

Southern California Chapter
American Backflow Prevention Association

BYLAWS

Reviewed and Revised 09/2002

Article 1—General

Section 1.01 International Organization

The American Backflow Prevention Association, an Ohio not-for-profit corporation, (hereinafter identified as “the Association”) is an international body which is organized into regions and local chapters. The Southern California Chapter 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 Southern California Chapter

The Southern California Chapter, American Backflow Prevention Association, Inc. (hereinafter identified as “the Chapter”) shall be organized as a local chapter in accordance with Article IX of the Association’s bylaws within the geographical boundary of the Counties of Imperial, Los Angeles, Orange, Riverside, San Bernadino, San Diego, Santa Barbara, Ventura. The Chapter shall be organized with Region Six of the Association.

Section 1.03 Bylaws

These bylaws and all subsequent revisions thereto shall be consistent with the Article 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 104. Incorporation

The Chapter shall be incorporated as a domestic, non-profit Corporation in accordance with the laws of the State of California

Section 1.05 Office

The address of the Chapter office is P.O. Box 712 Cypress, CA 90630, and its agent at such address shall be the Chapter Secretary. The Chapter may change the address an/or location of the office or appoint a new agent, of 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 the State of California.

Section 1.06 Fiscal Year and Operation 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 July in each year.

Section 1.07 Notice

Any notice, demand or request required or permitted to be given shall be deemed effective forty eight (48) hours after having been deposited in the United States mail postage pre-paid.

Section 1.08 Objectives

The objectives of the Chapter shall be the promotion of the objectives of the Association.

Article II—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 the Chapter and shall carry on their business or professional activities in a fully ethical manner and in conformity with generally accepted principles of conduct established by the Association. All Chapter members shall also be members in good standing of the Association, but not all Association members need to be members of a Chapter.

Section 2.02 Categories of Members

Except as provided or authorized by the articles of incorporation or bylaws, all memberships shall have the same rights, privileges, preferences, restriction and conditions.

The Chapter membership shall consist of:

1. Individual Member: A person who qualifies under Section 2.01 above, and pays dues to the Association 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

petition to the Secretary and subsequently, after approval by the Association's Board of Directors, to the membership for an adoption vote.

opportunity to present to the referee evidence upon which he relies for indemnifications. 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 provide 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 the Section, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees of other persons to the full extent permitted by the law of the State of California, whether on account of past or future transactions.

Expenses incurred with respect to any claim, 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/she is entitled to indemnification.

The Board of Directors is 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

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.

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, said resolution to be approved by the Chapter membership.

Section 2.04 Termination and Transfer of Membership

- a. No member may transfer a membership or any right arising therefrom. All rights of membership cease upon a member's death.
- b. A member may resign from membership at any time. The resigning member shall not be relieved from any obligations for charges incurred, services or benefits actually rendered, dues, assessments or fees, or arising from contract or otherwise, and the right of this corporation to enforce any such obligation or obtain damages for its breach shall not be diminished by such resignation.
- c. A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.
- d. The Board of Directors may terminate or suspend the membership of any member whenever it is the judgment of the Board that the best interest of the Chapter will be served thereby. The Board of Directors may likewise recommend to the Association's Board of Directors the termination or suspension of that member from the Association. No member may be expelled or suspended, and no membership or membership rights may be terminated or suspended except in accordance with procedures satisfying the requirements of Section 5341 of the California Nonprofit Corporation Law. Such procedures shall include as a minimum the following:

1. Any expulsion, suspension or termination must be done in good faith and in a fair and reasonable manner.
2. The affected member shall receive at least fifteen (15) days prior written notice of the proposed expulsion, suspension or termination and the reasons therefor.
3. The affected member shall have the opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by the Board of Directors.
4. Any notice required may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first class or registered mail sent to the last address of the member shown on the corporation's records.
5. Any action challenging the expulsion, suspension or termination of membership, including any claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension or termination. In the event that such action is successful the court may order any relief, including reinstatement, it finds equitable under the circumstances, but no vote of the members of the board may be set aside solely because a person was at the time of the vote wrongfully excluded by virtue of the challenged expulsion, suspension or termination unless the court finds further that the wrongful expulsion, suspension or termination was in bad faith and for the purpose, and with the effect, of wrongfully excluding the member from the vote or from the meeting at which the vote took place, so as to effect the outcome of the vote.
6. This section governs only the procedures for expulsion, suspension or termination and not the substantive grounds therefor. An expulsion, suspension or termination based upon substantive grounds which violate contractual or other rights of the member or are otherwise unlawful, is not made valid by compliance with the provisions of this section.

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

thereof (whether brought by or in the name of this Chapter, and other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a director or officer of the Chapter (or his/her heirs and personal representatives) may become involved, as a party or otherwise:

- (a) By reason of his/her being of having been a director or officer of the Chapter or of any corporation which he/she served as such at the request of the Chapter, or
- (b) By reason of hi/her acting or having acted in any capacity in a partnership, association, trust or other organization or entity where he/she service as such at the request of the Chapter, or
- (c) By reason of any action taken or not taken by him/her in any such capacity, whether or not he/she 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/her, (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 include a settlement. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any lcaim, 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 of 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

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 IX—Books and Records

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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 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/her agent or attorney, for any proper purpose at any reasonable time.

Article I—Indemnification

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Section 10.01 Indemnification

To the extent no inconsistent with the law of the State of California, every person (and the heirs and personal representative 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/her 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/she 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 not 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 pleas 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

brought before the Chapter membership shall be transacted. Notice of all meetings shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereat; provided, however, that if this notice is given by mail, and the notice is not mailed first class, registered or certified mail, that notice shall be given not less than twenty (20) days before the meeting. Each such notice shall state the time and place of the meeting, 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 51% 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 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. Except for the election of officers and directors (which shall comply with Section 3.05), approval of any matter shall require an affirmative vote of a majority of the members of the organization who are entitled to vote. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 3.05 Elections

Elections of Board members 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. He shall tabulate votes which will be verified by the Vice-President of the chapter. A mail election may be conducted in lieu of conducting the election at a membership meeting. In the case of a mail election, all members shall receive a ballot for the action to be taken. The President shall tabulate the results of the balloting. In order for a candidate to be elected he/she must receive a simple majority of the votes cast for his/her 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. If the nominating committee cannot find a suitable candidate from one county the nominating committee can suggest to the Board that the particular county board position remain vacant until the next regular scheduled election. The Board must ratify this motion as per Section 4.05 of these Chapter Bylaws. This action will decrease the number of Board of Directors required as per Section 4.02. Notice shall be sent to the members in that county 45 days in advance of the election date to notify the members of the intent to leave their Board position vacant. It is the duty of the nominating committee to see that no more than two (2) officers positions be offered to representatives from many one county. If an election is duly and fairly held and a county is represented by more than three representatives on the Board of Directors, the executive committee consisting of the President, Vice-President, Secretary and Treasurer shall balance the Board of Directors by a unanimous vote. If this cannot be done they will call for another election for the positions held by that county's representative due for election.

Section 3.06 Parliamentary Authority

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

Article IV—Board of Directors

Section 4.01 Powers and Duties

The Board of Directors shall have the power and shall act to establish

equipment. 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 (3) 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 main election, in the manner specified in Section 3.05.

Section 6.08 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.

An individual serving as President or Vice President shall be limited to (3) three consecutive terms in that office. There shall be no limitation for the offices of Secretary and Treasurer, (or Secretary-Treasurer).

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

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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 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 6.02 President

The President, under the Board's 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.

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 his/her departure or incapacitation before completion of his/her 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 that 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 President and Vice President shall not be an agent or employee of a manufacturer of backflow prevention related

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'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 of the chapter shall be composed of a geographical representation of the Chapter. The counties to be represented by the Board shall be Imperial, Los Angeles, Orange, Riverside, San Bernardino, San Diego, Santa Barbara and Ventura. The director shall have his main employment duty performed in the county he is representing. No one county may have more than three (3) members on the Board of Directors. The Board shall be composed of:

1. The officers of the Chapter
2. Eight (8) Board members

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 these meetings being held in conjunction with a Chapter membership meeting. All meetings of the Board of Directors shall be open to the Chapter membership. Such meeting shall be held at such place as the Board of Directors may designate within or outside the State of California.

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. Written notice of each 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. No business other than that specified in the notice of meeting shall be transacted at any special meeting.

Section 4.05 Quorum and Manner of Acting

A quorum shall be defined as seven members of the Board of Directors. If a board position is held vacant it can change the number of directors needed for a quorum. If the elected board consists of 12 or 11 members the quorum shall be 7. If the elected board consists of 10 or 9 members the quorum shall be 6. If the elected board consists of 8 or 7 members the quorum shall be 5. If the elected board consists of 6 or 5 members the quorum shall be 4. 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. A Director shall act only in his or her capacity as a member of the Board or 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 resignation shall take effect at the date of receipt of such notice or at such time specified in the notice. Unless specified therein, the acceptance of the 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 judgment of that authority that the best interest of the Chapter will be served thereby.

Section 4.08 Vacancies in Office

If the President fails to complete a term of office, the Vice President shall become President. A new Vice President shall be elected by the Chapter membership to complete a term. If the Secretary or Treasurer, or 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 services as a Director or 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 meet 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.

Article V—Board Members other than Officers

Section 5.01 Qualifications

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

Section 5.02 Election

Board members 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 Board members Directors shall be approximately two (2) years, except during the first year of existence three (3) Board members, as selected by the Board, shall serve for only one (1) year.

a. 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.