

**BYLAWS OF
THE COLORADO CRIMINAL DEFENSE BAR
Last Updated January 2015**

ARTICLE I

CORPORATION

Section 1. Name. The name of the Corporation shall be Colorado Criminal Defense Bar, Inc. ("CCDB"), a Colorado nonprofit corporation.

Section 2. Mission. The Colorado Criminal Defense Bar is dedicated to protecting the rights of the accused and the wellbeing of those who defend them. The organization is unalterably opposed to the death penalty. The CCDB is committed to providing training and support to the criminal defense community in an effort to promote zealous advocacy for our clients at every stage of representation

Section 3. Purpose. To (1) uphold and defend the Constitution of the United States and the Constitution of the State of Colorado, (2) promote the just practice and administration of criminal law, (3) promote the improvement of criminal law, practice and procedure, (4) promote the training of criminal defense lawyers, (5) promote and facilitate the communication, support, and assistance between criminal defense lawyers in handling the rigors and burdens attendant to the profession, between criminal defense lawyers, (6) promote the integrity, independence and expertise of defense lawyers in criminal cases; (7) promote holistic, client-centered representation to the criminally accused; all within the meaning of Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II

MEMBERS

Section 1. Classes. There shall be the following classes of membership.

(a) Regular Members. Any person who is licensed to practice law before the Supreme Court of the State of Colorado or who is licensed to practice law before the highest court of any state in the United States, is in good standing with the licensing bar, and who, through his/her professional conduct, adheres to the purpose, mission, goals, and bylaws of the CCDB shall be eligible for regular membership in the CCDB; provided, however, that no such person shall be employed as a full-time judge, or be employed for pay as a prosecutor. As a condition of membership, new members shall sign a certificate confirming their meeting of the qualification for regular voting members. Within this level of membership, dues will be assessed based upon number of years since licensure in any state. Invoices for dues renewal shall state the qualifications as a reminder to renewing members.

(b) Associate Member. A person of professional competence, integrity and good moral character who is actively engaged in assisting persons licensed to practice law in the defense of criminal cases; however, as a CCDB Member no such person shall be employed at any time to work on criminal cases in a full, part-time, or contract capacity with any law enforcement agency or prosecution office. No associate member may be associated with a bonding agency or employed in the capacity of a bond agent or bond enforcement officer.

(c) Sustaining Member. A person who fits the qualifications of regular membership, but demonstrates additional commitment to criminal defense clients and the organization through additional contribution of membership dues shall be designated a sustaining member. Any member may choose to be designated as sustaining by paying dues according to the sustaining level membership; however, members must fit the criteria of membership and shall receive member benefits according to their role in the organization as either a regular or associate member.

(d) Honorary Member. A person who has been a regular member of the corporation for fifteen (15) years and who has retired from the active practice of law, or any person specifically designated as an honorary member by two-thirds (2/3) vote of the Board of Directors present and voting shall be an honorary member of the association, and shall be exempt from the requirement of payment of dues. The honorary member shall automatically receive all

regular written publications of the association and may request the receipt of complimentary written materials from any association education program.

(e) Life Member: A person that substantially contributes financially to the operation of the CCDB within one (1) calendar year shall be recognized by the Board of Directors and shall be designated as a CCDB Life Member. A person designated as a Life Member shall be exempt from the requirement of payment of dues. Otherwise, a Life Member shall be entitled to and subject to the rights, responsibilities, and restrictions of membership. The amount necessary to qualify for Life Membership shall be determined from time to time by the Board of Directors.

(f) Student Member. A person of professional competence, integrity and good moral character who is enrolled in law school and dedicated to pursuing a career as a criminal defense attorney; however, as a CCDB Member no such person shall be employed at any time to work on criminal cases in a full, part-time, contract, or voluntary capacity with any law enforcement agency or prosecution office.

Section 2. Dues. The amounts of dues required to be paid by any class of members shall be established by the Board of Directors from time to time.

Section 3. Transfer of Membership. Membership in the CCDB is not transferable or assignable.

Section 4. Resignation. A member may resign by submitting a written resignation. Such resignation shall become effective on the date submitted. Resignation shall not entitle the member to a refund of dues nor shall it relieve the member from any obligations owed to the CCDB that were incurred prior to resignation (such as pledges, membership fees, outstanding charges for services and the like). If the resigning member is also a member of the Board of Directors or an officer, resignation from membership shall also constitute resignation from office.

Section 5. Termination or Denial.

(a) Automatic Termination of Membership - Dues in arrears. Members whose dues are more than thirty (30) days in arrears shall be suspended from membership without need for further notice or further action by the corporation pending payment.

(b) Denial, Censure, Suspension or Expulsion. A member may be censured, suspended, expelled, or membership may be denied in the corporation for unethical conduct, for conduct which discredits the member, the organization or the profession of law, for commercial activity which threatens the integrity or values of the organization, for conduct which violates any rule or resolution passed by the Board of Directors, or for violation of the terms or qualifications of membership in the CCDB. This power shall rest exclusively in the Executive Committee.

If a current member is expelled, that member may appeal to the Board of Directors by filing a written petition with the President. At the next regularly scheduled meeting of the Board of Directors the expelled member shall have the right to present evidence in the member's behalf. The Board of Directors shall then decide by a vote of a majority of the Directors present at the meeting to uphold the expulsion or to readmit the expelled member. The Board of Directors may adopt other procedures as necessary to provide due process of law.

(c) Any proceeding challenging an expulsion, suspension or termination (including a proceeding in which defective notice is alleged) must be commenced within ninety days after the effective date of the expulsion, suspension or termination.

(d) Termination, expulsion or suspension shall not entitle the member to a refund of dues.

Section 6. Membership List. The Board of Directors may establish guidelines for its Executive Director to follow in granting consent for the sale of the membership list.

ARTICLE III

MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the corporation may be held at the first board meeting of the fiscal year or at a time and place fixed by the Board of Directors each year for the purpose of presenting to the membership the course and direction of the CCDB and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President with the advice and consent of the executive committee or by written demand of the members holding at least ten (10) percent of the votes entitled to be cast on any issue proposed to be considered at the meeting. The record date for determining the members entitled to demand a special meeting is the date that is sixty days before the date the first of such demands is received by the CCDB. Notice of the special meeting shall be given by the CCDB within thirty (30) days after the date the written demand is delivered to a corporate officer. The purpose of the meeting shall be stated in the notice for the meeting and only such business as stated shall be conducted.

Section 3. Notice. Notice of meetings shall be given to each member entitled to vote at a meeting in a fair and reasonable manner. Notice may be given as set forth below or by other means when all the circumstances are considered. Written notice by first class or registered mail, email or facsimile of any annual, regular or special meeting stating the place, date and hour of the meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. If notice is mailed by other than first class or registered mail, no fewer than thirty (30) days' notice must be provided. Notice of a special meeting shall include a description of the purpose or purposes of the meeting. Notice of the annual meeting which appears in a brochure promoting the annual convention at which the meeting is held shall be adequate notice if mailed no fewer than thirty (30) nor more than sixty (60) days prior to the meeting.

Section 4. Record Dates. The record date for purposes of determining the members entitled to a notice of a meeting shall be the close of business on the tenth calendar day preceding the date the notice is to be given. The record date for purposes of determining the members entitled to vote shall be the date of the meeting at which a vote or action is taken.

Section 5. Quorum. Five (5) percent of the current membership shall constitute a quorum at any special membership meeting of the association. A member who is counted for purposes of determining whether a quorum is present is considered to be present for the remainder of the meeting (including adjournments) and cannot defeat the quorum by departing the meeting before it has concluded.

Section 6. Action. If a quorum exists, action on a matter other than the election of directors is approved if the majority of votes cast favor the action unless the vote of a greater number is required by law, the Articles of Incorporation or these bylaws.

Section 7. Proxy. Voting may not be by proxy. However, the President may, in his or her discretion, request voting by email.

Section 8. Proceedings. Robert's Rules of Order shall govern the conduct of the meetings of the CCDB.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall formulate the policies of the CCDB. However, when the regular membership of the CCDB authorizes or prohibits any act or policy by a majority vote, it shall be binding upon the Board of Directors.

Section 2. Powers. Qualification, Election and Tenure. The Board of Directors shall consist of a minimum of twenty (20) to a maximum of twenty-seven (27) members (not including or counting ex-officio board members) who are natural persons and residents of the state of Colorado. There shall be eight (8) Regular Members elected at-large; one (1) Regular Member elected from each U.S. Congressional District (determined by residence) for the state of Colorado; one (1) Regular Member selected by the Colorado Public Defender to serve a two-year term; one (1) Associate Member elected at large as an Associate Member Representative and up to four (4) members (Regular

Member(s) or Associate Member(s)) appointed by the President each year immediately after the annual election to serve a two-year term. Directors appointed to the Board of Directors by the President must be approved by a majority vote of the Board of Directors. Elected and appointed members of the Board of Directors shall serve for two (2) years. Directors may be elected for successive terms. Once a director becomes Secretary, Treasurer, or President-Elect and is in succession to become President of the CCDB, they remain members of the Board of Directors and they do not have to stand for re-election to the Board of Directors.

Section 3. The President's Council. The President's Council is comprised of past presidents of the CCDB who remain regular members of the CCDB. This Council is chaired by the current president of the CCDB who may call the Council together from time to time as needed. Members of the President's Council are ex-officio members of the Board of Directors. As ex-officio members, past presidents have the right to attend meetings of the Board of Directors, raise issues for vote, and vote on any matter put before the Board of Directors during the meeting attended.

Section 4. Regular Meetings. There will be at least six (6) meetings of the Board of Directors per fiscal year. The President may announce the time and place for the holding of regular meeting at the beginning of the year. Each board member shall be provided additional reasonable notice of each board meeting. Each board member except the past presidents shall attend at least four (4) board meetings during each fiscal year. In the event that the board member fails to attend the minimum number of meetings, the board member shall be removed from the Board of Directors at the end of the fiscal year.

Section 5. Special Meetings. Special meetings of the Board of Directors shall be held upon the request of the President, or in his or her absence, the President-Elect, or upon written request of any eight (8) members of the Board of Directors. Special meetings shall be held at such time and place within Colorado as may be designated by the authority calling each meeting. Notice stating the place, day, hour and purpose of the meeting shall be given to each member of the Board of Directors by mailing, faxing or e-mailing such notice at least five (5) business days before the date fixed for the meeting.

Section 6. Quorum. Eleven (11) members of the Board of Directors, excluding ex-officio members, shall constitute a quorum. To be eligible to vote on any matter before the Board of Directors, a Regular Member of the Board must be a Member in good Standing with the Supreme Court of Colorado and the Associate Member Representative must be in good standing with whatever licensing authority (if any) which regulates the nominees stated profession. Unless otherwise provided, a majority vote of voting Board Members at any meeting at which a quorum is present shall pass any action of the Board of Directors.

Section 7. Responsibilities. Before accepting a nomination for the Board of Directors, the nominee shall commit to the association, in writing, that he or she will fulfill the following responsibilities: assist in the governance of the association; attend a new directors training session, if such training is available; serve as a member of at least one standing committees in addition to the Executive Committee if agreed to by the Board Member and the President for the President's term; attend a minimum of four (4) board meetings per year; contribute to the "Raptor Fund" in the amount of \$400.00 either through personal donation or by securing at least that amount by securing donations from other sources; assist in the fundraising efforts of the organization in addition to their "Raptor Fund" obligation as requested by the officers or the Executive Director; assist with the policy efforts of the organization; recruit at least one other member to each committee on which the director sits; assist with membership recruitment and retention; assist in identifying and introducing younger or new lawyers to the CCDB and the Board; maintain a Sustaining Member level of membership for the duration of their term or maintain appropriate member rate and obtain at least three (3) new CCDB members annually; and read and correct minutes of the Board of Directors.

Section 8. Resignation. A director may resign at any time by giving written notice of resignation to the corporation. The resignation is effective when the notice is received by the association unless the notice specifies a later effective date. Once confirmed by vote of the Executive Committee, a director is deemed to have resigned if they miss more than two board meetings in the fiscal year or for failing to meet the obligations stated in Section 7. Such a failure is effective as a resignation at the time of such vote.

Section 9. Removal. Any Director may be removed from the Board of Directors, with or without cause, by affirmative vote of a majority of the Directors, excluding the Director being considered for removal or by the affirmative vote of a majority of the voting members.

Section 10. Vacancies. In the event of a vacancy in the Board of Directors between elections by the association, the President shall fill the vacancy by appointment. If the director was elected from a Congressional district, the President must appoint a resident of the same Congressional district to fill that vacancy. The appointed director shall fill the remainder of the unexpired term. Appointments shall be confirmed by a majority of the Board to become effective.

Section 11. Compensation. No member of the Board of Directors shall receive any compensation for serving in such capacity.

Section 12. Participation by Electronic Means. Members of the Board of Directors or any committee designated by the board may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting. Participation by electronic means shall be included in determination of a quorum. If such participation is at the participant's election, it shall also be at the participant's own expense. Further, when deemed necessary by the President, issues may be brought before the Board of Directors for their consideration by means of email communication to every director and the Executive Director. The directors may vote upon these issues by email response and in the event there are enough votes on the issue to constitute a quorum, the vote will be considered the same as any vote made during a meeting of the Board of Directors.

Section 13. Special Terms. The term of office for each Director is two years and begins at the start of the fiscal year, except in the instance of appointment by the President when the term begins upon Board approval.

ARTICLE V

OFFICERS

Section 1. The officers shall be President, President-Elect, Treasurer, and Secretary. Only Regular Members of the Board of Directors are eligible to become an officer of the Board of Directors.

Section 2. The duties of the officers shall be as follows:

(a) President. The President shall be the chief executive officer of the CCDB for one year. The President shall preside at all meetings of the CCDB and shall direct the day-to-day affairs of the CCDB with the advise and consent of the Board of Directors. The President shall appoint all committees or agents to perform duties as required by the corporation.

(b) President-Elect. The President-Elect shall assist the President in the performance of his or her duties and shall act in place of the President when the President is absent. The President-Elect shall perform such duties as are delegated to him or her by the President and shall become the President of the CCDB upon the resignation, removal, or death of the President. Upon completion of the previous President's year term, the President-Elect shall become the President of the CCDB.

(c) Treasurer. The Treasurer of the CCDB shall be its principal accounting and financial officer. The Treasurer, or his or her designee, shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the CCDB; (b) have charge and custody of all funds and securities of the CCDB, and be responsible therefore, and for the receipt and disbursement thereof; (c) given a written report of the CCDB's financial position at each annual meeting; (d) establish accounting and fiscal procedures necessary to assure the fiscal stability of the CCDB; (e) cause an appropriate audit or review of the CCDB to be made; and (f) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such officer by the President. The Treasurer shall fulfill the term of the President-Elect upon the resignation, removal, or death of the President-Elect.

Upon completion of the previous President-Elect's year term, the Treasurer shall become the President-Elect of the CCDB.

(d) Secretary. The Secretary (or his or her designee) shall attend all meetings of the Board; shall notify officers of their election and committee members of their appointments; shall see that all notices are duly given in accordance with the provisions of these Corporate Bylaws or as required by law; and shall perform all duties incident to the office of the secretary and such other duties as are prescribed by law or delegated by the President. The Secretary shall fulfill the term of the Treasurer upon the resignation, removal, or death of the Treasurer. Upon completion of the previous Treasurer's year term, the Secretary shall become the Treasurer of the CCDB. At the first Board of Director meeting of the fiscal year, the Board of Directors shall select (by secret ballot) from the regular members of the Board of Directors the Secretary.

Section 3. Removal. In the event of an inability to fulfill the responsibilities of an office, and upon certification of such fact by two-thirds (2/3) of the Board of Directors, an officer shall be removed from office.

Section 4. Vacancies and Succession. In the event that an officer is unable to fulfill the responsibilities of the office or in the event of the resignation, removal or death of an officer, and upon certification of that fact by two-thirds (2/3) of the Board of Directors, the following order of succession shall apply: the President shall be succeeded by the President-Elect. The remaining offices shall be filled in the following order of succession: President-Elect followed by the Treasurer followed by the Secretary. The officers who fill such vacancies may succeed themselves in office except for the acting Secretary.

Section 5. Term of Office. The term of office for each officer is one (1) year commencing at the first meeting of the fiscal year.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1. Membership. The Executive Committee shall be comprised of the officers of the corporation, the immediate Past President, and up to three (3) members of the Board of Directors appointed by the President and approved by a majority vote of the Board of Directors, and up to three (3) regular members of the association as may be appointed to the committee by the President with approval by a majority vote of the Board of Directors.

Section 2. Powers. Between meetings of the Board of Directors, the Executive Committee shall be empowered to do all acts and perform all functions which the Board of Directors may itself perform and perform such acts or functions as are necessary for the operation and management of the CCDB except those which are prohibited elsewhere in these bylaws, the Articles of Incorporation or the Colorado Nonprofit Corporation Code.

Section 3. Limits. The Executive Committee shall carry out the policy of the CCDB as may be established by the Board of Directors. The Executive Committee shall not countermand actions taken by the Board of Directors and shall be bound by specific instructions given to it by the Board of Directors.

Section 4. Meetings. A majority of the members of the Executive Committee shall constitute a quorum.

ARTICLE VII

ELECTIONS

Section 1. Officers. The officers shall be elected by the Board of Directors at the first meeting of the fiscal year. The office of the Secretary shall be filled through a contested election and shall be the only contested officer election. The Secretary nominee who receives more than 50% of the votes for the office shall be elected to the office. If no Secretary nominee receives more than 50%, a run-off election between the two Secretary nominees who receive the most votes shall be held. The offices of the President, President-Elect, and Treasurer shall be filled by succession as described in Article V.

Section 2. Board of Directors. Election of the Board of Directors shall be by the voting members of the organization by written ballot. The election of Directors shall be completed prior to the beginning of the fiscal year. Elected positions for the Board of Directors shall be filed by electing nominees from each Congressional district. The nominee who receives the highest number of votes in each Congressional district shall assume the available position on the Board of Directors for that Congressional district. The remaining elected positions on the Board of Directors are at-large positions and will be filled by those nominees receiving the highest number of votes regardless of Congressional District.

Section 3. Nomination and Notice. At least seventy-five (75) days prior to the beginning of the fiscal year, the Executive Director shall announce the acceptance of nominations of members for open seats on the Board of Directors. In the event that a seat that is designated as that of an Associate Member or for a particular congressional district remains without a nominee, the Executive Committee shall nominate a member who qualifies for the seat. In conjunction with the nomination, the member standing for election shall submit a brief statement regarding their qualifications for and interest in serving on the Board of Directors. These submissions must be provided to the Executive Director at least sixty (60) days prior to the beginning of the fiscal year.

Section 4. Elections. In the event that nominations do not exceed open positions on the board of directors, upon the closing of nominations for open seats, the Board of Directors may declare the election “not contested.” In the event the election is declared “not contested,” the election will be concluded and those nominated for open seats on the board of directors shall assume the available positions. In the event that nominations exceed open positions on the board of directors, the Board of Directors election shall be considered “contested” and an election will be held. All contested elections shall be by secret ballot. Elections may be conducted through electronic means or by mail All CCDB members in good standing shall be eligible to vote.

ARTICLE VIII

COMMITTEES

Section 1. Purpose. Committees shall have and exercise the authority of the Board of Directors in the management of the CCDB, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon such entity by law.

Section 2. Standing Committees. The CCDB shall have the following standing committees in addition to those described elsewhere in these bylaws or created by the Board of Directors: Executive, Finance, Professional Development, Membership, and Investigator. The President shall appoint chairs and co-chairs for such standing committees, except that the President shall serve as chair for the Executive Committee and the Treasurer shall serve as chair for the Finance Committee. Chairs and co-chairs shall be responsible for appointing Directors and Members to each committee.

Section 3. Policy Committee. The Executive Committee may delegate its policy decision-making authority to a Policy Committee. The Policy Committee shall be appointed by the President. It shall include at least the following individuals: 1) the current CCDB President, 2) the current CCDB President-Elect (who shall act as the chairperson of the Committee), 3) at least one past CCDB President, preferably the Immediate Past-President, 4) the CCDB Policy Coordinator, and 5) the CCDB Executive Director. The Executive Director and the Policy Coordinator will not be considered voting members. Meetings may be held by telephone conference call.

Section 4. Other Committees. The President shall be authorized to appoint such other ad hoc committees as may be necessary from time to time to accomplish the purposes of the CCDB.

ARTICLE IX

EXECUTIVE DIRECTOR

Section 1. Appointment. An Executive Director may be appointed or terminated by the Board of Directors. The Executive Director’s tenure and compensation shall be fixed by the Board of Directors. The Executive Director shall appoint staff with the approval of the Executive Committee.

Section 2. Duties. In addition to the duties stated elsewhere in these bylaws, the Executive Director shall be responsible for the proper and efficient administration of the CCDB's office. The Executive Director shall: 1) attend all meetings of the CCDB, the Board of Directors and the Executive Committee, and shall keep all minutes of those meetings; 2) manage the business affairs of the CCDB under the direction and supervision of the President or Board of Directors; 3) regularly confer with and report to the President and the Executive Committee for direction in communication with the membership, other organizations and the public; 4) prepare quarterly financial statements and year-end financial reports and submit the same to the Board of Directors for approval; 5) perform such other functions as directed by the President or Executive Committee; 6) handle the day to day operations of the organization, including supervising staff or volunteers working on behalf of the organization

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS & FUNDS

Section 1. Contracts. The Executive Committee is empowered to approve and authorize all contracts entered into by, or on behalf of, the CCDB. The Board of Directors must also approve and authorize any contract in excess of \$5,000. The Board of Directors may direct the Executive Committee to authorize additional contracts on behalf of the association.

Section 2. Contracts, Checks & Drafts. All checks, drafts, contracts, or other orders for the payment of money, notes or other evidences of indebtedness issues in the name of the CCDB shall be signed by such officer or officers, agent or agents of the association and in such manner as shall from time-to-time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the CCDB shall be deposited from time-to-time to the credit of the CCDB to such banks, trust companies, or other depositories selected by the Executive Committee.

Section 4. Gifts. The Board of Directors may accept on behalf of the CCDB any contribution, gift, bequests, or devise for any purpose of the CCDB.

ARTICLE XI

FISCAL YEAR

The fiscal year of the association shall run from June 1 to May 31st.

ARTICLE XII

DUES

Section 1. Amount. Each member of the association shall pay annual dues as may be set from time to time by resolution of the Board of Directors.

Section 2. Collection. The Executive Director shall be responsible for collecting dues from the members and for maintaining a roster of members in good standing.

Section 3. Termination. If membership in the association is terminated as provided by these bylaws, paid dues by such member are forfeited to the association.

ARTICLE XIII

INDEMNIFICATION

Section 1. Authority to Indemnify. Except as provided elsewhere in these bylaws, the Articles of Incorporation or by law, the CCDB may indemnify a person made a party to a proceeding because the person is or was a director,

trustee, officer, employee, or fiduciary or agent of the CCDB against expenses (including attorney fees), liability, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person: a) acted in good faith, b) reasonable believed, in the case of conduct in an official capacity with the CCDB, that the conduct was in the CCDB's best interests, and in all other cases, that the conduct was at least not opposed to the CCDB's best interests, and c) in the case of any criminal proceeding, had no reasonable cause to believe the conduct was unlawful. However, no person shall be entitled to indemnification under this section either a) in connection with a proceeding brought by or in the right of the CCDB in which the director, trustee, officer, employee, fiduciary or agent was adjudged liable to the CCDB; or b) in connection with any other proceeding charging improper personal benefit, that the director, trustee, officer, employee, fiduciary or agent derived an improper personal benefit, whether or not involving action in an official capacity, in which proceeding the director, trustee, officer, employee, fiduciary or agent was adjudged liable on the basis that an improper personal benefit was derived. Indemnification permitted under this section in connection with a proceeding by or in the right of the CCDB is limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit or proceeding by judgment order, settlement or conviction or upon a plea of *nolo contendere* or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this section.

Section 2. Successful Defense on the Merits. Unless limited by the Articles of Incorporation, the CCDB shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director, trustee, officer, employee, fiduciary or agent, against reasonable expenses incurred by the person in connection with the proceeding.

Section 3. Determination and Authorization. Determinations and authorizations of indemnity or payments from indemnification shall be made in the manner specified in the Colorado Revised Nonprofit Corporation Act.

Section 4. Insurance. The CCDB shall have power to purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer, employee, fiduciary or agent of the CCDB, or who, while a director, trustee, officer, employee, fiduciary or agent of the CCDB is or was serving at the request of the CCDB as a director, trustee, officer partner, members, manager, trustee, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or employee benefit plan or other enterprise against any liability asserted against or incurred by the person in that capacity or arising from the person's status as such, whether or not the CCDB would have the power to indemnify that person against such liability under the provisions of this article.

Section 5. Nonexclusivity of Article. The indemnification provided by this article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under which one indemnified may be entitled under the Articles of Incorporation, any bylaw, agreement, resolution of disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of such person's heirs, executors and administrators.

Section 6. Notice to Members. If the CCDB indemnifies or advances expenses to a director under this article in connection with a proceeding by or in the right of the CCDB, the CCDB shall give written notice of the indemnification or advance to the voting members with or before the notice of the next voting members' meeting.

ARTICLE XIV

NONDISCRIMINATION

Section 1. Membership and Services. The CCDB shall not discriminate against any member or applicant for membership because of race, creed, color, national origin, gender, marital status, sexual orientation, gender identity, gender expression, religion, ancestry, mental or physical disability or age in offering any of its services, including but not limited to, acceptance into the membership and admission to any meeting or events.

Section 2. Employment. The CCDB shall not discriminate against any employee or applicant for employment on the basis of the above characteristics. The organization will insure that individuals are treated during the application process or during employment without regard to the above mentioned characteristics. Such action shall be taken with respect to all aspects of employment, compensation and training.

Section 3. Other. In the event the CCDB contracts with other entities to provide services, or accepts funding from them, the nondiscrimination requirements of those entities shall additionally be adopted automatically if they are more detailed or extensive than these bylaws provide.

ARTICLE XV

AMENDMENT

These bylaws may be amended by a two-thirds (2/3) majority of the Board of Directors present at any meeting at which a quorum is present provided that notice of any proposed amendment, alteration or repeal shall have been delivered to each director with the notice of the meeting at which the proposed amendment, alteration or repeal will be presented to the board for action. The members shall also have the power to make, amend or repeal the bylaws of the CCDB at any annual meeting or at any special meeting called for that purpose. As submitted with amendments.

Amendment History:

Initial Bylaws adopted upon re-incorporation December 26, 2001
Bylaws amended and re-adopted in whole, September 22, 2002.
Bylaws amended on January 27, 2009
Bylaws amended on November 10, 2009
Bylaws amended on January 13, 2011
Bylaws amended on May 16, 2012
Bylaws amended on January 9, 2013
Bylaws amended on March 19, 2014 (president appointments to the board)
Bylaws amended on January 14, 2015 (nondiscrimination policy)