



Home Builders Association of Northern Colorado (HBA)

Bylaws

March 2024

INDEX

ARTICLE AND TITLE	PAGE
I. Offices	2
II. Membership	2
III. Fiscal Year	4
IV. Dues and Assessments	4
V. Membership Card and Emblem	4
VI. Board of Directors	5
VII. Officers	6
VIII. Voting and Quorum	8
IX. Elections	8
X. Committees	9
XI. Finance	10
XII. Notices	10
XIII. Amendment	10
XIV. Waiver of Notice	11
XV. Executive of Instrument	11
XVI. Rules of Procedure	12
XVII. Dissolution	12
XVIII. Indemnification	12
XIX. Certification of By-Laws	12

BYLAWS OF HOME BUILDERS ASSOCIATION OF NORTHERN COLORADO
(A Colorado non-profit Corporation)

ARTICLE I
(Offices)

Section 1. Business Offices: The principal office of the Corporation shall be in the State of Colorado. The Corporation may also have one or more offices at such a place or places within or without the State of Colorado as the Board of Directors may from time to time determine, or as the business of the Corporation may require.

Section 2. Registered Office: The registered office of the Corporation shall be set forth in the Articles of incorporation, unless changed as provided by the Colorado Nonprofit Corporation Act.

ARTICLE II
(Membership)

Section 1. Membership in this Association shall be of five Classes:

- a. Builder Membership
- b. Associate Membership
- c. Affiliate Membership
- d. Student Membership
- e. Student Alumni Membership
- f. Non-profit Organization Membership
- g. Honorary Member

Section 2. The Members of this Association shall be limited to those persons and firms who subscribe to the Code of Ethics of the Home Builders Association of Northern Colorado.

Section 3. Qualification for Membership in the Association shall be as follows:

- a. Builder Membership shall be open to any person, firm or corporation whose business is the construction of housing within the territorial jurisdiction of this Association and who shall agree to abide by the provisions of the Articles of Incorporation, these Bylaws (and any amendments thereof), who shall subscribe to the Code of Ethics as adopted by the Board of Directors, and be approved by the Board of Directors. A Builder Member shall be one or more of the following types of builders:
 1. Home Builder – Any individual who owns or is actively employed by a firm or company in the business of building homes for sale including single family, multi-family, or other structures normally related and appurtenant to a community.
 2. Commercial Builder – Any individual who owns or actively employed by a firm or company in the business of building apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community.
 3. Remodeler – Any individual who owns or is actively employed by a firm or company in the business of rebuilding homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community.
 4. Land Developer – Any individual who owns or is actively employed by a firm or company in the business of land development.

- b. Associate Membership shall be open to any person, firm or corporation engaged in any allied trade, industry, or profession within the territorial jurisdiction of this Association, who shall meet with the approval of the Board of Directors.
- c. Affiliate Membership shall be open to any employee of a member company as long as the company membership is current.
- d. Student Membership shall be open to any student enrolled in a Member-Institution program approved by the Board of Directors. Student Membership shall be a local only affiliate membership, for an individual and not a company.
- e. Student Alumni Membership shall be open to any graduate from a NAHB affiliated program approved by the Board of Directors for a period of three (3) years immediately following the month and year of the individual's graduation.
- f. Non-profit Organization membership shall be open to any non-profit organization that is approved by the Board of Directors. Membership dues at the discretion of the Board of Directors annual and should minimally cover dues paid to State and National.
- g. Honorary Membership shall be open to any persons or organizations so nominated/designated and approved by the Board of Directors, from time to time, for distinguished and unique service to the building industry. Honorary Members shall not be required to pay dues and shall be members only of NoCo HBA and do not need to be members of any affiliated state or national builders' association. This designation can be in conjunction with an active membership.

Section 4. Application for membership in this Association shall be made and processed in the following manner:

- a. Candidate shall submit his signed application on a form supplied by this Association and agree to abide by the Bylaws and observe the Code of Ethics of this Association.
- b. Application shall include on the application, the name of a sponsor/Spike, a current member in good standing and shall be accompanied by payment in an amount sufficient to cover the current year's dues in advance. All payments made shall be returned in full if membership is not approved. Honorary Membership shall not submit payment for dues.
- c. The Board of Directors shall have the exclusive rights to vote a candidate into membership.
- d. When elected to membership in this Association, applicants become a member of the Colorado Association of Home Builders and the National Association of Home Builders.

Section 5. Suspension, termination, reinstatement, and transfer of membership in this Association shall be accomplished in the following manner:

- a. Any member whose dues or assessments are not paid in full within 90 days after they become due and payable will be notified that their membership will be canceled immediately, unless other arrangements have been agreed to.
- b. Any member may be censured, suspended, or expelled from the Association if, in the opinion of the Board of Directors, as evidenced by a vote of two-thirds (2/3) of the entire Board of Directors at any meeting that may vote upon the matter, it shall be considered desirable or for the best interests of the Association or its members that the said member be censured, suspended or expelled.
- c. A vote of two-thirds (2/3) of the entire Board of Directors shall be required to reinstate any member who has been expelled or suspended pursuant to the provisions of this section.
- d. Any member who is dropped from membership for cause, (resignation, cancellation, expulsion, etc.), with accounts owed to the Association may not be reconsidered for renewed membership

at a later date unless all indebtedness is paid in full prior to, or at the time of the submission of the renewal application.

Section 6. Meetings of the Membership shall be as follows:

- a. An Annual Meeting of the Membership of this Association shall be held the first week in January each year for the purpose of electing the Board of Directors and Executive Committee of the Association and reviewing the affairs of the Association for the past year.
- b. Regular meetings of the Membership of the Association shall be held quarterly in the months January/April/July/October
- c. Special meetings of the Membership of this Association may be called at any time by the President of the Board of Directors or by a vote of the Board of Directors as provided in Article VI, Section 8, (c).
- d. If necessary, any meeting may be conducted electronically using Virtual or other technology as available. Conference calls can be used if documentation is comprehensive and accurate.
- e. Email or electronic survey methods can be used for voting when needed if an accurate record of participants and actions taken is maintained.

**ARTICLE III
(Fiscal Year)**

Section 1. The Fiscal year of this Association shall be January 1st through the following December 31st.

**ARTICLE IV
(Dues and Assessments)**

Section 1. The dues of this Association shall be payable at a rate to be determined and set yearly by a vote of two-thirds (2/3) of the Board of Directors; Dues shall include full annual dues payments to the Colorado Association of Home Builders (CAHB) and the National Association of Home Builders (NAHB). Student members and student alumni members shall pay a reduced amount for Association dues, as determined by the Board of Directors, and shall not pay dues to the CAHB.

Section 2. Builder and Remodeler members shall also pay an assessment based on the number of residential building permits pulled on a periodic basis and rate to be determined by a vote of two-thirds (2/3) of the Board of Directors. Non-profit Builder members shall, upon approval by the BOD, be exempt from assessments. As a local HBA "Policy" and a 2/3 Majority vote, assessments may be capped at levels to be determined annually for any Builders or Remodelers.

Section 3. Dues for membership in the National Association of Home Builders (NAHB) and Colorado Association of Home Builders (CAHB) shall be remitted to NAHB and CAHB by this local Association from its Treasury on due dates and in the amount set by NAHB Delegates and CAHB Board of Directors.

**ARTICLE V
(Proof of Membership)**

Section 1. Each member shall receive proof of membership annually upon payment of dues for the current year in such form as the Board of Directors shall prescribe.

Section 2. This Association may use on all its stationery and literature the official emblem of NAHB as well as CAHB.

ARTICLE VI
(Board of Directors)

Section 1. The Board of Directors shall be composed of not more than 16 voting members as elected by the general membership at the annual meeting of the members. Ex-officio and non-voting members shall be appointed as noted within these Bylaws and as subsequently amended.

Section 2. There shall be at least nine (9) Builder Members elected to the Board of Directors. The Chairperson of each Standing Committee and Council, as set forth in Section 1, Article X, may be non-voting Board Members and are not included in the 16 voted in by the membership. The remaining Board Members may be either Builder or Associate Members, filling the complement of up to 16 Board Members.

Section 3. All Board members will be voting members. The President will only be a vote in the case of a tie vote of the quorum qualified number of Board members in attendance.

Section 4. The President of the Board shall be elected by the Board of Directors. The President of the Board shall be a Builder Member, unless no Builder Member is on the ballot for the election and in such an event, an Associate Member may be elected.

Section 5. Vacancies on the Board occasioned by death or resignation or otherwise ceasing to be a member of the Association shall be filled by appointment of the President of the Board and approved by a majority vote of the Board Directors. The person so appointed shall serve until the next Annual Meeting of the Membership.

A Director shall be removed upon missing two out of six (6) consecutive called meetings after being duly notified in writing by the President or Vice President that he/she will be removed as a Director of the Association without further action unless he submits within thirty (30) days written reasonable explanation for his absence, which explanations shall be satisfactory to the Board of Directors and accepted by same at a regular or special meeting within six (6) months after receipt of same.

Section 6. The Board of Directors and the Executive Committee year of service begins in January at Installation and ends the following January at Installation of the new Board of Directors and Officers.

Section 7. National Delegates: The Board of Delegates shall select at least one Builder Member from the membership for National Delegate positions to which the Association is entitled under the provisions and conditions prescribed in the Bylaws of the National Association of Home Builders. Additional National Delegates may be appointed by the Board of Directors, including Associate Members, as permitted by the Bylaws of NAHB.

Section 8. State Directors (CAHB) shall be appointed by the Board of Directors in accordance with CAHB Bylaws and policies for the same.

Section 9. Meetings of the Board of Directors shall be held as follows:

- a. Regular meetings of the Membership of the Association shall be held quarterly. January, April, July, and October.
- b. An Annual Meeting of the Board of Directors of the Association, shall be held immediately following the Annual Meeting of the Membership, held in January, or within thirty (30) days for

the purpose of electing Officers and considering such other matters as may properly come before them.

- c. Regular meetings of the Board of Directors shall be monthly, times TBD or on order of the President of the Board.
- d. Special meetings of the Board of Directors may be called by the President of the Board or on order of the President of the Board.
- e. Executive Committee Meetings shall be held monthly and shall be held prior to the appropriate, scheduled monthly Board Meeting.
- f. Reasonable notice of the date, hour and place of all meetings shall be given to the Directors which shall be construed to mean at least three (3) days advance notice when such is practicable and possible. Hybrid Meetings may be held when short notice is given.

Section 10. Attendance Requirements – All Officers/Directors are expected to attend all meetings. If a meeting is missed it is preferred to receive advance Written (email is acceptable) notice for an excused absence, if that is not possible, immediate written (email is acceptable) notification and request for excused absence is required. There is no guarantee that the meeting notice will be excused. Any Officer/Director missing more than two (2) meetings in a calendar year will be, without due explanation, subject to removal from the Board of Directors via recommendation of the President and Executive Committee, and a 2/3 Majority Vote. President shall appoint a replacement to be sworn into the position and serve the remaining term of the removed Director.

Section 11. Any Director may be removed by the Board of Directors whenever in its discretion it determines that such removal is in the best interest of the Association. Such action shall not be undertaken except on a written complaint submitted to the Board of Directors by any member of NoCo HBA and approved by two-thirds (2/3) of the total number of members of the Board of Directors, excluding the Director against whom the complaint was submitted. Such Director shall be given written notice of complaint no less than twenty (20) calendar days prior to the meeting of the Board of Directors. At any such meetings, the Director shall be afforded a reasonable opportunity to address the complaint and provide a defense.

ARTICLE VII (Officers)

Section 1.

President. The President shall be the Chief Officer of the Association and shall preside at its meetings and those of the Board of Directors. The President shall be the official spokesman of this Association in all matters or otherwise designated. Shall appoint all committees, shall be an ex-officio member of all committees and councils, and shall perform all other duties usual to such office. At the end of the one (1) year term of the President, the President shall automatically serve for one (1) additional year on the Board of Directors in the position of Immediate Past President.

Vice President. The Vice President shall perform such duties as are assigned by the President. The Vice President shall, in the absence of the President, perform all the duties of the President. As former Treasurer, the Vice President will also provide guidance to the Treasurer, as needed. This is a one (1) year term.

Treasurer. The Treasurer shall be responsible for oversight of the Association's accounting and financial records, accounting services, and monies collected and disbursed by the Association and shall render a report to the Board of Directors, prepared by a board-selected accounting firm, at designated meetings.

The Treasurer may perform other duties appropriate to the office as assigned by the President or Executive Board. This is a one (1) year term.

Secretary/Incoming Treasurer. The Secretary/Incoming Treasurer has two roles within the association. The first role shall be that of the incoming Treasurer, serving under the Treasurer in anticipation of assuming the Treasurer role in the next calendar year. To prepare the Secretary for stepping into the role of Treasurer, the Secretary will also serve as the Co-Treasurer under the current Treasurer.

The second role will be to serve as the Secretary of the Association. The Secretary shall keep timely records of all the official proceedings of this Association and its Board of Directors, including the reports of special committees. The Secretary shall also take charge of all records and correspondence of the Association. At the discretion of the Executive Committee, the Secretary duties may be delegated to the Association's administrative assistant when applicable and financially feasible.

Upon direction of the President, the Secretary may perform other duties appropriate to the office. This is a one (1) year term.

Section 2.

Succession of Office. It is intended that the Executive Committee roles function with a 5-year "Ladder" progression. Under optimal circumstances the progression would look like: Secretary > Treasurer > Vice President > President > Immediate Past President. When unexpected resignations occur, that scenario may not be possible.

- a. In the event of the absence, disability, resignation, or death of the President of the Association, then the Vice President shall act as President of the Association. Should neither the President nor Vice President be able to serve for any of the foregoing reasons, then the Treasurer shall act as President, with Secretary next in line.
- b. In the event an officer position is left open, the open position shall be filled by a member appointed and approved by the Board of Directors.

Section 3. Administrative Officer. An Executive Officer will be employed by the Board of Directors and shall serve as the Chief Administrative Officer of the Association. The Executive Officer shall serve at the pleasure of the Board of Directors and shall perform the duties and responsibilities delegated by the Board of Directors and all other functions usual to such a position.

The Executive Officer shall be empowered to employ and supervise an adequate staff to carry on the business of this Association as instructed by the Board of Directors. The rates of compensation of the Executive Officer and staff shall be those that the Board of Directors may deem fair and proper, within the limitations of the fiscal budget.

Upon the hiring of a new Executive Officer said Executive Officer does not have authority to terminate any staff for a period of six months. Any staff terminations in the first six-month period must be approved by the Board of Directors and termination executed by the current Board President or Vice President.

Prior to December 1st of each year, the current Executive Committee shall be tasked with the Executive Officer performance review and pay schedule.

ARTICLE VIII (Voting and Quorum)

Section 1. The voting privilege shall be limited as follows:

- a. At meetings of the Membership, only Members in good standing shall have the right to vote. Good standing means any member who is not in arrears on any account due (Dues, assessments, Sponsorship or other) to the Association. If any Member pays a full membership (not Affiliate), then that person will have a vote, no matter how many Memberships are in a Firm or are in one company. This is per NAHB By-laws as individuals are members, not a company.
- b. At meetings of the Board of Directors, only voting members of the Board of Directors shall have the right to vote.

Section 2. A Majority vote on any measure will be determined as follows:

- a. A simple majority of the Members present at any Meeting of the Membership will carry any measure provided the number of Members in attendance at the meeting constitutes a quorum.

Section 3. A quorum present at any meeting shall be determined as follows:

- a. A Quorum of the Membership shall consist of the lesser of one third (1/3) of the Members of this Association or fifty (50) members.
- b. A Quorum of the Board of Directors shall consist of 40% of the Board members.

ARTICLE IX (Elections)

Section 1. There shall be a Leadership Development Committee, consistent with the NAHB Federation composed of at least three and no more than five members of the Membership. Committee shall consist of the Immediate Past President (Chair), the Vice President, one or two non-Executive Committee Board Members and one-member at large appointed by the Executive Committee. The Chairperson of the Committee shall be the Immediate Past President of the HBA. If The Committee shall meet monthly in person or via conference call to fulfill their perspective responsibilities as set forth below:

Section 2. Leadership Development Committee shall:

- a. Solicit and consider the recommendations of the membership, as to candidates for each Office and Directorship needing to be filled.
- b. Continually keep an eye out for future leaders, meet as possible, interview and train potential candidates for HBA Leadership at all Levels and all Committees and Councils.
- c. Present a list of nominees for the required seats on the Board of Directors for the upcoming year, which will include at least one nominee for each type of open seat, to the Board of Directors for approval. The Board of Directors may endorse the entire list of candidates as presented, ask for more work from LDC, or substitute other candidates for one or more of the positions whenever it is determined to be in the best interest of the Association.
- d. Prepare and deliver a report to the membership recommending at least one nomination for each Directorship to be filled. Proposed Board Members must be presented 30 days prior to the January General Membership Meeting to prepare for an email/electronic vote to the entire membership for formal approval.
- e. The presentation of the new Board at the January meeting shall be made by the Chairperson of the Leadership Development Committee or Board President.

Section 3. If there are more candidates than the number of members needed, the highest vote getters will be the Board Members selected per previous Builder Member minimum requirements. All seats are a (1) one year term.

Section 4. The Leadership Development Committee or Executive Committee will certify elections.

ARTICLE X (Committees)

Section 1. There shall be the following Standing Committees:

- a. **The Executive Committee** shall consist of the President of the Board, Vice President, Treasurer, Secretary, and the Immediate Past President. The Executive Committee shall conduct the affairs of the Association in accordance with the Constitution and By-Laws, and the policies as set forth by the Board of Directors. It shall be the steering committee of this Association and shall be responsible for enforcing a budget for this Association and for all matters of policy enactment and public statement, all being shared with and subject to the approval of the Board of Directors.

This Committee shall meet monthly, or upon the call of the President of the Board, The Board of Directors or two (2) of its members, stating the time and place of the meeting. Three (3) members shall constitute a quorum. The Executive Committee shall have full power and authority to handle emergency matters without the full Board of Directors being consulted. Any business conducted in this manner shall be reported to the full Board at the next available Board of Directors Meeting. The Executive Committee may vote on matters brought before them, in person or by electronic means, or e-mail if all Committee members agree with the method of voting.

- b. **Membership Committee** shall find effective ways for recruiting and orientation of new members, maintaining the retention of current members by keeping them active and informed, planning member networking events and recognizing the Association Spike Members through an annual event.

Membership Committee should develop a process for new member recruiting, including the Spike Program, Recognition or other and should give a quick Membership Report including introduction of any new Members and their Spike at all Membership Meetings

- c. **Events Committee** shall identify opportunities to generate non-dues revenue through member & community engagement and focus on developing fundraising and networking events geared towards member participation. The Events Committee may, with Board approval, propose inventive programs to encourage membership. Event Subcommittees may include:

- (1) Home Show Subcommittee shall develop publicity and marketing tools
- (2) Parade of Homes Subcommittee shall develop publicity and marketing tools
- (3) The Golf Subcommittee shall develop publicity and marketing tools
- (4) Other Sub-Committees may be developed if needed and approved by the BOD

- d. **Builders Council** shall consist of all members, focusing on builder, developer and remodeler issues and concerns, The council works with government officials in all the municipalities on

matters concerning local building codes, ordinances and regulations affecting the ability to provide attainable housing. Local area representation is critical to impose change.

- e. **Government Affairs Committee** shall oversee and coordinate the government affairs/advocacy activities and programs of the association to execute the public policy goals and objectives of the association.
- f. **Remodelers & Custom Builders Council** shall implement programs and services for the Remodeler, Custom Builders and Associate Members of NOCO HBA. The council shall focus on community outreach and member education. This council is affiliated with the NAHB Remodelers Council.
- g. **Workforce Development Committee** shall focus on creating and maintaining local school district partnerships, promoting the benefits of the construction industry while encouraging career opportunities through events and educating students and parents.
- h. **Sales & Marketing Council** shall represent Marketing and sales professionals within the building industry by serving its members and affiliated partners through education, recognition, networking, and career development. This council is affiliated with NAHB Sales & Marketing Council.
- i. **Professional Women in Building Council** shall meet on a monthly basis and host quarterly social events intended to promote awareness to the challenges that women face working in the construction industry and provide mentorship and leadership growth opportunities.
- j. **The Leadership Development Committee** shall meet on a monthly basis or as needed to determine the Association's future leadership. See previous descriptions relating to this Committee.
- k. **Other committees**, if desired or needed, shall only be created via a change in these By-Laws as presented and approved by the Majority of Membership based on proper presentation and vote of general membership.
- l. **Subcommittees** and task forces can be created by the Board of Directors on an as needed basis and consist of Board/Executive Committee appointments including a Chair of the appropriate unit. These units are only created for specific subject matters or events and for a specified time frame.

ARTICLE XI **(Finance)**

Section 1. Dues and other monies collected by this Association shall be placed in a depository bank selected by the Board of Directors, and payments from the funds of this Association shall be made on the appropriate signature(s) per HBA Policy set by the Board of Directors.

Section 2. The Board of Directors shall adopt a budget for each fiscal year, that is presented to the Board by the Executive Officer and the Treasurer of the Association with the guidance of the President, Vice President, Treasurer and Secretary and the Association's accountant. This Association shall function

within the totals of the budget. Any expenditure in excess of the budget must be authorized by the Board of Directors.

Section 3. If desired and voted on by a majority of the Board of Directors, an outside CPA firm could be hired by the HBA to conduct an audit of any kind as seen fit for the betterment of the HBA.

ARTICLE XII **(Notices)**

Section 1. Members shall furnish the President or Executive Officer with their official address and fax or email address and mailing of any notice to such address via electronic transmission (e-mail) shall be deemed service of such notices upon them as the date of mailing of same.

ARTICLE XIII **(Amendments)**

Section 1. These Bylaws may be adopted or amended by a vote of two-thirds (2/3) of the entire membership at any meeting provided the number of members in attendance at such meeting constitutes a quorum, and provided further that a copy of the proposed amendments shall have been mailed or electronically transmitted (fax or email) to each member of the association not less than 30 days prior to the meeting at which action is to be taken thereon. Bylaws may also be adopted or amended by electronic transmission, with appropriate tracking maintained as evidence of presentation, approval, amendment, or rejection and announcement of results of the same.

ARTICLE XIV **(Waiver of Notice)**

Section 1. Whenever any notice is required to be given under the provisions of a statute of the Articles of Incorporation or by these Bylaws as waiver thereof in writing signed by the person or persons entitled to said notice whether before, at, or after the time stated herein or at the appearance of such person or persons at such meeting, or in the case of a members meeting by proxy, shall be deemed equivalent hereto.

Section 2. Any action required or which may be taken at a meeting of the Directors, Members or Members of any Committee of the Corporation may be taken without a meeting if they consent in writing setting forth the action so taken shall be signed by all of the Directors, Members, or Members of the Committee, as the case may be, entitled to vote with respect to the subject thereof.

ARTICLE XV **(Execution of Instruments)**

Section 1. The President of the Board shall have the power to execute sign and bind, on behalf of or in the name of the Corporation any deed, contract, bond, debenture, note or other obligations or evidence of indebtedness or proxy or other instrument requiring the signature of an Officer of the Corporation, except where signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. Unless so authorized by vote of the Board of Directors, no officer, agent or employee including the Executive Officer shall have any power or authority to bind the Corporation in any way, to pledge its credit or render it liable for any purpose of in any amount.

Section 2. All checks and drafts upon the funds to the credit of the Association in any of its depositories shall be signed accordingly per HBA Board Policy.

ARTICLE XVI **(Rules of Procedures)**

Section 1. Roberts' Rules of order shall govern the procedure of all meetings of the Association. The Chair of the Board of Directors shall appoint a parliamentarian who shall rule on all disputed points of order, referred to by the Chair or as needed during meetings.

ARTICLE XVII **(Dissolution)**

Section 1. The Board of Directors may adopt a proposal to dissolve the Association and upon such adoption, shall recommend the proposal to dissolve to the members entitled to vote thereon, unless the Board of Directors determines that, because of a conflict of interest or other special circumstances, it should make no recommendation and communicate the basis for its determination to the members and the members entitled to vote must approve the proposal. In the event of dissolution of the Association, the assets of the Association shall, after appropriate provision for debts and liabilities of the association, be distributed to a corporation, trust, or association which is not organized for profits and is exempt from federal income taxation under the Internal Revenue laws applicable at the time of such dissolution, the federal government, to a state or local government, as directed by the Board of Directors causing the dissolution of the Association. Any assets not so liquidated shall be subject to jurisdiction of the superior court of the State of Colorado for disposition consistent with these Bylaws.

ARTICLE XVIII **(Indemnification)**

Section 1. Every director, officer, or employee of the Association shall be Indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him or her in connection with any proceedings to which he or she may be made a party, or in which he or she may become involved by reason of his or her being or having been a director, officer, or employee of the Association, or any settlement thereof, whether or not he or she is a director, officer, or employee of the Association at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjusted guilty of willful misfeasance or malfeasance in the performance of his or her duties. The forgoing right of indemnification shall be addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled. For the purpose of the proceeding right of indemnification the term "director, officer, or employee" shall be construed to include all executives, Board of Directors members, committee members and staff employees, whether salaried or not.

ARTICLE XIX **(Certification of Bylaws)**

THE UNDERSIGNED CERTIFY the foregoing Bylaws have been adopted as the Bylaws of the association in accordance with the requirements of Colorado Revised Nonprofit Corporation Act Statute 10.20.

Dated: This _____ day of _____ 2024

President's Printed Name: _____

Secretary's Printed Name: _____

President's Signature: _____

Secretary's Signature: _____