**Article I**

**Name**

The name of this Corporation shall be the "COLORADO ASSOCIATION OF LAW LIBRARIES" (CoALL), a chapter of the American Association of Law Libraries.

**Article II**

**Object**

The Corporation is established for educational and scientific purposes. It shall be conducted as a nonprofit corporation under sec. 501 (c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any future United States Internal Revenue law) to (a) promote librarianship; (b) develop and increase the usefulness of law libraries; (c) cultivate the science of law librarianship; and (d) foster a spirit of cooperation among the members of the profession, particularly those in Colorado.

**Article III**

**Membership**

**Section 1.** Members. Any person interested in law libraries may become a member of the Corporation by qualifying under the provisions of one of the classes of membership set forth below.

There shall be five classes of membership:

**a. Active members.** There shall be two categories of active membership:

**1. Individual members.** Any person in Colorado or a contiguous state who is engaged in law librarianship may become an individual member upon payment of dues. Such membership may not be transferred or assigned.

**2. Institutional members.** Any law library in Colorado or a contiguous state may become an institutional member upon payment of dues. Persons designated under an institutional membership shall be in all respects the equivalent of individual members. An institutional member may change the designated person(s) by informing the Secretary of the Association.

**b. Associate members.** Any person not connected with a law library in Colorado or a contiguous state who through occupation or profession is interested in law libraries may become an associate member upon payment of dues.

**c. Life members.** Any member who has been an active member of the Corporation for at least 10 years and who has retired from full-time library employment or relocated to another state or country or left the practice of law librarianship may be elected to life membership upon recommendation of the executive board.

**d. Student members.** A person who is enrolled in law school or in a university degree program (or the substantial equivalent thereof at a non-degree higher education institution) that is related to librarianship and has an interest in law librarianship may become a student member upon payment of dues.

**e. Honorary members.** Upon recommendation of the Executive Board, the Corporation may elect appropriate non-members as honorary members.

**Section 2. Dues.** Life members and honorary members shall pay no dues. Dues for each other class of membership shall be determined by the Executive Board subject to approval by a majority of the members voting at any general meeting of the Corporation, provided that notice of the vote on the dues is given to each member at least thirty days before the meeting, and provided that a vote on a change in membership dues must take place at least sixty days before the end of the fiscal year of the Corporation.

**Section 3. Rights.** Only active members may hold elected office. Only active, student, and associate members may vote.  All members shall receive the Corporation newsletter and the Corporation directory as part of their membership.

**Section 4. Fiscal Year.** The year for dues shall be the same as the fiscal year of the Corporation.

**Section 5. Failure to Renew Membership.** Members failing to pay dues by two months after the beginning of the fiscal year shall be suspended from membership. Suspended members may be reinstated at any time upon payment of the current year's dues.

**Article IV**

**Meetings**

**Section 1. Regular Meetings.** There shall be at least four (4) meetings of the Corporation each year. One of those meetings, the Annual Meeting, shall be held at the end of the fiscal year.

**Section 2. Special Meetings.** Special meetings of the Corporation shall be called by the President upon receiving a written petition requesting such a meeting, endorsed by at least twenty-five percent (25%) of the active, student, and associate members in good standing of the Corporation. The President, with the Executive Board's consent, may call a special meeting.

**Section 3. Notice.** Notice of any meeting shall be given to each member at least ten (10) days before the meeting.

**Section 4. Quorum.** Five percent (5%) of the members qualified to vote shall constitute a quorum for Corporation meetings.

**Section 5. Voting.** The affairs of the Corporation shall be conducted by the majority vote of members voting, unless otherwise provided in the Bylaws.

**Article V**

**Officers**

**Section 1. Officers.** The officers of the Corporation shall be the President, Vice-President/President-Elect, Secretary and Treasurer, and two Members-At-Large. All officers of the Corporation must be active members in good standing of the Corporation, and the President and Vice President/President-Elect must be voting members in good standing of the American Association of Law Libraries. No officer may hold more than one (1) office at a time.

**Section 2. Terms of Office.**

**a. President and Vice President.** The Vice President/President-Elect shall become President at the close of the Annual Meeting one year following his (or her) election. The other officers shall assume office at the close of the Annual Meeting immediately following their election.

**b. Other Officers.** All officers shall serve for a term of one year, except that the Treasurer shall serve for a term of two years.

**Section 3. Duties of Officers.** The officers shall perform those duties assigned to them by these Bylaws, the Executive Board and the parliamentary authority adopted by the Corporation. The Treasurer shall submit a written report on all expenditures and account balances at each board meeting and at the annual meeting.

**Article VI**

**Executive Board**

**Section 1. Members.** The Executive Board shall be composed of the officers of the Corporation and the immediate past President.

**Section 2. Board of Directors.** The Board of Directors of the Corporation shall consist of the members of the Executive Board, as constituted from time to time. All actions of the Executive Board shall be considered as actions of the Board of Directors.

**Section 3. Terms of Office.**

**a. Officers.** Executive Board members who are Corporation officers shall serve a term on the Executive Board corresponding to their term of office.

**b. Immediate Past President.** Immediate past Presidents shall serve a term of one (1) year on the Executive Board.

**c. No Successor.** In the event that a successor has not been elected or qualified at the end of the term of office specified above, the incumbent shall continue to serve until duly succeeded.

**Section 4. Duties.** The duties of the Executive Board shall be those usually assigned to such boards in similar associations, including but not limited to: having general supervision of the affairs of the Corporation between its business meetings, fixing the time and place of meetings, making recommendations to the membership of the Corporation and performing other duties as specified by these Bylaws or the parliamentary authority. The Board shall be subject to the orders of the Corporation and none of its acts shall conflict with action taken by the Corporation.

**Section 5. Powers.** The Executive Board shall have sole power, on behalf of the Corporation, or any of its committees or subunits, to expend funds, incur indebtedness, solicit funding, make public statements, issue public writings, establish and maintain relations with other organizations and take such other actions and perform such other acts (or refrain from taking such actions and perform such other acts) as the Executive Board determines to be in the best interest of the Corporation.  The Executive Board may expressly delegate these powers to a member of the Corporation for specific activities of the Corporation.

**Section 6. Quorum and Voting.** Five (5) members of the Executive Board shall constitute a quorum. Resolutions of the Executive Board shall be approved only with the affirmative vote of at least four (4) of its members.

**Section 7. Meetings.** Meetings of the Executive Board shall be called, and the time and place for them set, at the discretion of the President.

**Section 8. Publication of Resolutions.** The text of these Bylaws, and all major resolutions and policy decisions of the Corporation, shall be made available to all members of the Corporation in the Corporation's official publication(s).

**Article VII**

**Committees and Other Organizations**

**Section 1. In General.** There shall be such committees and other organizations as the Executive Board shall create or shall be created by a majority vote of those present and voting at any business meeting of the Corporation.

**Section 2. Standing and Special Committees.** Committees shall be of two classes, standing committees and special committees. Each committee shall be responsible for those duties assigned to it pursuant to the official publication of the Corporation as updated from time to time.

**a. Standing Committees.** Standing committees shall be those established for the purposes requiring the continuous attention of the Corporation.

**b. Special Committees.** Special committees shall be appointed by the Executive Board for a stated period to accomplish a specific purpose. At the end of that period the continuation of each special committee shall be decided upon by the Executive Board.

**c. Membership.** Members of all committees and other organizations shall be appointed by the President unless the Corporation shall otherwise direct. Committee members shall be appointed for a term of one (1) year, except as otherwise provided in these Bylaws. Committee chairs are appointed by the President and serve at his (or her) discretion.

**Section 3. Reports.** Each committee and other organization shall submit to the Executive Board a written annual report of its activities which shall contain any recommendations considered necessary or advisable. Additional reports may be submitted at the option of a committee or other organization or as requested by the Executive Board or President. Summaries of the report shall be published.

**Section 4. Expenses.** No committee or other organization shall incur expenses on behalf of the Corporation, except as authorized by the Executive Board, nor shall any committee or other organization commit the Corporation by any declaration of policy.

**Section 5. President as Ex-Officio Member.** The President shall be an ex-officio member of all committees except the Nominations Committee.

**Article VIII**

**Parliamentary Authority**

The rules contained in the current edition of the *The Standard Code of Parliamentary Procedure* shall govern the Corporation in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

**Article IX**

**Nominations and Elections**

**Section 1. General Elections**

**a. Nominations and Elections Committee.** The President shall appoint, with the Executive Board's consent, a Nominations and Elections Committee, consisting of three active members of the Corporation.

**b. Nominations by the Nominations and Elections Committee.** The Nominations and Elections Committee shall submit nominees for Vice President/President-Elect, Secretary, Treasurer, and Members-At-Large to the President by March 1.

**c. Nominations by Petition.** Additional nominations may be made upon written petition of five percent of the regular members. Such petitions must be filed with the Secretary by March 15.

**d. Ballots.** The Nominations and Elections Committee shall provide ballots to all paid active members by April 1.

**e. Receipt and Counting of Ballots.** Completed ballots must be returned to the Nominations and Elections Committee by April 15. The Nominations and Elections Committee shall then tabulate the results of the election and report these results to the Corporation no later than May 15. The President and all candidates shall be notified of the election results by the Chair of the Nominations and Elections Committee at the earliest possible time. In case of a tie vote, the successful candidate shall be determined by lot conducted by the Nominations and Elections Committee.

**Section 2. Vacancies.** The Executive Board shall have the power to fill any vacancy in elective offices except that of president, the person so elected by the Executive Board to serve the unexpired term. In the case of the death or resignation of the President of the Corporation, the Vice President/ President-Elect shall become President and shall serve until the end of his (or her) own elected term.

**Section 3. Voting.** Elections shall be decided by the majority vote of the members voting.

**Article X**

**Amendment of Bylaws**

**Section 1. Amendments.** These Bylaws may be amended at any meeting of the Corporation by a two-thirds vote of the members present at that meeting, provided that the amendment has been submitted in writing at the previous meeting and notice of the vote on the proposed amendment is given to each member at least ten days before the meeting.

**Section 2. Submission of Amendments.** Amendments to these Bylaws shall be submitted to the American Association of Law Libraries Committee on Constitution and Bylaws by the Secretary upon adoption by the membership of the Corporation.

**Article XI**

**Indemnification**

**Section 1. Standards for Indemnification.**

**a. General Rule.** Except as provided in Subsection 1.c. below, the Corporation may indemnify against liability incurred in any proceeding an individual made a party to the proceeding because he (or she) is or was a director of the Corporation (including, for all purposes of this Article XI, service as a member of the Executive Board) if (i) he (or she) conducted himself (or herself) in good faith; (ii) he (or she) reasonably believed: (a) in the case of conduct in his (or her) official capacity with the Corporation, that his (or her) conduct was in the Corporation's best interests; or (b) that in all other cases, that his or (her) conduct was at least not opposed to the Corporation's best interest and (iii) in the case of any criminal proceeding, he (or she) has no reasonable cause to believe his (or her) conduct was unlawful.

**b. Effect of Judgment, Etc.** The termination of any proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not of itself determinative that the individual did not meet the standard of conduct set forth in Subsection 1.a. above.

**c. No Indemnification.** The Corporation may not indemnify a director under this Section 1. either (i) in connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or (ii) in connection with any proceeding charging improper personal benefit to the director, whether or not involving action in his (or her) other official capacity, in which he (or she) was adjudged liable on the basis that personal benefit was improperly received by him (or her).

**d. Reasonable Expenses.** Indemnification permitted under this Section 1. in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

**Section 2. Mandatory Indemnification.** Unless limited by the Articles of Incorporation, the Corporation shall be required to indemnify a person who is or was a director of the Corporation and who was wholly successful, on the merits or otherwise, in defense of any proceeding to which he (or she) was a party against reasonable expenses incurred by him (or her) in connection with the proceeding.

**Section 3. Court Ordered Indemnification.** Unless limited by the Articles of Incorporation, a director who is or was a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification in the following manner:

**a. Court Ordered Mandatory Indemnification.** If it determines the director is entitled to mandatory indemnification under Section 2. above, the court shall order indemnification, in which case the court shall also order the Corporation to pay the director's reasonable expenses incurred to obtain court-ordered indemnification.

**b. Court Ordered Non-Mandatory Indemnification.** If it determines that the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he (or she) met the standard of conduct set forth in circumstances described in Subsection 1.c. of this Article XI, the court may order such indemnification as the court deems proper, except that the indemnification with respect to any proceeding in which liability shall have been adjudged in the circumstances described in said Subsection l.c. is limited to reasonable expenses incurred.

**Section 4. Indemnification Procedure.**

**a. Indemnification Determination.** The Corporation may not indemnify a director under Section 1. of this Article XI unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because he (or she) has met the standard of conduct set forth in Subsection 1.a.

**b. Method of Determination.** The determination required to be made by Subsection 4.a. shall be made: (i) by the Corporation's Executive Board by a majority vote of a quorum, which quorum shall consist of Executive Board members not party to the proceeding; or (ii) if a quorum cannot be obtained, by a majority vote of a Committee of the Executive Board designated by the Executive Board, which committee shall consist of two (2) or more Executive Board members not party to the proceeding may participate in the designation of Executive Board members for the committee.

**c. Alternative Procedure.** If the quorum cannot be obtained or the committee cannot be established under Subsection 4.b., or even if a quorum is obtained or a committee designated if such quorum or committee so directs, the determination required to be made by Subsection 4.a. shall be made: (i) by independent legal counsel selected by a vote of the Corporation's Executive Board or the committee in the manner specified in clause (i) or (ii) of this Subsection 4.c. or, if a quorum of the full Executive Board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full Executive Board; or (ii) by a majority of the regular members present at a meeting called for such purpose.

**d. Expenses.** Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination the indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by the body that selected said counsel.

**Section 5. Prepayment or Reimbursement of Expenses.**

**a. Prepayment.** The Corporation may pay for or reimburse the reasonable expenses incurred by an Executive Board member who is a party to a proceeding in advance of the final disposition of the proceeding if: (i) the Executive Board member furnished the Corporation a written affirmation of his (or her) good-faith belief that he (or she) has met the standard of conduct described in clause (i) of Subsection 1.a.; (ii) the Executive Board member furnishes the Corporation a written undertaking, executed personally or on his (or her) behalf, to repay the advance if it is determined that he (or she) did not meet such standard of conduct; and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Section 5.

**b. Undertaking.** The undertaking required by clause (ii) of Subsection 5.a. shall be an unlimited general obligation of the Executive Board member, but need not be secured and may be accepted without reference to financial ability to make repayment.

**Section 6. Validity.**

**a. Consistency.** A provision concerning the Corporation's indemnification of or advance for expenses to Executive Board members contained in its Articles of Incorporation, a resolution of its members or Executive Board members, or in a contract, except for insurance policies, shall be valid only if and to the extent the provision is consistent with this Article XI and, if indemnification is limited by the Corporation's Articles of Incorporation, is consistent with said Article.

**b. No Limitation.** This Section 6. shall not limit the Corporation's power to pay or reimburse expenses incurred by an Executive Board member in connection with his (or her) appearance as a witness in a proceeding at a time when he (or she) has not been made a named defendant or respondent in the proceeding.

**Section 7. Officers, Employees and Agents.** Unless limited by the Articles of Incorporation:

**a. Mandatory Indemnification.** An officer of the Corporation who is not an Executive Board member is entitled to mandatory indemnification pursuant to Section 2. of this Article X1 and is entitled to apply for court-ordered indemnification pursuant to Section 3. of this Article XI in each case to the same extent as an Executive Board member;

**b. Expenses.** The Corporation may indemnify and advance expenses pursuant to Section 5. of this Article XI to an officer, employee or agent of the Corporation who is not an Executive Board member to the same extent as an Executive Board member; and

**c. Additional Indemnification.** The Corporation may indemnify and advance expenses to an officer, employee or agent of the Corporation who is not an Executive Board member to a greater extent if consistent with law and if provided for by the Articles of Incorporation, the Bylaws, resolution of the members or Executive Board member, or in a contract.

**Section 8. Insurance.** The Corporation may purchase and maintain insurance on behalf of an individual who is or was an Executive Board member, officer, employee, fiduciary or agent of the Corporation and who, while an Executive Board member, was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan against any liability asserted against or incurred by him (or her) in any such capacity or arising out of his (or her) status as such, whether or not the Corporation would have the power to indemnify him (or her) against such liability under the provisions of this Article X1.

**Section 9. Report to Members.** Any indemnification of or advance of expenses to an Executive Board member in accordance with this Article XI, if arising out of a proceeding by or on behalf of the Corporation, shall be reported in writing to members with or before the notice of the next membership meeting.

**Section 10. Governing Law.** This Article X1 shall be governed by and construed in accordance with Section 7-22-101.5 of the Colorado Nonprofit Corporation Act.

**Article XII**

**Limitation of Director and Officer Liability**

A director (including any member of the Executive Board) or officer of the Corporation shall not be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director or officer, except that such provision shall not eliminate or limit the liability of a director or officer to the Corporation or its members for monetary damages for: Any breach of the director's or officer's duty of loyalty to the Corporation or its members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or any transaction from which the director or officer derived an improper benefit.

**Article XIII**

**Antidiscrimination**

Neither membership, nor full participation in the activities of this Corporation, shall be denied to any person on account of race, color, religion, sex, age, national origin, disability, or sexual orientation.

**Article XIV**

**Protection of Tax Exempt Status**

**Section 1. No Private Inurement.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Corporation's educational and scientific purposes to the extent consistent with law and the provisions of the Corporation's Articles of Incorporation and these Bylaws.

**Section 2. Impermissible Activities.** Notwithstanding any provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code sec. 501 (c)(6) (or the corresponding provision of any future United States Internal Revenue law).

**Article XV**

**Protection of Tax-Exempt Status; Distribution on Liquidation or Dissolution**

**Section 1.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, officers or other private persons, except that the Corporation shall be authorized and empowered to make reasonable compensation for services rendered and to make payments and distributions in furtherance of the Corporation's educational and scientific purposes, including distributions to other such organizations under Section 501(c)(6) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**Section 2.** Except as otherwise provided by law, upon any dissolution, voluntary or involuntary, revocation of its charter, insolvency or bankruptcy of the Corporation, the Executive Board shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation (as required by, and in accordance with, the applicable provisions of the Colorado Nonprofit Corporation Act) exclusively for the purposes of the Corporation in such manner, or to any organization or organizations engaged in the activities similar to those of the Corporation and which at that time qualify as an exempt organization or organizations under Code sec. 501 (c)(6), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine.

**Article XVI**

**Miscellaneous**

**Section 1. Gender.** Whenever required by the context, the singular shall include the plural, the plural the singular, and one gender shall include all genders.

**Section 2. Invalid Provision.** The invalidity or unenforceability of any particular provision of these Bylaws shall not affect the other provisions herein, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provision was omitted.

**Section 3. Governing Law.** These Bylaws shall be governed by and construed in accordance with the laws of the State of Colorado.

**Section 4. Effective Date.** These Bylaws shall become effective immediately upon their approval by the membership of the Corporation.