

**BYLAWS
OF THE
LITIGATION SECTION**

Adopted April 14, 2021

ARTICLE I

Name and Purpose

Section A. This Section shall be known as the Litigation Section of the Colorado Bar Association (“Section”).

Section B. The purpose of the Section shall be to promote the goals of the Colorado Bar Association (“CBA”) within the area of litigation. To that end, the Litigation Section endeavors to create a better understanding and cooperation among those attorneys engaged in a practice involving litigation, to further continuing legal education of its members, to create a better understanding of the litigation law practice among the CBA’s members and the general public, and to evaluate and advise upon legislation that is of interest to the members of the Section.

Section C. The Section will be committed to practices consistent with fulfilling the CBA’s Mission, Values, and Vision Statements as articulated in Appendix A of the CBA Bylaws. These practices may include, but are not limited to, assigning council composition, creating working groups/committees, planning speaking events and identifying speakers.

ARTICLE II

Membership

Section A. Each member of the Section shall pay annual Section membership dues to the CBA in an amount to be determined by the Section’s Executive Council. Any member of the CBA, 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. Members so enrolled and whose dues are so paid shall constitute the membership of the Section. Dues are not refundable. Dues may not be increased by more than five (5) dollars per year unless approved by a simple majority of the Executive Committee.

ARTICLE III

Officers and Executive Council

Section A. The Officers of the Section shall be the Chair, Vice-Chair and Secretary.

Section B. The Executive Council of the Section shall consist of the Officers, the Immediate Past Chair, the chair of each subsection elected as set forth in Article VII below, and Executive Council Members at-large/Regional Members. The Executive Council shall consist of no fewer than seven or more than twenty-five , as the Executive Council directs from time to time in its minutes, which shall include the Chair, Vice-Chair, and Secretary, all of whom shall be voting members, and such other members as necessary to complete the Executive Council to be appointed by the Executive Council as hereinafter provided. Less than 25 members shall create a presumptive vacancy. The Executive Council shall have a diverse membership to fairly represent all members of the Section, including geographic location. In addition, the Chair may appoint non-voting law student liaisons to the Council.

Section C. Beginning in February of each election cycle, there shall be a call for nominations for the Secretary position to the Section members. Of those nominations received, the then current Executive Council shall appoint the Secretary for a term of one year, beginning July 1 of that year and ending June 30. The then serving Vice-Chair will move into the Chair position and the current Secretary will move to the Vice-Chair position. Should the then serving Vice-Chair not desire to serve as Chair, then the Chair position shall be included in the call for nominations and the current Executive Council shall elect the Chair. No Officer shall serve more than one consecutive full term in the same office unless necessary to prevent a vacancy. Should more than one person seek any Officer position, the position will be filled by a simple majority vote of the Executive Council.

Section D. Beginning in February of each election cycle, there shall be a call for at-large Executive Council Member nominations to the Section members. Any Section member in good standing can serve as an Executive Council Members at-large/Regional Member or Officer. Executive Council Members at-large shall serve for a two-year term except as otherwise provided herein. New members of the Council shall be nominated and elected in the manner provided in Article IV. Upon adoption of these By Laws, the Executive Council will appoint the Officers and all Executive Council Members at-large/Regional Members shall be elected to a two-year term. New at-large members will be elected to the Executive Council starting each July 1st so that staggered terms will be created. No at-large Council member may serve more than three consecutive full (2-year) terms as Executive Council Members at-large/Regional Members unless necessary to prevent a vacancy.

Section E. Any member of the Executive Council may volunteer to serve as the Representative to the CBA Board of Governors for a two-year term. If more than one person volunteers, the Executive Council will select the Representative.

ARTICLE IV

Nomination and Election of the Officers and Council Members.

Section A. When selecting its officers and council members, the Section will be committed*to practices consistent with fulfilling the CBA's Mission, Values, and Vision Statements as articulated in Appendix A of the CBA Bylaws.

Section B. Nominating Committee. The Chair, no later than January 15, shall appoint a Nominating Committee consisting of at least three members of the Section. These should include the Chair, Vice Chair or Past Chair, a young lawyer (age 37 or less, or less than 5 years in practice), if possible, and at least one person from outside the metro area, if possible. The Section Liaison shall work with the Nominating Committee and Section Chair to complete the election process.

When considering the composition of section leadership, the Nominating Committee shall consider recognized diversity criteria, including ethnicity, age, gender, sexual orientation, area of practice, firm size, years in practice, and geographic location. The Nominating committee should strive for an Executive Council that is diverse in as many of these areas as possible, consistent with the size of the Executive Council and its substantive objectives. Other factors to be considered may include: the number of terms an individual may serve in order to open up positions on the executive Council, staggered terms to preserve institutional knowledge, number of persons per law firm, and prior Section involvement.

Section C. Nominations. The Chair, no later than February 15 of each year, shall send a notice to all Section members soliciting nominations for Executive Council Members at-large/Regional Members. No later than March 15th of that year, the Chair shall submit the names of those nominated by the Section to the Executive Council. The Executive Council shall assemble a written slate of candidates and submit it to the Secretary no later than April 1st.

Section D. Elections. Written notice of the slate of candidates will be sent to the Section members no later than April 15th. Section members will have until May 15th to accept the current slate or propose an alternate slate signed by at least 10 section members. If accepted, the proposed slate shall be appointed to the Executive Council up to the maximum number of twenty-five members. If an alternate slate is received, there shall be a run-off vote between the two slates by the members of the section. These votes must be received no later than June 15th. Officer and Executive Council members' terms start on July 1. If any elected member of the Executive Council fails to attend two consecutive meetings of the Executive Council without excuse approved by the Executive Council, the office held by such member may be declared to be vacated.

ARTICLE V

Duties and Powers of Officers

Section A. Chair. The Chair shall preside at all Section and Executive Council meetings; if the Executive Council chooses to have an Annual Section meeting, the Chair shall formulate and present at the Annual Section meeting 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.

Section B. Vice-Chair. Upon the Chair's inability to perform the duties of Chair, the Vice-Chair shall perform the duties of the Chair for the balance of the Chair's absence or term.

Section C. Secretary. The Secretary shall coordinate with the CBA staff concerning custody and maintenance of all books, papers, documents and other property of the Section. All Section money shall be deposited in the Section's CBA account by the CBA. The Secretary shall also keep a true record of the Section's Executive Council and annual meetings, and shall, with the assistance of CBA staff, keep an accurate and up-to-date record of all Section income, expenditures and other financial transactions and annual accomplishments and meeting minutes.

ARTICLE VI

Duties and Powers of the Executive Council

Section A. The Executive Council shall have general supervision and control of the affairs of the Section, subject to the Bylaws of the CBA and of the Section. It shall have authority to approve or deny all Section commitments and contracts requiring the payment of Section money and shall have authority to approve or deny 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 that would result in a deficit balance in the Section's CBA account.

Section B. Subject to these Bylaws and the Bylaws of the CBA, the Executive 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 Executive Council may direct. The Chair will be committed to practices consistent with fulfilling the CBA's Mission, Values, and Vision Statements as articulated in Appendix A of the CBA Bylaws.

Section C. The Executive Council may fill any Executive Council Member at-large/Regional member vacancy, and any vacancy in the offices of Chair, Vice-Chair, and/or Secretary. Any person selected by the Executive Council to fill an Executive Council at-large member/Regional member or Officer vacancy shall serve the balance of the unexpired term of that position. Anyone filling the unexpired term of an Executive Council at-large member/Regional members or Officer shall not be prohibited from serving one consecutive full term in that same position.

Section D. Seven Executive Council members shall constitute a quorum of the Executive Council. All binding action of the Executive Council shall be by a simple majority vote of the Executive Council members voting. A vote of the Executive Council members may be taken during any Executive Council or Annual Section meeting, and a vote of the Executive Council may also be taken via e-mail communications on any matter that may arise between meetings. A "meeting," for purposes of this Article, shall include meetings during

which Executive Council members are physically present or are present via telephone conference, videoconference, or e-mail communications. Nothing in these Bylaws shall prevent the Executive Council from discussing or voting on section business solely via teleconference, videoconference, or e-mail communications. If a vote ends in a tie, the Chair shall be the deciding vote.

ARTICLE VII

Subsections

Section A. Subsection Creation. The Executive Council may from time to time create such subsections as it deems helpful in advancing the purposes of this Section. The Council shall have general supervision and control of the creation, dissolution, and operation of the subsections of this Section, including any positions applicable to or created by the subsection. All authority and power of any subsection shall be subordinate to the powers of this Section as set forth in these Bylaws or as may be determined by the Executive Council from time to time. The Executive Council shall maintain a current list of approved subsections and the Chairs and other officers of each subsection.

Section B. Subsection Membership. Any member of the CBA who has paid the Section's annual dues may register with the CBA to become a member of a subsection.

Section C. Election of Subsection Chair and Other Officers. Subject to the powers of the Executive Council, the members of each subsection shall elect one or more persons to act as subsection chair. Each subsection may also have such other subordinate officers as the subsection may from time to time elect. Each subsection's manner of electing its chair and other officers, including the timing and procedures for such elections, are subject to the approval of the Executive Council.

Section D. Subsection Budget; Funds. The Executive Council shall authorize in advance, by an annual budget or otherwise, any contracts or other obligations requiring the expenditure of any funds by any subsection. The subsection shall not have the authority to expend or commit or contract to expend funds in excess of the amount allocated by the Executive Council to the subsection for that fiscal year. A subsection may collect reasonable use or attendance fees to offset the costs of any event held by the subsection in the ordinary course of activities of the subsection; provided, however, that all such use or attendance fees shall accrue to and be treated as funds of the Section and not the subsection.

ARTICLE VIII

Section Meetings

Section A. If the Executive Council decides to hold an Annual meeting of the Section, it shall be held at such time and place as the Executive Council may determine. Notice of such meetings shall be provided in writing or via electronic media no fewer than seven

calendar days prior to such meeting unless the Executive Council votes to waive the requirement of notice.

Section B. The members of the Section present at any annual Section meeting shall constitute a quorum for the transaction of the Section's business at that meeting.

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

ARTICLE IX

Miscellaneous Provisions

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

Section B. All bills incurred by the Section, before being forwarded to the CBA for payment, shall be approved by an Officer of the Section or, if the Executive Council shall so direct, by any two of them.

Section C. No salary or compensation shall be paid to any Section Executive Council member. Reasonable expenses shall be reimbursed in the manner the Executive Council directs.

Section D. Any action by this Section must be approved by the CBA before the same becomes effective as the action of the CBA. Any resolution adopted or action taken by the section shall on the direction of the Executive Council, be reported by the Chair of the Section to a meeting of the CBA or its executive council for the CBA's action thereon.

ARTICLE X

Amendments

Section A. The Bylaws may be amended at any Executive Council meeting or annual meeting of the Section by a majority vote of a quorum of the members of the Executive Council present and voting at that meeting.

CERTIFICATE

I hereby certify that the foregoing Bylaws consisting of six pages, including this page, constitute the Bylaws of the Litigation Section of the Colorado Bar Association, as adopted by the then current Executive Council on the 14th day of April 2021.

A handwritten signature in blue ink, appearing to read "Kayle", with a long horizontal flourish extending to the right.