

Bylaws of the N. B. Backflow Prevention Association

ARTICLE 1 - GENERAL

SECTION 1.01 CANADIAN ORGANIZATION

The N. B. Backflow Prevention Association (NBBPA) Is being established this 30th day of April, 2009 to provide information and training to interested parties in the Province of New Brunswick, Canada.

SECTION 1.02 N. B. BACKFLOW PREVENTION ASSOCIATION

The N. B. Backflow Prevention Association shall be organized with-in the Province of New Brunswick.

SECTION 1.03 BYLAWS

These bylaws and all subsequent revisions thereto shall be consistent with the Articles of Incorporation and bylaws of the NBBPA .

SECTION 1.04 INCORPORATION

The Association shall be incorporated as a domestic, non-profit corporation within the Province of New Brunswick.

SECTION 1.05 OFFICE

The Board of Directors shall determine the headquarters address. The Association 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.

SECTION 1.06 FISCAL YEAR AND OPERATING YEAR

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

ARTICLE 2 - MEMBERSHIP

SECTION 2.01 QUALIFICATIONS

All candidates for membership and all members shall have a recognizable interest in the furtherance of the objectives of the Association and shall carry on their business or profession in a fully ethical manner and in conformity with generally accepted principles of conduct. All Association members shall be in good standing with the Association and be comprised of people who maintain an interest in the protection of clean safe drinking water and may include representatives of:

- ◆ municipal water works field
- ◆ provincial/federal health or environment field
- ◆ schools conducting cross connection control education
- ◆ building inspection and plumbing inspection field
- ◆ plumbers, sprinkler fitters, cross connection control testers
- ◆ manufacturers/agents of Backflow preventers
- ◆ engineering and/or consulting firms

SECTION 2.02 CATEGORIES OF MEMBERS

The Association 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 for a specified period of time.

(2) Honorary Member: an individual whose knowledge, accomplishments and service to the field of cross-connection control within the boundaries of the Association entitle him/her to special recognition. The Board of Directors can only grant this membership. The Honorary Member shall be exempt from paying Association dues. 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 Association may levy dues and fees upon the members in such amounts and for such periods as may be determined by resolution of the Board of Directors. Dues and fees shall be payable at such times and by such methods of collection as the Board of Directors may prescribe. The Board of Directors may make regulations necessary to enforce the collection of such dues and fees, including provisions for the termination of membership, upon reasonable notice, for nonpayment of such dues and fees, and for reinstatement of membership.

SECTION 2.04 TERMINATION AND TRANSFER OF MEMBERSHIP

The rights of members of the Association are not transferable and shall cease on termination of membership. Termination of membership will result in forfeiture of all fees and dues paid to the Association. The Board of Directors may terminate the membership of any member whenever it is judgement of the Board that the best interests of the Association will be served thereby. The Board of Directors may likewise recommend to the Associations Board of Directors the termination of that member from the Association. The member in question shall have the right to appear at a hearing before the Board of Directors before the said membership is terminated. Committee members who fail to

attend three consecutive Committee meetings or who have consistently not returned letter ballots and have failed to give valid reasons for such will forfeit their voting Membership and shall be duly notified in writing.

ARTICLE 3 - MEMBERSHIP MEETINGS AND ELECTIONS

SECTION 3.01 REGULAR MEETINGS

The Association 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 Association membership shall be transacted. Notice of regular meetings shall be given to all members, not less than thirty (30) days before the time at which the meeting is to be held. Each such notice shall state the time, place and matters of special interest to be conducted.

Quorum – 1 / 2 of the Board of Directors must be present at the time a vote is taken.

Quorum – Letter Ballot- 2 / 3 of the Board of Directors must respond with the majority being 50% of those returned.

SECTION 3.02 SPECIAL MEETINGS

Special meetings shall be held at the call of the Chair, by a majority of the Board of Directors, or by 33% of the membership. Notices shall be as for regular meetings and shall contain the purpose of such meetings. No business other than that specified in the notice of the meeting shall be transacted at any special meeting.

SECTION 3.03 CONDUCT OF MEETINGS

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

SECTION 3.04 ACTIONS OF THE MEMBERSHIP

Any action requiring approval of the membership may be taken at a regular or special meeting, or may be acted upon by mail ballot. To be considered approved, said action shall require a two-thirds majority vote of the members voting on the issue. In the case of a mail election (as prescribed in Section 3.01), all members shall receive a ballot for the action to be taken. The Chair shall tabulate the results of the balloting covered by this section.

SECTION 3.05 ELECTIONS

Elections of Directors and Officers may be conducted at a regular or special meeting of the membership, or by mail. At a membership meeting, the Board of Directors shall appoint a member in good standing of the Association 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 Associations Vice-Chair for tabulation. In each case, in order for a candidate to be elected he must receive a simple majority of the vote's cast for his particular office. A Nominating Committee appointed by the Chair must determine candidates for the elections. All members of the

Nominating Committee must be members in good standing of the Association. The names of the candidates shall be mailed to all members at least thirty (30) days prior to an election conducted at a membership meeting.

SECTION 3.06 PARLIAMENTARY AUTHORITY

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

ARTICLE 4 - BOARD OF DIRECTORS

SECTION 4.01 POWERS AND DUTIES

The Board of Directors shall have the power and shall act to establish and/or change the policies for the conduct, management, and direction of the business of the Association, except those powers specifically reserved or granted by law or these bylaws to the members of the Association, so long as such policies and direction do not conflict with the policies and direction of the Association, which determination shall be at the sole discretion of the Associations Board of Directors. Powers and activities of the Board of Directors shall be consistent with the Articles of Incorporation, Bylaws, and adopted resolutions of the Association.

SECTION 4.02 COMPOSITION

The Board of Directors shall be elected or acclaimed Individual Members, limited in numbers to the following representative groups:

Manufacturer/Agent	1 to 3 members
Purveyor	3 to 7 members
Regulators	3 to 7 members
Educators	1 to 3 members
General	3 to 7 members

The minimum number of board members would be 11 with a maximum of 27. No municipality, organization, school etc. shall have more than two votes on the Board.

Members not serving on the Board of Directors shall be entitled to the privileges of the floor for discussion at all meetings of the Association.

The Board of Directors shall elect or acclaim Directors to an Executive Committee comprised of the following positions:

Chair	1 member
Vice-Chair	1 member
Secretary/Treasurer	1 to 2 members
Executive Director(s)	5 members (# 1, 2, 3, & 4, 5)
Membership	1 member
Education	1 member

Each Executive Director's position shall be for a term of two (2) years, provided that no person shall be elected to serve more than one (1) consecutive full two (2) year term.

See Section 6.07 for terms of Office for those elected or acclaimed as Officers of the Association.

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 an Association membership meeting. All meetings of the Board of Directors shall be open to the general membership. Such meetings shall be held at such place as the Board of Directors may designate within the Province of New Brunswick. Notice of Association meetings will be given to the membership 30 days in advance of the meeting.

SECTION 4.04 SPECIAL MEETINGS

Special meetings of the Board of Directors shall be held whenever called by the Chair or by a majority of the Directors. Written notice of each such meeting shall be given at least fifteen (15) 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 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. The Chair will vote only when issues result in a tie. Any action by the Board of Directors requires a majority vote of 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 Association.

SECTION 4.06 RESIGNATIONS

Any member of the Board of Directors may resign at any time by giving written notice to the Association Chair (or, in the case of the Chair notice shall be given to the Vice-Chair). 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 Association will be served thereby.

SECTION 4.08 VACANCIES IN OFFICE

If the Chair fails to complete a term of office, the Vice-Chair shall become Chair. The Board of Directors shall appoint a replacement to complete the term until the next scheduled election.

SECTION 4.09 EXPENSES AND SALARY

No salary or other compensation shall be payable for services as a Director of Officer. Expenses for meeting attendance or other necessary business of the Association 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 Association. (2) The expenses are frugal, legitimate and receipts are furnished.

ARTICLE 5 - DIRECTORS

SECTION 5.01 QUALIFICATIONS

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

SECTION 5.02 ELECTIONS

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

ARTICLE 6 - OFFICERS

SECTION 6.01 DESIGNATION OF OFFICERS

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

SECTION 6.02 CHAIR

The Chair, under the Boards direction, shall have general supervision over the activities and operations of the Association. The Chair shall sign, execute and acknowledge, in the name of the Association, those instruments authorized by the Board of Directors. The Chair shall preside over all meetings of the Association and, in general, shall perform all duties incident to the office of the Chair. The Chair shall serve as Chair of the Board of Directors. The Chair will vote only when issues result in a tie.

SECTION 6.03 VICE-CHAIR

The Vice-Chair shall assist the Chair in the performance of his/her duties, shall chair meetings of the Association during the absence of the Chair, and shall assume the office of the Chair in the event of the Chairs departure and incapacitation before completion of his/her term.

SECTION 6.04 SECRETARY & TREASURER

The Secretary & Treasurer shall properly maintain all records and reports of the Association as required by law, and the Association shall have the responsibility for

providing that notices required by these bylaws be issued, and shall prepare the minutes of all Association meetings and Board of Directors meetings. The Secretary&Treasurer shall provide for the custody of the funds or other property of the Association and shall keep or see to the keeping of a separate book account of the same; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Association; and shall deposit or see to the deposit of all funds of the Association in such banks or other places of deposit as the Board of Directors may from time to time direct and designate. In addition, the Secretary&Treasurer shall, whenever so required by the Board of Directors, render an account showing all transactions as Secretary&Treasurer, and the financial condition of the Association, and in general, shall perform all duties incident to the office of the Secretary&Treasurer.

SECTION 6.05 QUALIFICATIONS

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

SECTION 6.06 ELECTIONS

All officers shall be elected by the NBBPA membership no more than ninety (90) days prior to the end of the operating year. The election shall be conducted at a regular or special meeting of the Association, or by a mail election, in the manner specified in Section 3.05.

SECTION 6.07 TERM OF OFFICE

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

ARTICLE 7 - COMMITTEES

SECTION 7.01 COMMITTEES

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

ARTICLE 8 - CONTRACTS, CHEQUES, DEPOSITS AND FUNDS

SECTION 8.01 CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the NBBPA, 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 Association, and such authority may be general or confined to specific instances.

SECTION 8.02 CHEQUES, DRAFTS, ETC.

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

SECTION 8.03 DEPOSITS

All funds of the Association shall be deposited to the credit of the NBBPA 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 NBBPA any contribution, gift, bequest or device for the general purpose or for any special purpose of the Association.

ARTICLE 9 - BOOKS AND RECORDS

SECTION 9.01 BOOKS AND RECORDS

The NBBPA 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 Association may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 10 – INDEMNIFICATION

SECTION 10.01 INDEMNIFICATION

To the extent not inconsistent with the law of the Province of New Brunswick every person (and the heirs and personal representatives of such person) who is or was a director or officer of the NBBPA shall be indemnified by the NBBPA against all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suite or proceeding (a) if such director or officer is wholly successful with respect thereto or (b) if not wholly successful, then if such director or officer is determined to have acted in good faith, in what he reasonably believed to be the best interests of the Association 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 Association, any other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a director or officer of the NBBPA (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 NBBPA or of any corporation which he served as such at the request of the Association, or (b) By reason of his acting or having acted in any capacity in a partnership, association, trust or other organization or entity where he served a such at the request of the NBBPA, 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 NBBPA 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 Association 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 Association shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings that are within the possession or control of the NBBPA. The rights of indemnification provided in this Association shall be in addition to any rights to which any such director or officer may otherwise be entitled. Irrespective of the provisions of this Association, 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 Province of New Brunswick, whether on account of past or future transactions. Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the NBBPA (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 Associations liabilities and obligations under this Section and insurance protecting the NBBPA directors, officers, members and employees.

ARTICLE 11 - AMENDMENT OF BYLAWS

SECTION 11.01 AMENDMENT

These bylaws may be amended by the membership as specified in Section 3.04.

SECTION 11.02 PROCEDURE

Procedure for amendment of these bylaws shall be as follows: (1) The Board of Directors may propose amendments to these bylaws by resolution setting forth the proposed amendment and directing that it be submitted to the Associations Board of Directors for approval and then submitted for adoption by the members; or Five (5) members may set forth a proposed amendment by petition to the Secretary and subsequently, after approval by the Associations Board of Directors, to the membership of an adoption vote.

ARTICLE 12 - EFFECTIVE DATE

SECTION 12.01 EFFECTIVE

(1) Adoption of the New Brunswick Backflow Prevention Association Bylaws were approved on April 30, 2009, by the Executive Committee for the formation of the New Brunswick Backflow Prevention Association, to become effective on April 30, 2009, as signed by the committee members:

_Reginald L. Leblanc_____ CHAIR

_John Clack_____ VICE-CHAIR

_Ken Whamond_____ SECRETARY

_Jerry Arseneault_____ TREASURER