

THE COLORADO BAR ASSOCIATION BYLAWS

(rev. July 1, 2021)

1. NAME AND PURPOSE

1.1. Name. The association's name is The Colorado Bar Association ("CBA").

1.2. Objectives. The CBA's objectives are to advance the science of jurisprudence, secure the more efficient administration of justice, encourage the adoption of proper legislation, advocate thorough and continuing legal education, uphold the honor and integrity of the bar, cultivate cordial relations among Colorado lawyers, encourage statewide engagement in CBA programs and leadership, and perpetuate the history of the profession and the memory of its members.

1.3. Mission, Values, and Vision Statements. The CBA Mission, Values, and Vision Statements are contained in Appendix A; they are meant to enhance, and do not supplant, the Objectives in Section 1.2 of these Bylaws.

1.4. Diversity Statement. The CBA values diversity, equity, and inclusivity. The CBA seeks inclusion by using a broad understanding of diversity in all ways including, but not limited to, age, class, color, disability, ethnicity, gender expression, gender identity, geographical diversity, national origin, practice setting, race, religious beliefs, sexual orientation, veteran status, and years in practice. The CBA prioritizes broad and inclusive participation in its membership and leadership, particularly by underrepresented groups in the legal profession. The CBA endeavors to take affirmative and antiracist steps to facilitate the inclusion and leadership of attorneys of all backgrounds, identities, and circumstances, and to remove any barriers to equity by fostering an environment of inclusivity in both the CBA and the greater legal community.

1.5. Nondiscrimination Policy. The CBA shall not discriminate in its membership, leadership, or admission policies and practices, in any manner against persons on the basis of age, color, disability, gender, gender expression, gender identity, national origin, race, religious beliefs, sexual orientation, or veteran status.

1.6. Avoidance of Discriminatory Facilities. The CBA and its Board of Governors, Executive Council, officers, Sections, Committees, and other groups shall not use, for any bar-related activity, the facilities of any entity that discriminates in its membership or admission policies in any manner against persons on the basis of age, color, disability, gender, gender expression, gender identity, national origin, race, religious beliefs, sexual orientation, or veteran status. The validity of any action taken at any such facility shall not be affected by reason of noncompliance with this provision.

1.7. Authority. No action, consent, approval, resolution, recommendation, report, or statement of any Section or Committee shall be binding upon the CBA, be deemed to be the act of the CBA, or be publicized as coming from the CBA unless formally adopted or ratified by the Executive Council or the Board of Governors.

2. AFFILIATED LOCAL BAR ASSOCIATIONS

2.1. Affiliation of Local Bar Associations. Any regularly organized local bar association in Colorado may become an Affiliated Local Bar Association of the CBA upon application to and approval by a majority vote of the Board of Governors.

2.2. Existing Affiliated Local Bar Associations. The local bar associations listed in Appendix B have elected to become, have been approved to become, and are hereby declared to be Affiliated Local Bar Associations.

2.3. Termination of Affiliation. Affiliation status may be terminated by a majority vote of the Board of Governors. If termination is being considered, the Affiliated Local Bar Association will receive written notice at least 30 days before the Board of Governors meets to discuss and vote on the termination. Any Affiliated Local Bar Association that submits a written request to the President at least 10 days before the meeting shall be entitled to be heard at the meeting.

2.4. Termination by Dissolution. If an Affiliated Local Bar Association dissolves, becomes inactive, or merges with another Affiliated Local Bar Association, it shall lose its Affiliation status, and the Executive Director shall remove it from Appendix B and notify the Executive Council.

3. CBA MEMBERSHIP

3.1. Classes of CBA Membership

(a) *Active CBA Members.* An Active CBA Member is any lawyer (1) who is licensed and in good standing to practice law in Colorado; and (2) who either (A) is a member of an Affiliated Local Bar Association or (B) is not a resident of Colorado. Each Active CBA Member shall enjoy all the rights and privileges of CBA membership, including the right to vote and hold office.

(b) *Associate CBA Members.* An Associate CBA Member is a nonlawyer whose primary occupation is directly and routinely involved in assisting attorneys in the delivery of legal services. Associate CBA Members shall be limited to paralegals, legal assistants, law office administrators, legal secretaries, court personnel, and bar association staff who are residents of Colorado. Each Associate CBA Member must have a lawyer who is an Active or Retired CBA Member sponsor the Associate CBA Member's annual membership renewal and certify that the nonlawyer meets the qualification stated in the first sentence of this provision. Each Associate CBA Member shall enjoy all the rights and privileges of CBA membership except the right to vote or hold office.

(c) *Honorary CBA Members.* An Honorary CBA Member is a distinguished lawyer who is elected to honorary membership in the CBA by a two-thirds vote of the Board of Governors. Each Honorary CBA Member shall have those CBA membership rights and privileges granted by the Board of Governors, which may or may not include the right to hold office or vote, and shall be exempt from the payment of CBA dues.

(d) *Non-practicing CBA Members.* A Non-practicing CBA Member is a lawyer who is on inactive status with the Colorado Supreme Court and who is not a Life CBA Member or a Retired CBA Member. A Non-practicing CBA Member need not join an Affiliated Local Bar Association. Each Non-practicing CBA Member shall pay such CBA dues as fixed by the Executive Council and shall enjoy all the rights and privileges of CBA membership except the right to hold office or vote.

(e) *Life CBA Members.* A Life CBA Member is a lawyer (1) who has been licensed to practice in Colorado or in any other state for at least 50 years; (2) who either (A) is licensed and in good standing to practice law in Colorado or another state, (B) is in good standing in Colorado or another state as a licensed lawyer on inactive status, or (C) is not licensed and in good standing in Colorado or in any other state but was, when last licensed as a lawyer, in good standing in all states where licensed and was not thereafter suspended or disbarred in any state; and (3) who has been a CBA member for the most recent 10 years. Each Life CBA Member shall be exempt from the payment of CBA dues. Each Life CBA Member who is licensed and in good standing to practice law in Colorado shall enjoy all the rights and privileges of CBA membership, and each Life CBA Member who is not licensed and in good standing in Colorado shall enjoy all the rights and privileges of CBA membership except the right to hold office or vote.

(f) *Resident CBA Members.* A Resident CBA Member is a lawyer (1) who resides in Colorado but is not licensed to practice law in Colorado, (2) who is licensed and in good standing to practice law in another state, and (3) who is a member of an Affiliated Local Bar Association. Each Resident CBA Member shall pay the same dues required of Active CBA Members and shall enjoy all the rights and privileges of CBA membership except the right to hold office or vote.

(g) *Retired CBA Members.* A Retired CBA Member is a lawyer (1) who is at least 65 years old; (2) who is not actively engaged in full-time law practice; (3) who, when last licensed as a lawyer, was in good standing and was not thereafter suspended or disbarred; and (4) who is not a Life CBA Member. Each Retired CBA Member shall enjoy all the rights and privileges of CBA membership, including the right to hold office and vote, and shall pay such CBA dues as fixed by the Executive Council.

(h) *Student CBA Members.* A Student CBA Member is any current student of an accredited law school, or a recent (within the last year) graduate of an accredited law school who has not yet been sworn in to practice in Colorado. Each Student CBA Member shall enjoy those rights and privileges of Active CBA Members as specified by the Executive Council except the right to hold office or vote.

(i) *Patrons of the CBA.* A Patron of the CBA is any organization or nonlawyer who provides ancillary goods or services to lawyers or to the legal profession and who applies to the Executive Director for recognition as a Patron of the CBA. Patrons of the CBA may include, but are not limited to, arbitrators, mediators, certified public accountants, private investigators, court reporters, educators, and professional consultants. No sponsorship is required for recognition as a Patron of the CBA. Patrons of the CBA shall pay fees as fixed by the Executive Council and may participate in CBA activities and privileges as granted by the Executive Council, but no Patron of the CBA may hold office or vote.

3.2. Record of CBA Members. The Executive Director shall maintain a record of persons who have applied for CBA membership, are qualified to be CBA members, and have paid the required membership dues. The Record of CBA Members shall be categorized by CBA membership classification and shall include the most recent electronic and postal addresses, if any, that the CBA member listed as their preferred method for receiving CBA notices and correspondence.

3.3. Admission to CBA Membership. Each person who is identified on the Record of CBA Members shall be deemed to be admitted to CBA membership in the respective category, subject to suspension, expulsion, or termination as provided by these Bylaws.

3.4. Notices and Delivery. Without limiting the effectiveness of notice or delivery given in any other manner that may be provided in these Bylaws, required notices and deliveries may be given in electronic or other written or perceivable form and may be delivered by hand, via US mail, by email, or by any other media that is retrievable and perceivable in electronic form and capable of retention by the recipient at the time of receipt. Pursuant to the Americans with Disabilities Act, any person requiring reasonable accommodation shall notify the Executive Director and specify the type of accommodation they need in order to access any communications. The provision of an email address by any CBA member is consent to receive notices electronically as stated above. Notice of any annual, regular, or special meeting shall be consistent with these Bylaws and provided in a fair and reasonable manner consistent with § 7-127-104, C.R.S.

3.5. Voting. Except as otherwise noted in these Bylaws, the voting process, including the sending and/or return of ballots, voting information, and any other writing or action required, shall occur in electronic or other written or perceivable form and may be delivered by hand or via US mail or by email or other medium that is retrievable and perceivable in electronic form and capable of retention by the recipient at the time or receipt. Pursuant to the Americans with Disabilities Act, any person requiring a paper ballot as an accommodation shall notify the Executive Director and shall be provided a paper ballot.

3.6. CBA Dues. Subject to the provisions of Section 3.1, the Executive Council shall have the power to (1) fix the amount of dues paid by CBA members; (2) establish classifications for such purposes; and (3) establish the times and procedures by which (A) notice of dues shall be given, (B) dues shall be paid, (C) delinquency may

be determined, and (D) delinquent CBA members may be stricken from the Record of CBA Members maintained pursuant to Section 3.2. The Executive Director may waive the dues of any CBA member.

3.7. Member Suspension or Expulsion. The Executive Council may suspend or expel any member from the CBA for any reason not in conflict with these Bylaws, without a right of refund of CBA dues paid, provided it adheres to the procedures outlined in this section.

(a) *Notice of Impending Action.* The member shall be notified of the impending suspension or termination at least 21 days before the suspension or expulsion is effective.

(b) *Opportunity to Be Heard.* A member who wishes to refute an impending suspension or expulsion, and who notifies the Executive Director of this request before the effective date of the suspension or expulsion, shall be given the opportunity to either provide a written statement to the Executive Council explaining why the member should not be suspended or expelled, or make an oral statement before the Executive Council explaining why the member should not be suspended or expelled. The Executive Council shall decide, when it first determines to suspend or expel the member, whether the statement shall be written or oral. However, if no such determination is made, the President shall make the determination when the member requests to make a statement. If the statement is to be oral, the Executive Council shall set the time and place for the meeting and notify the member at least seven days before the meeting.

(c) The Executive Council shall decide, when it first determines to suspend or expel the member, whether the statement shall be written or oral. However, if no such determination is made, the President shall make the determination when the member requests to make a statement.

(d) *Final Determination.* After the CBA member has had the opportunity to make a statement, the Executive Council shall decide whether to suspend (and, if so, the terms and conditions for reinstatement) or to expel the member. The member shall be notified of the decision, which is final.

(e) *Responsibility for Notices to CBA Member.* The President, or if the President is unavailable, the Executive Director, shall provide all notifications to the member regarding the suspension and expulsion.

(f) *Reinstatement After Suspension.* A suspended member may apply for re-admission to the CBA after completing the term of suspension. The suspended member shall file with the Executive Director an affidavit requesting re-admission and outlining the steps taken by the suspended member to correct the behavior that caused the suspension. The Executive Director shall review the affidavit to determine if the affiant has been rehabilitated. The application for re-admission shall be considered in executive session, and re-admission will only occur after a majority vote of the Executive Council.

(g) *Reinstatement after Expulsion.* An expelled member may not apply for reinstated membership for a period of eight years after the effective date of the expulsion. To be eligible for reinstatement, the expelled member, by application and affidavit, must demonstrate to the Executive Director (1) fitness to practice in the profession that made the member eligible for CBA membership, and (2) remediation of the conditions that led to the expulsion. The application for re-admission shall be considered in executive session, and re-admission will only occur after a majority vote of the Executive Council.

(h) *Effect of Section.* This Section 3.4 is intended to be a bylaw provision within the meaning of § 7-126-302, C.R.S., as such statute may be modified from time to time. Any proceeding challenging a suspension or expulsion pursuant to this Section 3.4 must be commenced within one year after the effective date of the suspension or expulsion.

3.8. Termination or Suspension of CBA Membership upon Disbarment or Suspension

(a) *Termination of CBA Membership.* Membership shall automatically terminate, without a right of refund of CBA dues paid, upon the CBA member's disbarment or suspension for more than 12 months from the practice of law in Colorado, or before the United States Supreme Court or the federal courts of the District of Colorado. A terminated member may be reinstated only if and when (1) the person has been reinstated to practice in the courts from which such person was disbarred or suspended, (2) the person is otherwise eligible for CBA membership, and (3) the person is admitted and enrolled pursuant to Section 3.2.

(b) *Suspension of CBA Membership.* A CBA member who has been suspended from the practice of law in Colorado, or before the United States Supreme Court or the federal courts of the District of Colorado, for a period of 12 months or less, shall retain membership during the suspension. However, during the suspension, the CBA member shall relinquish all privileges of holding office and voting, without a right of refund of CBA dues paid.

(c) *Notification to Member.* Once disbarment or suspension becomes known by publication or written notification, the Executive Director or CBA President shall notify the member of the termination or suspension.

(d) *Effect of Section.* This Section 3.8 is intended to be a bylaw provision within the meaning of § 7-126-302, C.R.S., as such statute may be modified from time to time. Any proceeding challenging a termination or suspension pursuant to Section 3.8 must be commenced within one year after the effective date of the suspension or expulsion.

4. ACTION BY MEMBERS

4.1. Annual Meeting. There shall not be a regularly scheduled annual meeting of the members. All action by members shall require action by written special ballot. Section 4 shall replace the need for an annual meeting and shall be the sole method for a membership vote.

4.2. Call. The Executive Director, solely at the direction of the Executive Council or Board of Governors, by a majority vote, shall call for an action by written special ballot of the CBA Members. Such direction shall be pursuant to an action by written special ballot, pursuant to § 7-127-109, C.R.S., as such statute may be modified from time to time. The written special ballot shall be delivered to every member entitled to vote on the matter, shall state each proposed action, and shall provide an opportunity to vote for or against each proposed action.

4.3. Quorum. When proceeding with an action by written special ballot of the CBA members, a quorum shall be 5 percent of all the CBA members who are entitled to vote on the matter at the time the special vote is conducted. Proxies are not permitted.

4.4. Approval. Approval of an action by written special ballot shall require that the number of ballots returned and abstentions equals or exceeds the quorum required in Section 4.3, and that a majority of the votes cast of the ballots returned are in favor of such proposed action. An abstention shall count toward the establishment of a quorum but shall not count as a ballot cast for purposes of determining whether a majority has approved the proposed action. Proxies are not permitted.

4.5. Voting. All solicitations for votes cast by written special ballot shall indicate the number of votes and abstentions necessary to meet the quorum requirement, the percentage of votes needed to approve each proposed action, and the time by which a written special ballot must be received by the CBA. The written special ballot must be accompanied by written information sufficient to permit the CBA member to reach an informed decision on the proposed action.

4.6. Electronic Ballots. All action by written special ballot of the CBA shall be handled electronically, except for those of individuals who receive an accommodation under the Americans with Disabilities Act. The CBA will send written special ballots electronically to each member entitled to vote, at the email address shown in the CBA's records, at least 14 days before the date of the commencement of voting, and clearly state the voting deadline. Members shall return their written special ballots through an electronic voting format to be determined by the Executive Director, with written special ballots returned no later than the voting deadline. The CBA will announce the results within seven days after the end of the voting process, including the tabulation of any paper ballots.

4.7. Paper Ballots. There will be no paper ballots printed or used except for those individuals receiving an accommodation under the Americans with Disabilities Act. Any such paper ballots shall be sent at the same time as the electronic ballots to the address shown in the CBA records, and shall be due seven days after the deadline of the electronic ballot.

4.8. Notification of Election. An email announcement shall inform CBA members of the special meeting and the format that will be used for electronic voting.

4.9. Confidentiality of Electronic Voting. The electronic ballot software shall prevent any election official from viewing or printing any of the votes cast. Only the final vote tabulation will be viewable or printable. The software shall not provide a list of voters with their corresponding votes. Whether a person has or has not voted shall be confidential.

4.10. Retention of Electronic Ballots. Electronic ballots and related documents in the election software shall be retained for six months, at which time the election data base shall be deleted.

5. BOARD OF GOVERNORS

5.1. General Powers. The Board of Governors is the Board of Directors of the CBA. The corporate authority and powers are delegated to and exercised by the Executive Council (described in Section 6.1) as the organizational leadership body of the Board of Governors. The primary roles of the individual Board of Governors are as ambassadors and conduits of communication for the CBA to its members. The Board of Governors retains the governance power and authority specified in these Bylaws, including the power and authority reserved by Section 6.1. The Board of Governors may refer to the CBA members, for action pursuant to Section 4, any matters it considers necessary or appropriate.

5.2. Composition. The Board of Governors shall consist of Governors selected in the manner described below.

(a) *Governors from Affiliated Local Bar Associations*

- (1) *Number.* Each Affiliated Local Bar Association shall be entitled to select one Governor for each 200, or fraction thereof, of its members who are CBA members entitled to vote.
- (2) *Selection and Removal.* Each Affiliated Local Bar Association shall select its Governors from among its members who are CBA members entitled to vote and hold office, and may remove its Governors pursuant to such procedures as it may determine. When selecting its Governor(s), the Affiliated Local Bar Association shall be committed to selecting historically underrepresented, diverse members of the CBA in fulfilling the CBA's Mission, Values, and Vision Statements as contained in Appendix A. The Affiliated Local Bar Association shall also ensure that the selected Governor(s) will actively participate in the role of Governor for their constituency. To encourage participation by their Governor(s), Affiliated Local Bar Associations should endeavor to reimburse basic expenses incurred by their Governor(s) in attending Board of Governors' meetings.
- (3) *Term.* A Governor's term shall commence on July 1 following the Governor's selection. Except as is otherwise provided by the rules governing the Affiliated Local Bar Association from which the

Governor is selected, the Governor shall serve for two years and until that Governor's successor is selected and qualified.

- (4) *Certification.* The Affiliated Local Bar Association shall certify to the Executive Director the identity of its selected Governors, promptly upon the making of the selections.
- (5) *Vacancies.* Each Affiliated Local Bar Association shall promptly fill vacancies as they occur among its Governors, certifying the new Governors promptly to the Executive Director as the Governors are selected. If a Governor position remains unfilled for more than 63 days, the President shall appoint a Governor from that Affiliated Local Bar Association to fill that position. For purposes of this Section 5.2(a)(5), if a Governor who was selected by an Affiliated Local Bar Association fails to attend two successive meetings of the Board of Governors, the President may deem that absent Governor's seat to have been vacated as of the first of those missed meetings.

(b) *CBA Officers.* The following officers shall automatically be Governors during their respective terms in office: the President, the President-elect, the Immediate Past President, Senior Vice President, each Regional Vice President, the Treasurer, and the Executive Director.

(c) *Certain Office Holders.* The following persons shall automatically be Governors, with full power to vote on any matter that may come before the Board of Governors if they are CBA members otherwise entitled to vote and hold office: the Dean of the University of Colorado School of Law; the Dean of the University of Denver Sturm College of Law; all Colorado delegates to the House of Delegates of the American Bar Association; four lawyers who are each members of the Colorado General Assembly, two of whom are selected by each of the two political parties having the largest numbers of members in the Colorado General Assembly; and the Chair of the CBA Young Lawyers Division.

(d) *Governors from Designated Organizations*

(1) *Designation of Organizations.* The Board of Governors may, from time to time, designate organizations that are entitled to representation on the Board of Governors (Designated Organizations). All CBA Sections shall be considered Designated Organizations. Appendix C shall be maintained as a list of current Designated Organizations. Criteria to be considered when determining whether to designate an organization as a Designated Organization may include the following, together with any others the Board of Governors may deem relevant:

- A. whether the organization represents a distinct and significant interest and the organization is generally recognized as being representative of that interest;
- B. whether the organization represents an interest not otherwise adequately represented on the Board of Governors;
- C. whether a substantial number of CBA members share the organization's interest;
- D. whether a substantial number of the CBA members sharing the organization's interest are members of the organization; and
- E. whether a simple majority of the members of the organization are CBA members.

- (2) *Qualifications and Conditions for Designation of Designated Organization.* The Board of Governors may establish qualifications and conditions for designation as a Designated Organization. These qualifications and conditions may include the payment of special dues or fees to the CBA by the Designated Organization or its members, and may be in addition to or different from the qualifications and conditions established for other Designated Organizations.
- (3) *Termination of Designation of Designated Organization.* The entitlement of a Designated Organization to representation on the Board of Governors may be terminated by the Board of Governors. The Designated Organization shall receive 30 days' written notice of the contemplated termination of its entitlement. Upon written request delivered to the President before the contemplated date of termination, the Designated Organization shall be entitled to be heard at the Board of Governors meeting at which the termination is to be considered and voted upon.
- (4) *Selection of Governor; Removal; Qualification.* Pursuant to such procedures as it may determine, each Designated Organization shall select one of its members, who is a CBA member entitled to vote and hold office, to be a Governor. A Designated Organization may remove a person as its selected Governor pursuant to such procedures as it may determine. A person may serve as a Governor pursuant to such selection only so long as the person remains a CBA member entitled to vote and hold office and remains a member of the Designated Organization. When selecting its Governor, the Designated Organization shall be committed to selecting historically underrepresented, diverse members of the CBA in fulfilling the CBA's Mission, Values, and Vision Statements as contained in Appendix A. The Designated Organization shall also ensure that the selected Governor will actively participate in the role of Governor for that Governor's constituency. To encourage participation by their Governor, Designated Organizations should endeavor to reimburse basic expenses incurred by their Governor(s) in attending Board of Governors meetings.
- (5) *Certification of Governor.* The Designated Organization shall certify to the Executive Director the identity of its selected Governor, promptly upon the making of the selection.
- (6) *Term of Governor.* Except as otherwise provided by the Designated Organization, the term of a Governor selected by a Designated Organization shall commence on July 1 following the Governor's selection. Subject to prior removal by the Designated Organization, the Governor shall serve for two years and until a successor is selected and qualified, or until there is a vacancy declared pursuant to Section 5.3(d).
- (7) *Vacancies.* Each Designated Organization shall promptly fill any vacancy as it occurs in its position of Governor, certifying to the Executive Director the identity of the new Governor promptly as the selection is made. If a Governor position remains unfilled for more than 63 days, the President will appoint a Governor from that Designated Organization to fill that position.

5.3. Meetings

- (a) *Notice.* Board of Governors meetings shall be held at the call of the Executive Council, the President, or 10 percent of the Governors. At least 10 days' notice of any meeting shall be given to the Governors, but any Governor may waive notice before, at, or after a meeting.

(b) *Attendance.* Governors are expected to attend all duly scheduled meetings of the Board of Governors. If a Governor cannot attend a meeting, that Governor must arrange for another member of that Governor's constituency to attend in that Governor's place. The individual attending in the Governor's place shall not be entitled to vote. To the extent that Board of Governors meetings are conducted remotely, in whole or in part, as determined by the Executive Council in its discretion, such meetings shall employ technology that allows all person participating in the meeting to hear each other during the meeting. If a meeting is to be conducted remotely, in whole or in part, the notice of the meeting sent to the Governors shall include information regarding meeting attendance. Any person participating in the meeting remotely by compliant technology shall be deemed to be present in person at the meeting.

(c) *Quorum.* One-third of the Governors shall constitute a quorum. Proxies are not permitted.

(d) *Absences and Vacancies.* If a Governor misses a Board of Governors meeting and fails to provide a stand-in for the meeting, the Executive Director will report the absence to that Governor's constituency. If a Governor fails to attend or provide a stand-in for two consecutive meetings, the Executive Director may declare the position to be vacant and notify the Governor's constituency of such vacancy. The Governor's constituency shall select a replacement as soon as practicable, but not more than 63 days after receiving notice of the declared vacancy. If the constituency fails to act within 63 days, the President shall designate a replacement Governor from the constituency.

(e) *Action at Meetings.* At any Board of Governors meeting where a quorum is present, the vote of a majority of the Governors in attendance who are entitled to vote and not abstaining shall constitute the act of the Board of Governors. Proxies are not permitted.

(f) *Meetings Open to Members.* Except as may be stated in the notice of the meeting or determined by a majority of the Governors present at a meeting, all CBA members, whether or not entitled to vote, shall be welcome to attend any Board of Governors meeting. CBA members who are not Governors shall not be entitled, by reason of attendance at a meeting, to vote with respect to any matter that comes before the Board. If a meeting will be conducted remotely, notice of such meeting and information regarding how to attend or view the meeting shall be sent to all members as soon as practicable.

(g) *Secretary.* The Executive Director shall be Secretary of the Board of Governors.

(h) *Action Taken Between Meetings.* If the Executive Council feels that action by the Board of Governors is needed between Board meetings, a vote on any such proposed action by the Board of Governors may be conducted electronically as provided in Section 4.

6. THE EXECUTIVE COUNCIL

6.1. General Powers. By delegation from the Board of Governors as described in these Bylaws, all CBA corporate powers shall be exercised by or under the authority of, and the business and affairs of the CBA shall be managed under the direction of, the Executive Council, except as specifically provided otherwise in these Bylaws. The Executive Council shall have no power or authority with respect to (1) amending these Bylaws or the CBA Articles of Incorporation; (2) any matter as to which the Board of Governors, by resolution, shall restrict the authority of the Executive Council, to the extent of such restriction; (3) any matter that the President refers to the Board of Governors before Executive Council action on the matter; and (4) any matter that any three members of the Executive Council, by affirmative vote at an Executive Council meeting and notwithstanding a larger negative vote by other members of the Executive Council, refer to the Board of Governors before adjournment of the meeting at which the Executive Council takes action on the matter. Referral of a matter to the Board of Governors shall nullify the action taken by the Executive Council on the matter. Unless the matter otherwise comes before the Board of Governors within 90 days after the referral, the Executive Council shall call a meeting of the Board of Governors, to be held within 90 days after the referral, to consider the matter.

6.2. Composition. The Executive Council shall comprise the following CBA members, who shall serve for the stated terms.

- (a) *The President*, to serve during the term of office.
- (b) *The President-elect*, to serve during the term of office.
- (c) *The Immediate Past President*, to serve during the term of office.
- (d) *The Senior Vice President*, to serve during the term of office.
- (e) *All Regional Vice Presidents*, to serve during the terms of office.
- (f) *The Treasurer*, to serve during the term of office.
- (g) *The Executive Director*, to serve during the term of office.
- (h) *The Chair or designated appointee of the CBA Young Lawyers Division*, to serve during the term of office or term of appointment as determined by the Young Lawyers Division, provided that such term shall not exceed two years.
- (i) *The President of the Denver Bar Association*, or designated appointee, to serve during the term of office.

(j) *Three representatives* selected by the Diversity Bars who shall serve staggered terms of two years commencing July 1, one term commencing in even years, and two terms commencing in odd years. No individual shall serve in such position for more than two consecutive terms. The Diversity Bars shall endeavor to ensure that at least one representative is from outside of Region One, as determined by either primary business address or Affiliated Local Bar Association membership.

(k) *Three Governors*, who are Section representatives on the Board of Governors, and who are selected for membership on the Executive Council by a majority of the Governors who are Section representatives on the Board of Governors, such selected members to serve for a term of two years commencing July 1. Section representatives shall be committed to selecting historically underrepresented, diverse members of the CBA in fulfilling the CBA's Mission, Values, and Vision Statements as contained in Appendix A. The term for two such positions shall begin in even years, and the term for the third position shall begin in odd years. A Section representative shall not serve more than two consecutive terms on the Executive Council. In the event a Section representative on the Executive Council ceases to be a Section representative, that position shall be deemed vacant. The vacancy shall be filled by a majority vote of the Governors who are Section representatives on the Board of Governors, and the person so selected shall serve the remainder of the term.

(l) *Four Governors*, no more than two of whom shall be from the same Region, and no less than one of whom shall be a CBA member who is from outside of Region One and Region Two as determined by either primary business address or Affiliated Local Bar Association membership; two of such Governors shall be appointed by each successive President with the approval of the Board of Governors, and each shall serve for a term of two years commencing July 1 and shall not serve more than two consecutive terms. The Presidents shall be committed to selecting historically underrepresented, diverse members of the CBA in fulfilling the CBA's Mission, Values, and Vision Statements as contained in Appendix A.

(m) *A Representative from the CBA-CLE Board of Directors* who is selected by the president of CBA-CLE, who shall serve a term of one year commencing July 1. The CBA-CLE president shall be committed to selecting historically underrepresented, diverse members of the CBA in fulfilling the CBA's Mission, Values, and Vision Statements as contained in Appendix A.

6.3. Qualification and Terms. Regardless of whether the individual already serves as a Governor in some capacity, each member of the Executive Council shall automatically become a member of the Board of Governors during that individual's term on the Executive Council. A person may serve on the Executive Council only so long as the individual remains a CBA member entitled to vote and hold office. An individual shall serve no more than two consecutive terms on the Executive Council, except to serve a third term as an officer.

6.4. Meetings; Quorum; Action. The Executive Council shall hold at least six regular meetings per year on such schedule as it may adopt and shall hold special meetings at the call of the President, of the Executive

Director, or of any three Executive Council members. A majority of the Executive Council members shall constitute a quorum. The act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Executive Council, except as provided in Section 6.1. Proxies are not permitted to establish quorum or to vote. In lieu of, or in addition to meetings, electronic voting shall be permitted, using electronic voting mediums that shall be capable of retention by the recipient at the time of receipt.

6.5. Secretary; Records and Reporting. The Executive Director shall serve as Secretary of the Executive Council. All Executive Council actions shall be recorded and reported to the Board of Governors.

6.6. Attendance and Vacancy. With the exception of the Presidents noted in Section 6.2(a)–(c), each Executive Council member shall attend all Executive Council meetings either remotely or in person. Two meeting absences within a fiscal year without good cause are deemed excessive to accomplish the work of the Executive Council. A member with two such absences may be removed from the Executive Council by the President, and if removed, a successor from the removed member’s constituency shall fill the remainder of the member’s term, in accordance with the provisions in Section 8.7.

6.7. Emergency Action. The Presidents’ Committee shall have the limited authority to exercise the Executive Council’s powers under the circumstances and restrictions set forth in Appendix D.

6.8. Additional Awards. The Executive Council shall have the authority to designate additional awards (beyond the duties of the CBA Awards Committee outlined in Appendix D) and shall develop a policy to implement such awards. The Executive Council shall promptly inform the Board of Governors upon the creation of any special award.

7. OFFICERS

7.1. Officers. The CBA officers shall be a President, a President-elect, a Senior Vice President, the Immediate Past President, seven Regional Vice Presidents, a Treasurer, an Executive Director, and a Deputy Executive Director.

7.2. Selection of Officers

(a) *Elected Officers.* The President-elect shall become the President upon the expiration or termination of the term of the preceding President. The Senior Vice President and each of the Regional Vice Presidents shall be selected as provided in Section 8.

(b) *Executive Director.* The Executive Director shall be appointed by the Joint Management Committee. The Executive Director shall serve at the will of the Joint Management Committee and at such compensation and

under such insurance as the Joint Management Committee may determine. Term limits as contained in these Bylaws do not apply to this position.

(c) *Deputy Executive Director/Continuing Legal Education Director.* The Deputy Executive Director/Continuing Legal Education Director shall be selected by the Executive Director with the advice and recommendations of the Joint Management Committee. Term limits as contained in these Bylaws do not apply to this position.

(d) *Treasurer.* The Treasurer shall be appointed by the President and ratified by the Board of Governors for a term of three years and shall serve at the will of the Board of Governors and under such insurance as the Board of Governors may determine. The Treasurer shall serve no more than two terms, except that if the Treasurer is initially appointed to fill a vacancy, the completion of the prior Treasurer's term shall not count toward the term limit.

7.3. Duties. Each officer shall exercise such authority and perform such duties as shall be determined by these Bylaws or by the Board of Governors. Specific authority and duties are outlined below.

(a) *President.* The President shall preside at all Board of Governors and Executive Council meetings. The President shall visit each Region at least once during the President's term to meet with members of the Affiliated Local Bar Associations located within the Region. These meetings shall be in person unless extraordinary circumstances or mutual agreement of the Affiliated Local Bar Associations within the Region and the President warrant conducting the meetings remotely. The President shall be an ex officio member of all Committees. The President shall, with the Board of Governors' advice and consent, appoint all CBA delegates to the American Bar Association House of Delegates upon the expiration or termination of the terms of the then-serving delegates. Delegates shall not be eligible to serve more than two consecutive terms, except that the President may appoint such delegates to additional terms if they are serving on an ABA House of Delegates Committee or are serving as an ABA officer.

(b) *President-elect.* The President-elect shall assume the Presidential duties when the President is unable to perform such duties. The President-elect shall be a member of Committees as provided elsewhere in these Bylaws or the appendices to these Bylaws. The President-elect shall undertake special assignments at the President's request and shall perform such of the President's duties as the President may delegate.

(c) *Immediate Past President.* The Immediate Past President shall be a member of Committees as provided elsewhere in these Bylaws or the appendices to these Bylaws. The Immediate Past President shall undertake special assignments at the President's request.

(d) *Senior Vice President.* The Senior Vice President shall succeed to the position of President-elect in the following year on July 1.

(e) *Regional Vice Presidents.* Each Regional Vice President shall serve as an active liaison between the CBA and each Affiliated Local Bar Association in the Region from which such Regional Vice President has been elected. Regional Vice Presidents shall undertake special assignments at the President's request.

(f) *Treasurer.* The Treasurer shall, under the Executive Council's direction, supervise the CBA's accounts, including supervision of the collection and disbursement of all CBA funds. The Treasurer shall, at such times as may be directed by the Executive Council, submit detailed statements of the moneys received and expended by the CBA, the amounts due to and from the CBA, and an estimate of the income and expenditures for the ensuing year. The Treasurer's books and accounts shall always be subject to examination by any member, and to examination and/or audit by the Board of Governors, the Executive Council, and by any Committee appointed for that purpose. Such books and accounts shall be audited independently at the end of each fiscal year by such auditors as the Executive Council shall determine.

(g) *Executive Director.* The Executive Director shall serve as Secretary of all Board of Governors, Executive Council, and such other meetings as the Board of Governors or Executive Council may direct. The Executive Director shall assist the CBA officers in performing their duties and shall perform such other duties as may be assigned to the Executive Director by the Board of Governors, the Executive Council, or the President. The Executive Director shall keep an accurate roll of all members and officers; notify all officers of their election to office and all members of their appointment to Committees; furnish the Treasurer with the names and addresses of all members; conduct correspondence on behalf of the CBA; keep the CBA's seal; and, under the supervision of the Treasurer, collect and disburse the CBA's funds and keep accurate accounts of the CBA's fiscal affairs. The Executive Director shall, in cooperation with the President and Nominating Committee, coordinate and facilitate all elections and selections of CBA officers other than the Executive Director. The Executive Director shall have authority to employ, supervise, and terminate such administrative and other staff members of the CBA as may be necessary or appropriate.

(h) *Deputy Executive Director.* The Deputy Executive Director shall be the Continuing Legal Education Director and shall perform such duties as are assigned to or delegated by the Executive Director, including oversight of CBA operations and fiscal affairs, and management of CBA-CLE, including direct supervision of CBA-CLE staff, operations, personnel, and fiscal affairs, under the supervision of the Executive Director and the CBA-CLE Board of Directors.

8. ELECTION OF SENIOR VICE PRESIDENT AND REGIONAL VICE PRESIDENTS

8.1. Commencement of Terms. The terms of all CBA offices shall commence on July 1 of the respective year.

8.2. Establishment of Regions. To provide rotation of the Presidency and representation on the Executive Council, the Affiliated Local Bar Associations shall be divided into the Regions identified in Appendix B.

8.3. Election and Term of Senior Vice President; Rotation. The Senior Vice President shall be elected as stated in Section 8.5 to serve one year as Senior Vice President and the succeeding year (and until a successor takes office) as President-elect. For terms beginning in even-numbered years, the Senior Vice President shall be a member of an Affiliated Local Bar Association in Region One whose principal office is in Region One. For terms beginning in odd-numbered years, the President-elect shall be a member of an Affiliated Local Bar Association in a Region other than Region One whose principal office is in that Region, which Region shall be, for the term beginning in 2022, Region Six and which shall be, in succeeding even-numbered years, the next Region (other than Region One) in numerical order, respectively.

8.4. Election and Terms of Regional Vice Presidencies. Each Regional Vice President shall be a member of an Affiliated Local Bar Association in the Region from which the Regional Vice President is elected, and that Vice President's principal office shall be in that Region. The Regional Vice Presidents shall be elected as stated in Section 8.5 to serve two-year staggered terms and until their respective successors are elected and take office. Commencing July 1, 2017, even-numbered Regions shall elect their Vice Presidents in even-numbered years; odd-numbered Regions shall elect their Vice Presidents in odd-numbered years.

8.5. Nomination Procedures

(a) *Nominating Committee.* Nominations for the elective offices shall be made by a Nominating Committee comprising the following members, determined between July 1 and October 1 of the year preceding the year in which the elected officers' terms will commence: (1) the President; (2) two CBA members appointed by the President; (3) one CBA member chosen from each Region by a majority of the Governors from that Region; (4) one Governor who is a Section representative on the Board of Governors chosen by majority vote of the Section representatives on the Board of Governors, on or before July 1; (5) one YLD member chosen pursuant to procedures established by the YLD; (6) three representatives chosen by the CBA Executive Council; and (7) the President-Elect. The Executive Director serves as an advisor to this Committee. When selecting Nominating Committee members, the President, the Governors, the Executive Council, the Section representatives, and the YLD, respectively, shall be committed to selecting historically underrepresented, diverse members of the CBA in fulfilling the CBA's Mission, Values, and Vision Statements as contained in Appendix A. Once the Nominating Committee members have been selected, and no later than November 15, the CBA membership shall be provided the names and addresses of each of the members. At the first Nominating Committee meeting, its members shall select a Chair, who shall not be the President, President-Elect, or Senior Vice-President (if applicable).

(b) *Solicitation of Nominees.* The CBA shall issue a call for leadership each year to all current CBA members identifying the Regions eligible for election and from which the next Senior Vice President is to be selected. Interested members will have until December 31 of the year preceding the year in which the term of office for such position would begin to submit their application to the Nominating Committee. The Nominating

Committee will review applications and announce to the membership the qualified candidates vying for each position from the applicable Regions.

(c) *Member Comment.* Following the announcement of candidates, the Nominating Committee shall solicit confidential comments from CBA members regarding any candidate, making available each candidate's application. The results will be compiled by the CBA staff. All responses are confidential and for the exclusive use by the Nominating Committee. The period for comment shall close no later than January 31 of each year.

(d) *Standards.* The President shall instruct the Nominating Committee that officers shall be chosen based on their ability and willingness to serve the CBA's needs and in consideration of the CBA's Strategic Plan rather than as a method of conferring honors. The President shall also instruct the Nominating Committee to consider and be sensitive to the diverse composition of the CBA so that all members may recognize that their interests and aspirations are being given serious attention both in the selection of officers and in the conduct of the CBA's affairs. When selecting officers, the Nominating Committee shall be committed to selecting historically underrepresented, diverse members of the CBA in fulfilling the CBA's Mission, Values, and Vision Statements as contained in Appendix A. The President shall also instruct the Nominating Committee and the Regions on the qualifications required by these Bylaws for each office holder, including the requirements of Sections 8.3 and 8.4.

(e) *Nominating Committee Report.* On or before March 10, the Nominating Committee shall nominate one qualified person for each of the CBA's elective offices and provide those names to the Executive Director. The Executive Director shall give notice of the nominees, stating their names and addresses and the Regions in which they are members of Affiliated Local Bar Associations and in which they have their principal offices, to all CBA members before March 15 of that year.

(f) *Nominations by Petition.* In addition to the nominations made by the Nominating Committee, persons may be nominated by petition for any of the CBA's elective offices pursuant to the provisions of this Section 8.5(f). Each petition shall be in writing (which may be in counterparts) and shall state the name of each person nominated, the office for which the nomination is made, the nominee's address, and the Region in which the nominee is a member of an Affiliated Local Bar Association and has the nominee's principal office. Each such petition shall be signed by the lesser of 100 or 5 percent of the CBA members entitled to vote within the Region from which the nominee is a member and shall be delivered to the Executive Director on or before April 15 of the year in which the nominee's term would begin. For any such petition, the signatures must come from CBA members entitled to vote from within the Region for which the candidate seeks office. Each such nominee shall have the qualifications required by these Bylaws.

8.6. Election Procedures

(a) *Uncontested Election.* If no other nomination for a particular office is made pursuant to Section 8.5(f), the Nominating Committee's nominee shall be deemed elected automatically to that office and shall assume that office as of July 1 of that year.

(b) *Contested Election.* If additional persons are nominated for an office pursuant to Section 8.5(f), the election for that office shall be conducted as follows: On or before April 30 of the year in which the term of that office begins, the Executive Director shall prepare a ballot with the nominees for all contested offices and distribute the ballot to all CBA members entitled to vote. The solicitation for ballots shall indicate the number of responses needed to meet a quorum, which is 5 percent of eligible CBA members, and the time by which the ballot must be received to be counted. The ballot shall be accompanied by such short biographical sketch, if any, that each nominee may submit for that purpose not later than April 20 of that year. All returned ballots received at the CBA office by 4:00 p.m. on or before the following May 15, bearing such proof of validity as may be determined necessary by the Executive Council, shall be counted. The number of valid returned votes must equal or exceed the quorum, which is 5 percent of eligible CBA members. The winner of the election for each contested office shall be that nominee receiving a plurality of the votes validly cast for that office. The Executive Director shall certify the results of the election to the President and the Executive Council, and, under the direction of the President, shall notify all nominees of the results. Such certification and notification shall be completed on or before June 1 of that year. All the voting procedures within this subsection may occur pursuant to the electronic voting provisions in Section 3.5.

(c) *Dates.* If any of the dates specified in this Section 8.6 falls on a Saturday, Sunday, or holiday observed by the State of Colorado, the date shall be deemed instead to be the next business day following the date so specified.

8.7. Presidential Succession; Vacancy. No President shall serve two successive terms; however, if the President-elect or the Senior Vice President becomes President upon a vacancy in the Presidency, that person shall serve the remainder of the predecessor President's term and the term for which that person was elected. If there is no President-elect at the time of the vacancy in the Presidency, the Senior Vice President shall become the President; and if there is no Senior Vice President, the Executive Council shall select one of the Regional Vice Presidents to become the President, and such Senior Vice President or Regional Vice President shall serve the remainder of the predecessor President's term.

8.8. Vacancies in Offices Other Than President. The Executive Council shall fill each vacancy in any office other than that of the Presidency. If an office of Regional Vice President becomes vacant, the vacancy shall be filled from the Region in which the vacancy occurred. If an Executive Council position becomes vacant, the vacancy shall be filled from the constituency in which the vacancy occurred. If the office of Senior Vice President becomes vacant, the vacancy shall be filled from within the Region(s) from which a person could have been nominated to hold the office for that term.

9. COMMITTEES

9.1. Standing Committees. The Standing Committees and their duties are listed in Appendix D. The Executive Council or the President may assign additional duties as needed.

9.2. Special Committees. The President shall have discretion to establish and terminate Special Committees. The President shall report any newly established Special Committee to the Executive Council and to the Board of Governors at their next meetings, respectively, following its formation.

9.3. Exploratory Section Committees. If there is an area of law that is not represented by an existing Section, upon request, a solicitation of interest shall be sent to the membership at large. If at least 30 members show interest, an Exploratory Section Committee shall be formed by the President. Such Committees shall not have dues or a budget associated with them but shall otherwise function as a Section. Once an Exploratory Section Committee reaches 100 members, that Committee may petition the Executive Council to be granted Section status.

9.4. Appointments to Committees. Members of Standing and Special Committees shall serve at the will of the President. When selecting Committee members, the President shall be committed to selecting historically underrepresented, diverse members of the CBA in fulfilling the CBA's Mission, Values, and Vision Statements as contained in Appendix A. Absent special circumstances as determined by the President, an individual shall serve no more than two terms on any particular Committee. The President may, in appropriate cases, appoint persons who are not lawyers and persons who are not CBA members to Committees.

9.5. Committee Officers, Rules, and Reports. The President shall designate the Chair of each Standing and Special Committee. When selecting Committee Chairs, the President shall be committed to selecting historically underrepresented, diverse members of the CBA in fulfilling the CBA's Mission, Values, and Vision Statements as contained in Appendix A. The President shall try to strike a balance between rotating Committee Chair appointments to give CBA members the opportunity to serve on Committees while also retaining an appropriate continuity of Committee membership. Each Committee may select from its members a Vice Chair, a Secretary, and such other officers as it deems appropriate and, in such selections, shall be committed to selecting historically underrepresented, diverse members of the CBA in fulfilling the CBA's Mission, Values, and Vision Statements as contained in Appendix A. Each Committee may adopt and amend rules for its procedures and operations, subject to Executive Council approval. Each Committee shall make a written annual report to the CBA, which report shall be delivered to the Executive Director at least 30 days before the end of the fiscal year. An individual shall serve no more than two terms as Committee Chair.

9.6. No Representation on Board of Governors. Committees shall not be entitled to representation on the Board of Governors.

9.7. Executive Council Review. The Executive Council shall periodically review each Committee for appropriateness and may eliminate any Committee it concludes is no longer benefiting the CBA or no longer enjoys sufficient support or membership to effectively carry out its objectives.

10. SECTIONS

10.1. Establishment. The Executive Council shall establish Sections devoted to the improvement of the professional knowledge and skill of CBA members in particular fields of law.

10.2. Section Membership. There shall be no qualification for membership in any Section other than CBA membership, application for enrollment in such Section, and the payment of such Section dues and fees (including dues and fees payable by CBA members who may be exempt from payment of CBA dues) as established by the Section.

10.3. Bylaws; Officers; Committees. Each Section shall have the power to adopt its own bylaws not inconsistent with these Bylaws, and such bylaws shall become effective upon Executive Council approval. Each Section shall select a Chair, Vice Chair, Secretary, and such other officers as it deems appropriate. When selecting officers, the Section shall be committed to selecting historically underrepresented, diverse members of the CBA in fulfilling the CBA's Mission, Values, and Vision Statements as contained in Appendix A. Each Section may establish such Section committees, task forces, and other bodies as it determines appropriate. References elsewhere in these Bylaws to "Committees" shall not be deemed to refer to any such committee or other body. Absent a void in leadership, an individual shall serve no more than two terms as a Section Chair.

10.4. Funding. Except to the extent of funds actually available to it from its own dues and fees, no Section shall incur any obligation in excess of the amount, if any, approved by the Executive Council. A monthly administration fee, set annually by the Executive Council, may be charged per member, per Section, to cover the cost of CBA staff and office support for the Sections.

10.5. Executive Council Review. The Executive Council shall periodically review each Section for appropriateness and may eliminate any Section it concludes is no longer benefiting the CBA or no longer enjoys sufficient support or membership to effectively carry out its objectives.

10.6. List of Sections. A list of the Sections shall be maintained as Appendix E to these Bylaws.

11. CALENDAR

11.1. Administrative Year. The CBA's administrative year shall commence on July 1. The term of office for all positions including CBA officers, Section officers, and Standing Committees officers shall begin on July 1.

11.2. Fiscal Year. The CBA’s fiscal year shall begin on July 1.

12. AMENDMENTS TO BYLAWS OR ARTICLES OF INCORPORATION

12.1. Amendments by the Board of Governors. Amendments to these Bylaws or to the Articles of Incorporation may be adopted at any Board of Governors meeting, provided that notice of such meeting includes consideration of the specific amendment as one of the purposes of the meeting and a quorum is present. Additional or alternative amendments may be adopted at that meeting by unanimous consent of Governors present.

13. FISCAL POLICIES

13.1. Budget. The Executive Council shall have the responsibility and authority to review and approve the CBA budget as recommended by the CBA Budget and Planning Committee as established in Appendix D. The Executive Council has the authority to review and approve all supplementary expense requests that are not within the budget.

13.2. Contingency Fund. Requests for expenditures from the contingency fund shall be directed to the President for the Executive Council’s consideration and approval.

13.3. Reserve Accounts. Reserve accounts may be established for such purposes that the Executive Council deems necessary. The CBA Budget and Planning Committee shall recommend to the Executive Council the amount of cash to be transferred into a reserve account, and transfers shall be made as determined by the Executive Council.

13.4. Investments. The Executive Council holds the fiduciary responsibility for CBA investments and for the periodic approval of the governing charter, investment policies, and asset management objectives of the CBA Investment Committee as established in Appendix D. The Executive Council may authorize the day-to-day monitoring of the investment and management of CBA assets to the CBA Investment Committee.

APPENDIX A TO THE COLORADO BAR ASSOCIATION BYLAWS

Mission, Values, and Vision Statement

Mission Statement

We are an association that advances members' practice, supports the justice system, and enriches our community.

The Colorado Bar Association ("CBA") values its diverse membership and our communities. We are committed to the eradication of racism, discrimination, and any other form of injustice against underrepresented groups. We promote diversity, equity, inclusion, and the removal of barriers to success within the CBA and the communities we serve.

Values Statement

We are Strategic, Inclusive, Professional, Effective, Inspirational, Innovative, Member-focused, and Ethical.

The CBA seeks inclusion and equity through broad recognition of diversity, including, but not limited to age, class, disability, ethnicity, gender expression, gender identity, geographical diversity, national origin, practice setting, race, religious beliefs, sexual orientation, veteran status, and years in practice. We prioritize broad, equitable, and inclusive participation in our membership and leadership. The CBA is dedicated to promoting attorneys of all backgrounds, identities, and circumstances through the removal of barriers to engagement and leadership, specifically including those who are historically underrepresented, diverse members of the CBA.

We are committed to actively changing systems, organizational structures, policies, practices, and attitudes, so that power is distributed and shared equitably and inclusively.

Vision Statement

The Colorado Bar Association will be the leader in providing members throughout the state with the tools to be successful, a community within which to build relationships, and the focus to successfully navigate the future.

APPENDIX B TO THE COLORADO BAR ASSOCIATION BYLAWS

Affiliated Local Bar Associations

Alphabetical Listing

Adams Broomfield Bar Association	Mesa County Bar Association
Arapahoe County Bar Association	Ninth Judicial District Bar Association
Aurora Bar Association	Northwest Colorado Bar Association
Boulder County Bar Association	Pitkin County Bar Association
Continental Divide Bar Association	Pueblo County Bar Association
Denver Bar Association	San Luis Valley Bar Association
Douglas-Elbert County Bar Association	Seventh Judicial District Bar Association
El Paso County Bar Association	Sixteenth Judicial District Bar Association
First Judicial District Bar Association	Southeastern Colorado Bar Association
Four Corners Bar Association	Southern Colorado Bar Association
Fremont/Custer Bar Association	Southwestern Colorado Bar Association
Heart of the Rockies Bar Association	Thirteenth Judicial District Bar Association
Larimer County Bar Association	Weld County Bar Association

Regional Listing

<i>Region</i>	<i>Bar Association(s)</i>
<i>First</i>	Denver
<i>Second</i>	Adams Broomfield, Arapahoe County, Aurora, Douglas-Elbert County, and First Judicial District
<i>Third</i>	Boulder County, Larimer County, Thirteenth Judicial District, and Weld County
<i>Fourth</i>	Pueblo, Sixteenth Judicial District, Southeastern Colorado, and Southern Colorado
<i>Fifth</i>	El Paso County, Fremont/Custer, Heart of the Rockies, and San Luis Valley
<i>Sixth</i>	Four Corners, Mesa County, Seventh Judicial District, and Southwestern Colorado
<i>Seventh</i>	Continental Divide, Ninth Judicial District, Northwest Colorado, and Pitkin County

APPENDIX C TO THE COLORADO BAR ASSOCIATION BYLAWS

Organizations Designated for Board of Governors Representation

Association of Magistrates
Center for Legal Inclusiveness
Colorado Attorney General's Office
Colorado County Judges Association
Colorado Court of Appeals
Colorado Criminal Defense Bar
Colorado Defense Lawyers Association
Colorado District Attorneys Council
Colorado District Judges Association
Colorado Legal Services
Colorado Municipal Judges Association
Colorado State Public Defenders Office
Colorado Supreme Court
Colorado Trial Lawyers Association
Governor's Office of Legal Counsel
United States District Court for the District of Colorado

Diversity Bar Associations:

Asian Pacific American Bar Association of Colorado
Colorado Hispanic Bar Association
Colorado LGBT Bar Association
Colorado Indian Bar Association
Colorado Women's Bar Association
National Association of Black Women Attorneys, Colorado Chapter
Sam Cary Bar Association
South Asian Bar Association of Colorado

All the Sections Listed in Appendix E

APPENDIX D TO THE COLORADO BAR ASSOCIATION BYLAWS

Standing Committees

Amicus Briefs Committee. This Committee, with not more than five members, reviews applications for the CBA to participate as amicus in matters pending before federal and state courts in Colorado. The Committee recommends to the Executive Council whether CBA participation is appropriate and reviews and suggests modifications to proposed briefs, if necessary.

Awards Committee. This Committee determines the annual recipient of the CBA Award of Merit, which is considered a lifetime achievement recognition. The recipient shall be a CBA member who has provided outstanding service or contribution to the association, to the legal profession, to the administration of justice, or to the community. In addition, the Committee may determine and honor up to six distinguished but deceased Colorado lawyers each year. This Committee comprises the President and each past President of the association, and the current and each past recipient of the Award of Merit. The Committee Chair shall be appointed by the President from among the past Presidents of the association. Each Diversity Bar may designate a representative to serve on this Committee during the Chair's tenure. To ensure that the determination of the recipient of any award is made only by those Committee members who have actively participated in the process of determining the recipient, the Committee shall determine that recipient by vote of a majority of the Committee members who are present at the meeting of the Committee at which that recipient is determined, all of the members of the Committee having been given reasonable notice of the time and place of that meeting. Such participation by a Committee member may be in person at the meeting or by a method of communication that permits the member to hear and be heard by all other members of the Committee who are participating in that meeting.

Budget and Planning Committee. This Committee studies the CBA's financial condition and submits to the Executive Council a proposed budget for each fiscal year. As part of the annual budgeting process, this Committee develops a strategic planning process, reviews and updates the long-range plan, and evaluates the association's progress in meeting the goals set forth in the plan. This Committee comprises the Treasurer, who serves as the Chair; the President-elect; one representative from the CBA Young Lawyers Division, who serves for one year; two Governors and two Executive Council members, who are appointed by the President and serve for one year; and three at-large members, who are appointed by the President and serve staggered two-year terms as determined by the Executive Council.

COBALT Committee. This Committee strives to facilitate and strengthen the leadership qualities of, and opportunities for, CBA members to enhance, promote, and inspire leadership within the legal profession. This is accomplished through an interactive leadership training program designed specifically for lawyers with demonstrated leadership skills and commitment to the legal community. The program teaches leadership skills but also focuses on challenges faced by leaders in the legal community and the general community, and inspires and energizes program participants through a group learning experience.

Colorado Lawyer Advisory Board. The Advisory Board oversees, advises on, and sets the editorial policies for the CBA's official publication. It comprises 13 members, including the Executive Director or the Executive Director's proxy. Each Advisory Board member (other than the Executive Director) is appointed by the President (in consultation with the Advisory Board) for a three-year term. At the expiration of the first term, a member may request appointment to a second three-year term. No member shall serve more than two consecutive terms. Interim vacancies on the Advisory Board are filled by the President's appointment for the unexpired terms. In making appointments to the Advisory Board, the President shall use reasonable efforts to choose members from among the state's 22 judicial districts, and the President shall consider and be sensitive to the diverse composition of the CBA membership so that all members may recognize that their interests and aspirations are being given attention and shall be committed to selecting historically underrepresented, diverse members of the CBA in fulfilling the CBA's Mission, Values, and Vision Statements as contained in Appendix A. The Advisory Board shall appoint a Chair, Vice Chair, and Secretary from among its members. The Advisory Board may be asked to evaluate *Colorado Lawyer's* business and objectives, and review the editorial department's proposed annual budget. The Advisory Board does not participate in the editorial or production operations of the publication or in the selection of material that is published each month but may be asked to evaluate changes to content or to review manuscripts for suitability. The Advisory Board meets at least three times per year. The managing editor, with input from the Chair, sets the meeting agendas.

Ethics Committee. This Committee provides its opinion on questions of legal ethics presented to it by CBA members, and periodically compiles and publishes such opinions.

Interprofessional Committee. This joint Committee of the Colorado and Denver Bar Associations strives to promote better understanding among the professions. The Committee shall, subject to Executive Council approval, prepare any statements of principles governing interprofessional relations and recommend necessary corrective Colorado legislation governing professional groups.

Investment Committee. This Committee directs and monitors the investment management of CBA fund assets according to the CBA Investment Committee Charter, CBA Investment Policy Statement, and Asset Management Agreement, as approved by the Executive Council. The Committee, in accordance with the CBA Investment Committee Charter, comprises up to six members, including the CBA Executive Director, the Deputy Executive Director, and/or other senior financial staff of the CBA, and up to three members appointed by the CBA President. The non-staff positions are selected for staggered three-year terms to maintain continuity on the Committee. Members are limited to serving two successive terms.

Joint Management Committee. This Committee makes studies and recommendations on all issues involving the joint operation of offices of the DBA, CBA, and CBA-CLE, including staff salaries and fringe benefits, division of costs, transfers of assets between the organizations, office policies and procedures, and related matters, as well as any special issues referred to it by the President, governing board, or executive council or

executive committee of any of these three organizations. Any such studies or recommendations are subject to approval by each organization's board. The Committee comprises 15 members: the Presidents, Presidents-elect, Immediate Past Presidents, and Treasurers of the CBA and DBA; the Denver Bar Association's First Vice President; one member at-large from the CBA appointed by its President; and the President, the President-elect, Treasurer, and two CBA-CLE Board of Directors members appointed by its President. Each year the president of one of the three organizations (DBA, CBA, and CBA-CLE) selects the Committee's Chair from among its 15 members. The responsibility for selecting the Chair rotates among the three organizations in turn. The Committee selects the Executive Director, who serves at the will of the Committee at such compensation and under such terms and conditions as the Committee may determine. In addition to reviewing the Executive Director's performance, the Committee conducts performance reviews for the Deputy Executive Director/Continuing Legal Education Director and provides advice and recommendations to the Executive Director regarding any performance or personnel decisions to be made regarding the Deputy Executive Director/Continuing Legal Education Director.

Lawyers Professional Liability Committee. This Committee examines the extent of professional liability insurance coverage available to lawyers in Colorado, undertakes periodic surveys of the legal malpractice insurance market to determine the number of carriers, and periodically considers whether a "captive" insurance company would be appropriate for Colorado practitioners.

Legal Fee Arbitration Committee. This joint Committee of the Colorado and Denver Bar Associations arbitrates disputes between attorneys and clients concerning legal fees and costs. Subject to the approval of the CBA Executive Council and DBA Board of Trustees, the Committee shall prescribe rules and procedures for submission of complaints concerning fee disputes for arbitration by the Committee.

Legislative Policy Committee. This Committee comprises 13 members: the President; the President-elect; the Immediate Past President; and 10 CBA members appointed by the President with the approval of the Executive Council, three of whom shall have been proposed by the caucus of Section representatives. The Committee works with the CBA Director of Legislative Relations to advance the CBA's legislative aims as determined by the Executive Council. The Committee shall follow the policies and procedures established by the CBA in furthering the CBA's legislative program.

Mock Trial Committee. This Committee coordinates all aspects of the Colorado Mock Trial Program, including preparing the annual case problem, conducting trainings for all participants, assisting with preparation of the regional tournaments, and coordinating the state competition. The Committee also helps the state championship team prepare for the national competition. The Committee works to further promote and improve the mock trial program throughout the state.

Presidents' Committee. This Committee comprises the President, President-elect, Immediate Past President, and Senior Vice President. When, due to a natural disaster, public health crisis, or similar extraordinary public

safety circumstance, CBA executive-level decisions are required under circumstances that do not allow for prior CBA Executive Council review, consideration, and approval, this Committee has authority to make decisions, in consultation with the Executive Director, on behalf of the CBA and the Executive Council for matters relating to public safety, budget, and actions being considered by the legislative, executive, and judicial branches of the State of Colorado. Any such decision shall be ratified at the next Executive Council meeting following this decision.

Presidents' Diversity Council. This joint council of the Colorado and Denver Bar Associations comprises the leaders of the Diversity Bar Associations (or their designees) and the CBA and DBA Presidents and Presidents-elect. The Council serves as a forum for the Bar Associations to advance common goals.

Professionalism Coordinating Council. This Council coordinates the CBA's efforts to improve professional conduct on the part of lawyers and judges in light of the Lawyers' Oath of Admission to practice law in Colorado and the reasonable expectations of the bench, bar, and the public.

APPENDIX E TO THE COLORADO BAR ASSOCIATION BYLAWS

Sections

Agricultural and Rural Law Section
Alternative Dispute Resolution Section
Business Law Section
Cannabis Law Section
Civil Rights Section
Communication and Technology Law Section
Construction Law Section
Criminal Law Section
Disability Law Section
Elder Law Section
Environmental Law Section
Family Law Section
Entertainment and Sports Law Section
Government Counsel Section
Health Law Section
Immigration Law Section
Intellectual Property Section
International Law Section
Judicial Liaison Section
Juvenile Law Section
Labor and Employment Law Section
Litigation Section
Military and Veterans' Affairs Section
Natural Resources and Energy Law Section
Real Estate Section
Solo/Small Firm Section
Taxation Law Section
Trust and Estate Section
Water Law Section
Workers' Compensation Section
Young Lawyers Division