

AMENDED AND RESTATED

**BYLAWS
OF
THE COLORADO ASSOCIATION OF CHIEFS OF POLICE, INC.**

1.0 GENERAL.

1.1 Name. The name of the corporation is the Colorado Association of Chiefs of Police, Inc., hereinafter referred to as the "CACP."

1.2 Office. The principal office of the CACP will be located in the Denver metropolitan area. The registered office of the CACP may, but need not be, identical with the principal office. The address of the registered office may be changed from time to time by the board of directors.

1.3 Registered agent. The registered agent of the CACP may be changed from time to time by the board of directors.

1.4 Seal. The seal of the CACP, if any, shall be in the form determined by the Board.

2.0 PURPOSES. The CACP is organized for the following purposes:

2.1 Generally. The purpose of the CACP is to advance the science and art of police administration and crime prevention; to develop and disseminate approved administrative, technical, and operational practices and to promote their use in police work; to foster police cooperation, unity of action, and the exchange of information and experience among police officers of this state; to bring about the recruitment and training in the police profession of qualified persons; to encourage adherence of all officers to highest standards of professional conduct; to serve as an advocate for meaningful law enforcement legislation; and to promote and protect the interests of law enforcement.

2.2 Other. To perform all other acts necessary or incidental to these purposes and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the CACP as set forth in the Articles of Incorporation (Merger) and as otherwise set forth herein, including the exercise of all other powers and authority enjoyed by corporations by virtue of the provisions of the Colorado Nonprofit Corporation Act and subject to the limitations of Section 501(c)(6) of the Internal Revenue Code.

3.0 NONPROFIT. The Corporation is irrevocably dedicated to, and operated exclusively for, nonprofit purposes, and no part of the income or assets of the Corporation shall be distributed to or inure to the benefit of any individual.

4.0 REGIONS.

4.1 Generally. The CACP will be divided into five geographic regions known as the Metropolitan, Northeast, Southeast, Southwest, and Northwest regions. Each Chief or agency head will be affiliated with the region in which his or her agency is located. These regions will be as follows:

4.1.1 Metropolitan Region. The cities and towns within the counties of Adams, Arapahoe, Boulder, Broomfield, Denver, Douglas, Gilpin, and Jefferson.

4.1.2 Northeast Region. The cities and towns within the counties of Elbert, Kit Carson (north of I-70), Larimer, Lincoln (north of I-70), Logan, Morgan, Phillips, Sedgwick, Washington, Weld, and Yuma.

4.1.3 Southeast Region. The cities and towns within the counties of Baca, Bent, Chaffee, Cheyenne, Crowley, Custer, El Paso, Fremont, Huerfano, Kiowa, Kit Carson (South of I-70), Lincoln (South of I-70), Las Animas, Otero, Pueblo, Prowers, Teller, Park, and Lake.

4.1.4 Southwest Region. The cities and towns within the counties of Alamosa, Archuleta, Conejos, Costilla, Dolores, Delta, Gunnison, Hinsdale, La Plata, Mesa, Mineral, Montezuma, Montrose, Ouray, Rio Grande, Saguache, San Juan, and San Miguel. The Southwest Region also includes the Southern Ute and the Ute Mountain Ute Indian Tribes.

4.1.5 Northwest Region. The cities and towns within the counties of Clear Creek, Eagle, Garfield, Grand, Jackson, Moffat, Pitkin, Rio Blanco, Routt, and Summit.

4.2 Change of Regional Affiliation. A Chief of Police, or equivalent thereof, who is also an Active Member, may request that the regional affiliation of his or her agency be changed to an adjacent region if such change would enhance the opportunity for CACP interaction and involvement. The Chief must submit a request for a change of region in writing to the Board of Directors. A change of regional affiliation request will be decided by a majority vote of the Board at a regularly scheduled Board meeting.

5.0 MEMBERSHIP.

5.1 Application. Any person who wishes to become a member of the CACP must submit to the CACP a completed application for membership.

5.2 Membership Categories. The CACP will be comprised of the following member groups:

5.0 5.2.1 Executive Member (Voting Member), Cost based on Agency size.
An active peace officer who serves as an appointed Chief of Police or the head of a

Colorado law enforcement agency. This includes, but is not limited to, the Chief of Police of a Colorado city, a town, an accredited college or university, the Chief law enforcement officer of any Indian Tribe situated in Colorado, or the CEO of a State of Colorado law enforcement agency.

5.2.2 Associate Member (Non-Voting), \$125. An active peace officer or non-sworn employee of a state, county, municipal, tribal, or federal law enforcement agency, detention facility, or division operating within the state of Colorado.

5.2.3 Academic Member (Non-Voting), \$125. An individual serving as an instructor/researcher in criminal justice or related field and affiliated with a college or university.

5.2.4 Corporate Member (Non-Voting), \$500. Available to employees or companies/organizations providing services to, or assisting in the law enforcement profession.

5.2.5 Retired Member (Voting), \$100. A former Police Chief or head of a Colorado law enforcement agency who remains in good standing.

5.2.6 Life Member (Voting). Executive Board Approved/No Cost. A member of our profession who no longer serves as an agency CEO who dedicated at least 20 years of service to making our profession better, and who advanced the organization by serving as a past President or executive board member and is deserving of this recognition.

5.3 Nomination and Approval. A person applying for Executive Membership must be nominated by an Executive Member in good standing. Executive and Retired Members must be approved by a majority vote of the Board. Associate Members must be approved by a two-thirds majority vote of the Board. Life Members must be approved by a two-thirds majority vote of the Board.

5.4 Limitation Upon Membership. A person may be a member of only one membership group at any one time. In the event an applicant is qualified for more than one membership group, the Board will decide the group for which the applicant will be approved.

5.5 Effective Date. Membership becomes effective upon approval by the CACP and upon payment of all required annual dues and membership fees, whichever occurs last.

5.6 Good Standing. Any Member who has paid all required annual dues and membership fees is considered a Member in good standing except as otherwise set forth herein.

5.0 5.7 Voting Rights. An Active Member is entitled to one vote on any candidate election or other matter submitted by the Board to a vote of the Active Members of that Member's Region, or otherwise submitted by the Board to a vote of all of the Active Members.

Unless otherwise prohibited by the Board or these Bylaws, votes may be submitted electronically. Except as set forth in section 13.2, the act of the majority of the quorum will be an act of the Active Members.

5.7.1 Informal Request for Views or Opinions. Understanding that the CACP plays an important role in the formation of public policy relating to policing and in advocating for meaningful law enforcement legislation at both the state and national level, and understanding that the legislative process sometimes proceeds quickly, the President or the Chair of the Legislative Committee may, at any time, solicit or request the views or opinions of any or all of the Active Members of the CACP upon any public policy or legislative matter that concerns or advances the general purposes of the CACP. Any such request will not be considered a matter submitted by the Board to a vote of the Active Members of that Member's Region, or matter submitted by the Board to a vote of all of the Active Members under section 5.7, but instead will be considered an informal request for viewpoints or information to assist the Board or the Legislative Committee in assessing or gauging support for or opposition to a policy or legislative matter. The request may be made to one or more Active Members, and may be made in person, by telephone, or by electronic or any other reasonable means, and a response may be given or transmitted to the President or the Chair by any reasonable means.

5.7.2 Proxy Voting. An Active Member may designate another Active Member as a proxy to cast his or her vote at an annual, regular, or special meeting of the general membership, if the Member has registered as being in attendance at the meeting, and previously communicated his or her intention to designate a proxy to the Board. To be valid, the proxy designation must be in submitted in writing or electronically, must state the name of the proxy, must contain the candidate elections or other matters upon which the proxy is allowed to vote, and must also be submitted to the Regional Representative for the region with which the Active Member making the designation is affiliated.

5.7.3 Other. Associate, Academic, and Corporate Members will not have voting rights.

5.8 Membership Meetings.

5.8.1 Annual General Membership. The CACP will convene an annual general membership meeting. The Board may hold other regular and special meetings of the general membership. Except as otherwise set forth herein, notice of these meetings will be in accordance with rules set by the Board.

5.8.2 Quorum for Meetings. A quorum for the transaction of business at an annual, regular, or special meeting of the general membership will consist of a majority of the number of Active Members who have been registered as being in attendance at the meeting, irrespective of whether some may have departed.

5.0.1

5.8.3 Regional. Active Members in each Region will strive to meet at least

quarterly. An Active Member is considered present at a regional meeting for all purposes, including conducting a vote, if the Member can hear and be heard at the meeting through a telecommunications device. A quorum is not necessary for the transaction of business at a regional meeting. A regional meeting may be held in conjunction with an unrelated gathering of a significant number of Active Members in that region.

5.8.3.1 Notice. Notice of the time, place, and purpose of a regular regional meeting will be given by the Regional Representative or his or her designee to each Active Member of that Region and to the entire Board at least 14 calendar days prior to the meeting. The notice will be in writing and delivered by first class mail or electronic mail to each Active Member of that Region and to each Director at his or her designated address. In the event a Regional Meeting is held in conjunction with an unrelated gathering of a significant number of Active Members of that Region, or in the event of a special regional meeting, notice will be given at least 48 hours prior to the meeting.

5.9 Holding Office. Only an Active Member may be a Director or hold a CACP office.

5.10 Updating Member Records. It is the responsibility of every Member to notify the Board in writing of any changes to the Member's mailing or email address.

5.11 Resignation. Any Member may resign at any time by giving written notice to the CACP. Such resignation will take effect at the time specified therein, or, if no date is specified, upon the date the resignation is received by the CACP.

5.12 Censure, Suspension, or Removal of a Member. The Board of Directors may censure, suspend, or remove any Member for cause. "Cause" means any conduct that tends to bring the CACP into disrepute or that reflects discredit upon the individual as a Member of the CACP. Should the Board determine that cause for censure, suspension, or removal exists, the Board will provide written notice of the proposed action and the reason therefore and send the notice to the Member by first class mail or by electronic mail no less than 21 calendar days in advance of the action. The Member may, within 14 calendar days of the date of the notice, respond to the allegations. The Member's response must be in writing and may be sent to the Board by first class mail or by electronic mail. The Member may, at the time his or her response is filed with the CACP, request a hearing before the Board on the proposed censure, suspension, or removal. If a Member requests a hearing, the Board will set the matter for a hearing. A decision to censure or suspend a Member will become effective upon a majority vote of the Board. A decision to remove a Member from the CACP will become effective upon a two-thirds majority vote of the Board.

5.0 6.0
MEMBERSHIP FEES.

ANNUAL DUES AND

The Board may set and assess annual dues, application fees, membership fees, sponsorship fees, or other costs as it deems reasonable and necessary to further the purposes of the CACP. The Board may exempt Life or Retired

Members from payment of any portion or all of annual dues. Life Members are not required to pay any annual dues or membership fees. Dues and fees are not refundable for any reason, including, but not limited to, resignation.

6.1 Review of Dues, Fees, and Other Costs. The Board will, beginning in 2017 and every other year thereafter, undertake a review of the annual dues, application fees, membership fees, and other costs assessed by the CACP to determine whether those dues, fees, and costs are adequate to cover the costs of providing services to its members and otherwise carrying out the purposes of the CACP. Should the Board determine that any of these dues, fees, or costs is inadequate to cover the costs of providing services, the Board may increase these dues, fees, or costs, or establish any new dues, fees, or costs reasonably necessary to cover the costs of providing services to members and otherwise carrying out the purposes of the CACP. Notwithstanding the above, any fee for a sponsorship agreement will be set pursuant to subsection 14.1 below.

7.0 **BOARD OF DIRECTORS; MEETINGS.**

7.1 General Powers and Duties. The business of the CACP will be managed by the Board of Directors, except as otherwise provided by the Colorado Nonprofit Corporation Act or the Articles of Incorporation (Merger). The Board has the authority to take all appropriate measures and perform all duties required to accomplish the purposes and objectives of the CACP.

7.2 Composition of the Board. The Board will consist of 10 members: the President, 1st Vice President, 2nd Vice President, Secretary/Treasurer, the immediate Past President, and five Active Members, each of whom will be elected by the Members of his Region to represent that Region on the Board. These five Board members will be known as Regional Representatives. Each Board member must remain an Active Member during his or her term of office.

7.2.1 Regional Co-Chairs. In order to facilitate improved communication and representation throughout each Region, each Region may also elect a Regional Co-Chair who may attend Board meetings. Each Regional Co-Chair must remain an Active Member during his or her term.

7.3 Term of Office. Except as otherwise set forth herein, each Board member will serve one year from the date of their election at the annual general membership meeting or until a successor has been qualified and elected, whichever comes first, and may succeed themselves.

7.4 Rules. The Board may establish any rules, policies, or procedures it deems necessary for conducting the business affairs of the CACP in accordance with the provisions of these Bylaws. These rules, policies, or procedures may govern any aspect of the CACP's business, including but not limited to, the receipt, custody, disbursement, or accounting for

7.0 CACP funds; the review of bills, invoices, or vouchers and payment thereof; budgeting methods; fiscal policies; purchasing or contracting processes; employment matters; compensation or expense reimbursement practices for the Executive Director, other assistants,

other service providers, or Board members; the order of business at Board, Annual General Membership, or other meetings; the adoption or use of the official Seal of the CACP; and the CACP's mission and values statement.

7.5 Regular Board Meetings. The Board will convene at the annual general membership meeting of the CACP and at such other times as the President or a majority of the Board may specify.

7.6 Special Board Meetings. Special meetings of the Board may be called by the President or at the request of any two Directors.

7.7 Board Minutes. The Board will ensure that minutes of each regular and special Board meeting and the annual general membership meeting are kept and maintained. Minutes of Board meetings will contain a record of all votes and any abstentions caused by a real, potential, or apparent conflict of interest.

7.8 Notice. Notice of the time, place, and purpose of a regular meeting of the Board will be given to all Directors and Regional Co-Chairs at least 14 calendar days prior thereto. Notice of a special meeting of the Board will be given to all Directors and Regional Co-Chairs at least 48 hours prior thereto. The notice will be in writing and delivered by first class mail or electronically to each Director or Co-Chair at his or her designated address. If transmitted electronically, the meeting notice will be deemed to be delivered when transmitted.

7.9 Conduct of Business. The President, or in his or her absence, the 1st Vice-President or the 2nd Vice-President, in that order, will preside at all meetings of the Board.

7.10 Quorum. A majority of the members of the Board will constitute a quorum for the transaction of business at any meeting of the Board. A Regional Co-Chair will not be counted for purposes of establishing a quorum unless that Co-Chair is attending the meeting in the absence of the Regional Representative for that Co-Chair's Region. A Director is considered present at a meeting for all purposes, including establishing a quorum and conducting a vote, if the Director can hear and be heard at the meeting through a telecommunications device.

7.11 Voting of Directors. Each member of the Board will have one vote on any matter before the Board. Except as otherwise set forth herein, the act of the majority of the Directors present at a meeting at which a quorum is present will be an act of the Board.

7.11.1 Voting by Regional Co-Chairs. A Regional Co-Chair may not vote on any matter before the Board, except in the absence of that Region's Representative.

7.12 Executive Director and Other Assistants. The Board may appoint, remove, and prescribe the duties for an Executive Director and all such assistants as may be necessary to carry out the work of the CACP. The Executive Director will report directly to the Board, and will

7.0 manage and coordinate the functions and activities of the CACP and perform other such duties as prescribed by the Board. The Board may engage the assistance of any other

professional services providers, including but not limited to, accountants, attorneys, auditors, insurance professionals, lobbyists, or other consultants as may be necessary to conduct the business of the CACP.

7.13 Committees. There are established the following standing committees: Legislative, Membership, Professional Standards, Executive Certification, Training, Awards, and Technical Services. The Board may create and dissolve other special committees as needed. The President will appoint members of all committees except as otherwise set forth herein.

7.14 Compensation. Any Director, or any Regional Co-Chair who attends a Board meeting in the absence of his or her Region's Representative, may be reimbursed by the CACP for necessary and reasonable costs of personally attending a Board meeting. A Director who seeks reimbursement for these expenses must submit receipts showing these costs to the CACP. Any such reimbursement must be approved by the majority of the Board, and must be reflected in the financial records of the CACP.

7.15 Vacancy on the Board. In the event any Director or Regional Co-Chair ceases to be an Active Member of the CACP, or if a Director or Regional Co-chair is unable to perform the duties of his or her office, the Board will declare that position vacant. A vacancy in an Officer position will be filled in accordance with subsection 8.6. In the event of a vacancy in the immediate Past President's position, the Board may nominate and elect any Eligible Active Member for the remainder of the vacant term. In the event of a vacancy in a Regional Representative's position, the vacancy will be filled by that Region's Co-Chair for the remainder of the vacant term. In the event of a vacancy in a Regional Co-Chair's position, the Active Members in that Region will nominate and elect any eligible Active Member for the remainder of the vacant term.

7.16 Resignation. Any Director or Regional Co-Chair may resign at any time by giving written notice to the Board. In the event any Director or Regional Co-Chair becomes unable to perform his or her duties under these Bylaws, or in the event that such person engages in professional misconduct to the extent that continuing in office may bring discredit to, or jeopardize the reputation of, the CACP, it is the duty of that person to resign. The resignation will take effect at the time specified therein, or, if no date is specified, upon the date the resignation is received by the CACP. The vacancy created by the resignation will be filled as set forth in subsection 7.15.

7.17 Removal of a Director or an Officer. If, in the opinion of at least two members of the Board, one of the conditions described in subsection 7.16 exists, and if the Director or the Regional Co-chair in question has not already submitted a resignation to the Board, the Board members may request a special meeting of the Board to discuss the issue, or ask that the matter be discussed at the next regular meeting of the Board. The Board will provide written notice of the proposed action and the reason therefore and send the notice to the Director or Co-Chair in question by first class mail or electronic mail no less than 14 calendar days in advance of the meeting. The Board may evaluate the matter, order an investigation of the situation, or take

7.0 other interim action as it deems appropriate. Upon a motion approved by at least a two-thirds majority of all of the Directors on the Board, the Board may remove from the Board the Director or Co-Chair in question.

8.0 OFFICERS.

8.1 General. The Officers of the CACP will be the President, 1st Vice President, 2nd Vice President, and the Secretary/Treasurer.

8.2 Term. The term of any office is one year, or until a successor has been qualified and elected. The 2nd Vice President will serve one year as the 2nd Vice President, the next year as the 1st Vice President, and the next year as the President of the CACP. The Secretary/Treasurer may succeed himself or herself.

8.3 Qualifications. Each Officer must have been Active Member of the CACP for a period of two years immediately prior to his or her election. Each Officer must remain an Active Member during his or her term of office.

8.4 Duties.

8.4.1 President. The President will be the principal executive Officer of the CACP. The President will supervise all of the business and affairs of the CACP and preside at all meetings of the Board and at the annual general membership meeting. The President may sign, with the Secretary/Treasurer, or any other Officer authorized by the Board, any contracts, leases, mortgages, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution of such documents has been expressly delegated by the Board, by these Bylaws, or by law to some other Officer of the CACP. The President will also perform all other duties commonly incident to this office, such as advocating on behalf of the CACP, and such other duties as, from time to time, may be assigned by the Board.

8.4.2 1st Vice President. In the absence of the President, or in the event of the President's inability to perform his duties, the 1st Vice President will perform the duties of the President, and when so acting will have all the powers of and be subject to all the restrictions upon the President. The 1st Vice President will perform such other duties as, from time to time, may be assigned by the President or the Board.

8.4.3 2nd Vice President. In the absence of the 1st Vice President, or in the event of the 1st Vice President's inability to perform his duties, the 2nd Vice President will perform the duties of the 1st Vice President, and when so acting will have all the powers of and be subject to all the restrictions upon the 1st Vice President. The 2nd Vice President will perform such other duties as, from time to time, may be assigned by the President or the Board.

8.4.4 Secretary/Treasurer. The Secretary/Treasurer will be responsible for the minutes of the meetings of the Members and the Board; see that all notices are duly

given in accordance with these Bylaws or as required by law; be the custodian of the CACP records; oversee the Seal of the CACP and its use; keep a register of the mailing or email addresses of each Member; and, in general, perform all duties as from time to time may be assigned to him by the President or by the Board. The Secretary/Treasurer will have charge of and be responsible for all funds and securities of the CACP and for depositing of all such money in the name of the CACP in such banks, trust companies, or other financial institutions as are selected by the Board in accordance with these Bylaws. The Secretary/Treasurer will also maintain or oversee records of account, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the Board financial statements showing the financial position of the CACP and the results of its operations at such times as are set forth in these Bylaws. The Secretary/Treasurer will also perform any other duties as, from time to time, may be assigned by the President or the Board.

8.4.4.1 Bond. The Secretary/Treasurer may be bonded in an amount determined by the Board; the fee for the bond will be paid for by the CACP.

8.5 Committee Liaison Duties. Each Officer will act as a liaison to a standing committee as follows: President: Legislative Committee; 1st Vice President: Public Relations Committee; 2nd Vice President: Training Committee; Secretary/Treasurer: Membership and Finance Committee.

8.6 Vacancy in an Office. In the event an Officer ceases to be an Active Member of the CACP, or if an Officer is unable to perform the duties of his or her office, the Board will declare that office vacant. If the vacancy occurs in the office of the President, the 1st Vice President will assume the office of the President for the remainder of the vacant term. If the vacancy occurs in the office of the 1st Vice President, the 2nd Vice President will assume the office for the remainder of the vacant term. If the vacancy occurs in the office of the 2nd Vice-President, the Secretary/Treasurer will assume the office of the 2nd Vice President for the remainder of the vacant term. The position of 2nd Vice President will be filled by election for the next full term. If the vacancy occurs in the office of the Secretary/ Treasurer, the Board of Directors may appoint any qualified Active member to fill the position for the remainder of that term. The position of Secretary/Treasurer will be filled by election for the next full term. Except as otherwise set forth herein, no Officer will serve a full term without being elected.

9.0 ELECTION OF DIRECTORS AND REGIONAL REPRESENTATIVES, ETC.

9.1 Election Committee. There will be an Election Committee composed of the most immediate Past President available as Chair, and the five Regional Representatives or their designees as members.

9.2 Duties of the Election Committee. The Election Committee will:

9.0 9.2.1 Inform Members. Inform the membership of the CACP Board or Officer positions to be filled, the election process and rules, and candidate qualifications

and expectations;

9.2.2 Encourage Candidacy. Encourage Members to run for the Board or for office by ensuring at least one qualified candidate for each position;

9.2.3 Monitor Qualifications. Determine that all candidates for positions have been Active Members of the CACP for at least two years;

9.2.4 Publish Candidate Names. Publish a list of candidates for distribution to the Active Members in attendance at the annual general membership meeting;

9.2.5 Candidate Forums. Arrange for candidate presentations and membership questions at the annual general membership meeting;

9.2.6 Issues. With the approval of the Board, formulate and publish rules for the submission of issues or ballot questions to Active Members; and

9.2.7 Conduct Elections. Oversee and conduct the election process.

9.3 Elections. Elections will be held at the annual general membership meeting. Elections will be conducted by secret ballot of Active Members at the meeting if there is more than one candidate for a position. The candidate receiving a majority of the votes for each position will be declared elected. In the event no candidate receives a majority of the votes on the first ballot, another ballot shall be taken between the two candidates receiving the highest number of votes on the first ballot and the one receiving the highest number of votes will be elected.

9.4 Election of Regional Representatives. Regional Representatives and Regional Co-Chairs will be elected at the annual general membership meeting. They will serve a term of one year. A Regional Representative or Co-Chair may succeed himself or herself.

10.0 CONFLICTS OF INTEREST.

10.1 Definitions. A "conflict of interest" is a conflict between the private interests of a Director or a Regional Co-Chair and the official responsibilities of that person as a member of the Board of the CACP. Situations may arise which present a Director or a Regional Co-Chair with real conflicts of interest, potential conflicts of interest, or circumstances which appear to present conflicts of interest but, in fact, do not. For purposes of this section, Conflicts of Interest, the term "Director" includes Regional Co-Chairs.

10.2 Disclosure. The Directors of the CACP acknowledge that because of the nature of the CACP, its objects and purposes, and the probability that those elected to serve on the Board will be actively involved in the affairs of the community, real or potential conflicts of interest, or situations appearing to create conflicts of interest, may arise. In such instances,

it is the duty of each Director to conduct himself or herself in a manner which will prevent the conflict, whether real, potential, or apparent, from affecting his or her judgment and behavior as a Director. When a Director recognizes a situation in which he or she has a real, potential, or apparent conflict of interest, the Director will disclose that fact to the Board. This disclosure will be reflected in the minutes of the meeting at which the conflict is noted.

10.3 Abstention. A Director will abstain from voting on any matter with which he or she has a real, potential, or apparent conflict of interest. A Director's abstention will be recorded in the minutes of the meeting.

11.0 INDEMNIFICATION OF DIRECTORS AND OFFICERS. Each Director and Officer of the CACP, whether or not then in office, and his or her personal representative, will be indemnified by the CACP against all costs and expenses actually and necessarily incurred by him or her on his or her behalf in connection with the defense of any action, suit or proceeding in which he or she may be involved or to which he or she may be made a party by reason of his or her being or having been such Director or Officer if the CACP, except in relation to matters in which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such costs and expenses will include amounts reasonably paid in settlement for the purpose of curtailing the costs of litigation, but only if the CACP is advised in writing by its counsel that, in his or her opinion, the person indemnified did not commit such negligence or misconduct. The foregoing rights of indemnification will not be exclusive of other rights to which he or she may be entitled as a matter of law or by agreement. For purposes of this section, Indemnification of Directors and Officers, the term "Director" includes Regional Co-Chairs.

12.0 FINANCIAL MATTERS.

12.1 Fiscal Year. The fiscal year of the CACP will be from July 1st through and including June 30th.

12.2 Payments of Indebtedness. Except for minor expenses handled through the petty cash fund authorized in subsection 12.6, all bills and invoices submitted to the CACP must be processed in accordance with rules and procedures established by the Board under subsection 7.4. The Executive Director is authorized to pay by CACP check, draft, automated transfer, or credit card any bill or invoice that has been approved by the Board.

12.3 Deposits. All funds of the CACP will be deposited from time to time to the credit of the CACP in such banks, trust companies, or other financial institutions as the Board may select. All deposits will be processed in accordance with rules and procedures established by the Board under subsection 7.4.

12.4 Gifts. The Board or its designee may accept, on behalf of the CACP, any contributions, gifts, bequests, or devises for any general or specific purpose of the CACP. All

12.0 contributions, gifts, bequests, or devises will be accounted for on the financial statements of the CACP.

12.5 Use of Funds. The CACP will use its funds only to accomplish the objectives and purposes specified in the Bylaws and no part of its funds will inure or be distributed to any Member of the CACP except in accordance with these Bylaws.

12.6 Cash Fund. The Board will establish procedures for handling petty expenses, such as maintaining a petty cash fund for the purpose of paying for Board meeting incidentals and recurring expenses.

12.7 Annual budget. The President or designee thereof will present a proposed budget for the upcoming fiscal year to the board on or before March 1 of each year. Following review, the budget for the upcoming fiscal year will be adopted by the Board on or before June 1 of each year. The budget may be amended by the Board after adoption.

12.8 Financial Statements. Financial statements and reports will be prepared by the Secretary/Treasurer and delivered to the Board on a monthly or other basis as determined by the Board. These statements will contain a record of all incomes and expenditures of the CACP.

12.9 Generally Accepted Accounting Principles. As part of its responsibility to establish rules and procedures for handling financial matters pursuant to subsection 7.4, the Board will establish standard accounting procedures for the CACP. These procedures will comport with Generally Accepted Accounting Principles (GAAP).

12.10 Annual Audit. The Board will, no less than annually, ensure that an audit of the CACP's financial records be done. The audit will be conducted by an independent certified public accountant or auditing firm. The audit report will be delivered to the Board no later than August 30 of each year.

12.11 Insurance. The CACP will, at all times, maintain comprehensive general liability or other insurance reasonably sufficient to insure against the liability assumed by the CACP in operating as a nonprofit corporation in Colorado.

13.0 BYLAWS.

13.1 Bylaws. The Board will, beginning in 2020 and every fifth year thereafter, undertake a review of these Bylaws to determine whether all provisions of the Bylaws comport with the purposes and needs of the CACP. If the Board determines that one or more provisions of the Bylaws should be amended, modified, restated, or repealed, the Board will notify the membership of its recommendation and the matter will be voted on as set forth in this section.

13.1.2 Bylaws Change Initiated by an Active Member. Any Active Member who proposes any change to these Bylaws must submit the change or changes to the Board at least 60 days prior to the date of the annual general membership meeting or the special

meeting at which the change or changes are to be voted upon. The Board will review the proposal and may issue a recommendation relating to the proposal. Any Board recommendation will be reported to Active Members at least 30 days prior to the meeting at which the change or changes are to be voted on.

13.2 Amendments. These Bylaws may, at an annual or general meeting, or at a special meeting called for this purpose, and by a two-thirds majority vote of the Active Members who have been registered as being in attendance at the meeting, irrespective of whether some may have departed, amend, modify, restate, or repeal all or any portion of these Bylaws

13.3 Effective Date. These Bylaws, or any future amendments or changes thereto, will be effective immediately upon approval by vote of the Active Members as set forth herein. If any provision of these Bylaws is deemed invalid by a Court of competent jurisdiction, the remaining provisions will remain in effect. In case of any conflict between any provision of these Bylaws and any federal or state law, the federal or state law, and then the Bylaws will control, in that order.

14.0 MISCELLANEOUS.

14.1 Sponsor. A sponsor is an individual or an organized group of individuals, such as a club or corporation, that shares the concerns and objectives of the CACP and that wishes to partner with the CACP to support the purposes of the CACP. The Board may, by written agreement, partner with any individual or organization on any terms determined to be beneficial to the CACP that are not in conflict with the purposes of the CACP. Any sponsorship agreement must be approved by a two-thirds majority vote of the Directors present at a meeting at which a quorum is established. A sponsorship agreement may provide for a sponsorship fee, as appropriate. No sponsor may vote upon any CACP issue or hold any CACP office

14.2 Waiver of Notice. Whenever notice is required by law, by the Articles of Incorporation (Merger), or by these Bylaws, a waiver thereof in writing signed by the Director or other person entitled to said notice, whether before or after the time stated therein will be deemed a waiver of the applicable notice requirements. In addition, the presence of the Director or other person entitled to notice at a meeting, either in person or by means of a telecommunications device, will be deemed a waiver of the applicable notice requirements.

14.3 Parliamentary Authority. *Roberts Rules of Order Newly Revised*, or the current edition of this publication, will govern the conduct of business in all cases in where they are not in conflict with these Bylaws.

14.4 Non-Discrimination. The CACP is committed to fair representation, and will not discriminate on the basis of race, creed, color, religion, national origin, sex, sexual orientation, age, physical or mental handicap, veteran status, or marital status.