

**BYLAWS**  
**OF**  
**COLORADO CRIME ANALYSIS ASSOCIATION**

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## **ARTICLE I OFFICES**

Section 1.1 Business Offices. The principal office of the corporation shall be located at 1331 Cherokee Street, Denver, CO 80204. The corporation may have such other offices, either within or outside Colorado, as the board of directors may designate or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office. The registered office of the corporation required by the Colorado Revised Nonprofit Corporation Act (“Act”) to be maintained in Colorado may be, but need not be, the same as the principal office if in Colorado, and the address of the registered office may be changed from time to time by the board of directors or by the elected officers of the corporation.

## **ARTICLE II MEMBERS**

Section 2.1 General Rights and Powers. Except as otherwise provided by law, by the articles of incorporation, or by these bylaws, the number of classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions, governing the admittance, withdrawal, suspension, and expulsion of members shall be determined by the board of directors. Except as may otherwise be required by law, articles of incorporation, or these bylaws, any right of the corporation’s members to vote or otherwise affect the business or affairs of the corporation shall cease and divest upon termination of membership, except that liability of a member for any sum due the corporation shall survive such termination unless otherwise expressly provided by the board of directors.

Section 2.2 Membership Classes.

(a) Full Members. Full membership in the corporation shall be limited to employees of Colorado criminal justice agencies or agencies of contiguous states and bona fide volunteer personnel of those agencies and employees of military or federal criminal justice agencies while assigned in Colorado. Only full members, as determined and defined by the board of directors, shall be voting members of the corporation. A list of all such voting members shall be maintained by the board of directors.

(b) Associate Members. Associate membership in the corporation shall be granted to individuals in criminal justice related organizations, including the private sector, with an interest in crime analysis. Associate members shall not have voting rights nor be privy to specific confidential crime related data, nor be allowed to hold a position as a board member or officer of the corporation.

Section 2.3 Dues. Annual dues for all members and changes to the dues structure shall be presented to the members at the December membership meeting each year for discussion. The board of directors shall ultimately determine and approve the annual dues for all members and any changes to the dues structure. The membership year shall be January 1<sup>st</sup> to December 31<sup>st</sup>. New members shall be assessed dues upon acceptance by the board of directors

of their new member application and said dues shall not be pro-rated regardless of when accepted during the course of the calendar year.

Section 2.4 Voting Rights. Except as otherwise provided in the bylaws, each voting member in good standing shall be entitled to one vote on each matter that requires member votes; such rights shall be determined by the board of directors. Upon receipt of a voting member's annual dues, the voting member is considered to be in good standing and vested with full voting rights for the duration of the calendar year. The corporation shall maintain an annual record of the voting members, their dues status and their contact information.

Section 2.5 Termination of Membership. Membership in the corporation shall terminate upon the resignation of the member, upon any action by a member which the board determines to be detrimental to the corporation, or upon the failure of a member to pay annual dues within 60 days after the due date. All members must exhibit ethical behavior consistent with the law enforcement profession.

Section 2.6 Renewals and Expiration. To be considered a member in good standing, one must have all fees paid and current by the testimony of the treasurer. The dues for renewing members must be paid on or before January 1<sup>st</sup>; however, there will be a two (2) month grace period until March 1<sup>st</sup> for receipt of dues payments before a member's rights are terminated. Members will remain in good standing during this grace period.

Section 2.7 Membership Committees. The board of directors may create and constitute any committees of the members that it deems necessary or helpful to the operations and activities of the corporation. The members of such committees shall be voting members and each shall serve for a term defined by the board of directors. The chair of any such committee shall be elected by the board of directors.

Section 2.8 No Property Rights. No member shall have any right, title, interest or privilege with respect to any of the corporation's property or assets, including any earnings or investment income of the corporation, nor shall the corporation's assets or property be distributed to any member on the dissolution or winding up of the corporation.

### **ARTICLE III MEMBER MEETINGS**

Section 3.1 Time and Place. A meeting of the voting members will be held at least once a year, on a date to be set by the board of directors, with a minimum of 21 days written notice which may be delivered to all members by mail, facsimile, or email. The contact information maintained by the corporation's secretary will be solely used for providing such notice and therefore it is the members' responsibility to ensure that all such information is accurate and updated as necessary. Meetings of the members will be held at the principal place of business of the corporation or at such other place as is designated by the board of directors and set forth in the notice.

Section 3.2 Business at Meetings. Business for the meeting of voting members will include, but is not limited to:

- bylaws;
- (a) Election of the board of directors if an election is required per these bylaws;
  - (b) Election of the officers if an election is required per these bylaws;
  - (c) Approval of minutes from a previous meeting;
  - (d) A presentation of the most recent year's activities and financial report; and
  - (e) A presentation of the coming year's business plan and budget describing the proposed scope of activities that the corporation plans to undertake.

Section 3.3 Special Meetings. Special meetings of the members may be called by the board of directors or upon written request of at least twenty percent (20%) of the voting members who shall have stated in writing the purpose of such a meeting which must be provided to all members and directors ten (10) days prior to the special meeting date. The same notice requirements, but for the requisite number of days, as set forth in Section 3.1 shall apply.

Section 3.4 Quorum and Voting. A majority of voting members present shall constitute a quorum for the transaction of any general business. For election of the directors, the officers or amendment of the bylaws ("Extraordinary Actions") a majority of all voting members is required to constitute a quorum. Once a quorum is achieved, a majority of the voting members present shall be sufficient to pass any action that requires membership approval. If at any regular or special meeting of the members there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained. If less than a quorum is reached for two (2) consecutive meetings where a vote is contemplated for Extraordinary Actions, for purposes of a third meeting, no quorum shall be required and absent members may cast their vote on the Extraordinary Action via e-mail to the president or designee in advance of the meeting. For a vote on an Extraordinary Action under this procedure, a majority of the votes shall be sufficient to pass the action.

Section 3.5 Proxies. Proxy voting shall be permitted for election of officers and by-law amendments only. A member wishing to vote but who is unable to be present for the vote may designate a proxy to another voting member who shall cast a vote(s) in the absent member's stead. Proxy authority shall be recognized in one of two ways: (1) the absent member shall have written and signed a letter directed to the president designating the person who shall act as their proxy; or (2) the absent member shall have telephoned both the designated person and the president and verbally granted proxy authority to the designated person.

## **ARTICLE IV EXECUTIVE BOARD**

Section 4.1 General Powers. The business and affairs of the corporation shall be managed by its executive board, except as otherwise provided in the Act, the articles of incorporation or these bylaws. The executive board has the same power and authority and fulfills the same role and function as a board of directors as contemplated and defined under the Act. For purposes of these bylaws, the two titles "executive board" and "board of directors"

shall be used interchangeably and carry the same meaning as will the terms “director(s)” and “board member(s)”.

Section 4.2 Number, Nomination, Classes, Election, Tenure. The number of directors of the corporation shall be not less than three (3) nor more than nine (9). Any action of the executive board to increase or decrease the number of directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these bylaws effecting such increase or decrease. Directors shall be elected by a majority vote of the members with the exception that a maximum of twenty-percent of the directors may serve in an ex-officio capacity with voting rights to be determined by the president. The terms of the directors shall be staggered in accordance with the following provisions: The total number of directors shall be divided into three groups, with each group containing one-third of the total, as near as may be. The terms of directors in the first group shall expire at the first annual directors' meeting after their election, and the terms of the directors in the second group expire at the second annual directors' meeting after their election, and the terms of directors in the third group expire at the third annual directors' meeting after their election. Upon the expiration of the initial staggered terms, directors shall be elected for terms of two (2) years to succeed those whose terms expire.

Section 4.3 Vacancies. Any director may resign at any time by giving written notice to the chair or to the president. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed in the manner provided by the Act. Any vacancy occurring in the executive board may be filled by a vote of the remaining directors. A director elected to fill a vacancy shall be appointed for the unexpired term of such director's predecessor in the office.

Section 4.4 Regular Meetings. A regular annual meeting of the executive board shall be held during the first four months of each year for the transaction of all regular business as well as any other business that may come before the meeting. The executive board may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings. No notice shall be required other than such resolution.

Section 4.5 Special Meetings. Special meetings of the executive board may be called by or at the request of the chair or the president or two or more directors for any necessary purpose. The executive board may provide by resolution the time and place, either within or outside Colorado, for the holding of special meetings.

Section 4.6 Notice. Except as allowed by Section 4.7, notice of each meeting of the executive board stating the place, day and hour of the meeting shall be given to each director at the director's address of record at least 24 hours prior thereto by the mailing of written notice by first class, certified or registered mail, or at least one day prior thereto by personal delivery of written notice or by telephonic, e-mail, or facsimile notice (and the method of notice need not be the same as to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If transmitted by email or facsimile, such notice shall be deemed to be given when the transmission is completed. Neither the

business to be transacted at, nor the purpose of, any meeting of the executive board need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 4.7 Waiver of Notice. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a 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 any business because the meeting is not lawfully called or convened.

Section 4.8 Presumption of Assent. A director of the corporation who is present at a meeting of the executive board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 4.9 Quorum and Voting. One third of the directors shall constitute a quorum for the transaction of business at any meeting of the executive board, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the executive board. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No director may vote or act by proxy at any meeting of directors.

Section 4.10 Compensation. The executive board shall not be compensated. Directors may be paid their reasonable expenses incurred in connection with attendance at board or committee meetings. Directors may also receive reasonable stipends for conference fees and membership dues at the discretion of the board. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity, subject to the provisions of the articles of incorporation, the Internal Revenue Code ("Code") and these bylaws.

Section 4.11 Meetings by Telephone. Members of the executive board or any committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 4.12 Action without a Meeting. Any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the directors or committee members entitled to vote with respect to the subject matter thereof, in compliance with the standards set forth in Section 4.9, above. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the directors or committee members.

## ARTICLE V COMMITTEES

Section 5.1 Committees. Committees may be formed and constituted with committee members at the leisure of the executive board. If the committees so designated below are formed, each shall be chaired by a director of the corporation.

Section 5.2 Conference/Training Committee.

(a) *Designation.* There may be a conference/ training committee of the executive board which shall consist of three members, and such officers of the corporation, or other persons, as the executive board shall deem appropriate and in the best interests of the corporation. If formed, members of the conference/training committee may be elected for a term not to exceed two (2) years. Any director serving as a member of the committee shall serve for the duration of their remaining executive board term unless it exceeds the two years stated herein, which shall be the longest permitted term.

(b) *Powers.* The conference/training committee shall recommend to the executive board a training agenda for the benefit of the members.

Section 5.3 Finance Committee.

(a) *Designation.* There may, but shall not be required, a finance committee of the executive board. The chair of the committee shall be the treasurer for the corporation, and the term of the chair shall coincide with that of the treasurer. The committee may be elected by the executive board of the corporation for a term of one (1) year. No director shall serve more than two (2) consecutive one-year terms as a member of the committee.

(b) *Powers.* The committee shall recommend to the executive board annually whether or not and who shall be employed as the independent auditors of the corporation, shall visit with such auditors, shall receive and review the annual books, accounting compilation, accounting review or audit and related reports and shall perform such other duties as the executive board may from time to time direct.

Section 5.4 Other Committees. The executive board may designate such additional committees as it deems necessary or desirable. The executive board shall appoint the members of such additional committees in the manner, for the terms and with such duties and functions as may be prescribed by the executive board.

Section 5.5 Meetings. Each committee shall meet from time to time on the call of its chair, the chair or president of the corporation or of any two or more members of the committee. Such meetings to be held at the date, time and place as may be designated in the notice of the meeting given by the person so authorized by these bylaws. Notice of the date, time and place of each meeting of the committee shall be given to each member of the committee either in person, by mail, email or facsimile, no later than one day prior to the meeting; such notice need not state the purpose or purposes of the meeting. The committee shall keep regular minutes of its meetings and proceedings.

Section 5.6 Quorum. At any meeting of a committee, a majority of members thereof shall constitute a quorum. The acts of a majority of the members of the committee at a meeting at which a quorum is present shall be the acts of the committee.

Section 5.7 Vacancies. Vacancies on any committee shall be filled by the executive board at a regular meeting of the board or at any special meeting called for that purpose.

## **ARTICLE VI OFFICERS AND AGENTS**

Section 6.1 Number and Qualifications. The elected officers of the corporation shall be a president, a secretary, and a treasurer, and may also include a chair, one or more vice-presidents and a past president. All officers must be at least eighteen (18) years old.

Section 6.2 Election, Appointment of Officers, and Term of Office. All officers shall be elected by the voting members under the following guidelines:

(a) Each Elected Officer shall serve for a two-year term. As each elected officer also serves as a director on the executive board, the term for each officer shall coincide with their term on the executive board. There will be a maximum of two (2) terms allowed in the same position during a ten year period. No more than two elected officer positions may be held by members that are employed by the same law enforcement agency.

(b) Nominations will be conducted at or before the February membership meeting. In the event there is no February membership meeting, nominations will be conducted at or before the January membership meeting. Voting will occur at the March membership meeting and the terms for all officers will begin in April.

(c) All nominations will take place electronically (via email or other acceptable electronic polling/surveying method) and be conducted by the nomination chairperson who is appointed annually by the executive board or by a nominating committee if so appointed.

(d) All nominees for office must be members in good standing.

(e) There shall be no limit to the number of regular members who may be nominated per office and a regular member need not be present to be nominated for office.

(f) Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified, or until the officer's earlier death, resignation or removal.

(g) Each elected officer shall be a member of the executive board.

Section 6.3 Compensation. Officers shall not receive compensation other than reimbursement for out-of-pocket expenses incurred in their officer-related duties. Officers may

receive reasonable stipends for conference fees and membership dues at the discretion of the board. However, during any period in which the corporation is a private foundation as described in section 509(a) of the Code, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under section 4941 of the Code.

Section 6.4 Removal. Any officer or agent may be removed by the executive board whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 6.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the president or to the executive board. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the executive board for the unexpired portion of the term.

Section 6.6 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the chair of the board, the president, the executive board or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) *President*. The president of the board, if elected, shall (i) preside at membership meetings and at all meetings of the executive board; (ii) see that all orders and resolutions of the executive board are carried into effect; (iii) solicit and appoint members of all standing committees; (iv) be responsible for the proper functioning of all committees; (v) complete a comprehensive file of the activities of the corporation, and shall possess the official membership roster of the corporation; and (vi) perform all other duties incident to the office of president of the board and as from time to time may be assigned to the president by the executive board. Furthermore, the president shall act as a representative of the corporation to the broader criminal justice community.

(b) *Vice-President*. If appointed the vice-president shall (i) assist the president; (ii) be responsible for recruitment and maintenance of membership of the corporation; (iii) maintain the official membership roster of the corporation; and (iv) perform such duties as may be assigned to them by the president or by the executive board. The vice-president (or if there is more than one, then the vice-president designated by the executive board, or if there be no such designation, then the vice-president) shall, at the request of the president, or in the president's absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions on the president.

(c) *Secretary*. The secretary shall (i) keep the minutes of the proceedings of the executive board, the membership and all member and board committees; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the corporation; and

(iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or the executive board. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(d) *Treasurer.* The treasurer shall (i) be the principal financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the executive board; (ii) receive and give receipts and acquitances for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the executive board statements of account showing the financial position of the corporation and the results of its operations; (iv) upon request of the board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or the executive board. Assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the treasurer.

(e) *Past President.* The past president shall be the most recently elected president whose term has expired. The past president may serve in an advisory role at the request of the newly elected president. The duties of the past president shall be to act in a mentor role to the current executive board by explaining past board actions and policies and suggesting courses of action for current activities when warranted. The past president shall not have voting privileges and shall not be counted towards a quorum.

Section 6.7 Surety Bonds. The executive board shall not be required to, but may as appropriate, require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

## **ARTICLE VII INDEMNIFICATION**

Section 7.1 Definitions. For purposes of this Article VII, the following terms shall have the meanings set forth below:

(a) *"Corporation"* means the corporation and, in addition to the resulting or surviving corporation, any domestic or foreign predecessor entity of the corporation in a merger, consolidation or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b) *"Expenses"* means the actual and reasonable expenses, including attorneys' fees, incurred by a party in connection with a proceeding.

(c) *"Liability"* means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to a private corporation or an employee benefit plan) or expense incurred with respect to a proceeding.

(d) *"Official Capacity"* when used with respect to a director of the corporation means the office of director in the corporation, and when used with respect to a person in a capacity other than as a director (even if such person is also a director) means the office in the corporation held by the officer or the employment relationship undertaken by the employee on behalf of the corporation in the performance of his or her duties in his or her capacity as such officer or employee. "Official capacity" does not include service for any other foreign or domestic corporation or for any partnership, joint venture, trust, other enterprise or employee benefit plan when acting directly on behalf of such other corporation, partnership, joint venture, trust, enterprise or plan as a director, officer, employee, fiduciary or agent thereof.

(e) *"Party"* means any person who was, is, or is threatened to be made, a named defendant or respondent in a proceeding by reason of the fact that such person is or was a director, officer or employee of the corporation, and any person who, while a director, officer or employee of the corporation, is or was serving at the request of the corporation as a director, officer, partner, director, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan. A party shall be considered to be serving an employee benefit plan at the corporation's request if such party's duties to the corporation also impose duties on or otherwise involve services by such party to the plan or to participants in or beneficiaries of the plan.

(f) *"Proceeding"* means any threatened, pending or completed action, suit or proceeding, or any appeal therein, whether civil, criminal, administrative, arbitratative or investigative (including an action by the corporation) and whether formal or informal.

## Section 7.2 Right to Indemnification.

(a) *Standards of Conduct.* Except as provided in Section 7.2(d) below, the corporation shall indemnify any party to a proceeding against liability incurred in or as a result of the proceeding if (i) such party conducted himself or herself in good faith; (ii) such party reasonably believed (A) in the case of a director acting in his or her official capacity, that his or her conduct was in the corporation's best interests, or (B) in all other cases, that such party's conduct was at least not opposed to the corporation's best interests; and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. For purposes of determining the applicable standard of conduct under this Section 7.2, any party acting in his or her official capacity who is also a director of the corporation shall be held to the standard of conduct set forth in Section 7.2(a)(ii)(A), even if such party is sued solely in a capacity other than as such director.

(b) *Employee Benefit Plans.* A party's conduct with respect to an employee benefit plan for a purpose such party reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirements of Section 7.2(a)(ii)(B). A party's conduct with respect to an employee benefit plan for a purpose that such party did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of Section 7.2(a)(i).

(c) *Settlement.* The termination of any proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not of itself determinative that the party did not meet the applicable standard of conduct set forth in Section 7.2(a).

(d) *Indemnification Prohibited.* Except as hereinafter set forth in this Section 7.2(d), the corporation may not indemnify a party under this Section 7.2 either (i) in connection with a proceeding by the corporation in which the party is or has been adjudged liable for gross negligence or willful misconduct in the performance of the party's duty to the corporation; or (ii) in connection with any proceeding charging improper personal benefit to the party, whether or not involving action in the party's official capacity, in which the party was adjudged liable on the basis that personal benefit was improperly received by the party (even if the corporation was not thereby damaged). Notwithstanding the foregoing, the corporation shall indemnify any such party if and to the extent required by the court conducting the proceeding, or any other court of competent jurisdiction to which the party has applied, if it is determined by such court, upon application by the party, that despite the adjudication of liability in the circumstances in clauses (i) and (ii) of this Section 7.2(d) or whether or not the party met the applicable standard of conduct set forth in Section 7.2(a), and in view of all relevant circumstances, the party is fairly and reasonably entitled to indemnification for such expenses as the court deems proper in accordance with the Act.

(e) *Claims by Corporation.* Indemnification permitted under this Section 7.2 in connection with a proceeding by the corporation shall be limited to expenses incurred in connection with the proceeding.

(f) *Combined Proceedings.* If any claim made by the corporation against a party is joined with any other claim against such party in a single proceeding, the claim by the corporation (and all expenses related thereto) shall nevertheless be deemed the subject of a separate and distinct proceeding for purposes of this Article.

Section 7.3 Prior Authorization Required. Any indemnification under Section 7.2 (unless ordered by a court) shall be made by the corporation only if authorized in the specific case after a determination has been made that the party is eligible for indemnification in the circumstances because the party has met the applicable standard of conduct set forth in Section 7.2(a) and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the executive board by a majority vote of a quorum of such board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

Section 7.4 Success on Merits or Otherwise. Notwithstanding any other provision of this Article VII, the corporation shall indemnify a party to the extent such party has been successful, on the merits or otherwise, including, without limitation, dismissal without prejudice or settlement without admission of liability, in defense of any proceeding to which the party was a party against expenses incurred by such party in connection therewith.

Section 7.5 Advancement of Expenses. The corporation shall pay for or reimburse the expenses, or a portion thereof, incurred by a party in advance of the final disposition of the proceeding if (a) the party furnishes the corporation a written affirmation of such party's good-faith belief that he or she has met the standard of conduct described in Section 7.2(a)(i); (b) the party furnishes the corporation a written undertaking, executed personally or on behalf of such party, to repay the advance if it is ultimately determined that the party did not meet such standard of conduct; and (c) authorization of payment and a determination that the facts then known to those making the determination would not preclude indemnification under this Article have been made in the manner provided in Section 7.3. The undertaking required by clause (b) must be an unlimited general obligation of the party, but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 7.6 Payment Procedures. The corporation shall promptly act upon any request for indemnification, which request must be in writing and accompanied by the order of court or other reasonably satisfactory evidence documenting disposition of the proceeding in the case of indemnification under Section 7.4 and by the written affirmation and undertaking to repay as required by Section 7.5 in the case of indemnification under such Section. The right to indemnification and advances granted by this Article shall be enforceable in any court of competent jurisdiction if the corporation denies the claim, in whole or in part, or if no disposition of such claim is made within ninety days after written request for indemnification is made. A party's expenses incurred in connection with successfully establishing such party's right to indemnification is made. A party's expenses incurred in connection with successfully establishing such party's right to indemnification, in whole or in part, in any such proceeding shall also be paid by the corporation.

Section 7.7 Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against that liability under the Act. The corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the corporation. To the extent that such insurance coverage provides a benefit to the insured person, the corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under section 4958 of the Code.

Section 7.8 Right to Impose Conditions to Indemnification. The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as may appear appropriate to the executive

board in each specific case and circumstances, including, but not limited to, any one or more of the following: (a) that any counsel representing the party to be indemnified in connection with the defense or settlement of any proceeding shall be counsel mutually agreeable to the party and to the corporation; (b) that the corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the party to be indemnified; and (c) that the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified party's right of recovery, and that the party to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the corporation.

Section 7.9 Other Rights and Remedies. Except as limited by law, the indemnification provided by this Article shall be in addition to any other rights which a party may have or hereafter acquire under any law, provision of the articles of incorporation, any other or further provision of these bylaws, vote of the executive board, agreement, or otherwise.

Section 7.10 Applicability; Effect. The indemnification provided in this Article shall be applicable to acts or omissions that occurred prior to the adoption of this Article, shall continue as to any party entitled to indemnification under this Article who has ceased to be a director, officer or employee of the corporation or, at the request of the corporation, was serving as and has since ceased to be a director, officer, partner, director, employee, fiduciary or agent of any other domestic or foreign corporation, or of any partnership, joint venture, trust, other enterprise or employee benefit plan, and shall inure to the benefit of the estate and personal representatives of each such person. The repeal or amendment of this Article or of any Section or provision hereof that would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions that occurred prior to such repeal or amendment. All rights to indemnification under this Article shall be deemed to be provided by a contract between the corporation and each party covered hereby.

Section 7.11 Indemnification of Agents. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Article to the fullest extent permissible by the laws of Colorado. Unless otherwise provided in any separate indemnification arrangement, any such indemnification shall be made only as authorized in the specific case in the manner provided in Section 7.3.

Section 7.12 Savings Clause; Limitation. If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Code, or that would result in the imposition of any liability under section 4941 of the Code.

**ARTICLE VIII  
PURPOSE, RESTRICTIONS**

Section 8.1 General. The purposes of the corporation are those set forth in the articles of incorporation, subject to restrictions set forth in such articles of incorporation, restrictions on amendment as set forth in the articles of incorporation, and in restrictions on amendment set forth in these bylaws pursuant to the authority set forth in the articles of incorporation.

Section 8.2 Contributions, Special Funds. The corporation may accept contributions, grants, bequests or devises designated to and consistent with its purposes. The designation of funds shall not, however, restrict the corporation's ownership, dominion and control of the designated funds in any manner which is inconsistent with the corporation's duties and powers as an organization described in Section 501(c)(3) of the Code.

**ARTICLE IX  
MISCELLANEOUS**

Section 9.1 Account Books, Minutes, Etc. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its executive board and committees. All books and records of the corporation may be inspected by any director or by the authorized agent or attorney of any such person, for any proper purpose at any reasonable time.

Section 9.2 Public Accountability. The corporation shall provide for all financial reports necessary or desirable for a charitable organization exempt from tax under Section 501(c)(3) of the Code. The corporation may provide for an annual independent audit of its financial affairs. The corporation shall publish and make available to the general public all tax applications and returns as appropriate for a charitable organization exempt from tax under Section 501(c)(3) of the Code.

Section 9.3 Fiscal Year. The fiscal year of the corporation shall be as established by the executive board.

Section 9.4 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the executive board, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 9.5 Conflicts of Interest.

(a) From time to time potential conflicts of interest or the appearance of such conflicts will inevitably arise. It is the policy of the corporation to deal with such conflicts in as open and appropriate way as possible.

(b) If any person who is a director or officer of the corporation is aware that the corporation is about to make a grant to or otherwise enter into any transaction directly or indirectly with such person, any member of that person's family, or any entity in which that person has any legal, equitable or fiduciary interest or position, including, without limitation, as a director, officer, shareholder, partner, beneficiary or director, such person shall (i) promptly inform those charged with approving the transaction on behalf of the corporation of such person's interest or position; (ii) disclose any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the corporation; and (iii) not be entitled to vote on the decision to enter into such transaction. Notwithstanding the foregoing, the corporation shall not enter into any transaction in violation of the restrictions set forth in the corporation's articles of incorporation.

(c) In the event the corporation awards any grant or otherwise enters into any transaction that involves any actual or potential conflict of interest, the fact of the conflict and of compliance by all parties with the requirements of Section 9.5(b) shall be recorded in the minutes of the proceedings approving such grant or other transaction.

(d) The directors, officers, employees and agents of the corporation shall also faithfully observe and comply with any other policies or procedures adopted by the corporation from time to time to assure that conflicts of interests and any other matters bearing on the proper and ethical conduct of corporate affairs are appropriately and effectively monitored, disclosed and dealt with in furtherance of the best interests of the corporation.

Section 9.6 Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

Section 9.7 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 9.8 Amendments. The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the executive board; provided, however, that no alteration, amendment or repeal shall become effective in contravention of the Act or without any review or filing which may from time to time be required thereunder.

Section 9.9 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

(END)

**CERTIFICATE**

The undersigned President of the Colorado Crime Analysis Association hereby certifies that the foregoing is a true and correct copy of the bylaws of the corporation, duly adopted by the executive board and in full force and effect.

*Dawn A. Miquel*

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Dawn A. Miquel