

**AMENDED BYLAWS**  
OF  
COLORADO DEFENSE LAWYERS ASSOCIATION  
August, 2010

ARTICLE I  
Offices

Section 1.1. Principal Office. The principal office of the Colorado Defense Lawyers Association ("Association") shall be the office of the current President of the Association. The corporation may have such other offices, either within or outside of the State of Colorado, as the Board of Directors may designate or as the business of the Association may require from time to time. The principal office may be changed by the Board of Directors.

Section 1.2. Registered Office. The registered office of the Colorado Defense Lawyers Association ("Association") 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  
Officers

Section 1. Number. The officers of this Association shall consist of a President, a Vice President, a Treasurer, and a Secretary. No person may hold any two offices at the same time. The officers of the Association shall be natural persons of age eighteen years or older, licensed to practice law in the State of Colorado, and a member in good standing of the Association.

Section 2. Election, Term of Office and Qualification. The Secretary shall be elected pursuant to Article IX. Elections of these Bylaws. Absent resignation, removal or death, the individual who is elected as Secretary under these Bylaws shall advance through each officer position in order of Treasurer, Vice President, and culminating in President. The term of each office shall be one year beginning and ending at the Annual Meeting of the Board of Directors in September of each year. Absent resignation, removal or death, each officer shall hold a single office for its one-year term until a Secretary has been duly chosen and qualified and the successor to each office advances.

Section 3. Removal. Any officer may be removed either with or without cause, by the vote or a majority of the members of the Association at a special meeting of the members called for that purpose. Alternatively, such officer may be removed with or without cause by the vote of two-thirds of the members of the Board of Directors. An officer who misses three or more meetings of the Board of Directors in a year may be considered for removal.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the President of the Association. Any such resignation shall take effect at the time specified therein, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. The Board of Directors shall fill a vacancy in any office because of death, resignation, removal, disqualification or any other cause for the unexpired portion of the term. Any vacancy occurring in any office may be filled by the affirmative vote of a majority of the remaining Directors. An officer elected to fill a vacancy shall be elected for the unexpired term of the predecessor in that office.

Section 6. The President. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the members and the Board of Directors, and, in general, shall perform all duties incident to the office of President and all other duties as from time to time may be assigned to the President by the Board of Directors.

The President shall execute all contracts requiring a seal, under the seal of the Association, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association or where the President shall authorize said signature.

The President shall appoint from the members of the Board of Directors a liaison between the Board of Directors and each Specialty Committee authorized by these Bylaws.

The President shall assign to one of the other Directors or the Executive Director the following duties and responsibilities:

- (a) Maintain a registry of members of the Association.
- (b) See that the reports, statements, certificates and all other documents and records of the Association required by law are properly kept and filed.

Section 7. The Vice President. The Vice President shall assist the President and perform such duties as are delegated to the Vice President by the President. In the absence of the President, the Vice President shall preside at all meetings of the Association or its Board of Directors.

Section 8. The Treasurer. The Treasurer shall:

- (a) Review the status of the finances as kept by the Executive Director.

(b) From time to time render a statement of the condition of the finances of the Association at the request of the Board of Directors.

(c) In general, perform all duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors or by the President. The Treasurer may be required to give a bond for the faithful performance of the Treasurer's duties in such sum and with such surety as may be determined by the Board of Directors.

(d) The Treasurer shall be responsible for organizing the Executive Committee's oversight, planning and presentation of the annual meeting and seminar of the Association, including setting and enforcing the budget for that annual meeting.

Section 9. The Secretary. The Secretary shall:

(a) Review the minutes of the meetings of the members and of the Board of Directors as kept by the Executive Director in books provided for that purpose and ensure that the minutes of the meetings are kept.

(b) Conduct an annual review of the Association's Bylaws with the Vice President to ensure the Bylaws properly reflect the action of the Board of Directors in the previous year and to ensure the Bylaws are in conformance with the stated purpose and conduct of the Association. This review by the Secretary and Vice President shall occur one month prior to the Annual Meeting of the Board of Directors in September or each year so that the Board of Directors may review and vote upon any changes to the Bylaws that are recommended by the Secretary and Vice President at the Annual Meeting of the Board of Directors in September of each year.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the records and of the seal of the Association and see that such seal is affixed to all documents, the execution of which on behalf of the Association is duly authorized in accordance with the provisions of these Bylaws.

(e) In general, perform all duties incident to the office of Secretary and such other duties as, from time to time, may be assigned to him/her by the Board of Directors or by the President.

(f) The Secretary may assign any of the enumerated tasks with the approval of the Board of Directors.

(g) The Secretary shall be the individual to whom each Specialty Committee liaison reports, and the Secretary shall coordinate the actions and communications of the Board of Directors and the Executive Committee with each Specialty Committee with the assistance of the President.

ARTICLE III  
Directors

Section 1. Number and Qualifications. The business and transactions of the Association shall be managed and conducted by a Board of Directors. The number of Directors shall be fixed from time to time by the Board of Directors, as hereinafter provided, or as required by the Amended and Restated Articles of Incorporation. Absent resignation, removal or death, each Director shall serve until election and qualification of that Director's successor.

The Board of Directors shall be comprised of the Officers of the Association and the Immediate Past President, and:

(a) Two Directors elected At Large for a term of two years beginning and ending at the Annual Meeting of the Board of Directors in September of each year. The terms of the At Large Directors shall not be concurrent. One At Large Director shall be elected per year. The At Large Directors shall be elected pursuant to Article IX, Elections.

(b) A Director appointed by the Southern Chapter of the Colorado Defense Lawyers Association, who also shall act as the chairperson of the Southern Chapter of the Colorado Defense Lawyers Association. The Southern Chapter Director shall serve for a term of two years beginning and ending at the Annual Meeting of the Board of Directors in September of each year.

(c) A Director shall be the duly elected State Representative to the Defense Research Institute ("DRI"), who will serve for a term of three years beginning and ending at the Annual Meeting of the Board of Directors in September of each year. The State Representative to the Defense Research Institute shall be elected pursuant to Article IX, Elections.

(d) A Director responsible for all publications of the Association and to act as the chairperson of the Legislative Committee shall be elected every two years by the Board of Directors to serve a term of two years beginning and ending at the Annual Meeting of the Board of Directors in September of each year.

(e) A Director to act as the chairperson of the Young Lawyers Committee of the Colorado Defense Lawyers Association. This Director shall be elected pursuant to Article IX, Elections and shall serve for a term of two years beginning and ending at the Annual Meeting of the Board of Directors in September of each year .

The number of Directors may be increased at any time by a majority vote of the whole Board of Directors. The number of Directors may be decreased at any time by a majority vote of the whole Board of Directors except that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director nor shall it violate the terms of the Amended and Restated Articles of Incorporation.

The President shall have the authority to appoint a member of the Association to act as an *Ex Officio* Director to serve on the Board for a period of two years beginning and ending at the Annual Meeting of the Board of Directors in September of each year, provided that appointment is approved by the vote of two-thirds of the members of the Board of Directors. *Ex Officio* Directors shall have voting rights, shall otherwise participate in all obligations and duties of the Board members, and shall complete any assignment assigned them by the Board. The President shall not have the authority to appoint more than one *Ex Officio* Director in any given year unless authorized by a two-thirds vote of the Board of Directors.

Each Director shall have one vote. The Board of Directors may make such rules and regulations covering its meetings as it may, in its discretion, determine necessary.

The CBA Board of Governors Representative shall be a member of the Board of Directors, appointed by the Board for a term of three years.

Section 2. Resignations. Any Director may resign at any time by giving written notice to the President of the Association. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Removal. Any Director may be removed from office, either with or without cause, at any time, by the vote of two-thirds of the members of the Board of Directors. Another person may be elected by a majority vote of the remaining members of the Board of Directors to replace a Director and serve for the remainder of that Director's term. A Director who misses three or more meetings of the Board of Directors in a year may be considered for removal.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors then in office at a special meeting called for that purpose. A Director chosen to fill a position resulting from an increase in the number of Directors shall hold office until the next annual meeting of members or until his/her successor has been elected and qualified, whichever occurs earlier.

Section 5. Place of Meetings. The Board of Directors shall hold monthly meetings at such place or places within or without the State of Colorado as the President may from time to time determine, or, with respect to its meetings, as shall be specified or fixed in the respective notices or waivers of notice of such meetings.

Section 6. Annual Meeting. The Annual Meeting of the Board of Directors shall be held during the month of September of each year.

Section 7. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by three of the Directors. Notice of each such meeting shall be mailed, sent by facsimile, or electronic mail to each Director, addressed to each Director's address as it appears on the records of the Association, at least 24 hours before the day on which the meeting is to be held. No notice of the time, place or purpose of any meeting of the Board of Directors need be given to any Director who attends in person or who waives such notice in writing. No notice need be given of any adjourned meeting of the Board of Directors.

Section 8. Meetings in General. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of any annual or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless it is a special meeting pursuant to Section 7 of this Article.

A Director, who is present at a meeting of the Board of Directors at which action on any corporate matter is taken, shall be presumed to have assented to the action taken, unless the dissent of that Director is entered into the minutes of the meeting or unless the written dissent of that Director to such action is filed with the secretary of the meeting before adjournment thereof or forwards said dissent by registered mail to the Executive Director of the Association immediately after adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action.

Section 9. Quorum and Manner of Acting. A majority of the number of the Board of Directors shall form a quorum for the transaction of business at any annual or special meeting of the Board of Directors. Except as otherwise provided by law, by the Amended and Restated Articles of Incorporation, or by these Bylaws, the act(s) of a majority of the Directors present, provided the same constitute a quorum, shall be the act(s) of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum is had.

Section 10. Participation via Telephone and Action Without a Meeting. Unless otherwise provided in the Bylaws, any Director may participate by telephone in a regular or special meeting of Board of Directors, but for not more than three such meetings in a given year. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if consented to in writing or via email by a two-thirds vote of the Board of Directors. Any action taken without a meeting shall be reviewed and entered into the minutes of the next regularly scheduled meeting of the Board of Directors.

Section 11. Duties. The Board of Directors shall generally supervise the affairs of the Association. The Board may direct any officer or officers of the Association to transact any particular business that it may see fit to designate. The Board of Directors

may, from time to time, employ such persons, including but not limited to an Executive Director, as the Board may deem necessary for the carrying on of the business of the Association, any of who may also be officers or Directors of the Association. The members of the Board of Directors must exercise due care and diligence when acting for the community, and must act within the scope of their authority.

#### ARTICLE IV Members

Section 1. Annual Meeting. The Annual Meeting of the Members of the Association shall be held at the registered office of the Association or at such other place, either within or without the State of Colorado, as may be ordered by the President or the Board of Directors, during the months of July or August of each year.

Section 2. Special Meetings. Special meetings of the members may be called by the President or any six members of the Board of Directors. The Board of Directors may designate any place, either within or without the State of Colorado, as the place for any special meeting. Calls for special meetings shall specify the time, place and object or objects thereof, and no other business than that specified in the call shall be considered in any such meeting.

Section 3. Notice of Meetings. Written notice stating the place, date and hour of the meeting, and, in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, to each member, entitled to vote at such meeting. Notice of record shall be addressed to each member at his/her address as it appears on the books of the Association. If three successive communications mailed to the last-known address of any member of record are returned, no further notices to the member shall be necessary, until another address is made known to the Association. Notice need not be given to any member who shall waive notice of any meeting in writing, whether before, at, or after the meeting.

Section 4. Quorum. Five percent of the outstanding members entitled to vote represented in person or by proxy shall be necessary to constitute a quorum at meetings of the members. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, except in those cases where it is otherwise provided by law. In the absence of a quorum, those present may adjourn the meeting from day to day but in no event for a period to exceed sixty days at any one adjournment.

Section 5. Proxies. A duly executed proxy may represent any member entitled to vote at any regular or special meeting of the members. The proxy shall be in writing and properly signed, and no proxy shall be recognized unless executed within eleven months of the date of the meeting at which it is presented, unless otherwise rescinded in the proxy.

ARTICLE V  
Committees

Section 1. The Board of Directors may, by resolution adopted by a majority of the Directors, create one or more committees, each of which shall have a liaison of at least one or more Director. Committees, to the extent provided in the Board of Directors resolution, in the Articles of Incorporation, or in these Bylaw, shall have the authority granted them by the Board of Directors, except that no such committee shall have the authority of the Board of Directors to amend, alter, or repeal these Bylaws; elect, appoint, or remove any member of any such committee or any officer or Director of the Association; amend the Articles of Incorporation; restate the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange, or mortgage, of all or substantially all of the property and assets of the Association; authorize the voluntary dissolution of the Association, or revoke proceedings therefore; adopt a plan for the distribution of the assets of the Association; or amend, alter, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

A. Operational Committees. The following committees are created by and with the express authority of the Board of Directors to assist the Board with the management of the Association. The authority of these Committees may be changed or abrogated by resolution of the Board, but dissolution of the Committee shall be accomplished only by amendment to the Bylaws.

1. Executive Committee. The Executive Committee shall be responsible for the preparation of an annual budget for the Association, which budget shall be submitted to the Board of Directors for approval by a two-thirds majority of the Board of Directors. The budget shall be presented to the Board of Directors at its regular October meeting.

The Executive Committee shall ensure that appropriate financial records are maintained; shall report on the monthly financial status to the Board of Directors; shall consider special fund raising and special spending requests and make recommendations regarding those requests to the Board of Directors; and the Executive Committee shall ensure appropriate supervision, including audits, of the financial records.

The Executive Committee shall be responsible for oversight of the budget and expenses of the Annual Meeting and of the Members of the Association and its attendant seminar, as well as the planning and staging of the annual meeting and seminar.

The Executive Committee shall identify short and long-term revenue generating goals, and shall be responsible for the marketing of the Association.

The Executive Committee shall be responsible for the supervision and annual review of the Executive Director, and it shall be responsible for the daily operations of the Association.

The Executive Committee shall be comprised of the Officers of the Association to include the Secretary, Treasurer, Vice President, and the President of the Association. The chairman of the Finance Committee shall be the President.

2. Southern Chapter. The Southern Chapter Committee shall be responsible for fulfilling the objectives and mission of the CDLA for members in the Colorado Springs and Pueblo areas of the State of Colorado. The chairperson of the Southern Chapter Committee shall be the Southern Chapter Director.
3. Outreach Committee. The Outreach Committee shall be responsible for promoting the interests, objectives and mission of the CDLA to the legal community, to the general public and to the general membership. It shall be responsible for awarding the Timothy P. Schimberg Scholarship and the John Grund Lifetime Achievement Award.

B. Specialty Committees. These committees shall not have nor shall they exercise the authority of the Board of Directors in the management of the corporation, except as expressly provided by Board resolution. The following Specialty Committees are authorized by the Board of Directors of the Association:

- 1) Workers Compensation Committee;
- 2) Legislative Committee;
- 3) New Lawyers' Committee;
- 4) Amicus Committee;
- 5) Nominating Committee;
- 6) Continuing Legal Education Committee;
- 7) Construction Law Committee;
- 8) Membership Committee;
- 9) Employment Law Committee; and
- 10) Legislative Committee.

Section 2. The designation and appointment of any such committee and a delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon him/her by law. Unless otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the Committee shall select its own chairperson annually, which selection must be then approved by a majority of the members of the Board of Directors.

The acts and proceedings of committees acting on behalf of the Association prior to the date of enactment of these Bylaws are hereby ratified.

The President shall, with the advice and consent of the Board of Directors, appoint from the Members of the Board Directors an individual to act as a liaison to each Specialty Committee.

Board liaisons shall report on the activities of the Committee to the Secretary, who shall coordinate the actions and communications of the Board of Directors and the Executive Committee with each Specialty Committee with the assistance of the President.

Section 3. Scope and Authority. The scope of authority and responsibility for each Committee, except for the Executive Committee, shall be set forth in a resolution, to be adopted by the Board of Directors, and shall remain in effect until the scope of such responsibility is amended, restated, or the committee is abolished by a vote of the majority of the Board of Directors.

Section 4. Selection and Terms of Chairperson. Committees, through their current chairperson will select a nominee for chairperson. The Committees may nominate up to three persons to serve jointly as chairpersons. Any nominee must be a member in good standing of the Association. The Committee shall then present the nominee to the Board for ratification. Terms for committee chairs will be one year, with no limit to the number of terms served by a member. Terms will run from August through July.

## ARTICLE VI Contracts, Loans and Checks

Section 1. Execution of Contracts. Except as otherwise provided by statute or by these Bylaws, the Board of Directors may authorize any officer or agent of the Association to enter into any contract, 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 and, unless so authorized, no officer, agent or employee shall have any power to bind the Association for any purpose, except as may be necessary to enable the Association to carry on its normal and ordinary course of business.

Section 2. Loans. No loans shall be contracted on behalf of the Association and no negotiable paper shall be issued in its name unless authorized by the Board of Directors. When so authorized, any officer or agent of the Association may effect loans and advances at any time for the Association from any bank, trust company or institution, firm, corporation or individual. An agent so authorized may make and deliver promissory notes or other evidence of indebtedness of the Association and may mortgage, pledge, hypothecate or transfer any real or personal property held by the Association as security for the payment of such loans. Such authority, in the Board of Directors discretion, may be general or confined to specific instances.

Section 3. Checks. Checks, notes, drafts and demands for money issued in the name of the Association shall be signed by such person or persons as designated by the Board of Directors and, in the manner the Board prescribes.

## ARTICLE VII

### Seal and Fiscal Year of Association

Section 1. Corporate Seal. The seal of the Association shall consist of two concentric circles, between which shall be the name of the Association and the word "Colorado" and in the center of which shall be inscribed the word "Seal," which seal, as impressed on the margin hereof, is hereby adopted as the seal of the Association.

Section 2. Fiscal Year. The fiscal year of the Association shall be as the Board of Directors shall from time to time determine.

## ARTICLE VIII

### Amendments and Other Corporate Documents

Section 1. Amendments. Any and all provisions of these Bylaws may be altered, amended, repealed or added to at any annual or special meeting of the Board of Directors called for that purpose.

Section 2. Other Corporate Documents. The Board of Directors is expressly authorized to enter into such other agreements as the Board of Directors deems necessary to regulate the Association's internal operations.

## ARTICLE IX

### Elections

Section 1. Elections. During each calendar year there shall be an election of the Secretary, an At Large Director and a Chairperson for the New Lawyers Committee. During every third calendar year there shall be an election of the State Representative to the Defense Research Institute ("DRI"). Deadlines associated with elections and the procedures described herein shall be set by the Board of Directors, but in no event shall such deadlines provide for the completion and announcement of any election in any one calendar year later than the Annual Meeting of the Association.

Section 2. Elected Positions. The Secretary, At Large Directors, New Lawyers Committee Chairperson and DRI Representative shall be elected by the Members of the Board of Directors upon the recommendation of the Nominating Committee as provided for in Article IX. Section 3. Said nominee shall win election with a 75% majority vote of the Board. If a nominee recommended by the Nominating Committee does not receive an affirmative vote of the Board, the position will be filled by a vote of the membership of the Association pursuant to the contested election provisions of Section 6 of this Article.

Section 3. Nominating Committee. The President shall appoint the members of the Nominating Committee, subject to the approval of a majority of the Board. The Nominating Committee shall consist of seven members and shall include three past Presidents, but not the Immediate Past President, two current Directors, and two Members in good standing of the Association. The President of the Association shall be an *Ex Officio* member of the Nominating Committee. A past President shall serve as the chair of the Nominating Committee. The names of the members of the Nominating Committee shall be publicized to the members of the Association. After such publication the Nominating Committee shall meet to determine members who are qualified for the office to be filled.

Section 4. Election Procedure. Persons wishing to be considered for election may submit their names and qualifications to the Nominating Committee and the Nominating Committee may identify and recruit candidates. The Nominating Committee or the Association shall publicize the names of those persons wishing to be considered for election to the membership of the Association. The Nominating Committee shall undertake such evaluation of the candidates as it deems necessary and appropriate. In the absence of any nominations by petition provided for by Article IX. Section 5, the Nominating Committee shall recommend to the Board for election one name for each position to be elected. If after such recommendation a nominee becomes unable to hold office by reason of death or withdrawal or disqualification, the Nominating Committee shall recommend another candidate to the Board within ten days of the unavailability.

Section 5. Nomination by Petition. Any active member of the Association may also be nominated for the office of Secretary or Director At Large by filing with the Executive Director of the Association a petition signed by at least 50 active members of the Association designating the office sought and requesting an election by the membership. The form of such petition shall be made available on the Association's web site. Petitions provided for under this Section not received by the Executive Director of the Association within 30 days of the announcement of the Nominating Committee's recommendations to the Board shall be void. If one or more timely petition is filed then a contested election by vote of the membership of the Association shall be held.

Section 6. Contested Elections. In the event that the recommendations of the Nominating Committee do not receive an affirmative vote of 75% of the Board, or in the event of a nomination by petition provided for by Section 5 of this Article, a contested election by the vote of the membership shall be held. The winners of contested elections shall be those candidates receiving a majority of the votes cast for each office.

#### CERTIFICATE

I hereby certify that the foregoing Bylaws, consisting of 12 pages, including this page, and nine Articles, constitute the Bylaws of Colorado Defense Lawyers Association Company, adopted by the Board of Directors of the corporation as of **September 10, 2010**.

Theresa Seymour, Secretary