

COLORADO BAR ASSOCIATION

BYLAWS

OF THE

HEALTH LAW SECTION

ARTICLE I

Name and Purpose

Section 1.1. This Section shall be known as the Health Law Section ("Health Law Section" or "Section") of the Colorado Bar Association ("CBA").

Section 1.2. The purposes of the Health Law Section shall be to promote the objectives of the CBA within the health law field; to further the continuing legal education of and cooperation among the Health Law Section's members in the practice of health law; to endeavor to create a better understanding and cooperation among attorneys engaged in the practice of health law; and to evaluate and comment upon legislation in this field.

Section 1.3. The Section will be committed to practices consistent with fulfilling the CBA's Mission, Values, and Vision Statements as articulated in Appendix A of the CBA Bylaws. These practices may include, but are not limited to, assigning council composition, creating working groups/committees, planning speaking events and identifying speakers.

ARTICLE II

Membership

Section 2.1. Each member of the Health Law Section shall pay annual Health Law Section membership dues to the CBA in an amount to be determined by the Section's Executive Council. Any member of the CBA, upon payment of Section membership dues for the current fiscal year, shall be enrolled as a member of the Health Law Section. CBA members so enrolled and whose dues are so paid shall constitute the membership of the Health Law Section. Dues may not be increased by more than five (5)

dollars per year unless approved by a simple majority vote of the Executive Council.

### ARTICLE III

#### Officers and Executive Council Members

Section 3.1. The officers of the Health Law Section shall be the Chair, Chair-Elect, Vice-Chair, Secretary, Treasurer, and Past Chair ("Officers"). Any two offices may be held by the same individual.

Section 3.2. Except for the office of Chair, which shall be automatically filled without vote by the Chair-Elect from the prior year, each officer of the Health Law Section shall be selected in accordance with the procedures set forth in Article IV. The term of each officer shall begin on July 1 or the date of his or her election, whichever is later, and shall continue until June 30 of the following year or until a successor is elected and takes office.

Section 3.3. The Executive Council of the Section shall consist of the Officers and the six Additional Members at-large to be elected by the Health Law Section membership as provided in Section 3.5 and Article IV. All Executive Council members shall have the right to vote on matters before the Executive Council.

Section 3.4. The six additional members ("Additional Member(s)") of the Executive Council shall be appointed and elected in accordance with the procedures set forth in Article IV. Three Additional Members shall be elected each year. The term of each Additional Member shall begin on July 1 or the date of his or her election, whichever is later, and shall continue until the end of his or her term or until a successor is elected and takes office. Each Additional Member shall serve no more than two consecutive two-year terms; however, an Additional Member shall be eligible for re-election (or appointment) after the lapse of one year from the expiration of such Member's most recent term.

Section 3.5. Any member of the Executive Council may volunteer to serve as the Representative to the CBA Board of Governors for a two-year term. If more than one person volunteers, the Executive Council will select the Board of Governors' Representative.

Section 3.6. Any member of the Executive Council may volunteer to serve as Communications Representative. If more than one person volunteers, the Executive Council will select the Communications Representative.

Section 3.7. Any one or more members of the Executive Council may volunteer to serve as Legislative Representative(s). If more than one person volunteers, the Executive Council will select the Legislative Representative(s).

Section 3.8. Failure by any elected member of the Executive Council to attend two successive meetings of the Executive Council shall be grounds for removal, and such member may be removed by majority vote of the Executive Council. In such event, the Executive Council shall fill the vacancy for the unexpired term of such member. Any Executive Council member who is unable to attend an Executive Council meeting in person may attend the meeting by telephone.

#### ARTICLE IV

##### Volunteer Solicitation and Elections

Section 4.1. Volunteer Applications . Elections shall be conducted as follows:

a. The Chair, no later than January 15, shall select an Appointing Committee consisting of at least two members of the Health Law Section who are not members of the Executive Council, and the Chair-Elect, who shall be the Chair of the Appointing Committee.

b. The Appointing Committee shall select one volunteer for each open position on the Executive Council for the offices of Chair-Elect, Vice-Chair, Secretary, Treasurer, and Additional Members of the Executive Council as necessary to succeed those whose terms will expire on June 30. The Appointing Committee shall choose volunteers on the basis of their ability and willingness to serve the needs of the CBA and the Health Law Section, rather than as a method of conferring honors. When selecting its officers and at large members, the Section will be committed to practices consistent with fulfilling the CBA's Mission, Values, and Vision Statements as articulated in Appendix A of the CBA Bylaws so that all members may recognize that their interests are being given serious attention both in the selection of officers and in the conduct of the Health Law Section's affairs. Any Section member in good standing can serve as an Executive Council Member.

c. The Appointing Committee shall also solicit and consider volunteers from the Health Law Section membership. Beginning in February of each election cycle, there shall be a call for volunteers to the Section members to solicit applications to fill open Executive Council positions.

d. No later than April 1, the Appointing Committee shall deliver to the Secretary and post on the Health Law Section's website its final slate of Executive Council candidates (the "Appointing Committee Slate").

Section 4.2. Elections. After posting of the Appointing Committee Slate, Section members will have until the April Executive Council meeting, or April 15, whichever is sooner, to accept the current slate or propose an alternate slate signed by at least 10 Section members. If accepted, the Appointing Committee Slate shall be appointed to the Executive Council. If a valid, alternate slate is received, there shall be a run-off vote between the two slates by the members of the section. These votes must be received no later than May 10. The results will be announced by the Section Chair no later than May 31. Executive Council members' terms start on July 1.

## ARTICLE V

### Duties of Officers

Section 5.1. Chair. The Chair shall preside at all meetings of the Section and of the Executive Council. He or she shall formulate and present at each annual meeting of the Section or to the CBA a report of the work of the Section for the then past year. He or she shall perform such other duties and acts as usually pertain to this office.

Section 5.2. Chair-Elect. Upon the death, resignation, or during the disability or absence of the Chair or upon the Chair's refusal to act, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or, if applicable, during so much of the term as the Chair's disability, absence or refusal to act continues.

Section 5.3. Vice-Chair. Upon the death, resignation, or during the disability or absence of the Chair and Chair-Elect or upon the Chair and Chair-Elect's refusal to act, the Vice-Chair shall perform the duties of the Chair for the remainder of the Chair's term or, if applicable, during so much of the term as the Chair's and Chair-Elect's disability, absence or refusal to act continues.

Section 5.4. Past Chair. The Past Chair shall serve as a resource of institutional knowledge and perform such other duties and acts as usually pertain to this office.

Section 5.5. Secretary. The Secretary shall be the custodian of all books, papers, documents, and other property of the Section, except money. He or she shall keep a true record of the proceedings of the annual and special meetings of the Section and of all meetings of the Executive Council, whether assembled or acting under submission. He or she, in conjunction with the Chair, as authorized by the Executive Council, shall attend generally to the business of the Section.

Section 5.6. Treasurer. The Treasurer shall keep an accurate record of all moneys appropriated to and expended for the use of the Section.

## ARTICLE VI

### Duties and Powers of the Executive Council

Section 6.1. The Executive Council shall have the general supervision and control of the affairs of the Section subject to the provisions of the Constitution and Bylaws of the CBA and the Bylaws of this Section. It shall specifically authorize all commitments or contracts which shall entail the payment of money, and shall authorize the expenditure of all moneys appropriated for the use or benefit of the Section. It shall not, however, authorize commitments or contracts that commit the payment of more money during any fiscal year than the amount previously appropriated to the Section for such fiscal year.

Section 6.2. The Executive Council may authorize the Chair to appoint committees from Section members to perform such duties and exercise such powers as the Executive Council may direct, subject to the limitations of these Bylaws and the Bylaws of the CBA. The Chair will be committed to practices consistent with fulfilling the CBA's Mission, Values, and Vision Statements as articulated in Appendix A of the CBA Bylaws.

Section 6.3. The Executive Council may fill vacancies for the unexpired term of any Additional Member or of the Chair-Elect, the Vice-Chair, the Secretary or Treasurer, or, in the event of a vacancy in the offices of the Chair, the Chair-Elect and the Vice-Chair, then of the office of the Chair. An Additional Member or officer so selected shall serve until the end of the term of the person he or she replaced or until his or her successor is elected and takes office.

## ARTICLE VII

### Meetings

Section 7.1. The annual meeting of the Section may be held at any appropriate time during the year as determined by the Executive Council, with such program and order of business as may be arranged by the Executive Council.

Section 7.2. Special meetings of the Section may be called by the Chair upon approval of the Executive Council, at such time and place and upon such reasonable notice as the Executive Council may determine.

Section 7.3. Any members of the Executive Council may participate in a meeting by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 7.4. All binding action of the members of Section shall be by a majority vote of the members present at a meeting of the Section.

Section 7.5. Meetings of the Executive Council may be called by the Chair or by two members of the Executive Council upon 14 days notice at such time and place as shall be specified in the notice.

Section 7.6. A quorum shall consist of a majority of the Executive Council members. Except for amendments to these Bylaws, which shall require a two-thirds vote of all of the Executive Council members present, all binding action of the Executive Council at a meeting at which a quorum is present shall be by a majority vote of those present.

Section 7.7. Any action required or permitted to be taken by the Executive Council may be taken without a meeting if a majority of the Executive Council members consent in writing to that action. Said action by written consent shall have the same force and effect as a majority vote of the Executive Council. For the purposes of this Section 7.7, an electronic signature of an Executive Council member is considered the legal equivalent of a manual signature.

ARTICLE VIII

Miscellaneous Provisions

Section 8.1. The fiscal year of the Section shall be the same as that of the CBA.

Section 8.2. All bills incurred by the Section, before being forwarded to the Treasurer of the CBA for payment, shall be approved by the Chair or the Secretary, or, if the Executive Council shall so direct, by both of them.

Section 8.3. No salary or compensation shall be paid to any officer, Executive Council member, or member of a committee.

Section 8.4. Any action by this Section must be approved by the CBA before the same becomes effective as the action of the CBA.

ARTICLE IX

Amendments

Section 9.1. These Bylaws may be amended at any meeting of the Executive Council for which notice of such purpose was given, by a two-thirds vote of all of the members of the Executive Council present; or may be amended at any meeting of the Section for which notice of such purpose was given, by a majority vote of the members of the Section present and voting.

CERTIFICATE

I, the undersigned Chair of the Colorado Bar Association Health Law Section, hereby certify that the foregoing Bylaws, constitute the Bylaws of the Colorado Bar Association Health Law Section as amended and adopted by the Section and approved by the Board of Governors of the Colorado Bar Association.

6/16/2021

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Date



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Matthew Ullrich, Chair 2020-2021

