

# BYLAWS

## of CONTINENTAL DIVIDE BAR ASSOCIATION A NONPROFIT CORPORATION

### ARTICLE I

#### NAME AND OFFICES

*Section 1.1 NAME.* The name of the association is The Continental Divide Bar Association (the “CDBA”).

*Section 1.2 PRINCIPAL OFFICE.* The principal office of the corporation in the State of Colorado shall be the office of the acting CDBA President. The corporation, hereinafter referred to as the “corporation” or “association” may have such other offices, either within or outside of the state of Colorado, as the members may designate, or as the business of the corporation may require from time to time.

*Section 1.3 REGISTERED OFFICE.* The registered office of the corporation, required by the Colorado Nonprofit Corporation Act to be maintained in the State of Colorado, may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the members.

### ARTICLE II

#### MEMBERS

*Section 2.1 CLASSES OF MEMBERSHIP.* There shall be the following classes of CDBA membership:

- (a) *Active CDBA Members.* An active CDBA member is any lawyer who is licensed to practice law in Colorado. Each active CDBA member shall enjoy all of the rights and privileges of CDBA membership including the right to vote and to hold office.
- (b) *Associate CDBA Members.* An associate CDBA member is a non-lawyer whose primary occupation is directly involved in assisting attorneys on a regular basis in the delivery of legal services. Associate CDBA membership shall be limited to paralegals/legal assistants, law office administrators, legal secretaries, law librarians, legal services personnel and court personnel who are residents of Colorado. Each associate CDBA member must have a CBA member, who is a lawyer, sponsor for the annual renewal of associate CDBA membership and who certifies that the non-lawyer meets the qualification stated in the first sentence of this

provision. Each associate CDBA shall enjoy all of the rights and privileges of CDBA membership, except the right to vote or hold office.

(c) *Retired CDBA Members.* A retired CDBA member is a lawyer (1) who has attained the age of 65 years, (2) who is not actively engaged full-time in the practice of law, and (3) who, when last licensed as a lawyer, was in good standing as such and was not thereafter suspended or disbarred. Each retired CDBA member shall enjoy all of the rights and privileges of CDBA membership, including the right to vote, but not the right to hold office, and shall pay such CDBA dues as may be fixed by the members.

(d) *Student CDBA Members.* A student CDBA member is any student of an accredited law school. Each student CDBA member shall enjoy such of the rights and privileges of active CDBA members as may be specified by the members, but not the right to hold office or to vote.

### *Section 2.2 RECORD OF CDBA MEMBERS; ADMISSION; ADDRESS FOR NOTICES.*

(a) *Record of CDBA Members.* The Secretary of the association shall maintain a record of persons who have applied for CDBA membership, are qualified to be CDBA members, and have paid the dues then required for CDBA membership, which record shall be categorized by CDBA membership classification. The record shall include the most recent address, including email address, if any, provided by each CDBA member to the Colorado Bar Association or to the Secretary for sending notices to the CDBA member. It shall be the sole responsibility of the member to insure that the Colorado Bar Association or the Secretary has a current email address for the member.

(b) *Admission to CDBA Membership.* Each person who is identified on the record maintained pursuant to Section 2.2(a) shall be deemed to be admitted to CDBA membership in the respective category, subject to suspension, expulsion, or termination as provided by these Bylaws.

(c) *Notices to CDBA Member.* Because of the added expense of regular mail and the geographical diversity of the CDBA membership, email shall be the preferred method for the CDBA to provide notice to members. Notice provided by sending an email to the email address on file with the CDBA Secretary shall be deemed to have been given upon transmission. Without limiting the effectiveness of notice given in any other manner that may be provided in these Bylaws, notice given in a writing deposited with sufficient postage in the United States post, addressed to a CDBA member at the address stated on the record maintained pursuant to Section 2.2(a) shall also be deemed to have been given to that CDBA member upon such deposit.

### *Section 2.3 CDBA DUES.*

(a) *Fixing Dues.* Subject to the provisions of Section 2.,1 the members shall have the power (1) to fix the amount of dues paid by CDBA members;

(b) *Waiver of Dues.* The members may waive the dues of any CDBA member.

*Section 2.4 TERMINATION OR SUSPENSION OF CDBA MEMBERSHIP UPON DISBARMENT OR SUSPENSION.*

(a) *Termination of CDBA Membership.* The CDBA membership of a CDBA member shall automatically terminate, without right of refund of CDBA dues paid, upon the CDBA member's disbarment or suspension for more than 12 months from the practice of law in Colorado or before the United States Supreme Court or the federal courts of the District of Colorado. A person whose CDBA membership has been terminated by reason of such disbarment or suspension may be reinstated to CDBA membership only if and when (1) the person has been reinstated to practice in all courts from which such person was disbarred or suspended, (2) the person is otherwise eligible for CDBA membership, and (3) the person is admitted and enrolled pursuant to Section 2.2.

(b) *Suspension of CDBA Membership.* The CDBA membership of a CDBA member who has been suspended from the practice of law in Colorado, or before the United States Supreme Court or the federal courts of the District of Colorado for a period of 12 months or less shall continue during the suspension, but, during the suspension, the CDBA member shall relinquish all privileges of holding office and voting, without a right of refund of CDBA dues paid.

*ACTION BY MEMBERS*

*Section 2.5 MEETINGS OF MEMBERS*

(a) *Call.* A meeting of the CDBA members shall be called by the President.

(b) *Notice.* The President shall give notice of the meeting. The date of the meeting shall be no fewer than 15 days after the date the notice is given. The notice shall be given to each person who is a CDBA member at the close of business on the day preceding the date the notice is given, whether or not the member is entitled to vote at the meeting. The notice shall state the date, time and place of the meeting and a description of the purpose or purposes for which the meeting is called and shall be given by mail or by such other means as the President may determine.

(c) *Quorum.* At the meeting, a quorum for the transaction of business shall be five percent of all of the CDBA members who are entitled to vote at the meeting.

(d) *Presiding Officer.* The President, or, in his or her absence, the Vice President, shall be presiding officer at the meeting.

*Section 2.6 Action of Members without a Meeting.* Any action that may be taken at a meeting of the CDBA members may be taken without a meeting if a majority of the CDBA members entitled to vote consent to such action in writing.

*Section 2.7 REGULAR MEETINGS.* Regular meetings of the members, for any purpose or purposes, may be called by the President and shall be called by the President at the request of ten members.

*Section 2.8 MEETING OF ALL MEMBERS.* If all of the members who are entitled to vote shall meet at any time and place, either within or outside the State of Colorado, and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

*Section 2.9 QUORUM.* Five percent of the members present and entitled to vote shall constitute a quorum at any meeting of members except as otherwise provided by the Colorado Nonprofit Corporation Code and the Articles of Incorporation. In the absence of a quorum at any such meeting, a majority of the votes that the members present are entitled to cast, being cast for adjournment, the meeting may be adjourned from time to time for a period not to exceed sixty days without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal during such meeting of that number of members entitled to cast a majority of the votes whose absence would cause there to be less than a quorum.

*Section 2.10 MANNER OF ACTING.* If a quorum is present, the affirmative vote of the majority of the votes represented at the meeting and entitled to be voted on the subject matter shall be the act of the members, unless the vote of a greater proportion or number of votes is otherwise required by statute or by the Articles of Incorporation or these Bylaws.

- (a) All meetings of the members shall be conducted in accordance with the procedural rules set forth in the most recent edition of Roberts' *Rules of Order*.

*Section 2.11 VOTING.* Unless otherwise provided by these Bylaws or the Articles of Incorporation, each member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members.

*Section 2.12 VOTING BY BALLOT.* Voting on any question or in any election may be by voice vote unless the presiding officer shall order or any member shall demand that voting be by ballot.

*Section 2.13 ELECTRONIC VOTING.* In addition to other methods of voting authorized by these Bylaws or by law, voting may be conducted electronically when a majority of the the Executive Committee so determines. Any electronic voting shall be conducted pursuant to written procedures adopted by a majority of the Executive Committee . As circumstances require, a majority of the Executive Committee may amend the electronic voting procedures from time to time. The Secretary shall maintain a copy of the written procedures in the corporate records, which shall be provided to members upon request. Posting of the procedures on the CDBA website shall be deemed to constitute adequate notice of the procedures to CDBA members.

- (a) Electronic voting shall include, but not necessarily be limited to, voting through the CDBA website, email voting, or any other method for which technology is available that would facilitate reasonably accurate and readily accessible voting for the members.
- (b) Members shall be given not fewer than 15 days notice of any matter upon which an electronic vote is taken. Notice to members may be by mail, email or any other method

authorized by the written procedures adopted by the Executive Committee. A quorum for purposes of electronic voting shall be a response from five percent of all of the CDBA members who are entitled to vote on the matter.

(c) When voting is conducted electronically, every member shall have the right to communicate with other members regarding the issue to be decided. Any member may contact the CDBA President for guidance in this regard. When appropriate, the President may act to facilitate efforts amongst members to communicate regarding issues to be put to a vote.

### ARTICLE III

*Section 3.1 PRESUMPTION OF ASSENT.* A member of the corporation who is present at a meeting of the members at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

### ARTICLE IV

#### OFFICERS

*Section 4.1 NUMBER.* The officers of the corporation shall be President, Vice President, Secretary and Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected by the members or appointed by the President. Any two or more offices may be held by the same person, except the offices of President and Secretary.

*Section 4.2 ELECTION AND TERM OF OFFICE.* The officers of the corporation shall be elected at the first meeting of the members of the CDBA in even numbered years and shall serve for a term of two years, or until their successors have been elected and qualified. If the elections of officers are not held at such meeting, such elections shall be held as soon thereafter as practicable.

*Section 4.4 VACANCIES.* A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the members for the unexpired portion of the term.

*Section 4.5 PRESIDENT.* The President shall be the chief executive officer of the association and, subject to the control of the members, shall in general supervise and control all of the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the members. He or she may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the members, deeds, mortgages, bonds, contracts, or other instruments which the members have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the members or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the members from time to time.

*Section 4.6 VICE PRESIDENT.* The Vice President shall, in the absence of the President or in the event of his or her death, inability or refusal to act, perform all duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the members.

*Section 4.7 SECRETARY.* The Secretary shall: (a) keep the minutes of the proceedings of the members in one or more books provided for that purpose including a record of any electronic voting; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the association records; (d) keep a register of the post office and electronic address of each member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the members.

*Section 4.8 TREASURER.* The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the CDBA; (b) receive and give receipts for moneys due and payable to the CDBA from any source whatsoever and deposit all such moneys in the name of the association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the members.

## ARTICLE V

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

*Section 5.1 CONTRACTS.* The members may authorize any officer or officer's agent or agents to enter into any contract or execute and deliver an instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

*Section 5.2 LOANS.* No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the members. Such authority may be general or confined to specific instances.

*Section 5.3 CHECKS, DRAFTS, ETC.* All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the members.

*Section 5.4 DEPOSITS.* All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the members may select.

*Section 5.5 GIFTS.* The members may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes of or for any special purposes of the corporation.

## ARTICLE VI

### NONDISCRIMINATION

The officers, director, members, committee members, employees and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation.

## ARTICLE VII

### BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the members and committees having any of the authority of the members.

## ARTICLE VIII

### WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Nonprofit Corporation Act, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstances requiring such notice, shall be deemed equivalent to the giving of such notice.

Failure of a member to provide the Secretary with the member's current email address constitutes a waiver of notice under these Bylaws.

## ARTICLE IX

### AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the members present at any meeting of the members at which a quorum is present.

## ARTICLE X

### EXECUTIVE COMMITTEE

*Section 12.1 APPOINTMENT.* The officers of the corporation shall constitute an Executive Committee. The designation of such Committee and the delegation thereto of authority shall not operate to relieve the members of any responsibility imposed by law.

*Section 12.2 AUTHORITY.* The Executive Committee, when the members are not in session, shall have and may exercise all of the authority of the members except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee and except also that the Executive Committee shall not have the authority of the members in reference to amending the

Articles of Incorporation, adopting a plan of merger or consolidation, recommending to the members the sale, lease or other disposition of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business, recommending to the members a voluntary dissolution of the corporation or a revocation thereof, or amending the Bylaws of the corporation.

*Section 12.3 TENURE AND QUALIFICATIONS.* Each member of the Executive Committee shall hold office until the next regular annual meeting of the members following his or her designation and until his or her successor is designated as a member of the Executive Committee and is elected and qualified.

*Section 12.4 MEETINGS.* Regular meetings of the Executive Committee may be held without notice at such time and places as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon not less than one day's notice stating the place, date and hour of the meeting, which may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Executive Committee at his or her business address, and, if emailed, notice shall be deemed to be delivered upon sending an email to the email address on file with the CDBA Secretary. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

*Section 12.5 QUORUM.* A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

*Section 12.6 INFORMAL ACTION BY EXECUTIVE COMMITTEE.* Any action required or permitted to be taken by the Executive Committee 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 members of the Executive Committee entitled to vote with respect to the subject matter thereof. An email from a member of the Executive Committee shall constitute signed written consent.

*Section 12.7 VACANCIES.* Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the full membership.

*Section 12.8 RESIGNATIONS AND REMOVAL.* Any member of the Executive Committee may be removed at any time with or without cause by resolution adopted by a majority of the full membership. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the President or Secretary of the corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

*Section 12.9 PROCEDURE.* The Executive Committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the members for their information at the meeting thereof held next after the proceedings shall have been taken.

*Section 12.10 OTHER COMMITTEES.* Other committees not having and exercising the authority of the members in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the members present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

#### CERTIFICATE

I hereby certify that the foregoing Bylaws, consisting of nine pages, constitute the Bylaws of the Continental Divide Bar Association, adopted by the members of the corporation as of June 24<sup>th</sup>, 2009.

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Secretary