

# RIGHT OF WAY CONSULTANTS COUNCIL, INC.

## BYLAWS

(revised June 22, 2014)

### ARTICLE I – NAME

Section 1. Name. The name of this organization shall be the Right of Way Consultants Council, Inc. (Council and/or ROWCC, herein).

Section 2. Principal Office. The principal office of the organization shall be 6351 Seaview Ave NW, Seattle, WA 98107-2664.



Section 3. 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”.

### Section 4. Use of Credentials.

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

2. Except for use of the emblem described above, members may use the expressions associated with “Right of Way Consultants Council” only with prior approval by the Council Board. 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.

3. 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, the member shall cease using such certificates, plaques, and emblems and will, upon demand by the Council, promptly surrender the same.

### ARTICLE II- MEMBERSHIP

#### Section 1. Member Category and 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 and general liability insurance coverage.
- Members must maintain Workmen's Compensation coverage.
- Members must be compliant with all applicable Workmen's Compensation requirements.
- Members must support professional development of their employees for all employees.
- Members shall divulge if they have ever been disqualified from doing business in any state or province.
- Members must follow the IRWA Code of Ethics, which the ROWCC has adopted.
- 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 and IRS form SS-8).
- Members shall comply with all applicable laws, regulations, and licensing requirements relating to the specific right of way and acquisition 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 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, and the IRWA Code of Ethics, as amended and save and except any provisions of said Code of Ethics relate to disciplinary actions, 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: a) Non-compliance to requirements of becoming a member. b) Found to be guilty of any act discreditable to or inimical to the best interest of the Council. c) 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. d) 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 a) withdrawal or resignation; b) expulsion; or c) nonpayment of the dues, fees, and annual assessments.

Expulsion of a member shall be effective by a two-thirds majority vote of the entire Board in office at the time of a regularly called or special meeting, based upon formal recommendation of removal, with a statement of reasons for such recommendation.

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

#### ARTICLE III- AFFILIATE MEMBER CATEGORIES

Section 1. Affiliate Members of the Right of Way Consultants Council include-

*Vendor Affiliate Members-* Those providing goods and services to those offering right of way and land acquisition related services, and

*Client Affiliate Members-* Consumers of right of way and land acquisition services.

Section 2. Voting. Affiliate membership is a nonvoting category.

Section 3. Meetings. Affiliate members are not counted when establishing a quorum at member meetings.

Section 4. Board Service. Affiliate members cannot be elected to the board.

Section 5. Committees. Affiliate members may serve on committees.

#### 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 (not counting affiliate members), including at least five 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.

Section 4. Voting. Affiliate members are nonvoting members. Decisions may be made by simple majority, except as specified in other sections of these Bylaws.

Section 5. 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

- The posts of Secretary and Treasurer may be combined into a Secretary-Treasurer position.
- Five Board members are required for a quorum with decisions being made by a simple majority, except as specified in other sections of these Bylaws.
- 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 company, other than an affiliate member, in good standing.

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

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

Section 5. Nomination and Election of Board. Each year, three (3) 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 members 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 entire Board in office at the time of a regularly called or special meeting, 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, or Treasurer becomes vacant, the next successive position will assume the role.

#### Section 8. Board 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. A minimum of five Board members is needed for a quorum at a special meeting.

#### Section 9. Meetings in Person or by Interactive Technology

The Board may hold its meetings either in person or by interactive technology, so long as all Directors participating in the meeting can communicate with one another. Interactive technology includes, but is not limited to, conference telephone, electronic transmission, Internet usage, and remote communication. Action taken at a meeting held via interactive technology shall be as effective as if the Directors had met in person.

#### Section 10. Action Without a Meeting

Except as otherwise expressly provided in these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to that action. A member of the Board may provide such written consent in electronic form.

An action by written consent shall have the same force and effect as any other validly approved action of the Board. The written consent(s) shall be filed with the minutes of the meetings of the Board.

#### 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 a two-thirds majority vote of the entire Board in office at the time of a regularly called or special meeting. 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 30 of the following fiscal year. Dues for existing members are due July 1 for the next 12 month period of membership.

#### ARTICLE VIII- 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 IX - 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 X - 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 XI - 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 XII - AMENDMENT OF BYLAWS

These bylaws may be amended, repealed, or altered in whole or part by:

1. The written assent of a majority of the members of the Council entitled to vote, or

2. By a two-thirds majority vote of the entire Board in office at the time of a 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.

#### ARTICLE XIII - 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.