

ARTICLE I - NAME

Section 1. Name. The name of this organization shall be the Right of Way Consultants Council.

Section 2. Principal Office. To be named.

Section 3. Corporate Seal. The Council adopts the corporate seal depicted below. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed or otherwise reproduced. ***(we'll incorporate the seal once we obtain one)***



Section 4. Emblem. The emblem, a facsimile of which appears above, shall be blue lettering with blue arc on the left side with the words "Consultants Council, A Right of Way Advisory Organization".

Any approved member may wear or display the Council's emblem as may be adopted and approved by the Council Board.

Section 5. Use of Credentials.

1. Members may use the expressions associated with "Right of Way Consultants Council" only with prior approval by the Council Board. In no case shall these expressions be used in connection with a firm, partnership, or corporation in such manner as might be interpreted as referring to a partnership, corporation, or anyone other than the individual rightly entitled to use the designation. Such use of these expressions shall always be dignified and in a manner satisfactory to and in accordance with such regulations as the Board of Directors may issue from time to time.
 2. No property rights are acquired by members in membership certificates, cards, emblems, and plaques issued by the Council to its members, except those items given by the Council as awards for services rendered to the Council. Upon termination of membership, certification or designation, the member shall cease using such certificate, plaques, and emblems and will, upon demand by the Council, promptly surrender the same to the last chapter of which the person was a member.
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ARTICLE II - OFFICIAL PUBLICATION

Section 1. Name. ***IF WE DECIDE TO HAVE A NEWSLETTER OR SOMETHING; SUBSCRIPTIONS ARE SOMETHING WE'D HAVE TO VOTE ON.***

ARTICLE III - MEMBERSHIP AND AFFILIATION

Section 1. Qualifications. Members of the Right of Way Consultants Council must be in the business of providing right-of-way and land acquisition related services, and:

- Members shall be companies, partnerships, LLC's or sole proprietorships in good standing.
- All members must be authorized to do business in at least one state or province.
- Members must maintain an appropriate level of professional liability insurance coverage.
- Members must maintain an appropriate level of general liability insurance coverage.
- Members must support professional development of their employees.
- Members shall divulge if they have ever been disqualified from doing business in any state or province.
- Members require that its employees comply with the IRWA Code of Ethics.
- Members must be in compliance with all applicable Federal, State and local withholding tax and employment laws and regulations (including but not limited to [IRS Publication 15-A](#)).
- Members shall comply with all applicable laws and regulations relating to the specific right of way and acquisition related services they provide.
- Members shall be affirmed by a quorum of the Board.

Section 2. Membership. Except as may hereinafter be provided, an applicant for membership shall become a member upon adherence to qualifications in Section 1 and the securing a majority vote of a quorum of the Council Board.

Section 3. Member Conduct

1. Failure of members to conduct themselves in such a manner as to reflect personal honesty and integrity on both themselves and the Council and to, at all times, be bound by the Articles of Incorporation, the Bylaws, the Code of Ethics and the Policies and Procedural Rules of the Council shall constitute justification for their admonishment, reprimand, censure, suspension or expulsion from membership and the administration of disciplinary action in accordance with the Council's disciplinary procedures.
2. Grounds for expulsion of a member shall include but not be limited to the following:

1. Non-compliance to requirements of becoming a member.
 2. Found to be guilty of any act discreditable to or inimical to the best interest of the Council.
 3. Proper showing that the member's application for membership, at the time that membership was granted was falsified, or that he or she knowingly failed to give complete, factual information in said application, which information, had it been submitted, would have resulted in denial of his or her application for membership in the Council.
 4. Found to have been dishonest or to have lied and knowingly misrepresented or withheld information in the course of his or her professional activities.
3. Less serious infractions may be grounds for admonishment or reprimand. Admonishment is an expression of disapproval of particular conduct and constitutes a warning concerning a specific act, such as an error or omission. Reprimand is a severe expression of disapproval and criticism and constitutes a serious warning. It may include conditions for continuation of membership and notice of its issuance may be published.

Section 4. Membership Termination. Membership in the Council shall be terminated by (1) withdrawal or resignation; (2) expulsion; or (3) nonpayment of the dues, fees and annual assessments.

Upon termination of membership, an individual shall simultaneously forfeit any and all interest in any funds or other assets of the Council.

ARTICLE IV - ANNUAL AND SPECIAL MEETINGS OF MEMBERS

Section 1. Annual Meeting. There shall be an annual meeting of the members of the Council at the International Right of Way Association's Education Conference that will be held the day prior to the beginning of the annual seminar or other date approved by the Board. At each annual meeting of the members the following shall be the order of business:

1. Reading of minutes of preceding meeting
2. Reports of officers
3. Reports of committees
4. Board elections
5. Miscellaneous business

Section 2. Special Meetings. The Board, upon petition filed by a majority of the members of the Council or by the Board, shall call a special meeting of the members of the Council at a time not earlier than thirty days after the petition has been received and verified by the Board and not later than sixty days after the verification. The Board shall cause notice of any such Special Meeting to be given by electronic mail to the voting members of the Council within five days after the petition has been verified. At any Special Meeting of the members, the following shall be the order of business.

1. Report of the Board establishing the reason for the call of the special meeting and the confirmation of the existence of a quorum for the purpose of transacting the specific business of the meeting.
2. Reading of the minutes of the last previous meeting of the members and correction or approval thereof.
3. The Business as specified in the notice of meeting.

4. Adjournment.

Section 3. Quorum. A majority of the current membership with at least 6 board members present shall constitute a quorum at a meeting of the membership of the Council at which it is proposed to amend the Articles of Incorporation, Bylaws, or to pass resolutions directing the Board of the Council to take some action or to determine Council policies and programs. As to the other items of business coming before the members, not less than 10 active members at least 5 of which are current board members present shall constitute a quorum for the transaction of business.

Section 4. Proxies. Members shall not be entitled to vote by proxy at any meeting of the members of the Council.

ARTICLE V – COUNCIL BOARD

Section 1. Board - The board will consist of nine members. The officers of this Board shall consist of the following:

1. Chair
2. Vice Chair
3. Treasurer
4. Secretary

- Six members are required for a forum with decisions being made by super majority. No motion can pass that has more than two (2) dissenting votes.
- There can be no more than one individual board member from any member company
- Any board member unable to fulfill his or her term will be replaced by a vote of the remaining board members

Section 2. Qualifications. The following are the minimum qualifications for officers to be elected by the Board:

1. The candidate must be from a member in good standing.

Section 3. Term. Board members will be elected to three (3) year terms. Each year, three (3) new board members will be elected. During the first board meeting each year, board members will elect a Chair, Vice Chair, Treasurer, Secretary and Website Administrator.

Section 4. Duties and Responsibilities: The duties of the Board include, but are not limited to, oversight of council activities, meetings, representations; implementation of member directives and rules outlined in the Council by-laws; establishing policy and procedure for membership approval and overall governing of council intentions.

Section 5. Nomination and Election of Board.

Each year, three (3) new Board members will be elected for three (3) year terms, in accordance with Section 3. On May 1, a ballot will be distributed to all members which will also allow additional nominations. On May 15, voting will start and continue until May 31. The election

results will be announced prior to the annual meeting so that any newly elected Board member can begin his or her term.

Election

1. Arrangements. The Board shall have general charge of the elections, including preparation, distribution and counting of ballots.
2. Balloting. Voting members of the Council shall cast their own ballot only.
3. Election. Election shall be by a majority of the votes cast by the members.

Section 6. Removal of Elective Board Members. Any elected board member may be removed if (a) the member he or she represents ceases to be a member in good standing of the Council; (b) he or she is suspended or expelled from membership in the Council; (c) on complaint of the Council that he or she refused to properly perform the duties of office; or (d) if, in the opinion of the Board, he or she becomes physically or mentally incapacitated.

Such removal of a Board member shall be effective by a two-thirds majority vote of the Board at a regularly called meeting or by mail vote, based upon formal recommendation of removal, with a statement of reasons for such recommendations.

Section 7. Vacancies. In the event the office of Chair, Vice Chair, Secretary, Treasurer or Website Administrator becomes vacant, the next successive position will assume the role.

Section 8. Meetings

1. Regular Meetings. The regular meeting of the Board shall be held prior the regular Council meeting at the IRWA annual seminar.
2. Special Meetings. Special meetings of the Board, for any purpose or purposes whatsoever, may be called at any time by the Chair. If the Chair is unable to act, refuses to act, or is absent, the meeting may be called by a majority of the Board. The Board shall call a special meeting within thirty days after the receipt of a written petition for a special meeting, which petition shall set forth the agenda of subjects to be considered at such special meeting of the Board.
3. Quorum. A minimum of six (6) Board members is needed for a quorum of a special meeting.

ARTICLE VI - COMMITTEES

This section will address special committees formed by the Board.

ARTICLE VII – DUES / FEES

Section 1. The Board may establish such dues and fees as are necessary for the fiscal administration of the Council. Such dues and fees, including annual membership dues, certification or designations fees and penalties for late payment and non-payment, shall be established from time to time by resolution of two thirds of voting members at a meeting of the Board. Such resolution may also establish dates by which such dues are payable and may establish procedures for distribution of such to the international and/or chapter treasuries.

Section 2. Membership dues are for the 12 month period of July 1 – June 30th of the following year. Dues for existing members are due July 1st for the next 12 month period of membership. The Current dues schedule is as follows. Members with:

0-20 employees, agents, or contractors - \$100

21-50 employees, agents, or contractors - \$200

51-100 employees, agents or contractors - \$350

101 + employees, agents, or contractors - \$500

Section 3. Membership Application Fee - For all entities seeking membership within the Council there shall be a membership application fee of \$500. The member shall state which calendar period for which they are applying. This initial membership fee shall constitute full payment of dues for the first year of membership regardless of the size of the member or number of employees.

ARTICLE VIII - POLITICAL ACTIVITIES

FOR ANY FUTURE CHOICE THE COUNCIL MAKES ABOUT THIS.

ARTICLE IX - PROCEDURAL RULES

The Board shall establish rules of procedure to effectuate the policies and programs of the Council. Such rules of procedure shall continue in effect until amended or rescinded by the Council.

ARTICLE X - PARLIAMENTARY AUTHORITY

Roberts Rules of Order, latest edition, shall be recognized as the authority governing the

meetings of the Council, its Board and committees, in all instances wherein its provisions do not conflict with the laws of any State in the U.S. applicable to non-profit corporations or these Bylaws.

ARTICLE XI - FISCAL AND ELECTIVE YEAR

Section 1. Fiscal Year. The fiscal year of the Council shall be the calendar year beginning July 1 and ending June 30..

ARTICLE XII - INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Council shall, to the fullest extent permitted by law, indemnify its members, officers, employees and agents from and against all expenses, judgments, fines, settlements and other amounts (including attorney's fees) actually incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, investigative or administrative, brought by reason of the fact that such officer, member, employee or agent is or was acting on Council business, provided, however, that such individual was attempting in good faith to act according to the bylaws of Council.

Section 2. Insurance. The Council shall have the right and power to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, members, employees and agents against any liability asserted against or incurred by an officer, member, employee or agent in such capacity or arising out of the officer's, member's, employee's or agent's status as such.

ARTICLE XIII - AMENDMENT OF BYLAWS

These bylaws may be amended, repealed, or altered in whole or part by any of the following:

1. The vote or written assent of a majority of the members of the Council entitled to vote, or the vote of a majority of a quorum at a meeting of the members of the Council duly called for the purpose.
2. By the affirmative, majority vote of the Board present at any regular or special meeting of the Board, subject, however, to the power of the members of the Council to amend or repeal the Bylaws.

Resolutions proposing the amendment, repeal, or alteration of the Bylaws, in whole or in part, shall not be considered by the members of the Council or the Board until thirty (30) days have elapsed since the date a copy of the resolution has been mailed to the members of the Council or the Board, as the case may be. In the event the proposed change in the Bylaws shall relate to fixing or changing the number of members on the Board, the action of the Board in approving such amendment shall not be effective without the vote or written assent of members of the Council entitled to exercise a majority of the voting power or the vote of a majority of the quorum of the members of the Council. Notwithstanding the foregoing, a resolution proposing a change in

the number of members of the Board may be adopted by the Board without the assent of a majority of the members.

ARTICLE XIV - DISSOLUTION

Upon the dissolution or winding up of this Council, the Board, after providing for the payment of all obligations, shall distribute any remaining assets, within its discretion, to any other non-profit tax exempt organization.