

**BYLAWS**  
of the  
**WELD COUNTY BAR ASSOCIATION,**  
a non-profit corporation.

Section 1.1 PRINCIPAL OFFICE. The principal office of the Corporation shall be located in Weld County, Colorado.

Section 1.2 REGISTERED OFFICE. The registered office of the Corporation, required by the Colorado Nonprofit Corporation Act to be maintained in the state of Colorado, may be, but need not be, identical with the principal office in the state of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II - AFFILIATION**

The Corporation shall be, and remain, affiliated with the COLORADO BAR ASSOCIATION pursuant to the provisions of the Bylaws of the COLORADO BAR ASSOCIATION as now adopted or hereafter amended.

**ARTICLE III - MEMBERSHIP**

Section 3.1 SUPREME POWER IN MEMBERSHIP. The supreme power of the Corporation shall be vested in the Active and Resident members of the Corporation present at any meeting; provided, however, that the Board of Directors may submit any matter to the membership for vote by mail in accordance with procedures established by said Board of Directors. The Board of Directors shall act in the best interests of the Corporation between general membership meetings of the Corporation

Section 3.2 CLASSES OF MEMBERSHIP. There shall be three (3) classes of membership in the corporation, to-wit:

Section 3.2.1 ACTIVE MEMBER. Active membership shall be open to any person admitted to practice law before the Supreme Court of the state of Colorado residing, or having their principal office, in the State of Colorado, who shall, upon application and the payment of dues, become a member of the Corporation.

Section 3.2.2 RESIDENT MEMBER. A Resident Member shall be an attorney admitted to practice before, and in good standing with, the highest court of a state other than the state of Colorado and who resides in, or maintains their principal office, in the State of Colorado. Resident Members shall enjoy all of the privileges of membership in the Corporation except those of voting and holding elective office.

Section 3.2.3 ASSOCIATE MEMBER. An Associate Member is a non-lawyer who serves within and contributes to the legal system. An Associate Member shall pay dues as fixed by the Board of Directors and shall enjoy all the privileges in the corporation except those of

voting and holding elective office. Admission to membership as an Associate Member shall be approved by the Board of Directors after application and verification of qualifications.

Section 3.3 MEMBERSHIP IN COLORADO BAR ASSOCIATION. Every Active Member and Resident Member of the Corporation shall be a member in good standing of the COLORADO BAR ASSOCIATION and shall, in addition to the dues payable to the Corporation, pay such dues to the COLORADO BAR ASSOCIATION as may be established by the Board of Governors of the COLORADO BAR ASSOCIATION.

Section 3.4 TERMINATION OF MEMBERSHIP. Membership in the Corporation shall terminate upon the occurrence of any of the following events:

Section 3.4.1 RESIGNATION. The resignation of the member tendered in writing to the President of the Corporation. Such resignation shall not relieve the resigning member of the obligation to pay any dues, assessments or other charges accruing prior to the date of resignation and remaining unpaid.

Section 3.4.2 REMOVAL OF QUALIFICATIONS. The membership of any Active or Resident Member of the Corporation shall terminate upon the failure to pay the Corporation's dues or the striking of the member's name from the membership rolls of the COLORADO BAR ASSOCIATION by the Treasurer of the COLORADO BAR ASSOCIATION for failure to pay dues or if the privilege of a Resident Member to practice before the Supreme Court of the State of Colorado is suspended or revoked (disbarred). Membership in the Corporation may be reinstated upon application when the terminated member is reinstated, in good standing, to practice before the Supreme Court of the state of Colorado and all dues to the Corporation and the COLORADO BAR ASSOCIATION are paid. The membership of Resident Members of the corporation shall likewise terminate upon the suspension or revocation (disbarment) of the privilege of the member to practice before the highest court of the state in which said member is admitted to practice and said Resident Member may be reinstated, upon application, when admitted to practice, and in good standing, before the highest court of a state other than the State of Colorado and all dues to the Corporation and the COLORADO BAR ASSOCIATION are paid.

Section 3.5 MEMBERSHIP MEETINGS.

Section 3.5.1 ANNUAL MEETING. The annual meeting for the election of officers shall be held during the month of May of each calendar year or on a date and at such time and place as may be established by the Board of Directors.

Section 3.5.2 SPECIAL :MEETINGS. Special meetings of the membership of the corporation shall be held at such times, places, and for such reasons as may be established or determined by the Board of Directors of the Corporation.

Section 3.6 MANNER OF ACTING. The act of a majority of those Active members in good standing present at any meeting at which there is a quorum, or if by mail a majority of such members in good standing responding, shall be the action of the membership.

Section 3.7 QUORUM. 15% of the Active members of the Corporation in good standing shall constitute a quorum for transaction of any business at any general membership meeting of the Corporation

Section 3.8 DUES

Section 3.8.1 ASSESSMENT. The Directors of the corporation shall have the authority to establish dues and fees for membership in the Corporation and may distinguish between classes of membership in establishing such dues or fees.

Section 3.8.2 PAYMENT OF DUES. The dues of the Corporation shall be paid through the Treasurer of the COLORADO BAR ASSOCIATION upon assessment to the member by the COLORADO BAR ASSOCIATION in accordance with its Bylaws, rules or practices

**ARTICLE IV - BOARD OF DIRECTORS**

Section 4.1 DUTIES. It will be the duty of the Board of Directors to plan and manage the Corporation's activities and affairs between general membership meetings of the Corporation and subject to the Supreme Power of the Membership (see Section 3.1). The Board of Directors shall exercise all powers of the Corporation in conducting the business affairs of the Corporation except such powers that are specifically reserved to the general membership.

Section 4.2 PERFORMANCE OF DUTIES BY DIRECTORS AND OFFICERS. A Director or officer of the Corporation shall perform his or her duties as a Director or officer, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a Director or officer shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in Paragraphs 4.2.1, 4.2.2 and 4.2.3 of this Section 4.2; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability by reason of being or having been a Director or officer of the corporation and shall be indemnified by the Corporation for such actions or inactions and reimbursed for his or her attorney's fees expended in defense thereof. Those persons and groups on whose information opinions, reports, and statements a Director or officer is entitled to rely upon are:

Section 4.2.1 One or more officers or employees of the Corporation whom the Director or officer reasonably believes to be reliable and competent in the matters presented;

Section 4.2.2 Counsel, public accountants, or other persons as to matters which the Director or officer reasonably believes to be within such persons' professional or expert competence; or

Section 4.2.3 A committee of the Board upon which he or she does not serve, duly designated in accordance with the provision of the Articles of Incorporation or the Bylaws as to matters within its designated authority, which committee the director or officer reasonably believes to merit confidence.

Section 4.3 NUMBER, TENURE AND QUALIFICATIONS. The number of Directors of the corporation shall consist of at least twelve (12) active members. Each officer shall serve as a member of the Board of Directors. The remaining six (6) members of the Board of Directors (Directors-at-Large) shall be nominated by the Nominating Committee and elected by the membership at the Annual Meeting. The term of office of the Directors-at-Large shall be two (2) years. A member of the Board of Directors may succeed himself but may not serve more than two (2) successive two-year terms. The President, President-Elect, or immediate past president shall preside at all meetings of the Board of Directors.

Section 4.4 MEETINGS. The Board of Directors shall meet upon call of the President or upon call of any three (3) members of the Board of Directors.

Section 4.5 NOTICE. Written notice of any meeting of the Board of Directors shall be given by electronic mail to each Director at his or her business address at least three (3) days prior to the meeting.

Section 4.6 QUORUM. A majority of the number of Directors fixed by or pursuant to Section 4.3 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.7 MANNER OF ACTING. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.8 INFORMAL ACTION BY DIRECTORS. Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or all of the committee members entitled to vote with respect to the subject matter thereof.

Section 4.9 PARTICIPATION BY ELECTRONIC MEANS. Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 4.10 VACANCIES. Any vacancy occurring in the Board Directors may be filled by appointment by the remaining of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 4.11 RESIGNATION. Any Director of the corporation may resign at any time by giving written notice to the President or the Secretary of the Corporation. The resignation of any Director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice: and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.12 REMOVAL. Any Director or Directors of the Corporation may be removed at any time, with or without cause, in the manner provided in the Colorado Nonprofit Corporation Act.

Section 4.13 COMPENSATION. Directors, as such, shall not receive any salaries for their services

## ARTICLE V - OFFICERS

Section 5.1 OFFICERS. The officers of the corporation shall be President, President-elect, Secretary/Treasurer, the immediate past-president, and such number of Representatives on the Board of Governors of the COLORADO BAR ASSOCIATION as the Corporation may be entitled to pursuant to the provisions of the Bylaws of the COLORADO BAR ASSOCIATION.

Section 5.2 TERM OF OFFICE. The term of office of the President, President-elect, and immediate past-president shall be one (1) year commencing on July 1 following the Annual Meeting at which they are elected and terminating on June 30 of the succeeding year. The term of office of Representatives of the Corporation to the Board of Governors of the COLORADO BAR ASSOCIATION shall be two (2) years commencing on July 1 of the year in which they are appointed and terminating on June 30 two (2) years later. To the extent practicable, the terms of Representatives of the Corporation to the Board of Governors of the COLORADO BAR ASSOCIATION shall be staggered in such a manner as to assure continuity in such representation. A representative to the Board of Governors may succeed himself but may not serve more than two (2) successive two-year terms. The term of office of the Secretary/Treasurer shall be two (2) years commencing on July 1 following the Annual Meeting at which he is elected and terminating on June 30 two (2) years later. The Secretary/Treasurer may succeed himself but may not serve more than two (2) successive two-year terms. Terms limits for the Secretary/Treasurer, as set forth herein, shall not apply effective 19 April 2022.

Section 5.3 DUTIES. The duties of the officers of the Corporation shall be as follows:

5.3.1 President: The President shall preside at all meetings of the Association; perform the duties usually performed by the President or Chief Executive Officer of an unincorporated association; and shall perform such other duties as may be prescribed by a majority of the membership.

5.3.2 President-elect: The President-elect shall perform the duties of the President in the event of the President's absence or inability to perform the duties of president; perform such duties

usually performed by a vice-president of an unincorporated association; and shall perform such duties as may be prescribed to the President-elect from time to time by the President or the membership of the Corporation.

5.3.3 Secretary/Treasurer: The Secretary/Treasurer shall keep minutes of all meetings of the membership; shall supervise the collection and disbursements of all funds in accounts of the Corporation; shall account to the membership for funds and accounts of the Association; Association; shall be sensitive to, and primarily responsible for, fulfilling the social obligations of the corporation including, by way of example and of example and not limitation, providing flowers for funerals of members, or sending such congratulatory or condolence messages as may be appropriate for the Association to convey; shall perform such other duties usually performed by the secretary or treasurer of an unincorporated association; and shall perform such other duties as may be prescribed by the President or the membership of the corporation.

Section 5.4 ELECTION OF OFFICERS. The President, President-elect, Secretary/Treasurer, Board of Directors, and Board of Governors' Representatives shall be elected at the Annual Meeting for the terms of office described in Section 5.2, above. Nominations for the elective officers shall be made by the Nominating Committee provided; however, the President-elect shall be nominated by the Nominating Committee for the office of President unless the President-elect has become unavailable to hold that office by reason of death or other causes. The Nominating Committee shall be instructed, and by this Bylaw is instructed, that the officers shall be chosen on the basis of ability and willingness to serve the needs of the Corporation rather than as a method of conferring honors and that the Nominating Committee is to consider and be sensitive to the diverse composition of the corporation so that all members may recognize that their interests and aspirations are being given serious attention both in the selection of the officers and the conduct of the Association's affairs. Additional nomination for the offices of President-elect, Secretary/Treasurer, Board of Directors, and Representative of the Corporation to the Board of Governors of the COLORADO BAR ASSOCIATION may be made by any member at the Annual Meeting provided such member has notified the President in writing at least two (2) weeks prior to the meeting of the member's intention to place additional persons in nomination and the identity of such persons. The said two week requirement shall be waived and nominations accepted from the floor at the Annual Meeting, however, if the Nominating Committee's report is not made public at least four (4) weeks prior to the Annual Meeting.

Section 5.5 LIMITATION ON TERM. The President, President-elect, and immediate past president may not succeed themselves in office. Representatives of the corporation to the Board of Governors of the COLORADO BAR ASSOCIATION shall not serve more than two (2) successive terms. The Secretary/Treasurer may succeed herself/himself.

## ARTICLE VI - COMMITTEES

Section 6.1 EXECUTIVE COMMITTEE. The Board of Directors, by resolution adopted by a majority of the full Board, may designate two or more of its members to constitute an

Executive Committee. The designation of such committee and delegation thereto of authority shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed by law. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending to the members the sale, lease or other disposition of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business, recommending to the members a voluntary dissolution of the corporation or revocation thereof or amending the Bylaws of the corporation.

Section 6.2 NOMINATING COMMITTEE. The Chairman of the Nominating Committee shall be the immediate past-President of the Corporation. The membership of the Nominating Committee shall consist of the President-elect, at least one (1) Representative of the Corporation to the Board of Governors of the COLORADO BAR ASSOCIATION designated by the President, and three (3) members appointed by the President. The Nominating Committee shall present to the membership at the Annual Membership Meeting its nominees for elective office.

Section 6.3 OTHER COMMITTEES. The Board of Directors may create such other and additional committees as in its discretion it deems necessary or advisable and the President shall appoint the Chairman and membership of each such committee. Committees of the Corporation established pursuant to this section shall terminate both as to its existence and membership at each Annual Meeting of the Corporation but may be recreated and reinstated and the membership re-determined by the Board of Directors following each Annual Meeting.

## **ARTICLE VII - SUBSTANTIVE SECTIONS**

The Corporation may sponsor or assist the organization of substantive Sections devoted to the improvement of the professional knowledge and skill of the members thereof in particular fields of law, such as, by way of example and not limitation, tax law, real estate law, criminal law, or family law. Each Section shall have the power to adopt its own Bylaws not inconsistent with the Bylaws of the Corporation and the COLORADO BAR ASSOCIATION. There shall be no qualification for membership in any section other than membership in the Corporation, application for enrollment in such Section, and the payment of such section membership dues or fees as may be duly established by the section. Each section shall be responsible for its own administration, the election of its own officers, the maintenance of its financial records, the assessment and collection of its dues, and any obligations it may incur. No action, report, resolution or recommendation of any Section shall be binding upon the Corporation or the COLORADO BAR ASSOCIATION or shall be deemed the action of the Corporation or the COLORADO BAR ASSOCIATION or shall be publicized unless formally ratified or adopted by the membership of the Corporation or the Board of Governors of the COLORADO BAR ASSOCIATION, as appropriate.

## ARTICLE VIII – MISCELLANEOUS

Section 8.1 USE OF FUNDS. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustee or officers, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other other provisions of the Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on

- (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provisions of any future federal internal revenue law) or;
- (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future federal internal revenue law).

Section 8.2 DISSOLUTION. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the internal Revenue of 1954, as amended (or the corresponding provision of any future federal internal revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE IX - ADMINISTRATIVE AND FISCAL YEAR

The administrative and fiscal year of the corporation shall commence on July 1st of each calendar year and terminate on June 30th of each succeeding calendar year.

## ARTICLE X - NON-DISCRIMINATION

It shall be the policy of the Corporation, its officers, governing bodies, sections, committees, or other sub-groups not to use for any Bar-related activity the facilities of any club or other institution which discriminates in its membership policies in any manner against persons on the basis of sex, race, color, national origin, age or religious beliefs.



**ARTICLE XI - AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any meeting of the Board of Directors at which a quorum is present

**CERTIFICATE**

The undersigned hereby certifies that the foregoing Bylaws, consisting of nine (9) pages, including this page, constitute the Bylaws of the WELD COUNTY BAR ASSOCIATION, adopted by the Board of Directors of the Corporation as of April 13, 2006, and amended on 19 April 2022.

By: Jennifer Lynn Peters  
Its: Secretary/Treasurer

Amended on 19 April 2022  
Certified by: William F. Garcia  
Its: President