

**BYLAWS OF  
OLD DOMINION CHAPTER NO. 52  
INTERNATIONAL RIGHT OF WAY ASSOCIATION**

**ARTICLE I – GENERAL**

- Section 1. Name. The name of this Chapter shall be Old Dominion Chapter No. 52, International Right of Way Association.
- Section 2. Bylaws. 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 of this Chapter and amendments thereto are not effective until approved by the International Executive Committee of the International Right of Way Association.
- Section 3. Personal Conduct. Each member of this Chapter must eschew any conduct that reflects adversely upon the honesty or integrity of the International Right of Way Association and is bound by the Code of Ethics and the rules of Professional Conduct of said Association, and a member may be suspended or expelled from this Chapter and from said Association on such grounds and in the manner provided for in the International Bylaws of the International Right of Way Association; such as, violation of the Code of Ethics, other discreditable or dishonest acts, or indictment and conviction of a felonious act.
- Section 4. Authorized Representation. This Association, being nonpolitical, nonpartisan and nonsectarian, shall authorize no member to represent it on any religious or political matter without the specific approval of the International Executive Committee. In any presentation wherein a member's relationship to the Association is in any way identified, said member shall clearly indicate that any opinions expressed are not intended to reflect policy positions of the Association or this Chapter.

**ARTICLE II – MEMBERSHIP**

- Section 1. Qualification. Membership shall be restricted to persons of good character and reputation, and principally concerned in business with the acquisition, leasing, or disposition of real property, or an interest therein, that have a definite relationship to right of way work. A person engaged in the above described activities on a limited basis may, by a two-thirds vote of the members of the Executive Board present at any regular or special meeting (quorum required), be elected to membership in the Chapter.
- Section 2. Classification. This Chapter of the Association shall have eight classes of membership as follows:
- |          |               |
|----------|---------------|
| ACTIVE   | RETIRED       |
| HONORARY | ASSOCIATE     |
| SENIOR   | HONORARY LIFE |
| STUDENT  | ALLIED/PATRON |
- A. Active Membership shall be reserved for persons actively engaged in the right of way or related profession, and shall be awarded through election by a Chapter of the Association.

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- B. Retired Membership shall be reserved for persons who reach the age of retirement, retire from the regular right of way profession, and upon application to the Chapter Executive Board are elected to such Retired Membership.
- C. Honorary Membership shall be reserved for those persons of prominence whose activities are compatible with the qualifications of active or retired members and who are elected to Honorary Membership by the Chapter Executive Board in accordance with the Bylaws of the International Association, provided, however, that such election shall not become final and effective until said member is approved for membership by the International Executive Committee. Certificates evidencing such Honorary Membership shall be issued only by the International Executive Committee, on behalf of the Chapter and the Association.
- D. Associate Membership shall be reserved for those persons who already have been elected to active membership in another Chapter of this Association, and while in good standing in said Chapter, apply for associate or secondary membership in the Chapter. Such Associate Members shall be elected by the Chapter Executive Board in the manner provided in the case of active members. They shall be entitled upon election to all rights claimed by active members except the right to vote and to hold office. They shall not be considered in any way to have gained a second membership in the International Right of Way Association.
- E. Senior Membership shall be reserved for those persons who have qualified and been registered under the Senior Registration Program of this Association.
- F. Honorary Life Membership may be bestowed upon a member of the Chapter in recognition of outstanding contributions to the Chapter and the International Right of Way Association. The following criteria shall serve as suggested guidelines for nomination to Honorary Life Membership:

The candidate for nomination for Honorary Life Membership shall have:

- 1. Obtained Retired Membership status.
  - 2. Served as an officer or Board Member of the Chapter.
  - 3. Been a member of IRWA for at least fifteen (15) years.
  - 4. Been a member of the Chapter for at least ten (10) years. A nomination for Honorary Life Membership must be endorsed by at least three (3) members of the Chapter Executive Board, and must be in writing. When voted upon, the nomination must receive the unanimous approval of the Chapter Executive Board.
- G. Allied/Patron. Allied/Patron Members shall be individuals engaged in activities related to the Right of Way Profession, who have a community of intent requiring information concerning right-of-way and sympathy with the objectives of the Association, but who are not eligible for other active or retired membership categories. Allied/Patron Members shall not have the right to vote or hold office. Dues for Allied/Patron Members shall be in an amount equal to the then existing dues for active Senior Members.
- H. Student. Student Members shall be students enrolled in an undergraduate or graduate degree or certificate program at an institution of higher education with a specialization or major in real estate or one of the industry disciplines associated with the right-of-way profession, but who are not eligible for other active or retired membership categories. Student Members shall not have the right to vote or hold

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office. Dues for Student Members shall be in an amount equal to the then existing dues for Retired Members with magazine.

- Section 3. Termination. Membership in the Association may be terminated by death, withdrawal, failure to pay dues, resignation or expulsion as provided under Article I, Section 3.
- Section 4. Membership Requirements. All membership requirements shall conform to those established in the International Bylaws of this Association.

**ARTICLE III – MEETINGS**

- Section 1. General membership meetings are generally held six (6) times each calendar year during the following months: January, March, May, July, September and November. One seminar per calendar year may be substituted for a general membership meeting, except during the months of March and May. One (1) general membership meeting per calendar year may be omitted, with the exception of the March and May meetings, which must be rescheduled. In addition to general membership meetings, seminars and social gatherings may be held with the approval of the Executive Board.
- Section 2. Annual reports of all officers and committees will be presented at the annual business meeting in May. Chapter officers, including International Directors, shall be elected at the March meeting.
- Section 3. Special meetings may be called at any time by the President 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, or by telephone prior to such meeting.
- Section 5. A majority of the active members, or ten, whichever is smaller, shall constitute a quorum.

**ARTICLE IV - OFFICERS**

- Section 1. The officers of this Chapter shall be a President, First Vice President, Second Vice President, Secretary, Assistant Secretary, Treasurer, and Assistant 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 two directors from each Chapter.
- Section 2. Except 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. The officers so elected and appointed shall serve for one year beginning the following July 1, or until their successors are duly elected or appointed and installed.

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

If the office of the President shall become vacant, the First Vice President shall immediately succeed to the duties and office of President. In the event the office of First Vice President, Secretary, or Treasurer shall become vacant, the Second Vice President, Assistant Secretary or Assistant Treasurer, respectively, shall automatically succeed. In the event the office of Second Vice President, Assistant Secretary, or Assistant Treasurer becomes vacant in any manner, 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 member may be reelected to an office until two years have elapsed between terms; however, said prohibition shall not apply to the Secretary, Assistant Secretary, Treasurer or Assistant Treasurer.

Section 5. 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 Chairperson and Vice-Chairperson. 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, except Nominating, and shall be 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 as may be prescribed by the Association, the Bylaws of this Chapter, and the powers or duties granted by the Chapter Executive Board.
- C. First Vice President. The First Vice President shall have the general powers and duties of a Vice President, shall act as President in the case of 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, including responsibility for special or administrative committees as designated by the President. In case the office of President becomes vacant, the First Vice President shall become President.
- D. Second Vice President. The Second Vice President shall assume the duties and responsibilities of the First Vice President in the absence or disability of the incumbent, and such other duties as may be required by the Executive Board,

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including responsibility for the resolution committees as required by the International Board of Directors and responsibilities of the Program Chairperson.

- E. Secretary. The Secretary shall keep a book of minutes of all the meetings of the Chapter and the Executive Board, shall carry on all correspondence of the Chapter, and shall perform such other duties as may be required by the Executive Board.
- F. Assistant Secretary. The Assistant Secretary shall perform all duties of the Secretary in the absence or disability of the Secretary or when called on to do so by the Secretary. The Assistant Secretary shall be responsible for maintaining the Chapter's library, including files, books, publications, magazines, scrapbooks, etc., and for recording in narrative form, supplemented by photographs, news articles, etc., the history of the Chapter for the term to which elected commencing with the installation of officers at the beginning of the year. The outgoing Assistant Secretary shall turn over said history to the incoming Assistant Secretary within three months after leaving office.
- G. Treasurer. The Treasurer shall receive all the funds of the Chapter and keep a proper record thereof; shall deposit them in a convenient, responsible bank; and shall disburse them only upon direct receipt of proper authority from the Chapter Executive Board. Within 20 days after being installed, the Treasurer shall execute a bond for the faithful performance of the duties of the office in an amount and secured by such corporate surety company as shall be determined by the Board of Directors from time to time. The Treasurer shall perform such other duties as are assigned by the Chapter's Executive Board.
- H. Assistant Treasurer. The Assistant Treasurer shall perform all the duties of the Treasurer in the absence or disability of the Treasurer, or when called upon to do so by the Treasurer. The Assistant Treasurer shall be empowered to sign checks and orders for payment only upon the specific authority and approval of the Executive Board.

**ARTICLE V - BOARDS AND COMMITTEES**

- Section 1. Executive Board. The elected Chapter Officers, immediate Past President, and the Committee Chairs shall constitute the Executive Board of this Chapter.
- Section 2. Professional Development Committee. There shall be in this Chapter a Professional Development Committee consisting of six (6) members, each of whom shall be elected for a three-year term, with two members being elected, and two members retiring each year. All members of said Chapter Professional Development Committee must have attained the designation of Senior Member, International Right of Way Association.
- Section 3. Education Committee. There shall be in this Chapter an Education Committee consisting of three (3) or more members, each of whom shall be appointed by the President. The chairperson of this committee shall be appointed by the President from the membership of said committee.
- Section 4. Nominations and Special Awards Committee. A standing committee shall exist consisting of the Chapter's three (3) immediate past presidents (the most immediate serving as chair), each of whom are active members, none of whom

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shall be current elected officers, other than International Director, whose duty it shall be to:

1.) Present a slate of candidates for the various offices for the succeeding year; and

2.) Oversee and select the Chapter's special awards to qualified individuals as determined by said committee. In regard to the former responsibility, the committee's slate of candidates shall be communicated to the Executive Board and to all active members at least thirty (30) days prior to the March meeting, either by mail or by publication in the official newsletter of the Chapter, "The Virginia Acquirer". Additional nominations may be submitted for an elected position by any active chapter member. Nominations must be made in writing (e.g. by email) and received by the Chapter Secretary at least two weeks prior to the meeting where the election is scheduled. Additional nominations will be forwarded by email to Chapter Members, who receive the Acquirer by email and mailed to the members who receive the Acquirer by mail a minimum of one week prior to the meeting when the election will be held. Nominations for elected positions received less than two weeks before the election will not be considered.

If any of the Chapter's three (3) immediate past presidents cannot serve on this committee, the President shall appoint an active member who is not an elected officer to fill this vacancy.

Section 5. There shall be such standing committees as the Executive Board shall from time to time determine to be necessary; provided however, that there shall be established standing committees to correspond to each International Resolution Committee, unless the Regional Chairman authorizes the Chapter to eliminate an unnecessary corresponding committee.

The chairperson and members of all standing committees, except the Professional Development Committee, shall be appointed by the President of the Chapter immediately upon assuming office. They shall be appointed from the active members of the Chapter to serve at the pleasure of the President. In case of absence of the President, the First Vice President shall be ex-officio member of all standing committees, except Nominating, as required by International.

Section 6. A majority of the members of the Executive Board, or six, whichever is larger, shall constitute a quorum of the Executive Board.

**ARTICLE VI - DUES**

Section 1. Annual Dues for active members of this Chapter shall be as set forth and approved by the International Board of Directors, and shall include the Annual International per capita assessment in dues, fees, assessments and other charges that are levied by the Association. In addition thereto, Chapter dues shall be as set forth and approved by the Chapter general membership.

Section 2. No Chapter dues shall be required of Retired Members. However, the magazine assessment and Senior Member Renewal fee, if applicable, and required by International Headquarters, shall be the responsibility of the Retired Member.

Section 3. No dues shall be required of Honorary Members.

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- Section 4. Annual dues of Associate Members of this Chapter shall be established by the Chapter Executive Board provided that International dues and the SR/WA renewal fee, if applicable, have been paid by said member to the "home" Chapter.
- Section 5. Dues of all classes of membership shall be payable to the International Treasurer on or before the fifteenth day of January each year. Any member who has not paid dues shall be subject to removal from the Chapter Roster.
- Section 6. No Chapter dues shall be required of Honorary Life Members. Any International dues or assessments required of an Honorary Life Member shall be paid by the Chapter, excepting the magazine assessment, which shall be the responsibility of the Honorary Life Member.
- Section 7. Any member of this Chapter who is called to active military service shall have their dues abated during the time they are in such service. Abatement of dues must be approved by the Executive Board upon written request of the member called to active duty or other member in good standing on their behalf.

**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.

**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 vote of the active members present after the same has been submitted in writing and read at a previous regular meeting or a copy thereof sent by mail to the active members of the Chapter at least (10) ten days prior to the meeting. Said action by the Chapter shall not become effective until approved by the International General Counsel.