

**BYLAWS  
OF THE  
CONSTRUCTION LAW SECTION**

Adopted on February 12, 2018

**ARTICLE I**

Name and Purpose

*Section A.* This Section shall be known as the Construction 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 construction law and further the continuing legal education of and cooperation among the Section’s members in the practice of construction law, and create a better understanding of the construction law practice among the CBA’s members and the general public.

**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 Executive 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 1<sup>st</sup> next succeeding such enrollment. Members so enrolled and whose dues are so paid shall constitute the membership of the Section. Dues may not be increased by more than five (5) dollars per year unless approved by a simple majority of the Executive Committee.

**ARTICLE III**

Officers and Executive Council

*Section A.* The Officers of the Section shall be the Chair, Vice-Chair and Secretary/Treasurer. These Officers will be Executive Council members during their terms.

*Section B.* The Executive Council of the Section shall consist of the Officers, the Immediate Past Chair and the Executive Council Members at-large. The Executive Council shall consist of no fewer than seven or more than fifteen members, including the officer and past-chair positions. Less than 15 members shall create a presumptive vacancy. There shall be no more than 2 people per firm on the executive council at the same time.

*Section C.* Beginning in February of each election cycle, there shall be a call for nominations for the Secretary/Treasurer position to the Section members. Of those nominations received, the then current Executive Council shall appoint the Secretary/Treasurer for a term of one year, beginning July 1 of that year and ending June 30. The then serving Vice-Chair will move into the Chair position and the current Secretary/Treasurer will move to the Vice-Chair position. Should the then serving Vice-Chair not desire to serve as Chair, then the Chair position shall be included in the call for nominations and the current Executive Council shall elect the Chair. No Officer shall serve more than one consecutive full term in the same office unless necessary to prevent a vacancy. Should more than one person seek any Officer position, the position will be filled by a simple majority vote of the Executive Council.

*Section D.* Beginning in February of each election cycle, there shall be a call for at-large Executive Council Member nominations to the Section members. Any Section member in good standing can serve as an Executive Council Member at-large or Officer. Executive Council Members at-large shall 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. Upon adoption of these By Laws, the Executive Council will appoint the Officers and all Executive Council Members at-large shall be elected to a three year term. New at-large members will be elected to the Executive Council starting each July 1st so that staggered terms will be created. No at-large Council member may serve more than two consecutive full (3-year) terms as Executive Council Members at-large unless necessary to prevent a vacancy.

*Section E.* Any member of the Executive Council may volunteer to serve as the Representative to the CBA Board of Governors for a two year term. If more than one person volunteers, the Executive Council will select the Representative.

## **ARTICLE IV**

### Nomination and Election of the Officers and Council Members

*Section A.* Nominations. The Chair, no later than February 15 of each year, shall send a notice to all Section members soliciting nominations for Executive Council Members at-large as well as secretary/treasurer. No later than March 15th of that year, the Chair shall submit the names of those nominated by the Section to the Executive Council. The Executive Council shall assemble a written slate of candidates and submit it to the Secretary/Treasurer no later than April 1st.

*Section B.* Elections. Written notice of the slate of candidates will be sent to the Section members no later than April 15th. Section members will have until May 15th to accept the current slate or propose an alternate slate(s) signed by at least 10 section members. If the current slate is accepted, they shall be appointed to the Executive Council. If an alternate slate(s) that complies with the bylaws is received, there shall be a run-off vote

between the two slates by the members of the section. These votes must be received no later than June 15<sup>th</sup>. Officer and Executive Council members' terms start on July 1.

## **ARTICLE V**

### Duties and Powers of Officers

*Section A. Chair.* The Chair shall preside at all Section and Executive Council meetings; if the Executive Council chooses to have an Annual Section meeting, the Chair shall formulate and present at the Annual Section meeting 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. The Chair shall only vote in a situation where a vote is tied.

*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 by the CBA. The Secretary/Treasurer shall also keep a true record of the Section's Executive Council and annual meetings, and shall, with the assistance of CBA staff, keep an accurate and up-to-date record of all Section income, expenditures and other financial transactions and annual accomplishments and meeting minutes.

## **ARTICLE VI**

### Duties and Powers of the Executive Council

*Section A.* The Executive Council shall have general supervision and control of the affairs of the Section, subject to the Bylaws of the CBA and 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 Executive 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 Executive Council may direct.

*Section C.* The Executive Council may fill any Executive Council Member at-large vacancy, and any vacancy in the offices of Chair, Vice-Chair, and/or Secretary/Treasurer. Any person selected by the Executive Council to fill an Executive Council at-large member or Officer vacancy shall serve the balance of the unexpired term of that position.

Anyone filling the unexpired term of an Executive Council at-large member or Officer shall not be prohibited from serving one consecutive full term in that same position. Failure to substantively participate may be cause for removal based on a majority vote of the Executive Council.

*Section D.* Five Executive Council members shall constitute a quorum of the Executive Council. All binding action of the Executive Council shall be by a simple majority vote of the Executive Council members voting. A vote of the Executive Council members may be taken during any Executive Council or Annual Section meeting, and a vote of the Executive Council may also be taken via e-mail communications on any matter that may arise between meetings. A “meeting,” for purposes of this Article, shall include meetings during which Executive Council members are physically present or are present via telephone conference or e-mail communications. Nothing in these Bylaws shall prevent the Executive Council from discussing or voting on section business solely via teleconference or e-mail communications. If a vote ends in a tie, the Chair shall be the deciding vote.

## **ARTICLE VII**

### Section Meetings

*Section A.* If the Executive Council decides to hold an annual meeting of the Section, it shall be held at such time and place as the Executive Council may determine. 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 Executive Council votes to waive the requirement of notice.

*Section B.* The members of the Section present at any annual Section meeting shall constitute a quorum for the transaction of the Section’s business at that meeting.

*Section C.* All binding action of the Section shall be by a majority vote of those Section members present and voting at the annual 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 for payment, shall be approved by an Officer of the Section or, if the Executive Council shall so direct, by any two of them.

*Section C.* No salary or compensation shall be paid to any Section Executive Council member.

## **ARTICLE IX**

### Amendments

*Section A.* The Bylaws may be amended at any Executive Council meeting 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 \_\_\_\_ pages, including this page, constitute the Bylaws of the Construction Section of the Colorado Bar Association, as adopted by the then current Executive Council on the \_\_\_\_\_, 2017.