

**AMENDED AND RESTATED BYLAWS  
OF THE  
REAL ESTATE LAW SECTION  
OF THE  
COLORADO BAR ASSOCIATION**

As approved by Real Estate Section Council on April 21, 2023.

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**AMENDED AND RESTATED BYLAWS  
OF THE  
REAL ESTATE LAW SECTION  
OF THE  
COLORADO BAR ASSOCIATION**

The Real Estate Law Section (the “Real Estate Section”) of the Colorado Bar Association (sometimes referred to hereafter as the “Association” or “CBA”), certifies that:

**A.** The Real Estate Section desires to amend and restate its Bylaws currently in effect as set forth herein.

**B.** The provisions set forth in these Amended and Restated Bylaws supersede and replace the existing Bylaws and any amendments thereto.

**C.** The Bylaws of the Real Estate Section are hereby amended by striking in their entirety all Articles inclusive, and by substituting the following:

**ARTICLE 1 — NAME AND PURPOSE**

**Section 1.1** **Name.** The Real Estate Law Section of the Colorado Bar Association shall be known as the Real Estate Section.

**Section 1.2** **Purpose.** The purpose of the Real Estate Section shall be to promote the objectives of the Real Estate Section and in particular to: (a) provide leadership in the practice of real estate law; (b) improve the education of lawyers and related professionals in real estate law; (c) promote the economic and professional interests and concerns of its members; (d) serve the public good; and (e) participate actively in the drafting, review, recommendation, and promotion of legislation and other laws, rules or regulations that affect real property, titles and the practice of real estate law.

The Real Estate Section shall also endeavor to: (i) promote a better understanding and cooperation among the members of the Association; (ii) minimize misunderstandings and disagreements among attorneys practicing real estate law and members of other professions and the general public with whom they interact; (iii) simplify real estate transactions by recommending standard procedures, forms and standards; and (iv) take such other action and perform such other functions as may be deemed proper by the Council of the Real Estate Section (the “Council”).

The Real Estate 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 (“CBA Values”). These practices may include, but are not limited to, assigning council composition, creating working groups/committees, planning speaking events and identifying speakers.

## ARTICLE 2 — MEMBERSHIP AND DUES

**Section 2.1 Membership.** Any member of the Association may become a member of the Real Estate Section upon notice to the Association and payment of the applicable annual Real Estate Section dues.

**Section 2.2 Annual Dues.** The Council shall have the power to fix the amount of annual dues paid by members of the Real Estate Section and to establish any classifications it deems appropriate for such purposes. Such dues shall be due and payable, in advance, by July 1 of each year or another date established by the Council. Notice of the amount due shall be given to members of the Real Estate Section at least 30 days before the due date. Subject to any longer grace period that may be established by the Council, any member of the Real Estate Section who has not paid the annual dues within 30 days after the due date in any year shall no longer be a member of the Real Estate Section. Termination of membership in the Association shall automatically terminate membership in the Real Estate Section.

## ARTICLE 3 — POWERS OF GOVERNMENT

The power of the Real Estate Section shall be vested in the Council and may be exercised by the members of the Council present at any fixed or special meeting, or without a meeting as authorized elsewhere in these Bylaws; however the Council, or to a majority of the members of the Council present at any fixed or special Council meeting, may refer any matter to the entire Council or the entire membership of the Real Estate Section for a vote by mail or electronic means in accordance with the terms of Section 11.6. A majority shall control in meetings or by mail or electronic means unless otherwise expressly provided in these Bylaws. Notwithstanding the foregoing, all powers of the Real Estate Section, however, shall be subordinate to the powers of the Association as set forth in its Bylaws.

## ARTICLE 4 — OFFICERS AND COUNCIL

**Section 4.1 Council.** The governing body of the Real Estate Section shall be the Council. The Council consists of seventeen (17) persons, including the five (5) officers of the Real Estate Section and the twelve (12) persons elected by the members of the Real Estate Section as provided in Section 6.2.

**Section 4.2 Officers.** The officers of the Real Estate Section shall be a Chair, a Vice Chair/Treasurer, a Secretary, a Board of Governors Representative and a Legislative Policy Officer. Such officers shall be members of the Council during their respective terms and shall be entitled to vote on matters before the Council.

**Section 4.3 Authority of Council.** The Council shall formulate policies of the Real Estate Section and shall have the authority to take such action on behalf of the Real Estate Section as may be appropriate at Council meetings or at other times. The Council shall present at any meeting of the Real Estate Section any matters which it may recommend for action by the Real Estate Section.

**Section 4.4 Vacancies/Resignation.** If any member of the Council shall fail to attend two successive meetings of the Council, except with prior approval of an officer of the Real Estate Section or otherwise for reasons acceptable to a majority of the other members of the Council, the position held by such member shall be vacated upon a majority vote of the other members of the Council. If any officer or other member of the Council, at any time after his or her election shall die, resign or cease to be a member of the Real Estate Section, then his or her office or position shall be automatically vacated, without action other than to note such fact in the minutes of the Council. Any officer or other member of the Council may resign, at any time, by sending a written notice of such resignation to the Secretary of the Real Estate Section. Any such resignation shall be effective when the Secretary receives it. In the event of a vacancy created by operation of this Section 4.4 or any other circumstance, the remaining members of the Council shall elect, by majority vote at a meeting in accordance with Section 10.3, a member of the Real Estate Section to fill such vacancy and to serve for the unexpired term of the office or Council position vacated. Any member of the Council may nominate a replacement Council member when a vacancy is created.

## **ARTICLE 5 — DUTIES OF OFFICERS AND OTHERS**

**Section 5.1 Chair.** The Chair shall be the executive officer of the Real Estate Section and, subject to the control of the Council, shall have general supervision, direction and control of the affairs of the Real Estate Section. The Chair shall preside at all meetings of the Real Estate Section and of the Council, and may comment at any meeting or by electronic mail on any matter on which members of the Section or the Council may be asked to vote. The Chair shall appoint the Director of Communications, as well as the members of all committees, and shall be a member ex-officio of all such committees or may designate another officer to serve as an ex-officio member of the committees. The Chair shall have power to enforce these Bylaws and the power to perform all duties and acts necessary to carrying out this office. Only those have who have served as previous Council members are eligible to be the Chair.

**Section 5.2 Vice Chair and Treasurer.** The offices of Vice Chair and Treasurer are combined and shall be held by a single individual. The Vice Chair/Treasurer shall perform the duties of the Chair in the absence or disability of the Chair at any meeting of the Real Estate Section or of the Council. As Vice Chair, he or she shall plan and moderate the next annual Real Estate Symposium (whether it will occur during or after the Vice Chair's term of office), and shall perform all other duties and acts as usually performed by a Vice Chair. As Treasurer, he or she shall act as a liaison with the finance department of the Association to establish a budget and to monitor and approve expenses, to report to the Council on the financial affairs of the Real Estate Section, and to make recommendations to the Council with respect to dues, revenues and expenses of the Real Estate Section. Only those have who have served as previous Council members are eligible to be the Vice Chair/Treasurer.

**Section 5.3 Secretary.** The Secretary shall be the custodian of all books, papers and other non-monetary property of the Real Estate Section and shall act as secretary at all meetings of the Real Estate Section and the Council. The Secretary shall take minutes of each such meeting and provide copies of all minutes to all Council members. The Secretary shall also provide copies of minutes to the Executive Director or designated representative of the Association, if requested.

The Secretary shall perform all other duties usually performed by such an officer. The Secretary shall act as chair of the Legislative Committee created by Section 7.1. The Secretary shall also act as chair of the Application Review and Nominating Committee created by Section 6.3. Only those who have served as previous Council members are eligible to be the Secretary.

**Section 5.4 Board of Governors Representative.** The Board of Governors Representative shall represent the interests of the Real Estate Section and its members and be a member of the Board of Governors of the Association. The term of the Representative is two years.

**Section 5.5 Director of Communications.** The Director of Communications is not an officer of the Real Estate Section but shall be appointed annually by the Chair. He or she shall chair the Communications Committee, and shall have direct responsibility for the proper functioning of that committee, with all authority necessary to discharge that responsibility. The Director of Communications shall be a member of the Council.

**Section 5.6 Immediate Past Chair.** The Chair from the immediately preceding year, while no longer an elected officer of the Real Estate Section, shall be appointed to serve in the role of Immediate Past Chair to provide for continuity on the Council from year to year with respect to its activities and matters of interest to the Real Estate Section and to allow continued participation by valued members of the Council who have served as Chair.

**Section 5.7 Legislative Policy Officer.** The Legislative Policy Officer will represent and coordinate the Real Estate Section's legislative priorities and goals to and with the Director of Legislative Relations of the Association, the Legislative Policy Committee of the Association and the Executive Council of the Association. The Legislative Policy Officer shall work to implement the legislative interests of the Real Estate Section and its members and advance the Real Estate Section's legislative priorities as determined by the Legislative Policy Committee of the Association. This position requires an application as set forth in Section 6.3 and will be reviewed and recommended by the Application Review and Nominating Committee during the Selection Process (defined below). Only those who have served as previous Council members are eligible to be the Legislative Policy Officer.

## ARTICLE 6 — APPLICATIONS, NOMINATIONS AND ELECTIONS

**Section 6.1 Election, Appointment and Terms of Officers.** The Chair, the Vice Chair/Treasurer, the Secretary, and the Legislative Policy Officer shall be elected by May 15 of each year in accordance with the procedures outlined in this Article. The term of each officer shall begin on July 1 and shall continue until June 30 of the following year unless a successor has not been chosen on that date, in which case each officer shall serve until a successor is chosen. The Board of Governors Representative shall be elected by May 15 of each odd numbered year in accordance with the procedures outlined in Section 6.3. The term of such officer shall begin on July 1 and shall continue until June 30 of the second year following unless a successor has not been chosen on that date, in which case such officer shall serve until a successor is chosen. The Legislative Policy Officer shall be elected on or before May 15 in accordance with Section 6.3.

The term of the Legislative Policy Officer shall begin on July 1 and continue until June 30 of the year following such appointment. The Legislative Policy Officer may serve successive terms.

**Section 6.2 Election of Council Members.** Four members from the Real Estate Section to serve on the Council shall be elected by May 15 of each year in accordance with the procedures outlined in Section 6.2 and Section 6.3 for terms of three (3) years beginning on July 1 of the year in which they shall have been elected and continuing until June 30 of the third succeeding year unless their successors have not been chosen on that date, in which case such members shall serve until their successor is chosen; provided that any member of the Council may apply, be nominated and elected to succeed himself or herself.

**Section 6.3 Applications.** Applications and elections shall be conducted as follows:

(a) The Chair, no later than ten (10) days before the January meeting of the Council each year, shall appoint a proposed Application Review and Nominating Committee consisting of three (3) members of the Council, one of whom shall be the Secretary of the Real Estate Section. The Secretary, no later than five (5) days before such January meeting of the Council, shall notify the members of the Council by electronic mail of the identity of the members of the proposed Application Review and Nominating Committee. The Application Review and Nominating Committee proposed by the Chair shall be deemed to have been approved by the Council unless, at the January meeting of the Council, (i) a quorum of the Council is present, (ii) a majority of the members of the Council present at the meeting vote to disapprove one or more of the proposed members of the Application Review and Nominating Committee, and (iii) a majority of the members of the Council present at the meeting vote to approve a specific slate of three (3) members of the Council, one of whom shall be the Secretary of the Real Estate Section, to serve as the Application Review and Nominating Committee for the current year's election. The Application Review and Nominating Committee approved or deemed approved by the Council in accordance with this Subsection 6.3(a) shall serve as the Application Review and Nominating Committee for the current year's election.

(b) In the performance of its duties, the Application and Nominating Committee shall be governed by the following directions and guidelines:

(i) The departing Vice Chair/Treasurer shall be nominated for the office of Chair unless he or she has resigned or otherwise become unavailable to hold that office.

(ii) The departing Secretary shall be nominated for the office of Vice Chair/Treasurer unless he or she has resigned or otherwise become unavailable to hold that office.

(iii) The Chair, in consultation with the Vice Chair, shall appoint or renew the term of the Legislative Policy Officer, and notify the Application Review and Nominating Committee of such appointment on or before March 25. The Application Review and Nominating Committee shall include the appointed Legislative Policy Officer on The Nominating Committee Slate.

(iv) The Application Review and Nominating Committee shall be mindful that the vitality and usefulness of the Real Estate Section depend upon recognition by the members of the Real Estate Section that their interests and aspirations are being given serious



attention, both in the selection of officers of the Real Estate Section and members of the Council, and in the conduct of the Real Estate Section's affairs. The Secretary of the Real Estate Section and the members of the Council shall be chosen on the basis of ability and willingness to serve the needs of the Association and the Real Estate Section, rather than as a method of conferring honors. The Application Review and Nominating Committee shall consider and be sensitive to diversity of background, gender, age, practice and geography reflected in the Real Estate Section, to the composition of the membership of the Real Estate Section including sole practitioners, various sizes of law firms, governmental employees and in-house counsel, and to the various specialized areas of real estate law practiced by Real Estate Section members.

(v) Although members of the Council may be elected to successive terms, the Application Review and Nominating Committee must recognize the importance of providing young lawyers with a visible path to involvement and advancement in the affairs of the Association and the Real Estate Section, and must weigh carefully the value of prior experience against the value of fresh thought.

(vi) The Application Review and Nominating Committee shall consider all applications for the office of Secretary and the Legislative Policy Officer who were former members of the Council.

(vii) The Application Review and Nominating Committee shall consider all applications for the four new members of the Real Estate Section to serve on Council.

(c) The Secretary, no later than February 15 of each year, shall notify (or cause staff of the Association to notify) all members of the Real Estate Section by e-mail of the identity of the members of the Application Review and Nominating Committee, of the officer and Council member positions to be filled by the current year's election, of the method by which applications may be submitted to the Application Review and Nominating Committee, and of the deadline (March 15 of the current year) for submission of such applications. The applications will be on the Association's form of application.

(d) After reviewing the applications, the Application Review and Nominating Committee shall make a final list of nominations for officers of the Real Estate Section and members of the Council in the form of a written slate of candidates for all such positions (the "Nominating Committee Slate"). The Nominating Committee Slate shall be delivered to the Chair of the Real Estate Section no later than April 1 of each year. However, if the Application Review and Nominating Committee do not agree on the Nominating Committee Slate, the Secretary will review the applications with the Chair and Vice-Chair and after such conferral, reconvene the Application Review and Nominating Committee to finalize the Nominating Committee Slate.

(e) Written notice of the Nominating Committee Slate shall be given to the last known electronic mail address of each member of the Real Estate Section, as reflected by the records of the Real Estate Section, no later than April 22. If any member of the Real Estate Section desires an alternative candidate for the office of Secretary, the office of Board of Governors Representative (if applicable in a given year), the Legislative Policy Officer or other member of the Council (in any case, an "Alternative Candidate"), such member may petition the Real Estate Section for an Alternative Candidate or Alternative Candidates by May 1 as long as such petition

is signed by such member and at least twenty-four (24) other members of the Real Estate Section. If the Secretary does not receive a duly signed petition for one or more Alternative Candidates by May 1, the Nominating Committee Slate shall be declared elected.

(f) If a duly signed petition for an Alternative Candidate is received by the Secretary by May 1, an election for the position that is contested shall be conducted by the Secretary. The Secretary shall direct ballots listing the Nominating Committee Slate and all Alternative Candidates to the last known electronic mail addresses of all members of the Real Estate Section, as reflected by the records of the Real Estate Section, no later than May 1. Members of the Real Estate Section shall be instructed to return all ballots to the Secretary no later than May 10. The Secretary shall only count all ballots which have been received by the Secretary on or before May 10. The counting of such ballots by the Secretary shall be completed as soon after May 10 as is reasonably practicable, but in any event by May 15. As between any two or more candidates for the position of Secretary, the Legislative Policy Officer and the Board of Governors Representative the one receiving the most votes shall be declared elected, and as among the candidates for positions on the Council, the four persons receiving the most votes evidenced by such ballots shall be declared elected. Notice to all members of the Real Estate Section of the election will be provided by May 15.

**Section 6.4 Officer Selection.** When selecting its officers and at large members, the Section will be committed to practices consistent with fulfilling the CBA's Mission, Values, and Vision Statements as articulated in Appendix A of the CBA Bylaws.

## ARTICLE 7 — COMMITTEES

**Section 7.1 Committees.** The following shall be standing committees of the Real Estate Section:

(a) **Title Standards Committee.** The Title Standards Committee shall be responsible for recommending to the Council the adoption, amendment, modification, or repeal of title standards relevant to the examination of titles in Colorado. Action proposed by the Title Standards Committee shall be reviewed by the Council and, if approved, shall be forwarded to the Executive Council or Board of Governors of the Association, as appropriate, for approval. If any proposal of the Title Standards Committee is rejected by the Council, the reasons for rejection shall be stated and the matter re-referred to the Title Standards Committee for further action as the Council may direct. In no event shall the Council amend or modify a title standard submitted by the Title Standards Committee without re-referral to and approval by the Title Standards Committee.

(b) **Legislative Committee.** The Legislative Committee shall be a committee of the whole Council, unless the Secretary appoints a Legislative Committee of fewer than all Council members. In consultation with the Legislative Policy Officer, the Legislative Committee shall be charged with the following responsibilities:

(i) to coordinate the Council's efforts in the review of legislation affecting real property or titles, or which affects the practice of real estate law.

(ii) to coordinate the Council's efforts in the drafting and promotion of, or taking other positions on, legislation affecting real property or titles, or which affects the practice of real estate law;

(iii) to approve and form task forces to review and draft legislation pursuant to this Section 7.1(b). Such task forces shall be made up of a combination of Council Members and Section members;

(iv) to coordinate the Council's recommendations for the Legislative Policy Officer to present to the Director of Legislative Relations of the Association, the Legislative Policy Committee of the Association, or the Executive Council of the Association, the adoption, repeal or amendment of, or opposition to, existing or proposed legislation;

(v) to assist the Education Committee in its efforts to provide education to members of the Real Estate Section, other members of the Association and other attorneys practicing in Colorado regarding newly announced judicial decisions and newly enacted statutes which affect real property or titles, or which affect the practice of real estate law; and

(vi) to keep the Real Estate Section's members reasonably informed of legislation affecting or pertaining to real property and titles, or the practice of real estate law.

With the consent of the Legislative Policy Committee of the Association, members of the Legislative Committee, or other persons designated by the Secretary or the Chair, shall appear before committees of the legislature to give expert opinions or to support or oppose pending legislation. In giving such opinions or voicing such positions, the person(s) appearing before a committee shall identify the opinions and positions expressed as the personal opinion and position of the person(s) appearing; provided, however, such person(s) may also: (A) identify the opinions and the position expressed as the opinions and position of the Real Estate Section when such action is approved in advance by the Legislative Policy Committee of the Association; or (B) identify the opinions and position as a product of a formal opinion and position of the Association when, prior to such appearance, the Legislative Policy Committee of the Association has authorized such person(s) to indicate that the opinion and position taken by such person(s) has been endorsed by the Association. Nothing contained in this paragraph is intended to restrict or prohibit any person who is a member of the Real Estate Section from appearing on their own behalf and testifying, providing their own opinions or the voicing of their own positions so long as such person identifies such opinions and positions as their own and not those of the Real Estate Section or the Association.

(c) **Interprofessional Committee.** The purpose of the Interprofessional Committee is to promote better understanding among real estate professionals. Members of the Interprofessional Committee may include the Association, represented by the Real Estate Section, the Colorado Division of Real Estate, the Colorado Association of REALTORS<sup>®</sup>, the Land Title Association of Colorado, and the Colorado Division of Insurance.

(d) **Affordable Housing Committee.** The purpose of the Affordable Housing Committee is to advance the public interest in the availability of housing by facilitating communication among industry members, delivery of programs and information to the public,

cooperation with legislative and regulatory bodies, and coordination with major employers and federal, state and local agencies. The committee's responsibilities shall include attendance and membership in the Colorado Housing Council and coordinating with any applicable legislative task forces in effect from time to time pursuant to Section 7(b)(iii). Members of the Colorado Housing Council may include Housing Colorado, the Colorado Apartment Association, the Colorado Association of Hispanic Real Estate Professionals, the Colorado Association of Mortgage Brokers, the Colorado Association of REALTORS<sup>®</sup>, the Colorado Bankers Association, the Rocky Mountain Home Association, the Colorado Mortgage Lenders Association, the Community Associations Institute–Rocky Mountain Chapter, the Association, represented by the Real Estate Section, and the Independent Bankers of Colorado.

**(f) Communications Committee.** The Communications Committee, chaired by the Director of Communications, is responsible for disseminating information to members of the Real Estate Section and other members of the Association in order to promote the high quality practice of real estate law in Colorado. The Committee's responsibilities shall include maintaining, improving and updating the Real Estate Section's web page on the Association's website; selecting, with the approval of the Association, a moderator of the Real Estate Section's Community internet discussion list, and working with the moderator and the staff of the Association to maintain, regulate and improve the usefulness of the discussion list to the members of the Association; overseeing and encouraging the use of other social media venues developed or approved by the Association to enhance communications among members of the Real Estate Section; publishing a periodic electronic newsletter for distribution to Real Estate Section members; and working with the editors of the Colorado Lawyer and other professional periodicals to solicit, edit and publish articles from members of the Real Estate Section or otherwise of interest to members of the Real Estate Section.

**(g) Education Committee.** The Education Committee shall plan and present continuing legal education programs for practitioners, including periodic topical luncheons and seminars, either independently or in coordination with Continuing Legal Education in Colorado, Inc., and other organizations providing continuing legal education programs, in order to address existing or developing areas of real estate and title law in Colorado.

**(h) Budget Committee.** The members of the Budget Committee shall be the Chair, the Vice-Chair/Treasurer, the Secretary, and the Immediate Past Chair. The Budget Committee shall study the income and expenses of the Real Estate Section and prepare and submit to the Council a proposed budget for the next fiscal year of the Association. The proposed budget shall be submitted to the Council no later than five days before the third Tuesday in April each year so that it may be voted on by the Council at the May meeting of the Council each year. The Committee may make recommendations to improve the financial efficiency of the Real Estate Section.

**(i) Membership and Practice Development Committee.** The Membership and Practice Development Committee shall maintain records regarding membership of the Real Estate Section, assist with periodic surveys of membership, and employ marketing and other tools to encourage membership in the Real Estate Section by all lawyers practicing real estate law. The Membership and Practice Development Committee shall also promote the economic and professional interests and concerns of the members of the Real Estate Section. In addition, the

Committee shall take a proactive role in: (i) minimizing misunderstandings and disagreements among attorneys practicing real estate law and members of other professions, and the general public with whom they interact; and (ii) distinguishing Real Estate Section members from other lawyers admitted to practice in Colorado by publicly promoting the members' competence and involvement in the practice of real property law. The Committee shall work, whenever possible, with other Committees of the Council to educate Real Estate Section members and foster communications between and among the Real Estate Section members and persons in related professions, and the general public, thereby enlarging and enhancing the professional services provided by Real Estate Section members.

**(j) Community Service Committee.** Working with and through other community organizations, the Community Service Committee shall propose appropriate charitable projects for members of the Real Estate Section, including public information programs. In selecting potential projects, the Committee shall endeavor to identify opportunities for members of the Real Estate Section to serve public needs as opposed to providing pro bono legal services to individual clients. All community/charitable organizations will be vetted by the Community Service Committee prior to recommending any partnership with the Real Estate Section for community service or charitable giving. At a minimum, such vetting shall include a review of the proposed community/charitable organization's values for consistency with the CBA's Values.

**Section 7.2 Authority to Appoint and Dissolve Committees.** The Chair, with the approval of the Council, may dissolve any of the standing committees described in Section 7.1 and may appoint such additional committees or such subcommittees of standing committees as may be required from time to time. The tenure of any such committee or subcommittee may expire at the end of the year in which it was formed or upon completion of an assignment, or may continue from year to year as the Council may direct.

**Section 7.3 Committee Appointments.**

**(a)** The Chair shall appoint members of all committees and shall designate the chair of each committee. Each committee may select from its members a committee secretary and such other officers as it considers necessary. In appointing committee members, the Chair shall attempt to retain enough experienced members to assure continuity while providing as much opportunity for service by new members as is consistent with the duties of the committee.

**(b)** No later than five days before the August meeting, the Chair shall advise the members selected by the Chair of their committee appointments, together with such assignment of duties as the Chair or the Council shall designate and as are consistent with these Bylaws.

**(c)** Subject to these By-laws and the By-laws 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 Values.

**Section 7.4 Reports.** Committees shall provide written reports and make reports to the Council from time to time as directed by the Council. Each committee may adopt rules to govern

its operation until altered by the same or a succeeding committee, all of which shall be consistent with these Bylaws and the policies of the Association.

## ARTICLE 8 — LIAISONS

**Section 8.1 Standing Liaison Members.** The following shall be standing liaison members of the Council:

(a) **Forms Committee Liaison.** A member of the Real Estate Section shall be designated to serve on the committee of the Colorado Real Estate Commission that is responsible for drafting and approving real estate forms for use by Colorado real estate brokers. He or she shall report to the Council regarding new and revised forms under consideration by the Real Estate Commission, shall obtain the views of the Council on such proposed new or revised forms, and shall provide the Real Estate Commission with such views as well as his or her own real estate law expertise.

(b) **Ethics Committee Liaison.** A member of the Real Estate Section who is also a member of the Association's Ethics Committee shall be designated for the purpose of representing within the Ethics Committee the positions and interests of members of the Real Estate Section consistent with the Colorado Code of Professional Responsibility; requesting evaluation from the Ethics Committee, by means of Ethics Committee letter response or formal opinion, matters of concern to members of the Real Estate Section pertaining to professional ethics; and reporting to the Real Estate Section regarding non-confidential matters under consideration by the Ethics Committee. Unless expressly authorized in advance by the Council to express an opinion or position of the Real Estate Section, the Liaison shall identify the opinions and positions expressed before the Ethics Committee as the Liaison's personal opinions and positions. Both the Real Estate Section's Liaison to the Ethics Committee and the Real Estate Section shall be sensitive to and respectful of the confidentiality of matters under consideration by the Ethics Committee, and nothing in these Bylaws shall be construed to minimize or adversely affect the Liaison's continued obligation of confidentiality as provided in the Bylaws of the Ethics Committee.

(c) **Title Standards Committee Liaison.** A member of the Real Estate Section shall be appointed to attend meetings of the Title Standards Committee and to provide status reports to the Council regarding matters discussed by the Title Standards Committee, including proposed title standards. The Title Standards Committee addresses the impact of specified title issues on the marketability of title and provides instructions as to the guidelines for an examining attorney and the scope of a title search as well as evaluating current title problems and proposing legislation for their solution.

(d) **Trust and Estate Section Liaison.** A member of the Real Estate Section who is also a member of the Trust and Estate Section shall be appointed to inform the Trust and Estate Section regarding matters of concern to members of the Real Estate Section.

(e) **Supreme Court Civil Rules Committee Liaison.** A member of the Real Estate Section and of the Association shall be designated by the Chair for appointment to the Supreme Court Civil Rules Committee for the purpose of representing within that Committee the

views and interests of members of the Real Estate Section. The Civil Rules Committee is appointed by the Colorado Supreme Court and is charged with the responsibility of periodic review, correction, updating and improvement of the State Court Civil Rules, other than Appellate Rules (addressed by the Appellate Rules Committee) and the Colorado Rules of Evidence (addressed by the Evidence Rules Committee).

**Section 8.2 Authority to Appoint Additional Liaison Members.** In addition to the standing Liaison members, the Chair may also appoint other appropriate Liaison members to serve for such purposes and for such time periods as directed by the Council.

**Section 8.3 Term of Liaison Members.** All Liaison members shall be appointed by and serve at the pleasure of the Chair, subject to the approval and consent of the Council, except that each Immediate Past Chair member shall serve for a term of one (1) year, for the year immediately following such individual's service as the Chair of the Council.

**Section 8.4 Qualifications and Authority of Liaisons.** Liaison positions may be filled by elected members of the Council or the Real Estate Section except for the Immediate Past Chair Liaison, which position shall be filled by the individual who served as Chair of the Council in the immediately preceding year. Unless they are otherwise Council officers or elected Council members, Liaisons shall be non-voting members of the Council in attendance at meetings of the Council. Liaisons shall be entitled to debate issues and motions pending before the Council but if such Liaisons are not otherwise Council officers or elected Council members, such Liaisons shall not have the authority to propose motions or introduce resolutions for consideration by the Council or to vote upon matters pending before the Council including, without limitation, motions, resolutions or proposed amendments to these Bylaws.

## ARTICLE 9 — REAL ESTATE SECTION MEETINGS

**Section 9.1 Annual Meetings.** No annual membership meeting of the Real Estate Section shall be required. However, if such a meeting is held, it may be held during the Annual Real Estate Symposium or the annual meeting of the Association, as determined each year by the Council.

**Section 9.2 Special Meetings.** Special meetings of the Real Estate Section may be called by the Chair upon approval of the Council, at such time and place as the Council or Chair may determine. Notice of special meetings of the Real Estate Section shall be given by the Secretary on behalf of the Council at least 15 days, but not more than 50 days, prior to the date of such meeting. Such notice is to be given by electronic mail or U.S. mail, directed in either case to each member at his or her last known address as reflected by the records of the Real Estate Section.

**Section 9.3 Quorum.** Any members of the Real Estate Section present at any meeting of the Real Estate Section shall constitute a quorum for such meeting.

**Section 9.4 Voting.** With the exception of disputed officers of Council members which is governed by Section 6.3, binding action of the Real Estate Section shall be in accordance with a majority vote of the members present at a meeting at which a quorum exists or by mail ballot in accordance with the procedures outlined in Section 11.6 below.

**Section 9.5 Order of Business.** The order of the business for any meeting of the Real Estate Section shall be determined by the Council and shall be announced in the agenda for the meeting. The most current published version of Roberts Rules of Order shall determine all matters of procedure unless the same shall be in conflict with the provisions of these Bylaws or of the Bylaws of the Association, in which case, these Bylaws shall control unless inconsistent with the Bylaws of the Association, in which case, the Bylaws of the Association shall prevail.

## ARTICLE 10 — REAL ESTATE SECTION COUNCIL MEETINGS

**Section 10.1 Regular Meetings.** Regular Meetings of the Council shall be held at the offices of the Association at 3:00 p.m. on the third Tuesday of each month, or at such other time and place as the Council or the Chair may determine from time to time. Notice of the time and place of each regular meeting of the Council shall be given by the Secretary to the Council members at their electronic mail addresses at least seven (7) days before the meeting. Attendance at a meeting by any Council member shall constitute a waiver by such member of notice of such meeting. The Chair will determine if a meeting in June and December are necessary.

**Section 10.2 Special Meetings.** Special meetings of the Council may be called by the Chair or by three members of the Council, and shall be held at such time and place as may be determined by the Chair and designated in the notice of such meeting. Notice of the time and place of any special meeting of the Council shall be given by the Secretary to the Council members at their electronic mail addresses at least three (3) days before the meeting. Attendance at a special meeting by any Council member shall constitute a waiver by such member of notice of such special meeting.

**Section 10.3 Quorum/Voting.** All members of the Council, including the Chair, the Vice Chair/Treasurer, the Secretary, the Board of Governors Representative, and the Legislative Policy Officer of the Section, shall be voting members of the Council. A majority of the voting members of the Council shall constitute a quorum of any meeting of the Council. All binding action of the Council shall be by a majority vote of the members present at a meeting at which a quorum exists or in accordance with Section 10.4 below.

**Section 10.4 Action Without a Meeting.** The Council shall have the right to take any action in the absence of a meeting, which they could otherwise have taken at a meeting, provided a notice stating the action to be taken and the time by which a Council member must respond is transmitted in writing to each member of the Council. The action shall be deemed taken if each member of the Council, by the time stated in the notice, either:

- (a) votes in writing for such action; or
- (b) votes in writing against such action or abstains in writing from such action; or
- (c) fails to respond or vote, and fails to demand in writing that the action not be taken without a meeting.



If a Council member, within the time to respond as stated in the notice, demands in writing that the action not be taken without a meeting, then the action may only be taken at a meeting which has been duly called and noticed. The certificate of the Secretary that no such demand was made shall be conclusive and binding upon the Council.

Except in the instance where a member demands that the action not be taken without a meeting, the action shall be authorized if the number of Council members voting in favor of the action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Council members then in office were present and voted. An abstention shall not be deemed to be a vote in favor or against an action. Any action taken under this Section shall have the same effect as though taken at a Council meeting. All written instruments necessary for any action taken pursuant to this Section or a written, certified summary of such written instruments compiled by the Secretary shall be filed with the minutes of the meetings of the Council. Action taken pursuant to this Section has the same effect as action taken at a Council meeting.

**Section 10.5 Order of Business.** The order of business at meetings of the Council shall be as follows, unless the Chair deems it advisable to change such order due to the nature of the business at hand:

- (a) call to order;
- (b) review and approval of Minutes of the preceding meeting;
- (c) reports of officers;
- (d) reports of committees;
- (e) reports of liaisons;
- (f) reports of task forces;
- (g) new business;
- (h) old business;
- (i) communications and bills; and
- (j) adjournment.

Meetings of the Council shall be conducted in an orderly manner, consistent with accepted standards of procedure for bodies of similar size and function, but no act or decision of the Council shall be subject to question on grounds that appropriate procedure was not followed in arriving at the act or decision, except by a member of the Council who was present at the meeting and who publicly voiced the member's objection to the procedure during the meeting.

**Section 10.6 Meeting by Telecommunication.** Any regular or special meetings of the Council, or any committee thereof, or of the Real Estate Section may be held by means of

conference telephone, video conferencing or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

## ARTICLE 11 — MISCELLANEOUS PROVISIONS

**Section 11.1 Fiscal Year.** The fiscal year of the Real Estate Section shall be the same as that of the Association.

**Section 11.2 Real Estate Section Funds.** The Association shall be requested to collect the funds of the Real Estate Section and to maintain the same in such account as the Association may deem advisable. The funds shall be under the control of the Council, which may direct the expenditures therefrom at any time in such manner, and upon such request, as the Council may deem appropriate.

**Section 11.3 Amendments.** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of two-thirds (2/3) of the Council members in office who are entitled to vote.

**Section 11.4 Notices.** The primary means of communication with the Real Estate Section members and Council members shall be by electronic mail. Unless otherwise expressly stated, any communication or other writing contemplated by these Bylaws may be given by electronic mail, and, if a signature is required, any communication by electronic mail shall be deemed signed by the person who sent it. It is the responsibility of each Real Estate Section member and each Council member to notify the Secretary and appropriate staff member of the Association of changes in his/her preferred electronic mail address.

**Section 11.5 Waiver of Notice.** Whenever any notice is required to be given under the provisions of these Bylaws, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstances requiring such notice, shall be deemed equivalent to the giving of such notice.

**Section 11.6 Days and Deadlines.** Any deadline that falls on a weekend or a state or Federal holiday will automatically extend to the next business day.

### **Section 11.7 Voting by Electronic Means in Lieu of a Meeting.**

(a) In case of a vote by electronic means in lieu of a regular or special meeting of either the Real Estate Section or the Council, the Secretary shall deliver electronic notice to all Real Estate Section members or Council members, as applicable, at each member's electronic mail address as it appears in the records of the Real Estate Section given for notice purposes. The notice shall include: (i) a proposed written resolution setting forth a description of the proposed action, (ii) a statement that Real Estate Section or Council members, as applicable, are entitled to vote by electronic means for or against such proposal, (iii) a date at least two (2) days after the date such notice shall have been given, on or before which all votes must be received at the address designated in the notice, and (iv) the number of votes which must be received to meet the quorum requirement and the percentage of votes received needed to carry the vote.

(b) The Real Estate Section may conduct elections of Council members by electronic means, in its sole discretion, and pursuant to procedures adopted by it; provided however, that any procedures adopted shall accommodate the right of any member to present an Alternative Candidate as set forth in Section 6.3 above.

**CERTIFICATE**

I hereby certify that the foregoing Bylaws, consisting of 17 pages, including this page but excluding the title page and the Table of Contents, constitute the Bylaws of The Real Estate Section of the Colorado Bar Association, as amended and restated by the Council as of April 21, 2023.



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Angela Schmitz, Secretary

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Amended April 19, 1994 [added Article VIII, Section 8]  
Amended October 18, 1994 [added Article VII, Section 1(i)]  
Amended August 22, 1995 [added last sentence of Article V, Section 3, and Article VII, Section 1(j)]  
Amended May 20, 2003  
Amended and Restated February 15, 2011  
Amended and Restated November 17, 2015  
Amended and Restated January 16, 2018  
Amended August 21, 2018 [deleted Section 8.1(f)]  
Amended and Restated February 16, 2021 [added application option to Article 6 nomination process and CBA mission and values language]  
Amended and Restated June 15, 2021 [amended to add Legislative Policy Officer and to delete Section 8.1(f) to be consistent with August 21, 2018 Amendment]  
Amended and Restated September 20, 2022  
Amended April 21, 2023 [changed Housing Council to Affordable Housing Committee]