

AMENDED AND RESTATED BYLAWS

COLORADO BAR FOUNDATION, INCORPORATED

The following Amended and Restated Bylaws supersede and take the place of the previously existing bylaws of the Colorado Bar Foundation, Incorporated (the “**Foundation**”) and all previous amendments thereto.

ARTICLE I

MEMBERS

Section 1. The membership of the Foundation shall be divided into two classes:

a. **REGULAR MEMBERS.** All active, associate and honorary members of the Colorado Bar Association.

b. **VOTING MEMBERS.** The Colorado Bar Association.

Section 2. There shall be no annual meeting of regular members unless the voting members of the Foundation shall require.

Section 3. The annual meeting of voting members for any votes (including the election of trustees, in accordance with ARTICLE II, Section 1 of these bylaws) and the transaction of such other business as may come before the meeting, shall be held, at a time and place fixed in accordance with a resolution of the Board of Trustees (the “**Board**”). Notice thereof shall be sent to voting members at least fourteen days in advance of the date of such meeting.

Section 4. A majority of the voting members shall constitute a quorum at any meeting. Except as otherwise provided in the Articles of Incorporation or these bylaws, the affirmative vote of a majority of the voting members present at such meeting will constitute that action of the members. Voting by proxy shall not be permitted.

ARTICLE II

TRUSTEES

Section 1. The affairs of the corporation shall be managed by a board of at least five (5) but no more than twenty (20) trustees (each, a “**Trustee**”), the exact number of which shall be fixed by a resolution of the Board of Trustees. Each trustee shall be elected by the Colorado Bar Association, each to serve for a three year term. A Trustee may serve up to two consecutive three-year terms; and will be eligible again to serve as a Trustee after a three-year hiatus.

Section 2. Any vacancy in the membership of the Board of Trustees, whether by death or resignation or by an increase in the number of members of the Board of Trustees, shall be filled for the unexpired term by (a) *first*, the Foundation appointing a new Trustee, to the extent a majority of the then-current Trustees have been elected or appointed by the Colorado Bar Association, or (b) *second*, the Colorado Bar Association appointing a new Trustee; provided that, in each case,

such appointed Trustee shall not have exceeded the term limits described in Article II, Section 1, above.

Section 3. Meetings of the Board of Trustees may be called at any time by the chairperson, or by any four trustees, upon giving forty-eight (48) hours notice to all members of the board. The Board of Trustees shall meet on no fewer than three occasions in each calendar year. Notice of such meetings shall be given by such means as the board determines.

Section 4. A majority of the Trustees then in office shall constitute a quorum. Except as otherwise provided in the Articles of Incorporation or these bylaws, the affirmative vote of a majority of the Trustees present at such meeting will constitute that action of the Board of Trustees.

Section 5. There shall be honorary board position entitled “**Trustee Emeritus.**” Such honorary position shall be held by the outgoing chairperson of the Foundation, and shall serve as the Trustee Emeritus until the then-current chairperson is replaced by a new individual. The position carries no duties, responsibilities, liability, or voting rights and shall be honorary only.

ARTICLE III

OFFICERS

Section 1. The officers of the Foundation, each of whom shall be a trustee, shall consist of a chairperson, a vice chairperson, a treasurer, secretary, and president of the Bar Fellows, and shall hold office for a term of one year or until their respective successors are elected by the Board of Trustees.

Section 2. The duties of the officers shall be such as are usually attached to such offices, and in addition thereto, such further duties as shall be designated from time to time by the Board of Trustees.

Section 3. The duties of the president of the Bar Fellows shall be the following: to oversee all fundraising efforts and related events, and in addition thereto, such further duties as shall be designated from time to time by the Board of Trustees.

Section 4. The president, president-elect, and executive director of the Colorado Bar Association shall constitute a permanent advisory committee to the Board of Trustees and shall be entitled to be present at all meetings of the Board of Trustees.

ARTICLE IV

GIFTS, DONATIONS AND BEQUESTS

Section 1. Gifts, donations and bequests for the purposes specified in the Articles of Incorporation, shall be given or made directly to the Foundation or to a designated trustee. All disbursements of corporate funds shall be under the control of the Board of Trustees. Each year, the Board of Trustees shall meet to decide grant disbursements for that fiscal year.

Section 2. Unless some designated special purpose, authorized by the Articles of Incorporation, accompanies a gift, donation or bequest to the Foundation, and the Board of Trustees

agree to honor such special purpose, the Board of Trustees may make disbursement for any of the purposes of the Foundation, including expenses of operating the Foundation, but any and all disbursements shall be in accordance with the purposes and subject to the limitations specified in the Articles of Incorporation.

Section 3. The Board of Trustees, unless prohibited by the terms of a gift, donation or bequest, may, by vote of a majority of its Trustees, adopt appropriate resolutions governing the amount, extent, control and purposes of expenditures, provided that such expenditures shall be in conformity with the Foundation's policies.

Section 4. The Board of Trustees shall have the right to refuse to accept any gift, bequest devise or donation offered or made to the Foundation.

ARTICLE V

FINANCIAL STATEMENTS, REPORTS

Section 1. The Board of Trustees shall provide to the Colorado Bar Association, within thirty (30) days after the close of each quarter (or such longer period as is necessary based on the time needed to produce such statements) such financial statements as are prepared by or for the Foundation.

Section 2. The Board of Trustees shall provide to the Colorado Bar Association an annual report detailing its financial condition, grants made during such fiscal year, and any other material information then available to the Board of Trustees or any additional information reasonably requested by the Colorado Bar Association regarding such fiscal year.

ARTICLE VI

AMENDMENTS TO BYLAWS

Section 1. The Board of Trustees shall have the power to make, amend and repeal bylaws and regulations for the governance of the Foundation, for the orderly conduct of its affairs and management of its property, and fixing the time and place for special meetings of the members. An amendment of these bylaws (including the repeal of these bylaws and the adoption of new bylaws) shall be effective upon an affirmative majority of the votes cast by the members of the Board of Trustees then in office. No amendment shall alter substantially the general object set forth in the Articles of Incorporation.

December 4, 2024