

BYLAWS OF THE
FIRST JUDICIAL DISTRICT BAR ASSOCIATION
(A Colorado Nonprofit Corporation)

ARTICLE I
NAME AND OFFICE

Section 1. This Association shall be known as the First Judicial District Bar Association and shall consist of the bench and bar of the counties of Gilpin and Jefferson, Colorado.

Section 2. The principal office shall be in Colorado, at the residence of the Executive Director or at such other location as may be determined from time to time by the Board of Trustees. The Registered office may but need not be identical with the principal office and to be determined by the Board of Trustees.

ARTICLE II
PURPOSES

The purposes of the Association shall be to enhance the practice of law within Gilpin and Jefferson Counties, to promote professionalism and the administration of justice, to encourage legal education, to uphold the honor and dignity of the bar, to cultivate cordial relations among the legal community of First Judicial District to perpetuate the history of the profession and the memory of its members, to facilitate and improve the provision of legal services to the community, and to administer the budget for professional, social and community-oriented purposes.

ARTICLE III
MEMBERSHIP

Section 1. There shall be five (5) classes of attorney membership and seven (7) classes of membership in the Association. All **attorney** members shall retain their membership only so long as they remain members in good standing of the Bar of the Supreme Court of Colorado and comply with the By-laws of this Association. Each **attorney** member shall be entitled to one (1) vote.

The membership classes include:

(a) Junior membership shall consist of attorneys who have been a member of the Bar of the Supreme Court of Colorado or any other State in the United States for fewer than three (3) years.

(b) Standard Members, formerly classified as Senior members: shall consist of attorneys who have been a member of the Bar of the Supreme Court of Colorado or any other State in the United States for more than three years.

(c) Governmentally employed members: Governmentally employed members shall consist of attorneys employed in government.

(d) Retired Members: Retired members shall consist of any attorney who has been a member of the Association for twenty (20) years or more.

(e) Honorary Life Members: Attorneys who have practiced in the legal profession for at least 50 years and request to be classified as honorary life members may be granted honorary life membership status.

(f) LLPs, Licensed Legal Paraprofessionals: Any Legal Paraprofessional who is licensed and in good standing to practice law in Colorado.

(g) Student CBA Member: Student CBA Member is any current student at an accredited law school, or a recent (within the last year) graduate of an accredited law school who has not yet been sworn in to practice in Colorado. Each Student CBA Member shall enjoy those rights and privileges of Active CBA Members except the right to hold office or vote

Section 2 Associate members: In addition to attorney members identified in (a)-(e) above, any non-lawyer who serves within or contributes to the legal system may be admitted as an Associate member in this Association. Associate members shall pay dues as fixed by the Board of Trustees and shall enjoy all Association rights and privileges except the right to vote or to hold office.

ARTICLE IV OFFICERS

Section 1. The officers of this Association shall serve for a term of one (1) year and shall consist of a President, a Vice President, and a Secretary-Treasurer.

Section 2. All officers shall perform the duties usually performed by such officers; and, in addition thereto, the duties herein prescribed, and such other duties as may be determined from time to time by the Board of Trustees.

Section 3. The President shall preside at all meetings and shall be an ex-officio member of all Committees.

Section 4. In the President's absence, the Vice President shall perform the duties of the President. The Vice President shall be designated the President-Elect and shall be nominated for the office of the President at the conclusion of

the Vice President's term consistent with Section 2 of Article X, Nominating Committee.

Section 5. The Secretary-Treasurer shall keep a roll of members, shall keep a record of the proceedings of all meetings of the membership and of the Board of Trustees, shall cause all notices to be given, and shall conduct the correspondence of the Association. Subject to state law, the Secretary-Treasurer may delegate these duties to the Executive Director.

Section 6. The Secretary-Treasurer shall collect and, subject to the approval of the President, shall disburse all funds of the Association. The Secretary-Treasurer may delegate those duties to the Executive Director. The Secretary-Treasurer shall keep accurate accounts, including verifying accounts monthly to monitor transactions. The Executive Director shall be covered under an Employee Dishonesty Policy in the amount of \$25,000.

Section 7. Any member of the Association, in good standing and classified as junior, standard (senior), governmentally employed and retired, is eligible for election to any office, regardless of the location of his place of residence or business office.

ARTICLE V BOARD OF TRUSTEES

Section 1. The Board of Trustees shall consist of twelve to fifteen (12-15) of the Association's members, including nine to twelve (12) Trustees-at-Large and the President, Vice President, and Secretary-Treasurer. The number between nine to twelve (9-12) of the Trustees-at-Large shall be set annually by the Nominating Committee in its sole discretion. The Secretary-Treasurer of the Association shall serve as Secretary of the Board of Trustees. The term of office for the Trustees-at-Large shall be two years and shall be staggered. Mid-year vacancies on the Board of Trustees shall be filled by appointment by the President, said appointment to continue until the next annual meeting of the Association's members.

Section 2. The Board of Trustees shall manage the affairs of the Association, supervise the work of all Committees, and shall report to the Association any business which, in the judgment of the Board, requires the action of the Association. The presence of one-half (1/2) or more of the voting Board members shall constitute a quorum, which is required to conduct the business of the Board. The act of a majority of the members of the Board of Trustees present at a meeting at which a quorum is present, and voting upon such matter, shall be the act of the Board of Trustees. The Board of Trustees shall have the authority to employ, compensate, and terminate such people as may be necessary to conduct the affairs of the Association. The Board of Trustees shall have the authority

to lease such office space and incur such office expenses as may be necessary to conduct the affairs of the Association.

Section 3. The Board of Trustees shall set the date, time and place of its regular meetings. In addition, special meetings may be called at any time by the President on his or her motion or at the request of three (3) members of the Board of Trustees.

Section 4. The officers, members of the Board of Trustees and representatives to the Board of Governors may be reimbursed for their actual expenses incurred in the business of the Association.

ARTICLE VI REPRESENTATIVES TO THE COLORADO BAR ASSOCIATION

Section 1. The Association elects to become and be an affiliated Association of the Colorado Bar Association. As herein provided, any junior or standard member of the Association may be elected to represent the Association on the Board of Governors of the Colorado Bar Association.

Section 2. The term of the Association's representatives to the Board of Governors of the Colorado Bar Association shall be two years and said terms shall expire in alternate years.

Section 3. Said representatives to the Board of Governors shall report to this Association at its regular Board of Trustees meetings on the activities of the Board of Governors of the Colorado Bar Association, and shall be non-voting, ex-officio members of the Board of Trustees with the right to attend all meetings of the Board of Trustees.

ARTICLE VII MEMBERSHIP MEETINGS

Section 1. The Board of Trustees shall set the date, time, and place of regular meetings of the Association's members.

Section 2. Special meetings may be called by the President on the President's own motion or shall be called by the President upon the written request of nine (9) members of the Board of Trustees.

Section 3. Twenty (20) members shall constitute a quorum at any meeting. If a quorum is not present, the members present shall adjourn the meeting and, with or without further notice to the other members, reschedule such meeting. If a quorum is present at such adjourned meeting, the members may transact

any business which could have originally been transacted had such meeting not adjourned.

Section 4. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Association's members present at a meeting at which a quorum is present shall be the act of the membership.

ARTICLE VIII DUES

Section 1. The Board of Trustees shall have the power to fix the annual dues to be paid by members of this Association. To encourage membership and participation in the Association by new lawyers, retired lawyers, and by non-lawyers, the dues for junior members, retired members and associate members may be fixed by the Board of Trustees in an amount less than the dues for standard members. Should it fail to do so, the schedule dues for the preceding year shall remain in full force and effect until duly changed. Any member who requests a dues waiver from the Colorado Bar Association and is approved shall also receive a waiver from the First Judicial Bar Association dues.

Section 2. All dues shall be paid to the Treasurer of this Association, or to the Colorado Bar Association in advance, on or before the date designated by the Colorado Bar Association as the drop date.

Section 3. The fiscal year of this Association shall be from July 1 to June 30.

ARTICLE IX COMMITTEES

Section 1. There shall be established by the Board of Trustees or the President such standing Committees of this Association as they shall deem proper and appropriate, whose members shall serve without compensation, which may include but not be limited to the following committees:

- (a) Awards
- (b) Banquet / Reception
- (c) Bench/Bar
- (d) Continuing Legal Education/Professionalism
- (e) Golf
- (f) Law Day
- (g) Membership/Community Relations
- (h) Mock Trial
- (i) Nominating

Section 2. In addition to the above, the Board of Trustees or the President shall have the authority to establish Ad Hoc Committees for particular purposes, the members of which shall serve without compensation.

Section 3. The duties of all said Committees shall be such as the name of the Committee suggests or such additional duties as the President of this Association may request.

Section 4. The Board of Trustees shall determine what standing Committees shall be established for the following calendar year.

Section 5. The solicitation for interest of Association members in participating in Committees shall be included in the Proclamation in order that Committees can be constituted in a timely fashion. The issue of the Proclamation soliciting interest in the Committees will include a summary of the goals and policies of each Committee.

Section 6. The Board of Trustees shall appoint the Chairperson of each committee to serve at the discretion of the Board. The Chairperson's term shall be for one year, from January 1 until December 31. Should the Chairperson resign or be unable to continue with their duties, the Board shall select a replacement at the next meeting of the Board of Trustees to serve the remainder of the term. The Chairperson shall be a member in good standing of the 1st Judicial District Bar Association.

Section 7. It is the responsibility of the Board of Trustees to approve the members of the committees. The Executive Director, in consultation with the Chairperson of the committee, shall submit a list of eligible candidates to the Board of Trustees. The committee members serve at the discretion of the Board for a one-year term from January 1 until December 31. Should a committee member resign or be unable to continue with their duties, the Chairperson shall recommend a replacement to the President. The President shall select the replacement effective immediately to serve the remainder of the term. The Board may increase the membership of the committee during the year by adding additional members to serve until December 31. The members of the committees shall be members in good standing of the 1st Judicial District Bar Association.

Section 8. The Chairperson of each committee shall appear at a meeting of the Board of Trustees at least once during the calendar year, unless exempted by vote of the Board. During this meeting, the Chairperson shall report on the operations of the committee. The Board of Trustees may request additional meetings or written reports at their discretion.

Section 9. The President of the Board may request that each Committee Chairperson submit a written report on an annual basis to the Board of Trustees describing the operations of the Committee during the preceding year. These reports may include any changes in the goals or the policies of the Committee deemed necessary or desirable by the Committee. The Board of Trustees or President may request such additional reports as deemed desirable.

Section 10. Copies of all Committee records will be maintained in the Association offices to assure consistency and continuity in the work of the Committees.

ARTICLE X NOMINATING COMMITTEE

Section 1. It shall be the duty of the President to appoint a Nominating Committee of at least five members in accordance with Article IX, Committees, above.

Section 2. The Nominating Committee shall nominate a Vice President, a Secretary-Treasurer, as many members as the Association is entitled to elect to represent this Association on the Board of Governors of the Colorado Bar Association, and as many Trustees as may be required to fill the vacancies on the Board.

Section 3. Immediately after said nominations have been agreed upon and made, said Nominating Committee shall give such list to the Secretary of this Association who shall notify each member giving the name and office of those nominated and advise each member that the election will be held on that date of the annual meeting, at which time other nominations may be made from the floor. Said notices of the Secretary shall be announced to the members at least ten (10) days before July 1 of each year. The Secretary-Treasurer may delegate these duties to the Executive Director.

ARTICLE XI POWERS OF ASSOCIATION

Section 1. On behalf of the Association, the Board of Trustees may enter contracts, borrow money, and designate any officer or officers as signatories of the Association for such purposes.

Section 2. The Board of Trustees is authorized to designate such banks, trust companies, and depositories and deposit funds of the Association and make checks, drafts, and other orders for the payment of money upon any accounts and designate the numbers and persons authorized to sign such orders.

ARTICLE XII NON-DISCRIMINATION

The Association shall not conduct Association activities which discriminate against any person on the basis of race, color, age, religious belief, gender or sexual orientation; or conduct Association activities or functions at locations which discriminate against persons on the basis of race, color, age, religious belief, gender or sexual orientation.

ARTICLE XIII AMENDMENTS

These Bylaws may be amended or repealed at any regular or special meeting of the Board of Trustees by a two-thirds majority vote of all Trustees, whether present or not, providing that thirty (30) days' notice of the proposed amendment prior to said regular or special meeting has been announced to the membership. Emergency Bylaws may be adopted by the Board of Trustees during periods of declared public emergencies, and any such Emergency Bylaws shall remain in effect for only so long as such declared public emergency remains in place.

ARTICLE XIV TAX EXEMPTION COMPLIANCE

Section 1. Except for reasonable compensation for services rendered, no payment, dividend, reimbursement of expenses, extension of loan, or repayment of loan may be made to any officer, employee, trustee, member, or contributor if such is a prohibited transaction or act of self-dealing.

Section 2. The Association shall not invest funds nor retain such income or business holdings nor make any expenditure or engage in any act of self-dealing which would jeopardize its tax-exempt status under the Internal Revenue Code.

Section 3. Upon a ruling that any transaction of the Association is prohibited by provisions set out in this Article XIV, the Association shall be authorized to rescind such transaction and recover any monies improperly paid.

ARTICLE XV
LAW

Section 1. This Association is governed by and operating under the Colorado Revised Nonprofit Corporation Act (CRNCA), Colorado Revised Statutes, Title 7, Articles 121 to 137, as such Act may be amended and any other Act adopted by the Colorado Legislature in substitution of the CRNCA. This Association is also governed by and operating under the Colorado Corporations and Associations Act (CCAA), Colorado Revised Statutes, Title 7, Article 90, as such Act may be amended and any other Act adopted by the Colorado Legislature in substitution of the CCAA.

Section 2. This Association is specifically entitled to the benefits of the terms and provisions of the CRNCA.

ARTICLE XVI
EFFECTIVE DATE

These Bylaws as herein provided shall become effective from and after the date of July 1, 1966, or as further amended.

AMENDED: DECEMBER 1986; OCTOBER 1995; 2007; MAY 2014. PROPOSED REVISIONS: JANUARY 2025.