

**COLORADO BAR ASSOCIATION
AMENDED AND RESTATED BY-LAWS
OF THE NATURAL RESOURCES AND ENERGY LAW SECTION**

ARTICLE I

Name and Purpose

I.1 This Section shall be known as the Natural Resources and Energy Law Section of the Colorado Bar Association (“Section”).

I.2 The purpose of the Section shall be to promote the goals of the Colorado Bar Association (“CBA”) within the areas of mineral, oil and gas, energy and natural resources law, further the continuing legal education of and cooperation among the Section’s members in the practice of mineral, oil and gas, energy and natural resources law, and create a better understanding of mineral, oil and gas, energy and natural resources law and practice among the CBA’s members and the general public.

ARTICLE II

Membership

II.1 Each member of the Section shall pay annual Section membership dues to the CBA in an amount to be determined by the Section’s Council from time to time. Any member of the CBA, upon request to the Executive Secretary of the CBA and upon payment of Section membership dues for the current fiscal year, shall be enrolled as a member of the Section. Thereafter, annual Section membership dues shall be paid each fiscal year, beginning on the July 1st next succeeding such enrollment. Any Section member whose annual dues have not been paid before October 1st shall automatically be disenrolled as a member of the Section. Members so enrolled and whose dues are so paid shall constitute the membership of the Section.

ARTICLE III

Officers

III.1 The officers of the Section shall be the Chair, Vice-Chair and Secretary-Treasurer.

III.2 There shall be a 10-member Council of the Section, which shall consist of Chair, Vice-Chair, Secretary-Treasurer; immediate past Chair of the Section; the Executive Director of the Rocky Mountain Mineral Law Foundation (“RMMLF”); the CBA’s appointee as Trustee of the RMMLF; and four at-large members of the Section elected as provided in Section III.4. All but the four at-large members shall be ex-officio members of the Council. Ex-Officio members of the Council are entitled to vote on all issues coming before the Council.

III.3 At each annual meeting of the Section, the Chair, Vice-Chair and Secretary-Treasurer of the Section shall be nominated and elected, in the manner provided in Article IV, for a term of one year, beginning at the close of the Section's annual meeting at which they have been elected and ending at the (close of the Section's annual meeting the following year, when their successors have been elected. No officer shall serve more than one consecutive full term in the same office.

III.4 The four at-large Council members shall serve one two-year term. Two new members of the Council shall be elected at each annual meeting of the Section, beginning at the close of the annual meeting at which they shall have been elected and ending at the close of the Section's annual meeting two years later, when their successors have been elected. No at-large Council member shall serve more than one consecutive full term as a member of the Council.

ARTICLE IV

Nomination and Election of Officers and Council Members

IV.1 At each annual meeting of the Section, the Council shall report its nominations for the offices of Chair, Vice-Chair and Secretary-Treasurer, and for two new members of the Council to succeed those two Council members whose terms will expire at the close of the present annual meeting. Other nominations for any or all of the same offices or Council positions may be made by any member of the Section from the floor.

IV.2 All Section officer and Council member elections shall be by oral vote, unless otherwise provided by vote of the Section's members at the annual meeting at which the election is held.

ARTICLE V

Duties and Powers of Officers

V.1 The Chair shall: preside at all Section and Council meetings; formulate and present at each annual Section meeting, or during the Section's meeting at the CBA's annual convention, a report of the work of the Section for the preceding fiscal year; and perform such other duties and acts as usually pertain to that office.

V.2 Upon the Chair's death or resignation, the Vice-Chair shall perform the duties of the Chair for the balance of the Chair's term. During the disability or absence of the Chair, the Vice-Chair shall perform the duties of the Chair while such disability or absence continues.

V.3 The Secretary-Treasurer shall be the custodian of all books, papers, documents and other property of the Section, but all Section money shall be deposited in the Section's CBA account. The Secretary-Treasurer also shall keep a true record of the Section's annual and special meetings, as well as all Council meetings, and shall keep an accurate

and up-to-date record of all Section income, expenditures and other financial transactions.

ARTICLE VI

Duties and Powers of the Council

VI.1 The Council shall have general supervision and control of the affairs of the Section, subject to the Constitution and By-laws of the CBA and these By-laws. It shall authorize all Section commitments and contracts requiring the payment of Section money and shall authorize the expenditure of all Section moneys for the Section's use or benefit. Unless otherwise approved by the CBA on a short-term emergency basis, it shall not authorize commitments or contracts which would result in a deficit balance in the Section's CBA account.

VI.2 Subject to these By-laws and the By-laws of the CBA, the Council may authorize the Chair to appoint one or more committees from among the Section's members to perform such duties and exercise such powers as the Council may direct.

VI.3 Between annual meetings of the Section, the Council may fill any at-large Council member vacancy, as well as any vacancy in the office of Secretary-Treasurer; if a vacancy occurs in both the office of Chair and Vice-Chair, the Council may fill the office of Chair. Any person selected by the Council to fill an at-large Council member or officer vacancy shall serve the balance of the unexpired term of that position. Anyone filling the unexpired term of an at-large Council member or officer shall not be prohibited from serving one consecutive full term in that same position.

VI.4 The Council shall nominate a member of the Section to the President of the CBA for appointment as a Trustee of the RMMLF, for a primary term of not less than three years, and for such additional number of years as the Council may determine in its sole discretion. If the the Trustee fails to attend any annual meeting of the Board of Trustees of the RMMLF, or dies, resigns or becomes disabled, the Council may nominate, as a replacement, another member of the Section to the President of the CBA for appointment as Trustee of the RMMLF, for a term of not less than three years, and for such additional number of years as the Council may determine in its sole discretion.

ARTICLE VII

Section Meetings

VII.1 The annual meeting of the Section shall be held during the month immediately preceding the month in which the Section's new fiscal year begins. At least ten days' prior written notice of the annual meeting shall be given to the Section's members. The annual meeting also shall include such other program and business as may be approved by the Council and stated in the notice of that meeting.

VII.2 Regular meetings of the Section may be called by the Chair. Such meetings shall be held in Denver, Colorado, except when the Section meets in conjunction with the CBA's annual meeting.

VII.3 Special meetings of the Section may be called by the Chair upon approval of the Council and at such time and place as the Council may determine.

VII.4 The members of the Section present at any Section meeting shall constitute a quorum for the transaction of the Section's business.

VII.5 All binding action of the Section shall be by a majority vote of those Section members present and voting at a Section meeting.

ARTICLE VIII

Miscellaneous Provisions

VIII.1 The fiscal year of the Section shall be the same as that of the CBA.

VIII.2 All bills incurred by the Section, before being forwarded to the CBA's Treasurer for payment, shall be approved by an officer of the Section or, if the Council shall so direct, by any two of them.

VIII.3 No salary or compensation shall be paid to any Section officer, Council member or member of a committee.

ARTICLE IX

Amendments

IX.1 These By-laws may be amended at any annual or special meeting of the Section by a majority vote of the members of the Section present and voting at that meeting.