all By-Laws and Amendments thereto are not effective until their approval by the International Board of Directors of said International Right of Way Association.

Section 3. Each member of this chapter must conduct himself in such a manner as to reflect honesty and integrity on the International Right of Way Association and is bound by the Code of Ethics of said Association, and a member may be suspended and expelled from this chapter and from said Association on such grounds and in the manner provided for in the International By-Laws of the International Right of Way Association.

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 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 1 to June 30.

ARTICLE 2 – MEMBERSHIP

Section 1. The classes of membership in this chapter and the requirements for such membership shall be those established in the International By-Laws of the International Right of Way Association.

ARTICLE 3 – 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 (4) 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 the second to last month of each administrative year. Annual reports of all officers and committees will be presented at that time. Chapter officers, including international directors, for the coming year shall be elected at said meeting and such other business as may be presented may be conducted.

Section 3. 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 ten active members of the chapter.

Section 4. Notice of all meetings shall be given to the active members in writing or via electronically transmitted communications at least five days prior to such meeting or by telephone prior to such meeting.

Section 5. Seven active members or ten percent (10%) of the active membership of the chapter, whichever is larger, shall constitute a quorum.

ARTICLE 4 – OFFICERS

Section 1. The officers of this chapter shall be a president, president elect, secretary, and 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 By-Laws providing for two directors from each chapter.

Section 2. Except for the president, who succeeds to the office from the elected position of president elect, and officers appointed by the president as provided in Section 1 of this Article, all elected and appointed shall serve for one year 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 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 the president. In the event of a vacancy in any other office except the offices of the president elect 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 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 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 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 By-laws 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.
- 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 5 – BOARDS AND COMMITTEES

Section 1. Executive Board. The chapter's elected officers, together with the immediate past president shall constitute the Executive Board of this chapter.

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 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. A Committee on Nominations and Elections shall be appointed by the president not later than the end of the seventh month of the administrative year and shall consist of a chairperson and at least three members. This committee shall present and recommend a slate of officers to the membership for their consideration not later than the ninth month of the administrative year.

Section 4. Professional Development Committee. There shall be in this chapter a Professional Development Committee consisting of either three or a multiple of three members, each of whom shall be elected or appointed for a three-year term. The chairperson of said Chapter Professional Development Committee (PDC) shall have attained the designation of Senior Member/International Right of Way Association (SR/WA), shall be 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 either three or a multiple of three members, each to be appointed by the president for a three-year term; provided, however, that at the time of the initial appointment of the membership of said committee one-third of said members shall be appointed for a one-year term, one-third for a two-year term, and remaining one-third for a full three-year term.

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, provided, however, that there shall be established in this chapter committees corresponding to those certain international committees designated for chapter counterparts by the International Board of Directors of the International Executive Committee.

ARTICLE 6 – DUES

Section 1. Annual dues of active members of this chapter shall be such sum as is provided by the International By-Laws 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 new active membership shall be accompanied by an application fee which may be established by the International Executive Committee.

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 7 – RULES OF ORDER

Except as otherwise specifically provided in these By-Laws, 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 8 – AMENDMENTS

These By-Laws may be repealed, amended or new By-Laws 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 by mail or via electronic transmission to active members of the chapter at least 10 days prior to the meeting. Said action by the chapter shall not become effective until approved by the International Executive Committee or its designee.

Certified as a true copy of the By-Laws of Tennessee Chapter 32 of the International Right of Way Association as amended and approved by an affirmative two-thirds vote of the active members on August 19, 2010 in Nashville, TN. Said amended By-Laws having been read previously at the July 24, 2010 regular meeting of the chapter in Waverly, TN.

These By-Laws also conform to suggestions recommended by the IRWA Region 6 Chair and supersede all previous Chapter 32 By-Laws as amended prior to August 19, 2010.