

BYLAWS
OF
THE
COLORADO BACKFLOW PREVENTION ASSOCIATION,
THE COLORADO CHAPTER OF THE
AMERICAN BACKFLOW
PREVENTION ASSOCIATION

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23 **ARTICLE I – GENERAL**

24
25 **Section 1.01 International Organization**

26
27 The American Backflow Prevention Association, a Texas not-for-profit corporation
28 (hereinafter identified as “the Association”), is an international body which is organized into
29 regions and local chapters. The Colorado Backflow Prevention Association (CBPA), The
30 Colorado Chapter of the American Backflow Prevention Association, (hereinafter identified as
31 “The Chapter”), is a chapter of the ABPA and shall be organized under the authority of the
32 Association as specified in 1.02 and shall be subordinate to and subject to the authority of the
33 Association.

34
35 **Section 1.02 Colorado Chapter**

36
37 The Colorado Backflow Prevention Association (CBPA), The Colorado Chapter of the
38 American Backflow Prevention Association, Inc. (hereinafter identified as “the Chapter”) shall
39 be organized as a local chapter in accordance with Article XII of the Association’s bylaws. The
40 Chapter shall be organized within Region 5 of the ABPA.

41
42 **Section 1.03 Bylaws**

43
44 These bylaws and all subsequent revisions thereto shall be consistent with the Articles of
45 Incorporation and bylaws of the Association and shall be approved by the Association and its
46 national counsel prior to adoption by the Chapter.

47
48 **Section 1.04 Incorporation**

49
50 The Chapter shall be incorporated as a domestic, non-profit Corporation within the State
51 of Colorado.

52
53 **Section 1.05 Office**

54
55 The Address of the Chapter office is P.O. Box 2121 Wheat Ridge, Colorado 80034-
56 2121. The registered agent of the chapter will list their current physical address as the physical
57 address of the chapter as is required by the office of the Secretary of State in the State of
58 Colorado. The Chapter may change the address and/or location of the office or appoint a new
59 agent, or both, in each case by resolution adopted by the Board of Directors and by statement
60 filed in the office of the Secretary of State in the State of Colorado and written notification to the
61 Association.

62
63 **Section 1.06 Fiscal Year and Operating Year**

64
65 The fiscal year of the Chapter shall begin on the first day of January in each year. The
66 operating year for the Chapter shall begin on the first day of January in each year.

67 **ARTICLE II – MEMBERSHIP**

68

69 **Section 2.01** **Qualifications**

70

71 All candidates for membership and all members shall have a recognizable interest in the

72 furtherance of the objectives of the Association and Chapter and shall carry on their business or

73 profession in a fully ethical manner and in conformity with generally accepted principles of

74 conduct. All Chapter members shall also be members in good standing of the Association.

75

76 **Section 2.02** **Categories of Members**

77

78 The Chapter members shall consist of:

- 79
- 80 1. Individual Member: A person who qualifies under Section 2.01 above, and who
 - 81 commits his/her allegiance to the Association and Chapter for a specified period
 - 82 of time.
 - 83
 - 84 2. Honorary Life Member: An individual who is honored as an Honorary Life
 - 85 Member by the Association and resides within the boundaries of the Chapter. An
 - 86 Honorary Life Member shall have all the rights and privileges of an Individual
 - 87 Member and shall be exempt from paying dues at the Chapter Level.
 - 88
 - 89 3. Honorary Chapter Member: An individual whose knowledge, accomplishments
 - 90 and service to the field of cross-connection control within the boundaries of the
 - 91 Chapter entitle him/her to special recognition. This membership can only be
 - 92 granted by the Board of Directors. The honorary Chapter Member shall be
 - 93 exempt from paying Chapter dues, but not Association dues. The Board may
 - 94 authorize payment of the Association dues of an Honorary Chapter Member.
 - 95

96

97 **The Board of Directors may establish other categories of membership through the**

98 **amendment of these bylaws, but not inconsistent with the categories of membership of**

99 **the Association.**

100

101 **Section 2.03** **Dues and Fees**

102
103 The chapter may levy dues and fees upon the members in such amounts and for such
104 periods as may be determined by resolution of the Board of Directors.

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

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

110
111 **Section 2.04** **Termination and Transfer of Membership**

112
113 The rights of members of the Chapter are not transferable and shall cease on termination
114 of membership.

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

120
121
122 **ARTICLE III – MEMBERSHIP MEETINGS AND ELECTIONS**

123
124 **Section 3.01** **Regular Meetings**

125
126 The Chapter shall conduct a regular meeting of the membership at least once a year. At
127 such meetings, such business as may properly be brought before the Chapter membership shall
128 be transacted. Notice of regular meetings shall be given to all members, not less than five (5)
129 days before the time at which the meeting is to be held. Each such notice shall state the time,
130 place and matters of special interest to be conducted.

131
132 **Section 3.02** **Special Meetings**

133
134 Special meetings shall be held at the call of the President, by a majority of the Board of
135 Directors, or by 10% of the membership. Notices shall be as for regular meetings and shall
136 contain the purpose for such meetings. No business other than that specified in the notice of
137 meeting shall be transacted at any special meeting.

138
139 **Section 3.03** **Conduct of Meetings**

140
141 Each meeting shall be chaired by the President, or in his/her absence, the Vice President.

142 **Section 3.04**

Actions of Membership

143

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

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

150

151 **Section 3.05**

Elections

152

153 Elections of At-Large Directors and Officers may be conducted at regular or special
154 meeting of the membership, or by mail. At a membership meeting, the Board of Directors shall
155 appoint a member in good standing of the Chapter to serve as the official teller for the election.
156 A mail election may be conducted in lieu of conducting the election at a membership meeting.
157 In each case, in order for a candidate to be elected he must receive a simple majority of the votes
158 cast for his particular office.

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

163

164 **Section 3.06**

Parliamentary Authority

165

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

168

169 **Section 3.07**

Notice of Meetings

170

171 A notice to any member sent by first class mail to the most recent address as listed on the
172 Chapter's membership list shall be sufficient to fulfill the requirements of meeting notice as
173 prescribed in Section 3.01 and Section 3.02.

174 Meeting dates, times, and placed shall be published in the Chapter newsletter.

175

176 **ARTICLE IV – BOARD OF DIRECTORS**

177
178 **Section 4.01 Powers and Duties**

179
180 The Board of Directors shall have the power and shall act to establish and/or change the
181 policies for the conduct, management, and direction of the business of the Chapter, except those
182 powers specifically reserved or granted by law or these bylaws to the members of the Chapter, so
183 long as such policies and direction do not conflict with the policies and direction of the
184 Association, which determination shall be at the sole discretion of the Association’s Board of
185 Directors. Powers and activities of the Board of Directors shall be consistent with the Articles of
186 Incorporation, Bylaws and adopted resolutions of the Association and the Chapter.

187
188 **Section 4.02 Composition**

189 The Board of Directors shall be composed of:

- 190
191 (1) The Officers of the Chapter, and
192 (2) Up to Three (3) At-Large Directors

193 All of the above members shall be voting members of the Board of Directors.
194

195
196 **Section 4.03 Regular Meetings**

197
198 The Board of Directors shall hold regular meetings a minimum of two times per
199 operating year, with one of the meetings being held in conjunction with a Chapter membership
200 meeting. All meetings of the Board of Directors shall be open to the Chapter membership. Such
201 meetings shall be held at such a place as the Board of Directors may designate within or outside
202 the State of Colorado.

203
204 **Section 4.04 Special Meetings**

205
206 Special meetings of the Board of Directors shall be held whenever called by the President
207 or by a majority of the Directors. Written notice of each such meeting shall be given at least five
208 (5) days but not more than twenty (20) days before the time such meeting is to be held. Each
209 notice shall state the time, place, and purpose or purposes of said meeting. No business other
210 than that specified in the notice of the meeting shall be transacted at any special meeting.
211

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

213

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

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

221

222 **Section 4.06** **Resignations**

223

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

229

230 **Section 4.07** **Removal**

231

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

235

236 **Section 4.08** **Vacancies in Office**

237

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

240

241 **Section 4.09** **Expenses and Salary**

242

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

247

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

251

294 **Section 6.02** **President**

295

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

302

303

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

305

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

309

310 **Section 6.04** **Secretary**

311

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

317

318 **Section 6.05** **Treasurer**

319

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

328

329 **Section 6.06** **Qualifications**

330

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

333

334 **Section 6.07** **Election**

335

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

339

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

341

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

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

347

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

349

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

354

355

356 **ARTICLE VII – COMMITTEES**

357

358 **Section 7.01** **Committees**

359

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

363

364

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

366

367 **Section 8.01** **Contracts**

368

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

373

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

375
376 All checks, drafts, or orders for the payment of money, notes or other evidences of
377 indebtedness issued in the name of the Chapter, shall be signed by such officer or officers, agent
378 or agents of the Chapter and in such manner as shall from time to time be determine by
379 resolution of the Board of Directors, or such instruments shall be signed by the Treasurer, and
380 countersigned by the President or Vice President of the Chapter.

381
382 **Section 8.03** **Deposits**

383
384 All funds of the Chapter shall be deposited to the credit of the Chapter in such banks,
385 trust companies, or other depositories as the Board of Directors may select.

386
387 **Section 8.04** **Gifts**

388
389 The Board of Directors may accept on behalf of the Chapter any contribution, gifts,
390 bequest or device for the general purpose or for any special purpose of the Chapter.

391
392
393 **ARTICLE IX – BOOKS AND RECORDS**

394
395 **Section 9.01** **Books and Records**

396
397 The Chapter shall keep correct and complete books and records of account and shall also
398 keep minutes of the proceedings of its members, Board of Directors, and committees having any
399 of the authority of the Board of Directors, and shall keep at the principal office a record giving
400 the names and addresses of the members entitled to vote. All books and records of the Chapter
401 may be inspected by any member, or his agent or attorney, for any purpose at any reasonable
402 time.

403 **ARTICLE X – INDEMNIFICATION**

404
405 **Section 10.01 Indemnification**

406
407 To the extent not inconsistent with the law of the State of Colorado, every person (and the heirs
408 and personal representatives of such person) who is or was a director or officer of the Chapter
409 shall be indemnified by the Chapter against all liability and reasonable expense that may be
410 incurred by him in connection with or resulting from any claim, action, suit or proceeding (a) if
411 such director or officer is wholly successful with respect thereto or (b) if not wholly successful,
412 then if such director or officer is determined to have acted in good faith, in what he reasonably
413 believed to be the best interests of the Chapter and, in addition, with respect to any criminal
414 action or proceeding, is determined to have had no reasonable cause to believe that this conduct
415 was unlawful. The termination of any claim, action, suit, or proceeding, by judgement,
416 settlement (whether with or without court approval), conviction, plea of guilty or plea of
417 nolo contendere (or its equivalent) shall not create a presumption that a director or officer did not
418 meet the standards of conduct set forth in this Section.

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

- 424 (a) By reason of his being or having been a director or officer of the Chapter or of
425 any corporation which he served as such at the request of the chapter, or
426 (b) By reason of his acting or having acted in any capacity in a partnership,
427 association, trust or other organization or entity where he serviced as such at the
428 request of the Chapter, or
429 (c) By reason of any action taken or not taken by him in any such capacity, whether
430 or not he continues in such capacity at the time such liability or expense shall
431 have been incurred.

432
433 As used in this Section, the terms “liability” and “expense” shall include, but shall not be
434 limited to, counsel fees and disbursements and amounts of judgement, fines or penalties against,
435 and amounts paid in settlement by or on behalf of, a director of office.

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

- 437 (a) termination of any action, suit or proceeding against the person in question without
438 any finding of liability or guilt against him
439 (b) approval by a court, with knowledge of the indemnity herein provided, of a settlement
440 of any action, suit or proceeding, or
441 (c) the expiration of a reasonable period of time after the making of any claim or threat
442 of an action, suit or proceeding without the institution of the same, without any
443 payment or promise made to induce a settlement.
444

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

448 (a) special independent legal counsel, which may be regular counsel of the Chapter or
449 other disinterested person or persons, in either case selected by the Board of
450 Directors, whether or not a disinterested quorum exists (such counsel or person or
451 persons being hereinafter called the “referee”), shall deliver to the Chapter written
452 findings that such director or officer has met the standards of conduct set forth herein,
453 and

454 (b) The Board of Directors, acting upon such written finding, so determines.
455

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

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

470 The Board of Directors are authorized and empowered to purchase insurance covering
471 the chapter’s liabilities and obligations under this Section and insurance protecting the chapter’s
472 directors, officers, members, and employees.
473

474

475 **ARTICLE XI – AMENDMENT OF BYLAWS**

476

477 **Section 11.01**

477 **Amendment**

478

479 These bylaws may be amended by the membership as specified in Section 3.04.
480

481 **Section 11.02**

Procedure

482
483 Procedure for amendment of these bylaws shall be as follows:
484

- 485 1. The Board of Directors may propose amendments to these bylaws by resolution
486 setting forth the proposed amendment and directing that it be submitted to the
487 Association's Board of Directors for approval and then submitted for adoption by
488 the members; or
489 2. Five (5) members may set forth a proposed amendment by petition to the
490 Secretary and subsequently, after approval by the Association's Board of
491 Directors, to the membership for an adoption vote.
492

493
494 **ARTICLE XII – SUB-CHAPTERS**

495
496 **Section 12.01**

Purpose

497
498 It is recognized that the extensive area encompassed by the Chapter may cause difficulty
499 for the chapter members to attend General Membership or Board meetings. In order to foster
500 better communication and participation, the Board of Directors may, by resolution, establish
501 Sub-Chapters.
502

503 **Section 12.02**

Qualifications

504
505 Each Sub-Chapter shall be comprised of two (2) or more members. All members of the
506 sub-Chapter shall be members in good standing of the chapter and the Association.
507

508 **Section 12.03**

Organization

509
510 Each Sub-Chapter shall be comprised of a Chairperson, a Vice-Chairperson, and a
511 Designated Contact person. The Designated Contact Person may be the Chairperson or the
512 Vice-Chairperson.
513

514 **Section 12.04**

Chairperson

515
516 The Chairperson shall be chosen by and from the membership of the Sub-Chapter. The
517 Chairperson shall preside over any meetings held by the Sub-Chapter and shall perform any
518 other duties imposed by the Sub-Chapter membership.
519

520 **Section 12.05**

Vice-Chairperson

521
522 The Vice-Chairperson shall perform the duties of the Chairperson in his absence and any
523 other duties imposed on him by the Sub-chapter membership. The Vice-Chairperson shall be
524 chosen by and from the Sub-Chapter membership.

525 **Section 12.06** **Designated Contact Person**

526
527 The Designated Contact person shall be designated by the Sub-Chapter membership and
528 shall be responsible for communications to and from the Chapter Board of Directors.

529
530 **Section 12.07** **Activities**

531
532 The Sub-Chapter shall operate under the direction of the Chapter Board of Directors.
533 The sub-chapter may conduct business or activities approved by the Board as such business or
534 activities are consistent with the Articles of Incorporation, Bylaws, and Resolutions of the
535 Chapter, Region and the Association.

536
537
538 **ARTICLE XIII – AFFIRMATIVE ACITON**

539
540 **Section 13.01** **Statement of Affirmative Action**

541
542 In order to remedy the effects of past discrimination in our society and to promote
543 diversity in our industry, the Chapter states:

544
545 The Chapter shall not unlawfully discriminate on the basis of race, color, creed, national
546 origin or ancestry, sex, veteran status, age or handicap.

547
548 The Chapter recognizes that the quality of opportunities for all is enhanced when the
549 diversity of the community served is represented in the members. The Chapter also
550 recognizes that women and minorities have been historically underutilized in the work
551 force.

552
553 Therefore, the Chapter shall have an Equal Employment opportunity/Affirmative Action
554 program that promotes diversity and remedies under-utilization of women and minorities.

555
556 In keeping with the strong proactive stance regarding Affirmative Action the Chapter has
557 embraced, it sets forth its commitment to prevent and eliminate discrimination in any form,
558 including sexual and racial harassment.

559
560 **ARTICLE XIV – EFFECTIVE DATE**

561
562 **Section 14.01** Effective

563
564 Adoption of the Revised Colorado Backflow Prevention Association Bylaws were
565 approved on _____, by the Bylaws Committee for the continuation of the Colorado
566 Backflow Prevention Association as the Colorado Chapter of the American Backflow Prevention
567 Association, to become effective on _____, as signed by the committee members