
The MESSENGER

Larimer County Bar Association

February 2007

PRESIDENT'S MESSAGE

Greetings:

I know I am not alone when I say, "Is this winter ever going to end?" The Executive Committee of the Larimer County Bar Association is working on Spring Term Day and we are hopeful that will be the turning point where we bring in the mild weather and sunshine. Well, maybe not.

Your Bar Association may not change the weather, but it has been busy getting a number of other things done. We have been working on matters which include the amending of the LCBA Bylaws, coordinating the LCBA Pro Bono Program, conducting the high school mock trial competition in Fort Collins, overseeing our law library, providing free or low cost CLEs locally, members assisting and being part of the CBA Board of Governors, conducting the Professionalism Seminar and overseeing the LCBA Scholarship Fund.

On Term Day, March 2, we will ask the membership to amend our Bylaws slightly. The last revision was in 1985 and there are some housekeeping matters that need to be done - such as allowing email notices to be used - thereby holding down costs and avoiding the labor-intensive U.S.P.S. mailings (done by volunteers - like Cathy Vlasak).

We have also been working on ways to make our Pro Bono program more efficient. Many of you have received email notices from Heather Zadina asking for your time, either working with the Pro Bono program as an intake attorney or taking a pro bono case or two. Many of you have stepped up and helped - thanks. We have included in this Messenger the names of the attorneys who have assisted the Program - again, thanks.

This year the LCBA hosted the regional Mock Trial competition, which included high school students from Larimer County and Weld County. Many of you volunteered your time to assist with this competition and we appreciate the time you gave to these young people. Linda Connors presided over the competition and I thank her for her efforts.

Our law library continues to be a jewel in the state, but, again, it is the constant focus of a location if expansion of the courts occurs. We have worked this year to obtain better and more cost-effective research tools. The library now has Westlaw on-line research available in the library. West, in providing us with Westlaw, gave us a considerable discount on certain books which were determined to be core to our library.

CLEs, including the Professionalism Seminar, are still an important part of what the LCBA wants to provide its membership. Katherine Lonowski and others put together a number of quality seminars which have been well-attended by the membership. The LCBA intends to provide even more CLEs this year. The Professionalism Seminar is always an outstanding afternoon of learning. This year that seminar will be held on April 19 at 1:00pm.

On a personal note, I have enjoyed my tenure as the LCBA President and the time I spent working my way up the chairs to this position. I think that we have an active, hard-working bar association and through its efforts the LCBA provides both its membership and Larimer County with quality legal programs and assistance. I wish you a quick end to winter and a wonderful spring.

Daniel C. Muffly
LCBA President

TERM DAY INTRODUCTIONS

If you are a new lawyer or know of a new lawyer in town, please contact Roger Clark at 669-8668 or rclarklaw@yahoo.com.



SPRING TERM DAY MARCH 2, 2007 Agenda

8:00 -9:00 Coffee and donuts at the Justice Center second floor food court

9:00 Business Meeting
in the Jury Assembly room.

12:00 Luncheon at the Lincoln Center Cost is \$14.50
Catered by All Occasions

**Money and reservations sent to David Johnson,
425 West Mulberry Street, Suite 112, Fort Collins, Colorado
80521, 482-9770 – Deadline to register is February 28, 2007.**

2:00 The Spring Term Day bowling event will take place beginning at 2:00 p.m. on Friday, March 2, 2007, at Chipper's Lanes Horsetooth in Fort Collins. The cost per bowler is \$15.00, and teams are encouraged to form early to assure adequate space. **Please notify Ian McCargar, 482-0212, Ext. 303, if you wish to participate or have any questions. You may pay your fees by check, payable to LCBA, and may either deliver them in advance to Ian at 318 Canyon Avenue, Suite 200 or have them in hand when you arrive for the event**



JUDICIAL NEWS AND UPDATES

Notice to all attorneys that e-filing is mandatory in County Court for all money cases and FED (eviction) cases effective March 1, 2007. All cases must be filed no later than five business days prior to the return date on the summons. Thank you.

**C. Edward Stirman
Presiding Larimer County Court Judge**



A BIG THANK YOU FROM THE PRO BONO COMMITTEE

Intake

Charlie Tucker
Bob Brandes
Bill Kneeland

Class

Becky Brelsford
Josh Zugish
Diane Lathrop

Attorneys who have taken a pro bono case (this year)

Charlie Tucker
Tom Martin
Bob Brandes

Heather Zadina, Pro Bono Program Chair
Cindi Hendrix, Paralegal/Coordinator



FORT COLLINS MUNICIPAL COURT IS MOVING

During the last weekend of March, the Fort Collins Municipal Court will be moving across the street from its current location in the Larimer County Justice Center to the City's office building located at 215 N. Mason Street. As of Monday, April 2, 2007, our physical location will be the North side of the 1st floor of that building, with the Clerk's office entrance off the main lobby which faces east. The Courtroom entrance will be down the hall from the lobby, before you reach the Community Room area. Parking is still available at the Civic Center Parking Structure, located east of the Justice Center.

Effective immediately, the following should be used as the Court's mailing address:

Fort Collins Municipal Court
P. O. Box 580
Fort Collins, CO 80522-0580

Our telephone numbers will remain the same:

970-221-6800
Fax: 970-416-2162

Our hours will also remain the same:

Generally open Monday - Friday, 7:30 AM to 4:30 PM; closed from 11:30 AM to 12:30 PM for lunch, on Wednesdays at 3:30 PM for staff meetings, and on City holidays.

If you have any questions, please contact Fran Seaworth, Court Supervisor.



UPCOMING CLES FROM LARIMER COUNTY BAR ASSOCIATION

LARIMER COUNTY ELDER LAW SEMINAR

March 23, 2007

Admission is FREE

Presented by the Larimer County Bar Association

Location:

Lincoln Center Columbine Room
417 West Magnolia, Fort Collins, Colorado
1:00 - 5:00 p.m.

Working Agenda

- 1:00 Welcome, Introductions and Overview
- 1:10 - 2:10 Speaker: Peter W. Bullard, Esq. Pete will address basic estate planning, and conflicts of interest in family planning.
- 2:10 - 3:10 Speaker: M. Carl Glatstein, Esq. Carl will address basic guardianship, and conservatorship issues as well as procedures.
- 3:30 - 3:30 Break
- 3:30 - 4:30 Speaker: Nancy L. Wallace, Esq. Nancy will address general medicaid issues, special needs and disability trusts and Social Security
- 4:30 - 5:00 Speaker: Hon. Judge Daniel J. Kaup. Judge Kaup will address judicial mediation in probate litigation, and the basic do's & don'ts in probate court.

This free CLE seminar has been approved for 4 credits.

Anyone interested in submitting questions to these speakers should e-mail them to Kathryn S. Lonowski at klonowski@wicklaw.com by March 15, 2007, and they will be submitted anonymously for the speakers' consideration prior to the seminar.

Please send your completed registration form to: Larimer County Bar Association, Executive Committee, CLE Coordinator, Kathryn S. Lonowski, P.O. Box 2166, Fort Collins, Colorado 80522, (970) 482-4011 by March 15, 2007.

Please contact Kathryn S. Lonowski at the above number with any questions. Registration is free, but a registration form is required. Pre-registration must be post-marked by Thursday, March 15, 2007. Registration at the door is \$25. All proceeds go to the Larimer County Bar Association.



Registration Form

Larimer County Elder Law Seminar
March 23, 2007 from 1-5 p.m.

Name(s): _____

Address: _____

Phone No: _____ Attorney Registration Number(s) _____

Deadline to Register is March 15, 2007

Send Registration to Larimer County Bar Association, Executive Committee, CLE Coordinator, Kathryn S. Lonowski, Post Office Box 2166, Fort Collins, Colorado 80522

The LARIMER COUNTY BAR ASSOCIATION
PROFESSIONALISM COMMITTEE

PRESENTS ITS

ANNUAL ETHICS SEMINAR

THURSDAY, APRIL 19, 2007
1:00 p.m. to 5:00 p.m.

LINCOLN CENTER
FORT COLLINS, CO

Speakers for this seminar will include the following:

Justice Michael L. Bender, Colorado Supreme Court: [Topic to be determined]

Magistrate Stephen J. Schapanski, District Court: C.R.C.P. 16.2 Obligations of Counsel to Opposing Parties and the Court.

Jamie Sudler, Ass't Attorney Regulation Counsel: Billing Pitfalls, including "Trade-Outs" and Credit Cards

Magistrate Matt Zehe, County Court: Operation of 1A, Practices and Procedures and other Trivia.

Greg Sapakoff, Esq.: Ethical Issues for Counsel involved in the "Law Firm Divorce."

Scott Reese, Esq.: Unilateral Representation of Employees in Litigation involving the Corporation.

Magistrate John A. Jostad, District Court: Moderator and Updates.

The Cost of this Seminar will YET AGAIN remain at \$50.00 with pre-registration postmarked April 15, 2007. Registration thereafter, and at the door, will remain at \$60.00. **FOUR ethics credits** are being applied for this seminar. Proceeds go to LCBA.



Send your registration and checks made PAYABLE TO LCBA to:

Eric Sunness, 318 Canyon Avenue, Suite 200, Fort Collins, CO 80521

Attorney: _____

Address: _____

Telephone: _____

Email address: _____



THANK YOU FROM THE MOCK TRIAL COORDINATOR

The coordinators of the 2007 High School Mock Trial Regional Competition would like to thank the Larimer County Bar Association, the Weld County Bar Association, Josh and Donnalee Zugish, Janelle Brunin and the attorneys and judges who volunteered their time and for making this year's competition a success.

**Linda Connors, Larimer County Coordinator
For 2007 Mock Trial Competition**



THANK YOU

A BIG THANKS to Mark Adams who drove from Severance on the day of the big blizzard, Wednesday, December 20th because he was the assigned attorney for the Fort Collins clinic. He arrived at 1:00 pm to find that the courthouse was closing due to the severe weather. Showing up in that weather demonstrated true dedication to the people served by the program. Thank you to all of the attorneys in the *pro bono* program who volunteer for the clinic sessions.

**Division 4D
Magistrate Cynthia M. Hartman
Division Clerk Stephanie Barber-Haile**



MARK YOUR CALENDAR FOR LAW DAY – MAY 4, 2007

Please join the Larimer County Bar Association Young Lawyers Division for the twelfth annual Law Day Luncheon. This year's theme is Liberty Under Law: Empowering Youth, Assuring Democracy.

Lincoln Center, 215 West Magnolia Street, Fort Collins, Colorado, from 12:00 p.m. – 2:00 p.m. on Friday, May 4, 2007. Lunch buffett prepared by Bennigan's. This year the speaker will be Mary Lacy, Boulder County District Attorney.



ANNOUNCEMENT

Steve Ray
Announces the establishment of his
practice as

The Steve Ray Law Office
2038 Caribou Drive, Suite 100
Fort Collins, Colorado

970-266-1210
sray@steveraylaw.com

With over thirty years of litigation
experience
Steve will continue to focus on plaintiff's
personal injury.
Also, doing work in business litigation, and
water law

Available for consultation and co-counsel in
litigation cases

SEEKING LEGAL CONTRACT WORK

A research project or brief due?
Temporary overload of work? Paralegal
on maternity leave? I am an attorney
with private practice and in-house
counsel gas utility experience who
formerly worked as a paralegal
available for contract work. Areas of
emphasis are: estate planning and
administration; business and non-profit
incorporations; tax; litigation; real
estate and HOA; municipal; contractual
and transactional; and collections.

Carol Johnson
970-669-1138

OFFICE SHARING

I am looking for one or two other
attorneys to share office space.
To buy or rent. If interested, please contact
marym_davis@yahoo.com.

FOR SALE

Set of Pacific Reporters (complete from
beginning to 1990's) in beautiful condition,
\$975.00. Other antique law books
available if interested. **Contact Julie Yates,**
970-581-5559

ANNOUNCEMENT

Effective February 16, 2007, Harden, Hass, Haag
& Hallberg, P.C. has moved to 224 Canyon
Avenue, Suite 200, Fort Collins, Colorado 80521.

Our mailing address, phone & fax remains the
same

Post Office Box 1606
Fort Collins, Colorado 80522
Telephone: 970-482-7777
Fax: 970-482-8084.

Due to our move, we have some office
furniture for sale. If you are interested,
please call Karen or Brigid at 482-7777.

MEMORANDUM

TO: All Members of the Larimer County Bar Association
FROM: Daniel C. Muffly, LCBA President
SUBJECT: Proposed Amended and Restated LCBA Bylaws
DATE: February 22, 2007

You have previously received by mail a copy of the proposed Amended and Restated Bylaws of the Larimer County Bar Association along with a Notice that the proposed Bylaws will be considered at the upcoming Spring Term Day on March 2, 2007. As a follow up to that mailing, attached are copies of both the current LCBA Bylaws adopted in 1985 and the proposed Amended and Restated Bylaws. Given the extensive reformatting of the 1985 Bylaws, it was not feasible to provide you with a redlined version showing the changes made in the new Bylaws.

Highlights of the proposed changes to the Bylaws include the following:

- The recently approved amendment to the LCBA's Articles of Incorporation regarding political contributions has been included as the third paragraph of Article 1 in the new Bylaws.
- Article 2.5 of the new Bylaws provides that notice of special membership meetings may be given by either first class mail or e-mail.
- Article 2.9 of the new Bylaws allows the LCBA membership to take action by written ballot without a meeting.
- The composition of the LCBA Executive Committee has been slightly modified in the new Article 4.2. Under the 1985 Bylaws, the 11 Executive Committee members consisted of the President, Vice President/President Elect, Secretary/Treasurer, Immediate Past President, the Association's three delegates to the Colorado Bar Association Board of Governors, two persons named by the President, and two persons named by the Executive Committee. The new Article 4.2 recognizes that the Secretary and Treasurer are two separate positions (and not the combined office as was the case back in 1985). Additionally, Article 4.2 provides that just one of the three LCBA delegates to the CBA Board of Governors will serve on the Executive Committee. Lastly, the number of Executive Committee members appointed by the Executive Committee itself has increased from two to three.
- Notice of any special Executive Committee meetings may be given by e-mail under Article 4.10, and Executive Committee members may participate in special meetings by any means of telecommunication under Article 4.13.

- Article 4.14 authorizes the Executive Committee to take action by written consent without a meeting.
- The indemnification provision in the new Article 6.1 simplifies the indemnification language from Article 4.9 in the 1985 Bylaws so that the LCBA will simply indemnify its volunteers to the maximum extent permitted by law.

If you have any questions about the proposed Amended and Restated Bylaws prior to our Spring Term Day meeting, please feel free to contact either me or Dick Gast at 482-4846.

BYLAWS
OF THE
LARIMER COUNTY BAR ASSOCIATION

ARTICLE I
Name and Purpose

1.1 NAME. This Corporation shall be known as "The Larimer County Bar Association", a Colorado Non-Profit Corporation.

1.2 PURPOSE. The purpose of this Association is to serve as a professional organization for the benefit of its members. The Corporation shall undertake such projects, or take such actions, as may be beneficial to such members, in the opinion and discretion of the Executive Committee.

1.3 NON-PROFIT STATUS. No shares of stock or other indicia of ownership in the Corporation shall be issued. The Corporation shall not earn a profit for any of its members. Upon dissolution of the Corporation, its assets shall be liquidated and applied in conformity with the requirements of the Colorado Non-Profit Corporation Act.

ARTICLE II
Membership and Dues

2.1 MEMBERSHIP. Only persons who are currently licensed to practice law in the State of Colorado (regardless of whether such license is on an active or an inactive status) are eligible for membership in the Association. Membership shall be open to Judges. Persons who do not meet the foregoing guidelines may be admitted to the Association, upon their application and favorable review by the Executive Committee. Only persons whose dues to the Association have been paid in full, for the current fiscal year, shall be eligible to vote.

2.2 DUES. Dues for membership in the Association shall be in an amount set by the Association through its Executive Committee payable by each member upon his or her enrollment in the Association and thereafter annually in advance each year, at the beginning of the Association's fiscal year.

2.3 TERMINATION OF MEMBERSHIP. Any person who fails to pay Association dues shall cease to be a member of the Association. The suspension or revocation of the license to practice law in the State of Colorado of a member who was so licensed to practice law in the State of Colorado at the commencement of the current fiscal year of the Association shall automatically suspend or revoke such person's membership in the Association until such time as such person's license to practice law is reinstated.

ARTICLE III
Executive Committee

3.1 EXECUTIVE COMMITTEE. There shall be a Executive Committee of the Association consisting of: the President; Vice President/President Elect; Secretary/Treasurer; immediate Past President; the Association's delegates to the Board of Governors of the Colorado Bar Association; and two additional persons to be named by the President. In addition, at its first meeting following the March Term Day at which new officers are elected, the Executive Committee shall name at least two additional members, who shall be chosen from members of the Association who have expressed a desire to serve on the Executive Committee. In naming the additional members of the Executive Committee, the President and the Executive Committee shall seek an appropriate balance of representation among geographic areas within the county and among the areas of law practiced by the members of the Association.

3.2 POWERS AND FUNCTIONS. (a) The Executive Committee shall be vested with the powers and duties necessary for the supervision and control of the affairs of the Association.

(b) The Executive Committee shall authorize all commitments or contracts which shall entail the payment of money. The Executive Committee shall not authorize commitments, contracts or expenditures which entail the payment during a fiscal year of more money than the funds available from the revenues of the Association reasonably projected for such fiscal year. Provided, however, that the Executive Committee may authorize an expenditure in excess of current revenues from all of any surplus or previously accumulated reserve funds of the Association as it shall deem advisable.

(c) Between meetings of the membership, the Executive Committee shall have authority to perform the functions that the membership of the Association might perform. The Executive Committee shall report to the membership of the Association at each meeting any actions taken since the last meeting of the membership of the Association.

(d) The Executive Committee may direct a referendum by mail ballot of the members of the Association. A majority of the votes cast in the referendum shall determine the policy of the Association with respect to the question submitted. Such referendum shall be conducted according to rules established by the Executive Committee.

3.3 VACANCIES. The President shall have the right to fill any vacancies on the Executive Committee occurring during the President's term of office.

3.4 COMPENSATION. No member of the Executive Committee shall be compensated for his or her service on the Committee. Reasonable expenses incurred by a member of the Executive Committee in carrying out the Committee's or Association's purposes may be reimbursed.

ARTICLE IV
Officers

4.1 GENERAL. The officers of the Association shall consist of a President, one or more Vice-Presidents, the Association's Delegates to the Board of Governors of the Colorado Bar Association, and a Secretary/Treasurer. One of the Vice Presidents shall be designated Vice President/President Elect and shall be deemed the nominee of the Executive Committee for service as President, upon expiration of his or her term as Vice President/President Elect. In addition, such other officers, assistant officers, agents or employees that the Executive Committee may from time to time deem necessary may be elected or appointed by the Executive Committee or by the President. Two or more offices may be held by the same person, except that one person shall not at the same time hold the offices of President and Secretary/Treasurer. All officers shall be members of the Association.

4.2 ELECTION AND TERM OF OFFICE. The officers of the Association shall be elected by its membership at each March Term Day meeting. The Executive Committee shall serve as a nominating Committee at such meeting and shall recommend a slate of officers to the membership. Nominations shall also be taken from the floor, prior to election. Officers of the Association shall be elected by a majority vote of those in attendance at the March Term Day meeting. Officers shall hold office until their successors are chosen and have qualified, unless sooner removed from office for cause or upon death, physical incompetency, or resignation.

4.3 RESIGNATION AND REMOVAL. Any officer of the Association may resign at any time by giving written notice to the President or to the Secretary of the Association. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer or agent of the Association may be removed by the Executive Committee whenever in its judgment the best interests of the Association may be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election to an office or appointment of an agent shall not of itself create contract rights.

4.4 PRESIDENT. The President shall be the chief executive officer of the Association and shall have general supervision of the business and activities of the Association. The President shall preside at meetings of the Executive Committee and shall discharge the duties of the presiding officer. The President shall plan and supervise the activities of the Association during his or her term, subject to the directions and approval of the Executive Committee. The President shall keep the Executive Committee informed of the activities of the

Association and shall implement its decisions and directives. The President shall perform such other duties and acts as usually pertain to the office of President or as may be designated by the Executive Committee.

4.5 VICE PRESIDENTS. Each Vice President shall have such powers and shall perform such duties as the Executive Committee may from time to time prescribe or as the President may from time to time delegate. At the request of the President, or in the case of the President's absence or inability to act, any Vice President may temporarily act in the President's place. If the President dies or is absent or unable to act without having designated a Vice President to act temporarily in his or her place, the Executive Committee may designate a Vice President to perform the duties of the President.

4.6 SECRETARY. The Secretary shall keep, or cause to be kept, accurate and complete Minutes of the meetings of the members and of the Executive Committee; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records and of any seal of the Association; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him or her by the Executive Committee or by the President. If the Secretary is absent or unable to act, any Assistant Secretary shall act with the same powers and shall be subject to the same restrictions as are applicable to the Secretary.

4.7 TREASURER. The Treasurer shall have custody of the Association's funds and securities; shall keep full and accurate accounts of receipts and disbursements of the Association; shall deposit all corporate monies and other valuable effects in the name of, and to the credit of, the Association; and shall render an account of such transactions and of the financial condition of the Association to the President and/or the Executive Committee upon request. The power to deposit and disburse funds shall not, however, preclude any other officer or employee of the Association from also depositing and disbursing funds when authorized to do so by the Executive Committee. The Treasurer shall, if required by the Executive Committee, give the Association a bond in such amount and with such surety or sureties as may be ordered by the Executive Committee for the faithful performance of the duties of such office. The premiums on such bond(s) shall be paid by the Association. The Treasurer shall have such other powers and perform such other duties as may be from time to time prescribed by the Executive Committee or the President. If the Treasurer is absent or unable to act, any Assistant Treasurer shall act with the same authority, and shall be subject to the same restrictions, as are applicable to the Treasurer.

4.8 DELEGATION OF DUTIES. Whenever an officer is absent, or whenever for any other reason the Executive Committee may deem it desirable,

the Committee may delegate the powers and duties of an officer to any other officer or officers, or to any other member(s) of the Committee.

4.9 INDEMNIFICATION. The Association shall indemnify any current or former member of the Executive Committee, officer, employee, or any other person who may have served at the request of the Association against all expenses actually and reasonably incurred by said person in connection with the defense of any action, suit, or proceeding, civil or criminal, in which such person is made a party by reason of being or having been a member of the Executive Committee or an officer or agent of the Association. Such indemnification shall not be exclusive of any other indemnification provided for in the Articles of Incorporation or these Bylaws, or by specific resolution of the Executive Committee or otherwise. The Association shall be authorized to purchase insurance or to take other, similar action for the purpose of such indemnification.

4.10 INFORMAL ACTION BY EXECUTIVE COMMITTEE. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if appropriate written or oral consent of a majority of the Committee's members is obtained.

The Executive Committee or any committee designated by the Executive Committee may participate in any regular or special meeting of the Committee by a conference call or similar means.

4.11 MEETINGS. The Executive Committee shall meet at least one (1) time between the Term Day meetings of the Association, at a time and place specified by the President upon reasonable advance notice to the members of the Executive Committee. Any four (4) members of the Executive Committee shall have the power to call a special meeting of the Executive Committee upon reasonable advance notice to the other members of the Executive Committee. The Executive Committee may meet more often than the minimum number of times specified above.

4.12 QUORUM AND MAJORITY. Five (5) of the current members of the Executive Committee shall constitute a quorum for the transaction of its business. A majority of the executive Committee members present at any Executive Committee meeting for which there is a quorum shall constitute a majority for the transaction of the Association's business.

ARTICLE V Meetings of Association

5.1 TERM DAY MEETINGS. Meetings of the Association shall be conducted in conjunction with each Term Day of the Larimer County District

Court, which Term Days are held in March and September of each year. The officers of the Association shall be elected at each March's Term Day meeting. The members of the Association present at any Term Day meeting shall constitute a quorum for the transaction of business, and all actions of the Association shall be taken by a majority vote of its members present at each such Term Day meeting. No written or other notice of the time, place, or purpose of any Term Day meeting shall be required. Additional meetings of the Association may be called by the Executive Committee, upon at least ten (10) days' prior written notice of the time, place, and purpose of such special meeting.

5.2 AMENDMENT OF BYLAWS. These Bylaws may be amended at any Term Day meeting of the Association by a majority vote of the members of the Association then present in person and not by proxy. PROVIDED, HOWEVER, that no amendment may be adopted unless the membership of the Association has been given at least ten (10) days' written advance notice of the proposed amendment.

5.3 VOTING. Each member of the Association who is eligible to vote under the requirements of paragraph 2.1 "MEMBERSHIP", above, shall have one (1) vote and must be personally present at a Term Day or special meeting of the Association in order to vote. No voting by proxy shall be allowed.

ARTICLE VI Offices and Agents.

6.1 PRINCIPAL OFFICE. The principal office of the Association shall be the professional office of its current President. The Association may have other offices and places of business at such places within or without the State of Colorado as shall be determined by the Executive Committee.

6.2 REGISTERED OFFICE. The registered office of the Association as required by the Colorado Non-Profit Corporation Act must be maintained within the State of Colorado and it shall be the office of the current registered agent of the Association, if such office is located in the State of Colorado. The address of the registered office of the Association may be changed from time to time as provided in the Colorado Non-Profit Corporation Act.

6.3 REGISTERED AGENT. The Association shall maintain a registered agent in the State of Colorado as required by the Colorado Non-Profit Act. Such registered agent shall be T. Thomas Metier, who shall serve until a successor registered agent is named by the Executive Committee.

CERTIFICATION

I hereby certify that the foregoing Bylaws of the Larimer County Bar Association, a Colorado Non-Profit Corporation were approved by the members of the Association at the regular Term Day meeting of the Association held on Tuesday, September 3, 1985.



Robert W. Brandes, Jr.
Secretary/Treasurer of
the Association

**AMENDED AND RESTATED
BYLAWS OF THE
LARIMER COUNTY BAR ASSOCIATION**

**ARTICLE I
PURPOSE**

The purpose for which the Larimer County Bar Association ("Association") is organized is to serve as a professional association for attorneys at law who reside in, or practice in, Larimer County, Colorado. The Association may conduct any lawful activity pursuant to the Colorado Revised Nonprofit Corporation Act in fulfilling such purpose.

This Association is organized exclusively as a professional organization or business league as defined by the Internal Revenue Service, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) or 501(c)(6) of the Internal Revenue Code or the corresponding sections of any future federal tax code.

As also provided in the Association's Amended and Restated Articles of Incorporation, as amended ("Articles"), no part of the net earnings of the Association shall inure to the benefit of, or be distributed to the members, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in the preceding paragraph. The Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Bylaws or the Articles, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Association. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation including amendments to the Constitution of the United States or the Constitution of the State of Colorado, except that the members of the Association may authorize the contribution of a portion of the assets of the Association to an issue committee that supports or opposes legislation or amendments to the Constitution of the United States or the Constitution of the State of Colorado directly affecting the legal profession in Colorado or the judiciary of the State of Colorado.

**ARTICLE 2
MEMBERS**

2.1 Membership. Only persons who are currently licensed to practice law in Colorado (regardless of whether such license is on an active or an inactive status) are eligible for membership in the Association. Membership shall be open to Judges. Persons who do not meet the foregoing guidelines may be admitted to the Association, upon their application and favorable review by the Executive Committee. Only persons who are current in their payment of dues to the Association are eligible to vote.

2.2 Termination of Membership. Any person who fails to pay Association dues shall cease to be a member of the Association. The suspension or revocation of a member's license to practice law in Colorado shall automatically suspend or revoke such person's membership in the Association until such time as the person's license to practice law is reinstated.

2.3 Term Day Meetings. Meetings of the Association shall be conducted in conjunction with each Term Day of the Larimer County District Court, which Term Days are held in March and September of each year. The officers of the Association shall be elected at each March Term Day meeting. No notice of the date, time, place, or purpose of any Term Day meeting is required.

2.4 Special Meetings. Special meetings of the members, for any purpose or purposes may be called by the President or by the Executive Committee, unless otherwise prescribed by statute, and shall be called by the President at the request of at least 5% of the members.

2.5 Notice of Meetings. No notice of the Term Day meeting is required to be given to the members. For any special meetings of the members, written notice stating the date, time and place of the meeting, as well as the purpose or purposes for which the meeting is called, shall be given to the members not less than ten nor more than sixty days before the date of the meeting by either first class mail or e-mail to each member. If mailed by first class mail, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the members at their address appearing in the membership records of the Association. If e-mailed, such notice shall be deemed to be delivered when transmitted to the members at their e-mail addresses appearing in the Association's membership records.

2.6 Quorum. Those members present at any meeting of the Association shall constitute a quorum for the transaction of business at the meeting. Once a member is present for any purpose at a meeting, including the purpose of determining that a quorum exists, that member is considered present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting.

2.7 Proxies. At all meetings of members, a member may only vote in person. No voting by proxy is allowed.

2.8 Voting. Each member of the Association shall have one vote which may only be cast in person. All elections or questions submitted to the members shall be decided by a majority vote, unless otherwise provided by law.

2.9 Action by Written Ballot. Any action that may be taken at any meeting of the members may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only 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 written ballot. All solicitations for votes by written ballot shall indicate the number of responses to meet the

quorum requirements, state the percentage of approvals necessary to approve each matter, specify the time by which a ballot must be received by the Association in order to be counted, and be accompanied by written information sufficient to permit each member casting such ballot to reach an informed decision on the matter. A written ballot may not be revoked. The solicitation of votes by written ballot, and the submission of any ballot by a member, may be done electronically. Action taken under this Section has the same effect as action taken at a meeting of members and may be described as such in any document.

ARTICLE 3 **DUES**

Dues for membership in the Association shall be in an amount set by the Association through its Executive Committee. Dues are payable by each member upon the member's enrollment in the Association and thereafter annually as billed to the member.

ARTICLE 4 **EXECUTIVE COMMITTEE**

4.1 General Powers. The business and affairs of the Association shall be managed by an Executive Committee, which shall act as the governing body for the Association. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association managed under the direction of, the Executive Committee unless otherwise provided by law. Furthermore, the Executive Committee may adopt such rules and regulations for the conduct of its meetings and the management of the Colorado law, as the Executive Committee may deem proper, not inconsistent with these Bylaws and the Colorado law.

4.2 Composition. The Executive Committee shall be composed of the following persons:

- President
- Vice President/President-Elect
- Secretary
- Treasurer
- Immediate Past President
- One of the Association's representatives serving on the Colorado Bar Association Board of Governors. The Association's Board of Governors representatives shall select from among themselves the representative to serve on the Executive Committee and, if they cannot agree on the selection, the President shall make the selection.
- Two members of the Association appointed by the President.
- Three members of the Association appointed by the Executive Committee. In appointing these three members, the Executive Committee shall seek an appropriate balance of representation among geographic areas within

Larimer County and among the areas of law practiced by the Association's members.

4.3 Qualifications. All persons serving on the Executive Committee shall be members of the Association in good standing.

4.4 Terms. The term of the Board of Governors representative serving on the Executive Committee shall be two years. The terms of all other persons serving on the Executive Committee shall be one year.

4.5 Resignation. A member of the Executive Committee may resign at any time by giving written notice to the Association's President or Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the President or Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

4.6 Removal. A member of the Executive Committee may be removed by the vote of a majority of those Association members present at any meeting called for such purpose.

4.7 Vacancies. The President shall have the right to fill any vacancies on the Executive Committee occurring during the President's term of office.

4.8 Compensation. No member of the Executive Committee shall be compensated for his or her service on the Committee. Reasonable expenses incurred by a member of the Executive Committee in carrying out the Committee's or Association's purposes may be reimbursed.

4.9 Meetings. Regular meetings of the Executive Committee shall be held monthly (except for the month of December) with the date, time and place designated by the President. Special meetings of the Executive Committee may be called by or at the request of the President, or any four members of the Executive Committee, on a date and at a place and time designated by the person or persons calling the meeting.

4.10 Notice of Meetings. Regular meetings of the Executive Committee may be held without notice of the date, time, place or purpose of the meeting. Notice of any special meetings of the Executive Committee shall be given at least two days prior to the meeting and specify the date, time, place and purpose of the meeting. Notice of any special meeting shall be given by e-mail to all members of the Executive Committee and shall be effective upon transmission to the Executive Committee members at their e-mail addresses appearing in the Association records.

4.11 Quorum/Voting. A quorum of the Executive Committee consists of a majority of the members of the Executive Committee. If a quorum has been established when a vote is taken, the affirmative vote of a majority of the Executive Committee members present is the act of the Executive Committee.

4.12 Proxies. No voting by proxy is allowed at Executive Committee meetings.

4.13 Attendance at Special Meetings by Telecommunication. Any member of the Executive Committee may participate in a special meeting of the Executive Committee by, or the

meeting may be conducted through the use of, any means of telecommunication by which all Executive Committee members participating may hear each other during the meeting. An Executive Committee member participating in a special meeting by these means is deemed to be present in person at the meeting. Attendance at regular meetings of the Executive Committee may only be in person.

4.14 Action by Written Consent. If a majority of the Executive Committee members severally or collectively consent in writing to any action taken or to be taken by the Executive Committee, and the number of Executive Committee members so consenting constitutes a quorum of the Executive Committee, that action shall be valid action of the Executive Committee as though it had been authorized at a meeting of the Executive Committee. The Secretary shall file all such consents with the minutes of the Executive Committee meetings.

4.15 Committees. The Executive Committee may create one or more other committees and appoint one or more members of the Executive Committee or members of the Association to serve on them. The creation of a committee and appointment of committee members shall be approved by a majority of the Executive Committee members. The provisions of these Bylaws governing meetings of the Executive Committee shall apply to other committees as well.

ARTICLE 5 **OFFICERS**

5.1 Designation. The officers of the Association shall consist of a President, a Vice President, a Secretary, a Treasurer, and the Association's representative to the Colorado Bar Association Board of Governors who is serving on the Executive Committee. The Vice President shall be designated as the President -Elect and shall be the nominee of the Executive Committee for President upon expiration of his or her term as Vice President/President-Elect. All officers shall be members of the Association in good standing.

5.2 Election and Term of Office. The officers of the Association shall be elected by its membership at each Spring Term Day meeting. The Executive Committee shall serve as a nominating committee at such meeting and shall recommend a slate of officers to the membership. Nominations shall also be taken from the floor, prior to election. Officers of the Association shall be elected by a majority vote of those in attendance at the Spring Term Day meeting. Officers shall hold office until their successors are chosen and have qualified, unless sooner removed from office as provided below, or upon death, physical incompetency, or resignation.

5.3 Resignation and Removal. Any officer of the Association may resign at any time by giving written notice to the President or to the Secretary of the Association. Such resignation shall take effect upon receipt by the President or Secretary, and the acceptance of such resignation shall not be necessary to make it effective. Any officer of the Association may be removed by the Executive Committee whenever, in its judgment, the best interests of the Association may be served thereby, but such removal shall be without prejudice to the contract rights, if any of the person so removed. Election to an office shall not of itself create contract rights.

5.4 Vacancies. Any vacancy in an office may be filled by a majority vote of the Executive Committee members.

5.5 President. The President shall be the chief executive officer of the Association and shall have general supervision of the business and activities of the Association. The President shall preside at all meetings of the Executive Committee and the membership, and shall discharge the duties of the presiding officer. The President shall plan and supervise the activities of the Association during his or her term, subject to the direction and approval of the Executive Committee. The President shall keep the Executive Committee informed of the activities of the Association and shall implement its decisions and directives. The President shall perform such other duties and acts as usually pertain to the office of President or as may be designated by the Executive Committee.

5.6 Vice President. The Vice President shall have such powers and shall perform such duties as the Executive Committee may from time to time prescribe or as the President may from time to time delegate. At the request of the President, or in the case of the President's absence or inability to act, the Vice President may temporarily act in the President's place. If the President dies or is absent or unable to act without having designated the Vice President to act temporarily in his or her place, the Executive Committee may designate the Vice President to perform the duties of the President.

5.7 Secretary. The Secretary shall keep, or cause to be kept, accurate and complete minutes of the meetings of the members and of the Executive Committee; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records of the Association; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him or her by the Executive Committee or by the President. If the Secretary is absent or unable to act, any Assistant Secretary may be appointed by the Executive Committee to act with the same powers and subject to the same restrictions as are applicable to the Secretary.

5.8 Treasurer. The Treasurer shall have custody of the Association's funds and securities; shall keep full and accurate accounts of receipts and disbursements of the Association; shall deposit all Association monies and other valuable effects in the name of, and to the credit of the Association; and shall render an account of such transactions and of the financial condition of the Association to the Executive Committee upon request. The power to deposit and disburse funds shall not, however, preclude any other officer, employee or agent of the Association from also depositing and disbursing funds when authorized to do so by the Executive Committee. The Treasurer shall, if required by the Executive Committee, give the Association a bond in such amount and with such surety or sureties as may be ordered by the Executive Committee for the faithful performance of the duties of such office. The premiums on such bond shall be paid by the Association. The Treasurer shall have such other powers and perform such other duties as may be from time to time prescribed by the Executive Committee or the President. If the Treasurer is absent or unable to act, any Assistant Treasurer may be appointed by the Executive Committee to act with the same authority, and shall be subject to the same restrictions, as are applicable to the Treasurer.

5.9 Delegation of Duties. Whenever an officer is absent, or whenever for any other reason the Executive Committee may deem it desirable, the Executive Committee may delegate the powers and duties of an officer to any other officer or officers, or to any other member(s) of the Executive Committee.

ARTICLE 6 **INDEMNIFICATION**

6.1 The Association shall indemnify each of its Executive Committee members, officers, agents, fiduciaries, and employees or former Executive Committee members, officers, agents, and employees to the maximum extent permitted by law.

6.2 The Association may purchase and maintain insurance on behalf of a person who is or was a director, officer, employee, fiduciary, or agent of the Association, or who, while a director, officer, employee, fiduciary, or agent of the Association, is or was serving at the request of the Association as a director, officer, employee, fiduciary, or agent of another domestic or foreign Association or other person 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, or agent, whether or not the Association would have power to indemnify the person against the same liability under law. Any such insurance may be procured from any insurance company designated by the Executive Committee, whether such insurance company is formed under the laws of this state or any other jurisdiction of the United States or elsewhere.

6.3 If the Association indemnifies or advances expenses to a director under this article in connection with a proceeding by or in the right of the Association, the Association shall give written notice of the indemnification or advance to the Association members.

ARTICLE 7 **LIABILITY**

No Executive Committee member or officer shall be personally liable for any injury to any person or property arising out of a tort committed by an Association employee unless such Executive Committee member or officer was personally involved in the situation giving rise to the injury or unless such Executive Committee member or officer committed a criminal offense in connection with such situation. The protection afforded in this Article shall not restrict other common-law protections and rights that an Executive Committee member or officer may have.

ARTICLE 8 **DISSOLUTION**

Upon dissolution of this Association, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in Larimer County, Colorado, exclusively for such purposes or to such organization or organizations, which are organized and operated exclusively for such purposes, as the Court shall determine.

ARTICLE 9
AMENDMENT

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the members at any members' meeting, provided that notice and a copy of the proposed alteration, amendment or repeal is given to the members at least 10 days prior to the meeting.

ARTICLE 10
SUPERSEDING EFFECT

These Bylaws supersede and replace all prior bylaws of the Association.

CERTIFICATION

I certify that the foregoing Amended and Restated Bylaws of the Larimer County Bar Association, a Colorado nonprofit corporation, were approved by the members of the Association at the Spring Term Day meeting of the Association held on Friday, March 2, 2007.

Ian D. McCargar, Secretary of
the Association