

**RESTATED BYLAWS OF THE
COLORADO WOMEN'S BAR ASSOCIATION**

05/14/05

- I. NAME. The name of this corporation shall be the Colorado Women's Bar Association (the "CWBA").
- II. DURATION. The duration of the CWBA shall be perpetual.
- III. PURPOSE. The primary purpose of the CWBA shall be to provide a forum for the exchange of ideas and legal skills, and for continuing legal education. It shall also be the purpose of the CWBA:
 - To encourage the advancement of women in the law;
 - To promote the highest standards of the legal profession;
 - To advance justice;
 - To promote, advance, and protect the interests and welfare of women; and
 - To pursue these goals through appropriate legal, social, and political action.
- IV. POWERS. The CWBA shall have the power to do any act or thing, in furtherance of its proper purposes, which is not prohibited by law to an organization organized and operated as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code.
- V. MEMBERSHIP.
 - A. ELIGIBILITY.

To become a member of the CWBA, application must be made to the Board of Directors, accompanied by payment of such dues as may be established from time to time by the Board. The Board may also require such other documents as may be necessary to establish the status of a new member with regard to class of membership, including as a minimum the following: name (and any previous names which the applicant has used); admission to any bar (or to any accredited law school) and the date thereof; date of birth; and the addresses and telephone numbers of the applicant's residence and place of business. Such information shall be kept in the membership rolls, which rolls shall be amended from time to time to reflect the addition of new members, or the deletion of such members as they may die, no longer qualify for membership, become ineligible for membership, or who fail to pay their dues within ninety (90) days of the date of which the same become due and owing.

B. CLASSES OF MEMBERS. There shall be three classes of members (collectively referred to as the "Members" or the "Membership"):

1. Active Members. Active members shall be those persons who are members in good standing of the Bar of the Supreme Court of Colorado or any other state or nation or who are graduates of an accredited law school of any state or nation and have paid their dues to the CWBA.

2. Non-attorney Members. Non-attorney members shall be any persons other than those included in Section V(B)(1) or Section V(B)(3) who have paid their dues to the CWBA.

3. Student Members. Student members shall be those persons currently enrolled in law school who have paid their dues to the CWBA.

C. POWERS OF MEMBERS. Only active members and Non-attorney Members shall have the right to vote and the right to hold office in the CWBA, except as may be set forth otherwise herein.

D. MEMBERSHIP MEETINGS. The Membership shall meet during the annual convention (the "Convention") and at such other times as shall be called by the Board of Directors.

1. Convention. At the annual Membership meeting, known as the Convention, the election of officers shall take place, reports of the officers of the CWBA and its committees shall be given, goals for the coming year shall be considered by the membership, and other major CWBA business may be considered.

2. Special Meetings. Special meetings of the Members may be held at any time when called by the President. Special Meetings of the Members shall also be held when the Secretary receives the written application of at least 10 percent (10%) of the Members to hold a Special Meeting.

3. Notice. The Membership must be advised, at least five days in advance, 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 thus contacted.

4. Invalidation of Action. Any action taken by the Membership which is not in compliance with Section V(D)(3) above, shall be void *ab initio* without

further action by any party. Such action may be ratified or reenacted at the next meeting of the Membership which is in compliance with these Bylaws.

5. Action by the Membership. The Membership may take action on behalf of the CWBA as follows:

a. Referral. The Board of Directors may refer any question to the Membership which the Board of Directors determines in its sole discretion has significant public impact. Upon the vote of the Membership, which vote shall be a majority of the active Membership present in person or by proxy at any Membership meeting, such action shall be deemed to have been taken by, and shall be binding upon, the Board of Directors.

b. Resolutions. The Membership may pass such resolutions as it may desire, by majority vote of those active members present in person or by proxy at any Membership meeting.

c. Veto. Any action taken by the Board of Directors (except for action under Section V(D)(5)(b) hereof), may be vetoed by the Membership within sixty (60) days of the date of such action, by two-thirds vote of the Active Members of the CWBA voting at any meeting. Such veto may be by voice or other vote at the next Membership meeting, or may be in writing by utilizing the following form:

I, _____, do hereby vote to veto the action taken on by the Board of Directors, which action provided as follows:

(specify the action)

Signed: _____

Date: _____

Any action thus vetoed by the membership may not be reconsidered by the Board of Directors until the passage of six (6) months from the effective date of the veto, except that such action may be reconsidered by the Membership upon a referral as set forth in Section V(D)(5)(a) above.

d. Quorum. At any Membership meeting, the presence in person or by proxy, or by mail ballot where permitted, of five percent (5%) of all Members having voting rights shall constitute a quorum for the transaction of business.

6. PROXIES. At any Membership meeting, a Member entitled to vote may vote by proxy executed in writing by the member. The appointed proxy must be a Member with voting rights present at the membership meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

The form of proxy shall include both provisions for designating a Member's choice of action and giving discretionary authority and shall be mailed to all Members entitled to vote with all notice of Membership meetings. The proxy form shall include the statement that, if a Member votes by proxy, her voting rights may be affected by additional nominations, run off elections, or matters presented from the floor. Proxies shall be in the form specified by the Board of Directors.

7. VOTING BY MAIL. In the election of directors, voting by mail by Members shall be allowed in the following manner. No later than twenty-one (21) days before the Convention, the Nominating Committee (see Section VI(G) hereof) shall prepare and mail to all Members with voting rights a ballot setting forth the names of the candidates for election then known to the Nominating Committee accompanied by a short biographical sketch of each candidate. All returned ballots received by the Secretary of the CWBA no later than three (3) days before the Convention, bearing such proof of validation as may be determined necessary by the Board of Directors, shall be counted in the election. The mail ballot forms shall include the statement that, if a member votes by mail ballot, her voting rights may be affected by additional nominations or run-off elections.

The Membership shall further be allowed to vote by mail on issues referred to the Membership by the Board of Directors pursuant to Section V(D)(5)(a), in the following manner. The entire Membership shall be notified in detail, through a first-class mailing, of the question on which they are voting. The Membership shall be given at least twenty (20) calendar days from the date of such first-class mailing in which to return completed ballots.

E. CHAPTERS. In furtherance of the purposes set forth in Section III above, statewide participation is encouraged at all levels within the CWBA and in other activities commonly engaged in by members of the legal profession. The CWBA will foster and facilitate statewide representation in an effort to remain sensitive to statewide issues.

Any five (5) or more attorneys residing or practicing outside of the Denver metropolitan area, who have goals and purposes consistent with those of the CWBA, shall be entitled to form separate chapters of the CWBA. For purposes of these Bylaws, the Denver metropolitan area shall be defined as Denver, Adams, Arapahoe, Jefferson, and Douglas counties.

Any attorney who joins the CWBA and who works in a geographical area in which a chapter exists is automatically a member of the chapter.

A chapter shall determine its own dues structure. However, the Board shall assess each member of the chapter outside the Denver metropolitan area a membership fee for the CWBA in an amount which does not exceed the dues of any other Active Members from outside the Denver metropolitan area. The CWBA shall collect all local and statewide dues and remit the chapter's share of its Active Members' dues to the chapter or the

CWBA may make such other arrangements as it shall deem appropriate. The CWBA Board may also elect to submit part or all of the dues collected from law student and non-attorney members of the chapter to the chapter, as appropriate, for programs or other events.

Upon receipt by the CWBA of the chapter's members dues and the CWBA dues, each member of the chapter shall be entered in the CWBA records as a full member of the CWBA, with all the attendant rights and privileges accorded all other members of the CWBA.

Each chapter of the CWBA shall designate itself as a chapter of the CWBA, and shall use that name or designation for all purposes.

A chapter with five (5) to fourteen (14) members shall be entitled to one *ex-officio*, advisory, non-voting seat on the Board of Directors. A chapter with fifteen (15) or more members shall be entitled to one designated seat on the Board of Directors, with all the attendant rights and privileges accorded to any other voting member of the Board.

G. MINORITY BAR AFFILIATIONS. In furtherance of the purposes set forth in Section III above, participation by CWBA members of all races, national origin, creed, and sexual orientation is encouraged at all levels within the CWBA. The CWBA will foster and facilitate representation of minority groups in an effort to remain sensitive to minority issues.

In furtherance of this purpose, the CWBA Board of Directors shall have the discretion to establish a reduced dues structure and/or authorize dues waivers for CWBA members who are also members of minority bar associations.

Each minority bar association which is recognized and so designated by the CWBA Board of Directors shall be entitled to one designated seat on the Board of Directors, with all the attendant rights and privileges accorded to any other voting member of the Board.

VI. BOARD OF DIRECTORS.

A. POWERS. The affairs of the CWBA shall be directed by the Board of Directors, which shall be the policy-making body of the CWBA. The Board shall have all powers normally vested in such a body, subject to any of the limitations in these Bylaws, and including but not limited to the power to delegate such of its duties as may be legally permitted and reasonable and responsible; and to appoint such *ad hoc* committees on such basis as it may deem appropriate.

B. DIRECTORS. The Board of Directors shall consist of the officers; the chair or co-chairs (up to two) of each standing committee; one representative from each Chapter (as defined in Section V(E) of these Bylaws); one representative, who shall be a

member of the CWBA, from each recognized minority bar association (as defined in Section V(G) of these Bylaws) selected by the minority bar association; two At-Large Directors appointed by the President of the CWBA; and one CWBA member appointed by the President of the CWBA to act as a CWBA representative to the Board of Governors of the Colorado Bar Association. The At-Large Directors shall be specifically charged with representing the interests of all members of the CWBA who are located outside the Denver metropolitan area. Each At-Large Director shall be entitled to one (1) vote. Further, the student members of the CWBA may elect two of their number, one from the University of Colorado School of Law and one from the University of Denver College of Law, to the Board of Directors. Each student representative to the Board shall be entitled to one (1) vote.

C. OFFICERS. The officers of the CWBA shall be a President, Vice-President, Secretary, Treasurer, President-Elect, Historian, and Immediate Past President. Each shall perform the duties normally assigned as such officer, as well as the duties specifically set forth herein.

1. President. The President shall be the chief executive officer of the CWBA, and shall be responsible for handling its day-to-day affairs in accordance with the goals and purposes set forth by the Board of Directors. The President shall preside over the meetings of the CWBA, and shall be responsible for the preparation of an agenda for each meeting. The President shall always be an Active Member of the CWBA, as defined in Section (V)(B)(1) above.

2. Vice-President. The Vice-President shall perform such duties as may be delegated or assigned to her by the President or Board of Directors, including serving as a liaison officer to the various legal associations with which the CWBA may wish to establish a relationship.

3. Secretary. The Secretary shall be responsible for the keeping, maintaining, and making available of all of the CWBA's minutes, correspondence, records, or documents of any kind whatsoever (except for those records relating to the removal of an officer or director, as set forth in Section VI(H) below; financial records which are to be kept by the Treasurer, as set forth in Section VI(C)(4) below; records relating to personnel matters; and records relating to judicial endorsements.). She shall make such records available for inspection and copying at the request of any Member or such Member's duly authorized representative, during normal business hours upon reasonable notice.

The Secretary shall be responsible for sending all notices of meetings of the Board and the Membership.

Finally, the Secretary shall be responsible for the preparation and timely filing of all documents required to be filed by the CWBA with any governmental agency,

including but not limited to annual reports, amendments to the Articles of Incorporation, etc., except for those financial reports which are to be filed by the Treasurer, as set forth in Section VI(C)(4).

These tasks may be performed by the Executive Director under the direction of the Secretary.

4. Treasurer. The Treasurer shall be responsible for the collection, receipt, safekeeping and disbursement of the CWBA's funds. Should the treasury fund be sufficient that the Board of Directors considers it wise to require that the Treasurer be bonded, the Board may so require. The Treasurer shall be responsible for the keeping, maintaining, and making available of all of the CWBA's financial records. She shall make such records available for inspection and copying at the request of any member or such member's duly authorized representative, during normal business hours upon reasonable notice.

The Treasurer shall be responsible for maintaining records and answering inquiries regarding the CWBA's tax status. She shall also be responsible for the preparation and timely filing of the CWBA's tax return.

These tasks may be performed by the Executive Director under the direction of the Treasurer.

5. President-Elect. The President-Elect shall be an officer and a member of the Board of Directors. The President-Elect shall perform the duties of the President in her absence, and shall act in an advisory capacity to the President and perform such functions as shall be assigned to her by the President. She will also assume the office of the President automatically upon termination of the President's term of office or whenever the office of the President becomes vacant. The President-Elect shall be an *ex officio* member of all standing committees of the CWBA.

6. Historian. The Historian shall research and maintain the history of the CWBA as an organization. She shall maintain individual histories of the Members of the CWBA in their professional capacities including collecting and clipping files of newspapers and magazine articles concerning other media reports about members. She shall also research and maintain the history of women in the law in Colorado by collecting oral and written histories from women who have practiced in the State of Colorado and other notable women in Colorado.

7. The Immediate Past President. The Immediate Past President shall perform such duties as may be delegated or assigned to her by the President or Board of Directors.

D. COMMITTEES. There shall be eight standing committees of the CWBA: the Public Policy Committee, the Judicial Committee, the Professional Advancement Committee, the Legal Services Committee, the Publications Committee, the Membership Committee, the Programs Committee, and the Convention Committee. The CWBA encourages the establishment of *ad hoc* caucuses which serve the specific interests of segments of the Membership.

1. The Public Policy Committee. The Public Policy Committee shall monitor legislation, case law, administrative and constitutional developments, government policy statements and the press and broadcast media, as they affect the interests of women; report such developments to the Board of Directors; and propose such action as the Committee may deem appropriate. It shall coordinate the lobbying and amicus activities of the CWBA.

2. The Judicial Committee. The Judicial Committee shall promote the entry of women into the judiciary and shall conduct such programs and provide such support as is consistent with that goal. The Judicial Committee shall monitor the actions of the judiciary individually and as a whole, as those actions affect the interests of women, and the Committee shall recommend appropriate action. It shall serve as the CWBA's liaison to the courts of the State of Colorado at all levels.

For the protection of those members of the CWBA who are serving actively as judges, and for the assurance that the Committee will act freely, no member who is actively employed as a judge or magistrate, or who serves as a member of a judicial nominating commission, in this state may serve on this Committee, except by invitation of the Committee for such limited purposes as may be appropriate. No member who is actively employed as a judge or magistrate, or who serves as member of a judicial nominating commission in this state, may serve on the Board of Directors of the CWBA as chair or co-chair of the Judicial Committee.

3. The Professional Advancement Committee. The Professional Advancement Committee shall promote the advancement of women in the legal profession. The Professional Advancement Committee shall nominate people who further the purposes of the CWBA as set forth in Section III for awards and other applicable honors. The Professional Advancement Committee shall also assist the Colorado law schools in serving the interests of women; set up mentoring programs for female students at Colorado law schools, and plan and organize programs or other activities which will encourage the advancement of women in the law.

4. The Legal Services Committee. The Legal Services Committee shall develop mechanisms through which to provide legal assistance to women and children in the community; it shall establish legal counseling services for women; create a referral service for individuals and organizations seeking legal assistance on issues

affecting women; plan and organize training to attorneys in areas of the law that will assist women, particularly those who would be classified as low income; perform other training or services consistent with the purposes described in Section III; and increase the number of attorney volunteers.

5. The Publications Committee. The Publications Committee shall, on a regular basis, publish a newsletter and encourage the members to submit substantive articles, columns and letters for publication in the newsletter and other publications.

6. The Membership Committee. The Membership Committee shall promote membership in the CWBA and organize matters affecting said membership.

7. The Programs Committee. The Programs Committee shall plan and organize programs for the periodic general membership meetings, programs and seminars for continuing legal education, and programs for skills development. The sphere of responsibility may include both educational and social agenda.

8. The Convention Committee. The Convention Committee shall plan and organize the annual Convention.

Further, each committee shall be responsible for such other duties as are consistent with its enumerated responsibilities.

Any committee may undertake any responsibilities for such other committee with the approval of the Board of Directors.

E. EXECUTIVE COMMITTEE AND EXECUTIVE DIRECTOR. The Executive Committee shall consist of the officers of the CWBA and shall hold meetings as called by the President. The Board of Directors may also appoint an Executive Director if it so desires. The Executive Committee and the Executive Director each shall have such authority as is delegated to them by the Board of Directors pursuant to Section VI(A) of these Bylaws including authority to make decisions concerning the day-to-day operation of the CWBA. Unless the Board of Directors otherwise determines, the Executive Committee shall have all of the powers of the Board of Directors during intervals between meetings of the Board of Directors except for the power (i) to amend the Bylaws; or (ii) to take any action related to the removal of Officers and Directors from office. The Executive Committee shall provide to the full Board of Directors a report of any actions taken by the Executive Committee at the next regular or special meeting of the Board of Directors. In the event of a tie vote of the Executive Committee, the matter shall be brought before the full Board of Directors for vote.

F. TERM OF OFFICE. Each officer, committee chair and director of the CWBA shall serve, subject to removal, for approximately one (1) year commencing with the first Board of Directors meeting held after the next convention. In the case of those officers, committee chairs, or directors elected or appointed mid-term, they shall only serve out the term of the person they replaced. Only the President and President-Elect are prohibited from succeeding themselves in office.

G. ELECTION OF OFFICERS AND DIRECTORS. At least three months prior to the Convention, the Board of Directors shall appoint a Nominating Committee consisting of at least three (3) active members, none of whom may be current officers. The Nominating Committee shall review the qualifications of those active members who are willing to serve in an official capacity, and shall present a slate of candidates to the Board of Directors at least one month prior to the annual meeting. No member of the Nominating Committee shall be placed on the slate of candidates, except for those appointments made by the President, which are the At-Large representatives and the CWBA representative to the Board of Governors of the Colorado Bar Association.

The President-Elect shall become President at Annual Convention at which the next President-Elect is elected. If the President-Elect is or will be unable or unwilling to serve as President for any reason, the Nominating Committee shall present one or more qualified candidates for President in accordance with the procedure above for nominating other officers. Each candidate shall be specified as to which seat on the Board of Directors each shall fill.

The directors chosen by the Chapters, by a minority bar association, or by the student members of the CWBA shall be chosen by their own group, in accordance with their own procedures, as long as such procedures conform to the CWBA's standards of fairness and due process.

At the annual meeting, additional nominations may be taken from the floor, and the candidates may present information in their own behalf. Election to office shall be by majority vote of those Active Members present at the annual meeting. In the case of a mere plurality, run-off elections shall be held until a majority vote is obtained.

The new directors and officers shall take office at the Annual Convention.

H. REMOVAL OF OFFICERS AND DIRECTORS. Any officer or director may be removed from office, but only for cause. Cause shall include but not be limited to disbarment, suspension, failure to pay dues or otherwise becoming ineligible for Membership; conviction of a crime of moral turpitude, gross neglect of duties, or breach of trust or confidentiality. Removal shall proceed as follows:

1. The Board of Directors shall empower three of its members (the "Removal Board") to inquire into the circumstances.

2. The Removal Board shall make and seal its findings. A copy thereof shall be delivered to the individual subject to these proceedings, who shall be given an opportunity to resign if she so desires.

3. If the individual does not resign, the Removal Board shall recommend to the Board of Directors that the individual subject to these proceedings either be kept in the office, or be removed forthwith. If the recommendation is that the individual be removed forthwith, the Board of Directors shall then submit the removal to the voting Membership, in the case of an officer or director voted into office by the entire Membership. The President shall have the authority to determine whether to remove the Representative to the Board of Governors of the Colorado Bar Association and the At-Large Directors, who are appointed by the President. In the instance of an individual not voted into office by the entire Membership or appointed by the President, the Board of Directors shall submit the removal to the Minority Bar, Affiliated Association or student group responsible for the appointment for a determination of whether the individual shall be kept in office or removed forthwith.

4. Should the individual subject to these proceedings choose, she may request that the full Board of Directors inquire into the circumstances, and that she be given an opportunity to present her own evidence, prior to acting upon the recommendation of the Removal Board.

All of the proceedings set forth shall be recorded and kept sealed, except those materials submitted to the voting Membership and those materials reflecting the votes of the Membership on this issue, unless ordered to be opened for extraordinary cause by the Board of Directors, or unless the individual subject to these proceedings waives confidentiality of the record. This is intended as a professional courtesy and shall not confer upon her any cause of action against the CWBA, its officers, directors, members, or employees for the failure to observe any portion hereof in whole or in part.

I. APPOINTMENT OF OFFICERS AND DIRECTORS. Should an officer or director other than the President-Elect be unwilling or unable to finish her term, the President shall immediately appoint a substitute officer or director to serve in her place. This substitute shall perform the duties of the vacated office on a pro tem basis only, until the Board of Directors has met and approved the appointment. Upon approval by the Board of Directors, the appointee shall succeed to the vacated office and shall serve for the remainder of the term. Until such approval by the Board, however, she shall serve only at the pleasure of the President, who may rescind the appointment or replace her with another appointee.

Should the President be unwilling or unable to make such emergency appointments, the President-Elect shall do so; should both be unwilling or unable to make such

emergency appointments, the Vice-President shall do so; should all three be unwilling or unable to make such emergency appointments, the Secretary shall do so.

Should it occur that there are less than four (4) members of the Board of Directors remaining active in the CWBA, then any remaining director or any three members of the CWBA may call an emergency meeting of the membership for the election of such new officers or directors as may be required to finish the terms.

J. MEETINGS.

1. Time. The Board of Directors shall meet once a month during its terms of office, and at such other times as shall be called by the Board of Directors.

The Board of Directors shall have the discretion to determine the day of the week upon which the monthly directors' meeting shall be held on the same day of the week each month.

Insofar as it is practical, the membership shall be advised of the schedule of Board of Directors' meetings.

2. Quorum. No action may be taken by the Board of Directors unless a quorum thereof is present. A quorum shall be defined as one-third of the total number of voting members of the Board of Directors. If one-third is a fractional number, then such number shall be rounded down. Chapter representatives will not be included in the quorum calculation.

Advisory or liaison members not entitled to vote shall not be considered in the above calculations.

3. Manner of Action. Except as otherwise provided in Section VI(J)(6) and (7) herein, a majority of those members present and voting at any meeting of Board of Directors shall decide each matter considered. A director cannot vote by proxy or otherwise act by proxy at a meeting of the Board.

4. Notice. 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 Board of Directors is thus contacted.

5. Special Meetings. The President may call a special meeting of the Board of Directors on not less than twenty-four (24) hours notice to all Board members. Special meetings of the Board of Directors shall also be called by the Secretary upon written application of at least five Board members.

6. Meetings by Telephone. Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone 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.

VII. FINANCIAL AFFAIRS OF THE CWBA.

A. EXPENDITURES.

1. No expenditure, obligation or indebtedness in excess of \$500 which is not included in the Association's Annual Budget shall be incurred without the prior approval of the Board of Directors. Expenditures less than \$500 which have not been previously included in the Association's Annual Budget shall be approved by the President or Treasurer prior to the expenditure of such sums.

2. Any officer, director, agent, or member who violates this Section may be personally liable for the expenditure or obligation incurred.

3. The Board of Directors, if it so chooses, may ratify an expenditure or obligation incurred; however, it shall have no obligation to do so.

4. It shall be the duty of the Treasurer to draw the attention of all directors to this provision, or of any other person who might otherwise spend the CWBA's funds.

5. The Executive Director is authorized to sign checks on behalf of the CWBA. The Board of Directors may designate by resolution additional persons who may sign checks on behalf of the CWBA.

B. COMPENSATION, LOANS AND FEES. The officers, directors and members of committees of the CWBA shall serve without compensation, and without reimbursement of expenses, unless the terms of Section VII have been met.

The CWBA shall not loan money to its Members, officers, or directors; and any officer or director who assents to or participates in such a loan shall be personally liable therefor to the CWBA, and shall be removed from office for breach of trust forthwith.

No officer, director, or member shall charge the CWBA for any legal fees for services rendered in the CWBA's behalf, unless approved by prior vote of the Board of Directors as set forth in Section VII.

C. AUTHORITY OF AGENTS. No officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by the resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

D. FUNDS. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies, or other depositories as the Board of Directors may approve or designate, and all such funds may be withdrawn upon checks signed by one or more officers or employees as the Board of Directors shall from time to time determine.

VIII. INDEMNIFICATION OF CERTAIN PERSONS.

A. AUTHORITY FOR INDEMNIFICATION. Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that she is or was a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the CWBA as a director, officer, partner, trustee, employee, or agent of any foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan ("Any Proper Person"), may, on approval pursuant to Section VIII(C), be indemnified by the CWBA against expenses (including attorneys' fees), judgments, penalties, fines (including an excise tax assessed with respect to an employee benefit plan), and amounts paid in settlement reasonably incurred in connection with such action, suit or proceeding if it is determined by the groups set forth in Section VIII(C) that she conducted herself in good faith and that she reasonably believed, in the case of conduct in her official capacity with the CWBA, that her conduct was in the CWBA's best interests, or in all other cases (except criminal cases) believed that her conduct was at least not opposed to the CWBA's best interests, or with respect to criminal proceedings had no reasonable cause to believe her conduct was unlawful. A person will be deemed to be acting in her official capacity while acting as a director, officer, employee or agent of the CWBA and not when acting on the CWBA's behalf for some other entity. No indemnification shall be made under this section to a director with respect to any claim, issue or matter in connection with a proceeding by or in the right of the CWBA in which the director was adjudged liable to the CWBA or in connection with any proceeding charging improper personal benefit to the director, whether or not involving action in her official capacity, in which she was adjudged liable on the basis that she improperly received a personal benefit. Further, indemnification under this section in connection with a proceeding brought by or in the right of the CWBA shall be limited to reasonable expenses, including attorneys' fees, incurred in connection with the proceeding. These limitations shall apply to directors only and not to officers, employees, fiduciaries or agents of the CWBA, except that director

shall include, unless the context otherwise requires, the estate or personal representative of a director.

B. EFFECT OF TERMINATION OF ACTION. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person seeking indemnification did not meet the standards of conduct described in Section VIII(A). Entry of a judgment by consent as part of a settlement shall not be deemed an adjudication of liability.

C. GROUPS AUTHORIZED TO MAKE INDEMNIFICATION DETERMINATION. Any indemnification shall be made by the CWBA only as authorized in the specific case and upon a determination by a proper group that indemnification of Any Proper Person is permissible under the circumstances because the Proper Person has met the applicable standards of conduct set forth in Section VIII(A). This determination shall be made by the Board of Directors by a majority vote of a quorum, which quorum shall consist of directors not parties to the proceeding (“Quorum”). If a Quorum of the Board of Directors cannot be obtained, or even if a Quorum can be obtained but such Quorum so directs, the determination may be made by independent legal counsel selected by vote of a Quorum of the Board of Directors or, if a Quorum of the full Board of Directors cannot be obtained, by independent legal counsel selected by a majority vote of the full board (including directors who are parties to the action).

D. ADVANCE OF EXPENSES. Expenses (including attorneys’ fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the CWBA to Any Proper Person in advance of the final disposition of such action, suit or proceeding upon receipt of a written affirmation of such Proper Person’s good faith belief that she has met the standards of conduct prescribed by Section VIII(A); a written undertaking, executed personally or on her behalf, to repay such advances if it is ultimately determined that she did not meet the prescribed standards of conduct (the undertaking shall be an unlimited general obligation of the Proper Person but need not be secured and may be accepted without reference to financial ability to make repayment); and a determination is made by the proper group (as described in Section VIII(C)), that the facts as then known to the group would not preclude indemnification. Determination and authorization of payments shall be made in the same manner specified in Section VIII(C).

IX. PROVISION OF INSURANCE.

By action of the Board of Directors, notwithstanding any interest of the directors in the action, the CWBA may purchase and maintain insurance, in such scope and amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the CWBA, or who, while a director, officer, employee, fiduciary or agent of the CWBA, is or was serving at the request of the CWBA as a director, officer, partner, trustee, employee, fiduciary or agent of any other

foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan, against any liability asserted against, or incurred by, her in any such capacity or arising out of her status as such, whether or not the CWBA would have the power to indemnify her against such liability under the provisions of these bylaws or applicable law. Any such insurance may be procured from any insurance company designated by the Board of Directors of the CWBA, whether such insurance company is formed under the laws of this state or any other jurisdiction of the United States or elsewhere, including any insurance company in which the CWBA has an equity interest or any other interest, through stock ownership or otherwise.

X. MISCELLANEOUS.

A. FISCAL YEAR. The fiscal year shall begin on August 1 and end the succeeding July 31.

B. REPORTS. Whenever in these Bylaws, or by action of the Board of Directors, “reports” are required, such reports shall be given in an open meeting, and shall be kept on file with the Secretary. The Treasurer shall report monthly on the financial affairs of the CWBA.

C. RELIANCE IN GOOD FAITH. In performing the duties of a director, each director shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by (a) one or more officers or employees of the association whom the director reasonably believes to be reliable and competent in the matters presented; (b) counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such person’s professional or expert competence; or (c) a committee of the Board upon which the director does not serve, duly designated in accordance with provisions of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence; but the director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

D. OPEN RECORDS AND MEETINGS. All records of the CWBA, and all meetings of whatsoever kind (except for those proceedings related to the removal of officers and directors, those related to personnel matters, and those related to judicial endorsements) shall be open to the Members of the CWBA; refusal to allow access to information (upon reasonable notice and at a reasonable time and place) shall be cause for removal of an officer or director. Requests for records shall be made and processed according to C.R.S. § 7-136-102.

E. CUMULATIVE VOTING. There shall be no cumulative voting.

F. SHARES OF STOCK AND DIVIDENDS PROHIBITED. The CWBA shall not have or issue shares of stock and no dividend shall be paid, and no part of the income or profit of the CWBA shall be distributed to its Members, officers or directors.

G. DISSOLUTION. Upon dissolution, the funds of the CWBA shall be given to a non-profit association devoted to similar purposes or goals.

H. AMENDMENT TO BYLAWS. The Board of Directors shall have the power to make changes to the Bylaws the Board determines are ministerial in nature. All other amendments shall be by majority vote of those voting in person or by proxy at any Membership meeting or by mail, provided two weeks' notice of the proposed amendment has been given to the Membership.

I. CONFLICTS. In the event of any irreconcilable conflict between these Bylaws and either the CWBA's Articles of Incorporation or applicable law, the latter shall control.

END