

BY-LAWS
OF
COLORADO ASSOCIATION OF BUSINESS INTERMEDIARIES, INC.

ARTICLE I

Corporate Name and Offices

The name of the Corporation is the Colorado Association of Business Intermediaries, Inc., a non-profit corporation incorporated in the State of Colorado. The Corporation shall continuously maintain in the State of Colorado a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

ARTICLE II

Corporate Purposes

2.1 **Purposes.** The purposes of the Corporation include:

- A. providing opportunities for dialogue, education, advancement and improvement of all aspects of the business intermediary profession through meetings, seminars, communications, publications and other programs and activities;
- B. promoting and maintaining high standards of conduct, including promulgating a Code of Ethics, for the business intermediary profession;
- C. articulating and advocating the needs and interests of the business intermediary profession before legislative, administrative and judicial branches of local, state and national government and agencies; and
- D. engaging in any and all other activities consistent with its purposes stated hereinabove and not inconsistent with its status as a nonprofit corporation organized under the statutes of the State of Colorado, and exempt organizations under 501(c)(6) of the U.S. Internal Revenue Code.

2.2 **Funding.** The Corporation shall obtain funding by means of Annual Dues and proceeds from corporate projects.

2.3 **Restrictions.** All policies and activities of the Corporation shall be consistent with:

- A. applicable federal, state and local antitrust, and trade regulations, or other legal requirements;

- B. applicable tax exemption requirements including the requirements that the Corporation not be organized for profit and that no part of its net earnings inure to the benefit of any private individual; and
- C. upon dissolution, the funds of the corporation shall be distributed to one or more regularly organized charitable organizations, to be selected by the Board of Directors.

ARTICLE III

Qualifications of Members

3.1 **Classes of Members.** The Corporation shall have two classes of membership.

3.2 **Regular Members.** Any individual engaged in the business intermediary profession is eligible to become a Regular Member, once having met the following requirements. Each Regular Member must be a licensed real estate broker under the laws of the State of Colorado. A Regular Member must agree and adhere to a Code of Ethics established by the Corporation.

3.3 **Affiliate Members.** Any individual doing business with, or otherwise affiliated with, a member of the business intermediary profession shall be eligible for Affiliate Membership in this Corporation. Affiliate Membership does not carry a right to vote in the management of the Corporation. However, Affiliate Members shall have the right to vote pursuant to paragraph 4.1.B., hereof.

3.4 **Application for Membership.** Any individual eligible for membership under these By-Laws, on making written application therefore and tendering payment of dues, shall be elected to membership by, and subject to approval of, the Board of Directors.

3.5 **Duration of Membership and Resignation.** Membership in this Corporation may terminate by voluntary withdrawal or failure to pay dues as herein provided. The right of a Regular Member to vote and all other rights and privileges and interest of a Member in or to the Corporation, its rights, privileges and property shall cease on the termination of membership. Any Member may, by giving written notice of such intention, withdraw from membership. Any Member who fails to pay dues and remains in default of payment, for a period to be established by the Board of Directors, shall immediately upon the expiration of this period, cease to be a member.

3.6 **Suspension and Expulsion.** For cause, membership may be suspended or terminated by the Board of Directors. Such suspension or expulsion shall be by two-thirds (2/3) vote of the entire membership of the Board of Directors, provided that a statement of the charges shall have been delivered personally or by registered mail to the last recorded address of the Member in question at least thirty (30) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges will be considered and the Member shall have the opportunity to appear in person, or by the Member's representative, and present any defense of such charges before action is taken thereon. The right of a Regular Member to vote and all other rights, privileges and interest

of any member in or to the Corporation, its rights, privileges and property shall cease upon expulsion.

3.7 **Dues.** Membership fees shall be set by the Board of Directors and shall be payable as the Board of Directors may determine. Dues shall be valid for a period of one year and are not refundable.

ARTICLE IV

Meetings of Members

4.1 Annual Meetings.

- A. The annual meeting of Members of the Corporation shall be at such time and place as the Board of Directors shall determine. Notice of the annual meeting shall be by publication in a regular publication of the Corporation, or by first class U.S. mail, or by telecopy and/or by electronic mail directed to the Member's address of record with the Corporation. The purpose of the meeting shall be for announcing results of the election of Directors and for transacting such business as may come before the meeting.
- B. Affiliate Members shall have one vote each for the purpose of electing a member of the Board of Directors as per paragraph 5.2.B., hereof.

4.2 **Special Meetings.** Special meetings of the Members may be called by a majority of the Board of Directors, by the President or upon the written request of ten percent (10%) of the Regular Members of the Corporation. Upon any such request, the President shall call a special meeting of the Members.

4.3 **Notice of Special Meetings.** Notice of a special meeting shall be given by mailing, telecopying or electronic mailing of written notices stating the time, place and purpose of the meeting to each Member at least five (5) days prior to the time at which said meeting is to be held.

4.4 **Voting Rights.** At all meetings of the Members, each Regular Member shall be entitled to cast one (1) vote per each paid Regular Membership upon all matters submitted at the meeting. Members may vote in person or by written proxy.

4.5 **Fixing of Record Date.** For the purpose of determining the Members entitled to notice of, or to vote at, any meeting of Members, or in order to make a determination of Members for any other purpose, the Board of Directors of the Corporation may fix a date as the record date for any such determination of Members, such date in any case to be no more than thirty (30) days nor less than five (5) days, before the date of such meeting. If no record date is fixed for the determination of Members entitled to notice of, or to vote at, a meeting of Members, the date on which notice of the meeting is delivered shall be the record date for such determination of Members. When the determination of Members entitled to vote at any meeting of Members has been made, such determination shall apply to any adjournment of the meeting.

4.6 **Quorum.** The holders of a majority of the votes which may be cast at a meeting of Members of the Corporation, represented in person or by proxy, shall constitute a quorum for consideration of such matters at any meeting of Members; provided that if less than a majority of the outstanding votes are represented at said meeting, a majority of the votes so represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the Members, unless the vote of a greater number or voting by classes is required by the Colorado Non-Profit Corporation Act, the Articles of Incorporation or these By-Laws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of Members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

4.7 **Proxies.** Each Member is entitled to vote at a meeting of Members or to express consent or dissent to corporate action in writing or without attending said meeting. Such Member may authorize another person or persons to act for him or her by written proxy, but no such proxy shall be voted or acted upon after eleven (11) months from its date, unless the proxy provides for a longer period.

4.8 **Presiding Officer.** The President or a person appointed by him/her shall act as the presiding officer at all meetings of the Members.

ARTICLE V

Board of Directors

5.1 **General Authority.** There shall be a Board of Directors of the Corporation which shall manage, supervise and control the business, property and affairs of the Corporation. The Board of Directors shall be vested with the powers possessed by the Corporation itself, including the powers to:

- A. determine the policies of the Corporation and prosecute its purposes;
- B. appoint and remunerate agents and employees;
- C. disburse the funds of the Corporation; and
- D. adopt such rules and regulations for the conduct of its business; designate an executive, or such other committees to conduct the affairs of the Corporation; and delegate such responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with the Articles of Incorporation or By-Laws of the Corporation or to any applicable law.

5.2 **Number of Directors.**

- A. The Board of Directors of the Corporation shall be comprised of six (6) Regular Member Directors. The initial Directors shall be elected at the organizational meeting of the Corporation.
- B. There shall also be an Affiliate Director, who shall be a voting member of the Board of Directors. The Affiliate Director shall be elected pursuant to paragraph 4.1.B., hereof, shall serve a two (2) year term starting with the election for the 2021-2022 term, and shall be eligible for re-election.
- C. The immediate past President shall be a non-voting member of the Board of Directors for one year.

5.3 **Term of Office; Election.**

- A. The Directors of the Corporation, other than the Affiliate Director, shall serve for a term of three (3) years each. The terms shall be staggered with the initial Board of Directors to serve as follows:

two (2) directors - one (1) year,
two (2) directors - two (2) years, and
two (2) directors - three (3) years.

At the expiration of a term, any Director may be re-elected.

- B. Directors shall be elected prior to the Annual Board of Directors Meeting.

5.4 **Annual and Regular Meetings.** An annual meeting of the Board of Directors shall be held in the fourth quarter of each year at such time, day and place as shall be designated by the President in the notice of such meeting. The meetings shall be for the purpose of electing Officers and for transacting such business as may come before the meeting. The Board of Directors may, by resolution, provide for the holding of additional regular meetings.

5.5 **Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President. Written notice of each special meeting, setting forth the time and place of the meeting, shall be given to each Director at least twenty-four hours before the meeting. This notice may be given either personally, or by sending a copy of the notice through the United States mail, or by telecopy and/or by electronic mail to the address of each Director appearing on the books of the Corporation. Any meeting of the Board of Directors, whether regular or special, shall be a legal meeting if all of the Directors shall be present or shall sign the minutes, whether or not notice is sent.

5.6 **Notice.** Notice of the time, day and place of any meeting of the Board of Directors other than Special Meetings, shall be given at least ten (10) days previous thereto by notice sent by mail, telecopy, or electronic mail and/or telephone to each Director at his/her address as shown

by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telecopy, such notice shall be deemed to be delivered when the telecopy transmission is sent. If electronically mailed, such notice shall be deemed to be delivered when the electronic mail is sent. The purpose or purposes for which a meeting is called shall be stated in the notice thereof. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called, convened or constituted.

5.7 **Quorum.** A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, however, that the President must be present unless he/she consents in writing to the transaction of business in his/her absence. If less than the required number of Directors is present at a meeting, a majority of the Directors may adjourn the meeting from time to time without further notice.

5.8 **Manner of Acting.** The act of a majority of Directors in person at a meeting of the Board of Directors shall be the act of the Board of Directors. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a majority vote, in conformance with the quorum requirements, of the Board of Directors.

5.9 **Action Without a Meeting.** Action which may be taken at a meeting of the Directors may be taken without a meeting pursuant to Section 7-23-110, Colorado Revised Statutes, 1973, as amended, if a consent in writing, setting forth the action so taken and waiving any notice required by statute, the Articles of Incorporation and the By-Laws is signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent has the same force and effect as a unanimous vote of the Directors and may be stated as such in any Articles or document filed with the Secretary of State.

5.10 **Meetings by Telephone.** Members of the Board of Directors may hold or participate in a meeting of the Board of Directors by means of telephone conference or similar communications equipment, provided that all Directors so participating in such meeting can hear each other at the same time.

5.11 **Vacancies.** Vacancies, as they occur on the Board of Directors by resignation, death, incapacity or the like, of one or more members thereof, shall be filled by a majority of the remaining Directors, whether or not said remaining Directors constitute a quorum.

5.12 **Resignation.** Any Director may resign at any time by giving written notice to the President. If at the time of resignation, a Director is the sole Director such resignation shall be accompanied by the appointment of a successor Director. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

5.13 **Removal.** Any Director may be removed from such office by a two-thirds (2/3) vote of the Directors at any regular or special meeting of the Board of Directors at which a quorum

is present for (1) violation of these By-Laws, or (2) engaging in any other conduct prejudicial to the valid purposes of the Corporation. Such removal may occur only if the Director involved is first provided with (1) adequate notice of the charges and of the time and place of the meeting of the Board of Directors scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of such Director, (2) an opportunity to appear before the Board of Directors, or to forward a written statement thereto, in presentation of any defense of such charges, no sooner than thirty (30) days after the sending of such notice, and (3) a written explanation as to the reason, if such is the case, that such Director is being removed from such office. In these regards, the Board shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of the Corporation.

5.14 **Compensation.** The Board of Directors may provide by resolution that the Corporation shall allow a fixed sum and reimbursement of expenses for attendance at Board meetings. A Director may serve the Corporation in a capacity other than that of a Director and receive compensation for the services rendered in that capacity.

ARTICLE VI

Officers

6.1 **Officers.** The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer, and may include such other officers as may be deemed necessary.

6.2 **Election of Officers.** The Officers of the Corporation shall be elected by the Board of Directors. The Officers of the Corporation may, but need not, be members of the Board at the time of their election. Such elections shall take place at the annual meeting of the Board of Directors.

6.3 **Term of Office.** The Officers of the Corporation shall be installed on January 1st of the year following the annual meeting of the Board of Directors at which they are elected and shall hold office for two (2) years until their respective successors shall be duly elected and shall become qualified.

6.4 **Duties of the Officers.**

A. **President.** The President of the Corporation shall have all powers and shall perform all duties commonly incident to and vested in the office of president of a corporation, including but not limited to:

- (1) being the chief executive officer of the Corporation;
- (2) preparation of information for the Board of Directors; and
- (3) having general knowledge of, and responsibility for, supervising the business of the Corporation. The President shall appoint such

committees as are deemed appropriate and shall be an ex officio member of all such committees. The President shall also perform such other lawful duties as the Board of Directors may, from time to time, designate.

- B. **Vice-President.** The Vice-President, during the absence or disability of the President shall perform such of the President's duties as the President shall direct. In the event of the President's death or incompetence as decreed by a court of competent jurisdiction, the Vice-President shall succeed to the office of President.
- C. **Secretary.** The Secretary of the Corporation shall have all powers and perform all duties commonly incident to and vested in the office of the secretary of a corporation, including the following:
- (1) attending all meetings of the Board of Directors, and of such committees to which appointed, and be responsible for keeping, preserving in the books of the Corporation, and distributing, minutes of the proceeding of all such meetings;
 - (2) ensuring that all notices are given in accordance with these By-Laws;
 - (3) performing such other duties as the President may, from time to time, designate; and
 - (4) appointing an Assistant Secretary, if necessary, to perform such of his/her duties as are deemed appropriate.
- D. **Treasurer.** The Treasurer of the Corporation shall have all powers and perform all duties commonly incident to and vested in the office of the treasurer of a corporation, including the following duties and responsibilities:
- (1) being responsible for developing and reviewing the fiscal policies of the Corporation;
 - (2) ensuring that an account is maintained of all monies received and expended for the use of the Corporation;
 - (3) ensuring that all monies of the Corporation are deposited in a bank or banks or trust company or companies approved by the Board of Directors, and that authorized disbursements are made therefrom;

- (4) rendering a report of the finances of the Corporation at the annual meeting of the Board or whenever requested by the President showing all receipts and expenditures for the current year;
- (5) performing such other duties as the President may, from time to time, designate; and
- (6) appointing an Assistant Treasurer, if necessary, to perform such of his/her duties as are deemed appropriate.

6.5 **Resignation.** Any Officer may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof by the President.

6.6 **Removal.** Any Officer may be removed by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting of the Board at which a quorum is present for engaging in conduct (1) violative of these By-Laws, or (2) prejudicial to the valid purposes of the Corporation.

6.7 **Vacancies.** In the case of resignation of an officer of the Corporation, or, if for any other reason including ineligibility or removal, an Officer is unable to complete the term, the Board of Directors shall elect a successor to complete the unexpired term.

6.8 **Bonding.** All Directors and Officers of the Corporation shall be furnished with directors and officers liability insurance in such sum as the Board of Directors shall prescribe.

ARTICLE VII

Committees

The President shall establish and appoint such committees, either standing or special, as are needed to further accomplish the corporate purposes of the Corporation. The President shall further establish the rules and procedures regarding the organization and operation of such committees.

ARTICLE VIII

Fiscal Year

The fiscal year of the Corporation shall commence on January 1 and terminate on December 31.

ARTICLE IX

Corporate Records

The Secretary of the Corporation shall keep at its principal office:

- A. minutes of all meetings of Directors and committees indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- B. a record of its Directors indicating their names and addresses and the termination date of any term; and
- C. a copy of the Corporation's Articles of Incorporation and By-Laws as amended to date.

The Treasurer of the Corporation shall keep adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

ARTICLE X

Indemnification

The Corporation shall indemnify each member of the Board of Directors, as described in Article V hereof, and each of its Officers, as described in Article VI hereof, for the defense of civil or criminal actions or proceedings in a manner and to the extent permitted by laws applicable to non-profit corporations. Such indemnification shall include any and all judgments, fines, amounts paid in settlement, and reasonable expenses including attorney fees actually and necessarily incurred or imposed and will apply where the Board of Directors or a court of competent jurisdiction renders a finding that the Officer or Director to be indemnified (1) was acting within the scope of his/her official duties, (2) was acting in good faith for a purpose which he reasonably believed to be in the best interests of the Corporation, and (3) in the case of a criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful. Every reference herein to a member of the Board of Directors or Officer of the Corporation shall include every Director and Officer thereof and former Director and Officer thereof.

ARTICLE XI

Amendments to By-Laws

These By-Laws may be altered, amended, or repealed by a two-thirds (2/3) majority vote at any meeting of the Board of Directors of the Corporation. An amendment to be proposed at a regular or a special meeting shall be sent to each member of the Board of Directors by first class U.S. mail, or by telecopy and/or electronic mail prior to the date of the meeting. An amendment

so made shall be effective immediately after adoption unless an effective date is specifically adopted at the time the amendment is approved.

These By-Laws are adopted this fifteenth day of December 2019 and supersede any prior By-Laws of the Corporation.



Glen J. Cooper,
President, CABI Board of Directors
January 15, 2020