

**COLORADO BAR ASSOCIATION
AMENDED AND RESTATED BYLAWS
OF THE NATURAL RESOURCES AND ENERGY LAW SECTION**

Adopted March 27, 2025

**ARTICLE I
Name and Purpose**

1.1 This Section shall be known as the Natural Resources and Energy Law Section of the Colorado Bar Association (the “Section”).

1.2 The purpose of the Section shall be to promote the goals of the Colorado Bar Association (“CBA”) within the areas of mineral, oil and gas, energy and natural resources law, further the continuing legal education of and cooperation among the Section’s members in the practice of mineral, oil and gas, energy and natural resources law, and create a better understanding of mineral, oil and gas, energy and natural resources law and practice among the CBA’s members and the general public.

1.3 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**

2.1 Each member of the Section shall pay annual Section membership dues to the CBA in an amount to be determined by the Section’s 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 Council**

3.1 OFFICERS: The Officers of this Section shall be comprised of a Chair, a Vice-Chair, a Past-Chair, and a Secretary/Treasurer.

3.2 There shall be an 11-member Council of the Section (the “Council”), which shall consist of Chair, Vice Chair, Secretary/Treasurer, immediate Past Chair, the Executive Director of The Foundation for Natural Resources and Energy Law (the “Foundation”), the CBA’s appointee as Trustee of the Foundation, the Section Delegate to the CBA Board of Governors, and five at-large members of the Section elected as provided in Article IV, one of whom may be a Section representative to the CBA Board of Governors.

3.3 At each annual meeting of the Section to take place in April of each year (“Annual Meeting”), each open position on the Council shall be nominated and elected in the manner provided in Article IV, for a term of one year, beginning at the close of Section’s Annual Meeting at which they have been elected and ending at the close of the following year’s Annual Meeting the following year, when their successors have been elected. No Officer shall serve more than one consecutive full term in the same office.

3.4 AT-LARGE COUNCIL MEMBERS.

- a. The five at-large Council members shall serve one two-year term. Two new members of the Council shall be elected at each Annual Meeting of the Section, beginning at the close of the Annual meeting at which they shall have been elected and ending at the close of the Section’s Annual Meeting two years later, when their successors have been elected.
- b. The at-large Council members shall include, if possible, at least one young lawyer and at least one member from outside of the Denver metro area.
- c. The at-large Council members shall assist the Officers in planning Section events including monthly CLE programs, the Section holiday party, and the annual meeting.

3.5 CBA BOARD OF GOVERNORS DELEGATE. If so appointed by the Council, the Board of Governor’s Representative shall serve on the Council pursuant to the guidelines approved by the CBA Board of Governors and outlined in the Best Practices Playbook.

3.6 COUNCIL MEETINGS. The Council shall meet at regular meetings, on a schedule set by the Council. Special meetings may be called by the Chair or four (4) Members of the Council with 10 days’ written notice. Attendance in person or by telephone of six voting Council Members shall constitute a quorum for the transaction of business at any regular or special meeting. To the extent there are fewer than 11 voting Council members, the number of Council members to constitute a quorum shall be adjusted proportionately to equal 50% or as close there to as possible of the number of voting Council members. Meetings may be held by teleconference or by other electronic means. All binding action of the Council shall be by a majority vote of those Council members present and voting when a quorum exists at the time of the vote.

ARTICLE IV
Election of Officers and Council Members

4.1 At each Annual Meeting of the Section, a slate of candidates for each open position on the Council shall stand for election, which will include at a minimum the Secretary/Treasurer position and 2 at-large positions. Each term in office shall commence upon election at the Annual Meeting. The Officers and at-large Council members of the Section shall be elected by the Members of the Section. Thereafter, unless the slate of officers is voted out by the Section members, the Chair-Elect/Vice Chair shall automatically succeed to the office of Chair for the next following year, and each succeeding Chair-Elect shall automatically succeed to the office of the Chair upon completion of the Chair’s term of office each year. A new candidate for

Secretary/Treasurer shall stand for election with the slate or slates of officers at each Annual Meeting.

4.2 A call for applications for the vacant slate of Council candidates should be prepared and any applications received shall be provided to the Section CBA Liaison by March 15th in order to prepare the ballot.

4.3 The ballot will be sent to Section membership for vote one week prior to the Annual Meeting, or by April 15th for electronic voting for Section members unable to attend the Annual Meeting. Those in attendance at the Annual Meeting will vote on the ballot. Section Members shall have until the date of the Annual Meeting to complete and return their ballots, and the results shall be announced by the Section Chair by no later than May 1st.

4.4 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.

ARTICLE V

Duties and Powers of Officers

5.1 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 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 nominating and election process is followed and completed within the timeframe allotted; (viii) ensure that parliamentary rules are followed when voting, including electronic voting; and (viii) perform such other duties and acts as may be designated by the Council.

5.2 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; (iii) coordinate with Council members to plan the speakers and topics for any CLEs, retreats and symposiums during their terms; and (iv) 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.

5.3 SECRETARY/TREASURER. The Secretary/Treasurer shall: (i) create a budget or chair a committee that creates a budget; (ii) ensure the Section finances remain within the budget; (iii) track how the Section spends its money on a monthly and annual basis; (iv) attend the treasurer training or arrange training with the CBA Section Liaison; (v) manage submission of fund request forms to the CBA; (vi) take and keep minutes at Council meetings; and (vii) perform such other duties and acts as may be designated by the Council or Chair.

5.4 PAST CHAIR. The immediate Past Chair shall (i) maintain institutional knowledge while permitting new member participation at the officer level, and (ii) serve as the

Communications Representative in maintaining Section welcome letter templates, overseeing implementation of practices to identify new members at Section events, facilitating ambassador assignments, identifying new lawyer and law student members eager to engage the Section, and collecting information and suggestions for engaging with new and young lawyers.

ARTICLE VI

Duties and Powers of the Council

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

6.2 Subject to these Bylaws and the Bylaws of the CBA, the 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 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.

6.3 Between Annual Meetings of the Section, the Council may fill any at-large Council member vacancy, as well as any vacancy in the office of Treasurer or Secretary. If a vacancy occurs in both the office of Chair and Vice-Chair, the Council may fill the office of Chair, and may then nominate one or more candidates for Vice Chair, to be elected by a special vote of the membership; or the Council may leave the position open until the next annual meeting. 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 position shall not be prohibited from serving one consecutive full term in that same position.

6.4 The Council shall elect a member of the Section for an appointment as a Trustee of the Foundation, for a single term of three years. The election of the Trustee shall be submitted for ratification by the President of the CBA as a condition of the election becoming effective. If the Trustee fails to attend any annual meeting of the Board of Trustees of the Foundation without authorization from the Chair, or dies, resigns, or becomes disabled, the Council may elect a replacement from the Section membership. The election of a substitute Trustee must be ratified by the President of the CBA. Any substitute Trustee shall serve a three year term. No Trustee may be re-elected to a consecutive term in office. The Council may from time to time adopt additional qualifications for the office of Trustee.

6.5 The Chair shall appoint, with the Council's approval, members of the Section or Council members to serve as Legislative Liaisons (with one Legislative Liaison responsible for communication with the Legislative Policy Committee), who 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 at each Council meeting.

6.6 The Council may elect a member of the Section for appointment as Delegate to the CBA Board of Governors, for a term of two years, and for such additional number of years as the Council may determine in its sole discretion. A Delegate to the Board of Governors shall be a member of the Council, and 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.

6.7 REMOVAL OR RESIGNATION. If any member of the Council shall fail to attend two successive meetings of the Council, and if his/her absence is not deemed excused at either meeting by a majority of the Council, then the Member's position may be deemed vacated so long as the Secretary provides notice to that Member within 15 calendar days of the second meeting that was missed. However, if any officer or other member of the Council at any time after his or her election shall resign, or cease to be a member of the Section, then his or her office may be vacated, without action other than to note such fact in the minutes of the Council meeting. In the event of a vacancy created by operation of this Article, the remaining Members of the Council shall, by majority vote, elect a member of the Section to fill such vacancy and to serve for the unexpired term of the office vacated. A Member of the Council may resign from his/her position upon submission of notice to the Secretary/Treasurer.

ARTICLE VII

Section Meetings

7.1 The Annual Meeting of the Section shall be held at such time and place as the Council may determine during the month of April. 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 Council votes to waive the requirement of notice. The Annual Meeting also shall include such other program and business as may be approved by the Council and stated in the notice of that meeting.

7.2 Regular meetings of the Section may be called by the Chair.

7.3 Special meetings of the Section may be called by the Chair upon approval of the Council and at such time and place as the Council may determine.

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

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

ARTICLE VIII

Miscellaneous Provisions

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

8.1 No salary or compensation shall be paid to any Section Officer, Council member or member of a committee.

8.2 **REFERENDUM** The Council may direct a referendum by mail or electronic mail ballot of the Members of the Section. A majority of the votes cast in the referendum shall determine the policy of the Section with respect to the question submitted. Such referendum shall be conducted according to the rules established by the Council. Any resolution proposed by electronic ballot shall require a favorable or unfavorable vote, as the case may be, of an absolute majority of the Section membership to determine the question.”

ARTICLE IX

Amendments

9.1 These Bylaws may be amended at any Council meeting by a majority vote of the members of the Council or Annual Meeting of the Section by a majority vote of the members of the Section present and voting at that meeting.

CERTIFICATE

I hereby certify that the foregoing Bylaws consisting of 6 pages, including this page, constitute the Bylaws of the Natural Resources and Energy Law Section of the Colorado Bar Association, as adopted by the then current Council on March 27, 2025.



Danielle R. Bettencourt
Chair, NREL Section 2024-2025