

**AMENDED AND RESTATED BYLAWS
OF THE
COLORADO WOMEN’S BAR ASSOCIATION**
(a Colorado Nonprofit Association)

Approved May 21, 2021

**ARTICLE I
CORPORATE PURPOSE**

Section 1.1 Name. The corporation shall be known as the Colorado Women’s Bar Association (“CWBA” or “Association”).

Section 1.2 Objectives. The primary objective of the CWBA shall be to advance women as leaders in the legal profession and the interests of women generally. It shall also be the purpose of the CWBA:

To encourage the advancement of women in the law;

To provide a forum for the exchange of ideas and legal skills and for continuing legal education;

To promote the highest standards of the legal profession;

To advance justice;

To be a welcoming and supportive organization that promotes diversity, equity, and inclusion in the legal profession; and

To pursue these goals through appropriate legal, social, and legislative action.

Section 1.3 Purposes. The CWBA is organized and operated exclusively as a professional organization and other similar purposes within the meaning of § 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the “Code”). The Association may carry on any other lawful activity consistent with its Articles of Incorporation, these Bylaws, the Code, and the Colorado Revised Nonprofit Corporations Act, as amended (the “Act”).

**ARTICLE II
MEMBERS**

Section 2.1 Classes of Membership. There shall be three (3) classes of voting members (“Voting Members” or “Voting Memberships”) and such classes of non-voting members (“Non-Voting Members” or “Non-Voting Memberships”) as may be determined by the Board of Directors (“Board”) from time to time.

Section 2.2 Voting Members. All Voting Members in good standing shall have the right to vote, to hold office, and to be a member of a CWBA committee except as otherwise set forth in these Bylaws.

Section 2.3 Classes of Voting Members. Voting Members shall be those persons who meet the eligibility requirements for each class described in this Section 2.3, who have paid their membership dues as determined by the Board from time to time, and who meet the requirements of the following class descriptions:

(a) *Attorney Members*. Attorney Members shall be licensed attorneys in good standing with the Colorado Supreme Court or any other state or nation.

(b) *Law Student Members*. Law Student Members shall be those persons currently enrolled in any law school.

(c) *Emeritus Members*. An Emeritus Member is an attorney member in good standing who is 65 years of age or older, has been a member of the CWBA for at least 15 years but is no longer practicing law, and who is accepted by the Board for appointment as an Emeritus Member.

Section 2.4 Classes of Non-Voting Members. The Board, in its discretion, may approve such classes of Non-Voting Members as it may determine from time to time, including but not limited to the classes of Non-Voting Memberships set forth in this Section 2.4. Non-Voting Members shall not have any voting rights and may not hold office. However, in the Board's discretion, a Non-Voting Member may serve on a CWBA Committee.

(a) *Allied Legal Professional Members*. Allied Legal Professional Members shall include, but not be limited to, paralegals and legal secretaries.

(b) *Other Student Members*. Other Student Members shall be those persons currently enrolled in an educational institution other than a law school who have an interest in pursuing a legal career.

Section 2.5 Application for Membership. Any person who meets the qualifications set forth in this Article 2 is qualified to become a member of CWBA. Membership in CWBA shall not be denied because of gender, sex, color, creed, race, religion, sexual orientation, age, gender identity, or ethnic origin. An applicant for membership shall submit such application in such manner as directed by the Board, accompanied by payment of such dues as may be established by the Board from time to time. The Board may require additional documentation to determine applicant eligibility in its sole discretion.

Section 2.6 Member Meetings/Convention. The annual meeting of the Voting Membership of the CWBA ("Annual Business Meeting") shall take place at such time, place, and location as determined by the Board. Special meetings of the Voting Members may be called by the President of the Board, the Board, or by at least ten percent (10%) of the Voting Members. Non-Voting Members may attend any meetings of the Voting Members in the discretion of the Board but shall have no voting rights.

Section 2.7 Notice. Notice of each meeting of the Voting Members stating the date, time, and place of the meeting and, if a special meeting, a description of the purposes of such meeting, shall be given to each Voting Member at such Member's designated address by electronic mail, regular mail, or any other form of wire or wireless communication (and the method of notice need not be the same as to each Member) not less than ten (10) days prior to such meeting.

Section 2.8 Voting. Each Voting Member shall be entitled to one (1) vote in the affairs of the Association as set forth in Section 2.9 below. Except in the case of any matter specifically set forth in the Bylaws or Articles of Incorporation, a vote of fifty-one percent (51%) of the Voting Members present at a meeting at which a quorum is present shall be needed to pass any issue brought before the Membership. Five percent (5%) of the Voting Members present at any meeting shall constitute a quorum.

Section 2.9 Voting Rights. Voting Members shall have the right to elect Directors of the Association as provided in Article 5. By an affirmative vote of at least two-thirds (2/3) of the Voting Members present at a meeting at which a quorum is present, Members shall also approve: (a) the amendment of these Bylaws as provided in Article X or the amendment of the Articles of Incorporation; (b) the removal of Officers or Directors of the Association as provided in Section 3.5(b); (c) the merger or consolidation of the Association with or into another organization; (d) the sale of substantially all of the Association's assets; and (e) the dissolution of the Association. The Board may submit such other matters to the Voting Members as it determines in its sole discretion.

Section 2.10 Voting By Written Ballot. Any action that may be taken at any annual, regular, or special meeting of the Voting Members may be taken either at a Voting Member meeting or without a Voting Member meeting if the Association delivers by hand (at a meeting) or by regular or electronic mail, or by other means provided for by the Act, a written ballot to every member entitled to vote on the matter. The ballot shall:

- (a) set forth each proposed action;
- (b) provide an opportunity to vote for or against the proposed action;
- (c) indicate the number of responses necessary to meet the quorum requirements;
- (d) state the percentage of approvals necessary to approve each matter other than election of directors;
- (e) specify the time by which the ballot must be received by the Association in order to be counted; and
- (f) be accompanied by written information sufficient to permit each person voting to reach an informed decision.

Voting Members shall return their written ballots to the Association as directed by the Association. Such ballots shall be confidential. Approval by written ballot shall only

be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Written ballots may not be revoked. Written ballots shall be deleted ten (10) days following the meeting unless the results are challenged.

Section 2.11 Duration of Membership. Membership in the Association may be terminated by voluntary withdrawal. Membership may also be suspended or terminated pursuant to the procedures outlined in Section 2.12 below. All rights, privileges, and interests of a member shall cease upon termination (and in some cases, suspension) of membership.

Section 2.12 Suspension and Termination of Membership.

(a) *Failure to Pay Dues*. Membership in the CWBA may be immediately terminated for failure to pay member dues as set forth below in Section 7.1 below.

(b) *Actions Detrimental to Association*. If a Member acts in a manner detrimental to the objectives or interests of the Association or violates the Articles of Incorporation, Bylaws, or any policies related to member conduct approved by the Board of Directors, that member may be suspended or expelled by a two-thirds (2/3) vote of the entire Board of Directors. No member may be expelled or suspended and no membership may be terminated or suspended except as set forth in the Act. Any member expelled or suspended remains liable to the Association for dues or fees incurred or commitments made prior to the expulsion or suspension.

Section 2.13 Readmittance. An expelled member may be readmitted to the Association. However, the expelled member must apply as if applying for a new membership.

Section 2.14 Transfer of Membership. Membership in the Association is not transferable or assignable without the consent of the Board.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 General Powers. The affairs of the CWBA shall be managed by its Board of Directors ("Board"). The Board of Directors shall have all powers of a Board of Directors as set forth in the Act and these Bylaws. All Directors must be CWBA Voting Members in good standing.

Section 3.2 Number. There shall be no less than five (5) Directors of the Association ("Directors"). Directors need not be residents of the State of Colorado. The Board shall consist of the following: (i) the CWBA Officers as set forth in Section 4.1; (ii) the Chair or Co-Chairs from each CWBA standing committee set forth in Section 6.3, (iii) one representative from each Chapter (as defined below in Section 7.1) as selected by the Chapter; (iv) one representative from each recognized diversity bar association

(as defined below in Section 7.2) as selected by the diversity bar association; (v) at least two At-Large Directors appointed by the President; (vi) one CWBA Voting Member appointed by the President to act as the CWBA representative to the Colorado Bar Association's Board of Governors; and (vii) up to four (4) Law Student Members as appointed by the Law Student Members, with equal representation from the University of Colorado School of Law and the University of Denver School of Law, and which should include a 2L and a 3L from each law school. Directors shall have equal voting privileges to consist of one vote each.

Section 3.3 Term. Directors' terms shall commence with the close of the Annual Business Meeting at Convention and end at the close of the following year's Annual Business Meeting.

Section 3.4 Vacancies. In the case of any vacancy in any Director position, such vacancy may be filled in the same way that the position was originally filled as set forth in Section 3.2 above, to serve the remainder of the term of the Director who caused the vacancy. Vacancies in Officer positions shall be filled pursuant to Section 4.2 below.

Section 3.5 Resignation/Removal of Directors.

(a) Any Director or Officer may be removed from the Board by a two-thirds vote of the Board, either with or without cause. "With cause" shall include, but not be limited to, becoming ineligible for CWBA Membership for failure to pay dues, disbarment, suspension, breach of CWBA's Articles or Bylaws, or for breach of fiduciary duty. The Board may adopt such policies and procedures for removal of an Officer or Director under this provision as it may determine, provided such policies and procedures meet standards of fairness no less than those provided in Section 2.12(b) above.

(b) Any Director elected by the Voting Membership may be removed from the Board, with or without cause, by the Voting Members pursuant to Section 2.9.

(c) Any Director may resign by providing written notice to the President of the Board. Failure to attend at least two (2) consecutive Board meetings, or three (3) total Board meetings during the Board year, without an excused absence from the President shall constitute a resignation, but the President may waive the resignation at their discretion.

Section 3.6 Board Meetings. The Board shall meet no less than eight (8) times per year. The Board may provide by resolution the time for the holding of such meetings with notice to be given as set forth herein. Special meetings of the Board may be called by or at the request of the President or at least five (5) Board members. Notice of any special meeting shall state the purpose(s) of the special meeting. Members may be invited to attend meetings of the Board in the President's sole discretion.

Section 3.7 Notice of Meeting. Notice of each meeting of the Board stating the date, time, and place of the meeting shall be given to each Director at such Director's business or residential address at least five (5) days prior thereto by the mailing of

written notice by mail or at least two (2) days prior thereto by telephone, electronic transmission, or any other form of wire or wireless communication (and the method of notice need not be the same as to each Director).

Section 3.8 Quorum and Voting. At least one-third (1/3) of the Directors serving the Association at the time notice of a meeting of the Board is given shall constitute a quorum for the transaction of business at such meeting of the Board, but if less than a quorum is present at said meeting, a majority of the Directors present may adjourn and reconvene the meeting from time to time without further notice. If one-third is a fractional number, then such number shall be rounded down. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board unless a greater number of votes are required by the Act or these Bylaws.

Section 3.9 Voting by Proxy. No Director or Officer may vote or act by proxy at any meeting of the Board.

Section 3.10 Action Without Meeting. Any action of the Board may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all directors, all directors shall be notified immediately of its text and effective date. Action taken pursuant to this section may be transmitted or received by mail or by electronic mail, or other form of communication permitted by the Act and must be in a form sufficient to identify (i) the Director, Officer, or committee member; (ii) the Director's, Officer's or committee member's vote, abstention, demand, or revocation; and (iii) the proposed action to which such vote, abstention, demand or revocation relates. For purpose of this section, communication to the Association is not effective until received.

Section 3.11 Telecommunication Meetings. Directors, Officers, or committee members may participate in any meeting by, or conduct any meeting through the use of, any means of communication by which all participants may hear each other during the meeting. A Director, Officer, or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.12 Compensation. Directors, Officers, and committee members shall not receive compensation for their services as such; however, the reasonable expenses of Directors, Officers, and committee members for attendance at meetings may be paid or reimbursed by the Association.

ARTICLE IV OFFICERS & EXECUTIVE DIRECTOR

Section 4.1 Officers. The officers of the Board ("Officer" or "Officers") shall be one (1) President, one (1) Vice President, one (1) Secretary, one (1) Treasurer, one (1) President-Elect, one (1) Inclusion Officer, one (1) Immediate Past President, and such

other Officers as may be determined by the Board from time to time. All Officers shall be Voting Members in good standing.

Section 4.2 Term/Vacancy. Officers' terms shall commence with the close of the Annual Business Meeting at Convention and end at the close of the following year's Annual Business Meeting. Should an Officer other than the President-Elect be unwilling or unable to finish their term, the President shall immediately appoint a substitute Officer to serve in their place and who shall perform the duties of the vacated office on a *pro tem* basis until such time as the Board has approved the appointment. Upon approval by the Board, the appointee shall succeed to the vacated office and shall serve for the remainder of the term. Until such approval by the Board, the appointee shall serve at the pleasure of the President, who may rescind the appointment.

Section 4.3 President. The President shall be the principal Officer of the CWBA and shall in general supervise and control all of the business and affairs of the CWBA. The President shall preside at all meetings of the members of the Board and shall sign any deeds, mortgages, bonds, contracts, or other instruments on behalf of the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other Officer or agent of the Association; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 4.4 Vice President. The Vice President shall perform such duties as from time to time may be assigned by the President or by the Board, including serving as a liaison officer to the various legal associations with which the CWBA may wish to establish a relationship.

Section 4.5 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and generally perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board.

Section 4.6 Treasurer. The Treasurer shall generally oversee the funds and securities of the Association and generally perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board.

Section 4.7 President-Elect. The President-Elect shall be an officer and a member of the Board. The President-Elect shall perform the duties of the President in their absence and shall act in an advisory capacity to the President and perform such functions as shall be assigned to them by the President. The President-Elect will 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.

Section 4.8 Immediate Past President. The Immediate Past President shall perform such duties as may be delegated or assigned to them by the President or Board.

Section 4.9 Inclusion Officer. The Inclusion Officer shall be responsible for advancing equity and leading the creation of an equitable and inclusive culture within the Association; recognizing, creating, and implementing the Association's strategy, goals, and plans to promote diversity, equity, and inclusion; working closely with the Diversity, Equity, & Inclusion Committee to further its goals and efforts throughout the Association; receiving feedback from Members regarding equity and inclusion; coordinating with diversity bar association representatives regarding programming, issues of diversity, equity, and inclusion, and developing strategies for relationship-building between the diversity bar associations; and, where appropriate, overseeing and directing programs to enhance understanding of inclusion issues.

Section 4.10 Executive Director. The Executive Director (if any) shall, subject to the direction and supervision of the Board: (i) be the chief executive officer of the Association and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) propose, prepare and present to the Board specific programs and activities that will further the Association's purposes; (iii) direct and supervise the implementation of the programs and activities approved by the Board; and (iv) perform all other duties incident to the office of Executive Director (including hiring and terminating employees, independent contractors, and agents of the Association) as from time to time may be assigned to such office by the Board.

Section 4.11 Compensation. Officers shall not receive compensation for their services as officers. The compensation, if any, of the Executive Director shall be as determined from time to time by the Board, or by an Officer or a committee to which such authority has been delegated by the Board.

ARTICLE V ELECTIONS

Section 5.1 Nominations.

(a) At least three (3) months prior to the Annual Business Meeting, the President-Elect shall select a Nominating Committee consisting of at least three (3) Voting Members. The roster of the Nominating Committee shall be presented to the Board for its approval.

(b) Once approved by the Board, the Nominating Committee shall review the qualifications of those Voting 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 Convention. No member of the Nominating Committee shall be placed on the slate of candidates.

(c) Additional nominations may be taken from the floor at the Annual Business Meeting, and the candidates may present information on their own behalf.

Section 5.2 Voting.

(a) Election to office shall be by the vote of the Voting Members as set forth in Section 2.10 above or by Written Ballot without a meeting. In the case of

a mere plurality, run-off elections shall be held until a majority vote is obtained. Only the President and President-Elect are prohibited from succeeding themselves in office.

(b) 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 each shall fill. Directors appointed to the Board by the Chapters, a diversity bar association, or by the Law Student Members shall be chosen by their own group, in accordance with their own procedures, provided such procedures are fair and reasonable.

ARTICLE VI COMMITTEES

Section 6.1 Committees of Directors. The Board may designate and appoint one or more committees of the Board which shall have and exercise the authority of the Board as granted in the resolution appointing the committee. The appointment of any such committee and the delegation of authority thereto shall not relieve the Board, or any individual Director, of any responsibility imposed upon a Director by law.

Section 6.2 Term. Terms of committee members shall commence with the close of the Annual Business Meeting and end at the close of the following year's Annual Business Meeting. Any vacancy in a committee may be filled by the President.

Section 6.3 Standing Committees. There shall be the following standing committees of the CWBA:

(a) Executive Committee. The Executive Committee shall consist of the Officers of the CWBA as defined in Section 4.1 and shall hold meetings as called by the President. The Executive Committee shall have such authority as is delegated to it by the Board. Unless the Board otherwise determines, the Executive Committee shall have all of the powers of the Board during intervals between meetings of the Board 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 the full Board with reports of all actions taken by the Executive Committee at the next regular or special meeting of the Board. In the event of a tie vote of the Executive Committee, the matter shall be brought before the full Board for vote.

(b) Convention Committee. The Convention Committee shall plan and organize the annual convention.

(c) Diversity, Equity, & Inclusion Committee. The Diversity, Equity, & Inclusion Committee shall work to foster a shared culture at the CWBA promoting the goals of accepting, respecting, and valuing differences. Among other initiatives, the Committee works to ensure the CWBA has up-to-date policies and procedures, assists with recruiting and retention of diverse members, plans

training for the Board and Membership, and partners with other committees and outside organizations to ensure the CWBA is equitable in all aspects of its work.

(d) History Committee. The History Committee documents the history of Colorado's women lawyers and maintains and updates the history files of the CWBA.

(e) Judicial Committee. The Judicial Committee shall promote the appointment of women to the judiciary and shall conduct such programs and provide such support as is consistent with that goal. The Committee shall monitor the actions of the judiciary individually and as a whole, because 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. The Committee shall also conduct due diligence of judicial nominees for vacancies on state district courts and above. No member who is actively employed as a judge or magistrate or who serves as a member of a judicial nominating or judicial performance commission in Colorado shall conduct due diligence for a judicial vacancy in the magistrate's, judge's, or commissioner's respective judicial district. No member who is actively employed as a judge or magistrate, or who serves as member of a judicial nominating or judicial performance commission in this state, may serve on the Board of the CWBA as chair or co-chair of the Judicial Committee.

(f) Legal Services Committee. The Legal Services Committee shall promote the provision of legal assistance to women and children in the community; create a resource for individuals and organizations seeking legal assistance on issues affecting women; plan and organize training for 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 1.2; and increase the number of attorney volunteers.

(g) Membership Committee. The Membership Committee shall promote membership in the CWBA and organize matters affecting said membership, including recommending changes to the dues structure.

(h) 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 1.2 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; and plan and organize programs or other activities which will encourage the advancement of women in the law.

(i) Programs Committee. The Programs Committee shall plan and organize programs and seminars for continuing legal education and programs for skills and professional development.

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

(k) Publications Committee. The Publications Committee shall, on a regular basis, publish a blog, and encourage members to submit substantive articles, columns, and letters for publication. The Committee shall also promote the CWBA through social media, which includes content creation.

Section 6.4 Ad Hoc Committees. The President, in their discretion, may designate and appoint one or more ad hoc committees, liaisons to other organizations, or individual advisors to the Board. Any such appointees shall have no right to vote on Board decisions. However, the Board may vote to designate the Chair or Co-Chairs of an Ad Hoc Committee, or any liaison or advisor, as additional voting Board members for the remainder of the Board year.

ARTICLE VII CHAPTERS AND SECTIONS

Section 7.1 Local Chapters.

(a) Purpose. In furtherance of the objectives of the CWBA set forth in Section 1.2, 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 and responsive to statewide issues.

(b) Formation of Local Chapters. Any five (5) or more attorneys in good standing with the Colorado Supreme Court who reside or practice law outside of the Denver metropolitan area who have goals and purposes consistent with those of the CWBA may be entitled to form local CWBA chapters ("Local Chapters"). For purposes of this Section 7.1, the Denver metropolitan area shall be defined as Denver, Adams, Arapahoe, Jefferson, and Douglas counties.

(c) Official Recognition. The Board may approve such Local Chapter policies, procedures, rules, and guidelines as it may determine from time to time. Upon official recognition of a Local Chapter by the Board, such Local Chapter shall be entitled to one seat on the Board, with all the attendant rights and privileges accorded to any other voting member of the Board.

(d) Chapter Dues. Any Member who joins the CWBA and who works or lives in a geographical area in which a Local Chapter exists may choose to join as a member of the chapter. The Board shall determine a base dues rate for Chapter members statewide. Each Chapter shall determine its own annual membership dues to be charged in addition to the statewide base dues rate ("Local Chapter dues"). The CWBA shall collect all local and statewide dues and remit the chapter's share of its Members' dues to the chapter or the CWBA may

make such other arrangements as it shall deem appropriate. The Board shall assess each Local Chapter member annual CWBA dues, plus the Local Chapter dues, provided, however, that such total dues charged shall not exceed the total CWBA and Local Chapter membership dues of any other Voting Members from outside the Denver metropolitan area.

Section 7.2 Diversity Bar Affiliations. Each diversity bar association which is recognized and so designated by a vote of the Board shall be entitled to one seat on the Board, with all the attendant rights and privileges accorded to any other voting member of the Board.

ARTICLE VIII DUES, CHECKS, DEPOSITS, AND OTHER FINANCIAL MATTERS

Section 8.1 Membership Dues.

(a) Membership dues and benefits shall be defined from time to time by the Board. The amount of dues may vary between categories and classes of membership. The Board shall establish the timing and method of dues notification and collection. Dues shall be payable in advance on such dates as specified by the Board.

(b) A Member shall be considered delinquent if dues are not paid within sixty (60) days after the due date of such dues. A person whose membership has been terminated for nonpayment of dues may be reinstated as a Member upon payment of the entire indebtedness and upon meeting any other requirements for membership.

(c) In furtherance of the purposes of the CWBA set forth in Section 1.2, the Board shall have the discretion to establish a reduced dues structure and/or authorize dues waivers for Members, including but not limited to persons who are also members of Colorado diversity bar associations.

Section 8.2 Contracts, Checks, Drafts, Etc. The Board may authorize any Officer or Director, agent, or agents of the Association to enter into any contract, sign any checks or drafts, or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Section 8.3 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or other depositaries as directed by the Board.

Section 8.4 Loans Prohibited. The CWBA shall not loan money to its Members, Officers, or Directors. 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 the Board.

Section 8.5 Legal Services. No CWBA Officer, Director, or Member shall charge the Association for any legal fees for services rendered unless pre-approved by the Board.

ARTICLE IX INDEMNIFICATION

Section 9.1 Indemnification. The Association shall indemnify, to the maximum extent permitted by law, any person who is or was a director, officer, agent, member of any committee of the Association, fiduciary, or employee of the Association against any claim, liability, or expense arising against or incurred by such person made a party to a proceeding because such person is or was a Director, officer, agent, member of any committee of the Association, fiduciary, or employee of the Association, or because such person is or was serving another entity as a director, officer, partner, employee, fiduciary, agent, or member of any committee at the Association's request.

Section 9.2 Insurance. The Association may purchase and maintain insurance on behalf of a person who is or was a Director, officer, employee, fiduciary, agent, or member of any committee of the Association, or who, while a Director, officer, employee, fiduciary, agent, or member of any committee of the Association, is or was serving at the request of the Association as a Director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign corporation, nonprofit corporation, or other person or of an employee benefit plan, against liability asserted against or incurred by the person in that capacity or arising from the person's status as a Director, officer, employee, fiduciary, agent, or member of any committee of the Association.

ARTICLE X AMENDMENTS

The Board may amend these Bylaws at any time to add, change, or delete a provision; provided, however, that the Voting Members shall have the right to approve any such addition, change, or deletion that impact the rights or obligations of the Voting Members and that Bylaws may only be amended in a manner which would not disqualify the Association under § 501(c)(6) of the Code.

ARTICLE XI STANDARDS OF CONDUCT FOR DIRECTORS

Section 11.1 General Standards of Conduct. Each Director shall discharge their duties as a Director, including the Director's duties as a member of a committee of the Board, and each Officer shall discharge the Officer's duties (i) in good faith, (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and (iii) in a manner the Officer or Director reasonably believes to be in the Association's best interests.

Section 11.2 Reliance on Information. In discharging their duties, a Director or Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by (i) one or more Officers or employees of the Association whom the Director or Officer reasonably

believes to be reliable and competent in the matter presented, (ii) legal counsel, a certified public accountant, or another person as to matters the Director or Officer reasonably believes are within such person's professional or expert competence, or (iii) in the case of a Director, a committee of the Board of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director or Officer is not acting in good faith if the Director or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 11.2 above unwarranted.

Section 11.3 Conflicts of Interest. The Board shall adopt a Conflict of Interest Policy. A Director shall promptly disclose to the Board the material terms of any proposed transaction or action involving the Association with respect to which such Director may have a conflict of interest. The disclosure shall include all material facts regarding the terms of the transaction, and any relationship that the Director may have with other parties involved in the transaction. Should a conflict of interest exist, the Board shall comply with the requirements of the Act and its duly adopted Conflict of Interest Policy.

Section 11.4 Compliance with Standards of Conduct. A Director or Officer is not liable in his or her capacity as a Director or Officer to the Association for any action taken or omitted to be taken as a Director or Officer, as the case may be, if, in connection with such act or omission, the Director or Officer performed the duties of the position in compliance with this Article XI.

ARTICLE XII RECORDS

Section 12.1 Minutes, Records, Etc. The Association shall keep as permanent records minutes of all meetings of each Board, a record of all actions taken by any Board without a meeting, a record of all actions taken by a committee of any Board in place of such Board on behalf of the corporation.

Section 12.2 Accounting Records. The Association shall maintain appropriate accounting records.

Section 12.3 Records in Written Form. The Association shall maintain its records in written or electronic form.

Section 12.4 Records Maintained at Principal Office. The Association shall keep a copy of each of the following records at its principal office:

- (a) The articles of incorporation;
- (b) These Bylaws;
- (c) A list of the names and business or home addresses of all current Directors and Officers;
- (d) A current list of Members;

(e) All financial statements and Forms 990 prepared for periods ending during the last three years; and

(f) All other documents or records required to be maintained by the Association at its principal office under applicable law or regulation.

ARTICLE XIII MISCELLANEOUS

Section 13.1 Governing Law. These Bylaws shall be deemed to be made under and shall be construed in accordance with the laws of the State of Colorado.

Section 13.2 Captions. All Article titles or captions contained in these Bylaws are for convenience only and shall not be deemed part of the context of these Bylaws.

Section 13.3 Construction. All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, gender non-binary, singular, or plural as the identity of the person or persons may require.

Section 13.4 Fiscal Year. The fiscal year shall begin on August 1 and end the succeeding July 31.

END

Approved by the membership during the 2021 Annual Meeting on May 21, 2021.