

**AMENDED AND RESTATED BYLAWS OF THE  
ENVIRONMENTAL LAW SECTION, COLORADO BAR ASSOCIATION  
Adopted March 2021**

**ARTICLE I**

Name and Purpose

Section A. This Section shall be known as the Environmental Law 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 environmental law, further the continuing legal education of and cooperation among the Section's members in the practice of environmental law, and create a better understanding of environmental law and practice among the CBA's members and the general public. The Section seeks inclusion through broad recognition of diversity, including, but not limited to race, ethnicity, national origin, socio-economic status, gender identity, gender expression, sexual orientation, disability, age, veteran status, geography, political beliefs, ideology, spiritual beliefs, years of practice, and practice settings.

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 Advisory 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 and Advisory Council

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

Section B. There shall be an Advisory Council of the Section (“Council”), which shall consist of: Chair; Vice-Chair; Secretary-Treasurer; immediate past Chair of the Section; and no fewer than twelve and no more than fifteen at-large members of the Section.

Section C. Section officers and at-large Council members shall be appointed and elected in the manner provided in Article IV. The results of elections shall be reported at the Annual Election Meeting as further described in Article VII below, or as soon thereafter as the results are known.

Section D. The Chair, Vice-Chair, and Secretary-Treasurer of the Section shall each serve for a term of one year, beginning on July 1. No officer shall serve more than one consecutive full term in the same office.

Section E. The at-large Council members shall each serve for a three-year term beginning on July 1 except as otherwise provided herein. No at-large Council member may serve more than two consecutive full (3-year) terms as a member of the Council.

Section F. The Council shall meet on or around August of each year for the Annual Planning Meeting and on or around February each year for the Mid-Year Meeting, as further described in Article VII below.

#### **ARTICLE IV**

##### **Election of Officers and Council Members**

Section A. Open Positions. At each Mid-Year Meeting of the Section, the Council shall identify those Council members whose terms will expire on June 30 of that year. Section officers and at-large Council members shall be elected in accordance with the procedures set forth in this Article IV.

Section B. Officer Track. The Section’s officers will be on a four-year track. Officers will automatically matriculate from the Secretary-Treasurer position in year one, to the Vice-Chair position in year two, to the Chair position in year three, to the immediate past Chair position in year four. An election for the Secretary-Treasurer position will be held annually. If the Vice-Chair declines service as the Chair, or the Secretary-Treasurer declines service as the Vice-Chair, an election for the open Chair or Vice-Chair positions will be held.

Section C. Applications. In February of each year, an application form for the open at-large Council member positions will be distributed to the Section. Individuals may directly apply for an open at-large position or may be referred by another member of the Section for the position. For open officer positions, the Chair will ask for current at-large Council members to apply for the position. If no active at-large Council members apply for the open officer positions by March, an application form for the open officer positions will be distributed to the Section and/or applications will be sought from the pool of applicants that applied for the at-large open positions.

Section D. Selection of Applications and Diversity and Inclusiveness Goals. From the applications received, the officers (including the Chair, Vice Chair, and Secretary Treasurer) shall select one nominee for each open officer position and each open at-large Council position.

Selections shall take into account the diversity goals of the Section to promote diversity in the composition of officers and at-large Council members including race, ethnicity, national origin, socio-economic status, age, gender, gender identity, gender expression, sexual orientation, disability, veteran status, political beliefs, ideology, spiritual beliefs, years in practice, geographic location, and type of practice setting (e.g., public/governmental sector; private sector/law firms; non-governmental organizations; and in-house counsel sector; as well as firm or organization size). When selecting its officers and at large 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. Once nominees are selected, the Officers shall transmit a list of its nominees to the Council for its review and approval. The nominee list may be approved in full or modified and approved by the Council.

Section E. Election Process. Once the selection of candidates is finalized by the Council, the names of the final candidates shall be mailed or delivered by electronic mail to the last known address or electronic mail address of all members of the Section, as reflected by the records of the CBA, no later than May 1. If any member of the Section desires an alternative slate of candidates for the open officer and at-large Council positions ("Alternative Slate"), such member may submit a signed petition for an Alternative Slate by May 15. The signed petition shall be signed by not less than ten members of the Section or 3% of the number of Section members as of the beginning of the current calendar year, whichever number is greater. If the Secretary-Treasurer does not receive a duly signed petition for an Alternative Slate by May 15, the Council's nominations shall be declared elected. If a duly signed petition for an Alternative Slate is received by the Secretary-Treasurer by May 15, he or she shall conduct an election. The Secretary-Treasurer shall deliver ballots by United States mail or electronic mail to the last known addresses or electronic mail addresses of all members of the Section, as reflected by the records of the CBA no later June 1. The members of the Section shall be instructed to return their ballots to the Secretary-Treasurer (by such reasonable means as the Secretary-Treasurer shall determine) no later than June 15. The Secretary-Treasurer shall count all ballots received by June 15 as soon thereafter as reasonably practicable, and the slate receiving the most votes of such ballots shall be declared elected. For any elections under this Article IV, the Chair may direct the Secretary-Treasurer to utilize e-mail balloting.

## **ARTICLE V**

### **Duties and Powers of Officers and Immediate Past Chair**

Section A. Chair. The Chair is responsible for the overall governing of the Section and directing the Council, as needed. The Chair shall: (i) preside at meetings of the members of the Section and of the Council; (ii) set and prepare the agenda for Council meetings and make sure all necessary meeting materials have been gathered; (iii) appoint liaisons, committees or subcommittees of the Section, as needed; (iv) plan and supervise the activities of the Section subject to the direction and approval of the Council; (v) inform the Council of Section activities and legislation affecting the Section; (vi) oversee implementation of the Section's and Council's decisions; (vii) ensure the application and election process is followed and completed within the timeframe allotted; (viii) ensure that parliamentary rules are followed when voting, including electronic voting; (ix) coordinate with Council members to plan the speakers for any CLEs, retreats and symposiums for the year and (ix) perform such other duties and acts as may be

designated by the Council. 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 B. Vice-Chair. The Vice-Chair shall: (i) assist in the performance of the Chair's responsibilities in such manner and to such extent as the Chair may request; (ii) preside at meetings of the Section and the Council in the absence of the Chair; and, (iii) perform such duties and have such powers as may be designated by the Council or the Chair. In the event the Chair is unable to perform his/her duties, the Vice-Chair shall perform the duties of the Chair for the remainder of the Chair's term or period of disability as determined by the Council.

Section C. Secretary-Treasurer. The Secretary-Treasurer is responsible for taking, and keeping, minutes at all meetings, including annual and special meetings, and all Council meetings, and shall coordinate with the CBA staff concerning custody and maintenance of all books, papers, documents and other property of the Section. The Secretary-Treasurer is also responsible for creating an annual budget, ensuring the Section operates within its budget, and tracking how the Section spends its money on a monthly and annual basis. All Section money shall be deposited in the Section's CBA account. The Secretary-Treasurer shall keep an accurate and up-to-date record of all Section income, expenditures and other financial transactions.

Section D. Immediate Past Chair. The immediate past Chair shall: (i) maintain institutional knowledge by meeting with the new officers at the start of the new term, and transferring any documents maintained by the Chair to the new Chair at the start of the new term; (ii) provide guidance to the new officers upon request; and, (iii) attend the Annual Planning Meeting and Mid-Year Meeting.

## **ARTICLE VI**

### **Duties and Powers of the Council**

Section A. The Council shall have general supervision and control of the affairs of the Section, subject to the Constitution and Bylaws of the CBA and Bylaws of the Section. 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.

Section B. Subject to these Bylaws and the Bylaws of the CBA, the Council may authorize the Chair to appoint one or more liaisons or committees from among the Section's members to perform such duties and exercise such powers as the Council may direct.

Section C. Between Annual Meetings of the Section, the Council may fill any at-large Council member vacancy, as well as any vacancy in the offices of Secretary-Treasurer, Vice-Chair or 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 consecutive full terms in that same position as provided in Articles III and IV.

Section D. On an annual basis the Chair shall appoint, with the Council's approval, for an annual term a:

(a) Legislative Liaison. The Legislative Liaison will coordinate with the CBA's Director of Legislative Relations to inform the members of any pending legislation pertinent to the Section. The Legislative Liaison shall provide status reports of pertinent pending legislation to the Council and Section.

(b) Delegate to the CBA Board of Governors. The Delegate to the Board of Governors shall represent the Section at meetings of the Board of Governors and shall report to the Council on matters coming before the Board of Governors.

(c) ABA Liaison. The ABA Liaison will coordinate and collaborate with the American Bar Association on potential opportunities for joint programming between the Section and the ABA, where such joint programming is beneficial to the Section.

(d) Public Service Project Coordinator. The Public Service Project Coordinator will coordinate volunteer or pro bono projects or activities for Section membership. The Public Service Project Coordinator will strive to organize at least one such program or activity each year.

(e) Young Lawyers Division Liaison. The Young Lawyers Division Liaison will coordinate and collaborate with the Young Lawyers Division of the CBA and report back to the Council on pertinent activities of the Young Lawyers Division that may be beneficial to the Section. The Young Lawyers Division Liaison will also coordinate any networking or social events for the Section.

Section E. Nine Council members shall constitute a quorum of the Council. All binding action of the Council shall be by a majority vote of a quorum of the Council members. A vote of the Council members may be taken during any annual, regular, or special meeting of the Council, and a vote of the Council may also be taken via e-mail communications. A "meeting" for purposes of this Article VI, (E) shall include meetings during which Council members are physically present or are present via telephone conference, videoconference, or e-mail communications. Nothing in these Bylaws shall prevent the Council from discussing or voting on section business solely via teleconference, videoconference, or e-mail communications.

## **ARTICLE VII**

### **Section Meetings**

Section A. The Annual Election Meeting of the Section shall be held in May. At least seven (7) calendar days' prior written notice of the Annual Election Meeting shall be given to the Section's members. The Annual Election Meeting also shall include such other program(s) and business as may be approved by the Council and stated in the notice of that meeting.

Section B. The Annual Planning Meeting of the Section shall be held in August. All Officers and at-large Council members shall make a good faith effort to attend the Annual Planning Meeting. During the Annual Planning Meeting, the Council will set and approve the monthly

programs, volunteer and networking events, and budgets for the year for the Section. The Secretary-Treasurer will report out on the Section's financial status and membership status to the Council. In addition, the Chair shall appoint any liaisons or committees, with Council approval, that will serve an annual term for the year. Responsibility for organizing the selected monthly programming and networking events shall be assigned during the Annual Planning Meeting to at-large Council members.

Section C. The Mid-Year Planning Meeting of the Section shall be held in January or February. All Officers and at-large Council members shall make good faith effort to attend the Mid-Year Planning Meeting. The Secretary-Treasurer will report out on the Section's financial status and membership status to the Council. If any additions or modifications to the monthly programs, volunteer and networking events, or budgets are needed, they may be discussed at the Mid-Year Meeting.

Section D. Regular and Special meetings of the Section may be called by the Chair and/or Council and at such time and place as the Chair and/or Council may determine. Notice of such meetings shall be provided in writing or via electronic media no less than seven (7) calendar days prior to such meeting unless the Council votes to waive the requirement of notice.

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

Section F. All binding action of the Section shall be by a majority vote of those Section members present and voting at a Section meeting. Alternatively, upon approval of the Council, the members of the Section may vote by e-mail balloting. The Secretary-Treasurer shall cause a ballot to be prepared which states the questions to be presented for a vote or, as the case may be, identifies the candidates standing for office, and which states the date and means by which the ballot must be returned in order to be counted. The form of the ballot shall be submitted to the Chair for review. Upon approval of the ballot form by the Chair, the Secretary-Treasurer shall cause the ballot to be distributed by electronic mail to all members of the Section as reflected in the records of the CBA. The Secretary-Treasurer shall review, validate and tally all ballots timely returned and certify the results of the balloting to the Chair. Unless otherwise provided by these Bylaws, the decision of the members shall be determined by majority vote of the ballots validated by the Secretary-Treasurer. The only grounds upon which a ballot may be invalidated are: (1) failure to complete or return the ballot in conformity with the instructions stated thereon; (b) illegibility; or (c) ineligibility of the voter. The results of e-mail balloting shall be incontestable after five (5) calendar days from certification of such results by the Secretary-Treasurer. The Section shall have full authority to regulate electronic mail balloting in any manner consistent with these Bylaws.

## **ARTICLE VIII**

### 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'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.

Section C. No salary or compensation shall be paid to any Section officer, Council member or member of a committee. However, Section fees may be waived for any standing Section officer or at-large Council member, in the event the officer or at-large Council member asserts a financial hardship, upon approval of the Council.

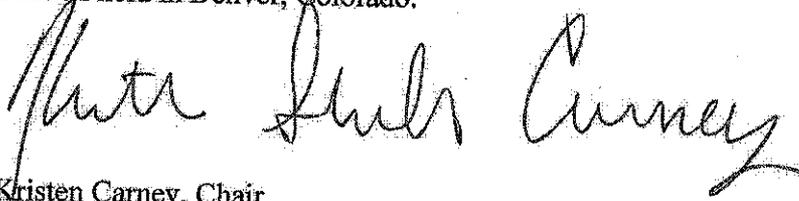
## **ARTICLE IX**

### **Amendments**

Section A. These Bylaws may be amended at any annual, regular or special meeting of the Section by a majority vote of the members of the Section present and voting at that meeting, except at meetings for which the notice requirement has been waived, or by e-mail balloting.

CERTIFICATE

These Bylaws of the Environmental Law Section, Colorado Bar Association, were duly approved as amended this 16th day of March, 2021, at the monthly meeting of the Environmental Law Section held in Denver, Colorado.



Kristen Carney, Chair

ATTEST:



Nick DiMascio Vice-Chair

Signature Page posted March 16, 2021