

**BYLAWS OF THE NORTHWEST COLORADO BAR ASSOCIATION,**  
**A Colorado Not-For-Profit Corporation**

**ARTICLE I**  
**General Provisions**

- 1.1. Name. The name of the Corporation shall be the “Northwest Colorado Bar Association”.
- 1.2. Principal Place of Business. The initial office of the corporation shall be 1955 Shield Drive, Steamboat Springs, CO 80487, Steamboat Springs, Colorado, 80487. The principal office shall be located in Routt County, Colorado. The registered office may, but need not be, identical with the principal office, and shall be determined by the Board of Directors.
- 1.3. Seal. The Corporate seal, if any, shall bear the name of the Corporation and be impressed or affixed to any paper or document necessary and proper to the conduct of business by the Corporation.

**ARTICLE II**  
**Nonprofit Purposes**

- 2.1 IRC § 501(c)(6) Purposes. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code (“IRC”), including, the general purpose of providing professional association and continuing legal education for its members and the community, maintaining the highest standards of legal practice, and to maintain good public relations between the community and the legal profession as an organization qualified for exemption and under the terms of Section 501(c)(6) of the Internal Revenue Code (hereinafter the “Code”).

The more specific purposes of the Bar Association, without limiting the foregoing, are the following:

- 2.1.1. To provide forms of continuing legal education to its members.
- 2.1.2. To establish and conduct public relations activities with and in the community.
- 2.1.3. To assist in providing its members in the practice of the legal profession.
- 2.1.4. To elect officers to the Colorado Bar Association Board of Governors.
- 2.1.5. To support, promote, establish, or sponsor legal education in the community for members and the lay public.

- 2.1.6 To establish a legislative committee to communicate the Bar Association's attitudes and to provide assistance to local government officials on issues germane to its members' professional interests.
- 2.1.7 To hold meetings concerned with matters affecting the promotion and protection of the Bar Association, of the practice of law, and to promote association of the members.
- 2.1.8 To conduct Law Day activities.
- 2.1.9 To make recommendations regarding local court administration.
- 2.1.10 To act as a forum for discussing current legislation current case law, and all other current issues involving the community and the practice of law in that community.

The enumeration herein of specific purposes shall not be construed as limiting or restricting in any way the undertaking of such functions as shall advance the general purposes set forth above.

- 2.2. C.R.S. § 7-20-101 Purposes. This Corporation is organized exclusively for one or more of the purposes as specified in Title 7, of Section 121, Article 101 (et seq.) of the Colorado Revised Statutes, including, for such purposes, the raising of money, capital, any lawful purpose, and those purposes stated above.

**ARTICLE III**  
**IRC § 501(c)(6) Tax Exemption Provisions**

- 3.1. Limitations. The pursuit and development of the foregoing purposes are subject to and limited by the following:
  - 3.1.1. The Bar Association shall engage in no power or activity which is not a furtherance of the above-stated exempt purposes.
  - 3.1.2. The Bar Association shall not engage in lobbying which is not germane to the accomplishment of its exempt purpose.
  - 3.1.3. The Bar Association shall only engage in political campaigns on behalf or in opposition to candidates for public office to the extent that such intervention does not constitute the Bar Association's primary activity.
- 3.2 Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the IRC, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC.

- 3.3 Prohibition Against Private Inurement. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement of costs incurred for the purposes of the Corporation, and to make payments and distributions in furtherance of the purposes of this Corporation.
- 3.4 Distribution of Assets. Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to the federal government, to a state or local government, or to another nonprofit, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of federal laws and the laws of the State of Colorado.
- 3.5 Private Foundation Requirements and Restrictions. In any taxable year in which this Corporation is a private foundation as described in Section 509(a) of the IRC, the Corporation shall:
- 3.5.1 Distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the IRC; and,
  - 3.5.2 Not engage in any act of self-dealing as defined in Section 4941(d) of the IRC; and,
  - 3.5.3 Not retain any excess business holdings as defined in Section 4943(c) of the IRC; and,
  - 3.5.4 Not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the IRC; and,
  - 3.5.5 Not make any taxable expenditures as defined in Section 4945(d) of the IRC.
- 3.6 Upon a ruling that any transaction of the Corporation is prohibited, the Corporation shall be authorized to rescind such transaction and recover any monies improperly paid.

#### **ARTICLE IV** **Board of Directors**

- 4.1 Directors. The Corporation shall have a Board of Directors consisting of at least four (4) Directors. These four (4) Directors shall also be the Officers of the Corporation. The Corporation shall not have more than twenty-one (21) Directors, unless otherwise determined by amendment to these Bylaws by the Board of Directors. Directors shall be required to be members of the Corporation to serve.

- 4.2 Vacancies. Vacancies on the Board of Directors may be filled for the unexpired term of the predecessor in office by a majority vote of the remaining directors at any meeting of the Board of Directors. A vacancy created by an increase in the number of Directors may be filled for a term of office continuing only until the next election of Directors.
- 4.3 Power and Duties of Directors. The Board of Directors shall have control and general management of the affairs, property, and business of the Corporation and, subject to these Bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board of Directors may deem proper, including the formulation of the policies of the Corporation. The powers shall include but not be limited to the appointment and removal of the officers of the corporation specified in these Bylaws. The Board of Directors may exercise all the powers of the Corporation which are not expressly reserved to the Members by Law, the Articles of Incorporation, or these Bylaws, and subject to the laws of this State. However, when the regular membership of the Corporation authorizes or prohibits any act or policy by a majority vote, it shall be binding upon the Board of Directors.
- 4.4 Qualification, Election, and Term of Office of Directors. To qualify for election to the Board of Directors, candidates must be members of the Corporation. Board members shall be elected for two (2) year terms in staggered annual elections by the membership. As to the four (4) “core” Directors/Officers, their terms of office are outlined in greater detail below. All Directors shall hold office until the second annual meeting after their election or special meeting in lieu of the annual meeting, and thereafter, until their respective successors are chosen and qualified, or until s/he sooner dies, resigns, is removed, or becomes disqualified. The election of Directors shall be at the annual meeting of the membership, and shall be by open/public ballot, unless a secret ballot is requested. Half of the elected Directors shall be elected each year for a two-year term that commences immediately following the announcement of election results at the annual meeting of the Corporation. Nominees receiving the greatest number of votes shall be elected. Directors may succeed themselves in office.
- 4.5 Nominating Process. Any member present at the annual meeting may nominate a list of one or more candidates for each elected Director office to be filled, and shall add to that nominating list additional candidates who have been nominated by petition of two (2) members submitted to an officer by or at the time of an election. Any nominee must accept the nomination.
- 4.6 Duties of the Directors. It shall be the duties of the Directors to:
- 4.6.1 Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- 4.6.2 Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;

- 4.6.3 Meet at such times and places as required by these Bylaws;
  - 4.6.4 Register their mailing, physical, and e-mail addresses with the Secretary of the Corporation, and notices of meetings mailed to them at such addresses shall be valid notices thereof;
  - 4.6.5 Make and change regulations not inconsistent with these Bylaws for the management of the Corporation's business and affairs;
  - 4.6.6 Delegate any of the powers of the Board to any standing or special committee, or to any officer or agent of the Corporation, with such powers as the Board may see fit to grant;
  - 4.6.7 Purchase or otherwise acquire for the Corporation, any property, rights, or privileges that the Corporation is authorized by law to purchase or otherwise acquire at such prices as the Board may consider advisable, and, in its discretion, may pay therefor, in whole or in part;
  - 4.6.8 Sell or otherwise dispose of, transfer, or convey, any property of the Corporation, at such prices and consideration and upon such terms and conditions as the Board may consider advisable, and in its discretion accept in payment or exchange therefor, in whole or in part, money or property of any corporation(s), except as otherwise provided by law, the Articles of Incorporation, or these Bylaws; and,
  - 4.6.9 Cooperate or establish liaison with other public and private organizations having artistic, dance, musical and/or literary purposes advancing the charitable and educational purposes of the Corporation, consistent with law, the Articles of Incorporation, or these Bylaws, or the requirement of the IRC (or state law) necessary to maintain the Corporation's tax-exempt status.
- 4.7 Responsibilities. Before accepting a nomination for the Board of Directors, the nominee shall commit to the Corporation, orally and in front of the membership at the annual meeting, that s/he will fulfill the following responsibilities annually:
- 4.7.1 Assist in the governance of the Corporation;
  - 4.7.2 Serve actively as a member of at least one standing committee;
  - 4.7.3 Attend a minimum of three (3) Board meetings per year, evaluating reports, and reading and correcting minutes in advance of the meeting;
  - 4.7.4 Know that the Board is responsible for overseeing the strategic implementation of policies and programs;
  - 4.7.5 Assist with membership recruitment and retention;

- 4.7.6 Maintain appropriate confidentiality of Corporate information and act as a spokesperson only when officially designated to do so;
- 4.7.7 Participate in at least one membership phoneathon and one fundraising task force or phoneathon; and,
- 4.7.8 Know that the Board is fiscally responsible for the organization. Know what the budget is and take an active part in reviewing, approving, and monitoring the budget. Read financial statements and judge their soundness, exercising due diligence to oversee that the Corporation is well-managed and its financial situation is sound.

Absent extenuating circumstances, which the nominating committee may consider, a Board member who fails to meet these responsibilities over the course of his/her term shall not be re-nominated. Nothing in this section supersedes the right of the Executive Committee to remove a Director pursuant to Section 10 of this Article.

- 4.8 Voting Privileges. A Director may have two votes and two votes only at a meeting at which the Active (only voting members) members are voting their one vote for electing a Board Member, amending the Bylaws, or some designated issue. At meetings of only the Board of Directors and Officers, all shall have one vote and one vote only.
- 4.9 Removal. A Director may be removed with or without cause by affirmative vote of two-thirds (2/3) of the active members of the Corporation at a special meeting called by the Board of Directors for that purpose. A Director may be removed with cause only after reasonable notice and an opportunity to be heard.
- 4.10 Resignation. A Director may resign by delivering his/her written resignation to an Executive Officer of the Corporation, to a meeting of the Members or Directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.
- 4.11 Regular Meetings. Regular meetings of the Board of Directors shall be held at such places and at such times as the Directors may determine, provided that the Board of Directors shall meet at least four times during each fiscal year of the Corporation. Meetings are open to the Active Membership, though Active Members may not participate. The President may announce the time and place for the holding of regular meetings at the beginning of the year. Each Board member shall be provided additional reasonable notice of each Board meeting. Every Board member except the past presidents shall attend at least three (3) Board meetings during each fiscal year. In the event that a Board member fails to attend the minimum number of meetings, the Board member shall be removed from the Board of Directors at the end of the fiscal year absent extenuating circumstances.

- 4.12 Special Meetings. Special meetings of the Board of Directors shall be held at any time and any place when called by the President, or in his/her absence, by the Vice President. Special meetings may be demanded by a vote of five (5) or more Active Members at forty-eight (48) hours' notice (not including weekends or holidays), given in writing to the President. Should a quorum of the Board of Directors be unavailable, a forty-eight (48) hour extension shall be granted (not including weekends or holidays).
- 4.13 Chairperson of the Board. From among its members, the Board of Directors may elect a Chairperson of the Board. If one is elected, the Chairperson of the Board shall preside at meetings of the Board of Directors. If no Chairperson is elected, the President shall serve the duties of the Chairperson at meetings of the Board of Directors. If the President is unwilling or unable to serve these duties, the Vice President shall serve the duties of the Chairperson at meetings of the Board of Directors. If the President and Vice President are unwilling or unable to serve these duties, the Treasurer shall serve the duties of the Chairperson at meetings of the Board of Directors. If the President, Vice President, and Treasurer are unwilling or unable to serve these duties, the Secretary shall serve the duties of the Chairperson at meetings of the Board of Directors.

## **ARTICLE V** **Meetings of Directors**

- 5.1 Annual Meeting. The annual meeting of the Board of Directors shall be held immediately before and at the same place where the annual meeting of the membership has been held. The meeting will be held for the purpose of appointing committees and for the transaction of any other business as may properly come before the Board of Directors. No notice shall be required for the annual meeting of the Board of Directors, as it will be held prior to the annual meeting of the members.
- 5.2 Special Meetings. Special meetings of the Board of Directors may be called by or at the direction of the President or the Chairperson of the Board in accordance with the provisions in the Article above.
- 5.3 Notice of Meetings. Except for the annual meeting of the Board of Directors, notice of the date, time, and place of any meeting of the Board of Directors shall be given not later than seven (7) business days prior to the meeting. Except as herein provided, notice of all meetings of the Board of Directors shall be given to each Director by the Secretary, or in the case of the death, absence, incapacity, or refusal of such person, by the President. Such notice must be written, and may be delivered by mail, facsimile, or e-mail, but neither the business to be transacted at nor the purpose of any regular or special meeting need be specified in the notice or waiver of the meeting, except that if an amendment to the Bylaws or the Articles of Incorporation, election of a Director, or hearing of a Director to be removed shall be a purpose of the meeting, the same shall so be stated in the notice. Notice of meetings of the Directors may also (but need not) be given to the membership.

- 5.4 Quorums and Voting. At all meetings of the Board of Directors, a majority of the Board of Directors shall constitute a quorum for the transaction of business. The act(s) of the majority of the Directors present when there is a quorum shall be the act(s) of the Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board. No business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn.
- 5.5 Action without Meeting. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Directors entitled to vote. "In writing" is sufficient if received by letter, facsimile, or e-mail.
- 5.6 Conduct of Meetings. The Chairperson of the Board (or other Officer, as outlined above) shall preside over meetings of the Board of Directors. The Secretary of the Corporation, or another person appointed by the President, shall act as secretary of all meetings of the Board of Directors.
- 5.7 Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.
- 5.8 Insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or other provisions of law.
- 5.9 Director Compensation. A director shall not be entitled to receive compensation for his or her services, but the Board may from time to time establish a policy of reimbursing for the expenses of business conducted by a Director for the purposes of the Corporation.
- 5.10 Participation by Electronic Means. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of the Board or committee by means of conference telephone 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. Participation by electronic means shall be included in determination of a quorum. If such participation is at the participant's election, it shall also be at the participant's own expense. Meetings may be conducted by electronic means such as teleconference or web-based conference.



**ARTICLE VI**  
**Officers and Duties**

- 6.1 Officers. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and one Board of Governors Representative. Any two or more offices may be held by the same person, except the offices of President and Treasurer, and Vice President and Secretary. Officers shall be elected by the Membership at the annual meeting of the members, or appointed by the Board of Directors at the annual meeting of the Directors. A vacancy in any office may be filled by the Board of Directors at any regular or special meeting called for that purpose.
- 6.2 Qualifications of Officers. Any person who is a person duly admitted to practice law in the State of Colorado, who resides or practices within the geographical area determined by the Board of Directors, and who is a member in good standing on the date of the annual meeting of the Corporation, may serve as an officer.
- 6.3 Election, Term of Office. Officers shall be elected annually, in staggered terms, by the Members of the Corporation at the annual meeting of the members. Other officers, if any, may be elected by the Board of Directors at any time. Officers shall hold office until s/he resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever comes first. The elections for each office shall be as follows: The offices of President and Treasurer (subject to the term limits of Treasurer set forth below), shall be elected at the annual meeting of the Members in odd years; the offices of Vice President and Secretary shall be elected at the annual meeting of the Members in even years. Officers shall not be subject to term limits, and may serve for as long as the membership will have them serve.
- 6.4 President. The President shall, subject to the direction and supervision of the Board of Directors, be the Chief Executive Officer of the Corporation, and shall have general and active control and management of its affairs and business and general supervision of its officers, agents, and employees. The President shall appoint all committees or agents to perform the duties as required by the Corporation. The President shall have the authority to sign all contracts and other instruments on behalf of the Corporation, except as the authority may be restricted by resolution(s) of the Board of Directors as adopted from time to time. In particular, the President shall:
- 6.4.1 See that all orders and resolutions of the Board of Directors are carried into effect;
  - 6.4.2 Make all decisions and perform all acts necessary to the conduct of the Corporation between meetings of the Directors;
  - 6.4.3 Cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law;

- 6.4.4 Cause the formation of any committees (such as fundraising and membership committees) which are needed to be delegated and serve as an ex-officio member of such committee(s); and,
- 6.4.5 Any other duties deemed appropriate by the President and the Board of Directors for the purposes of the Corporation.
- 6.5 Vice President. The Vice President shall have the duties that the Board of Directors or the President may delegate to him/her from time to time. The Vice President shall assist the President in the performance of their duties as delegated by the President. In the absence of the President, and/or his/her/their inability to act, the duties and powers of the Office of the President shall be performed and exercised by the Vice President.
- 6.6 Secretary. The Secretary shall keep the minutes and act as Secretary of all meetings of the Members and of the Board of Directors. The Secretary shall be the custodian of the Corporation's records. The Secretary shall perform all duties usually incident to the Office of the Secretary, those duties specified in these Bylaws, and other duties that may be assigned to the Secretary by the President or the Board of Directors from time to time, including:
  - 6.6.1 Recording and maintaining all records of all proceedings of the members and directors in a book or series of books kept for that purpose, which book(s) shall be available at all reasonable times to the inspection of any member;
  - 6.6.2 Maintaining and exhibiting upon request:
    - 6.6.2.1 Records of all meetings of the incorporators;
    - 6.6.2.2 Copies of the Articles of Incorporation and Bylaws, and any other Corporate documents; and,
    - 6.6.2.3 The names, addresses, e-mails, and phone numbers of all members, Directors, and officers.
  - 6.6.3 Giving, or causing to be given, notice of all meetings of the members and special meetings of the Board of Directors;
  - 6.6.4 Keeping in safe custody the Seal of the Corporation, if any, and, when authorized by the Board of Directors, affixing the same to any instrument requiring it, and when so affixed, it shall be attested by his/her signature or by the signature of the Treasurer or such other officer as the Board of Directors may designate;

6.6.5 Performing all duties incident to the office of Secretary and such other duties required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors;

6.7 Treasurer. The Treasurer shall be the Chief Financial Officer and Chief Accounting Officer of the Corporation, and shall have general supervision over the care and custody of the funds and securities of the Corporation and shall deposit the same or cause the same to be deposited in the name of the Corporation in the bank(s) or trust company(ies), that the Board of Directors may designate. As of the date of adopting these Bylaws, the Office of Treasurer has been faithfully filled by the Hon. James Garrecht. Judge Garrecht shall serve in this Office without reelection until he no longer desires (or is unable) to serve in this position. Upon his removal from this Office, elections for this position shall commence as set forth above.

6.7.1 The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation and whenever required by the Board of Directors, shall render or cause to be rendered, financial statements of the Corporation. In particular, the Treasurer shall:

6.7.1.1 Have the custody of the corporate funds and securities and keep full and accurate accounts or receipts and disbursements in the books belonging to the Corporation;

6.7.1.2 Deposit all monies in the name and to the credit of the Corporation in such depositories as designated by the Board of Directors;

6.7.1.3 Disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements;

6.7.1.4 Render to the President and the Board of Directors, at its regular meetings or when the Board of Directors so requires, and account of all his or her transactions as Treasurer and of the financial condition of the Corporation;

6.7.1.5 Prepare or cause to be prepared, and certify or cause to be certified, the financial statements to be included in any required reports;

6.7.1.6 Exhibit at all reasonable times the books of account and financial records to any Director, or to his/her agent or attorney, on request thereafter; and,

6.7.1.7 Perform all duties incident to the Office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors.

6.8 Colorado Bar Association Representative/Board of Governors Representative.

6.8.1 The representative of this Association to the Colorado Bar Association, or any other association, shall be elected by a majority vote of the members in attendance at the annual meetings, and shall serve for a term of two (2) years.

6.8.2 Said representative shall communicate with the President and Board of Directors of this Corporation and to the ends of advising the members of the issues and decisions of the Board of Governors of the Colorado Bar Association.

6.9 Removal of Officer. An Officer may be removed with or without cause by a vote of the majority of all of the Board of Directors then in office at any special meeting called for such purpose or at any regular meeting. An Officer may be removed with cause only after reasonable notice and an opportunity to be heard.

6.10 Resignation of Officer. An Officer may resign by delivering his/her written resignation to the President or Secretary, to a meeting of the members or Directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

6.11 Compensation. An Officer shall not receive compensation for his/her services.

**ARTICLE VII**  
**Membership & Dues**

7.1 Eligibility. To qualify as a voting member, a person must be duly admitted to practice law in the State of Colorado and must reside or practice within the geographical area determined by the Board of Directors. Any person meeting these qualifications, and complying with the requirements and paying the dues as from time to time determined by the Board of Directors, shall be eligible for membership, regardless of age, race, religion, creed, color, national origin, sex, or sexual preference/orientation.

7.2 Membership Classifications. The following shall be the membership classifications, to be amended from time to time by the Board of Directors. The amounts for membership dues may be changed provisionally at any point by the Directors, but all such changes must be ratified by the voting membership at the next Annual Meeting, or such changes shall revert to the amounts before they had been changed:

- 7.2.1 *Retired/Inactive Member:* \$15.00
- 7.2.2 *Student Member:* \$20.00
- 7.2.3 *Support Staff Member:* \$25.00
- 7.2.4 *Junior Lawyer Member:*<sup>1</sup> \$35.00
- 7.2.5 *Intermediate Lawyer Member:*<sup>2</sup> \$50.00
- 7.2.6 *Senior Lawyer Member:*<sup>3</sup> \$65.00
- 7.3 Non-Liability of Members. A member of this Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.
- 7.4 Transfer of Membership. Membership in the Corporation is not transferrable or assignable.
- 7.5 Termination of Members. A membership shall terminate upon Member's failure to renew his/her membership, or, in the case of Active Members, due to neglect or abuse of membership privileges, failure to comply with the Articles or Bylaws of this Corporation, or failure to remain a member in good standing of the Bar.
- 7.6 Meetings. Meetings of Members shall be held at the principal office of the Corporation or at such other place as may be designated from time to time by the Board of Directors. Voting (Active) Members shall have notice to attend or may call the following meetings:
- 7.6.1 Annual Meeting. The Annual Meeting shall be held each fall/winter at the principal office of the Corporation. The purpose of the annual meeting shall be to elect the Officers, to announce the results of the election of the Board of Directors, to approve/amend the Bylaws, if necessary, and to transact such other business as may come up at the meeting. Notice of the annual meeting which appears in a brochure promoting the annual meeting at which the meeting is held shall be considered adequate notice. Date and time to be announced each year.
- 7.6.2 Regular Meetings. Regular meetings shall be held at least once a year at a time and place to be determined by the Board of Directors at the Annual Meeting.

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<sup>1</sup> Defined as any lawyer in practice 1-3 years.

<sup>2</sup> Defined as any lawyer in practice 4-7 years.

<sup>3</sup> Defined as any lawyer in practice eight or more years in any jurisdiction.

- 7.6.3 Special Meetings. Special meetings shall be called by the Board of Directors, the President, or a committee of at least five (5) members with an agenda who contact the Secretary from time to time with accordance to the laws of this State, the Articles of Incorporation, and these Bylaws regarding special meetings. Notice of the special meeting shall be given by the Corporation within thirty (30) days after the date the written demand is delivered to a corporate officer, but no fewer than ten (10) days before the meeting. The purpose of the meeting shall be stated in the notice for the meeting and only such business as stated shall be conducted.
- 7.6.4 Notice. Notice of meetings shall be given to each member entitled to vote at a meeting in a fair and reasonable manner. Notice may be given as set forth below or by other means when all the circumstances are considered. Written notice by first class or registered mail, e-mail, or facsimile of any regular or special meeting stating the place, date, and hour of the meeting shall be given not fewer than ten (10) nor more than sixty (60) days before the date of the meeting. Notice of a special meeting shall be given as outlined above.
- 7.6.5 Quorum of Members. A quorum shall consist of at least twenty (20) (Active and Voting) members of the Corporation. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain is a motion to adjourn. A member who is counted for purposes of determining whether a quorum is present is considered to be present for the remainder of the meeting (including adjournments), and cannot defeat the quorum by departing the meeting before it has concluded. The number of members voting shall constitute a quorum for purposes of electing officers and board of directors whether at a meeting or by ballot distributed electronically or by mail.
- 7.6.6 Action. If a quorum exists, action on a matter other than the election of directors is approved if the majority of votes cast in favor of the action unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws.
- 7.6.7 Proxies. Voting may not be by proxy.
- 7.6.8 Action by Written Ballot. Action, other than elections, may not be taken by written ballot.

## 7.7 Voting Privileges.

7.7.1 Voting Members: Active Members are entitled to one vote only at all meetings and the Board of Directors are entitled to two. A petition with two (2) active members' endorsements establish the nomination of a candidate of the Board of Directors or motion to an amendment of these Bylaws. "Active Members" means any Junior, Intermediate, or Senior Lawyer.

### 7.7.2 Non-Voting Members:

7.7.2.1 Retired/Inactive Member: Any person who was a lawyer, but has retired, or any member whose state license has become inactive, and who adheres to the purpose, mission, goals, and Bylaws of the Corporation may be admitted to this Corporation as a Retired/Inactive Member. A retired/inactive member shall pay the required dues, and continue to adhere to the objectives of the Corporation and to the qualifications for retired/inactive membership (e.g., if the lawyer comes out of retirement, or their license becomes active, s/he will no longer fit in this category). Retired/Inactive members shall enjoy the rights and privileges accorded them by the Board of Directors, but shall not have the right to vote or hold office.

7.7.2.2 Student Member: Any person who is currently enrolled as a law student and who adheres to the purpose, mission, goals, and Bylaws of the Corporation may be admitted to this Corporation as a student member. A student member shall remain a member in academic good standing at their law school (determined generally to be above a "2.0" or "C" average, the final say for which shall rest with the Board of Directors), shall pay the required dues, and continue to adhere to the objectives of the Corporation and to the qualifications for student membership. Student members shall enjoy the rights and privileges accorded them by the Board of Directors, but shall not have the right to vote or hold office.

7.7.2.3 **Support Staff Member:** Any person who serves in a supportive capacity for a law firm (e.g., secretary, law clerk, paralegal, office assistant, etc.), and who adheres to the purpose, mission, goals, and Bylaws of the Corporation may be admitted to this Corporation as a Support Staff Member. Support staff members shall pay the required dues, and continue to adhere to the objectives of the Corporation and to the qualifications for support staff membership (e.g., if the person no longer serves a law firm in a supportive capacity, s/he will no longer fit in this category). Support staff members shall enjoy the rights and privileges accorded them by the Board of Directors, but shall not have the right to vote or hold office.

7.7.2.4 **Honorary Life Member:** Any person who has been a member of the Corporation for at least forty (40) years and who has been specifically designated an honorary member by two-thirds (2/3) vote of those present and entitled to vote at any regular meeting shall be an honorary lifetime member of the Corporation, and shall be exempt from the requirement of payment of dues. The honorary lifetime member shall automatically receive all regular publications of the Corporation. Honorary members shall enjoy the rights and privileges accorded them by the Board of Directors, but shall not have the right to vote or hold office.

7.8 **Conduct of Meetings.** Meetings of members shall be presided over by the President of the Corporation and recorded by the Secretary or other individual as designated by the President. Such rules may be revised from time to time insofar as such rules are not inconsistent with these Bylaws, the Articles of Incorporation, or with provisions of law. Robert's Rules of Order shall govern the conduct of the meetings of the Corporation. In the event of a conflict with these Bylaws, these Bylaws shall take precedence.

7.9 **Resignation.** A member may resign by submitting a written resignation. Such resignation shall become effective on the date submitted. Resignation shall not entitle the member to a refund of dues, nor shall it relieve the member from any obligations owed to the Corporation that were incurred prior to resignation (such as pledges, membership fees, outstanding charges for services, and the like). If the resigning member is also a member of the Board of Directors or an Officer, resignation from membership shall also constitute resignation from office.



- 7.10 Record Dates. The record date for purposes of determining the members entitled to notice of any regular or special meeting shall be the close of business on the last day of the month that is at least thirty (30) days preceding the date that the notice is to be given. The record date for purposes of determining the members entitled to vote at a meeting shall be the last day of the month that is at least thirty (30) days preceding the date of the meeting at which a vote or action shall be taken. The record date for purposes of a mail or electronic election shall be the last day of the month that is at least thirty (30) days preceding the date ballots are distributed.
- 7.11 Dues in Arrears. Members whose dues are more than sixty (60) days in arrears shall be suspended from membership without notice or further action by the Corporation pending payment.
- 7.12 Membership List. The membership list is the sole, proprietary, and confidential information of the Corporation, and will not be sold to any person or entity.
- 7.13 Dues.
- 7.13.1 The Board of Directors shall have the power to fix the amount of annual dues to be paid by members of this Corporation. In order to encourage membership and participation in the Corporation by new lawyers, retired lawyers, and by non-lawyers, the dues for these various categories shall be fixed by the Board of Directors in an amount less than the dues for active members. Should the Board of Directors fail to do so, the schedule dues for the preceding year shall remain in full force and effect until duly changed. Any member whose dues have been waived by the Colorado Bar Association shall be eligible to apply for a waiver of dues by the Northwest Colorado Bar Association. In such cases, the Northwest Colorado Bar Association Board of Directors shall have the authority, in its sole and subjective discretion, to waive the applicant's fees on an annual basis.
- 7.13.2 All dues shall be paid to the Treasurer of this Corporation, or to the Colorado Bar Association, in advance, on or before July 1 of each year.
- 7.13.3 Each member shall pay dues as are assessed by the Colorado Bar Association. Any dues paid by members to the Secretary shall be forwarded to the Colorado Bar Association within thirty (30) days after receipt.
- 7.13.4 The Treasurer shall make a list of the roll of the members who are in good standing and who have paid their dues, and the Treasurer shall strike from the membership roll the names of any member whose dues for any fiscal year have not been paid by November 1, of said year, and shall certify to the Board of Directors a list of all members so stricken from the membership roll. Any member so stricken may be reinstated upon payment of a penalty as may be established by the Corporation, plus his or her dues owing for the fiscal year.

7.13.5 The fiscal year of this Corporation shall be from January 1 to December 31.

**ARTICLE VIII**  
**Handling of Property, Records, Funds & Gifts**

- 8.1 Property. The Board of Directors and Officers of the Corporation may solicit property for the non-profit purposes of the Corporation at any time.
- 8.2 Signature on Checks, Etc. All checks, drafts, bills of exchange, notes or other obligations or orders for the payment of money shall be signed in the name of the Corporation by the Treasurer and/or the President.
- 8.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- 8.4 Gifts. The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.
- 8.5 Execution of Papers. Except as provided in the Articles of Incorporation or as the Board of Directors may generally or in particular cases authorize the execution of papers in some other manner; however, all deeds, leases, transfers, contracts, bonds, notes, releases, checks, drafts, and other obligations to be executed on behalf of the Corporation shall be signed by the President and/or the Treasurer.
- 8.6 Corporate Records. The original or attested copies of the Articles of Incorporation, Bylaws, and records of all meetings of the incorporators and members, and the membership and fundraising records, which shall contain the names of all members and contributors and their recorded address of each such person or corporations, shall be kept at the principal office of the Corporation. Such copies and records shall also be available at all reasonable times for inspection by any member for any proper purpose, but not to secure a list of members or other information for the purpose of selling lists or informational copies thereof, or of using the same for a purpose other than in the interest of the applicant, as a member or contributor, relative to the affairs of the Corporation.
- 8.7 Right to Copy. Any inspection under the provisions of this Article may be made in person or by agent or attorney, and the right to inspection shall include the right to copy and make extracts. Pursuant to IRS Publication 557, the Northwest Colorado Bar Association may charge \$0.10 per page for black and white copies, and \$0.20 per page for color copies. See IRS PUBLICATION 557, *Tax –Exempt Status for Your Organization* at 19 (Cat. No. 46573C Rev. Oct. 2013).

**ARTICLE IX**  
**Amendments**

- 9.1 Amendment of Bylaws. The Board of Directors shall have the power to alter, amend, or repeal all or part of the Bylaws of the Corporation at any regular meeting of the Board of Directors or at any special meeting called for that purpose only upon three-quarters (3/4) vote of the Board of Directors.
- 9.2 Amendment of Articles of Incorporation. The Articles of Incorporation may be amended on resolution of the Board of Directors and submission to a meeting of the members where it is approved by a vote of two-thirds of the members present at the meeting or represented by proxy. A resolution to amend may also be submitted to the members on the request of one-twentieth of the members entitled to vote on the resolution.

**ARTICLE X**  
**Provisions of Law**

- 10.1 These Bylaws shall be subject to such provisions of the statutory and common law of the State of Colorado as may be applicable to corporations organized under the laws of the State of Colorado. References herein to provisions of law shall be deemed to be references to the aforesaid provisions of law. All references in these Bylaws to such provisions of law shall be construed to refer to such provisions as from time to time amended.

**ARTICLE XI**  
**Indemnification**

- 11.1 Indemnification by Corporation of Directors and Officers. The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this State.
- 11.2 Authority to Indemnify. Except as provided elsewhere in these bylaws, the Articles of Incorporation or by law, the Corporation may indemnify a person made a party to a proceeding because the person is or was a director, trustee, officer, employee, fiduciary or agent of the Corporation against expenses (including attorney's fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person: (a) acted in good faith, (b) reasonably believed, in the case of conduct in an official capacity with the Corporation, that the conduct was in the Corporation's best interests, and in all other cases, that the conduct was at least not opposed to the Corporation's best interests, and (c) in the case of any criminal proceeding, had no reasonable cause to believe the conduct was unlawful.

However, no person shall be entitled to indemnification under this section either: (a) in connection with a proceeding brought by or in the right of the Corporation in connection with a proceeding by or in the right of the Corporation in which the director, trustee, officer, employee, fiduciary or agent was adjudged liable to the Corporation; or (b) in connection with any other proceeding charging improper personal benefit, that the director, trustee, officer, employee, fiduciary or agent derived an improper personal benefit, whether or not involving action in an official capacity, in which proceeding the director, trustee, officer, employee, fiduciary or agent was adjudged liable on the basis that the director derived an improper personal benefit. Indemnification permitted under this section in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding, and the ultimate decision as to whether to indemnify any such person under this Section rests ultimately with the Board of Directors. The termination of any action, suit or proceeding by judgment order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this section.

- 11.3 Successful Defense on the Merits. Unless limited by the Articles of Incorporation, the Corporation shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director, trustee, officer, employee, fiduciary or agent, against reasonable expenses incurred by the person in connection with the proceeding.
- 11.4 Determination and Authorization. Determinations and authorizations of indemnity or payments for indemnification shall be made in the manner specified in the Colorado Revised Nonprofit Corporation Act.
- 11.5 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer, employee, fiduciary or agent of the Corporation, or who, while a director, trustee, officer, employee, fiduciary or agent of the Corporation is or was serving at the request of the Corporation as a director, trustee, officer partner, member, manager, trustee, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or employee benefit plan or other enterprise against any liability asserted against or incurred by the person in that capacity or arising from the person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this article.
- 11.6 Nonexclusivity of Article. The indemnification provided by this article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, any bylaw, agreement, resolution of disinterested directors, state or federal law, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of such person's heirs, executors and administrators.

- 11.7 Notice to Members. If the Corporation indemnifies or advances expenses to a director under this article in connection with a proceeding by or in the right of the Corporation, the Corporation shall give written notice of the indemnification or advance to the voting members with or before the notice of the next voting members' meeting.

**ARTICLE XII**  
**Nondiscrimination**

- 12.1 Membership and Services. The Corporation shall not discriminate against any otherwise qualified member or applicant for membership, for the Board of Directors, for any committee, or for executive offices, because of race, creed, color, national origin, sex, marital status, sexual orientation/preference, religion, ancestry, mental or physical handicap, or age in offering any of its services, including but not limited to acceptance into the membership and admission to any meeting or events.
- 12.2 Employment. The Corporation shall not discriminate against any employee or applicant for employment on the basis of the above characteristics. The organization will ensure that during the application process or during employment, that individuals are treated without regard to the above mentioned characteristics. Such action shall be taken with respect to all aspects of employment, compensation, and training.
- 12.3 Other. In the event the Corporation contracts with other entities to provide services, or accepts funding from them, the nondiscrimination requirements of those entities shall additionally be adopted automatically if they are more detailed or extensive than these bylaws provide.

**ARTICLE XIII**  
**Representatives to the Colorado Bar Association**

- 13.1 The Corporation elects to become and be an affiliated association of the Colorado Bar Association. As herein provided, any active attorney member of the Association may be elected to represent the Association on the Board of Governors of the Colorado Bar Association.
- 13.2 The term of the Corporation's member to the Board of Governors of the Colorado Bar Association shall be two years.
- 13.3 The representative to the Board of Governors shall report to this Corporation at its meetings on the activities of the Board of Governors of the Colorado Bar Association, and shall be non-voting ex-officio members of the Board of Directors, with the right to attend all meetings of the Board of Directors.

**ARTICLE XIV**  
**Committees**

- 14.1 Committees. The President or the Board of Directors may, by a majority vote of its members of the Board, designate a committee. These committees may consist of persons who are not also members of the Board, and shall act in an advisory capacity to the Board of Directors. To serve on a committee, one must be an active member of the Corporation. Non-voting members (e.g., retired members, support staff members, law student members, etc.) *may* serve on committees.
- 14.2 New Member Committee. The Corporation shall have a New Member Committee. All activities of the committee shall be open to any member of the Corporation, except votes regarding New Member Committee business. The purposes of the NMC shall be: to benefit the Corporation by strengthening its membership and organizational vitality; to assist in the recruitment and retention of new members of the Corporation; and to establish and maintain contact with law students or students interested in the law.
- 14.3 Standing Committees. There shall be established by the Board of Directors or the President such standing committees of this Corporation as they shall deem proper and appropriate, whose members shall serve without compensation, which may include the following committees:
- 14.3.1 Access to Justice;
  - 14.3.2 Annual meeting;
  - 14.3.3 Awards;
  - 14.3.4 Bench/Bar;
  - 14.3.5 Community Service/Public Relations;
  - 14.3.6 Continuing Legal Education;
  - 14.3.7 Golf;
  - 14.3.8 Law Day;
  - 14.3.9 Legislative;
  - 14.3.10 Membership;
  - 14.3.11 Mock Trial;
  - 14.3.12 Monthly Luncheon;
  - 14.3.13 Newsletter;
  - 14.3.14 Nominating;
  - 14.3.15 Professionalism;
  - 14.3.16 Young Lawyers; and,
  - 14.3.17 Such other Committees as the Board of Directors or the President deems advisable.
- 14.4 In addition to the above, the Board of Directors or the President shall have the authority to establish *ad hoc* committees for particular purposes, the members of which shall serve without compensation.

- 14.5 The duties of all said committees shall be such as the name of the committee suggests or such additional duties as the President of this Association may request.
- 14.6 After the appointment of the committee members, the committee members shall select a Chairperson of each committee. Such Chair may recommend a successor. The term of appointment of each committee member shall be one year. There shall be no term limits for committees.
- 14.7 The committee Chairpersons are entitled, authorized, and encouraged to solicit additional members of their committee. Any additional members serving on the committee may be appointed by the committee Chairperson at any time.
- 14.8 Each committee Chairperson shall submit a written report on an annual basis to the Board of Directors describing the operations of the Committee during the preceding year. These reports will be submitted thirty (30) days prior to the annual meeting. These reports will include any changes in the goals or the policies of the committee deemed necessary or desirable by the committee. The Board of Directors or President may request such additional reports as deemed desirable. The committee reports will be reviewed by the Board of Directors.

**ARTICLE XV**  
**Effective Date**

- 15.1 These Bylaws as herein provided shall become effective from and after the date of 12/19/15 or as further amended.

Upon motion duly made, seconded, and as approved by a majority of the members present, these Bylaws are hereby adopted as the Bylaws of the Northwest Colorado Bar Association this 19 day of December, 2015.

  
Secretary