

CHAPTER 252

CORPORATIONS AND ASSOCIATIONS

HOUSE BILL 09-1248

BY REPRESENTATIVE(S) Gerou, Summers, Gardner B.;
also SENATOR(S) Shaffer B.**AN ACT**

CONCERNING THE MODIFICATION OF LAWS APPLICABLE TO THE CONDUCT OF BUSINESS IN COLORADO, AND, IN CONNECTION THEREWITH, MODIFYING THE REQUIREMENTS OF TITLE 7 OF THE COLORADO REVISED STATUTES APPLICABLE TO DOCUMENTS FILED WITH THE SECRETARY OF STATE, PARTNERSHIP LAW, AND THE REQUIREMENTS FOR BOARDS OF DIRECTORS OF NONPROFIT CORPORATIONS TO TAKE ACTION WITHOUT A MEETING, AND MAKING AN APPROPRIATION.

Be it enacted by the General Assembly of the State of Colorado:

SECTION 1. 7-42-112 (2), Colorado Revised Statutes, is amended to read:

7-42-112. Procedure to extend term. (2) The votes shall be taken by ballot, and each stockholder shall be entitled to as many votes as the stockholder owns shares of stock in ~~said~~ THE company or holds proxies therefor. If a majority of the votes cast is in favor of a renewal of the corporation, the president and secretary of ~~said~~ THE company, under the corporate seal of ~~said~~ THE company, shall certify the fact, and shall make as many certificates as may be necessary. ~~and~~ The company shall record one CERTIFICATE in the office of the recorder of deeds in each county in which the company does business and SHALL deliver ~~one~~ to the secretary of state for filing pursuant to part 3 of article 90 of this title A STATEMENT OF EXTENSION OF TERM THAT STATES THAT THE TERM OF THE COMPANY HAS BEEN EXTENDED, THE PRINCIPAL OFFICE ADDRESS OF THE COMPANY, AND THE REGISTERED AGENT NAME AND REGISTERED AGENT ADDRESS OF THE COMPANY. The corporate life of ~~said~~ THE company shall be renewed upon ~~the~~ SUCH recording and filing of the declaration, and all stockholders shall have the same rights in the renewed corporation as they had in the company as originally formed.

SECTION 2. Repeal. 7-55-102 (1) (d), Colorado Revised Statutes, is repealed as follows:

Capital letters indicate new material added to existing statutes; dashes through words indicate deletions from existing statutes and such material not part of act.

7-55-102. Articles of incorporation - filing. (1) Five persons or more, except as specified elsewhere in this article, a majority of whom are residents of Colorado, may be associated and incorporated pursuant to this article for the cooperative transaction of any lawful business, except banking. Persons desiring to avail themselves of the provisions of this article shall deliver to the secretary of state, for filing pursuant to part 3 of article 90 of this title, articles of incorporation stating:

(d) ~~The duration for which the association is to exist, which may be in perpetuity;~~

SECTION 3. Repeal. 7-56-201 (2) (d), Colorado Revised Statutes, is repealed as follows:

7-56-201. Articles of incorporation. (2) The articles shall state:

(d) ~~The duration for which the cooperative is to exist, which shall be in perpetuity unless otherwise stated in the articles;~~

SECTION 4. 7-62-101 (5), (6), and (7), Colorado Revised Statutes, are amended to read:

7-62-101. Definitions. As used in this article, unless the context otherwise requires:

(5) "General partner" means a person:

(a) Who has been admitted to a limited partnership as a general partner in accordance with the partnership agreement OR THIS ARTICLE, INCLUDING A PERSON WHO IS ADMITTED AS A GENERAL PARTNER WITHOUT MAKING OR BEING OBLIGATED TO MAKE A CONTRIBUTION OR WITHOUT ACQUIRING A PARTNERSHIP INTEREST, IF IN EITHER CASE SUCH ADMISSION IS PURSUANT TO A WRITTEN PARTNERSHIP AGREEMENT OR OTHER WRITING CONFIRMING THE ADMISSION; and

(b) WHO IS named in the certificate of limited partnership as a general partner.

(6) "Limited partner" means a person who has been admitted to a limited partnership as a limited partner IN ACCORDANCE WITH THE PARTNERSHIP AGREEMENT OR THIS ARTICLE, INCLUDING A PERSON WHO IS ADMITTED AS A LIMITED PARTNER WITHOUT MAKING OR BEING OBLIGATED TO MAKE A CONTRIBUTION OR WITHOUT ACQUIRING A PARTNERSHIP INTEREST, IF IN EITHER CASE SUCH ADMISSION IS PURSUANT TO A WRITTEN PARTNERSHIP AGREEMENT OR OTHER WRITING CONFIRMING THE ADMISSION, as provided in sections 7-62-301 and 7-62-306 or, in the case of a foreign limited partnership, in accordance with the law of the foreign jurisdiction under which the limited partnership is formed.

(7) "Limited partnership" or "domestic limited partnership" means ~~a partnership~~ AN ENTITY formed UNDER THIS ARTICLE by two or more persons ~~under the law of this state~~ and having one or more general partners and one or more limited partners. ~~The term includes a limited partnership that is~~ A limited liability limited partnership IS FOR ALL PURPOSES A LIMITED PARTNERSHIP. AT FORMATION, A LIMITED PARTNERSHIP SHALL HAVE AT LEAST ONE PARTNER WHO HAS A PARTNERSHIP

INTEREST.

SECTION 5. 7-62-301 (1), Colorado Revised Statutes, is amended to read:

7-62-301. Admission of limited partners. (1) After the filing of a limited partnership's original certificate of limited partnership, a person may be admitted as an additional limited partner:

(a) In the case of a person acquiring a partnership interest directly from the limited partnership, upon compliance with the partnership agreement or, if the partnership agreement does not so provide, upon the written consent of all partners; ~~and~~

(b) In the case of an assignee of a partnership interest of a partner who has the power, as provided in section 7-62-704, to grant the assignee the right to become a limited partner, upon the exercise of that power and compliance with any conditions limiting the grant or exercise of the power; AND

(c) EITHER UPON FORMATION OF THE LIMITED PARTNERSHIP OR THEREAFTER WITHOUT MAKING A CONTRIBUTION OR BEING OBLIGATED TO MAKE A CONTRIBUTION TO THE LIMITED PARTNERSHIP OR ACQUIRING A PARTNERSHIP INTEREST, IF IN EITHER CASE SUCH ADMISSION IS PURSUANT TO A WRITTEN PARTNERSHIP AGREEMENT OR OTHER WRITING CONFIRMING THE ADMISSION.

SECTION 6. 7-62-401, Colorado Revised Statutes, is amended BY THE ADDITION OF A NEW SUBSECTION to read:

7-62-401. Admission of general partners. (1.5) A PERSON MAY BE ADMITTED AS A GENERAL PARTNER TO A LIMITED PARTNERSHIP EITHER UPON FORMATION OF THE LIMITED PARTNERSHIP OR THEREAFTER WITHOUT MAKING A CONTRIBUTION OR BEING OBLIGATED TO MAKE A CONTRIBUTION TO THE LIMITED PARTNERSHIP OR ACQUIRING A PARTNERSHIP INTEREST, IF IN EITHER CASE SUCH ADMISSION IS PURSUANT TO A WRITTEN PARTNERSHIP AGREEMENT OR OTHER WRITING CONFIRMING THE ADMISSION.

SECTION 7. 7-64-101 (18), Colorado Revised Statutes, is amended to read:

7-64-101. Definitions. As used in this article, unless the context otherwise requires:

(18) "Partner" means a person who ~~has associated with another person to carry on as co-owners a business for profit as a partnership. For purposes of part 10 of this article, the term "partner" shall have the meaning set forth in section 7-64-1001~~ ~~(1)~~ IS ADMITTED TO A PARTNERSHIP AS A PARTNER OF THE PARTNERSHIP.

SECTION 8. Part 2 of article 64 of title 7, Colorado Revised Statutes, is amended BY THE ADDITION OF A NEW SECTION to read:

7-64-205. Admission without contribution or transferrable interest. A PERSON MAY BE ADMITTED AS A PARTNER TO A PARTNERSHIP EITHER UPON FORMATION OF THE PARTNERSHIP OR THEREAFTER WITHOUT MAKING A

CONTRIBUTION OR BEING OBLIGATED TO MAKE A CONTRIBUTION TO THE PARTNERSHIP, AND A PERSON MAY BE ADMITTED AS A PARTNER TO A PARTNERSHIP EITHER UPON FORMATION OF THE PARTNERSHIP OR THEREAFTER WITHOUT ACQUIRING A TRANSFERRABLE INTEREST, IF IN EITHER CASE SUCH ADMISSION IS PURSUANT TO A WRITTEN PARTNERSHIP AGREEMENT OR OTHER WRITING CONFIRMING THE ADMISSION.

SECTION 9. 7-70-102 (2) (a), Colorado Revised Statutes, is amended to read:

7-70-102. Statement of trademark registration. (2) A statement of trademark registration shall state:

(a) The true name of the registrant OR, IN THE CASE OF A GENERAL PARTNERSHIP THAT IS NOT A LIMITED LIABILITY PARTNERSHIP, THE TRUE NAME OF AT LEAST ONE GENERAL PARTNER OF THE GENERAL PARTNERSHIP;

SECTION 10. 7-70-104 (3) (a) and (3) (c), Colorado Revised Statutes, are amended, and the said 7-70-104 (3) is further amended BY THE ADDITION OF THE FOLLOWING NEW PARAGRAPHS, to read:

7-70-104. Duration and renewal. (3) The statement of renewal of trademark registration shall:

(a) State the true name of THE registrant OR, IN THE CASE OF A GENERAL PARTNERSHIP THAT IS NOT A LIMITED LIABILITY PARTNERSHIP, THE TRUE NAME OF AT LEAST ONE GENERAL PARTNER OF THE GENERAL PARTNERSHIP;

~~(c) State any change in a statement made pursuant to section 7-70-102 (2) (c), (2) (d), or (2) (e) in the statement of trademark registration, or in any previously filed statement related to the statement of trademark registration, that is necessary to make the statement or statements made pursuant to section 7-70-102 (2) (c), (2) (d), or (2) (e) correct as of the date the statement of renewal of trademark registration is delivered for filing~~ IF THE REGISTRANT IS AN INDIVIDUAL, STATE THE INDIVIDUAL'S PRINCIPAL ADDRESS;

(c.5) IF THE REGISTRANT IS AN ENTITY OTHER THAN A REPORTING ENTITY, STATE THE ENTITY'S PRINCIPAL ADDRESS;

(c.7) IF THE REGISTRANT IS NEITHER AN INDIVIDUAL RESIDENT OF THIS STATE NOR AN ENTITY THAT IS REQUIRED TO MAINTAIN A REGISTERED AGENT PURSUANT TO PART 7 OF ARTICLE 90 OF THIS TITLE, STATE EITHER OF THE FOLLOWING:

(I) IF THE REGISTRANT DESIRES TO APPOINT A REGISTERED AGENT PURSUANT TO SECTION 7-70-108, THE REGISTERED AGENT NAME, THE REGISTERED AGENT ADDRESS, AND THAT THE PERSON APPOINTED AS THE REGISTERED AGENT FOR THE REGISTRANT HAS CONSENTED TO BEING SO APPOINTED; OR

(II) THE MAILING ADDRESS TO WHICH SERVICE OF PROCESS IN ANY PROCEEDING BASED ON A CAUSE OF ACTION WITH RESPECT TO THE STATEMENT OF TRADEMARK REGISTRATION MAY BE MAILED PURSUANT TO SECTION 7-70-108;

SECTION 11. 7-70-108 (1) (b), Colorado Revised Statutes, is amended to read:

7-70-108. Service of process on a registrant. (1) A registrant who is neither an individual resident of this state nor an entity that is required to maintain a registered agent pursuant to part 7 of article 90 of this title shall either:

(b) Be deemed to have authorized service of process on it in connection with any such cause of action by registered mail or by certified mail, return receipt requested, addressed to the registrant at the mailing address, if any, furnished pursuant to section 7-70-102 (2) (e) (II), 7-70-104 ~~(3)(c)~~ (3) (c.7) (II), or 7-70-106 ~~(2)(f)~~ (2) (f) (II), as it may have been corrected by a statement of correction filed pursuant to section 7-90-305 or changed in a statement of change filed pursuant to section 7-90-305.5, and, if no such address has been furnished, to the registrant at the registrant's principal address.

SECTION 12. The introductory portion to 7-71-105 (1) and 7-71-105 (1) (c), Colorado Revised Statutes, are amended, and the said 7-71-105 (1) is further amended BY THE ADDITION OF A NEW PARAGRAPH, to read:

7-71-105. Renewal of statement of trade name. (1) A person other than a reporting entity having an effective statement of trade name on file in the records of the secretary of state may renew the statement of trade name by delivering to the secretary of state, for filing pursuant to part 3 of article 90 of this title, a statement of trade name renewal at any time during the last three calendar months the statement of trade name is effective. A filed statement of trade name renewal ~~shall extend~~ EXTENDS, by one calendar year, the period during which the statement of trade name to which it relates is effective. A statement of trade name renewal shall state, with respect to the statement of trade name to be renewed:

(c) ~~Any change in any statement made in the statement of trade name, or in any previously filed statement related to such statement of trade name, necessary to make any statement made pursuant or with respect to section 7-71-103 (1) (c), (1) (e), or (1) (f) correct as of the date the statement of trade name renewal is delivered for filing; and~~ THE PERSON'S PRINCIPAL ADDRESS;

(c.5) A BRIEF DESCRIPTION OF THE KIND OF BUSINESS TRANSACTED, OR CONTEMPLATED TO BE TRANSACTED, IN THIS STATE UNDER THE NAME; AND

SECTION 13. 7-90-304 (2), Colorado Revised Statutes, is amended to read:

7-90-304. Effective time and date of filed document. (2) A filed document may state a delayed effective time and date, and if it does so the filed document becomes effective at the later of the time and date so stated or the time and date the filed document is filed by the secretary of state, as such time and date are stated in the records of the secretary of state. If a filed document states a delayed effective date but not a time, the filed document is effective at the later of ~~twelve midnight~~ 11:59 P.M. on that date or the time and date the filed document is filed by the secretary of state, as such time and date are stated in the records of the secretary of state. If a filed document states a delayed effective date that is later than the ninetieth day after the date the filed document is filed, the filed document is effective ~~twelve midnight~~ AT 11:59 P.M. on the ninetieth day after it is filed. A filed

document may state the order in which the matters provided for in the filed document are deemed to have occurred. ~~The provisions of~~ This subsection (2) may be limited by other provisions of this title. In the event of conflict between ~~the provisions of~~ this subsection (2) and any other provision of this title, such other provision of this title ~~shall control~~ CONTROLS.

SECTION 14. The introductory portion to 7-90-501 (1), Colorado Revised Statutes, is amended to read:

7-90-501. Annual reports. (1) Each reporting entity shall deliver to the secretary of state, for filing pursuant to part 3 of this article, an annual report that states the entity name of the reporting entity, the jurisdiction under the law of which the reporting entity is formed, and: ~~if different from the most recent information contained in the records of the secretary of state:~~

SECTION 15. The introductory portion to 7-90-604 (3) and 7-90-604 (3) (b) and (3) (c), Colorado Revised Statutes, are amended, and the said 7-90-604 (3) is further amended BY THE ADDITION OF A NEW PARAGRAPH, to read:

7-90-604. Registered true name of a foreign entity. (3) A foreign entity that has in effect a registration of its true name pursuant to this section may renew such registration by delivering to the secretary of state, for filing pursuant to part 3 of this article, on or before December 31 of the year of registration, a statement of renewal of registration of true name that complies with ~~the requirements of~~ this subsection (3). When filed, the statement of renewal of registration renews the registration for the following year. The statement of renewal of registration of true name shall state:

(b) The FORM OF ENTITY AND THE jurisdiction under the law of which it is formed; and

(c) ~~That the registration of its true name is renewed pursuant to this section:~~

(d) THE PRINCIPAL OFFICE ADDRESS OF THE ENTITY'S PRINCIPAL OFFICE.

SECTION 16. Repeal. 7-90-706, Colorado Revised Statutes, is repealed as follows:

7-90-706. Application to dissolved or delinquent entities. ~~This part 7, including, without limitation, section 7-90-704 (2), continues to apply to every domestic entity for which a constituent document is on file in the records of the secretary of state and to every foreign entity authorized to transact business or conduct activities in this state that has not relinquished such authority, after the dissolution or delinquency of the entity for any reason:~~

SECTION 17. 7-90-902 (2), Colorado Revised Statutes, is amended to read:

7-90-902. Declaration of delinquency. (2) If the entity does not correct each ground identified in the notice of the secretary of state for declaring it delinquent or demonstrate to the reasonable satisfaction of the secretary of state that such ground does not exist within sixty days after delivery of the notice, the entity shall be delinquent following the expiration of such sixty days. ~~Thereafter, the secretary of~~

~~state shall deliver notice of the fact of delinquency to the entity at the entity's principal office address and to the registered agent address of the entity's most recent registered agent; except that failure to deliver such notice shall not affect the fact of delinquency, and no person shall have a cause of action if the notice is not delivered.~~

SECTION 18. 7-90-904 (4) (a), Colorado Revised Statutes, is amended to read:

7-90-904. Cure of delinquency. (4) (a) Except as provided in paragraphs (b) and (c) of this subsection (4), the entity name of an entity following the curing of its delinquency shall be the same as the entity name, determined without regard to section 7-90-601.6, of the entity at the time the entity cures its delinquency if such entity name complies with section 7-90-601 at the time the entity cures its delinquency. If such entity name would not be distinguishable on the records of the secretary of state as contemplated in section 7-90-601, the entity name of the entity following curing of its delinquency shall be such entity name followed by the words "delinquency cured" and the MONTH, DAY, AND year ~~thereof~~ OF THE EFFECTIVE DATE OF THE STATEMENT CURING DELINQUENCY.

SECTION 19. 7-90-1004, Colorado Revised Statutes, is amended to read:

7-90-1004. Entity name upon reinstatement. The domestic entity name of a domestic entity following reinstatement shall be the domestic entity name, determined without regard to section 7-90-601.5, of the domestic entity at the time of reinstatement if such domestic entity name complies with section 7-90-601 at the time of reinstatement. If that domestic entity name does not comply with section 7-90-601, the domestic entity name of the domestic entity following reinstatement shall be that domestic entity name followed by the word "reinstated" and the MONTH, DAY, AND year of THE EFFECTIVE DATE OF THE ARTICLES OF reinstatement.

SECTION 20. 7-128-202, Colorado Revised Statutes, is REPEALED AND REENACTED, WITH AMENDMENTS, to read:

7-128-202. Action without meeting. (1) UNLESS OTHERWISE PROVIDED IN THE BYLAWS, ANY ACTION REQUIRED OR PERMITTED BY ARTICLES 121 TO 137 OF THIS TITLE TO BE TAKEN AT A BOARD OF DIRECTORS' MEETING MAY BE TAKEN WITHOUT A MEETING IF NOTICE IS TRANSMITTED IN WRITING TO EACH MEMBER OF THE BOARD AND EACH MEMBER OF THE BOARD BY THE TIME STATED IN THE NOTICE:

(a) VOTES IN WRITING FOR SUCH ACTION; OR

(b) (I) VOTES IN WRITING AGAINST SUCH ACTION, ABSTAINS IN WRITING FROM VOTING, OR FAILS TO RESPOND OR VOTE; AND

(II) FAILS TO DEMAND IN WRITING THAT ACTION NOT BE TAKEN WITHOUT A MEETING.

(2) THE NOTICE REQUIRED BY SUBSECTION (1) OF THIS SECTION SHALL STATE:

(a) THE ACTION TO BE TAKEN;

(b) THE TIME BY WHICH A DIRECTOR MUST RESPOND;

(c) THAT FAILURE TO RESPOND BY THE TIME STATED IN THE NOTICE WILL HAVE THE SAME EFFECT AS ABSTAINING IN WRITING BY THE TIME STATED IN THE NOTICE AND FAILING TO DEMAND IN WRITING BY THE TIME STATED IN THE NOTICE THAT ACTION NOT BE TAKEN WITHOUT A MEETING; AND

(d) ANY OTHER MATTERS THE NONPROFIT CORPORATION DETERMINES TO INCLUDE.

(3) ACTION IS TAKEN UNDER THIS SECTION ONLY IF, AT THE END OF THE TIME STATED IN THE NOTICE TRANSMITTED PURSUANT TO SUBSECTION (1) OF THIS SECTION:

(a) THE AFFIRMATIVE VOTES IN WRITING FOR SUCH ACTION RECEIVED BY THE NONPROFIT CORPORATION AND NOT REVOKED PURSUANT TO SUBSECTION (5) OF THIS SECTION EQUAL OR EXCEED THE MINIMUM NUMBER OF VOTES THAT WOULD BE NECESSARY TO TAKE SUCH ACTION AT A MEETING AT WHICH ALL OF THE DIRECTORS THEN IN OFFICE WERE PRESENT AND VOTED; AND

(b) THE NONPROFIT CORPORATION HAS NOT RECEIVED A WRITTEN DEMAND BY A DIRECTOR THAT SUCH ACTION NOT BE TAKEN WITHOUT A MEETING OTHER THAN A DEMAND THAT HAS BEEN REVOKED PURSUANT TO SUBSECTION (5) OF THIS SECTION.

(4) A DIRECTOR'S RIGHT TO DEMAND THAT ACTION NOT BE TAKEN WITHOUT A MEETING SHALL BE DEEMED TO HAVE BEEN WAIVED UNLESS THE NONPROFIT CORPORATION RECEIVES SUCH DEMAND FROM THE DIRECTOR IN WRITING BY THE TIME STATED IN THE NOTICE TRANSMITTED PURSUANT TO SUBSECTION (1) OF THIS SECTION AND SUCH DEMAND HAS NOT BEEN REVOKED PURSUANT TO SUBSECTION (5) OF THIS SECTION.

(5) ANY DIRECTOR WHO IN WRITING HAS VOTED, ABSTAINED, OR DEMANDED ACTION NOT BE TAKEN WITHOUT A MEETING PURSUANT TO THIS SECTION MAY REVOKE SUCH VOTE, ABSTENTION, OR DEMAND IN WRITING RECEIVED BY THE NONPROFIT CORPORATION BY THE TIME STATED IN THE NOTICE TRANSMITTED PURSUANT TO SUBSECTION (1) OF THIS SECTION.

(6) UNLESS THE NOTICE TRANSMITTED PURSUANT TO SUBSECTION (1) OF THIS SECTION STATES A DIFFERENT EFFECTIVE DATE, ACTION TAKEN PURSUANT TO THIS SECTION SHALL BE EFFECTIVE AT THE END OF THE TIME STATED IN THE NOTICE TRANSMITTED PURSUANT TO SUBSECTION (1) OF THIS SECTION.

(7) A WRITING BY A DIRECTOR UNDER THIS SECTION SHALL BE IN A FORM SUFFICIENT TO INFORM THE NONPROFIT CORPORATION OF THE IDENTITY OF THE DIRECTOR, THE VOTE, ABSTENTION, DEMAND, OR REVOCATION OF THE DIRECTOR, AND THE PROPOSED ACTION TO WHICH SUCH VOTE, ABSTENTION, DEMAND, OR REVOCATION RELATES. UNLESS OTHERWISE PROVIDED BY THE BYLAWS, ALL COMMUNICATIONS UNDER THIS SECTION MAY BE TRANSMITTED OR RECEIVED BY THE NONPROFIT CORPORATION BY ELECTRONICALLY TRANSMITTED FACSIMILE, E-MAIL, OR OTHER FORM OF WIRE OR WIRELESS COMMUNICATION. FOR PURPOSES OF THIS SECTION, COMMUNICATIONS TO THE NONPROFIT CORPORATION ARE NOT EFFECTIVE

UNTIL RECEIVED.

(8) ACTION TAKEN PURSUANT TO THIS SECTION HAS THE SAME EFFECT AS ACTION TAKEN AT A MEETING OF DIRECTORS AND MAY BE DESCRIBED AS SUCH IN ANY DOCUMENT.

(9) ALL WRITINGS MADE PURSUANT TO THIS SECTION SHALL BE FILED WITH THE MINUTES OF THE MEETINGS OF THE BOARD OF DIRECTORS.

SECTION 21. 24-10-109 (3), Colorado Revised Statutes, is amended to read:

24-10-109. Notice required - contents - to whom given - limitations. (3) If the claim is against the state or an employee thereof, the notice shall be filed with the attorney general. If the claim is against any other public entity or an employee thereof, the notice shall be filed with the governing body of the public entity or the attorney representing the public entity. Such notice shall be effective upon mailing by registered ~~mail~~ OR CERTIFIED MAIL, RETURN RECEIPT REQUESTED, or upon personal service.

SECTION 22. 31-25-806 (1), Colorado Revised Statutes, is amended to read:

31-25-806. Board membership - qualifications - nominations - rules - removal. (1) Each appointed member of the board, except any member from the governing body, shall reside, be a business lessee, or own real property in the downtown development district within the municipality in which the authority is located. ~~An officer or director of a corporation~~ A MANAGER, AS THAT TERM IS DEFINED IN SECTION 7-90-102, C.R.S., AN AGENT, OR AN EMPLOYEE OF AN ENTITY, AS THAT TERM IS DEFINED IN SECTION 7-90-102, C.R.S., having its place of business in the downtown development district shall be eligible for appointment to the board. No officer or employee of the municipality where the authority is located, other than any appointee from the governing body, shall be eligible for appointment to the board. Within thirty days after the occurrence of a vacancy, the governing body, except as provided in section 31-25-805 (3), shall appoint a successor.

SECTION 23. 7-42-101 (3), Colorado Revised Statutes, is amended to read:

7-42-101. Additional statements in certificates. (3) In the case of a municipal corporation, ~~which~~ COUNTY, SPECIAL DISTRICT, OR ENTITY, AS THAT TERM IS DEFINED IN SECTION 7-90-102, THAT is a member or stockholder of a corporation described in subsection (1) or (2) of this section, an individual officer, PARTNER, MEMBER, MANAGER, agent, or employee of the municipal corporation, ~~may be~~ COUNTY, SPECIAL DISTRICT, OR ENTITY AS designated BY THE MUNICIPAL CORPORATION, COUNTY, SPECIAL DISTRICT, OR ENTITY IS ELIGIBLE FOR ELECTION to serve as a director of the corporation irrespective of the fact that such individual is not a member or stockholder of the corporation.

SECTION 24. 13-17-102 (8), Colorado Revised Statutes, is amended to read:

13-17-102. Attorney fees - definitions. (8) ~~The provisions of~~ This section shall not apply to traffic offenses, matters brought under the provisions of the "Colorado Children's Code", title 19, C.R.S., or related juvenile matters, or matters involving

violations of ~~local government~~ MUNICIPAL ordinances. ~~and resolutions.~~ For purposes of this subsection (8), "local government" shall mean a county, home rule county, home rule or statutory city, town, territorial charter city, or city and county.

SECTION 25. Adjustments to the 2009 long bill. For the implementation of this act, appropriations made in the annual general appropriation act for the fiscal year beginning July 1, 2009, to the department of state, administration, are decreased by seventeen thousand three hundred forty-three dollars (\$17,343) cash funds. Said sum shall be from the department of state cash fund created in section 24-21-104 (3) (b), Colorado Revised Statutes.

SECTION 26. Effective date - applicability. This act shall take effect upon passage and shall apply to acts occurring on or after said date; except that sections 1, 2, 3, 15, and 17 of this act shall take effect December 1, 2009, and shall apply to acts occurring on or after said date.

SECTION 27. Safety clause. The general assembly hereby finds, determines, and declares that this act is necessary for the immediate preservation of the public peace, health, and safety.

Approved: May 14, 2009