

ARIZONA CHAPTER BYLAWS

Bylaws of the Arizona Chapter of the American Backflow Prevention Association

ARTICLE 1 - 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 Arizona 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 ARIZONA CHAPTER

The Arizona Chapter of the American Backflow Prevention Association shall be organized as a local chapter in accordance with Article 9 of the Association's bylaws within the geographical boundary of the State of Arizona. The Chapter shall be organized within Region Six 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 ABPA and shall be approved by the Association and its national counsel prior to adoption.

SECTION 1.04 INCORPORATION

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

SECTION 1.05 OFFICE

The Board of Directors shall determine the headquarters address of the Chapter. 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 in the State of Arizona.

SECTION 1.06 FISCAL YEAR AND OPERATING YEAR

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

ARTICLE 2 - MEMBERSHIP

SECTION 2.01 QUALIFICATIONS

All candidates for membership and all members shall have a 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 membership 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 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. The Board of Directors can only grant this membership. The Honorary Chapter Member shall be exempt from paying Chapter dues, but not Association dues. The Board may authorize payment to 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. Termination of membership will result in forfeiture of all fees and dues paid to the chapter. 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 of Directors may likewise recommend to the Associations 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 3 - 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 thirty (30) days before the time at which the meeting is to be held. 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 of Directors, or by 33% of the membership. Notices shall be as for regular meetings and shall contain the purpose of such meetings. No business other than that specified in the notice of the 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 THE 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 (as prescribed in Section 3.01), all members shall receive a ballot for the action to be taken. The President shall tabulate the results of the balloting covered by this section.

SECTION 3.05**ELECTIONS**

Elections of 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 Chapter's Regional Director for tabulation. In each case, in order for a candidate to be elected he must receive a simple majority of the vote's case for his particular office. A Nominating Committee appointed by the President must determine candidates for the elections. 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 parliamentary authority on all matters not covered by these bylaws.

ARTICLE 4 - 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 Associations 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**COMPOSITITON**

The Board of Directors shall be composed of: Position 1 - President; Position 2 - Vice-President; Position 3 - Secretary-Treasurer; Position 4 - Director; Position 5 - Director; Position 6 - Director; and Position 7 - Director. Initial appointments shall be as follows: Position 4 shall serve a term of four (4) years; Position 5 shall serve a term of three (3) years; Position 6 shall serve a term of two (2) years; Position 7 shall serve a term of one (1) year. Each subsequent regular Directors position shall be for a term of four (4) years, provided that no person shall be elected to serve more than one (1) consecutive full four (4) year term. See Section 6.07 for terms of Officer Positions 1,2, and 3. All of the above members shall be voting members of the Board of Directors.

ARTICLE 5 - DIRECTORS

SECTION 5.01 QUALIFICATIONS

Each Director shall be a member in good standing of the Association and Chapter.

SECTION 5.02 ELECTIONS

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

ARTICLE 6 - OFFICERS

SECTION 6.01 DESIGNATION OF OFFICERS

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

SECTION 6.02 PRESIDENT

The President, under the Boards direction, shall have 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 meetings of the chapter and, in general, shall perform all duties incident to the office of the President. The President shall serve as 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/her 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 the Presidents departure and incapacitation before completion of his/her term.

SECTION 6.04 SECRETARY-TREASURER

The Secretary-Treasurer shall properly maintain all records and reports of the Chapter as required by law and the Association. Shall have the responsibility fore providing that notices required by these bylaws be issued, and shall prepare the minutes of all Chapter meetings and Board of Directors meetings. The Secretary-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 moneys 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 Secretary-Treasurer shall, whenever so required by the Board of Directors, render an account showing all transactions as Secretary-Treasurer, and the financial condition of the Chapter, and in general, shall perform all duties incident to the office of the Secretary-Treasurer.

SECTION 6.05 QUALIFICATIONS

Each Officer of the Chapter shall be a member in good standing of the Association and Chapter. The President and Vice-President shall not be an agent or employee of a manufacturer of backflow prevention related equipment.

SECTION 6.06 ELECTIONS

All officers shall be elected by the Chapter membership no more than ninety (90) 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 TERM OF OFFICE

The term of office for all Officers of the Chapter shall be approximately one (2) year, and shall begin on the first day of the operating year. The Vice-President shall succeed the President at the end of his/her term. There shall be no limitation for the number of terms for the office of Secretary-Treasurer.

ARTICLE 7 - 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 Preside may prescribe.

ARTICLE 8 - 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, noted 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 manner as shall from time to time be determined by resolution of the Board of Directors, 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, gift, bequest or devise for the general purpose or for any special purpose of the Chapter.

ARTICLE 9 - 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 principal 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 proper purpose at any reasonable time.

ARTICLE 10 - INDEMNIFICATION

SECTION 10.01 INDEMNIFICATION

To the extent not inconsistent with the law of the State of Arizona, 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, suite 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 judgment, settlement (whether with or without court approval), conviction, plea of guilty or plea 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 officer 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 served a 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 shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or on behalf of, a director or officer. 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 who has been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification (a) if 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 standards of conduct set forth herein, and (b) if 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 that 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 Mississippi, 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 are authorized and empowered to purchase insurance covering the Chapter's liabilities and obligations under this Section and insurance protecting the Chapters directors, officers, members and employees.

ARTICLE 11 - 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 Associations 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 Associations Board of Directors, to the membership of an adoption vote.

ARTICLE 12 - EFFECTIVE DATE

SECTION 12.01 EFFECTIVE

(1) Adoption of the Arizona Chapter Backflow Prevention Association Bylaws were approved on July 19, 2004 by the Executive Committee for the formation of the Arizona Chapter of the Backflow Prevention Association, to become effective on July 30th, 2004 as signed by the committee members: