

**BYLAWS
OF THE
SOUTHWESTERN COLORADO BAR ASSOCIATION**

Article 1. Name and Purpose.

The name of this association shall be the Southwestern Colorado Bar Association (the "SWCBA"). Its purpose is to: "To provide continuing education and volunteer opportunities to its members; to promote camaraderie, community, and professionalism among attorneys in Southwestern Colorado; to encourage service to the community at-large; and to promote justice and its accessibility."

Article 2. General Membership.

The SWCBA shall be comprised of general members ("Members" or "Membership"). General members shall be individuals who have paid dues to the SWCBA and are licensed to practice law in the State of Colorado, licensed in any other state or nation with a pending application for a license to practice in the State of Colorado, or graduates of an accredited law school in the State of Colorado. General members shall have the right to vote on matters presented to the general membership for a vote and the right to hold elective office.

Article 3. Meetings and Actions.

Section 3.1. Annual Business Meeting and Other Meetings. The Membership shall meet during the SWCBA's annual business meeting and at other times that may be called by the SWCBA Board of Directors ("Board of Directors"). The purpose of the annual business meeting is to elect officers and directors, approve the annual budget, and approve changes to these by-laws in accordance with Section 11 below. The annual business meeting shall be held during the month of June of each year. The exact date of the annual business meeting shall be established by the Board of Directors.

Section 3.2 Notice. The Membership must be notified of any Membership meeting at least five days in advance by a writing stating, (1) the date, time and place of any Membership meeting, and (2) the subject matter to be considered, in sufficient detail that the Membership can reasonably anticipate the matters to be discussed and acted upon. Notice may be given by any of the following methods: first-class mail, telephone, fax, e-mail, or personal contact (or any combination), so long as the entire Membership is notified.

Section 3.3 Action by the Membership. The Membership may take action on behalf of the SWCBA as follows:

A. Referral. The SWCBA Board of Directors may refer any question to the Membership which the Board of Directors determines impacts the Membership, or with respect to all matters required to be submitted to a vote of the members under the Colorado Revised Nonprofit Corporation Act (C.R.S. 7-121-101 *et. seq.*; herein the “Act”).

B. Vote. An action shall be deemed to have been taken by the Membership, and shall be binding upon the Board of Directors, when a majority of the General Members present in person or by proxy at any Membership meeting vote in favor or against an action, decision, or motion.

C. Quorum. Pursuant to C.R.S. 7-127-207, there shall be no quorum requirement for purposes of taking action by the Membership.

D. Proxies. A General Member is entitled to vote by proxy executed in writing by the member. The appointed proxy must be a General Member present at the membership meeting. The proxy must designate the member’s choice of action and must give discretionary authority.

Article 4. Board of Directors.

Section 4.1. General Powers. The SWCBA Board of Directors shall manage the business and affairs of the SWCBA and shall have all corporate powers exercised by or under the authority of the SWCBA and the Act.

Section 4.2. Qualifications. Members of the SWCBA Board of Directors must be dues-paying members of the SWCBA and must either (a) reside in La Plata County, Archuleta County, or San Juan County, Colorado or (b) actively practice law in the aforementioned counties.

Section 4.3. Composition, Terms, and Responsibilities. The Board of Directors shall consist of at least three (3), but no more than five (5), voting members elected by a majority vote of the General Members present at the annual business meeting. Pursuant to C.R.S. 7-127-208, cumulative voting is not permitted by these Bylaws. Pursuant to C.R.S. 7-128-101, a Board Director may also be known as and serve in the following officer positions, terms, duties, and responsibilities, as follows:

A. President. The President shall serve for a term of one year. The President shall preside over SWCBA meetings and shall be responsible for preparing an agenda for each meeting and providing notice to the membership of such meetings. The President is responsible for the day-to-day business of the SWCBA, providing direction to the Board of Directors with respect to the President’s goals for the SWCBA during the President’s term, for ensuring administrative tasks of the SWCBA are delegated fairly and performed satisfactorily, and for

ensuring that SWCBA programs and events are executed timely, efficiently, and cost-effectively. Immediately after being elected President, and as soon as practicable, the President shall provide to the Board of Directors a list of assigned tasks for the duration of the President's term organized by month. The President is a voting member of the Board of Directors.

B. Vice President. The Vice President shall serve for a term of one year. The Vice President is responsible for providing support to the President when needed. The Vice President is a voting member of the Board of Directors.

C. Treasurer. The Treasurer shall serve for a term of one year. The Treasurer is responsible for collecting, receiving, safekeeping, and disbursing SWCBA funds and ensuring that all financial accounts are updated with current elected officers. The Treasurer is responsible for preparing the annual budget for the SWCBA and is responsible for ensuring the Board of Directors expends SWCBA funds in accordance with the budget approved at the annual business meeting. The Treasurer shall provide support to the President and Vice President when needed. The Treasurer is a voting member of the Board of Directors.

D. Secretary. The Secretary shall serve for a term of one year. The Secretary position may be combined with the Treasurer position such that the one director serves as both Treasurer and Secretary for a term of one year. The Secretary is responsible for recording minutes at all SWCBA meetings, submitting Continuing Legal Education applications on behalf of the SWCBA, and maintaining SWCBA records and documents. The Secretary shall provide support to the President and Vice President when needed. The Secretary is a voting member of the Board of Directors.

E. Program Coordinator. The Program Coordinator shall serve for a term of one year. The Program Coordinator position is an elective position and may be filled when there is sufficient interest in serving on the Board of Directors. The Program Coordinator is responsible for supporting the President, Vice President, Treasurer, and Secretary in fulfilling their responsibilities to the Board of Directors and the members. The Program Coordinator is responsible for all other duties as assigned. The Program Coordinator is a voting member of the Board of Directors.

F. Colorado Bar Association ("CBA") Board of Governors ("BOG") Representative. The CBA Board of Governors Representative shall represent the SWCBA in CBA Board of Governors matters and shall be appointed by a majority vote of the board. The CBA Board of Governors Representative is responsible for attending biannual CBA BOG meetings, voting on behalf of the SWCBA at CBA BOG meetings, updating the SWCBA Board and membership on information presented at the biannual CBA BOG meetings, and representing SWCBA interests in matters before the CBA Board of Governors. The appointed CBA BOG Representative shall

serve at the pleasure of the SWCBA Board. The CBA Board of Governors Representative is not a voting member of the Board of Directors.

Section 4.4. Resignation, Removal, and Vacancies. A Board Director may resign from office at any time by providing written notice to the Board of Directors and such resignation will take effect at the time specified in the written notice. If no time is specified in the written notice, then the resignation will be deemed effective immediately. A Board Director may be removed only for cause by majority vote of the Board of Directors. Cause includes, but is not limited to, disbarment, suspension, failure to pay dues or otherwise becoming ineligible for membership, conviction of a crime of moral turpitude, or gross neglect of duties. Before voting on a Board Director's removal, the Board of Directors must provide the Board Director with 10 calendar days' written notice and an opportunity to be heard by the Board of Directors at a time and place specified in the written notice. A vacancy on the Board of Directors, for any reason, may be filled by appointment for the unexpired portion of the term by the Board of Directors at any meeting after the vacancy occurs.

Section 4.5. Meetings. The Board of Directors shall meet at least once every two months, at a time and place set by the President.

Section 4.6. Expenses and Reimbursement. The Board of Directors are authorized to reimburse any member of the SWCBA Board for reasonable expenses personally incurred for the purpose of conducting SWCBA business. No compensation shall be paid to any SWCBA Board member.

Article 5. Committees.

Section 5.1. The Board of Directors may appoint committees to address special or particularized matters as needed. An appointed committee shall be comprised of General Members selected by the Board of Directors and may include a member of the Board of Directors, but an appointed committee is not required to have a Board Director. The Board of Directors has the right to abolish an appointed committee at any time by majority vote of all Board Directors.

Section 5.2. Scholarship Committee. The Scholarship Committee is responsible for reviewing applications for the annual SWCBA scholarship awards and recommending scholarship award recipients to the General Members for approval. The Scholarship Committee is also responsible for advertising the annual scholarship awards.

Article 6. Financial Affairs of the SWCBA.

No expense exceeding \$500 and not included in the approved annual budget may be incurred, unless the Board of Directors approves the expense by a majority vote and provides its prior written approval of the expense. Expenses less than \$500 that are not included in the approved annual budget may be approved by both the President and Treasurer prior to the expenditure. A Board Director who violates this section may be personally liable for an expenditure incurred. The Board of Directors may ratify an expenditure incurred in violation of this section, but shall have no obligation to do so. The Treasurer is responsible for ensuring compliance with this section. The Treasurer is authorized to sign checks on behalf of the SWCBA.

Article 7. Insurance and Indemnification

Section 7.1 Provision of Insurance. The Board of Directors may purchase and maintain insurance, in such scope and amounts as the Board of Directors deems appropriate and from any insurance company designated by the Board of Director.

Section 7.2 Indemnification. Indemnification rights and obligations for SWCBA Directors, Officers, Employees, Fiduciaries, and Agents shall be as set forth in C.R.S. 7-129-101 *et. seq.*

Article 8. Permitted Distributions

The SWCBA may only make distributions in the form and manner permitted under C.R.S. 7-133-102(1)(c) and 7-133-102(2), as follows:

- A. to confer benefits upon its members in conformity with its purposes; and/or
- B. to distribute upon dissolution in conformity with Section 9 below.

Article 9. Dissolution

The SWCBA's period of duration is perpetual, yet may be dissolved voluntarily or judicially by form and manner set forth under C.R.S. 7-134-101 *et. seq.*

Article 10. Records, Information, Reports

The SWCBA shall keep records as prescribed by C.R.S. 7-136-101. Additional obligations and rights of the SWCBA and its members shall be as set forth in C.R.S. 7-136-101 *et. seq.*

Article 11. Amendment of By-Laws.

These bylaws may be amended in accordance with C.R.S. 7-130-201 *et. seq.*, as follows:

- A. The Board of Directors may amend the bylaws at any time to add, change, or delete a provision, unless:
 - i. Articles 121 to 137 of this title or the articles of incorporation reserve such power exclusively to the members in whole or part; or
 - ii. a particular bylaw expressly prohibits the Board of Directors from doing so; or
 - iii. it would result in a change of the rights, privileges, preferences, restrictions, or conditions of a membership class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class.

- B. The General Members may amend the bylaws even though the bylaws may also be amended by the Board of Directors. In such instance, the action shall be taken in accordance with sections 7-130-103 and 7-130-104 as if each reference therein to the articles of incorporation was a reference to the bylaws.

Article 12. Miscellaneous

Section 12.1 Fiscal Year. The SWCBA's fiscal year shall be from July 1 to June 30 of each year.

Section 12.2 Conveyances and Encumbrances. SWCBA property may be assigned, conveyed or encumbered by officers authorized to act by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all SWCBA property and assets shall be authorized only in the manner prescribed by the Act.

Section 12.3 Designated Contributions. The SWCBA may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the SWCBA's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored to the extent reasonably practicable. However, the SWCBA shall reserve all right, title and interest in and to and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the SWCBA shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the SWCBA's tax-exempt purposes.

Section 12.4 References to Internal Revenue Code. Any reference in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 12.5 Principles of Construction. Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words “pay” and “distribute” shall also mean assign, convey and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these bylaws.

Section 12.6 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 12.7 Governing Law and Venue. The provisions of these bylaws shall be governed and construed in accordance with Colorado law; and, venue shall be had in a court of competent jurisdiction in the 6th Judicial District of Colorado.

ADOPTED BY THE BOARD OF DIRECTORS, effective as of date of last signatory below.



Julianne Begay, Director

11/01/21

Date



Kim Perdue, Director

10/29/2021

Date



Michelle Der Ohanesian, Director

11/01/21

Date



Jesse Bopp, Director

10/29/2021

Date

BYLAWS CERTIFICATE

The undersigned certifies that they are the Secretary of the Southwestern Colorado Bar Association, a Colorado nonprofit corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said corporation.

Dated: November 1, 2021

Michelle Der Ohanesian

Michelle Der Ohanesian, as SWCBA Secretary