

# **BY-LAWS OF AURORA BAR ASSOCIATION**

## **ARTILCE I**

### **Name**

The name of the organization shall be the AURORA BAR ASSOCIATION. The organization is designated herein as the "Bar Association."

## **ARTICLE II**

### **Offices**

A. Principal Office. The principal office of the Bar Association shall be the principal business office of its then Secretary/Treasurer.

B. Other Offices. The Bar Association may also have offices at such other place or places as the officers may from time to time designate. The registered agent and registered office, as set forth in the Articles of Incorporation, may be changed from time to time by the officers. The corporation shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose office is identical with such registered office, as required by the Colorado Nonprofit Corporation Act.

## **ARTICLE III**

### **Objectives**

The objectives of the Bar Association shall be to operate for professional and philanthropic purposes for the community of Aurora, and to enhance the practice of law. Such objectives shall include, but not be limited to, the general and specific purposes set forth in Article V of the Articles of Incorporation of the Bar Association.

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## **ARTICLE IV**

### **Membership**

A. Types of Memberships. The Bar Association shall have two types of memberships, which shall be members and associate members.

1. Members.

(a) Qualification. Each member of the Bar Association shall be duly admitted to and in good standing to practice law in the State of Colorado.

(b) Powers of Members. Each member shall have the power:

1. To vote at the Annual Membership Meeting for officers and directors of the Bar Association;

2. To vote on policies, actions, and resolutions as proposed by the Board of Directors (the "Board");

3. To recommend to the Board the adoption of policies, actions, and resolutions on behalf of the Bar Association; and

4. To participate in social, professional, and philanthropic activities of the Bar Association.

(c) Termination of Membership. The Board, by a majority of the entire Board, may suspend or expel a member for cause, after an appropriate hearing, and may, by a majority vote of those Board members present at any annual or special meeting, terminate the membership of any member or suspend or expel any member who shall be in default in the payment of dues for a period of more than 120 days.

(d) Resignation. Any member may resign by filing a written resignation with the Board, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

(e) Reinstatement. Upon request signed by a former member and filed with the Board, the Board may, by the affirmative vote of the majority of the members of the Board present at the meeting at which the request is presented, reinstate such former member to membership upon such terms as the Board may deem appropriate.

(f) Transfer of Membership. Membership in the Bar Association is non-transferable and non-assignable.

(g) Members may be referred to as "voting members."

2. Associate Members.

(a) Qualification. Each associate member of the Bar Association shall be one or more of the following: a full time or part time student at an accredited

college or university, a non-attorney Court employee, a law office administrator, a paralegal or legal secretary under the supervision of a voting member, a Court administrator, a Court reporter, an attorney whose license is on "inactive" status with the Colorado Supreme Court, seventy (70) plus years of age, or a non-lawyer judge.

(b) No Voting Rights. No associate member shall be a voting member for any purpose.

(c) Termination of Membership. The Board, by a majority of the entire Board, may suspend or expel an associate member for cause, after an appropriate hearing, and may, by a majority vote of those Board members present at any annual or special meeting, terminate the associate membership of any associate member who shall be in default in payment of dues for a period of more than 120 days.

(d) Resignation. Any associate member may resign by filing a written resignation with the Board, but such resignation shall not relieve the associate member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

(e) Reinstatement. Upon request signed by a former associate member and filed with the Board, the Board may, by the affirmative vote of the majority of the members of the Board present at the meeting at which the request is presented, reinstate such former associate member to membership upon such terms as the Board may deem appropriate.

(f) Transfer of Membership. Associate membership in the Bar Association is non-transferable and non-assignable.

(g) Associate members may be referred to as "non-voting members."

## ARTICLE V

### Dues

A. Establishment of Dues. The Board shall establish dues, including a proration schedule, for members and associate members. The Board shall establish the manner and method of payment of said dues and admission fees.

B. Delinquency and Cancellation. The Board shall establish such procedures and requirements which shall be implemented relating to a delinquency of nonpayment of dues of any member.

C. Refunds. The Board shall establish such procedures and rules for the refunding of any dues paid by any member.

ARTICLE VI  
Meeting of Members

A. Annual Meetings. An annual meeting of the entire membership shall be held during the second quarter of each year for the purposes of transacting such business as may come before the meeting.

B. Special Meetings. Special meetings of the membership may be called by any officer, or by a writing executed by ten percent (10%) or more of the voting members.

C. Place of Meeting. The President may designate any place, either within or without the State of Colorado, as the place of meeting for any annual meeting or for any special meeting.

D. Notice of Meetings. Notice stating the place, day, and hour of any meeting of the membership shall be delivered by any method described in Article XII not less than three (3) nor more than fifty (50) days before the date of such meeting.

E. Informal Action by Voting Members. Any action required by law to be taken at a meeting, or any action which may be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the voting members. The consent shall have the same force and effect as any unanimous vote of the general membership and may be stated as such on any articles or documents filed with the Secretary of State under said articles.

F. Waiver of Notice. A member may waive notice of meetings by any method described in Article XII.

G. Proxies. Proxies shall not be permitted. When a meeting is held, voting members must be present to vote.

H. Quorum. Any number of voting members shall constitute a quorum at any meeting. No minimum number of voting members is required.

I. Voting. Except as otherwise provided by law, and by the Articles of Incorporation or by the By-Laws of the Bar Association, a majority of the votes cast on a matter to be voted upon by the voting members present at a meeting shall be necessary for the adoption of the matter considered.

ARTICLE VII  
Board of Directors

A. General Powers. The general and ongoing affairs of the Bar Association shall be managed by the Board, and all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Bar Association shall be controlled by, the Board except as reserved to the voting members.

B. Composition, Term, Election.

1. The Board shall consist of five (5) directors, who must be members in good standing of the Bar Association. The Board shall consist of the four officers elected from the general membership of the Association, that is, the President, the Vice President, the Secretary/Treasurer, and the President Ex Officio/Colorado Bar Association Board of Governors Representative, and one other director appointed by the officers.

2. No director shall serve more than five (5) consecutive years on the Board, except as expressly authorized by a vote of the members.

C. Voluntary Resignation. Any director may resign at any time by giving written notice to the Board of the Bar Association.

D. Powers and Duties.

1. The Board shall control the general and ongoing affairs of the Bar Association, including the management of the property, funds and policies of the Bar Association, and shall have the power and authority to do and perform acts, and function not inconsistent with these By-Laws or Articles of Incorporation.

2. The powers of the Board shall include, but not be limited to, the following:

(a) The Board shall have full and complete power, either by itself or through its appropriate officers, to sell, lease, encumber, or otherwise dispose of any real property of the Bar Association;

(b) To invest or reinvest the proceeds thereof of any portion of the income not used, as hereinafter provided, in such real or personal property as it deems expedient;

(c) To loan the Bar Association money other than to officers, directors, members, and associate members, and to take such security therefore as it deems appropriate;

(d) 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 said property, or any part thereof, for such indebtedness;

(e) To execute such deeds, mortgages, bills of sale, notes, or other conveyances or documents necessary to management, control, sale or disposition of the property of the Bar Association, or any part thereof;

(f) To pay all of the expenses of maintaining and managing the property of the Bar Association, including taxes, if any, levied thereon;

(g) To employ or retain such agents, servants, independent contractors, and employees as may be necessary for the proper functioning of the Bar Association and to fix reasonable compensation therefore;

(h) To collect all debts due to the Bar Association and compromise the same as it deems just;

(i) To settle, compromise, and litigate all claims by or against the Bar Association or its property;

(j) To manage, hold, and dispose of Bar Association property in such a manner as may be most expedient for the benefit of the Bar Association;

(k) To appoint an executive director, assign duties and fix reasonable compensation, if any;

(l) To delegate its duties set out in paragraphs (f), (h), and (n) to the executive director;

(m) To delegate any officer's notice authority to the executive director;

(n) To plan social, professional, and philanthropic activities for the Bar Association, or to delegate the same to a committee;

PROVIDED, HOWEVER, that in all events, the granting of the specific powers herein or hereafter to the Board shall not be construed in any way as a limitation on the general powers hereby granted, or the powers granted by the Articles of Incorporation or the Laws of the State of Colorado.

3. Additional Powers of the Board. The powers of the Board, in addition to those hereinabove set forth, shall include:

(a) To approve membership proposals for policies, actions, and resolution of the Bar Association;

(b) To propose policies, actions, and resolutions for approval by the general membership;

(c) To have the sole and exclusive power, authority, and right to expend funds of the Bar Association for those programs as set forth in the By-Laws and the Articles of Incorporation, and for such other purposes as may be deemed appropriate by the Board.

F. Right to Vote. Only members of the Board shall have the right to vote on any matter at any regular or special meeting of the Board of the Bar Association. Any matter receiving a majority vote shall be deemed to have passed. Any action required to be taken at a meeting of

directors, or any other action which may be taken at a meeting of the directors, may be taken without a meeting if a consent, in writing, setting forth the action so taken, shall be signed by all the directors. Any action taken pursuant to a prior authorization or confirmed or approved by subsequent ratification, signed by all directors, shall be deemed to have the same force and effect as if such action had been taken in, or pursuant to a resolution adopted at a regularly called for and constituted meeting of the Board.

## ARTICLE VIII Directors' Meetings

A. Place of Meetings. Meetings of the Board may be held at the principal office of the Bar Association, or at any place within or without the State of Colorado, as designated from time to time by the President, a resolution of the Board, or by written consent of all directors. In lieu of a physical meeting location, meetings of the Board may be held by teleconference, by email, or by any other means of modern technology. Any meeting shall be valid wherever or however held, if held by the written consent of all directors, given either before or after the meeting, and filed with the Secretary/Treasurer.

B. Annual Meetings. The regular annual meeting of the Board shall be held without other notice than this By-Law, immediately after and at the same place as the annual meeting of members. The Board may provide by resolution the time and place, either within or without the State of Colorado, for the holding of additional regular meetings of the Board without other notice than such resolution.

E. Special Meetings. Special meetings of the Board may be called by the President, and also may be called upon the request of one-third (1/3) or more members of the Board. Notice of each such special meeting shall be given to each member of the Board at least seventy-two (72) hours before such a meeting is called. The notice shall specify the place, the date, and the hour of the meeting, and shall state the business for which the special meeting has been called. The members of the Board may waive such notice in writing by any method described in Article XII.

F. Quorum. The participation of one-half (1/2) or more of the Board shall constitute a quorum for the business. In the absence of a quorum, any meeting may be adjourned from time to time by a vote of a majority of the participating members of the Board. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed. Notices of adjourned meetings need not be given except when the adjournment is for a period of thirty (30) days or more.

G. Manner of Acting. The act of a majority of the members of the Board participating in a meeting at which a quorum is present shall be the act of the Board.

H. Manner of Voting. Votes may be taken in person, by telephone, by email, or by any other means of modern technology. Votes may not be taken by mail.

ARTICLE IX  
Officers

A. Composition, Term, Election.

1. The officers of the Bar Association shall be a President, a Vice President, a Secretary/Treasurer, a President Ex Officio/Colorado Bar Association Board of Governors Representative, and such other officers as the Board shall authorize.

2. All such officers must be voting members of the Bar Association and the Colorado Bar Association and shall be elected by the voting membership. At the annual meeting, the voting membership shall elect a President, a Vice President, and a Secretary/Treasurer. Terms of office shall be one year or until replaced.

3. Nothing herein shall require the election of different officers every year and the same officers may be elected for innumerable succeeding terms. New offices may be created and filled at any meeting of the Board.

B. Resignation, Removal, and Vacancies.

1. Any officer may resign, at any time, by giving written notice to the Board or to the President or to the Secretary/Treasurer of the Bar Association. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

2. Any officer, elected or appointed, may be removed by a majority vote of the entire Board whenever, in its best judgment, the best interest of the Bar Association would be served thereby.

3. A vacancy in any office, because of death, resignation, removal, or any other reason, shall be filled for the unexpired portion of the term by the Board at its meeting (regular or special) next succeeding the occurrence of such vacancy.

C. Duties of Officers.

1. President. The President shall be the principal officer and shall preside at all meetings of the Bar Association, shall be the Chairman of the Board, and shall appoint committees consisting of general members and/or members of the Board, except as otherwise provided herein. He or she shall sign all legal documents as ordered and directed by the Board or by a committee. The President shall be an ex officio member of all the committees and shall have the general powers, duties, and management usually vested in the office of the President of a corporation, and shall have such other powers and duties as may be prescribed by the Board. The President shall also act as the



executive director of the Bar Association unless an executive director is otherwise appointed by the Board.

2. Vice President. The Vice President shall act in the absence of the President and shall have the authority and power of the President when so acting. The Vice President shall also perform all duties as may be assigned by the President or the Board.

3. Secretary/Treasurer.

(a) In his or her capacity as a Secretary, the Secretary/Treasurer shall keep proper books of the records of all of the proceedings and all other records pertaining to the Bar Association. He or she shall be custodian of the seal and books, papers and documents, except financial documents, of the Bar Association, and shall be responsible for the reporting of records to the Board of the Bar Association. The Secretary/Treasurer shall also keep or cause to be kept at the principal office of the Bar Association a record containing the names and addresses of all members and associate members, and in any case where any membership has been terminated, such facts shall be recorded in the records. The Secretary/Treasurer shall perform such other and further duties as may be prescribed and required from time to time by the Board or by these By-Laws.

(b) In his or her capacity as a Treasurer, the Secretary/Treasurer shall have official custody of all monies of the Bar Association. He or she shall make a complete written accounting of all monies received and expended and shall make such reports thereon as the Board may require. He or she shall receive and have official custody of all financial papers of the Bar Association, and, if the Board so desires, shall place them for safekeeping in a depository or depositories designated by the Board. He or she shall cause to be prepared and shall present at each annual meeting of the members and of the directors a financial statement. He or she shall serve as Chairman of the Financial Committee, if such a committee exists while he or she is acting Secretary/Treasurer. He or she shall sign such documents as are required by his or her office or as instructed by the Board and shall perform all other duties incident to the office of Secretary/Treasurer or such duties as from time to time may be assigned by the President or the Board.

(c) An Assistant Secretary/Treasurer may be elected to assist the Secretary/Treasurer and to act in the absence of the Secretary/Treasurer. A bookkeeper may be retained to prepare financial records of accounting.

4. President Ex Officio/Colorado Bar Association Board of Governors Representative. Upon successfully completing a term as President, the outgoing President shall assume the title of President Ex Officio/Colorado Bar Association Board of Governors Representative. He or she shall attend Colorado Bar Association meetings and correspond with Colorado Bar Association regarding any matters necessary to fulfillment of duties as President Ex Officio/Colorado Bar Association Board of Governors Representative.

D. Expenses. The Board shall reimburse any officer for any expenses reasonably and necessarily incurred by him or her in the course of the performance of his or her duties. The Board may also authorize payments of an expense allowance to any officer.

## ARTICLE X Committees

The Board, by resolution adopted by a majority of the entire Board, may designate and appoint one or more committees, which committees, to the extent provided in the resolution, or in these By-Laws, shall have all the authority of the Board, except that no such committee shall have the authority of the Board in reference to: (1) amending, altering or repealing the By-Laws; (2) electing, appointing or removing any member of any such committee or any officer or director of the Bar Association; (3) amending the Articles of Incorporation; (4) restating the Articles of Incorporation; (5) adopting a plan of merger or adopting a plan of consolidation with another corporation; (6) authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property assets of the Bar Association; (7) authorizing the voluntary dissolution of the Bar Association or revoking proceeding therefore; (8) adopting a plan for the distribution of assets of the Bar Association; or (9) amending, altering, or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by such committee.

## ARTICLE XI Fiscal Year

The fiscal year of the Bar Association shall be the calendar year unless modified by the Board.

## ARTICLE XII Notices

A. Notice. Whenever any notice is required to be given by statute or by these By-Laws, whether of any meeting or for any other purpose, the notice shall be given by the President or Secretary/Treasurer, or if both are absent or unable or refuse to act, by any other officer of the Bar Association. Notice may be given personally; sent by mail, charges prepaid, addressed to the person entitled to receive notice, at his or her address as shown on the most current records of the Bar Association; sent by email, addressed to the person entitled to receive notice, at his or her email address as shown on the most current records of the Bar Association; or sent by any other method capable of reaching each member. In case such notice is mailed, it shall be deemed given at the time when the same is deposited in the United States mail, with postage prepaid. In case such notice is emailed, it shall be deemed given at the time when the same is sent from the sender's email account.

B. Waiver of Notice. Whenever any notice is required to be given by statute or by these By-Laws, whether of a meeting or for any other purpose, the person entitled to receive notice may waive such notice by a writing signed by him or her whether such waiver is given before or after the meeting to which the notice related or before or after the date which such notice is required to be given. A mailed document and an emailed message shall both be considered writings. A mailed document containing the signature of the person entitled to receive notice shall be considered a signed writing. An emailed message sent from the email account of the person entitled to receive notice shall be considered a signed writing. The person entitled to receive notice may also waive such notice through acknowledgment of the notice or through attendance of a meeting for which the notice was given. Any such waiver shall be deemed equivalent to the giving of the required notice.

### ARTICLE XIII Amendments

These By-Laws may be amended, altered, or revised in any respect by the Board at any regular or special meeting of the Board by affirmative vote of not less than two-thirds (2/3) of the members in attendance. Written notice setting forth the proposed amendment and the previous terminology, if any, shall be given to the members of the Board at least twenty (20) days prior to the meeting at which the vote to amend, alter, or revise shall be taken, unless such notice is waived by the Board members not receiving timely notice.

### ARTICLE XIV Corporate Seal

The Board shall not adopt a corporate seal. Any contract, conveyance, or other instrument executed by the Bar Association shall not require any type of seal.

### ARTICLE XV Miscellaneous

A. Limitation of Purposes. The Bar Association shall not engage in any other purposes than are set forth in the Articles of Incorporation.

B. Distributions of Earnings. No part of the net earnings of the Bar Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions, including honoraria, in furtherance of the purposes set forth in the Articles of Incorporation. Notwithstanding any provisions of the Articles of Incorporation, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Internal Revenue Code Section 501 (c)(6), or any corresponding equivalent provision of any future United States Internal Revenue Code, or (b) by a corporation, contributions to which are

deductible under either Internal Revenue Code Section 501 (c)(6) or 170 (c)(2), or any corresponding equivalent provision of any future United States Internal Revenue Code.

C. Interpretation of By-Laws. The purpose of the Bar Association is to enhance the practice of law in the State of Colorado. In addition, it is the purpose of the Bar Association to qualify for exemption under Internal Revenue Code Section 501 (c)(6), or any corresponding equivalent provision of any future United States Internal Revenue Code. Therefore, these By-Laws should be interpreted in the fashion and manner consistent with such qualification and, in addition, the Bar Association shall be operated in such manner as to so qualify.

D. Gifts. The Bar Association 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.

ARTICLE XVI  
Effective Date

These By-Laws shall become effective upon approval by two-thirds (2/3) vote of the Board of the Bar Association.

Executed this \_\_\_\_ day of \_\_\_\_\_, 2007, at a meeting of the Board of Directors of the Aurora Bar Association in Aurora.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary