

Bylaws of the Solo/Small Firm Section of the Colorado Bar Association  
*Fifth Amendment March 24, 2021*

ARTICLE I  
Name and Purpose

1.1 NAME. This Section shall be known as the **Solo/Small Firm Section of the Colorado Bar Association** (the "Section").

1.2 PURPOSE. The purpose of the Section is to assist solo and small firm lawyers engaged in the practice of law by enhancing their substantive and managerial skills. Working in coordination with other substantive sections of the Colorado Bar Association (the "CBA"), the Section will study, collect, develop, and disseminate information and materials on subjects of interest and concern to its members through publications, seminars, meetings, and other suitable means. The Section will also promote understanding of the role of its members and the objectives of the CBA to the public in general. 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 and Dues

2.1 MEMBERSHIP. The membership of the Section shall consist of those members whose dues have been paid, as provided in this Article. Any CBA Attorney Member or CBA Student Member shall be enrolled as a member of the Section upon payment of the annual Section dues. A CBA Associate Member may be enrolled as a member of the Section upon payment of the annual Section dues if the Associate Member is supervised and sponsored by a CBA Attorney Member. Student and Associate Members shall not have the right to vote or serve as an Officer of the Section. Section membership and participation by a CBA Patron Member is subject to approval by the Section Council.

2.2 DUES. Dues for membership in the Section shall be set by the Section through its Council. Dues shall be payable upon enrollment and thereafter annually at the start of the CBA fiscal year.

2.3 TERMINATION OF MEMBERSHIP. Any person who fails to pay Section dues within 60 days of the start of the CBA fiscal year, or ceases to be a member of the CBA, shall cease to be a member of the Section.

ARTICLE III  
Council

3.1 COUNCIL. There shall be a Council of the Section consisting of the Officers of the Section as outlined in Article IV, the Immediate Past Chair, the CBA Young Lawyers Division Representative, the CBA Board of Governors Representative, the Communications Representative, the Digital Communications Representative, the Legislative Liaison, the CLE Liaison, and four Council Members-at-Large.

(a) BOARD OF GOVERNORS REPRESENTATIVE. Members of the Section shall elect a Representative to the CBA Board of Governors ("Governor") to serve for a two-year term and may be elected for (an) additional term(s), not to exceed four consecutive two-year terms. As an ambassador and conduit of information for the CBA, the Governor is expected to attend all Board of Governor meetings. If the Governor is unable to attend any meeting of the Board of Governors, he/she shall immediately notify the Chair, who shall either attend the meeting or shall appoint a proxy from the Section membership. The Governor shall be entitled to use his/her best judgment in voting on matters that come before the Board of Governors except that if the Council directs a referendum under Section 3.7 (e), the Governor shall be bound to vote in accordance with the will of the members.

(b) YOUNG LAWYERS DIVISION REPRESENTATIVE. Members of the Section shall elect a Representative who is a member of the CBA Young Lawyers Division ("YLD Representative") to serve a one-year term. Although the YLD Representative may be elected for an additional term, not to exceed two consecutive one-year terms, the Nominating Committee is encouraged to continually open the position for new lawyers. The Nominating Committee should consider the YLD Representative for a Member-at-Large position after the YLD Representative's one-year term. The YLD Representative is the liaison between the Section and the CBA Young Lawyers Division.

(c) COMMUNICATIONS REPRESENTATIVE. Members of the Section shall elect a Communications Representative to serve a two-year term and may be elected for (an) additional term(s), not to exceed three consecutive two-year terms. The Communications Representative shall help orient new Section members and facilitate outreach to Section members, particularly those who are located outside of the metro area.

(d) DIGITAL COMMUNICATIONS REPRESENTATIVE. Members of the Section shall elect a Digital Communications Representative to serve a two-year term that should alternate with the Communications Representative's two-year term, and who may be elected for (an) additional term(s), not to exceed three consecutive two-year terms. The Section Digital Communications Representative shall work with the CBA staff to solicit, suggest, and review proposed articles for the CBA's "Solo in Colo" blog and shall work with the Communications Representative to provide information and facilitate outreach to Section members.

(e) LEGISLATIVE LIAISON: Members of the Section shall elect a Legislative Liaison to serve a two-year term and may be elected for (an) additional term(s), not to exceed three consecutive two-year terms. The Section's Legislative Liaison is responsible for monitoring, reviewing, and relating information about pertinent pending legislation to the membership and Section positions on pending legislation to the CBA Legislative Director and the Legislative Policy Committee (the "LPC"), which is the CBA's legislative policy making arm during the legislative session. The Legislative Liaison is the main conduit between the Section, the CBA Legislative Director, and the LPC.

(f) CLE LIAISON: Members of the Section shall elect a Continuing Legal Education (CLE) Liaison to serve a two-year term and may be elected for (an) additional term(s), not to exceed three consecutive two-year terms. The CLE Liaison works with Continuing Legal Education in Colorado, Inc. to create, develop, and improve continuing legal education programs of interest to the Section. It is desirable that the CLE Liaison is generally familiar with "Successfully Launching and Running Your Own Firm," and other topical luncheons, seminars, and conferences that have historically been of interest to the Section.

(g) COUNCIL MEMBER-AT-LARGE. Members of the Section shall elect two Council Members-at-Large each year to serve a two-year term. No Council Member-at-Large may serve more than two consecutive two-year terms as a Member-at-Large.

3.2 VOTING. Except for the Chair, each Council member shall have one vote. The Chair (or acting Chair) shall have no vote, except in the event of a tie. All votes of the Council shall be decided by a majority. If any Council position is filled by more than one person, the position shall have only one vote. If any person holds more than one position, that person shall have only one vote.

3.3 QUORUM. A majority of the voting members of the Council shall constitute a quorum for the transaction of business of the Council. For purposes of a quorum, the Chair is considered a voting member.

3.4 ATTENDANCE: Council members are expected to attend Council meetings. If a Council member is unable to attend a meeting, the member should notify the Secretary. If it is the only meeting the member has missed during that fiscal year, and the member gives notice of his or her absence at least 48 hours in advance of the Section meeting, the Chair will approve the absence.

3.5 REMOVAL OR RESIGNATION. If any member of the Council fails to attend two successive meetings of the Council without prior approval of the Chair, then within ten days of the second missed meeting, the Secretary will provide that Council member with notice that the member's Council position is vacated. A member of the Council may resign by providing notice to the Secretary of such resignation, and that member's Council position is vacated by noting the resignation in the minutes of the Council meeting. Subject to Section 3.6, upon a vacancy, the remaining members of the Council shall, by majority vote, elect a member of the Section to fill such vacancy and to serve for the unexpired term of the vacated Council position.

3.6 VACANCIES. During the period between annual elections of the Section, the Council may fill vacancies in the positions of Secretary, Treasurer, Board of Governor's Representative, Young Lawyer's Division Representative, Communications Representative, Digital Communications Representative, Legislative Liaison, CLE Liaison, and Council Members-at-Large for their respective unexpired terms. If the offices of the Chair and Chair-Elect shall simultaneously become vacant, the Council shall appoint a new Chair for the unexpired term.

3.7 POWERS AND FUNCTIONS.

- (a) The Council supervises and controls the affairs of the Section.
- (b) The Council may create committees within the Council or committees and subsections within the Section for any purpose it deems appropriate. A committee or subsection may make recommendations to the Chair or the Council for such action as it deems appropriate but shall take no action without the approval of the Council.
- (c) The Council shall authorize all commitments or contracts that entail the payment of money. The Council shall not authorize commitments, contracts, or expenditures that entail payment during the fiscal year of more money than the Section funds available without the approval of the CBA Executive Council. No compensation shall be paid to any officer or member of the Council of the Section; however, out-of-pocket expenses may be paid as authorized by the Council.
- (d) Between meetings of the membership, the Council may perform the functions that the membership of the Section might perform. The Council shall report to the membership of the Section at each meeting any actions taken since the last meeting of the membership of the Section.
- (e) The Council may direct a referendum by mail or electronic mail ballot of the members of the Section. A majority of the votes cast in the referendum shall determine the policy of the Section with respect to the question submitted. Such referendum shall be conducted according to the rules established by the Council.
- (f) Subject to these bylaws and the bylaws of the CBA, the Council may authorize the Chair to appoint one or more committees from among the Section's members to perform such duties and exercise such powers as the Council may direct. 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

ARTICLE  
IV  
Officers

4.1 OFFICERS. The Officers of this Section shall be comprised of a Chair, a Chair-Elect, a Secretary, and a Treasurer, all of whom, except as provided herein, shall serve one-year terms commencing July 1. The Chair-Elect, Secretary, and Treasurer shall be nominated and elected by the members of the Section as set forth in Article V. Thereafter, the Chair-Elect shall automatically succeed to the office of Chair on July 1 of the year the Chair-Elect completes its one-year term. The Chair shall automatically succeed to the position of Immediate Past Chair on July 1 of the year the Chair completes his or her one-year term. One person may hold the offices of Secretary and Treasurer.

4.2 CHAIR. The Chair shall: (i) preside at all meetings of the members of the Section and of the Council; (ii) appoint committees or subsections of the Section; (iii) plan and supervise the activities of the Section subject to the directions and approval of the Council; (iv) inform the Council of Section activities; (v) oversee implementation of the Section's and Council's decisions; and (vi) perform such other duties and acts as may be designated by the Council.

4.3 CHAIR-ELECT. The Chair-Elect shall: (i) assist in the performance of the Chair's responsibilities in such manner and to such extent as the Chair may request; (ii) preside at meetings of the Section and the Council in the absence of the Chair; and (iii) perform such duties and have such powers as may be designated by the Council or the Chair. If the Chair is unable to perform his/her duties, the Chair-Elect shall perform the duties of the Chair for the period determined by the Council.

4.4 SECRETARY. The Secretary shall: (i) memorialize all meetings of the Section and Council; (ii) consult with and assist all Section Officers in the manner and to the extent requested; (iii) serve as the liaison between the Section and the CBA staff with respect to the retention and maintenance of books, records, papers, documents, and information in any form pertaining to the work of the Section; and (iv) shall certify minutes taken as a true record of the proceedings of all meetings of the Section and Council. The Secretary may be elected for additional terms. The Nominating Committee and Council shall consider the objective of limiting the position to two consecutive terms to open up the position to other members and the historical difficulty of filling the Office of Secretary.

4.5 TREASURER. The Treasurer shall: (i) consult with and assist all Section Officers in the manner and to the extent requested; (ii) serve as a liaison between the Section and the CBA staff with respect to the financial affairs of the Section; (iii) report periodically to the Council and the members on the financial status of the Section; and (iv) assist the CBA staff in providing monthly financial statements to Section members upon request. The Treasurer may be elected for additional terms, not to exceed two consecutive one-year terms.

#### ARTICLE V

##### Nomination and Election of Officers and Council Members-at-Large

5.1 NOMINATING COMMITTEE. No later than January 15, the Chair shall appoint a Nominating Committee consisting of at least three members of the Section, which should include (i) the Chair, Vice Chair, or Past Chair, (ii) a young lawyer (37 years of age or younger or less than 5 years of practice), if possible, and (iii) at least one person from outside the Denver metro area, if possible. The CBA Staff Liaison shall work with the Nominating Committee and Chair to complete the election process.

5.2 SLATE. The Nominating Committee shall make and report to the Secretary no later than March 25 its slate of candidates for the following year for the officer positions of Chair-Elect, Secretary, and Treasurer, and other Council positions of CBA Board of Governors Representative, CBA Young Lawyers Division Representative, Communications Representative, Digital Communications Representative, Legislative Liaison, CLE Liaison, and Members-at-Large, as set forth in Section 3.1. If the office of Chair-Elect is vacant, the Nominating Committee shall also make and report its nomination for the following year for the office of Chair. The report of the Nominating Committee shall be circulated among the Members of the Section no later than April 1. If no additional nominations are received by the Secretary by May 1, the Nominating Committee's slate of candidates shall be declared elected.

5.3 PETITIONING ONTO COUNCIL. Additional nominations for Council positions may be made upon the petition of at least fifteen members of the Section filed with the Secretary no later than April 15. If the Secretary receives a duly signed petition for additional nominations by May 1, the Secretary will conduct an election for the position that is contested by electronically mailing a ballot listing the Nominating Committee's slate of candidates and the additional nominations to all members of the Section no later than May 10. Members of the Section shall be instructed to return all ballots to the Secretary no later than May 20. The Secretary shall count all ballots received and the persons receiving the most votes of such ballots shall be declared elected. The Secretary shall report the results of the election to the Section and the CBA's Director of Sections/Committees no later than May 31. Unless otherwise stated herein, terms of office shall begin on July 1 and end on June 30. The Nominating Committee shall use its best efforts to verify that all nominees are willing to serve in the positions for which they have been nominated.

5.4 CRITERIA FOR COUNCIL NOMINEES. When considering the composition of Section leadership, the Nominating Committee shall consider recognized diversity criteria, including ethnicity, age, gender, sexual orientation, area of practice, firm size, years in practice, and geographic location. The Nominating Committee should strive for a Council that is as diverse in as many of these areas as possible, consistent with the size of the Council and its substantive objectives, so that all members of the Section may recognize that their interests and aspirations are being given serious attention both in the selection of Officers and members of the Council, and in the conduct of the Section's affairs. Other factors to consider may include: the number of terms an individual may serve in order to open up positions on the Council, the need to preserve institutional knowledge, and prior Section involvement of prospective Council members.

#### ARTICLE VI

##### Meetings

6.1 SECTION MEETINGS. Meetings of the Section shall be conducted at such times and places as may be designated by the Chair or four other members of the Council. The members of the Section present at any meeting shall constitute a quorum for the transaction of business and all actions of the Section shall be by a majority vote of members present at a meeting.

6.2 COUNCIL MEETINGS. The Council shall meet at regular periodic meetings. Special meetings may be called by the Chair or four other members of the Council. Meetings may be held in person, by teleconference, or by other electronic means.

#### ARTICLE VII

##### Amendment of Bylaws

7.1 AMENDMENT BY COUNCIL. Amendments to these Bylaws that are strictly editorial in nature and

do not affect members' rights, may be made by a majority vote of the Council after providing at least 14 days written notice of such amendment to the Council.

7.2 AMENDMENT BY SECTION. These Bylaws may be amended at any Section meeting by a majority vote of members present and voting or by referendum as described in Section 3.7 (e). No amendment shall be considered by the Section unless a copy of the proposed amendment shall have been posted on the Section web page at least fifteen days prior to the vote on the proposed amendment.

7.3 EFFECTIVE DATE. These Bylaws, and any amendments hereto, shall become effective upon their approval by the CBA's Board of Governors.