

AMENDED BY-LAWS OF COLORADO LIMOUSINE ASSOCIATION

April 2016

Article 1 – Name

1.1 Name: The name of this Association shall be the Colorado Limousine Association (CLA), a nonprofit corporation incorporated in the State of Colorado.

Article 2 – Purpose

2.1 The purpose of the CLA - To provide a statewide forum for the exchange of information and views by members of the CLA

2.2 To provide a mechanism for the collection of information and inform members concerning matters of mutual interest and concern

2.3 To advance the interest of the industry and its members

2.4 To perform such duties as will benefit the CLA and its members.

ARTICLE 3 – Registered Office and Registered Agent

3.1 CLA shall maintain a registered office and registered agent in Colorado. The Secretary of CLA shall be responsible for filing the corporate annual report. The CLA may change its registered office or change its registered agent, or both, upon filing a statement as specified by law in the office of the Secretary of State of Colorado.

Article 4 – Membership: Members are defined as: Regular Active Member or Associate Member.

4.1 REGULAR ACTIVE MEMBERS: applies to individuals/companies, which meet the following qualifications:

4.1.1 A limousine business that has control of one or more vehicles, meeting all applicable licensing and regulatory requirements, in which vehicles owned or operated by the Regular Active Member are offered on a prearranged basis to the public for hire and travel over irregular routes.

4.1.2 Are recommended for membership by the majority of the active members.

4.1.3 Are accepted for membership after 30 days of publication in our official website, provided there are no objections received in writing and that they have been fully investigated by the Membership Committee.

4.1.4 Have provided a completed application form and have paid the annual dues set by the Board of Directors. Proof of insurance may be required and would be a copy of the current Accord form issued by the insurance agency and does not require each individual insured vehicle to be listed.

4.1.5 Dues are required for new members and for a renewal of membership of the CLA.

4.1.6 One Regular Active Member per company shall be entitled to one vote at meetings of the membership.

4.1.7 Companies considering joining the CLA are allowed two visits per year at which time they are encouraged to join.

4.2 ASSOCIATE MEMBERS: Applies to individuals and entities, which meet the following qualifications:

4.2.1 Own or operate a trade or allied business in the United States of America and/or Canada, which provides products, merchandise or services related or necessary to, or reasonably required by, those owning or operating limousines businesses.

4.2.2 Are recommended for membership by a majority of the regular active members.

4.2.3 Are accepted for membership after 30 days of publication in our official website, provided there are no objections received in writing and that they have been fully investigated by the Membership Committee. During the 30 day acceptance period, the applying associate member is introduced as a visitor only and is not permitted access to information which is exclusive to regular or associate members. (Prom lists, member list etc.)

4.2.4 Pay any fees or dues established for that particular member by the Board of Directors.

4.2.5 Associate Members shall be entitled to attend all open meetings of the CLA, and shall not have the right to vote.

4.2.6 Companies considering joining the CLA are allowed two visits per year at which time they are encouraged to join.

4.3 - Termination and/or Transfer of Membership: Any Regular Active Member who shall cease to be an owner of a limousine business shall automatically cease to be a member of the CLA. Regular members, by affirmative vote of 2/3 of a quorum may suspend or expel a member for falsification of any document or other just cause after an appropriate hearing of the membership committee and/or the Board of Directors.

4.4 - Suspension and/or Expulsion: Members of any classification shall be automatically suspended for not paying the current year's dues. Members may be expelled and/or suspended for cause by two-thirds (2/3) vote of those present at any meeting of the Board of Directors. The Board of Directors shall be the sole judge of sufficiency of such cause. Provided that for a member to be suspended for cause, the member must be advised of the reason for suspension and given an opportunity to defend him or herself prior to the suspension. If after thorough investigation it is proven that a CLA member has broken any applicable Federal, state or municipal regulations, his or her membership and its benefits can be suspended for up to two years.

4.5 - Reinstatement: Any former member who has resigned or has been suspended or expelled for nonpayment of dues and who desires to be reinstated with a continuous membership must make payment of all dues in arrears. If, however, a continuous membership record is not desired, such member may be reinstated, if qualified for membership, by paying the current year's dues. Any other former member may be reinstated by the Board of Directors at a time and upon such conditions as the Board of Directors may see fit.

4.6 - Lapse in membership: Any member who lapses in membership dues in excess of sixty days will have to reapply to the CLA. The lapsed member will provide a completed application form and pay the current years dues. Proof of insurance may be required and would be a copy of the current Accord form issued by the insurance agency and does not require each individual insured vehicle to be listed. New member incentives do not apply for lapse in membership.

4.7 - Transfer of Membership: Memberships is not transferable or assignable.

4.8 - Resignation: Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Article 5 Dues:

5.1 Dues for all classes of membership shall be established by the Board of Directors.

5.2 All dues for members shall be received at the time of applying for new membership of the CLA or renewal of membership on the date of their joining the CLA. All dues must be current at time of Annual Meeting in January to have voting privileges.

5.3 Delinquent Payment: Any of the CLA members who are delinquent in the payment of dues for a period of thirty (30) days shall be notified of such delinquency and advised that the member will be suspended at the end of sixty (60) days and will constitute as a lapse in membership. (See Article 4 – 4.6). During a period of suspension, a member shall not be entitled to any services or voting rights in any meetings and events of the CLA. Upon application the Board of Directors, at its sole discretion, may postpone the due date of dues of any member.

5.4 Refund of Dues: No dues shall be refunded to any member whose membership terminates for any reason.

Article 6 - Meeting and Elections

6.1 Meetings and Membership; The Annual Meeting of CLA shall be held in January of each year on a date as determined by the Board of Directors. In the event that the Annual Meeting is postponed or moved, then the Board of Directors shall select a new date, but it shall not be more than two weeks from the original date selected.

6.2 Special Meetings may be called by The Board of Directors of the CLA on such dates and at such times and places as determined by the Board of Directors. One fourth or (25%) of the voting members of the CLA, must be present. If one fourth of the membership is not in attendance, then a majority of the Board of Directors may vote. Absentee ballots may be issued for voting purposes and must be received by a deadline established by the Executive Board. Absentee ballots may be distributed via the US Postal Service or through email. A quorum is required for the transaction of business at any regular or special meeting. A majority vote of those present in person or by proxy at each regular or special meeting shall be necessary to take any action requiring a vote, unless otherwise specified herein.

6.3 Notice of Membership Meetings: Notice of the date, time, place and purpose of any meeting of the members of the CLA shall be given in writing or by email notice to each member of the CLA at the address or email address on file with the Secretary not less than fifteen (15) days prior to the date fixed for such meeting.

6.4 Action by Members without a Meeting: Whenever members are required or permitted to take action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by a majority of the members entitled to vote there on. Returned, tallied and published results will go to the Board.

6.5 Voting by Active Members: At any such meeting, each Active Member/company of the CLA whose dues are fully paid for their current year, and who is properly registered, shall be entitled to one vote per company, either in person or by proxy. Registration shall be in such a manner as may be prescribed from time to time by the Board of Directors, and all proxies to be voted must be filed with the CLA office prior to the commencement of the meeting in such form as the Board of Directors shall determine.

6.6 Order of Business: The order of business at all meetings shall be as determined by the Board of Directors.

Article 7 - Election of Board of Directors

7.1 Nomination of Board of Directors shall take place in November & December of each year. Together with the notice of the annual meeting of members, the CLA office shall mail or email a copy of the report of the Nominating Committee to all members. The election shall be done by a vote for the entire slate proposed by the Nominating Committee or by hand written ballot if more than one nominee at the Annual Meeting in January.

7.2 Election of the Board of Directors: The Board of Directors will consist of five (5) Regular Active Members whose term will be for one year.

In conducting elections for the CLA Board of Directors, members will only be permitted to vote for candidates whose membership is current. In the event that any person shall become unable or unwilling to serve in the office to which he/she has been elected, the CLA Board of Directors shall name a replacement. That candidate shall serve the balance of the outgoing director's term of office. In the event that there are no candidates from the most recent election eligible for or willing to accept appointment as a director, then this seat shall remain unfilled until the next election.

7.3 Term limit and other restrictions of Board of Directors and officers: In order to qualify for the Board of Directors or as an officer of the CLA, the individual must be a corporate officer in a Regular Active Member company.

- For the Chairman, President, and Treasurer positions, the individual must have been a Regular Active Member of the CLA for at least two years
- For the Vice President, Secretary, Sargent of Arms positions the individual must have been a Regular Active Member of the CLA for at least one year

Any Regular Active Member sharing common ownership with another Regular Active Member can only have one representative on the CLA Board of Directors at one time. A Director or officer may be elected by the voting members for two (2) consecutive terms in the same position but must then wait for one year after expiration of such Director's or officer's second consecutive term in that position before applying for re-nomination to that board position. A Director or officer appointed to fill a vacancy shall not be considered elected by the voting members for purposes of the term limitation.

Article 8 - OFFICERS

8.1 Election of Officers: The election of officers will take place at the same Annual Meeting of the newly elected Board of Directors. The positions to be filled will be for one term or until the next annual meeting or until elected and shall be those of President, Vice President, Treasurer, Secretary and Sergeant at Arms. The same person can hold both a Board of Director and an officer position.

8.2 Chairman of the Board: The retiring president will automatically progress into the position of the Chairman of the Board. The Chairman of the Board shall also serve as a member, ex-officio, of all committees, with the right to vote on any committee and as a tie breaker vote on the Board of Directors.

8.3 President: The President shall be the principal executive officer of the CLA, and the President shall preside at all meetings of the CLA and the Board of Directors. Subject to the direction and control of the board of directors, he shall have general and active management of the business of the CLA and may execute contracts and other instruments on behalf of the CLA as is necessary and appropriate and/or has the authority to assign the responsibility of signing contracts to another board member. The President shall appoint or remove all members of each committee, appointees and its chairman. The President or Vice President will also serve as the second signer on the bank account. Finally, the President shall be responsible for the general management of the affairs of the CLA and shall see that all orders and resolutions of the Board are carried into effect.

8.4 Vice President: The Vice President shall perform the duties of the President in the event of the President's inability to serve. The President or Vice President will also serve as the second signer on the bank account.

8.5 Treasurer: The Treasurer shall be the financial officer of the CLA. The Treasurer shall serve on any budget or finance committee which may be instituted by the President or the Board of Directors, and shall report on the finances of CLA to the Board of Directors at all Board of Director meetings, to the members at their annual meeting and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

- The Treasurer shall also have the care and custody of all monies belonging to CLA and shall be solely responsible for such monies or securities
- Cause to be deposited in a regular business bank the funds of CLA
- Sign checks or drafts. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- File & pay any state and federal taxes if applicable
- Send any 1099's if required
- Exercise all duties incident to the office of treasurer

8.6 Secretary: The Secretary shall attend all meetings of the members and the Board of Directors. The Secretary is also the keeper of the CLA corporate seal and upon instruction by either the President or the Board of Directors shall be authorized to use same.

The Secretary shall also:

- Keep the minutes and records
- File any certificate(s) required by any statute, federal or state
- File the annual corporate report
- Along with the President or Executive Director give and serve all notices to Members of CLA
- Be the official custodian of the records and seal
- Present to the membership at any meetings any communication addressed to him as Secretary of CLA
- Submit to the Board of Directors any communications which shall be addressed to him as Secretary of CLA
- Attend to all correspondence of CLA and shall exercise all duties incident to the office of Secretary.
- Once any applications for membership are saved electronically, the original application may be shredded. All legal paperwork must be saved either as a paper copy or electronically.
- Exercise all duties incident to the office of secretary.

8.7 Sergeant at Arms: The Sergeant at Arms shall attend all meetings of the members and the Board of Directors. The Sergeant at Arms shall be responsible for maintaining order during all meetings per Roberts Rules of Order. The Sergeant at Arms is also responsible for the CLA banner to be at each general membership meeting.

8.8 Succession of Officers: In the event the President shall be unable or unwilling to serve in the office to which he/she has been elected, the person holding the position of Vice President will assume the position and duties of the Presidency for the remainder of the year. The person holding the position of Secretary will become the Vice President. The Board will vote to replace the position of Secretary at the next meeting of the Board of Directors.

In the event the Vice President shall be unable or unwilling to serve in the office to which he/she has been elected, the procedure described above will apply.

In the event the Treasurer shall be unable or unwilling to serve in the office to which he/she has been elected, the Board of Directors shall vote to replace the position of Treasurer at the next meeting of the Board of Directors.

Article 9 - Board of Directors

9.1 Authority and Responsibility: The Board of Directors shall have the supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the Bylaws, shall actively prosecute its objectives and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may in the execution of the powers granted, appoint such as it may consider necessary. Any contract that the CLA enters into must be approved by the Board of Directors. The Board may give authority to the President to make any contract or execute and deliver any instrument in the name of the CLA and on its behalf. All contract signatures will be delegated to the President.

9.2 Composition: Beginning with the 2004 election of officers, the Board of Directors shall consist of six (6) people (Article 7 -7.2). The Chairman of the Board of the CLA will serve as ex-officio member of the Board of Directors.

9.3 Failure to Attend Meetings: Any elected director who fails to attend two (2) regular meetings during his/her tenure due to unexcused absence may be removed from such office by a majority vote of the directors present at any meeting of the Board of Directors.

9.4 Meetings: One regular meeting of the Board of Directors shall be held immediately before, after or during the annual meeting of members of the CLA, and at least ten (10) other meetings shall be held during each year at a time and place fixed by the Board of Directors. Executive Director or President must notify the Board of Directors of the meeting date at least seven (7) days prior to the meeting and the one (1) day prior to the meeting.

Agenda items for all Board of Directors meetings will be submitted to the Executive Director and/or President, by any Director, no later than seven (7) days prior to the date of a meeting and said agenda should be emailed to Board members seven (7) days prior to any meeting.

Special meetings of the Board of Directors may be called at any time by the President or any three (3) directors. Legal counsel may be present at all meetings of the Board if so ordered. Ten (10) days written notice by email of the time and place of the holding of any regular or special meeting of the Board of Directors shall be given to each director.

Any meeting of the Board of Directors may be adjourned to the same or another place or time without further notice to all directors. All meetings of the Board of Directors shall be conducted in accordance with ROBERT'S RULES OF ORDER, Revised, when not in conflict with these Bylaws. At all meetings of the Board, the President or in his absence, the Vice President and if none are present a chairman will be chosen by the Board and shall preside.

Any or all directors may participate in a meeting of the Board of Directors by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. No vote at any Board of Directors meeting may be cast by proxy.

9.5 Quorum: A majority of Directors shall constitute a quorum, which is required for the transaction of all business, except that a lesser number may adjourn any meeting to another time or place or may fill a vacancy in accordance with Article 6 – 6.2. Except as otherwise provided in these Bylaws or by state or Federal law, a majority of a quorum of directors present shall have the power to act.

9.6 Removal of Directors: Any or all of the directors may be removed for cause by action of the Board. Directors may be removed without cause only by vote of at least two-thirds (2/3) of all the voting members of the CLA.

9.7 Resignation: A director may resign at any time by giving written notice to the Board, the President or the Secretary of the CLA. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of such officer, and the acceptance of the resignation shall not be necessary to make it effective. If a director resigns prematurely from the Board without a valid excuse, i.e., business problems or health reasons, that individual may not run again for the Board.

Article 10 - COMMITTEES,

10.1 Identified below are the standing committees of CLA. The President shall appoint the chair or co-chairs of each committee. The chair or co-chairs of each committee shall have the power to appoint the constituents of their respective committees. Members of the committee shall be representatives of Regular Active Members, Associate Members, or of both Regular and Associate Members, as shall be specified in the resolution of the Board creating such a committee. One member of each committee shall be appointed as the Chairman by the President. Any vacancies in the membership of a committee may be filled by appointment in the same manner as provided in the case of the original appointment. The majority of the whole committee shall constitute a quorum and each committee may adopt rules of its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors. Each member of a committee shall continue until the 31st day of January or a new successor is appointed, or the committee has been terminated, or such member be removed from the committee, or unless such member ceases to qualify as a member thereof.

10.2 Executive Committee: This Committee shall consist of five (5) members of the Board who shall be the President, Vice President, Secretary, Treasurer and Sargent of Arms. Each shall have voting rights on the Executive Committee. The President shall serve as the chair of the Executive Committee. The Committee is empowered to initiate investigations upon the request of the Board, make recommendations and bring such matters to the Board for a vote and/or take such action as directed by the Board. Executive Committee Meetings may be called by the President or by any two (2) members of the Executive Committee. A majority of the Executive Committee shall constitute a quorum. The Executive Director and General Counsel of CLA may attend meetings of the Executive Committee at the direction of the President.

10.3 Membership Committee: The membership committee shall be appointed or removed by the President. The Committee should do investigations, make recommendations and bring the subject to the Board for a vote within thirty (30) days. The Membership Committee shall keep constant watch on the Bylaws, accept written amendments and to research, recommended procedures as to amendments and meeting procedure in accordance to ROBERT'S RULES OF ORDER, revised. A majority of the Membership Committee shall constitute a quorum. General Counsel and the Chairman of the Board may be present at meetings at the direction of the President and/or Chairperson.

10.4 Legislative Committee/Public Utilities Commission (PUC): The legislative/PUC committee shall be appointed or removed by the President. It shall be the mission of the Legislative/PUC Committee to foster on CLA's behalf a proactive government relations program to protect members from harmful regulation and legislation and to guide lobbyists engaged by CLA to represent its interests.

10.5 Education Committee: The education committee shall be appointed or removed by the President. It is the mission of the Education Committee is to provide educational seminars for membership meetings.

10.6 Community Service Committee: The community service committee shall be appointed or removed by the President. It is the mission of the Community Service Committee to keep constant watch on community service issues.

10.7 Communications Committee: The publications committee shall be appointed or removed by the President. It is the mission of the Publications Committee to keep constant watch on publication issues such as maintaining current membership directories. The Communications Committee along with the Executive Director is responsible for the CLA newsletter, communications about upcoming meetings, conducting surveys, etc.

10.8 Minutes; Participation of Meetings: Committees shall regularly report to the Board (in writing or verbally as directed by the Board) on their meetings and determinations. The Executive Director or his/her designee may be tasked to take such minutes. Chairs or co-chairs of committees presenting oral reports may do so with the assistance and prompting of the Executive Director. Any or all members of a committee may participate in their committee's meetings by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. No vote at any committee meeting may be cast by proxy.

Article 11 - Finance

11.1 Bank Accounts –The funds of the CLA shall be deposited as needed by the Treasurer and/or Board of Directors. The Board of Directors may provide for an account at any bank for the payment of expenses of the office of the CLA and may provide for such conditions as one or two signatures for withdrawals and balances as the Board of Directors may deem appropriate with one being the Treasurer. The second signature on the bank account shall be the President and/or Vice President.

11.2 Fiscal Year: The fiscal year of the CLA shall commence on January 1st and end on December 31st.

11.3 Budget: The Board of Directors shall adopt in advance of the next fiscal year an annual operating budget covering all activities of the CLA.

11.4 Financial Reports: The Treasurer shall furnish to the Board of Directors, at the monthly meeting of the Board of Directors an update of the financial condition of the CLA. The Treasurer should also be able to update any member the financial condition of the CLA as requested.

11.5 Audit of Accounts: The accounts of the CLA may be audited not less than annually by a certified public accountant who shall be appointed by the Board of Directors and who shall provide a report to the Board of Directors and be supervised by either the Executive Director, President or Management Company.

Article 12 - Limits on Liabilities: Nothing contained herein shall constitute members of the CLA as partners for any purpose. No member, agent or employee of this Association shall be liable for the acts or failure to act on behalf of any other member, officer, agent or employee of the CLA. Nor shall any member, officer, agent or employee be liable for his acts or failure to act under these Bylaws, excepting only acts or omission to act arising out of his willful malfeasance.

Article 13 - Seal, Awards and Certificates: The seal of the CLA shall bear the name of the CLA. Any awards and certificates received by the CLA shall become the property of the CLA and shall be made available to its current active members for promoting their business. The awards and certificates shall be displayed at each official function of the CLA. Copies of the awards and certificates are available to each member if they were a member during the time period the award or certificate was received.

Article 14 – Construction: If there be any conflict between the provisions of the Articles of Incorporation and these Bylaws, the provisions of the Articles of Incorporation govern.

Article 15 – Dissolution: The CLA shall use its funds to accomplish the objectives and purposes set forth in these Bylaws, and, upon the final dissolution of the CLA, no part of said funds shall insure or be distributed to members of the CLA. On such dissolution, the funds of the CLA may be paid over to a successor created by the reorganization of the CLA, or if there be no such successor, to one or more legally organized charitable organizations to be selected by the Board of Directors.

Article 16 – Amendments: The Bylaws of the CLA may be amended by the voting members at any annual meeting, or at any special meeting called for that purpose. Voting can only take place when there is a quorum of the voting members as defined in these Bylaws (Article 6 – 6.2)

KNOW BY ALL MEN BY THESE PRESENTS, that we are the undersigned members of the Board of Directors of the Colorado Limousine Association, hereby assent to the foregoing By-Laws and adopt them as the By-Laws of said Colorado Limousine Association.

Dianne Cavender, President/Director

Mary Norby, Vice President/Board Member

I hereby certify that I am the duly elected and acting secretary of the corporation, and that the forgoing by-Laws were duly adopted as the By-Laws of the Colorado Limousine Association at a meeting of the board of directors.

Secretary

IN WITNESS WHEREOF, I have subscribed my name and affixed the seal of the corporation this _____ day of _____, 20__