

BYLAWS

COLORADO BAR FOUNDATION, INCORPORATED

“The Colorado Bar Foundation advances justice by supporting legal services and law-related education.”

ARTICLE I

MEMBERS

Section 1. The membership of the Colorado Bar Foundation, Incorporated, shall be limited to members in good standing of the Colorado Bar Association, and shall be divided into two classes:

- a. **REGULAR MEMBERS.** All attorney members of the Colorado Bar Association.
- b. **VOTING MEMBERS.** All of the duly elected and active members of the Board of Governors of the Colorado Bar Association during their respective terms of office.

Section 2. There shall be no annual meeting of regular members unless the voting members of the Foundation shall require.

Section 3. The annual meeting of voting members for the election of trustees and the transaction of such other business as may come before the meeting, shall be held during the meeting of, and in the same city as the Fall Board of Governors meeting of the Colorado Bar Association. Notice thereof shall be published or sent to voting members at least fourteen days in advance of the date of such meeting.

Section 4. Ten voting members shall constitute a quorum at any meeting. Voting by proxy shall not be permitted.

ARTICLE II

TRUSTEES

Section 1. The affairs of the corporation shall be managed by a board of up to fifteen (15) trustees, a majority of whom shall constitute a quorum. The members of the board, as their terms of office expire, shall be elected for three-year terms by the Board of Governors of the Colorado Bar Association. Five trustees shall be elected annually for a three-year term by the Board of Governors. Trustees in office as of January 1, 2013 who have completed at least one three-year term will be eligible to serve one additional three-year term immediately following the completion of their then current term. Trustees in office as of December 31, 2014 who are serving the unexpired term of a trustee under Section 2 of this Article shall be eligible for election to two full three-year terms. Trustees who take office on and after January 1, 2015 will be limited to two consecutive three-year terms. Board members who have completed their terms and leave the board will be eligible to serve again after a one-year hiatus.

Section 2. Any vacancy in the membership of the Board of Trustees, whether by death or resignation, shall be filled for the unexpired term by the remaining members of the Board of Trustees.

Section 3. Meetings of the Board of Trustees may be called at any time by the chairperson, or by any four trustees, upon giving 48 hours notice to all members of the board. The Board of Trustees shall meet on no fewer than three occasions in each calendar year. Notice of such meetings shall be given by such means as the board determines.

Section 4. There shall be honorary board positions entitled "Trustee Emeritus." Such honorary positions shall be for life and shall be extended to such former trustees of the board as may be elected by the board from time to time. The positions carry no duties, responsibilities or liability and shall be honorary only.

ARTICLE III

OFFICERS

Section 1. The officers of the Foundation, each of whom shall be a trustee, shall consist of a chairperson, a vice chairperson, a treasurer, and president of the Bar Fellows, and shall hold office for a term of one year or until their respective successors are elected.

Section 2. The duties of the officers shall be such as are usually attached to such offices, and in addition thereto, such further duties as shall be designated from time to time by the Board of Trustees.

Section 3. The duties of the president of the Bar Fellows shall be the following: to oversee the selection, recognition and retention of the Bar Fellows including the annual dinner of the Bar Fellows.

Section 4. The president, president-elect, and executive director of the Colorado Bar Association shall constitute a permanent advisory committee to the Board of Trustees and shall be entitled to be present at all meetings of the Board.

ARTICLE IV

GIFTS, DONATIONS AND BEQUESTS

Section 1. Gifts, donations and bequests for the purposes specified in the Articles of Incorporation, shall be given or made directly to the Colorado Bar Foundation, Incorporated, or to a designated trustee. All disbursements of corporate funds shall be under the control of the Board of Trustees. Each year, the Board of Trustees shall meet to decide grant disbursements for that fiscal year.

Section 2. Unless some designated special purpose, authorized by the Articles of Incorporation, accompanies a gift, donation or bequest to the Foundation, and the Board of Trustees agree to honor such special purpose, the Board of Trustees may make disbursement for any of the purposes of the Foundation, including expenses of operating the Foundation, but any and all

disbursements shall be in accordance with the purposes and subject to the limitations specified in the Articles of Incorporation.

Section 3. The Board of Trustees, unless prohibited by the terms of a gift, donation or bequest, may, by vote of a majority of its trustees, adopt appropriate resolutions governing the amount, extent, control and purposes of expenditures, provided that such expenditures shall be in conformity with the Foundation's policies.

Section 4. The Board of Trustees shall have the right to refuse to accept any gift, bequest devise or donation offered or made to the Foundation.

ARTICLE V

BAR FELLOWS

Section 1. Attorneys who are members in good standing of the Colorado Bar Association, have made significant contributions to the Colorado legal community and agree to complete a ten year financial commitment to the Foundation, fixed by the Board of Trustees, shall constitute the Bar Fellows.

Section 2. Bar Fellow candidates shall be nominated annually by the Board of Trustees.

Section 3. Bar Fellows of the Foundation in the ten year commitment status shall not constitute more than 5% of the Colorado Bar Association attorney members.

AMENDMENTS TO BYLAWS

Section 1. The Board of Trustees shall have the power to make, amend and repeal bylaws and regulations for the government of the Foundation, for the orderly conduct of its affairs and management of its property, and fixing the time and place for special meetings of the members. No amendment shall alter substantially the general object set forth in the Articles of Incorporation.

January 9, 2015