

**BYLAWS
OF THE
COMMUNICATIONS AND TECHNOLOGY LAW SECTION**

Proposed February, 2019
Adopted April, 2019

ARTICLE I

Name and Purpose

Section A. This Section shall be known as the Communications and Technology 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 areas of Communications Law and Technology Law, further the continuing legal education of and cooperation among the Section's members in the practice of Communications Law and Technology Law, and create a better understanding of Communications Law practice and Technology Law practice among the CBA's members and the general public. For purposes of these bylaws, Communications Law shall mean the laws and regulations applicable to manufacturers and service providers in the telephony, wireless, messaging, cable TV, internet, television and/or satellite broadcasting industries. For purposes of these bylaws, Technology Law shall mean the laws and regulations applicable to the industries and individuals who produce or use technological devices, software, and methods. Technology Law issues to be addressed by the section may include, but are not limited to, technology research and development, manufacturing, computer software development, embedded systems issues, computer law, technology licensing and transfer, secrecy and privacy rights, data security, internet issues, technology venture financing, biotechnology, and intellectual property and ethics issues relevant to a Technology Law practice.

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. 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. Any Section member whose annual dues have not been paid

before October 1st shall automatically be terminated as a member of the Section. Members so enrolled and whose dues are so paid shall constitute the membership of the Section.

Section B. Membership is also open to all persons who are eligible to be associate members of the Colorado Bar Association.

ARTICLE III

Officers

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(s) of the Section; and at-large members of the Section elected as provided in Section IV.

Section C. Beginning in February of each year, the Chair, Vice-Chair and Secretary-Treasurer of the Section shall be nominated and elected, in the manner provided in Article IV, for a term of one year, beginning July 1 and ending June 30. No officer shall serve more than one consecutive full term in the same office.

Section D. The at-large Council members shall each serve for a three- year term except as otherwise provided herein. New members of the Council shall be nominated and elected, in the manner provided in Article IV. In the year immediately following adoption of these Bylaws, all at-large members shall be elected to staggered terms of one, two or three years, as specified in the nominations submitted to the membership. No at-large Council member may serve more than one consecutive full (3-year) terms as a member of the Council.

ARTICLE IV

Nomination and Election of Officers and Council Members

Section A. Nominations. The Chair, no later than February 15, shall send a notice to all Section members soliciting nominations for Vice- Chair, Secretary-Treasurer, and Council members whose terms are expiring. No later than February 28, the Chair shall submit the names of those suggested by the Section to the Council, which will act as a Nominating Committee unless the Chair appoints a separate Committee for this task made of at least three Section members. The Nominating Committee shall assemble a written slate of candidates and submit it to the Secretary no later than March 15.

Section B. Succession. On July 1 of each year, the then serving Secretary-Treasurer will move into the Vice-Chair position, and serve as Vice-Chair for a term of one year, beginning July 1 of that year and ending June 30.

Similarly, on July 1 of each year, the then serving Vice-Chair will move into the Chair position, and serve as Chair for a term of one year, and the then serving Chair will move into Immediate Past Chair position and serve as Immediate Past Chair for a term of one year. Should either the then serving Secretary-Treasurer or Vice-Chair not desire to succeed the Vice-Chair or Chair, respectively, then the Vice-Chair and/or Chair position shall be included in the call for nominations and elections shall be held pursuant to Section A of Article IV.

Section C. Elections. Written notice of the slate of candidates will be sent to the Section members no later than April 1. If any member desires an alternative candidate for officer of the Section or other member of the Council, such member may petition the Section for an alternative candidate by April 15, as long as such petition is signed by such member and a majority of other members. If the Secretary does not receive a duly signed petition for an alternative candidate by April 15, the slate shall be declared elected.

Section D. Contested Elections. If a duly signed petition for an alternative candidate is received by the Secretary by April 15, an election for the position that is contested shall be conducted. Written ballots for the contested position shall be sent to the Section. The ballots shall list the Council's slate and all alternative candidates no later than April 30. Members shall be instructed to return all ballots to the Secretary within twenty (20) days from the date the notice is sent out. The Secretary shall count all ballots received and the person(s) receiving the most votes of such ballots shall be declared elected by May 31.

ARTICLE V

Duties and Powers of Officers

Section A. Chair. The Chair shall: preside at all Section and Council meetings; formulate and present at the Section meeting held 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-Treasurer. The Secretary-Treasurer 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. The Secretary-Treasurer shall also keep a true record of the Section's regular and special meetings, as well as all Council meetings, and shall, with the assistance of CBA staff, keep an accurate and up-to-date record of all

Section income and budget, expenditures and other financial transactions.

Section D. Immediate Past Chair. The Immediate Past Chair shall coordinate with the CBA, and act as both Communications Representative of the Section and Board of Governor's Representative. As Communications Representative, the Immediate Past Chair will help onboard new Section members.

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 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 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.

Section C. 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, as they arise. 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 one consecutive full term in that same position.

Section D. A majority of 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 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, section D shall include meetings during which Council members are physically present or are present via telephone conference or e-mail communications. Nothing in these Bylaws shall prevent the Council from discussing or voting on section business solely via teleconference or e-mail communications.

ARTICLE VII

Section Meetings

Section A. Regular and 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. Notice of such meetings shall be provided in writing or via electronic media no fewer than seven days prior to such meeting unless the Council votes to waive the requirement of notice.

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

Section C. 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

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.

ARTICLE IX

Amendments

Section A. These Bylaws may be amended at any 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.