

AMERICAN BACKFLOW PREVENTION ASSOCIATION



BYLAWS

(AMENDED 8.20.2015)

Promoting Safe Drinking Water Through Cross-Connection Control

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BYLAWS OF THE AMERICAN BACKFLOW PREVENTION ASSOCIATION

ARTICLE I - NAME

1.01 *Name*

The organization shall be known as the American Backflow Prevention Association.

1.02 *Protection and Use of Name*

The name, American Backflow Prevention Association, hereinafter referred to as ABPA, the acronym ABPA, logo, and any other official labels shall be the sole possession of ABPA. Use or reference of any of these names shall be authorized by the Board of Directors (BOD) only.

ARTICLE II - PURPOSE

ABPA, an international association, was founded in 1984 to protect drinking water through cross-connection control and backflow prevention. ABPA, with its regions and local chapters, is committed to providing educational programs, technical assistance, and public awareness in the field of backflow prevention to all water consumers.

ARTICLE III - OFFICES

3.01 *Headquarters*

The headquarters of ABPA shall be located as determined by the BOD. The BOD may change the address and/or location of headquarters and appoint a new agent by resolution and by statement filed in the office of the Secretary of State in the state of incorporation. The official contact person of ABPA shall be the International President.

3.02 *Other Offices*

ABPA may have or use offices at other locations as the BOD may approve.

ARTICLE IV - MEMBERSHIP

4.01 *Membership Qualifications*

All applicants for membership and all members shall have a recognizable interest in the furtherance of the purpose of ABPA as specified in these bylaws.

4.02 *Categories of Membership*

4.2.1 *Individual Member*

A person shall be considered an Individual Member upon receipt of an appropriate application, dues, and fees by headquarters. Individual Members shall conform to the requirements of these bylaws and have all the rights and privileges as specified herein including the right to vote.

4.2.2 *Young Professional Member*

A person between the age of 18 and 25 shall be considered a Young Professional Member upon receipt of an appropriate application, reduced dues, and fees by headquarters. The reduced dues shall be determined by the BOD. Young Professional Members shall conform to the requirements of these bylaws and have all the rights and privileges of an Individual Member.

4.2.3 *Retired Member*

A person age 65 or older shall be considered a Retired Member upon receipt of an appropriate application, reduced dues, and fees by headquarters. The reduced dues shall be determined by the

BOD. Retired Members shall conform to the requirements of these bylaws and have all the rights and privileges of an Individual Member.

4.2.4 *Lifetime Member*

An Individual Member who has purchased a membership of perpetual duration, at a fee determined by the BOD, shall become a Lifetime Member. Past Presidents of ABPA and all recipients of the ABPA Meritorious Service Award shall be granted a Lifetime Membership.

4.2.5 *Honorary Lifetime Member*

A person with significant knowledge and accomplishments in the field of cross-connection control and backflow prevention is entitled to special recognition. This membership shall be granted by a majority vote of the BOD and be exempt from paying dues. Honorary Lifetime Members shall be non-voting members, conform to the requirements of these bylaws, and have all the rights and privileges as specified in these bylaws. Honorary Lifetime Members shall not hold office except in an honorary capacity.

4.2.6 *Sustaining Member*

A group, association, or organization comprised of one or more individuals that desire to support ABPA in furthering the purpose and goals of ABPA shall be considered a Sustaining Member upon receipt of an appropriate application, dues, and fees by headquarters. The Sustaining Member shall have one vote per each Sustaining Membership regardless of the number of individuals represented in the organization. Sustaining Members shall conform to the requirements of these bylaws, and no other rights or privileges of membership shall be associated with a Sustaining Membership.

4.03 *Dues and Fees*

Dues and fees shall be levied upon members in such amounts and for such periods as determined by the BOD. Any increase in membership dues shall only occur 90 days after notification of the members. Dues and fees shall be payable at such time and by such methods of collection as the BOD shall prescribe. The BOD shall adopt policies necessary to enforce the collection of such dues and fees including provisions for the termination of membership upon notice for nonpayment.

4.04 *Transfer of Membership*

Members may not transfer their membership or any rights arising therefrom to any other individuals.

4.05 *Meetings of Members*

4.5.1 *Annual Meeting*

ABPA shall conduct a regular meeting of the members at least once per year. At such meeting, any business properly brought before the members shall be transacted.

4.5.2 *Special Meeting*

Special meetings of the members may be called by a majority vote of the BOD or by a majority of the members having voting rights. A special meeting shall only be allowed when business requiring the presence of the members is required and the next regular meeting is not scheduled or shall not be held in a timely manner.

4.5.3 *Place of Meeting*

Meetings of the members shall be held at such place as a majority of the BOD shall designate.

4.5.4 *Notice of Meeting*

A notice of a regular or special meeting shall be sent to all members. The notice shall state the purpose, place, date, and time of the meeting and be sent to all members not less than 10 days or more than 120 days before the meeting.

4.5.5 Voting List

A list of members shall be kept at headquarters, and the list shall be available for inspection by any member.

4.5.6 Proxy

A member may vote by written proxy for a specific voting issue if allowed in the ballot. The proxy shall be valid only for the specific vote allowed by the ballot.

4.5.7 Quorum

A majority of members present at a meeting, represented in person or by proxy, shall constitute a quorum.

ARTICLE V - BOARD OF DIRECTORS

5.01 Powers

The BOD shall have full power to establish or change the policies and actions for the conduct, management, and direction of the business affairs and powers of ABPA except those specifically reserved or granted to the members or others by these bylaws. The BOD shall adopt an annual budget for the upcoming fiscal year at the last regular BOD's meeting of the current fiscal year. All members of the BOD shall sign a confidentiality agreement that shall be kept on file at headquarters.

5.02 Composition

The BOD shall be comprised of Region Directors, At-Large Directors, and Officers. All members of the BOD who are elected by the members shall be voting members of the BOD. The Secretary, Treasurer, and At-Large Directors shall be non-voting members of the BOD as described in the following sections.

5.03 Director Duties

5.3.1 Region Director

The Region Director shall perform all duties as specified in these bylaws and as directed by the BOD. The Region Director shall represent the best interest of ABPA and his region in all duties. He shall attend each BOD's meeting or send alternate representation from within his region as per Section 5.06.5. The Region Director shall notify the members of his region of ABPA activities and promote and facilitate ABPA activities of the chapters and members of his region.

5.3.2 At-Large Director

The At-Large Director shall represent an established organization whose activities advance the purpose of ABPA as stated in Article II.

5.04 Director Qualifications

5.4.1 Region Director

- a. The candidate for Region Director shall have been an ABPA member for two years.
- b. The candidate for Region Director shall have attended a regular ABPA BOD's meeting prior to nomination.
- c. The candidate for Region Director shall either reside or have primary employment within the region he represents.
- d. The candidate for Region Director should have been an officer of a chapter within the region.
- e. The candidate for Region Director should have been nominated by a chapter within the region.
- f. No individual shall be a candidate in more than one region.

5.4.2 At-Large Director

- a. The candidate for At-Large Director shall be an ABPA member.
- b. The candidate for At-Large Director shall have attended a regular ABPA BOD's meeting prior to nomination.

5.05 Director Election and Term of Office

5.5.1 Region Director

Each Region Director shall represent his respective region and be elected by a majority of the region members voting in an election for this purpose. Odd-numbered regions shall elect a Region Director in odd-numbered years, and even-numbered regions shall elect a Region Director in even-numbered years. The term of office of each Region Director shall be approximately two years.

Headquarters shall create an election notice that shall be mailed to all members of the region at least 30 days prior to the ballot preparation and shall include:

- a. Request for nominations
- b. Qualifications for position
- c. Nomination deadline

Headquarters shall prepare a sealed written ballot election for Region Director. The election ballots shall be created 90 days and mailed 60 days before a scheduled election. The election shall be administered by the Elections Committee as per Section 7.03.

During a regular election, the closing date of the election shall be the first day of the annual conference. Should there be no annual conference; the closing date of the election shall be May 31. Ballot envelopes shall not be opened prior to the posted closing date of the election. After the election is closed, the Elections Committee shall open and count the ballots. The election shall be decided by a majority vote of the returned ballots, and a tie shall be broken by the Immediate Past President. The Elections Committee Chair shall submit the results to the President. If there is only one candidate nominated for Region Director, the candidate shall be declared the winner of the election without the formality of conducting a ballot election.

During a regular election, the terms of newly-elected Region Directors shall commence and the terms of the predecessors shall end at 12:00 noon of the last scheduled day of the annual conference. Should there be no annual conference, the terms of the newly-elected Region Directors shall commence and the terms of the predecessors shall end at 12:00 noon Central Standard Time on June 1. Notwithstanding the foregoing, a Region Director shall continue in office beyond the expiration date of such Region Director's normal term if a successor has not yet been elected. If a Region Director's term is extended, the BOD shall establish the end date of the Region Director's term.

Any special election required for a Region Director shall be conducted in accordance with the procedures outlined above in paragraphs 2 and 3. The closing date of the election shall be 120 days from the election notice mailing date. Ballot envelopes shall not be opened prior to the posted closing date of the election. After the election is closed, the Elections Committee shall open and count the ballots. The election shall be decided by a majority vote of the returned ballots, and a tie shall be broken by the Immediate Past President. The Elections Committee Chair shall submit the results to the President. If there is only one candidate nominated for Region Director, the candidate shall be declared the winner of the election without the formality of conducting a ballot election. A Region Director elected by special election shall serve for the unexpired term of his region.

5.5.2 At-Large Director

The BOD may appoint by a majority vote certain At-Large Directors who shall serve at the discretion of the BOD and who shall remain in office until they resign or are removed by a majority vote of the BOD. An established organization shall submit one name to be considered as the At-Large Director representing the organization.

5.06 Meetings

5.6.1 Regular Meeting

Regular meetings of the BOD shall be held a minimum of once per year. At such meetings, the directors shall transact business properly brought before the meeting. Notice of regular meetings shall be sent to all members of the BOD at least 30 days in advance.

5.6.2 *Special Meeting*

When it is in the best interest of ABPA, a special meeting may be called by the President or a majority vote of the BOD. Written notice of such meeting shall be given not less than 5 or more than 40 days before the meeting date. Each notice shall state the purpose, place, date, and time of the meeting. If extenuating circumstances require immediate action and a quorum is not attained, the actions must be ratified by the BOD at the next scheduled meeting.

5.6.3 *Electronic Meetings*

Regular and special meetings of the BOD may be held by electronic means (such as internet communication systems, telephone conferences, video conferences, or other available means) subject to the following:

- a. Electronic meetings shall be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised.
- b. The technology used for the electronic meetings shall allow all members of the BOD full access to and participation in all meeting transactions simultaneously throughout the specified time of the meeting.

5.6.4 *Place of Meeting*

Meetings of the BOD may be held at such place as the BOD may from time to time appoint or as may be designated in the notice of the meeting.

5.6.5 *Alternates*

In the event a Region Director is unable to attend a BOD's meeting, an alternate may be sent as his representative. The Region Director shall notify headquarters in advance and in writing; headquarters shall notify the President in advance and in writing. The designated alternate shall be subject to all duties, responsibilities, and restrictions of the Region Director he represents as specified in these bylaws and be entitled to all privileges described herein for the meeting that he serves as an alternate.

5.6.6 *Quorum*

A majority of the voting members of the BOD shall constitute a quorum for the transaction of business unless otherwise specified in these bylaws. Each voting director shall be entitled to one vote

5.6.7 *Meeting Structure*

The President shall preside at each BOD's meeting. If the President is absent, the Vice President shall preside. If the Vice President is also absent, an acting chair shall be elected by a majority vote of the BOD.

5.07 *Director Expenses*

Expenses incurred by the Region Directors for attending a regular or special BOD's meeting may be reimbursed if approved by the BOD. No expenses or other compensation except pre-approved reimbursements shall be payable for services as a director. A director's expenses shall meet the following criteria:

- a. They are in the best interest of ABPA.
- b. They are approved 30 days in advance by a designated representative of ABPA.
- c. They are legitimate and receipts for each expense are furnished.
- d. They are frugal.

Reimbursement of expenses that do not meet the above criteria may be requested and may be paid after approval by the BOD at the next regular meeting. A maximum annual reimbursement total may be determined by the BOD.

5.08 *Director Resignation*

Any member of the BOD may resign at any time by giving written notice to the BOD. The resignation shall

take effect on the date the notice is received or at any later time specified therein within normal terms of office. The acceptance of the resignation shall not be necessary to make it effective, and the office shall be declared vacant as per Section 5.10.

5.09 *Region Director Removal*

A Region Director may be removed from office only by the members of the region he represents for failure to perform the duties of such office or for conduct detrimental to the best interest of ABPA or the region.

Any member, at his expense, may generate a petition to remove the director representing his region. Such removal shall take place by the petition process. Members of the region shall compile a petition stating the reason(s) the Region Director should be removed. The petition shall be signed by a minimum of 35 percent of the region members.

The completed petition shall be submitted to headquarters to verify membership status. If the petition contains verified signatures of 35 percent or more of the members in the region when submitted, headquarters shall forward the petition to the BOD for action at its next meeting. If the petition contains verified signatures less than 35 percent of the members in the region when submitted, the petition shall be considered null and void and returned to the sender.

Once the BOD has received the petition, it shall compose a majority opinion regarding the Region Director's performance of his duties as alleged in the petition, and the Region Director subject to the petition shall be allowed to present rebuttal. The BOD shall then authorize headquarters to send a ballot to all members of the region within seven calendar days, and the BOD shall establish an Elections Committee.

Headquarters shall create and mail a ballot stating the petitioner's reason(s) for removal, the BOD's majority opinion of the petition, and the Region Director's rebuttal. The ballot shall contain a closing date 30 days from the ballot mailing date. Ballots shall be returned to headquarters within seven calendar days of the ballot closing date. Headquarters shall hold all ballots unopened until the posted closing date. On the next business day the ballots shall be opened and counted by the Elections Committee. The ballot results are as follows:

- a. Fifty percent of the mailed ballots shall be returned or the ballot is considered invalid, the Region Director continues his term.
- b. Less than two-thirds of the returned ballots support removal, the Region Director continues his term.
- c. Two-thirds or more of the returned ballots support removal, the Region Director is removed.

The Region Director shall be considered removed that day, and the office shall be declared vacant as per Section 5.11. In a manner prescribed by the President, the Elections Committee Chair shall notify the Region Director subject to removal, the President, and the region members of the ballot results.

5.10 *Region Director Vacancies*

If a Region Director cannot fulfill the term of office, is removed from office, or is declared of unsound mind by an order of court, the office of Region Director shall be declared vacant. The BOD shall initiate a special election for a new Region Director within seven calendar days as per Section 5.05.1, paragraph 6 or leave the office vacant until the next regularly scheduled election. In the event of a vacancy not provided for in this section, the vacancy shall be filled in a manner specified by the BOD.

ARTICLE VI - OFFICERS

6.01 *Designation of Officers*

The officers shall be an International President, International Vice President, Secretary, Treasurer, and International Immediate Past President. The officers shall perform such functions as specified in these bylaws or otherwise assigned by the BOD.

6.02 *Officer Duties*

6.2.1 *Duties of the International President*

The International President (President) shall advance the purpose of ABPA as stated in Article II. The President shall have authority as established by the BOD and perform all duties and responsibilities as

specified in these bylaws. The President shall have general supervision over the activities and operations of ABPA, headquarters, and the committees. The President shall attend and preside at all meetings of ABPA and its BOD. The President shall have the authority to enter into a contract in the name of ABPA when authorized by the BOD. At the end of the term as President, the President shall serve as Immediate Past President.

6.2.2 Duties of the International Vice President

The International Vice President (Vice President) shall have authority as established by the BOD and perform all duties as specified in these bylaws. In the absence or disability of the President, the Vice President shall perform the duties of President. The Vice President shall assist the President in the supervision of ABPA, headquarters, and committee activities. The Vice President shall attend all meetings of ABPA and its BOD. At the end of the term as Vice President, the Vice President shall serve as President.

6.2.3 Duties of the Secretary

The Secretary shall supervise the generation and preservation of all non-financial records, reports, and minutes of ABPA. The Secretary shall attend all meetings of ABPA and its BOD and cause notice to be given of all meetings of the BOD and the members. The Secretary shall perform all duties as specified in these bylaws and by the BOD. The Secretary shall be responsible for the generation and maintenance of the Policy and Procedures Manual (The Manual) that shall list all job descriptions and committee charges as established by the BOD and all authorized official statements of ABPA.

6.2.4 Duties of the Treasurer

The Treasurer shall supervise the generation and preservation of financial records, using accepted accounting practices, of all assets and liabilities of ABPA. The Treasurer shall attend all meetings of ABPA and its BOD. The Treasurer shall maintain all records of the collection and disbursement of funds, be responsible for the preservation of all assets, and supervise the disbursement of all due payments. All financial procedures and policies shall be approved by the BOD. The Treasurer shall serve as Chair of the Finance Committee and report the financial activities at each regular BOD's meeting but not less than twice per year. The report shall contain a current balance sheet and income statement. The Treasurer shall report on any pending activities that could affect the fiscal condition of ABPA. The Treasurer shall submit a proposed annual balanced budget for the following year to the BOD prior to the last regular meeting of the fiscal year. The Treasurer shall make available all financial records as requested by the BOD and assist in all audits or inspections authorized by the BOD.

6.2.5 Duties of the International Immediate Past President

The International Immediate Past President (Immediate Past President) shall have authority as established by the BOD and perform all duties as specified in these bylaws. The Immediate Past President shall assist the President in the supervision of ABPA, headquarters, and committee activities. The Immediate Past President shall attend all meetings of ABPA and its BOD.

6.03 Officer Qualifications

6.3.1 International President and International Vice President

The President and Vice President shall:

- a. Have been an ABPA member for four years.
- b. Have attended a regular ABPA BOD's meeting prior to nomination.
- c. Have been active in some phase of cross-connection control for the preceding two years.
- d. Not have a financial interest in any business sufficient to be, or appear to be, a conflict of interest as determined by the BOD.
- e. Be able to be bonded by ABPA.

6.3.2 *Secretary*

The Secretary shall:

- a. Be an ABPA member.
- b. Have attended a regular ABPA BOD's meeting prior to nomination.
- c. Have been an ABPA officer, director, chapter officer, or chapter director.
- d. Be able to be bonded by ABPA.

6.3.3 *Treasurer*

The Treasurer shall:

- a. Be an ABPA member.
- b. Have attended a regular ABPA BOD's meeting prior to nomination.
- c. Have been an ABPA officer, director, chapter officer, or chapter director.
- d. Be able to be bonded by ABPA.

6.3.4 *International Immediate Past President*

The Immediate Past President shall:

- a. Have completed the term of President.
- b. Comply with Section 6.03.1 as a voting member of the BOD.

6.04 ***Officer Election and Term of Office***

6.4.1 *Offices of International President, International Vice President, and International Immediate Past President*

The Vice President shall be elected every other year by a majority of the members voting in an election for this purpose. The terms of offices of the President, Vice President, and Immediate Past President shall be approximately two years.

Headquarters shall create an election notice that shall be mailed to all members at least 30 days prior to the ballot preparation and shall include:

- a. Request for nominations
- b. Qualifications for position
- c. Nomination deadline

Headquarters shall prepare a sealed written ballot election for Vice President or a special election of the Immediate Past President. The election ballots shall be created 90 days and mailed 60 days before a scheduled election. The election shall be administered by the Elections Committee as per Section 7.03.

During a regular election, the closing date of the election shall be the first day of the annual conference. Should there be no annual conference, the closing date of the election shall be May 31. Ballot envelopes shall not be opened prior to the posted closing date of the election. After the election is closed, the Elections Committee shall open and count the ballots. The election shall be decided by a majority vote of the returned ballots, and a tie shall be broken by the Immediate Past President. The Elections Committee Chair shall submit the results to the President. If there is only one candidate nominated for Vice President, the candidate shall be declared the winner of the election without the formality of conducting a ballot election.

During a regular election, the term of the Immediate Past President shall end, the President shall assume the office of Immediate Past President, the Vice President shall assume the office of President, and the term of the newly-elected Vice President shall commence at 12:00 noon of the last scheduled day of the annual conference. Should there be no annual conference, the term of the Immediate Past President shall end, the President shall assume the office of Immediate Past President, the Vice President shall assume the office of President, and the term of the newly-elected Vice President shall commence at 12:00 noon Central Standard Time on June 1.

Any special election required for Vice President shall be conducted in accordance with the procedures outlined above in paragraphs 2 and 3. The closing date of the election shall be 120 days from the election notice mailing date. Ballot envelopes shall not be opened prior to the posted closing date of the election. After the election is closed, the Elections Committee shall open and count the ballots. The election shall be decided by a majority vote of the returned ballots, and a tie shall be broken by the Immediate Past President. The Elections Committee Chair shall submit the results to the President. If there is only one candidate nominated for Vice President, the candidate shall be declared the winner of the election without the formality of conducting a ballot election. A Vice President elected by special election shall serve for the unexpired term of office.

Any special election required for Immediate Past President shall be conducted in accordance with the procedures outlined above in paragraphs 2 and 3. The closing date of the election shall be 120 days from the election notice mailing date. Ballot envelopes shall not be opened prior to the posted closing date of the election. After the election is closed, the Elections Committee shall open and count the ballots. The election shall be decided by a majority vote of the returned ballots, and a tie shall be broken by the President. The Elections Committee Chair shall submit the results to the President. If there is only one candidate nominated for Immediate Past President, the candidate shall be declared the winner of the election without the formality of conducting a ballot election. An Immediate Past President elected by special election shall serve for the unexpired term of office.

6.4.2 *Secretary and Treasurer*

The Secretary and Treasurer shall be appointed by a majority vote of the BOD for a term of four years. The Secretary and Treasurer shall serve at the discretion of the BOD, and each may be replaced by a majority vote of the BOD.

6.05 *Officer Expenses*

Expenses incurred by the officers for attending BOD's meetings may be reimbursed as per Section 5.07. Officers may be reimbursed for expenses incurred for attending other events, which advance the purpose of ABPA as stated in Article II, as approved by the BOD.

6.06 *Bonds*

Officers or other persons as required by the BOD may be bonded for the faithful discharge of their duties. ABPA shall incur the cost of bonding.

6.07 *Officer Resignation*

Any officer, employee, or agent of ABPA may resign, if allowed by law, at any time by giving written notice to the BOD. The resignation shall take effect on the date the notice is received or at any later time specified therein within normal terms of office. The acceptance of the resignation shall not be necessary to make it effective and does not preclude legal action. The office shall be declared vacant as per Section 6.09.

6.08 *Officer Removal*

6.8.1 *International President, International Vice President, and International Immediate Past President*

The President, Vice President, or Immediate Past President may be removed from office by the members for failure to perform the duties of such office or for conduct detrimental to the best interest of ABPA or for having a conflict of interest as per Section 6.03.1.

Any member, at his expense, may generate a petition to remove the President, Vice President, or Immediate Past President. Such removal shall take place by the petition process. Members shall compile a petition stating the reason(s) the officer should be removed. The petition shall be signed by a minimum of 35 percent of the members.

The completed petition shall be submitted to headquarters to verify membership status. If the petition contains verified signatures of 35 percent or more of the members when submitted, headquarters shall forward the petition to the BOD for action at its next meeting. If the petition contains verified signatures less than 35 percent of the members when submitted, the petition shall be considered null and void and returned to the sender.

Once the BOD has received the petition, it shall compose a majority opinion regarding the officer's performance of his duties as alleged in the petition, and the officer subject to the petition shall be allowed to present rebuttal. The BOD shall then authorize headquarters to send a ballot to all members within seven calendar days, and the BOD shall establish an Elections Committee.

Headquarters shall create and mail a ballot stating the petitioner's reason(s) for removal, the BOD's majority opinion of the petition, and the officer's rebuttal. The ballot shall contain a closing date 30 days from the ballot mailing date. Ballots shall be returned to headquarters within seven calendar days of the ballot closing date. Headquarters shall hold all ballots unopened until the posted closing date. On the next business day the ballots shall be opened and counted by the Elections Committee. The ballot results are as follows:

- a. Fifty percent of the mailed ballots shall be returned or the ballot is considered invalid, the officer continues his term.
- b. Less than two-thirds of the returned ballots support removal, the officer continues his term.
- c. Two-thirds or more of the returned ballots support removal, the officer is removed.

The officer shall be considered removed that day, and the office shall be declared vacant as per 6.09. In a manner prescribed by the BOD, the Elections Committee Chair shall notify the officer subject to removal, the BOD, and the members of the ballot results.

6.8.2 *Secretary and Treasurer*

The Secretary and Treasurer may be removed from office by a majority vote of the BOD for failure to perform the duties of their office or for conduct detrimental to the best interest of ABPA. If the Secretary or Treasurer is removed, the BOD shall replace the office as per Section 6.04.2.

6.09 *Officer Vacancies*

6.9.1 *International President*

If the President cannot fulfill the term of office, is removed from office, or is declared of unsound mind by an order of court, the office of President shall be declared vacant. The Vice President shall become President, and the office of Vice President shall be declared vacant. The President shall initiate a special election for a new Vice President within seven calendar days as per Section 6.04.1, paragraph 6.

6.9.2 *International Vice President*

If the Vice President cannot fulfill the term of office, is removed from office, or is declared of unsound mind by an order of court, the office of Vice President shall be declared vacant. The President shall initiate a special election for a new Vice President within seven calendar days as per Section 6.04.1, paragraph 6.

6.9.3 *International Immediate Past President*

If the Immediate Past President cannot fulfill the term of office, is removed from office, or is declared of unsound mind by an order of court, the office of Immediate Past President shall be declared vacant. The President shall initiate a special election for a new Immediate Past President within seven calendar days as per Section 6.04.1, paragraph 7.

6.9.4 *Other*

In the event of a vacancy not provided for in this section, the vacancy shall be filled in a manner specified by the BOD.

6.10 *Subordinate Officers and Agents*

The BOD may from time to time appoint other officers, employees, or agents as the business of ABPA may require. Each officer, employee, or agent shall hold office, have authority, and perform duties as the BOD may deem necessary.

ARTICLE VII - COMMITTEES

7.01 Authority

The BOD shall have the power to establish committees for the purpose of providing information or performing other duties as assigned by the BOD or these bylaws. Committees shall be established by a majority vote of the BOD and stand until dissolved. Each committee shall have a charge established and approved by the BOD, and the charge for each committee shall be maintained in The Manual. Committees, other than those established by these bylaws, may be dissolved by a majority vote of the BOD. Committees authorized by the BOD shall have a chair appointed by the President unless specified otherwise by these bylaws. The chair shall be responsible for the development, completion, and reporting of all assigned committee activities and comply with all bylaws. The chair shall appoint members to serve on committees unless membership is established by these bylaws. All committee members are volunteers and not subject to compensation, and all work done by the committee is the property of ABPA. The President, Vice President, and Immediate Past President shall be ex-officio members of all committees with the exception of the Elections Committee. All committee members shall sign a confidentiality agreement that shall be kept on file at headquarters.

7.02 Bylaws Committee

The BOD shall establish a Bylaws Committee to review and draft language to change or amend the bylaws when necessary or perform other tasks as assigned. The committee shall be responsible to review all region or chapter bylaws submitted to a Region Director to confirm all elements are consistent with ABPA Bylaws. A copy of all region and chapter articles of incorporation and bylaws shall be maintained in The Manual.

7.03 Elections Committee

The BOD shall establish an Elections Committee to administer elections and be responsible for handling, opening, and counting election ballots. The Elections Committee shall be comprised of a chair and a minimum of three Region Directors not subject to the current election. Only the candidate or his appointed designee may observe the opening and counting of the ballots by the Elections Committee. The candidate shall notify the Elections Committee in writing of the desire to observe the ballot counting at least seven days before the election closing date. At the conclusion of the ballot counting, the Elections Committee Chair shall release the results as prescribed in the election process. Upon such notification, the election(s) shall be considered completed.

The election results shall stand unless reversed by the protest process per this section. The candidate may protest the counting and handling of the ballots by the Elections Committee. The candidate shall have ten days from the completion of the election to deliver a written protest to the President. The President shall notify all candidates of the protest and request the Elections Committee to return a written response to the protest within 20 days. The President shall notify all candidates in writing within ten days of the response from the Elections Committee. The candidate may further protest the Elections Committee's decision to the full BOD by notifying the President in writing within ten days of receipt of the written notice from the President. The President shall notify the BOD of the protest within ten days, and the BOD shall render a final decision at its next meeting.

7.04 Executive Committee

The BOD shall establish an Executive Committee to perform tasks and duties related to the business of ABPA and other tasks assigned by the BOD. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and the Immediate Past President. The President shall be the Executive Committee Chair. In the absence of the President, the Vice President shall act as Chair. A quorum of three committee members, two of whom are elected, shall be necessary to complete actions. All actions taken by the Executive Committee shall be in accordance with the policies and in the best interest of ABPA. All actions taken by the Executive Committee shall be reported to the BOD at its next regular meeting or sooner as needed.

7.05 Finance Committee

The BOD shall establish a Finance Committee to perform assigned tasks and duties regarding the financial matters of ABPA. The Treasurer of ABPA shall be the Finance Committee Chair. The chair shall select not more than one member from each region as submitted by the Region Directors. If the chair is unable to find a

representative from a region, the President shall be notified. The chair is required to have three-quarters of the regions represented on the committee.

The Finance Committee shall assess the financial condition of ABPA throughout the year. It shall create a report of the financial matters at least twice a year and submit it to the BOD. The report shall include a balance sheet, income statement, and any financial activities that could affect the fiscal condition of ABPA.

The Finance Committee shall develop a balanced budget for the upcoming fiscal year and present the proposed budget to the BOD at the last BOD's meeting of the current fiscal year. The approved budget shall guide the Treasurer in the allocation of funds throughout the year. The BOD shall have the authority to change any allocation of funds in the budget for the benefit of ABPA.

At the end of the fiscal year, the Finance Committee shall conduct an audit of the financial records of ABPA that shall be provided to the BOD within 120 days. All reports generated by the Finance Committee shall be delivered by the chair. An independent financial review shall be performed every two years or as directed by the BOD.

7.06 *Public Awareness and Education Committee*

The BOD shall establish a Public Awareness and Education Committee to perform the tasks and duties assigned by the BOD. The committee shall advance the purpose of ABPA as stated in the Articles of Incorporation of ABPA and Article II of these bylaws.

7.07 *Certification Committee*

The BOD shall establish a Certification Committee to administer certification programs and perform the tasks and duties assigned by the BOD. The committee shall advance the purpose of ABPA as stated in the Articles of Incorporation of ABPA and Article II of these bylaws.

7.08 *Administrative Policy and Procedures Committee*

The BOD shall establish an Administrative Policy and Procedures Committee to perform the tasks and duties assigned by the BOD. The Secretary shall be a member of the committee. The committee shall advance the purpose of ABPA as stated in the Articles of Incorporation of ABPA and Article II of these bylaws.

ARTICLE VIII - OPERATIONS

8.01 *Parliamentary Procedures*

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

8.02 *Fiscal Year*

The fiscal year of ABPA shall begin on the first day of July in each year.

8.03 *Income*

All funds received in the name of ABPA shall be deposited to the credit of ABPA in such banks, trust companies, or other depositories as the BOD shall direct the Treasurer to use. The BOD may accept on behalf of ABPA any contribution, gift, bequest, or devise for the general purpose or for any special purpose of ABPA.

8.04 *Expenses*

The BOD shall authorize payments on behalf of ABPA, and the Treasurer shall disburse authorized funds. Indebtedness in the name of ABPA shall have an authorization signed by two individuals before funds are released. These individuals shall be members of the Executive Committee or other agent approved by the BOD.

8.05 *Contracts*

The BOD shall have the sole authority to authorize, acknowledge, or approve any and all contracts or instruments in the name of ABPA. The BOD may periodically authorize officers or agents to enter into or

execute a contract or instrument in the name of or on the behalf of ABPA, and any such authority may be general or confined to specific instances.

ARTICLE IX - INDEMNIFICATION

To the extent not inconsistent with the law of the state of Texas, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee, agent of, or a volunteer of ABPA or is or was serving at the request of ABPA as a director, officer, employee, agent or a volunteer of another domestic or foreign not for profit association or corporation for profit, or a partnership, joint venture, trust or other enterprise, shall be indemnified by ABPA, against all liability and reasonable expense that may be incurred in connection with or resulting from any claim, action, suit or proceeding or any threatened claim, action, suit or proceeding, administrative or investigative action, suit or proceeding, civil or criminal (a) if such director, officer, employee, agent or volunteer is wholly successful with respect thereto or (b) if not wholly successful, then if such person is determined to have acted in good faith, in what was reasonably believed to be the best interest of ABPA and, in addition, with respect to any criminal action or proceeding, is determined to have had no reasonable cause to believe that his conduct was unlawful. The determination 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 any person did not meet the standard of conduct set forth in this section.

As used in this section the term "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 ABPA, any other corporation or association or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a director, officer, employee, agent or volunteer of ABPA, or his heirs and personal representatives, may be involved, as a party or otherwise:

- a. By reason of his being or having been a director, officer, employee, agent or volunteer of ABPA or of any corporation which served as such at the request of ABPA, or
- b. By reason of his acting or having acted in any capacity in a partnership, association, trust or otherwise or other organization or entity which he served as such at the request of ABPA, or
- c. By reason of any action taken or not taken in any such capacity, whether or not the party continues in such capacity at the time such liability or expense shall have been incurred.

As used in this section, the term "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements 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) determination 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 the 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 the regular counsel of ABPA or other disinterested person or persons, in either case selected by the BOD, whether or not a disinterested quorum exists, (such counsel or person or persons being hereinafter called the "Referee") shall deliver to ABPA written findings that such director, officer, employee, agent or volunteer has met the standard of conduct set forth herein, and (b) if the BOD 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. ABPA 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 ABPA.

The rights of the indemnification provided in this section shall be in addition to any rights which any such director, officer, employee, agent or volunteer may otherwise be entitled. This section is not meant in any way to limit the rights any such person may have by law. Irrespective of the provisions of this section, the BOD may, at any time and from time to time, approve indemnification of directors, officers, employees, agents, volunteers or other persons to the full extent permitted by the law of the state of Texas, whether on account of past or future transactions. Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by ABPA (by action of the BOD, 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.

ARTICLE X - POSITION STATEMENTS

10.01 Purpose

Position statements are official statements by or on behalf of ABPA pertaining to matters of public interest or concern, which are deemed of significance to ABPA and the backflow prevention industry. All position statements shall be consistent with the Articles of Incorporation of ABPA and Article II of these bylaws.

10.02 Adoption and Duration

All position statements for adoption or amendment shall be submitted to the BOD.

- a. The statement may be sent by the BOD to an appropriate committee for additional research including legal review of the statement.
- b. The statement shall only be acted upon at a meeting of the BOD.
- c. The statement shall be approved as an official position statement by a two-thirds vote of the BOD and be maintained in The Manual.
- d. The official position statement shall be made available to the members.
- e. The official position statement shall be valid until revoked or amended by the BOD.

ARTICLE XI - AMENDMENT OF BYLAWS

11.01 Amendment of Bylaws by the Members

11.1.1 Member Bylaws Change

Any member, at his expense, may submit language for a proposed change to these bylaws. The submittal shall state the current bylaws language, the proposed change, the reason for the change, and the effect the change will have on ABPA. The proposed change may be submitted to any Region Director or elected officer for review by the BOD.

11.1.2 Members Bylaws Change by Petition

These bylaws may be altered, amended, or repealed or new bylaws may be adopted by a petition of the members.

Any member, at his expense, may generate a petition to change these bylaws. Such change shall take place by the petition process. Members shall compile a petition stating the current bylaws language, the proposed change, the reason for the change, and the effect the change will have on ABPA. The petition shall be signed by a minimum of 20 percent of the members.

The completed petition shall be submitted to headquarters to verify membership status. If the petition contains verified signatures of 20 percent or more of the members when submitted, headquarters shall forward the petition to the BOD for action at its next meeting. If the petition contains verified signatures less than 20 percent of the members when submitted, the petition shall be considered null and void and returned to the sender.

Upon receipt of the petition, the BOD shall assign the Bylaws Committee to initiate a review and research of the proposed change to confirm consistency with the Articles of Incorporation of ABPA, Article II of these bylaws, and any laws of the state of Texas. The Bylaws Committee shall complete all research and provide a recommendation to the BOD by the next BOD's meeting.

Once the BOD has received the Bylaws Committee recommendation, the BOD shall compose a majority opinion of the proposed change. The BOD may not change the petition and shall be limited to opinions of the proposed change. The BOD shall then authorize headquarters to send a ballot to all members, and the BOD shall establish an Elections Committee.

Headquarters shall create and mail a ballot stating the current bylaws language, the proposed change, the reason for the change, the effect the change will have on ABPA, and the BOD's majority opinion of the proposed change. The ballot shall be sent to all members within 90 days of the BOD's meeting that authorized the ballot. The ballot shall contain a closing date 30 days from the ballot mailing date.

Ballots shall be returned to headquarters within seven calendar days of the ballot closing date. Headquarters shall hold all ballots unopened until the posted closing date. On the next business day the ballots shall be opened and counted by the Elections Committee. The ballot results are as follows:

- a. Fifty percent of the mailed ballots shall be returned or the ballot is considered invalid, the bylaws remain unchanged.
- b. Less than two-thirds of the returned ballots support the proposed change, the bylaws remain unchanged.
- c. Two-thirds or more of the returned ballots support the proposed change, the bylaws are changed.

The bylaws shall be changed that day, and the BOD shall facilitate publication of these bylaws. In a manner prescribed by the BOD, the Elections Committee Chair shall notify the President and the members of the ballot results.

11.02 *Amendment of Bylaws by the Board of Directors*

The BOD shall have the authority to propose change to these bylaws when it is for the benefit of ABPA. The BOD may consider a proposed change at any regular or special meeting. The BOD shall initiate a review and research of the proposed change by the Bylaws Committee to confirm the change is consistent with the Articles of Incorporation of ABPA, Article II of these bylaws, and any laws of the state of Texas and to determine the effect the change will have on ABPA.

The BOD shall notify the members of the proposed bylaws change and allow a minimum 30-day comment period, not to exceed 90 days, at the discretion of the BOD. The Bylaws Committee shall respond to all comments received and report the comments and their response to the BOD. An absence of comments is considered consent of the members. The BOD may authorize additional research or additional comment periods if necessary. A change of these bylaws shall require a two-thirds vote of the BOD.

ARTICLE XII - REGIONS AND CHAPTERS

12.01 *Organization*

ABPA shall be divided into regions. Regions may form chapters within their boundaries. All regions and chapters shall be governed by and comply with the Articles of Incorporation and Bylaws of ABPA.

12.02 *Regions*

A region shall be a geographical territory within which members are under the supervision of a Region Director. The geographical boundaries of the region shall be established by the BOD. Regions may establish governing and advisory bodies, bylaws, policies, dues, and fees as deemed necessary within the region. All activities, dues, and fees of the region shall be consistent with and shall not conflict with the Articles of Incorporation and Bylaws of ABPA.

12.03 *Chapters*

A reasonable number of members may petition the Region Director to establish a chapter within the boundaries of the region. A reasonable number of members shall be at least sufficient to fill the four officer positions of President, Vice President, Secretary, and Treasurer. The petition shall include the name of the chapter, names of the officers, chapter articles of incorporation, and proposed chapter bylaws. The petition shall be submitted to the Bylaws Committee within 30 days of receipt by the Region Director. The Bylaws Committee shall review and ensure the chapter's documents are consistent with all ABPA requirements, policies, and Bylaws. Upon completion of the review, a report and the petition shall be presented at the next BOD's meeting for action on the petition. A majority vote of the BOD shall authorize the establishment of a new chapter.

Once established, chapter members shall formally adopt the bylaws as presented to and reviewed by ABPA. The chapter may establish governing and advisory bodies, policies, dues, and fees as deemed necessary. All activities, dues, and fees shall be consistent with and shall not conflict with the Articles of Incorporation and Bylaws of ABPA and the region. The chapter shall have all rights and privileges as established by the BOD. All chapters shall require their members to pay ABPA dues as well as any chapter dues.

Chapter dues collected by ABPA shall be refunded to the chapters on a quarterly basis. ABPA may withhold chapter refunds for any chapter that does not:

- a. Provide an annual financial report.
- b. Provide a list of current officers.
- c. Have a current copy of the articles of incorporation and bylaws on file with headquarters.

12.04 Dissolution of Chapter

Once established, a chapter shall maintain a membership of no fewer than ten members. Failure to maintain this minimum membership may be grounds for dissolution.

12.4.1 Dissolution by Chapter Members

A chapter may be dissolved by a petition of the chapter members.

Any chapter member, at his expense, may generate a petition to dissolve the chapter. Such dissolution shall take place by the petition process. Members of the chapter shall compile a petition stating the reason(s) for chapter dissolution. The petition shall be signed by a minimum of 20 percent of the chapter members.

The completed petition shall be submitted to the Region Director. The Region Director shall forward the petition to headquarters to verify membership status. If the petition contains verified signatures of 20 percent or more of the members in the chapter when submitted, headquarters shall forward the petition to the BOD for action at its next meeting. If the petition contains verified signatures less than 20 percent of the members in the chapter when submitted, the petition shall be considered null and void and returned to the sender.

Once the BOD has received the petition, it shall then authorize headquarters to send a ballot to all members in the chapter within seven calendar days, and the BOD shall establish an Elections Committee.

Headquarters shall create and mail a ballot stating the petitioner's reason(s) for chapter dissolution. The ballot shall contain a closing date 30 days from the ballot mailing date. Ballots shall be returned to headquarters within seven calendar days of the ballot closing date. Headquarters shall hold all ballots unopened until the posted closing date. On the next business day the ballots shall be opened and counted by the Elections Committee. The ballot results are as follows:

- a. Less than two-thirds of the returned ballots support dissolution, the chapter is retained.
- b. Two-thirds or more of the returned ballots support dissolution, the chapter is dissolved by the BOD.

The chapter shall be considered dissolved that day, and the BOD shall facilitate disbursement of chapter funds as per Section 12.04.3. In a manner prescribed by the President, the Elections Committee Chair shall notify the Region Director, Chapter President, and chapter members of the ballot results.

12.4.2 Dissolution by ABPA

Each chapter shall:

- a. Comply with ABPA Bylaws.
- b. Provide a list of current officers.
- c. Provide an annual financial report.
- d. Have a current copy of the articles of incorporation and bylaws on file with headquarters.
- e. Require all members to pay ABPA dues.

Failure to comply with the above may result in dissolution of the chapter. ABPA shall notify the Region Director, Chapter President, and chapter members by mail of any deficiency and of possible chapter dissolution. Chapter members must correct noted deficiencies within 90 days and notify the Region Director.

The Region Director shall notify ABPA of the corrections within 120 days of the original notification. If the chapter does not correct the noted deficiencies, ABPA may initiate dissolution procedures against the chapter. ABPA shall notify all chapter members by mail of the intent to dissolve the chapter and reasons for dissolution. Chapter status shall be revoked and the chapter dissolved by a two-thirds vote of the BOD not less than 30 days following notification of the chapter members.

12.4.3 Disbursement of Chapter Funds

If a chapter is dissolved, the assets of the chapter shall be distributed by ABPA in a manner consistent with Article II of these bylaws and approved by the BOD. It is the intent that the chapter funds would be used within the region that the chapter is located.

ARTICLE XIII - ETHICS

The BOD shall establish an Ethics Policy to address conduct injurious to ABPA or its purposes. The Ethics Policy shall include but not be limited to:

- a. A code of conduct for the BOD, committee chairs, committee members, and anyone representing ABPA.
- b. An ethics review procedure.
- c. A response for non-compliance.

The Ethics Policy shall be maintained in The Manual.

Approved: 1985

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