

Bylaws of the

Spokane Regional Chapter

American Backflow Prevention Association, Inc.

Index

<u>Article No.</u>	<u>Title</u>	<u>Page No.</u>
I	General	1
II	Membership	2
III	Membership Meetings and Elections	4
IV	Board of Directors	6
V	At-Large Directors	9
VI	Officers	10
VII	Committees	12
VIII	Contracts, Checks, Deposits, and Funds	13
IX	Books and Records	14
X	Indemnification	15
XI	Amendment of Bylaws	17

Article I - 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 Spokane Regional 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 Spokane Regional Chapter

The Spokane Regional 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 Inland Empire. The Chapter shall be organized within Region 7 of the Association. (Eastern Washington, Northern Idaho, Western Montana)

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 Washington.

Section 1.05 Office

The address of the Chapter office is E. 4000 Boone Avenue, Spokane, Washington, 99202, and its agent at such address is Bonnie Fuller. 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 the State of Washington.

Section 1.06 Fiscal Year and Operating Year

The fiscal year of the Chapter shall begin on the first day 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 the judgment of the Board the best interests of the Chapter will be served thereby. The Board of 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. 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 seven (7) of the members.

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 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, 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

Election 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 Association's Regional Director for tabulation. 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.

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) Four (4) At-Large Directors, and
- (2) The Officers of the Chapter

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 meetings shall be held at such place as the Board of Directors may designate within or outside the State of Washington.

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 five (5) members 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 Director 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 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 judgment of that authority that the best interests 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 the 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 an At-Large 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 - 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 two (2) years, except during the first year of existence one (1) At-Large Director, as selected by the Board, shall serve for only one (1) year. Each Director shall rotate through the Directors chairs from chair four (4) to chair one (1).

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 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 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 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.

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 IX - Books and Records

Section 9.01

Books and Records

The Chapter shall keep correct and complete books and records of accounts 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 agent or attorney, for any proper purpose at any reasonable time.

or entity where he served 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 shall not be limited to, counsel fees and disbursements and amounts of judgements, 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 which are within the possession or control of the Chapter.

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 other persons to be full extent permitted by the law of the State of Washington, whether on account of past or future transactions.

