

**AMENDED AND RESTATED
BYLAWS OF THE
LARIMER COUNTY BAR ASSOCIATION**

**ARTICLE I
PURPOSE**

The purpose for which the Larimer County Bar Association (“Association”) is organized to serve as a professional association for attorneys at law who reside in, or practice in, Larimer County, Colorado. The Association may conduct any lawful activity pursuant to the Colorado Revised Nonprofit Corporation Act in fulfilling such purpose.

This Association is organized exclusively as a professional organization or business league as defined by the Internal Revenue Service, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) or 501(c)(6) of the Internal Revenue Code or the corresponding sections of any future federal tax code.

As also provided in the Associations Amended and Restated Articles of Incorporation, (“Articles”), no part of the net earnings of the Association shall inure to the benefit of, or be distributed to the members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in the preceding paragraph. The Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Bylaws or the Articles, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Association. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation including amendments to the Constitution of the United States or the Constitution of the State of Colorado, except that the members of the Association may authorize the contribution of a portion of the assets of the Association to an issue committee that supports or opposes legislation or amendments to the Constitution of the United States or the Constitution of the State of Colorado directly affecting the legal profession in Colorado or the judiciary of the State of Colorado.

**ARTICLE 2
MEMBERS**

2.1 Membership. Attorneys who are currently members of the Colorado Bar Association are eligible for membership in the Association. Membership also shall be open to judicial officers , district attorneys, public defenders, city and county attorneys, and non-profit attorneys regardless of Colorado Bar Association Membership, provided that such individuals pay Association dues, as set by the Association’s Executive Committee from time-to-time. Persons who do not meet the foregoing guidelines may be admitted to the Association, upon their application and favorable review by the Executive Committee. Only persons who are current in their payment of dues to the Association are eligible to vote.

2.2 Termination of Membership. Any person who fails to pay Association dues shall cease to be a member of the Association. Furthermore, termination of a person's membership in the Colorado Bar Association, other than those exceptions listed in Section 2.1, above, shall automatically terminate such person's membership in the Association.

2.3 Term Day Meetings. Meetings of the Association shall be conducted in conjunction with the Spring and Fall Term Days of the Larimer County District Court. The Spring Term Day is held on the first Friday in March of each year, and the Fall Term Day is held on the first Friday following Labor Day in September of each year. The officers of the Association shall be elected at each Spring Term Day meeting. No notice of the date, time, place, or purpose of any Term Day meeting is required, unless the date of any Term Day is changed from the date specified above.

2.4 Special Meetings. Special meetings of the members, for any purpose or purposes may be called by the President or by any four members of the Executive Committee, unless otherwise prescribed by statute, and shall be called by the President at the request of at least 5% of the members.

2.5 Notice of Meetings. No notice of the Term Day meetings is required to be given to the members. For any special meetings of the members, written notice stating the date, time, and place of the meeting, as well as the purpose or purposes for which the meeting is called, shall be given to the members not less than ten nor more than sixty days before the date of the meeting by either first class mail or e-mail to each member. If mailed by first class mail, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the members at their address appearing in the membership records of the Association. If e-mailed, such notice shall be deemed to be delivered when transmitted to the members at their e-mail addresses appearing in the Association's membership records.

2.6 Quorum. Those members present at any meeting of the Association shall constitute a quorum for the transaction of business at the meeting. Once a member is present for any purpose at a meeting, including the purpose of determining that a quorum exists, that member is considered present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting. For purposes of the members taking action by written ballot under Article 2.9 below, the quorum shall be whatever number of ballots are returned by the members.

2.7 Proxies. At all meetings of members, a member may only vote in person. No voting by proxy is allowed. Virtual attendance is considered "in person" for purposes of any vote of the members taken.

2.8 Voting. Each member of the Association shall have one vote which may only be cast in person. All elections or questions submitted to the members shall be decided by a majority vote, unless otherwise provided by law.

2.9 Action by Written Ballot. Any action that may be taken at any meeting of the members may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action and

provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid when the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot. All solicitations for votes by written ballot shall (i) state that the number of votes returned by the specified date shall constitute a quorum, (ii) state the percentage of approvals necessary to approve each matter, (iii) specify the time by which a ballot must be received by the Association in order to be counted, and (iv) be accompanied by written information sufficient to permit each member casting such ballot to reach an informed decision on the matter. A written ballot may not be revoked. The solicitation of votes by written ballot, and the submission of any ballot by a member, may be done electronically. Action taken under this Section has the same effect as action taken at a meeting of members and may be described as such in any document.

ARTICLE 3 **DUES**

Dues for membership in the Association shall be in an amount set by the Association through its Executive Committee. Dues are payable by each member upon the member's enrollment in the Association and thereafter annually as billed to the member.

ARTICLE 4 **EXECUTIVE COMMITTEE**

4.1 **General Powers.** The business and affairs of the Association shall be managed by an Executive Committee, which shall act as the governing body for the Association. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association managed under the direction of, the Executive Committee unless otherwise provided by law. Furthermore, the Executive Committee may adopt such rules and regulations for the conduct of its meetings and the management of the Association, as the Executive Committee may deem proper, not inconsistent with these Bylaws and Colorado law.

4.2 **Composition.** The Executive Committee shall be composed of the following persons who shall be voting members:

- President.
- Vice President / President-Elect.
- Secretary.
- Treasurer.
- Immediate Past President.
- One of the Association's representatives serving on the Colorado Bar Association Board of Governors. The Association's Board of Governors representatives shall select from among themselves the representative to serve on the Executive Committee and, if they cannot agree on the selection, the President shall make the selection. The Association's representatives serving on the Colorado Bar Association Board of Governors shall have the duty and responsibility to act as a liaison between the Colorado Bar Association and the Larimer County Bar

Association, representing the Association's interests to the Colorado Bar Association.

- Two members of the Association appointed by the President.
- Three members of the Association appointed by the Executive Committee. In appointing these three members, the Executive Committee shall seek an appropriate balance of representation among geographic areas within Larimer County and among the areas of law practiced by the Association's members.

4.3 Qualifications. All persons serving on the Executive Committee shall be members of the Association in good standing.

4.4 Terms. The term of the Board of Governors representative serving on the Executive Committee shall be two years. The terms of all other persons serving on the Executive Committee shall be one year.

4.5 Resignation. A member of the Executive Committee may resign at any time by giving written notice to the Association's President or Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the President or Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

4.6 Removal. A member of the Executive Committee may be removed by the vote of a majority of those Association members present at any meeting called for such purpose.

4.7 Vacancies. The President shall have the right to fill any vacancies on the Executive Committee occurring during the President's term of office.

4.8 Compensation. No member of the Executive Committee shall be compensated for his or her service on the Committee. Reasonable expenses incurred by a member of the Executive Committee in carrying out the Committee's or Association's purposes may be reimbursed.

4.9 Meetings. Regular meetings of the Executive Committee shall be held monthly (except December) with the date, time and place designated by the President. Term Day Meetings shall constitute the regular meetings for March and September. Special meetings of the Executive Committee may be called by or at the request of the President or any four members of the Executive Committee, on a date and at a place and time designated by the person or persons calling the meeting.

4.10 Notice of Meetings. Regular meetings of the Executive Committee may be held without notice of the date, time, place, or purpose of the meeting. Notice of any special meeting shall be given by email to all members of the Executive Committee and shall be effective upon transmission to the Executive Committee members at their e-mail addresses appearing in the Association records.

4.11 Quorum Noting. A quorum of the Executive Committee is a majority of the members of the Executive Committee. If a quorum has been established when a vote is taken, the

affirmative vote of a majority of the Executive Committee members present is the act of the Executive Committee.

4.12 Proxies. No voting by proxy is allowed at Executive Committee meetings.

4.13 Attendance at Meetings by Telecommunication. Any member of the Executive Committee may participate in a special meeting of the Executive Committee by, or the meeting may be conducted through the use of, any means of telecommunication by which all Executive Committee members participating may hear each other during the meeting. Attendance at regular meetings of the Executive Committee may also be through the use of any means of telecommunications by which all Executive Committee members participating may hear each other during the meeting. An Executive Committee member participating in a meeting by these means is deemed to be present in person at the meeting.~~An Executive Committee member participating in a special meeting by these means is deemed to be present in person at the meeting. Attendance at regular meeting of the Executive Committee may only be in person.~~

4.14 Action by Written Consent. If a majority of the Executive Committee members severally or collectively consent in writing to any action taken or to be taken by the Executive Committee, and the number of Executive Committee members so consenting constitutes a quorum of the Executive Committee, that action shall be valid action of the Executive Committee as though it had been authorized at a meeting of the Executive Committee. The Secretary shall file all such consents with the minutes of the Executive Committee meetings.

4.15 Other Committees. The Executive Committee may create one or more other committees and appoint one or more members of the Executive Committee or members of the Association to serve on them. The creation of a committee and appointment of committee members shall be approved by a majority of the Executive Committee members. The provisions of these Bylaws governing meetings of the Executive Committee shall apply to other committees as well.

ARTICLE 5 **OFFICERS**

5.1 Designation. The officers of the Association shall consist of a President, a Vice President, a Secretary, a Treasurer, and the Association's representative to the Colorado Bar Association Board of Governors who is serving on the Executive Committee. The Vice President shall be designated as the President-Elect and shall be the nominee of the Executive Committee for President upon expiration of his or her term as Vice President / President-Elect. All officers shall be members of the Association in good standing.

5.2 Election and Term of Office. The officers of the Association shall be elected by its membership at each Spring Term Day meeting. The Executive Committee shall serve as a nominating committee at such meeting and shall recommend a slate of officers to the membership. Nominations shall also be taken from the floor, prior to election. Officers of the Association shall be elected by a majority vote of those members in attendance at the Spring Term Day meeting.

Officers shall hold office until their successors are chosen and have qualified, unless sooner removed from office as provided below, or upon death, physical incompetency, or resignation.

5.3 Resignation and Removal. Any officer of the Association may resign at any time by giving written notice to the President or to the Secretary of the Association. Such resignation shall take effect upon receipt by the President or Secretary, and the acceptance of such resignation shall not be necessary to make it effective. Any officer of the Association may be removed by the Executive Committee whenever, in its judgment, the best interests of the Association may be served thereby, but such removal shall be without prejudice to the contract rights, if any of the person so removed. Election to an office shall not of itself create contract rights.

5.4 Vacancies. Any vacancy in an office may be filled by a majority vote of the Executive Committee members.

5.5 President. The President shall be the chief executive officer of the Association and shall have general supervision of the business and activities of the Association. The President shall preside at all meetings of the Executive Committee and the membership, and shall discharge the duties of the presiding officer. The President shall plan and supervise the activities of the Association during his or her term, subject to the direction and approval of the Executive Committee. The President shall keep the Executive Committee informed of the activities of the Association and shall implement its decisions and directives. The President shall perform such other duties and acts as usually pertain to the office of President or as may be designated by the Executive Committee.

5.6 Vice President. The Vice President shall have such powers and shall perform such duties as the Executive Committee may from time to time prescribe or as the President may from time- to- time delegate. At the request of the President, or in the case of the President's absence or inability to act, the Vice President may temporarily act in the President's place. If the President dies or is absent or unable to act without having designated the Vice President to act temporarily in his or her place, the Executive Committee may designate the Vice President to perform the duties of the President.

5.7 Secretary. The Secretary shall keep, or cause to be kept, accurate and complete minutes of the meetings of the members and of the Executive Committee; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records of the Association; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him or her by the Executive Committee or by the President. If the Secretary is absent or unable to act, an Assistant Secretary may be appointed by the Executive Committee to act with the same powers and subject to the same restrictions as are applicable to the Secretary.

5.8 Treasurer. The Treasurer shall have custody of the Association's funds and securities; shall keep full and accurate accounts of receipts and disbursements of the Association; shall deposit all Association monies and other valuable effects in the name of, and to the credit of the Association; and shall render an account of such transactions and of the financial condition of the Association to the Executive Committee upon request. The power to deposit and disburse

funds shall not, however, preclude any other officer, employee, or agent of the Association from also depositing and disbursing funds when authorized to do so by the Executive Committee. The Treasurer shall, if required by the Executive Committee, give the Association a bond in such amount and with such surety or sureties as may be ordered by the Executive Committee for the faithful performance of the duties of such office. The premiums on such bond shall be paid by the Association. The Treasurer shall have such other powers and perform such other duties as may be from time to time prescribed by the Executive Committee or the President. If the Treasurer is absent or unable to act, an Assistant Treasurer may be appointed by the Executive Committee to act with the same authority, and shall be subject to the same restrictions, as are applicable to the Treasurer.

5.9 Delegation of Duties. Whenever an officer is absent, or whenever for any other reason the Executive Committee may deem it desirable, the Executive Committee may delegate the powers and duties of an officer to any other officer or officers, or to any other member(s) of the Executive Committee.

ARTICLE 6 **INDEMNIFICATION**

6.1 The Association shall indemnify each of its Executive Committee members, officers, agents, fiduciaries, and employees, or former Executive Committee members, officers, agents, and employees to the maximum extent permitted by law.

6.2 The Association may purchase and maintain insurance on behalf of a person who is or was an Executive Committee member, officer, employee, fiduciary, or agent of the Association, or who, while an Executive Committee member, officer, employee, fiduciary, or agent of the Association, is or was serving at the request of the Association as a director, officer, employee, fiduciary, or agent of another domestic or foreign entity or other person, against liability asserted against or incurred by the person in that capacity or arising from the person's status as referenced above, whether or not the Association would have power to indemnify the person against the same liability under law. Any such insurance may be procured from any insurance company designated by the Executive Committee, whether such insurance company is formed under the laws of this state or any other jurisdiction of the United States or elsewhere.

6.3 If the Association indemnifies or advances expenses to any person under this Article in connection with a proceeding by or in the right of the Association, the Association shall give written notice of the indemnification or advance to the Association members.

ARTICLE 7 **LIABILITY**

No Executive Committee member or officer shall be personally liable for any injury to any person or property arising out of a tort committed by an Association employee unless such Executive Committee member or officer was personally involved in the situation giving rise to the injury, or unless such Executive Committee member or officer committed a criminal offense in

connection with such situation. The protection afforded in this Article shall not restrict other common-law protections and rights that an Executive Committee member or officer may have.

ARTICLE 8
DISSOLUTION

Upon dissolution of this Association, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in Larimer County, Colorado, exclusively for such purposes or to such organization or organizations, which are organized and operated exclusively for such purposes, as the Court shall determine.

ARTICLE 9
AMENDMENT

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority vote of the members at any members' meeting, provided that notice and a copy of the proposed alteration, amendment, or repeal is given to the members at least 10 days prior to the meeting.

ARTICLE 10
SUPERSEDING EFFECT

These Bylaws supersede and replace all prior bylaws of the Association.

CERTIFICATION

I certify that the foregoing Amended and Restated Bylaws of the Larimer County Bar Association, a Colorado nonprofit corporation, were approved by the members of the Association at the Fall Term Day meeting of the Association held on Friday, September 9, 2022.



[Signature of Andrew Priebe
Secretary of the Association]