

AMENDED AND RESTATED 2021 BY-LAWS OF AURORA BAR ASSOCIATION

ARTICLE I Name

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

ARTICLE II Offices

A. Principal Office. The principal office of the Bar Association shall be the principal business office of its then 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 Board of Directors. 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 Revised 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.

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 (i) be duly admitted to and in good standing to practice law in any State, Territory, or Possession in the United States of America, (ii) be an inactive or retired member of the Colorado Bar or the Bar of any State, Territory, or Possession in the United States of America, where such person previously had been duly admitted and in good standing to practice in such jurisdiction prior to becoming inactive or (iii) be a member of the judiciary of the State of Colorado.

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

(i) Vote at the Annual Membership Meeting for officers and directors of the Bar Association;

(ii) Vote on policies, actions, and resolutions as proposed by the Board of Directors ("Board");

(iii) Recommend to the Board the adoption of policies, actions, and resolutions on behalf of the Bar Association; and

(iv) Participate in social, professional, and philanthropic activities of the Bar Association.

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

2. Associate Members.

(a) Qualification. An Associate Member is either a full or part time student at a law school within the state of Colorado or a non-lawyer whose primary occupation is directly involved in assisting attorneys on a regular basis in the delivery of legal services, including but not limited to paralegals, legal assistants, law office administrators, legal secretaries, court personnel, and bar association staff who are residents of Colorado.

(b) Sponsorship. Each Associate Member, other than a student, must have a Member who is a lawyer sponsor the Associate Member's annual renewal of associate membership and certify that the non-lawyer meets the qualification stated in the first sentence of this provision.

(c) Rights and Privileges. Each Associate Member shall enjoy all of the rights and privileges of membership except the right to vote or to hold office. Associate Members may hold nonvoting positions on the Board, for example a law student Associate Member may be appointed or elected to hold the position of At Large member of the Board.

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

3. Termination of Membership. The provisions set forth at paragraphs (a) through (e) of this provision also apply to Associate Membership.

(a) The Board, by a majority of the entire Board, may suspend or expel a Member for such cause or causes as it may determine to be in the best interest of the Bar Association, after an appropriate hearing at which time the Member

shall have the opportunity to state the Member's reason why the Member should not be suspended or expelled, and

(b) The Board may, by a majority vote of those Board members present at any Board meeting, terminate the membership of any Member or suspend or expel any Member who shall be is in default in the payment of dues for a period of more than 120 days.

(c) 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.

(d) 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 entire Board, reinstate such former Member to membership upon such terms as the Board may deem appropriate.

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

ARTICLE V Dues

A. Establishment of Dues. The Board shall establish dues, including a proration schedule, for Members and Associate Members and may establish classifications for such dues. 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 in January 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 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 ten (10) 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. Ten voting members shall constitute a quorum at any meeting.

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, the Board. Also, 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 no less than three (3) and no more than seven (7) directors, who must be Members of the Bar Association. The Board shall consist of the following officers and additional members:

(a) Officers, elected from the general membership of the Association:

- (i) President;
- (ii) Vice President;

- (iii) Secretary; and
- (iv) Treasurer.

(b) Additional Members:

- (i) Immediate Past President;
- (ii) Bar Association's Representative to the Colorado Bar Association Board of Governors; and
- (iii) Additional director(s), if any, as appointed by the Officers, as they shall determine, to create a Board of no more than seven (7) members.

(c) At-Large Board Members:

Notwithstanding other provisions in these By-Laws, either the Board by 2/3 vote, or the President acting alone, may appoint up to two At-Large Members of the Board. At-Large Board Members may be Members, law students or other Associate Members of the Bar Association. The term of At-Large Board member is for one year from the effective date of their appointment, unless otherwise designated in writing. The rights and responsibilities of each At-Large Board member will be determined on a case-by-case basis, as described in each At-Large Board member's notice of appointment. At-Large Board Members do not have the right to vote as Board Members (see Paragraph E., Right to Vote, below).

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. 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 the hiring of an Executive Director, Administrator or Events Coordinator, and shall have the power and authority to do and perform acts, and function not inconsistent with these By-Laws or Articles of Incorporation.

E. 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, except At-Large Board Members do not have the right to vote at regular or special meetings of the Board of the Bar Association. Any matter receiving a majority vote of the entire Board 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 and/or approved by their emails. Any action taken pursuant to a prior authorization or confirmed or approved by subsequent ratification signed by all directors and/or approved by their emails, 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.

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.

C. 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.

D. 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.

E. Manner of Acting. The act of a majority of the members of the entire Board shall be the act of the Board.

F. Manner of Voting. Votes may be taken in person, by telephone, or by email. Votes may not be taken by mail.

ARTICLE IX Officers

A. Composition, Term, Election.

1. A Member may hold more than one office.

2. All Officers must be voting members of the Bar Association and shall be elected by the voting membership. At the annual meeting, the voting membership shall elect a President, a Vice President, a Secretary, and a 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. Voluntary Resignation. Any officer may resign at any time by giving written notice to the Board of the Bar Association, or to the President or to the Secretary 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.

(a) 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 members of committees consisting of Members or Associate Members. He or she shall sign all legal documents as ordered and directed by the Board.

(b) 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.

(c) The President shall also act as the executive director of the Bar Association unless an executive director is otherwise selected 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.

(a) The Secretary 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.

(b) The Secretary 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.

(c) The Secretary 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.

4. Treasurer.

(a) The Treasurer shall have official custody of all monies of the Bar Association.

(b) 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.

(c) 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.

(d) 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.

(e) He or she shall serve as Chairman of the Financial Committee, if such a committee exists while he or she is acting Treasurer.

(f) 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 Treasurer or such duties as from time to time may be assigned by the President or the Board.

5. Representative to the Colorado Bar Association Board of Governors.

The Bar Association's representative to the Colorado Bar Association Board of Governors shall serve for the term designated in Section 5 of the ByLaws of the Colorado Bar Association. He or she shall attend Colorado Bar Association meetings and correspond with Colorado Bar Association regarding any matters necessary to fulfillment of duties as the Bar Association's Board of Governors representative. He or she shall make reports to the Board of the business of the Colorado Bar Association Board of Governors as they occur.

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 establish one or more committees, which committees shall report to the Board. The Board shall select the chairs of such committees.

ARTICLE XI
Fiscal Year

The fiscal year of the Bar Association shall commence on July 1 of each year.

ARTICLE XII
Notices

A. Notice.

1. 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, Secretary, or the Executive Director / Administrator / Event Coordinator.

2. 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.

1. 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.

2. 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.

3. 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

A. 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 entire Board.

B. 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.

C. 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.

D. 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.

E. 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 replace and supersede prior versions of the By-Laws. These By-Laws are effective upon approval by two thirds (2/3) votes of the Board of the Bar Association. Accordingly, the effective date of these By-Laws is January 8, 2024, as approved at a meeting of the Board held on this same date.

SIGNATURE:

By: Cheryl E. Adams
Cheryl E. Adams
President
Aurora Bar Association

Date: January 8, 2024