

**BYLAWS OF
THE EL PASO COUNTY BAR ASSOCIATION**

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THE EL PASO COUNTY BAR ASSOCIATION**

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BYLAWS OF THE EL PASO COUNTY BAR ASSOCIATION

ARTICLE I. NAME

1.01 **NAME**. The formal name of the organization shall be THE EL PASO COUNTY BAR ASSOCIATION and may be referred to as the “Bar Association” or the “Association” or the “EPCBA” herein and elsewhere.

ARTICLE II. OFFICES

2.01 **PRINCIPAL OFFICE**. The principal office of the Bar Association shall be such location as from time to time may be determined by the Board of Trustees.

ARTICLE III. OBJECTS

3.01 **OBJECTS**. The objects of the Bar Association are to advance the science of jurisprudence, to secure the more efficient administration of justice, to encourage the adoption of proper legislation, to advocate thorough and continuing legal education, to uphold the honor and integrity of the Bar, to cultivate cordial relations among the lawyers within Colorado’s Fourth Judicial District, and to perpetuate the history of the profession and the memory of its members.

ARTICLE IV. MEMBERSHIP

4.01 **CLASSES**. The Bar Association shall be composed of members of five (5) classes: Active, Inactive, Life, Associate and Student.

(1) **Active Members**. Any person who is in good standing and registered as a licensed member of the Bar of the Supreme Court of Colorado and who is practicing or holding judicial office in the Fourth Judicial District of Colorado may apply for active membership in the Association. That person shall become an active member upon approval according to procedures established by the Association. Active members shall pay dues as set by the Board of Trustees

and shall enjoy all rights and privileges in the Bar Association, including the right to vote and hold office.

(2) **Inactive Members.** Any other person in good standing with the Bar of the Supreme Court of Colorado, but not practicing in the Fourth Judicial District, or any member in good standing with the Bar of any other jurisdiction, may apply for inactive membership. That person shall become an inactive member upon approval according to procedures established by the Association. Inactive members shall pay dues as set by the Board of Trustees and shall enjoy all rights and privileges in the Bar Association except the right to vote or hold office.

Any active member of the Association who ceases the practice of law and/or ceases to hold judicial office in the Fourth Judicial District while still in good standing with the Bar of the Supreme Court of Colorado shall automatically become an inactive member of the Association.

(3) **Life Members.** Members who have been admitted to the Bar of the highest Court in Colorado or of any State for at least fifty (50) years are entitled to life membership without further payment of dues and assessments. The years of admission in Colorado or any other State may be added together to determine eligibility as a life member.

(4) **Associate Members.** Non-lawyers who serve within and contribute to the legal system, including but not limited to law office managers, administrators, paralegals or legal assistants, and other professionals working closely with lawyers and the legal system may apply to become associate members.

It is intended that associate membership be available only to those persons who, by work responsibility rather than job title, serve within, and contribute to, the practice of law or the legal profession or the legal system in an active and direct manner. Associate members shall pay dues as fixed by the Board of Trustees and shall enjoy all rights and privileges in the Bar Association

except the right to vote. The Board of Trustees shall determine the procedures and qualifications for admission of associate members.

(5) **Student Members.** Any student of an accredited law school, undergraduate institution, or paralegal program may apply to become a student member. Student members shall pay dues as set by the Board of Trustees and shall enjoy all rights and privileges in the Bar Association except the right to vote and hold office. The Board of Trustees shall determine the procedures and qualifications for admission of student members.

4.02 **PROCEDURE FOR APPLICATION FOR MEMBERSHIP**

(1) **Procedures.** From time to time, the Board of Trustees shall establish procedures, consistent with these Bylaws, for how a person becomes a member of the Association.

(2) **Application.** All applications for membership shall be made in writing on the El Paso County Bar Association website or by phoning the Association.

(3) **Investigation.** The Association may investigate applicants for membership according to procedures established by the Board of Trustees. The Association, through a membership committee or other Board designated person or persons, may solicit comments or opinions concerning the applicant, which comments or opinions shall be kept confidential, except from the applicant. The applicant, if so requested, shall appear before the Association, including before a membership committee or any other person or persons, as prescribed by the Board of Trustees, for the purpose of answering questions pertaining to the application and the applicant.

4.03 **TERMINATION OF MEMBERSHIP**

(1) **Suspension of Membership.** Any member of the Association who becomes delinquent in the payment of dues or assessments of the Association shall be automatically suspended from membership. Written notification shall be sent to a member upon his or her automatic suspension. The Board of Trustees may also vote to suspend a member for good cause, as defined by the Trustees from time to time. A suspended member shall have no voice, vote, or right to hold office in the Association business and shall not be eligible to attend meetings or functions of the Association.

(2) **Reinstatement of Membership.** A member suspended for nonpayment of dues or assessments shall be reinstated to membership upon the payment of all dues and assessments accrued to the date of payment. Members suspended for reasons other than or in addition to nonpayment of dues or assessments may be reinstated by a majority vote of the Board of Trustees. In addition, the Board of Trustees may reinstate any suspended member by a majority vote of the Board of Trustees.

(3) **Termination of Membership.** Any member of the Association whose license and privilege to practice law in the State of Colorado is suspended by the Supreme Court of Colorado for any period of time, and any member of the Association who is disbarred by the Supreme Court of Colorado, shall be automatically terminated from membership in the Association as of the date of his or her suspension or disbarment. Written notification shall be sent to a member upon his or her termination from membership.

Any member of the Association who has been suspended by the Association for a period of one year – due to becoming delinquent in the payment of dues or otherwise – shall be terminated from membership.

(4) **Reapplication for Membership.** Any person denied or terminated from membership in the Association shall meet all qualifications for Association membership before he or she can be eligible for reapplication for such membership. The person shall make reapplication in the same manner as set out in this Article for original membership.

4.04 RESIGNATION. Any member may resign by notifying the Executive Director of the Association any other Association staff member. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

4.05 STANDARDS OF CONDUCT OF MEMBERS OF THE ASSOCIATION. All members of the Bar Association shall at all times, consistent with the member's duties to his or her clients and as an officer of the courts, conduct his or her professional and public life in a manner which promotes public confidence in our legal system and the legal profession, and shall at all times avoid irresponsible or improper professional conduct, including conduct affecting or involving the Association, clients, the courts or their staffs, the public, or other attorneys. All attorney members of the Association shall observe the Oath of Admission and the Colorado Rules of Professional Conduct, adopted by the Supreme Court of the State of Colorado, in addition to any rules of discipline thereunder promulgated, and as they may, from time to time, be amended. All members of the Association shall avoid any abuse of the rights and privileges resulting from membership in the Association.

4.06 TRANSFER OF MEMBERSHIP. Membership in the Association is nontransferable and nonassignable.

ARTICLE V. FINANCE

5.01 ANNUAL DUES. Each member shall pay annual dues as may be set from time to time by the Board of Trustees.

5.02 SPECIAL PROJECT DUES AND SPECIAL ASSESSMENTS. Each member shall pay, in addition to any annual dues, any special project dues or special assessments approved by a majority of members voting in a special election. Such special election shall be called at the direction of the Board of Trustees and shall be conducted by sending electronic or written ballots to each member. Any special project dues or special assessments proposed shall be imposed only upon approval by a majority of ballots returned by the deadline set by the Board of Trustees. In no event shall the deadline be less than 10 days after the sending of such ballots.

5.03 FISCAL YEAR. The fiscal year of this Association shall begin July 1st of each year and end June 30th of the next year.

5.04 BUDGET. The Treasurer shall prepare or cause to be prepared the annual budget for the Bar Association and submit a preliminary version of the same to the Board of Trustees at its April meeting. Thereafter, the Board of Trustees shall discuss and consider the preliminary budget and shall adopt a final budget no later than its June meeting. The adopted annual budget shall be effective July 1 for the fiscal year. Expenses shall not exceed revenues in the preliminary and final forms of the budget without Board of Trustee approval. For good cause, the Board of Trustees may adjust the budget at any properly called Trustees' meeting.

5.05 REVENUE. Revenue sources include, but are not limited to, membership dues, advertising and sponsorships, event ticket sales, Lawyer Referral Information Service fees, and conference room rental. All revenue shall be accounted for in the annual budget. All revenue

shall be deposited into El Paso County Bar Association bank accounts and are in the exclusive control of the Board of Trustees and Executive Director.

ARTICLE VI. MEMBERSHIP MEETINGS

6.01 ANNUAL MEETING. The annual membership meeting for the election of officers and Trustees shall be held in the month of September on a day selected by the Board of Trustees.

6.02 REGULAR MEETINGS. Regular membership meetings shall be held upon the days selected by the Board of Trustees. Notice is not required.

6.03 SPECIAL MEETINGS. Special membership meetings shall be called by the Secretary when requested by the President, by vote of the Board of Trustees, or by written petition of ten (10) active members of the Association, and such request shall specify the purpose of the meeting, and no business shall be transacted at such meeting except that stated in the call for meeting.

6.04 NOTICE. At least ten (10) days' notice shall be given of the annual membership meeting or any special membership meeting at which special business of the Association is to be transacted or policy decisions are to be considered. Such notice shall state the purpose of the meeting and shall be delivered to each member at his or her address – electronic, U.S. mail, or otherwise – as it appears in the Association's records. Notice, prominently displayed, in the Bar newsletter or Bar e-blasts, shall also constitute notice.

6.05 CONDUCT OF MEETINGS. Robert's Rules of Order shall govern in all parliamentary matters so far as the same are not inconsistent with the provisions of these Bylaws.

6.06 VOTING.

(1) **Majority.** Except as otherwise provided by the Articles of Incorporation or by these Bylaws, a majority of the votes cast on a matter to be voted upon by the members present and entitled to vote, or who have provided an advanced vote in compliance with these Bylaws, at a meeting shall be necessary for the adoption of the matter considered.

(2) **Election of Officers and Trustees at the Annual Meeting.** In the case of the annual meeting for the election of officers and Trustees provided for in Sections 6.01, 6.07(2), and 9.07, a member entitled to vote may vote either at such meeting or in advance. Advance voting shall be by means of the official process as established by the Board of Trustees of the Association. The official process, which may be conducted electronically or otherwise, shall ensure that each member's vote may be cast confidentially and securely.

ARTICLE VII. BOARD OF TRUSTEES

7.01 COMPOSITION. The Board of Trustees of this Association shall be nine (9) in number, excluding ex officio members. The Board of Trustees shall be composed of the following voting members: President, President Elect, Secretary, Treasurer, Immediate Past President, three (3) members elected at-large from the membership of the Association known as At-Large Trustees, and one of the elected representatives to the Colorado Bar Association Board of Governors. The Board of Trustees may, at its discretion, select up to an additional four (4) voting At-Large Trustees. *See* Section 11.03. In addition, the Executive Directors of the Bar and The Justice Center – should such staff be employed – will serve as non-voting ex officio members of the Board of Trustees. The Executive Directors will have voice, but no vote, at meetings of the Board. Each of the three At-Large Trustees shall serve a two-year term, subject

to restrictions in Section 9.07. One At-Large Trustee shall be elected in odd numbered years, and two At-Large Trustees shall be elected in even numbered years.

7.02 QUALIFICATION OF TRUSTEES. All trustees must be active members of the Bar Association and residents of or practice in either Teller or El Paso Counties.

7.03 DUTIES. Members of the Board of Trustees shall serve as the governing body of the Bar Association and shall act to further the interests and objects of the Bar Association and its members. The Bar Association may maintain, in full force and effect, sufficient directors and officers liability insurance for their protection and may extend coverage to other persons as appropriate.

The Board of Trustees shall manage the affairs of the Association; supervise the work of all committees; have general supervision of the property of the Association; and shall report to the Association any business which, in the judgment of the Board, requires the action of the Association.

7.04 POLICY DECISION.

(1) **Decision.** A policy decision of the Association shall be made by a majority vote of the Board of Trustees at a meeting where there is a quorum.

(2) **Consideration by Membership.** Upon written request signed by five (5) active members of the Association and submitted to the President, a policy decision previously made by the Board of Trustees may be reviewed or a new policy position may be considered by the membership of the Association at the next regular membership meeting, provided the notice requirements of Section 6.05 are complied with. A majority vote of the membership, as described in Sections 6.04 and 6.07, shall be required to overrule a policy decision of the Board of Trustees or to establish a new policy decision.

(3) **Discussion**. At the discretion of the President or other presiding officer of the Association, a debate or discussion may be set up before a membership vote is taken on a proposed policy position of the Association.

7.05 **QUORUM**. Five (5) voting members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

7.06 **POWERS**. Subject to powers exercised by members and as may be limited by the members, the Board of Trustees shall control the affairs of the Bar Association, including management of the property, funds, and policies of the Bar Association, and shall have the power and authority to do and perform all acts and functions not inconsistent with these Bylaws. Further, the Board of Trustees shall have full and complete power, either by itself or through its appropriate officers, to sell, lease, encumber or otherwise dispose of any real or personal property of the Bar Association, to invest or reinvest the proceeds thereof, or any portion of the income not used as hereinafter provided, in such real or personal property as it deems expedient; to loan money other than to officers and directors, which money comprises the funds of the Bar Association, and to take such security therefor as it deems appropriate; to borrow money to protect and enhance the value of any of the Bar Association's property, or to carry out the purposes of the Bar Association, and to take such security therefor as it deems appropriate; to borrow money to protect and enhance the value of any of the Bar Association's property, or to carry out the purposes of the Bar Association and to pledge or mortgage such property, or any part thereof, for such indebtedness; to execute such deeds, mortgages, bills of sale, notes or other conveyances or documents necessary for the management, control, sale or disposition of the property of the Bar Association, or any part thereof; to pay all the expenses of maintaining and managing the property of the Bar Association, including all taxes, if any, levied thereon; and

employ such agents, independent contractors, and employees as may be necessary for the proper functioning of the Bar Association, and to fix reasonable compensation therefor; to collect all debts due the Bar Association and to compromise the same as it deems best; to settle, compromise and litigate all claims by or against the Bar Association or its property and generally to manage, hold, and dispose of its property in such manner as may be most expedient for the benefit of the Bar Association; provided that the granting of the specific powers hereafter to the Board of Trustees shall not be construed in any way as a limitation on the general powers hereby granted, or powers granted by the Articles of Incorporation or the laws of the State of Colorado.

ARTICLE VIII. TRUSTEES' MEETINGS

8.01 PLACE OF MEETINGS. Meetings of the Board of Trustees shall be held any place within the Fourth Judicial District, or may be held virtually, with the consent of a majority of the Board of Trustees.

8.02 REGULAR MEETINGS. The Board of Trustees shall meet not less than five times annually, as determined by a majority of the Board of Trustees. Notice is not required.

8.03 SPECIAL MEETINGS. Special meetings may be called at the request of the President or by the written request of any three (3) Trustees, which request shall state the purpose of the meeting. The person or persons authorized to call special meetings of the Board of Trustees may fix any place in the Fourth Judicial District, or virtually, as the place for holding any special meeting of the Board of Trustees called by them.

8.04 NOTICE. Notice of any special meeting, stating the purpose thereof, shall be given at least twenty-four (24) hours in advance by notice received by each Trustee available at his or her business address. Notice may also be delivered pursuant to Section 6.05.

8.05 PARTICIPATION BY ELECTRONIC MEANS. Any members of the Board of Trustees or any committee designated by such Board may participate in a meeting of the Board of Trustees or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute the presence in person at the meeting.

ARTICLE IX. OFFICERS AND STAFF

9.01 OFFICERS. The officers of this Association shall be: President, President Elect, Secretary and Treasurer.

9.02 DUTIES OF PRESIDENT. The President shall preside at all meetings of the Association and perform the duties usually performed by such officer.

9.03 DUTIES OF PRESIDENT ELECT. The President Elect shall perform the duties of the President in the event of his or her absence or disability for any cause.

9.04 DUTIES OF SECRETARY. The Secretary shall keep a record of the proceedings of the Association and of such other matters as may be directed to be placed in the records; he or she shall keep or cause to be kept an accurate roll of the officers and the members of this Association and notify them of their election or appointment on committees; he or she shall issue or cause to be issued notices of all meetings and furnish the Treasurer with the names and addresses of the members; conduct the correspondence of the Association; he or she shall report to the Association, at the annual meeting, a summary of its activities during the year; shall oversee the creation and maintenance of governance policies of the Association; and shall perform such other duties as may be required of him or her.

9.05 DUTIES OF THE TREASURER. The Treasurer shall be chair of the finance committee; shall collect or cause to be collected and keep or cause to be kept an account of all

monies of the Association and shall expend or cause to be expended the same under the direction of the Association or the Board of Trustees; and he or she shall maintain or cause to be maintained a list of the members who have paid their annual dues for the next succeeding year. The Association books and accounts shall at all times be open to the inspection of the Board of Trustees, who shall annually audit the same; and he or she shall make an annual report to the Association of the funds in his or her hands, and of the members who are delinquent in their dues.

The Treasurer shall, upon the request of the Board of Trustees, cause the dues of all members of this Association, together with Association assessments, to be billed and collected by the State Bar Association; and cause the dues of this Association and the Association assessments to be deposited to the account of the Association when remitted by the Treasurer of the State Bar Association. The Treasurer shall submit to the Board of Trustees a proposed, balanced budget every April in accord with Article V of these Bylaws.

The Treasurer shall oversee the creation and maintenance of financial policies and procedures, ensuring such policies are periodically distributed to the Board of Trustees and other appropriate persons, sections, and committees.

9.06 VACANCIES AND REMOVALS. Vacancies among the officers or on the Board of Trustees, except the President or President Elect, shall be filled by a majority of the members of the Board of Trustees voting at the next board meeting following the vacancy. Provided, however, the President Elect shall automatically succeed to a presidential vacancy. If a presidential vacancy occurs prior to November 30, the President Elect shall serve only the remaining term of the vacating presidency, and not the following term. Otherwise, if the vacancy occurs November 30 or after, the President Elect shall serve the remainder of the vacated office

term and the succeeding term. There shall be no filling of the office of President Elect except at an annual election meeting or a meeting specially called for that purpose, with notice provided as required in Section 6.05. Notwithstanding the foregoing, the Board of Trustees may elect by a majority vote an acting officer to serve until the next regular membership meeting.

The Board of Trustees, upon the affirmative vote of two-thirds majority of all remaining, disinterested trustees, may remove any officer or trustee of the Board of Trustees of the Bar Association at any time, with or without cause, at any regular or special meeting at which at least seven (7) days' notice has been provided to all the members of the Board of Trustees that the removal of the officer or trustee was on the agenda for that meeting.

Any officer, trustee, or representative to the Board of Governors may be removed from office by an affirmative two-thirds majority vote of the remaining, disinterested Board of Trustees members at any regular or special meeting at which at least seven (7) days' notice has been provided to all the members of the Board of Trustees that the removal of the officer, trustee, or representative was on the agenda for that meeting.

9.07 ELECTIONS.

(1) **Trustees and Officers.** Except as provided below, the President Elect, Secretary, Treasurer, At-Large members of the Board of Trustees (except those allowed by Board appointment), and a proper number of members to the Board of Governors of the Colorado Bar Association shall be elected annually by voting members of the Association. The President and President Elect shall each serve for a term of one (1) year. Replacement members of the Board of Trustees and Board of Governors shall each serve for the remainder of the term of the replaced trustee or governor. The Treasurer shall serve for a term of two (2) years and shall be elected in even numbered years. The Secretary shall serve for a term of two (2) years

and shall be elected in odd numbered years. Except as provided in Article XI, members of the Board of Governors of the Colorado Bar Association shall serve for a term of three (3) years. Announcements of the newly elected officers, Trustees, and Governors shall be made at the annual meeting of the Association.

(2) **Procedures.** The nominating and election procedures shall be as follows:

On or before May 15 of each year, the President, with the approval of the Board, shall appoint an election and nominating committee of six (6) active members. The President shall be a voting member of the election and nominating committee, and the Executive Director shall be an ex officio member of the election and nominating committee. The names of the members of the election and nominating committee shall be publicized to the Association members on or before June 15. This committee shall nominate a minimum of two (2) candidates for the office of President Elect, Secretary, Treasurer (depending on the year), and a minimum of twice the number of candidates for each of the vacancies on the Board of Trustees. This committee shall nominate an appropriate number of candidates for the vacancies on the Board of Governors of the Colorado Bar Association in a minimum number which is twice the number of vacancies. The office of President shall not be subject to nominations or elections and the serving President Elect shall become President upon the expiration of the term of the President. Should the President Elect be unable to serve his or her term as President, notifying the Board of such inability prior to the beginning of the election process, the Board will nominate from within its ranks a Trustee to serve as President subject to election by the membership at the annual meeting. No nominating and election committee member may be nominated as a candidate, nor may they actively participate in a petition process (*See Section 9.07(4)*).

(3) **Notice of Nominees.** On or before August 1, the nominating and election committee will cause to be publicized the names of such nominees to all Association members and will simultaneously advise all members of the procedure for nomination of candidates by petition.

(4) **Petitions.** Subject to the restrictions set forth in 9.07(1), any member of the Association may also be nominated for any office, except the office of President, by filing with the nominating and election committee a petition signed by at least twenty-five (25) members of the Association, requesting placement on the election ballot and designating the office desired. The form of such petition shall be made available to candidates by the nominating and election committee at the Bar Association office on or before August 1, and must be completed and received from candidates at the Bar Association office on or before 4:00 P.M. on August 10. Upon a proper nominating petition being filed, such candidates shall be treated in all respects as candidates nominated by the nominating and election committee.

(5) **Ballot.** Seven (7) days prior to the election and annual meeting, the nominating and election committee shall prepare and cause to be sent to all members a ballot setting forth the candidates for election accompanied by a short biographical sketch of each candidate, if available, and all materials necessary for advance voting pursuant to Section 6.07(4).

(6) **Election.** All ballots cast at the annual meeting of the Association by current members of the Bar Association, who are present in person, and all advance ballots, shall be counted under the supervision of the nominating and election committee. The winners of the election shall be those candidates receiving a majority of the votes cast for each office. The

nominating and election committee shall certify the results of the election to the President and shall notify all candidates and the Association of the results.

9.08 INSTALLATION. Officers, trustees, and representatives to the Board of Governors shall be installed in office and enter upon their duties effective immediately upon the conclusion of the annual meeting.

9.09 EXPENSES. The Board of Trustees may reimburse any officer or trustee for any expense incurred in the course of the operation of the Bar Association at the discretion of a majority vote by the Board of Trustees, but no compensation shall be paid to officers or trustees.

9.10 EXECUTIVE DIRECTOR. At its discretion, the Board of Trustees may employ an Executive Director, provided a job description has been dully created and approved by a majority vote of the Board of Trustees. Prior to being hired, such person need not be a member of the Association or Bar. Such person will have day-to-day decision making and implementation responsibilities for the Association, including carrying out the policies and goals approved by the Board of Trustees and will provide executive, administrative, and management support for the affairs of the Association as directed by the Board or its designated Board representative. The Executive Director may be compensated as authorized by the Board and shall serve at its pleasure. The Board may also employ other staff persons, who shall serve at its pleasure. The Executive Director shall serve as an ex officio member of the Board of Trustees, and will attend all Board of Trustee and membership meetings. The Executive Director will have voice, but no vote, at meetings of the Board. In the absence of an Executive Director, the Board may employ other staff persons, who shall serve at its pleasure.

ARTICLE X. COMMITTEES AND SECTIONS

10.01 SECTIONS

(1) **Formation.** The Board of Trustees may establish sections devoted to the improvement of the professional knowledge and skill of the Bar Association members in particular fields of law or areas of interest.

(2) **Section Membership.** There shall be no qualification for attorney membership in any section other than membership in the Bar Association, application for enrollment in such section, and the payment of such section dues and fees, if any, as may be established by the section. Sections must at all times maintain a membership of five (5) members; sections with fewer than five (5) members will be automatically suspended until reinstatement by the Board of Trustees.

(3) **Rules and Procedures.** Each section may adopt and amend rules for its procedures and operations not inconsistent with these Bylaws and adopted Bar policies. Such rules shall only become effective upon approval by the Board of Trustees. Each section shall select a chairperson and whatever other officers it deems appropriate. The term of a chairperson or any elected officers shall not exceed two years. Replacement chairperson(s) or elected officers of a section shall each serve for the remainder of the term of the replaced chairperson or officer.

(4) **Funding and Expenditures.** All sections must adhere to the Board of Trustees' approved financial policies and procedures of the Association. Except to the extent of funds actually available to it from its own dues and fees, no section shall incur any obligation in excess of an amount, if any, approved by the Board of Trustees. All section funding and expenditures, if any, shall be approved by the Board of Trustees. All section funds shall be held

in the bank accounts of the Association; the Association shall maintain records to account which funds properly belong to which sections.

(5) **Board of Trustees Review.** The Board of Trustees shall, from time to time, review each section to determine whether it is necessary or appropriate to continue that section. The Board of Trustees may eliminate any section at its discretion. No section shall act contrary to the interests of the Bar Association or its members.

(6) **List of Sections.** A list of the sections shall be maintained by the Executive Director or, in the absence of an Executive Director, by the Secretary.

(7) **Ultimate Oversight by Association.** To the extent necessary and proper, the Board of Trustees shall have oversight for all the sections and shall have the authority to take any action for the good of the section and/or the Association. Section chairpersons shall attend an annual orientation at a date and at a time determined by the Association to report on membership, funding, and section operations.

10.02 COMMITTEES

(1) **Standing Committees.** The Board of Trustees may establish standing committees with such duties as the Board of Trustees may assign.

(2) **Special Committees.** The President or the Board of Trustees may establish such special committees, as deemed advisable. If a special committee has been established solely at the behest of the President, the President shall report the establishment of any such committee to the Board of Trustees at its next meeting following such establishment.

(3) **Appointments to Committees.** The President shall designate the chair of each committee subject to approval of the Board of Trustees. Each committee may select from its

members such other officers as it deems appropriate. Each committee may adopt and amend rules for its procedures and operations not inconsistent with these Bylaws.

(4) **Funding and Expenditures.** All committees must adhere to the Board of Trustees approved financial policies and procedures of the Association. All committee funding and expenditures, if any, shall be approved by the Board of Trustees. All committee funds shall be held in the bank accounts of the Association; the Association shall maintain records to account which funds properly belong to which committees.

(5) **Ultimate Oversight by Association.** To the extent necessary and proper, the Board of Trustees shall have oversight for all the committees and shall have the authority to take any action for the good of the committee and/or the Association.

10.03 AUTHORITY. No action, consent, approval, resolution, recommendation, report, or statement of any section or committee shall be binding upon the Bar Association or the Board of Trustees, or be deemed to be the act of the Bar Association or the Board of Trustees, or be publicized as coming from the Bar Association or the Board of Trustees unless formally adopted or ratified by 1) the Board of Trustees, or 2) the Bar Association, by vote of its members in accord with Article VI of these Bylaws. Provided, however, that routine section activities such as meetings, CLE presentations, and social gatherings shall be exempt from this requirement.

ARTICLE XI. CBA REPRESENTATIVES

11.01 REPRESENTATIVES. The representatives of the Association to the Colorado Bar Association Board of Governors shall be elected as provided in Section 9.07 hereof and serve for a period of three (3) years, except the President and President Elect of the El Paso County Bar Association shall be automatically designated as representatives of the Association, serving coterminously with their offices. The total number of representatives shall be determined

in accord with Section 5.2(a) of the Bylaws of the Colorado Bar Association (or the corresponding provision of any future version of the Bylaws of the Colorado Bar Association) and these Bylaws.

11.02 VACANCIES. Vacancies of the elected representatives to the Colorado Bar Association Board of Governors shall be filled as provided in Section 9.06 hereof.

11.03 VOTING MEMBER ON BOARD OF TRUSTEES. Following the annual meeting but before the next meeting of the Board of Trustees, the President shall designate one from among the number of elected representatives of the Association to the Colorado Bar Association Board of Governors to serve as a Voting Member on the Board of Trustees. The Voting Member shall so serve until the next annual meeting, and no representative shall serve as the Voting Member more than three one-year terms, which need not be consecutive. In addition to performing all duties as a representative and a trustee, the Voting Member shall ensure the Board of Trustees is sufficiently apprised of actions taken by the Colorado Bar Association relevant to the Bar Association and its members.

ARTICLE XII. DISSOLUTION

12.01 DISSOLUTION. This organization is organized exclusively to enhance the professional interests of the persons authorized to practice law in the State of Colorado which maintain practices in the jurisdiction covered by this Bar Association. Its activities shall be conducted for the aforesaid purposes and in such manner that no part of the net earnings shall inure to the benefit of any member, trustee, officer or other private individual. Upon the dissolution of the Bar Association, the Board of Trustees shall dispose of all the assets of the Bar Association exclusively for the purposes of the Bar Association, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as

exempt organizations under Section 501(c)(6) or 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the appropriate Court of the County in which the principal office of the Bar Association is then located, exclusively for such purpose or purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII. AMENDMENTS

13.01 AMENDMENT. Amendments to these Bylaws may be made by a vote of two-thirds (2/3) of the members present – or represented via advance voting – at any annual meeting or at any other regularly called meeting, and when the call of said meeting shall state that a question of amendment of the Bylaws is considered.

ARTICLE XIV. CORPORATE SEAL

14.01 CORPORATE SEAL. The Board of Trustees may provide a Corporate Seal which shall be circular in form and have inscribed thereon words “El Paso County Bar Association”, “Colorado” and “Corporate Seal”. Such Seal may be engraved, lithographed, printed, stamped, impressed upon or affixed to any contract, conveyance or other instrument executed or authorized by the Bar Association.

ARTICLE XV. PIKES PEAK JUSTICE AND PRO BONO CENTER, INC.

15.01 PIKES PEAK JUSTICE AND PRO BONO CENTER. The Pikes Peak Justice and Pro Bono Center, Inc. (“Pikes Peak Justice and Pro Bono Center”) is a 501(c)(3) charitable and educational organization founded to enhance access to justice for the indigent and underserved in the Pikes Peak Region, to promote education regarding the judicial branch of

government, and to support public interest and charitable activities by the Association. The Bar Association is the sole member of the Pikes Peak Justice and Pro Bono Center. Action by the Board of Trustees of the Bar Association shall constitute action of the Bar Association, the sole Member of the Pikes Peak Justice and Pro Bono Center, for purposes of the Pikes Peak Justice and Pro Bono Center.

15.02 APPOINTMENT POWER. The President and Executive Director of the Bar Association shall be non-voting members of the Board of Directors of the Pikes Peak Justice and Pro Bono Center pursuant to section 3.2 of the Bylaws of the Pikes Peak Justice and Pro Bono Center (or the corresponding provision of any future version of the Bylaws of the Pikes Peak Justice and Pro Bono Center). The Board of Trustees of the Bar Association, with or without cause, may remove directors of the Pikes Peak Justice and Pro Bono Center at any time in the Bar Association's sole and absolute discretion per section 3.4 of the Bylaws of the Pikes Peak Justice and Pro Bono Center (or the corresponding provision of any future version of the Bylaws of the Pikes Peak Justice and Pro Bono Center).

15.03 BOARD POWERS.

(1) **Meetings.** The Board of Trustees of the Bar Association may hold meetings of the Member of the Pikes Peak Justice and Pro Bono Center from time to time as the Board of Trustees may determine necessary and appropriate. Notice stating the place, date, and hour of a meeting of the Member of the Pikes Peak Justice and Pro Bono Center shall be given to the Pikes Peak Justice and Pro Bono Center when reasonably required under the circumstances. When notice is required, it shall be given in a fair and reasonable manner, including through electronic means. Action may be taken by the Member of the Pikes Peak Justice and Pro Bono

Center without a meeting as provided in the Act and consistent with the Bar Association's articles of incorporation, bylaws, and governing policies.

(2) **Annual Budget.** The Board of Trustees holds approval authority, subject to a two-thirds (2/3) vote, for any proposed budget submitted annually by the Pikes Peak Justice and Pro Bono Center to the Board of Trustees of the Bar Association not less than forty-five (45) days prior to the expiration of the then-current fiscal year. The Board of Trustees may, in its discretion, exercise a line-item veto over any budgetary items in the Pikes Peak Justice and Pro Bono Center's annual budget.

(3) **Merger, Conversion and Sale of Assets.** The Board of Trustees holds approval authority, subject to a two-thirds (2/3) vote, for all merger, conversions or sale of asset proposals either forwarded by the Pikes Peak Justice and Pro Bono Center Board of Directors for consideration, or devised by the Board of Trustees of the Bar Association.

(4) **Dissolution.** The Board of Trustees holds approval authority, subject to a two-thirds (2/3) vote, for any proposal to dissolve the Pikes Peak Justice and Pro Bono Center, whether forwarded by the Pikes Peak Justice and Pro Bono Center Board of Directors for consideration, or devised by the Board of Trustees of the Bar Association.

(5) **Bylaw Amendments.** The Board of Trustees holds approval authority, subject to a two-thirds (2/3) vote, for all amendments to the Pikes Peak Justice and Pro Bono Center Bylaws whether forwarded by the Pikes Peak Justice and Pro Bono Center Board of Directors for consideration, or devised by the Board of Trustees of the Bar Association.

ARTICLE XVI. BAR FOUNDATION

16.01 THE BAR FOUNDATION. The El Paso County Bar Foundation (the "Foundation") was formed in 2002 by the Board of Trustees of the Bar Association to administer

the following charitable purposes: (a) promote the education, knowledge and awareness of the law, (b) improve the administration of justice and the delivery of legal services, (c) assist in providing legal services to those who are unable to afford them, (d) provide scholarships and grants consistent with these purposes, and (e) serve similar charitable and community needs in El Paso and Teller Counties.

16.02 APPOINTMENT POWER. The Bar Association may appoint up to two (2) directors to the Board of Directors of the Foundation. If an appointment by the Bar Association would otherwise cause the total number of Board of Directors of the Foundation to exceed eleven (11), the appointee(s) will serve as ex officio members of the Board of Directors of the Foundation pursuant to Section 2.04 of the Bylaws of the Foundation (or the corresponding provision of any future version of the Bylaws of the Foundation).

ARTICLE XVII. INDEMNIFICATION OF OFFICERS AND TRUSTEES

17.01 INDEMNIFICATION. The Bar Association will, to the extent permitted by Colorado law, indemnify each person who may serve or who has served at any time as an officer, director, trustee, Board of Governor member, or employee of the Association against all expenses and liabilities, including, without limitation, attorneys' fees, judgments, fines, excise taxes, penalties and settlement payments, reasonable incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification will be provided for any such person with respect to any matter as to which he or she will have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association; and further provided that any compromise or settlement payment is approved by a majority vote of a quorum of Trustees who are not at that time parties to the proceeding.

17.02 CONTINUED INDEMNIFICATION. The indemnification provided hereunder will inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article will be in addition to and not exclusive of all other rights to which any person may be entitled.

17.03 AMENDMENT OR REPEAL. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article will apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

17.04 CONTRACT. This Article constitutes a contract between the Bar Association and the indemnified officers, directors, trustees, Board of Governor members, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article will apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XVIII. ACTION BY TRUSTEES WITHOUT A MEETING

18.01 ACTION WITHOUT MEETING. Any action required or permitted by law to be taken at a meeting may be taken without a meeting if the Trustees unanimously consent to such action in writing, including email or any other form of writing.

18.02 ACTION TAKEN. Action will be deemed to have been so taken by the Bar Association at the time the last Trustee signs a writing describing the action taken, unless, before such time, any Trustee has revoked his or her consent by a writing signed by the Trustee and received by the President. Such action will be effective at the time and date it is so taken unless

the Trustee establish a different effective time or date. Such action has the same effect as action taken at a meeting of the Board of Trustees and may be described as such in any document.

ARTICLE XIX. MISCELLANEOUS

19.01 LIMITATION ON PURPOSES. The Bar Association shall not engage in any other purposes than are set forth in the Articles of Incorporation or herein.

19.02 DISTRIBUTION OF EARNINGS. No part of the net earnings of the Bar Association shall inure to the benefit of any member, director, officer or other private individual.

19.03 INTERPRETATION OF BYLAWS. The purpose of the Bar Association is to enhance the practice of law in the jurisdiction under the Bar Association. In addition, it is the purpose of the Bar Association to qualify for exemption under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. Therefore, these Bylaws should be interpreted in the fashion and manner to provide for satisfaction of any requirements in said section, or any other requirements which pertain to qualifications of exempt organizations, and in addition the organization shall be operated in such manner as to so qualify.

19.04 GIFTS. The Board of Trustees may accept, on behalf of the Bar Association, any contribution, gift, bequest, or devise for its general purpose or for any special purpose of the Bar Association.

19.05 DEFINITIONS.

a) “Bar” means the legal profession.

b) “Association” or “Bar Association” means the El Paso County Bar

Association, a Colorado Non-profit Corporation, with a date of initial incorporation in the State of Colorado of March 4, 1902.

c) “Board,” “Trustee,” or “Board of Trustees” means the duly authorized corporate directors of the Bar Association.

d) “Majority” means a simple majority vote.

e) “Governors” means the representatives of the Association to the Colorado Bar Association Board of Governors.

19.06 CONSTRUCTION. Throughout these Bylaws the singular shall include the plural, and the plural shall include the singular.

19.07 TEXT TO CONTROL. The headings of Articles and Sections are included solely for convenience of reference. If any conflict between any heading and the text of these Bylaws exist, the text shall control.

19.08 SEVERABILITY. If any provision of these Bylaws is declared by any Court of competent jurisdiction to be invalid for any reason, such invalidity shall not affect the remaining provisions. On the contrary, such remaining provisions shall be fully severable, and these Bylaws shall be construed and enforced as if such invalid provisions never had been inserted in the Bylaws.

19.09 ELECTRONIC MEANS PERMITTED. Notwithstanding anything herein, the Association is permitted to conduct its business by electronic means, subject to the policies of the Board of Trustees. Accordingly, any statement in these Bylaws that speaks of “writings,” “mailings,” “addresses” (business or otherwise), “forms,” “ballots,” “signatures,” “sending,” “delivery,” or any other similar term shall be construed to permit electronic equivalents of formerly paper documents or paper-based actions. The intent of this Section 19.09 is to permit, to the maximum extent possible, the use of electronic means of communications and doing business.

ARTICLE XX. EFFECTIVE DATE

20.01 EFFECTIVE. These Bylaws of the Bar Association are effective when they shall be duly passed by the membership, pursuant to Section 13.01 of these Bylaws.

Approved - February 8, 1988 Amended September 11, 1989

Resolution approved by Board of Trustees on August 15, 1990, to change the location of the Principal Office (Article II, 2.01)

Amended - February 11, 1991

Amended - April 12, 1993

Amended -July 11, 1994

Amended - May 6, 1996

Amended - September 13, 2004

Amended - September 12, 2005

Amended - August 2, 2016

Amended – September 17, 2020