

**BYLAWS**  
**OF**  
**THE**  
**COLORADO BACKFLOW PREVENTION**  
**ASSOCIATION,**

**THE COLORADO CHAPTER OF THE**  
**AMERICAN BACKFLOW**  
**PREVENTION ASSOCIATION**

## INDEX

<u>Article No.</u>	<u>Title</u>	<u>Page</u>
I	General	XX
II	Membership	XX
III	Membership Meetings and Elections	XX
IV	Board of Directors	XX
V	At-Large Directors	XX
VI	Officers	XX
VIII	Contracts, Checks, Deposits and Funds	XX
IX	Books and Records	XX
X	Indemnification	XX
XI	Amendments of Bylaws	XX
XII	Subchapters	XX
XIII	Affirmative Action	XX
XIV	Effective Date	XX

## **ARTICLE I – GENERAL**

### **Section 1.01 International Organization**

The American Backflow Prevention Association, Inc. (ABPA), a Texas not-for-profit corporation (hereinafter identified as “the Association”), is an international body which is organized into regions and local chapters. The Colorado Backflow Prevention Association (CBPA), the Colorado Chapter of the American Backflow Prevention Association, (hereinafter identified as “The Chapter”), is a chapter of the ABPA and shall be organized under the authority of the Association as specified in 1.02 and shall be subordinate to and subject to the authority of the Association.

### **Section 1.02 Colorado Chapter**

The Colorado Backflow Prevention Association (CBPA), the Colorado Chapter of the, American Backflow Prevention Association, Inc. (hereinafter identified as “the Chapter”) shall be organized as a local chapter in accordance with Article XII of the Association’s bylaws. The Chapter shall be organized within Region 5 of the ABPA.

### **Section 1.03 Bylaws**

These bylaws and all subsequent revisions thereto shall be consistent with the Articles of Incorporation and bylaws of the Association and shall be approved by the Association and its national counsel prior to adoption by the Chapter.

### **Section 1.04 Incorporation**

The Chapter shall be incorporated as a domestic, non-profit Corporation within the State of Colorado.

### **Section 1.05 Office**

The address of the Chapter office is P.O. Box 2121 Wheat Ridge, Colorado 80034-2121. The registered agent of the chapter will list their current physical address as the physical address of the Chapter as is required by the office of the Secretary of State in the State of Colorado. The Chapter may change the address and/or location of the office or appoint a new agent, or both, in each case by resolution adopted by the Board of Directors and by statement filed in the office of the Secretary of State of Colorado and written notification to the Association.

### **Section 1.06 Fiscal Year and Operating Year**

The fiscal year of the Chapter shall begin on the first day of January in each year. The operating year for the Chapter shall begin on the first day of January in each year.

## **ARTICLE II – MEMBERSHIP**

## **Section 2.01**

### **Qualifications**

All candidates for membership and all members shall have recognizable interest in the furtherance of the objectives of the Association and Chapter and shall carry on their business or profession in a fully ethical manner and in conformity with generally accepted principles of conduct. All Chapter members shall also be members in good standing of the Association.

## **Section 2.02**

### **Categories of Members**

The Chapter members shall consist of:

1. Individual Member: A person who qualifies under Section 2.01 above, and who commits his/her allegiance to the Association and Chapter for a specified period of time.
2. Honorary Life Member: An individual who is honored as an Honorary Life Member by the Association and resides within the boundaries of the Chapter. An Honorary Life Member shall have all the rights and privileges of an Individual Member and shall be exempt from paying dues at the Chapter level.
3. Honorary Chapter Member: An individual whose knowledge, accomplishments and service to the field of cross-connection control within the boundaries of the Chapter entitle him/her to special recognition. This membership can only be granted by the Board of Directors. The Honorary Chapter Member shall be exempt from paying Chapter dues, but not Association dues. The Board may authorize [payment of the Association dues of an Honorary Chapter Member.

The Board of Directors may establish other categories of membership through the amendment of these bylaws, but not inconsistent with the categories of membership of the Association.

## **Section 2.03**

### **Dues and Fees**

The Chapter may levy dues and fees upon the members in such amounts and for such periods as may be determined by resolution of the Board of Directors.

Dues and fees shall be payable at such times and by such methods of collection as the Board of Directors may prescribe.

The Board of Directors may make regulations necessary to enforce the collection of such dues and fees, including provisions for the termination of membership, upon reasonable notice, for nonpayment of such dues and fees, and for reinstatement of membership.

## **Section 2.04**

### **Termination and Transfer of Membership**

The rights of members of the Chapter are not transferable and shall cease on termination of membership.

The Board of Directors may terminate the membership of any member whenever it is judgement of the Board that the best interests of the Chapter will be served thereby. The Board if Directors may likewise recommend to the Association's Board of Directors the termination of that member from the Association. The member in question shall have the right to appear at a hearing before the Board of Directors before the said membership is terminated.

## **ARTICLE III – MEMBERSHIP MEETINGS AND ELECTIONS**

### **Section 3.01 Regular Meetings**

The Chapter shall conduct a regular meeting of the membership at least once a year. At such meetings, such business as may properly be brought before the Chapter membership shall be transacted. Notice of regular meetings shall be given to all members, not less than five (5) days before the time at which the meeting is to be held. In the event of cancellation or rescheduling due to inclement weather, a posting in the website shall be sufficient to meet the intent of this Section. Each such notice shall state the time, place and matters of special interest to be conducted.

### **Section 3.02 Special Meetings**

Special meetings shall be held at the call of the President, by a majority of the Board if Directors, or by 10% of the membership. Notices shall be as for regular meetings and shall contain the purpose for such meetings. No business other than that specified in the notice of meeting shall be transacted at any special meeting.

### **Section 3.03 Conduct of Meetings**

Each meeting shall be chaired by the President, or in his/her absence, the Vice President.

### **Section 3.04 Actions of Membership**

Any action requiring approval of the membership may be taken at a regular or special meeting, or may be acted upon by mail ballot. To be considered approved, said action shall require a two thirds majority vote of the members voting on the issue.

In the case of a mail election, all members shall be sent, by first class mail, a ballot for the action to be taken. The President, or his designate representative, shall tabulate the results of the balloting covered by this section.

### **Section 3.05 Elections**

Elections of At-Large Directors and Officers may be conducted at a regular or special meeting of the membership, or by mail. At a membership meeting, the Board of Directors shall appoint a member in good standing of the Chapter to serve as the official teller for the election. A mail election may be conducted in lieu of conducting the election at a membership meeting. In this case, all ballots shall be mailed to the Chapters Regional Director for tabulation. Ballots will be mailed using the most recent membership list of the Chapter. In each case, in order for a

candidate to be elected he must receive a simple majority of the votes cast for his particular office.

Candidates for the election must be determined by a Nominating Committee appointed by the President. All members of the Nominating Committee must be members in good standing of the Chapter. The names of the candidates shall be mailed to all members at least thirty (30) days prior to an election conducted at a membership meeting.

**Section 3.06** **Parliamentary Authority**

Robert's Rules of Order shall be the parliamentary authority on all matters not covered by these bylaws.

**Section 3.07** **Notice of Meetings**

A notice to any member sent by first class mail to the most recent address as listed on the Chapter's membership list shall be sufficient to fulfill the requirements of meeting notice as prescribed in Section 3.01 and 3.02. If the member has opted out of the printed newsletter the electronic newsletter shall meet the notification requirement.

Meeting dates, times, and locations shall be published on the Chapter newsletter and posted on the Chapter website.

**ARTICLE IV – BOARD OF DIRECTORS**

**Section 4.01** **Powers and Duties**

The Board of Directors shall have the power and shall act to establish and/or change the policies for the conduct, management, and direction of the business of the Chapter, except those powers specifically reserved or granted by law or these bylaws to the members of the Chapter, so long as such policies and direction do not conflict with the policies and direction of the Association, which determination shall be at the sole discretion of the Association's Board of Directors. Powers and activities of the Board of Directors shall be consistent with the Articles of Incorporation, Bylaws and adopted resolutions of the Association and the Chapter.

**Section 4.02** **Composition**

The Board of Directors shall be composed of:

- (1) The Officers of the Chapter, and
- (2) Up to Three (3) At-Large Directors
  - (a) Where established, the Chair of the Sub-Chapter shall become the AT-Large Director

All of the above members shall be voting members of the Board of Directors.

**Section 4.03** **Regular Meetings**

The Board of Directors shall hold regular meetings a minimum of two times per operating year, with one of the meetings being held in conjunction with a Chapter membership meeting or the Annual Chapter Conference. All meetings of the Board of Directors shall be open to the Chapter membership. Such meetings shall be held at such a place as the Board of Directors may designate within or outside the State of Colorado.

#### **Section 4.04 Special Meetings**

Special meetings of the Board of Directors shall be held whenever called by the President or by a majority of the Directors. Notice of such meeting shall be given at least five (5) days but not more than twenty (20) days before the time such meeting is to be held. Each notice shall state the time, place, and purpose or purposes of said meeting and shall be made in accordance with Section 4.10. No business other than that specified in the notice of the meeting shall be transacted at any special meeting.

#### **Section 4.05 Quorum and Manner of Acting**

A quorum shall be defined as a simple majority of the Board of Directors. A quorum shall be required for the Board of Directors to conduct a meeting.

Each member of the Board of Directors shall be entitled to one vote. Any action by the Board of Directors requires a majority vote of a quorum of the Board members to be considered approved, except those actions which require approval by the membership as specified in these bylaws. The Directors shall act only as a Board and individual members of the Board of Directors shall have no power except that of an individual member of the Chapter.

#### **Section 4.06 Resignations**

Any member of the Board of Directors may resign at any time by giving written notice to the Chapter President (or, in the case of the President notice shall be given to the Vice President). Any such resignations shall take effect at the date of the receipt of such notice or at such time specified in the notice. Unless specified therein, the acceptance of resignation shall not be necessary to make it effective.

#### **Section 4.07 Removal**

Any member of the Board of Directors may be removed by the authority which elected or appointed said member, whenever it is the judgement of that authority that the best interests of the Chapter will be served thereby.

#### **Section 4.08 Vacancies in Office**

If an At-Large Director fails to complete a term, the Board of Directors shall appoint a replacement to complete the term.

#### **Section 4.09 Expenses and Salary**

No salary or other compensation shall be payable for service as an At-Large Director of Officer. Expenses for meeting attendance or other necessary business of the Chapter may be considered for reimbursement by the Board of Directors provided such expenses meeting the following criteria:

- (1) The expenses are in the best interest of the Chapter
- (2) The expenses are coordinated with the Treasurer prior to commitment.
- (3) The expenses are frugal, legitimate and receipts are furnished.

**Section 4.10** **Notice of Meetings**

A notice to any Board member made by any of the following methods shall be sufficient to fulfill the requirements set forth for meeting notices in Section 4.04.

- (1) Sent by first class mail to the most recent address as listed on the Chapter's membership list.
- (2) Sent by fax, with a written or faxed response.
- (3) Personal contact by telephone by any other Board member.
- (4) Orally at a previous Board meeting at which the Board member was present.
- (5) Sent by email, with a response by email or any of the methods detailed above.

Meeting dates and times shall be published in the Chapter Newsletter and on the Chapter website.

**ARTICLE V – AT-LARGE DIRECTORS**

**Section 5.01** **Qualifications**

Each At-Large Director of the Board of Directors shall be a member in good standing of the Association and Chapter.

**Section 5.02** **Election**

At-Large Directors shall be elected in the same manner and at the same time as the Officers of the Chapter, pursuant to Section 3.05

**Section 5.03** **Terms of Office**

The terms of office for At-Large Directors shall be approximately one (1) year. There shall be no limitation for consecutive terms of At-Large Directors.

**ARTICLE VI – OFFICERS**

**Section 6.01** **Designation of Officers**

The Officers of the Chapter shall be a President, Vice President, Secretary and Treasurer, (or Secretary-Treasurer). The Officers shall perform the functions designated by these bylaws, and such other functions as may be assigned by the Board of Directors.

**Section 6.02** **President**

The President, under the Board's direction, shall have a general supervision over the activities and operations of the Chapter. The President shall sign, execute and acknowledge, in the name of the chapter, those instruments authorized by the Board of Directors. The President shall preside over all meeting of the chapter and, in general, shall perform all duties incident to the office of the President. The President shall serve as the Chair of the Board of Directors. The President will vote only when issues result in a tie.

**Section 6.03** **Vice President**

The Vice President shall assist the President in the performance of his duties, shall chair meetings of the Chapter during the absence of the President, and shall assume the office of the President in the event of his departure or incapacitation before completion of his term.

**Section 6.04** **Secretary**

The Secretary shall properly maintain all records and reports of the Chapter as required by law and the Association. The Secretary shall have the responsibility for providing the notices required by these bylaws be issued, and shall prepare the minutes of all chapter meetings and Board of Directors meetings. The Secretary, in general, shall perform all duties incident to the office of Secretary.

**Section 6.05** **Treasurer**

The Treasurer shall provide for the custody of the funds or other property of the Chapter and shall keep or see to the keeping of a separate book account of the same; shall collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the Chapter; and shall deposit or see to the deposit of all funds of the Chapter in such banks or other places of deposit as the Board of Directors may from time to time direct and designate. In addition, the Treasurer shall, whenever so required by the Board of Directors, render an account showing all transactions as Treasurer, and the financial condition of the Chapter, and in general, shall perform all duties incident to the office of the Treasurer.

**Section 6.06** **Qualifications**

Each officer of the Chapter shall be a member in good standing of the Association and Chapter. The office of the Secretary and Treasurer may be held by one individual.

**Section 6.07** **Election**

All Officers shall be elected by the Chapter membership no more than thirty (30) days prior to the end of the operating year. The election shall be conducted at a regular or special meeting of the Chapter, or by a mail election, in the manner specified in Section 3.05.

**Section 6.07** **Terms of Office**

The terms of office for all Officers of the Chapter shall be approximately one (1) year, and shall begin on the first day of the operating year.

An individual serving as the President or Vice President shall be limited to two (2) consecutive terms in that office. There shall be no limitation for the officer of Secretary and Treasurer (or Secretary/Treasurer).

**Section 6.08** **Vacancies of Office**

If the President fails to complete a term of office, the Vice President shall become the President. A new Vice President shall be elected by the Chapter membership to complete the term. If the Secretary or Treasurer fails to complete a term, the Board of Directors shall appoint a replacement to complete the term.

**ARTICLE VII – COMMITTEES**

**Section 7.01** **Committees**

From time to time, the President, with the concurrence of the Board of Directors may appoint committees as the business of the Chapter may require, each of which shall hold office for such period, have such authority and perform such duties as the President may prescribe.

**ARTICLE VIII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 8.01** **Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the Chapter, in addition to the officers so authorized by these bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the “Chapter, and such authority may be general or confined to specific instances.

**Section 8.02** **Checks, Drafts, Etc.**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter, shall be signed by such officer or officers, agent or agents of the Chapter and in such a manner as shall from time to time be determine by resolution of the Board of Directors, or such instruments shall be signed by the Treasurer, and countersigned by the President or Vice President of the Chapter.

**Section 8.03** **Deposits**

All funds of the Chapter shall be deposited to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of Directors may select

**Section 8.04** **Gifts**

The Board of Directors may accept on behalf of the Chapter any contribution, gifts, bequest or device for the general purpose or for any special purpose of the Chapter.

**ARTICLE IX – BOOKS AND RECORDS**

**Section 9.01** **Books and Records**

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the principle office a record giving the names and addresses of the members entitled to vote. All books and records of the Chapter may be inspected by any member, or his agent or attorney, for any purpose at a reasonable time.

**ARTICLE X – INDEMNIFICATION**

**Section 10.01** **Indemnification**

To the extent not inconsistent with the law of the State of Colorado, every person (and the heirs and personal representatives of such person) who is or was a director or officer of the Chapter shall be indemnified by the Chapter against all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (a) if such director or officer is wholly successful with respect thereto or (b) if not wholly successful, then if such director or officer is determined to have acted in good faith, in what he reasonably believed to be the best interests of the Chapter and, in addition, with respect to any criminal action or proceeding, is determined to have had no reasonable cause to believe that this conduct was unlawful. The termination of any claim, action, suit, or proceeding, by judgement, settlement (whether with or without court approval), conviction, please of guilty or please of nolo contendere (or its equivalent) shall not create a presumption that a director or officer did not meet the standards of conduct set forth in this Section.

As used in this Section, the terms “claim, action, suit or proceeding” shall include any claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Chapter, any other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a director or office of the Chapter (or his heirs and personal representatives) may become involved, as a party or otherwise:

- (a) By reason of his being or having been a director or officer of the Chapter or of any corporation which he served as such at the request of the chapter, or
- (b) By reason of his acting or having acted in any capacity in a partnership, association, trust or other organization or entity where he serviced as such at the request of the Chapter, or

(c) By reason of any action taken or not taken by him in any such capacity, whether or not he continues in such capacity at the time such liability or expense shall have been incurred.

As used in this Section, the terms “liability” and “expense” shall include, but not be limited to, counsel fees and disbursements and amount of judgement, fines or penalties against, and amounts paid in settlement by or on behalf of, a director of office.

As used in this Section, the term “wholly successful” shall mean:

- (a) termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against him
- (b) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding, or
- (c) the expiration of a reasonable period of time after the making of any claim or threat of an action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Every person claiming indemnification hereunder (other than one whom has been wholly successful with respect to any claim, action suit or proceeding) shall be entitled to indemnification if:

- (a) special independent legal counsel, which may be regular counsel of the Chapter or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the “referee”), shall deliver to the Chapter written findings that such director or officer has met the standard of conduct set forth herein, and
- (b) the Board of Directors, acting upon such written finding, so determines.

The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he relies for indemnification. The Chapter shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee’s findings which are within the possession or control of the chapter.

The rights of indemnification provided in this Section shall be in addition to any rights to which any such director or officer may otherwise be entitled. Irrespective of the provisions of this Section, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees or other persons to the full extent permitted by the law of the State of Colorado, whether on account of past or future transactions. Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Chapter (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount unless he is entitled to indemnification.

The Board of Directors I authorized and empowered to purchase insurance covering the chapter’s liabilities and obligations under this Section and insurance protecting the chapter’s directors, officers, members and employees.

## **ARTICLE XI – AMENDMENT OF BYLAWS**

**Section 11.01** **Amendment**

These bylaws may be amended by the membership as specified in Section 3.04.

**Section 11.02** **Procedure**

Procedure for amendment of these bylaws shall be as follows:

1. The Board of Directors may propose amendments to these bylaws by resolution setting forth the proposed amendment and directing that it be submitted to the Association's Board of Directors for approval and then submitted for adoption by the members; or
2. Five (5) members may set forth a proposed amendment by petition to the Secretary and subsequently, after approval by the Association's Board of Directors, to the membership for an adoption vote.

**ARTICLE XII – SUB-CHAPTERS**

**Section 12.01** **Purpose**

It is recognized that the extensive area encompassed by the Chapter may cause difficulty for the chapter members to attend General Membership or Board meetings. In order to foster better communication and participation, the Board of Directors may, by resolution, establish Sub- Chapters.

**Section 12.02** **Qualifications**

Each Sub-Chapter shall be comprised of two (2) or more members. All members of the sub-Chapter shall be members in good standing of the chapter and the Association.

**Section 12.03** **Organization**

Each Sub-Chapter shall be comprised of a Chairperson, a Vice-Chairperson, and a Designated Contact person. The Designated Contact Person may be the Chairperson or the Vice-Chairperson.

**Section 12.04** **Chairperson**

The Chairperson shall be chosen by and from the membership of the Sub-Chapter. The Chairperson shall preside over any meetings held by the Sub-Chapter and shall perform any other duties imposed by the Sub-Chapter membership.

**Section 12.05** **Vice Chairperson**

The Vice-Chairperson shall perform the duties of the Chairperson in his absence and any other duties imposed on him by the Sub-chapter membership. The Vice-Chairperson shall be chosen by and from the Sub-Chapter membership.

**Section 12.06**

**Designated Contact Person**

The Designated Contact person shall be designed by the Sub-Chapter membership and shall be responsible for communications to and from the Board of Directors.

**Section 12.07**

**Activities**

The Sub-Chapter shall operate under the direction of the Chapter Board of Directors. The sub-chapter may conduct business or activities approved by the Board as such business or activities are consistent with the Articles of Incorporation, Bylaws, and Resolutions of the Chapter, Region and the Association.

**ARTICLE XIII – AFFIRMATIVE ACTION**

**Section 13.01**

**Statement of Affirmative Action**

In order to remedy the effects of past discrimination in our society and to promote diversity in our industry, the Chapter states:

The Chapter shall not unlawfully discriminate on the basis of race, color, creed, national origin or ancestry, sex, veteran status, age or handicap.

The Chapter recognizes that the quality of opportunities for all is enhanced when the diversity of the community served is represented in the members. The Chapter also recognizes that women and minorities have been historically underutilized in the work force.

Therefore, the Chapter shall have an Equal Employment opportunity / Affirmative Action program that promotes diversity and remedies under-utilization of women and minorities.

In keeping with the strong proactive stance regarding Affirmative Action the Chapter has embraced, it sets forth its commitment to prevent and eliminate discrimination in any form, including sexual and racial harassment.

**ARTICLE XIV – EFFECTIVE DATE**

**Section 14.01**

**Effective**

Adoption of the Revised Colorado Backflow Prevention Association Bylaws were approved on 9/28/03, by the Bylaws Committee for the continuation of the Colorado Backflow Prevention Association as the Colorado Chapter of the American Backflow Prevention Association, to become effective on 12/4/03, as approved by the Chapter Membership and signed by the committee members: