

**Bylaws of the
Tennessee Chapter
American Backflow Prevention Association, Inc.**

Approved By Chapter: March 24, 1993

Amended By Chapter: March 6, 2002

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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 Tennessee 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 Tennessee Chapter

The Tennessee 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 State of Tennessee. The Chapter shall be organized within Region 3 of the Association.

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 Tennessee.

Section 1.05 Office

The address of the Chapter office is the address of the current Chapter Secretary, and its agent at such address is same. The Chapter may change the address and/or location of the office or appoint a new agent, or both, in each case by action of the Board of Directors and by statement filed in the office of the Secretary of State of the State of Tennessee.

Section 1.06 Fiscal Year and Operating Year

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

Article II - Membership

Section 2.0 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, but not all Association members need to be members of a Chapter.

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 Life Member: An individual who is honored as an Honorary Life Member by the Association and resides within the boundaries of the Chapter. An Honorary Life Member shall have all the rights and privileges of an Individual Member and shall be exempt from paying dues at the Chapter level.
- (3) Honorary Chapter Member: An individual whose knowledge, accomplishments and service to the field of cross-connection control within the boundaries of the Chapter entitle him/her to special recognition. This membership can only be granted by the Board of Directors. The Honorary Chapter Member shall be exempt from paying Chapter dues, but not Association dues. The Board may authorize payment of the Association dues of an Honorary Chapter Member.

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

Section 2.03 Dues and Fees

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

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

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

Section 2.04 Termination and Transfer of Membership

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

The Board of Directors may terminate the membership of any member whenever it is the judgment of the Board that 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 10% of the membership. Notices shall be as for regular meetings and shall contain the purpose for such meetings. No business other than that specified in the notice of meeting shall be transacted at any special meeting.

Section 3.03 Conduct of Meetings

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

Section 3.04 Actions of 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

All elections of Officers and Directors of the Tennessee Chapter of the American Backflow Prevention Association shall be conducted by mail balloting. 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 mail ballots must be mailed to the Association Regional Director for tabulation. For a candidate to be elected, he or she must receive a simple majority of the votes cast for his or her particular office.

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) President
- (2) Vice President
- (3) Secretary (as appointed)
- (4) Treasurer (as appointed)
- (5) West Tennessee Director
- (6) Middle Tennessee Director
- (7) East Tennessee Director
- (8) Immediate Past President
- (9) At-Large Directors (as appointed)

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

Section 4.02a Immediate Past President

The Immediate Past President of the Chapter shall serve on the Board of Directors until the next President assumes office, at which time the outgoing President replaces the preceding Past President as a member of the Board.

Section 4.02b At-Large Directors

The Board of Directors may appoint, by a majority vote, certain At-Large Directors to serve on the Board. Nominees for At Large Directors shall be a member in good standing. Candidate shall bring specialized contributions or demonstrate activities that advance the mission of the Chapter. Candidate shall reside or work in Tennessee. Said Directors shall remain in office until such

time as they resign or are removed by a majority vote of the Board of Directors.

Section 4.02c Secretary/Treasurer

The positions of Secretary and Treasurer shall be appointed by majority vote of the Board of Directors. Secretary and Treasurer shall remain in office until such time as they resign or are removed from the board by majority vote 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 Tennessee.

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 half the voting 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 Directors may resign at any time by giving written notice to the Chapter President (or, in the case of the President notice shall be given to the Vice President). Any such resignations shall take effect at the date of 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 a Regional 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 member of the Board of Directors. 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 - Regional Directors

Section 5.01 Qualifications

Candidates and nominees for Directors representing each of the three regional areas of the State shall be a resident or employee in that region, and shall be a member in good standing of the Association and the Chapter. The three geographical regions are determined by the Chapter Board of Directors.

Section 5.02 Election

Directors representing the three regional areas of the State shall be elected by the Chapter membership no more than one hundred-twenty (120) days prior to the end of the operating year. The election shall be a mail ballot election, in the manner pursuant to section 3.05. All members in good standing of the Chapter can vote in all Directors elections.

Section 5.03 Terms of Office

The terms of office for Directors shall be approximately two (2) years. The Director seats representing Middle and East Tennessee shall begin a two-year term of office in odd numbered years. The Director seat representing West Tennessee shall begin a two-year term in even numbered years.

Section 5.04 Duties of Regional Directors

Duties of the Regional Directors are as follows but not limited to: Regional Directors serve on various committees as needed and appointed by the President. When the annual conference is held in their region they will serve on the conference committee and assist with coordination of all conference activities. Regional Directors will assist and hold repair classes and other training in their regions. Also, the Regional Director serves as the communication link between the chapter and the individual members and utilities within their region.

Section 5.05 Duties of Director at Large

Duties of the At Large Directors are as follows but no limited to: At Large Directors shall assist The Board and Regional Directors when needed. At Large Directors shall provide technical assistance to the chapter and its members and coordinate special events, such as training, membership drives, etc. At Large Directors shall promote the Association whenever possible

and provide communication between chapter, members, technical community and so forth.

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.

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 a representative or employee of a manufacturer of backflow prevention related equipment. The office of the Secretary and Treasurer may be held by one individual.

Section 6.07 Election

The Vice President shall be elected by the Chapter membership no more than one hundred-twenty (120) days prior to the end of the operating year. The election shall be a mail ballot election, in the manner specified in Section 3.05.

Section 6.08 Terms of Office

The terms of office for all Immediate Past President, President, and Vice President shall be approximately two (2) years) and shall begin on the first day of the operating year.

A sealed written ballot election for the office of Vice President shall be conducted by the election committee every other year. The election of the Vice President shall be decided by a majority of vote by the ballots returned by the general membership. The term of Vice President shall commence at the specified time in Section 6.07 for newly elected directors, at which time the President shall accede to immediate past President and the incumbent Vice President accedes to the office of President.

Article VII - Committees

Section 7.01 Committees

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

Article VIII - Contracts, Checks, Deposits and Funds

Section 8.01 Contracts

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

Section 8.02 Checks, Drafts, Etc.

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

Section 8.03 Deposits

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

Section 8.04 Gifts

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

Article IX - Books and Records

Section 9.01 Books and Records

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the 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 X - Indemnification

Section 10.01 Indemnification

To the extent not inconsistent with the law of the State of Tennessee, every person (and the heirs and personal representatives of such person) who is or was a director or officer of the Chapter shall be indemnified by the Chapter against all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (a) if such director or officer is wholly successful with respect thereto or (b) if not wholly successful, then if such director or officer is determined to have acted in good faith, in what he reasonably believed to be the best interests of the Chapter and, in addition, with respect to any criminal action or proceeding, is determined to have had no reasonable cause to believe that this conduct was unlawful. The termination of any claim, action, suit or proceeding, by 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 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 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 which are within the possession or control of the Chapter.

The rights of indemnification provided in this Section shall be in addition to any rights to which any such director or officer may otherwise be entitled. Irrespective of the provisions of this Section, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees or other persons to the full extent permitted by the law of the State of Tennessee 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 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 petition to the Secretary and subsequently, after approval by the Association's Board of Directors, to the membership for an adoption vote.

Article XII-Dissolution of the Chapter

Section 12.01 Chapter Dissolution

Chapter of the Association are established as set forth in Section 12.03 of the Association By-laws. Conditions and procedures under which a Chapter may dissolve are set forth in section 12.04.1

Section 12.02 Dissolution by the Association

In the event that a chapter does not meet the minimum requirements established in 12.03 of the Association Bylaws, the Association may take action to dissolve the Chapter according to 12.04.1.

Section 12.03 Dissolution by Chapter Board Members

In the event that the chapter does not maintain a 20 person membership, and has minimum or no membership participation, the board of directors by a 2/3 majority vote may petition the Association for dissolution of the Chapter.

Section 12.04 Dissolution by Chapter Members

Any current member, at their own expense, may generate a petition to dissolve the Chapter. The petition shall contain the reason(s) for dissolution of the Chapter. The petition shall be signed by a minimum of twenty percent of the current membership of the Chapter. The petition and signatures shall be submitted to the Region Director. The Region Director shall forward the petition to the Association. The Association shall confirm that twenty percent of the current membership of the Chapter has signed the petition. If twenty percent is confirmed, the petition shall be passed on to the Board of Directors. The Board of Directors shall authorize the Association to provide notification to the Chapter members, as determined in Section 4.05.7, of the pending dissolution of the Chapter. The Association shall conduct a mail election not less than thirty days from the date of notification to determine the future status of the Chapter. A sealed written ballot shall be returned to the Association. Votes will be tabulated by a committee

of at least two Association members appointed by the Association President. The Chapter shall be dissolved with a 2/3-affirmative majority vote of ballots returned by the Chapter membership and revocation of the Charter by the Board. If less than twenty percent is on the petition, the petition shall be returned to the sender and the petition shall be considered null and void.

Section 12.05 Dispersement of Chapter Funds

In the event that the Tennessee Chapter of the ABPA is dissolved then the assets shall be distributed in a manner consistent with Article II of the Association Bylaws to be used within Region 3.

Article XIII-Effective Date

Section 13.01 Effective Date

The Bylaws for the Tennessee Chapter of the American Backflow Prevention Association and all resolutions were approved on **October 1, 2008**, by the Board of Directors and Membership vote to become effective on **November 1, 2008**, upon approval by the Association.

_____, President

_____, Vice President

_____, Secretary

_____, Treasurer

_____, Immediate Past President

_____, West Tennessee Director

_____, Middle Tennessee Director

_____, East Tennessee Director

_____, Director at Large

_____, Director at Large

_____, Director at Large

This resolution approved by the Tennessee Chapter this 1st day of October, 2008.

_____, President