

# Colorado Industrial Pretreatment Coordinators Association

Articles of Association and By-Laws  
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## 1. STATEMENT OF PURPOSE

The Colorado Industrial Pretreatment Coordinators Association (CIPCA) is an organization especially for individuals who have a professional relationship within the Industrial Pretreatment profession. The association is organized exclusively for educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. It acts as forum which: (a) Enables exchange of technical information regarding pretreatment regulations. (b) Serves as a voice for its members when representation at regulatory hearings or other meetings as necessary or desired. (c) Educates pretreatment members. (d) Aids in the development and progress of industrial pretreatment regulatory agencies at a local level.

## 2. MEMBERSHIP, VOTING AND MEETINGS

### 2.1 Membership Criteria

Membership shall be open to all individuals in the Industrial Pretreatment profession; either regulatory or regulated. Membership may include Consultants and Engineers, Industrial Users and Local, State and Federal Pretreatment Professionals. On an annual basis, members must complete an application and pay dues as part of the registration process. The membership year shall be from March 15<sup>th</sup> to March 14<sup>th</sup>. All members are eligible to attend regular meetings, workshops, receive newsletters and/or other association notices.

### 2.2 Voting Criteria

Only members who are Local, State or Federal Pretreatment Regulators shall have voting privileges. Each member entitled to vote shall be entitled to one vote upon each matter submitted for vote. Voting can take place in any of the following forums: regular meeting, special meeting, mail or email. To be considered a Pretreatment Regulator a member must meet one of the following criteria:

- A. be employed at a POTW (Publically Owned Treatment Works, as Defined by 40CFR 403.3(q)) or
- B. be employed by a state, tribal or federal environmental agency or
- C. be employed by an agency that administers a local pretreatment program for a POTW.

### 2.3 Voting Record

Election of officers shall take place during the fourth quarter of each year for the officer vacancies which are scheduled to occur in the subsequent calendar year. The officer having responsibility of the membership lists for the association shall make, at least thirty (30) days in advance, a complete list of all of the members who are entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of each. For a period of ten (10) days prior to such meeting, this list shall be kept on file at the principal office of the association, whether within or outside of Colorado, and shall be subject to inspection by any member at any time during usual working hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member during the entire time of

the meeting. The original membership list shall be prima-facie evidence as to what member is entitled to examine the list or to vote.

#### 2.4 Regular Meetings

The regular meeting of CIPCA will be scheduled to occur at a bi-monthly frequency, with advance notification provided to the membership as established in Article 2.7. If the scheduled date for the regular meeting is changed for any reason, notification containing the newly scheduled date and time can be made by any of following forums: email, posted on the web site or newsletter.

#### 2.5 Special Meetings

Special meetings for any purpose, unless otherwise prescribed by statute, may be called under the provisions stated below. The Executive Committee reserves the right to call special meetings of Local, State and Federal Pretreatment Regulators only.

A. A special meeting may be called by a majority vote of the Executive Committee.

B. Any two members of the Executive Committee may call a special meeting on a matter involving the expenditure of \$2,000 or more.

C. Any Executive Committee member may call a special meeting at the request of one-tenth of the voting members of the association. A record of the members requesting the special meeting will be kept by the Secretary.

#### 2.6 Place of Meetings

The Executive Committee may designate any place, either within or outside of Colorado, as the place for the regular meetings or for any special meetings called by the Executive Committee. A waiver of notice signed by a majority of the members entitled to vote at a meeting may designate any place, either within or outside of Colorado, as the place for such meeting. However, the members may not waive notice of any meeting at which any action to amend the association's by-laws is taken. If no designation is made, or if a special meeting is called the place and time of meeting shall be as specified by the Chairperson.

#### 2.7 Notice of Meeting

Meeting notices will include the place, day, hour and purpose for which a meeting is called and shall be delivered not less than five (5) nor more than fifty (50) days before the date of the meeting, except if any amendment to the by-laws is proposed at least thirty (30) days notice shall be given. Notification of the meeting can be in any of following forums: personally, email, posted on the web site, newsletter or U.S. Mail. Meetings can be called at the direction of the Chairperson, Executive Officer, per section 2.5, or majority of the members entitled to vote at such meeting.

#### 2.8 Quorum

One-fourth of the members of the association entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the association. If less than one-fourth of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which would have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough

members to leave less than a quorum. If a quorum is present, the affirmative vote of a majority of the membership represented at the meeting and entitled to vote on the subject matter shall be the act of the membership, unless the vote of a greater number is required by law or the by-laws of the association.

## 2.9 Proxies

At all meetings of the membership, a member may vote by proxy executed in writing by the member or his/her duly authorized representative. Such proxy shall be filed with the Secretary of the association before or at the time of the meeting. Proxy votes are valid for meetings where established agenda items are known and the member executing the proxy designates how he/she wishes to vote, or provides proxy unlimited direction, on the established agenda item.

## 2.10 Informal Action by Membership

Any action required to be taken at a meeting of the membership, or any other action which may be taken at a meeting of the membership, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the membership.

# 3. OFFICERS AND AGENTS

## 3.1 General

The Chairperson, Co-Chairperson, Secretary, Treasurer, Education Chairperson, Issues Editor and Newsletter Editor comprise the Executive Committee and make the decisions of, by and for the association unless superceded by the general membership through Special Meeting or Informal Action defined above. No person may simultaneously hold more than one office and members of the same pretreatment program may hold no more than two offices. All officers are constrained, whether elected by the membership or appointed by the Executive Committee, to act in the best interest of the association at all times. Should an officer also be an officer of another association and that other association requests monies from CIPCA, that officer must recuse themselves from voting to grant such a request. In all cases where the duties of an officer or agent are not prescribed by the by-laws, such officer or agent shall follow the orders and instruction of the Chairperson.

### 3.1.1 Chairperson

The Chairperson shall, subject to the direction and supervision of the membership, be the chief Executive Officer of the association and shall have general and active control of its affairs and business and general supervision of its officers and agents. The Chairperson shall, when present, preside over all meetings of the membership. The Chairperson may sign, with the Secretary or any other proper officer of the association any deeds, mortgages, bonds, contracts, or other instruments which the Executive Committee has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Executive Committee or by these by-laws to some other officer or agent of the association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties associated to the office of the Chairperson and such other duties as may be required by the Executive Committee from time to time.

### 3.1.2 Co-Chairperson

The Co-chairperson shall assist the Chairperson and shall perform such duties as may be assigned to them by the Chairperson or Executive Committee. In the absence of the Chairperson, the Co-Chairperson shall have the powers and perform the duties of the Chairperson. The Co-Chairperson shall maintain responsibility of all property of the association. (i.e. laptop, projector, etc.)

### 3.1.3 Secretary

The Secretary shall: (a) Keep the minutes of the proceedings of the membership, and the executive meetings. (b) See that all notices are duly given in accordance with the provisions of these by-laws or as required by law. (c) Perform all duties associated to the office of Secretary and such other duties as may be assigned by the Chairperson or the Executive Committee.

### 3.1.4 Treasurer

The Treasurer shall be the principal financial officer of the association and shall have the care and custody of all funds, securities and evidences of indebtedness of the association and shall deposit the same in accordance with the instructions of the Executive Committee. The Treasurer shall maintain complete books, records of accounts, prepare and file all required local, state and federal tax returns, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the Chairperson statements of accounts showing the financial position of the association and the results of its operations. The Treasurer shall keep a record containing the names and addresses of all members, unless the Executive Committee assigns the duty of maintaining membership records to another officer or agent. The Treasurer shall receive and give receipts for moneys paid in an account of the association, and shall pay, out of the funds on hand, all bills and other just debts of the association, of whatever nature, upon maturity. The Treasurer shall perform all duties associated to the office and, upon request from the Executive Committee the Treasurer shall make all documents available for review. The Treasurer shall, if required by the Executive Committee, give the association a bond in such sums and with such sureties as shall be satisfactory to the Executive Committee conditioned upon the faithful performance of his or her duties and for the restoration to the association of all books, papers, vouchers and money in his or her possession or control belonging to the association. The Treasurer shall have such other powers or duties as may be prescribed by the Chairperson of the Executive Committee.

### 3.2 Election

The officers of the association shall be elected (by the members entitled to vote) annually during a general meeting of the association conducted in the last quarter of the calendar year. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until any one of the following occurs: (a) A successor shall have been duly elected. (b) The officer's death. (c) The officer resigns. (d) The officer has been removed in the manner provided in Article 3.4 of these by-laws.

### 3.3 Term of Office

The Co-Chairperson shall be elected annually to serve one year as Co-Chairperson and the following year as Chairperson. All other officers shall hold office for two years. All officers shall be limited to two consecutive 2-year terms.

### 3.4 Removal of Officers and Agents

Any officer or agent may be removed by the general membership whenever, in its judgment, the best interests of the association will be served, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of any officer or agent shall not in itself create contract rights.

A vote to remove an officer or agent may occur at either a special meeting or general meeting, the general membership shall vote on the matter. At least 2/3 vote shall be required to remove an officer or agent from his/her position. The removed officer retains his/her membership in CIPCA.

### 3.5 Vacancies

A vacancy in any office, however occurring, may be filled by the Executive Committee for the unexpired portion of the term.

## 4. INDEMNIFICATION

### 4.1 Who May be Indemnified

Subject to the other provisions in this article, the association may indemnify any person who was or is a party, or is threatened to be made a party, of any legal action because: (a) The person was or is an officer or agent of CIPCA. (b) The person was or is serving at the request of the association as an officer or agent of another corporation, association or enterprise.

The term "legal action" means any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative. The indemnification provided for in this Article shall inure to the benefit of the heirs and personal representatives of the person.

### 4.2 Scope of Indemnification

#### 4.2.1 Legal Action Not Brought By or In the Right of the Association

If the legal action is not brought by or in the right of the association, the association may indemnify the person against expenses incurred in the defense of the legal action, attorney fees, judgments, fines and the amounts paid in a settlement. The termination of a legal action by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in the best interest of the association and, with respect to any criminal action or proceeding, and reasonable cause to believe that his or her conduct was lawful.

#### 4.2.2 Legal Action Brought By or in the Right of the Association

If the legal action is brought by or in the right of the association, the association may indemnify the person against expenses actually and reasonably incurred in the defense of the legal action and attorney fees. However, the association shall not indemnify the person with respect to any claim, issue or matter in which the person has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the association unless the court in which the legal action was brought permits the indemnification, and the association shall only indemnify the person to the extent permitted by the court.

#### 4.2.3 Right to Indemnify

A person who is an officer of the association and who is made a defendant in any legal action referred to in Article 4.1, shall be indemnified against his or her expenses and attorney fees actually and reasonably incurred to the extent that he or she has been successful on the merits in his or her defense of the legal action or in defense of any claim, issue or matter within the legal action.

#### 4.3 Procedure for Authorizing Indemnification

Unless the person has a right to indemnify under Article 4.2.3 or unless a court has ordered indemnification, the association shall not indemnify a person unless authorized to do so by the Executive Committee. In order to authorize indemnification of a person, a determination must be made that the person: (a) Acted in good faith. (b) Acted in a manner he or she reasonably believed to be in the best interests of the association. (c) Acted with respect to any criminal action or proceeding and had no reasonable cause to believe his or her conduct was unlawful. This determination shall be made by the Executive Committee by a majority vote consisting of officers who were not parties to the action. If a majority of officers who were not parties to the action is not attainable and a quorum of disinterested Association members so directs, the determination shall be made by the independent legal counsel in a written opinion or by the Association members.

#### 4.4 Advances

The Association may pay the person's expenses including attorney fees before the final disposition of the legal action or before determining whether the person is entitled to indemnification upon receipt of an undertaking by or on the behalf of the person to repay the amount unless it is ultimately determined that he is entitled to indemnification under the Article.

#### 4.5 Not Exclusive

The indemnification provided for in this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under Section 7-129-101 Colorado Revised Statutes as it presently exists or may be amended and any other applicable law of Colorado, any by-law, agreement, vote of members or disinterested directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.

#### 4.6 Insurance

The Association may purchase and maintain insurance on behalf of any person who is or was an officer or agent of the association or who is or was serving at the request of the association as an officer or agent of another enterprise. The insurance may provide coverage of the person against any liability asserted against him/her or incurred by him/her in his official capacity or arising out of his/her status whether or not the association would have the power to indemnify him/her under the provision of the Article.

### 5. MISCELLANEOUS

#### 5.1 Waivers of Notice

Whenever notice is required by law, or by these by-laws, a waiver thereof in writing signed by the Chairperson member or other person entitled to said notice, whether

before, or after the time stated therein, or his/her appearance at such meeting in person or (in case of a membership meeting) by proxy, shall be equivalent to such notice.

#### 5.2 Fiscal Year

The fiscal year of the association shall begin on January 1 and end on December 31 of each year.

#### 5.3 Amendments

The general membership shall have the power to make, amend and repeal the by-laws of the association at any regular meeting or special meeting called for that purpose.

### **6. DISSOLUTION OF THE ASSOCIATION**

#### 6.1 Dissolution of the Association.

Upon dissolution of the association, the Executive Committee shall make provisions for payment of all the liabilities of the association, dispose of all of the assets. The Executive Committee, at the designation of the general membership, shall dispose of all association assets to exempt organizations operated exclusively for charitable, educational, or scientific purposes.