

RULE CHANGE 2023(17)

COLORADO RULES OF PROFESSIONAL CONDUCT

Preamble and Rules 1, 3.4, 3.7, 4.2, 4.3, 5.1, 5.3, 5.3A, 5.4, 5.5, 5.6, 7.3, 8.3, and 8.4

Preamble

Preamble: A Lawyer's Responsibilities

[1] - [4] [NO CHANGE]

[5] A lawyer's conduct should conform to the requirements of the law, both in professional service to clients and in the lawyer's business and personal affairs. A lawyer should use the law's procedures only for legitimate purposes and not to harass or intimidate others. A lawyer should demonstrate respect for the legal system and for those who serve it, including judges, other lawyers, [licensed legal paraprofessionals](#), and public officials. While it is a lawyer's duty, when necessary, to challenge the rectitude of official action, it is also a lawyer's duty to uphold legal process.

[6] – [21] [NO CHANGE]

Rule 1. Terminology

(a) – (b-1) [NO CHANGE]

(c) “Firm” or “law firm” denotes a partnership, professional company, or other entity or a sole proprietorship through which a lawyer, ~~or~~ [lawyers, or combination of lawyers and LLPs](#) render legal services; or lawyers employed in a legal services organization or the legal department of a corporation or other organization.

(d) – (f) [NO CHANGE]

(g) [“Licensed legal paraprofessionals” \(“LLPs”\) are individuals licensed by the Supreme Court pursuant to C.R.C.P. 207 to perform certain types of legal services only under the conditions set forth by the Court. They do not include individuals with a general license to practice law in Colorado. LLPs are subject to the Colorado Licensed Legal Paraprofessional Rules of Professional Conduct.](#)

(~~g~~h) “Partner” denotes a member of a partnership, an owner of a professional company, or a member of an association authorized to practice law.

(1) “Professional company” has the meaning ascribed to the term in C.R.C.P. 265.

(~~h~~i) “Reasonable” or “reasonably” when used in relation to conduct by a lawyer denotes the conduct of a reasonably prudent and competent lawyer.

(~~i~~j) “Reasonable belief” or “reasonably believes” when used in reference to a lawyer denotes that the lawyer believes the matter in question and that the circumstances are such that the belief is reasonable.

(~~j~~k) “Reasonably should know” when used in reference to a lawyer denotes that a lawyer of reasonable prudence and competence would ascertain the matter in question.

(~~k~~l) “Screened” denotes the isolation of a lawyer from any participation in a matter through the timely imposition of procedures within a firm that are reasonably adequate under the circumstances to protect information that the isolated lawyer is obligated to protect under these Rules or other law.

(~~m~~) “Substantial” when used in reference to degree or extent denotes a material matter of clear and weighty importance.

(~~n~~) “Tribunal” denotes a court, an arbitrator in a binding arbitration proceeding or a legislative body, administrative agency or other body acting in an adjudicative capacity. A legislative body, administrative agency or other body acts in an adjudicative capacity when a neutral official, after the presentation of evidence or legal argument by a party or parties, will render a binding legal judgment directly affecting a party's interests in a particular matter.

(~~o~~) “Writing” or “written” denotes a tangible or electronic record of a communication or representation, including handwriting, typewriting, printing, photostating, photography, audio or videorecording, and electronic communications. A “signed” writing includes an electronic sound, symbol, or process attached to or logically associated with a writing and executed or adopted by a person with the intent to sign the writing.

COMMENT [NO CHANGE]

Rule 3.4. Fairness to Opposing Party, ~~and Counsel~~, and LLPs [NO CHANGE]

Rule 3.7. Lawyer as Witness

(a) [NO CHANGE]

(b) A lawyer may act as advocate in a trial in which another lawyer or LLP in the lawyer's firm is likely to be called as a witness unless precluded from doing so by Rule 1.7 or Rule 1.9.

COMMENT [NO CHANGE]

Rule 4.2. Communication with Person Represented by Counsel or an LLP

In representing a client, a lawyer shall not communicate about the subject of the representation with a person the lawyer knows to be represented by another lawyer or LLP in the matter, unless the lawyer has the consent of the other lawyer or LLP or is authorized to do so by law or a court order.

COMMENT [NO CHANGE]

Rule 4.3. Dealing with Unrepresented Person

In dealing on behalf of a client with a person who is not represented by counsel or an LLP, a lawyer shall not state or imply that the lawyer is disinterested. When the lawyer knows or reasonably should know that the unrepresented person misunderstands the lawyer's role in the matter, the lawyer shall make reasonable efforts to correct the misunderstanding. The lawyer shall not give legal advice to an unrepresented person, other than the advice to secure counsel or an LLP, if the lawyer knows or

reasonably should know that the interests of such a person are or have a reasonable possibility of being in conflict with the interests of the client.

COMMENT [NO CHANGE]

Rule 5.1. Responsibilities of a Partner or Supervisory Lawyer

(a) - (b) [NO CHANGE]

(c) A lawyer shall be responsible for another lawyer's violation of the Rules of Professional Conduct if:

(1) the lawyer orders or, with knowledge of the specific conduct, ratifies the conduct involved; or

(2) [NO CHANGE]

COMMENT [NO CHANGE]

Rule 5.3. Responsibilities Regarding Nonlawyer ~~Assistants~~Assistance

With respect to nonlawyers employed or retained by or associated with a lawyer:

(a) – (c) [NO CHANGE]

COMMENT

[1] – [2] [NO CHANGE]

[2A] In addition, lawyers may employ LLPs as assistants in a capacity outside of the scope of the LLPs' licensure. For example, a lawyer may ask an LLP to perform paraprofessional services that are not within the LLP's scope of licensure. Such LLPs, whether employees or independent contractors, act for the lawyer in rendition of the lawyer's professional services. When employing an LLP outside the scope of the LLP's licensure, a lawyer must treat the LLP as a nonlawyer and make reasonable efforts to ensure that the LLP's services are provided in a manner that is compatible with the lawyer's professional obligations. A lawyer must give such LLPs appropriate instruction and supervision concerning the ethical aspects of their employment, particularly regarding the obligation not to disclose information relating to representation of the client, and should be responsible for their work product.

[3] – [4] [NO CHANGE]

Rule 5.3A Responsibilities Regarding LLPs

(a) A partner in a law firm, and a lawyer who individually or together with other lawyers possesses comparable managerial authority in a law firm, shall make reasonable efforts to ensure that the firm has in effect measures giving reasonable assurance that all LLPs in the firm conform to the LLP Rules of Professional Conduct and that each LLP's conduct is compatible with the professional obligations of the lawyer.

(b) A lawyer having direct supervisory authority over an LLP shall make reasonable efforts to ensure that the LLP conforms to the LLP Rules of Professional Conduct and that LLP's conduct is compatible with the professional obligations of the lawyer.

(c) A lawyer shall be responsible for an LLP's violation of the LLP Rules of Professional Conduct if:

(1) the lawyer orders or, with knowledge of the specific conduct, ratifies the conduct involved; or

(2) the lawyer is a partner or has comparable managerial authority in the law firm in which the LLP practices, or has direct supervisory authority over the LLP, and knows of the conduct at a time when its consequences can be avoided or mitigated but fails to take reasonable remedial action.

COMMENT

[1] This Rule applies when a lawyer is working with an LLP in the lawyer's firm who is performing services within the scope of the LLP's licensure. See also Rule 5.3 (responsibilities regarding nonlawyer assistance).

Rule 5.4. Professional Independence of a Lawyer

(a) A lawyer or law firm shall not share legal fees with a nonlawyer other than an LLP, except that:

(1) an agreement by a lawyer with the lawyer's firm, partner, LLP, or associate may provide for the payment of money, over a reasonable period of time after the lawyer's or the LLP's death, to the lawyer's or the LLP's estate or to one or more specified persons;

(2) a lawyer who undertakes to complete unfinished legal business of a deceased lawyer or LLP may pay to the estate of the deceased lawyer or LLP that proportion of the total compensation which fairly represents the services rendered by the deceased lawyer or LLP;

(3) a lawyer who purchases the practice of a deceased, disabled, or disappeared lawyer or LLP may, pursuant to the provisions of Rule 1.17, pay to the estate or other representative of that lawyer or LLP the agreed-upon purchase price;

(4) – (5) [NO CHANGE]

(b) A lawyer shall not form a partnership with a nonlawyer other than an LLP if any of the activities of the partnership consist of the practice of law.

(c) – (d) [NO CHANGE]

(1) A nonlawyer other than an LLP owns any interest therein, except that a fiduciary representative of the estate of a lawyer or LLP may hold the stock or interest of the lawyer or LLP for a reasonable time during administration; or

(2) [NO CHANGE]

(d-1) An LLP shall not have the right to direct or control the professional judgment of a lawyer.

(e) [NO CHANGE]

(f) For purposes of this Rule, a “nonlawyer other than an LLP” includes (1) a lawyer or LLP who has

been disbarred, (2) a lawyer [or LLP](#) who has been suspended and who must petition for reinstatement, (3) a lawyer [or LLP](#) who is subject to an interim suspension pursuant to C.R.C.P. 242.22, (4) a lawyer [or LLP](#) who is on inactive status pursuant to C.R.C.P. 227(A)(6), (5) a lawyer [or LLP](#) who has been permitted to resign under C.R.C.P. 227(A)(8), or (6) a lawyer [or LLP](#) who, for a period of six months or more, has been (i) on disability inactive status pursuant to C.R.C.P. 243.6 or (ii) suspended pursuant to C.R.C.P. 227(A)(4), 242.23, 242.24, or 260.6.

COMMENT [NO CHANGE]

Rule 5.5. Unauthorized Practice of Law; Multijurisdictional Practice of Law

(a) A lawyer shall not:

(1) – (3) [NO CHANGE]

(4) allow the name of a disbarred lawyer [or LLP](#) or a suspended lawyer [or LLP](#) who must petition for reinstatement to remain in the firm name.

(b) [NO CHANGE]

(1) – (6) [NO CHANGE]

(c) Subject to the limitation set forth below in paragraph (d), a lawyer may employ, associate professionally with, allow or aid a lawyer [or LLP](#) who is disbarred, suspended (whose suspension is partially or fully served), or on disability inactive status to perform research, drafting or clerical activities, including but not limited to:

(1) – (3) [NO CHANGE]

(d) [NO CHANGE]

(1) prior to the commencement of the work, gives written notice to the client for whom the work will be performed that the disbarred or suspended lawyer [or LLP](#), or the lawyer [or LLP](#) on disability inactive status, may not practice law; and

(2) [NO CHANGE]

(e) [NO CHANGE]

COMMENT [NO CHANGE]

Rule 5.6. Restrictions on Right to Practice

A lawyer shall not participate in offering or making:

(a) a partnership, shareholders, operating, employment, or other similar type of agreement that restricts the right of a lawyer [or LLP](#) to practice after termination of the relationship, except an agreement concerning benefits upon retirement; or

(b) an agreement in which a restriction on the lawyer's [or LLP's](#) right to practice is part of the settlement of a client controversy.

Rule 7.3. Solicitation of Clients

(a) [NO CHANGE]

(b) A lawyer shall not solicit professional employment by live person-to-person contact when a significant motive for the lawyer's doing so is the lawyer's or law firm's pecuniary gain, unless the contact is with a:

(1) lawyer;

(2) person who has a family, close personal, or prior business or professional relationship with the lawyer or law firm; ~~or~~

(3) person who routinely uses for business purposes the type of legal services offered by the lawyer; ~~or~~

(4) an LLP.

COMMENT [NO CHANGE]

Rule 8.3. Reporting Professional Misconduct

(a) A lawyer who knows that another lawyer has committed a violation of the Rules of Professional Conduct or that an LLP has committed a violation of the LLP Rules of Professional Conduct that raises a substantial question as to that lawyer's or LLP's honesty, trustworthiness or fitness as a lawyer or LLP in other respects, shall inform the appropriate professional authority.

(b) – (c) [NO CHANGE]

COMMENT [NO CHANGE]

Rule 8.4. Misconduct

It is professional misconduct for a lawyer to:

(a-1) violate or attempt to violate the Rules of Professional Conduct, knowingly assist or induce another to do so, or do so through the acts of another;

(a-2) knowingly assist or induce an LLP to violate the LLP Rules of Professional Conduct, or do so through the acts of another;

(b) – (i) [NO CHANGE]

COMMENT [NO CHANGE]

Preamble

Preamble: A Lawyer's Responsibilities

[1] - [4] [NO CHANGE]

[5] A lawyer's conduct should conform to the requirements of the law, both in professional service to clients and in the lawyer's business and personal affairs. A lawyer should use the law's procedures only for legitimate purposes and not to harass or intimidate others. A lawyer should demonstrate respect for the legal system and for those who serve it, including judges, other lawyers, licensed legal paraprofessionals, and public officials. While it is a lawyer's duty, when necessary, to challenge the rectitude of official action, it is also a lawyer's duty to uphold legal process.

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(h) “Partner” denotes a member of a partnership, an owner of a professional company, or a member of an association authorized to practice law.

(l) “Professional company” has the meaning ascribed to the term in C.R.C.P. 265.

(i) “Reasonable” or “reasonably” when used in relation to conduct by a lawyer denotes the conduct of a reasonably prudent and competent lawyer.

(j) “Reasonable belief” or “reasonably believes” when used in reference to a lawyer denotes that the lawyer believes the matter in question and that the circumstances are such that the belief is reasonable.

(k) “Reasonably should know” when used in reference to a lawyer denotes that a lawyer of reasonable prudence and competence would ascertain the matter in question.

(l) “Screened” denotes the isolation of a lawyer from any participation in a matter through the timely imposition of procedures within a firm that are reasonably adequate under the circumstances to protect information that the isolated lawyer is obligated to protect under these Rules or other law.

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COMMENT [NO CHANGE]

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(a) [NO CHANGE]

(b) A lawyer may act as advocate in a trial in which another lawyer or LLP in the lawyer's firm is likely to be called as a witness unless precluded from doing so by Rule 1.7 or Rule 1.9.

COMMENT [NO CHANGE]

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In representing a client, a lawyer shall not communicate about the subject of the representation with a person the lawyer knows to be represented by another lawyer or LLP in the matter, unless the lawyer has the consent of the other lawyer or LLP or is authorized to do so by law or a court order.

COMMENT [NO CHANGE]

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reasonably should know that the interests of such a person are or have a reasonable possibility of being in conflict with the interests of the client.

COMMENT [NO CHANGE]

Rule 5.1. Responsibilities of a Partner or Supervisory Lawyer

(a) - (b) [NO CHANGE]

(c) A lawyer shall be responsible for another lawyer's violation of the Rules of Professional Conduct if:

(1) the lawyer orders or, with knowledge of the specific conduct, ratifies the conduct involved; or

(2) [NO CHANGE]

COMMENT [NO CHANGE]

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(a) – (c) [NO CHANGE]

COMMENT

[1] – [2] [NO CHANGE]

[2A] In addition, lawyers may employ LLPs as assistants in a capacity outside of the scope of the LLPs' licensure. For example, a lawyer may ask an LLP to perform paraprofessional services that are not within the LLP's scope of licensure. Such LLPs, whether employees or independent contractors, act for the lawyer in rendition of the lawyer's professional services. When employing an LLP outside the scope of the LLP's licensure, a lawyer must treat the LLP as a nonlawyer and make reasonable efforts to ensure that the LLP's services are provided in a manner that is compatible with the lawyer's professional obligations. A lawyer must give such LLPs appropriate instruction and supervision concerning the ethical aspects of their employment, particularly regarding the obligation not to disclose information relating to representation of the client, and should be responsible for their work product.

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(a) A partner in a law firm, and a lawyer who individually or together with other lawyers possesses comparable managerial authority in a law firm, shall make reasonable efforts to ensure that the firm has in effect measures giving reasonable assurance that all LLPs in the firm conform to the LLP Rules of Professional Conduct and that each LLP's conduct is compatible with the professional obligations of the lawyer.

(b) A lawyer having direct supervisory authority over an LLP shall make reasonable efforts to ensure

that the LLP conforms to the LLP Rules of Professional Conduct and that LLP's conduct is compatible with the professional obligations of the lawyer.

(c) A lawyer shall be responsible for an LLP's violation of the LLP Rules of Professional Conduct if:

(1) the lawyer orders or, with knowledge of the specific conduct, ratifies the conduct involved; or

(2) the lawyer is a partner or has comparable managerial authority in the law firm in which the LLP practices, or has direct supervisory authority over the LLP, and knows of the conduct at a time when its consequences can be avoided or mitigated but fails to take reasonable remedial action.

COMMENT

[1] This Rule applies when a lawyer is working with an LLP in the lawyer's firm who is performing services within the scope of the LLP's licensure. *See also* Rule 5.3 (responsibilities regarding nonlawyer assistance).

Rule 5.4. Professional Independence of a Lawyer

(a) A lawyer or law firm shall not share legal fees with a nonlawyer other than an LLP, except that:

(1) an agreement by a lawyer with the lawyer's firm, partner, LLP, or associate may provide for the payment of money, over a reasonable period of time after the lawyer's or the LLP's death, to the lawyer's or the LLP's estate or to one or more specified persons;

(2) a lawyer who undertakes to complete unfinished legal business of a deceased lawyer or LLP may pay to the estate of the deceased lawyer or LLP that proportion of the total compensation which fairly represents the services rendered by the deceased lawyer or LLP;

(3) a lawyer who purchases the practice of a deceased, disabled, or disappeared lawyer or LLP may, pursuant to the provisions of Rule 1.17, pay to the estate or other representative of that lawyer or LLP the agreed-upon purchase price;

(4) – (5) [NO CHANGE]

(b) A lawyer shall not form a partnership with a nonlawyer other than an LLP if any of the activities of the partnership consist of the practice of law.

(c) – (d) [NO CHANGE]

(1) A nonlawyer other than an LLP owns any interest therein, except that a fiduciary representative of the estate of a lawyer or LLP may hold the stock or interest of the lawyer or LLP for a reasonable time during administration; or

(2) [NO CHANGE]

(d-1) An LLP shall not have the right to direct or control the professional judgment of a lawyer.

(e) [NO CHANGE]

(f) For purposes of this Rule, a "nonlawyer other than an LLP" includes (1) a lawyer or LLP who has been disbarred, (2) a lawyer or LLP who has been suspended and who must petition for reinstatement,

(3) a lawyer or LLP who is subject to an interim suspension pursuant to C.R.C.P. 242.22, (4) a lawyer or LLP who is on inactive status pursuant to C.R.C.P. 227(A)(6), (5) a lawyer or LLP who has been permitted to resign under C.R.C.P. 227(A)(8), or (6) a lawyer or LLP who, for a period of six months or more, has been (i) on disability inactive status pursuant to C.R.C.P. 243.6 or (ii) suspended pursuant to C.R.C.P. 227(A)(4), 242.23, 242.24, or 260.6.

COMMENT [NO CHANGE]

Rule 5.5. Unauthorized Practice of Law; Multijurisdictional Practice of Law

(a) A lawyer shall not:

(1) – (3) [NO CHANGE]

(4) allow the name of a disbarred lawyer or LLP or a suspended lawyer or LLP who must petition for reinstatement to remain in the firm name.

(b) [NO CHANGE]

(1) – (6) [NO CHANGE]

(c) Subject to the limitation set forth below in paragraph (d), a lawyer may employ, associate professionally with, allow or aid a lawyer or LLP who is disbarred, suspended (whose suspension is partially or fully served), or on disability inactive status to perform research, drafting or clerical activities, including but not limited to:

(1) – (3) [NO CHANGE]

(d) [NO CHANGE]

(1) prior to the commencement of the work, gives written notice to the client for whom the work will be performed that the disbarred or suspended lawyer or LLP, or the lawyer or LLP on disability inactive status, may not practice law; and

(2) [NO CHANGE]

(e) [NO CHANGE]

COMMENT [NO CHANGE]

Rule 5.6. Restrictions on Right to Practice

A lawyer shall not participate in offering or making:

(a) a partnership, shareholders, operating, employment, or other similar type of agreement that restricts the right of a lawyer or LLP to practice after termination of the relationship, except an agreement concerning benefits upon retirement; or

(b) an agreement in which a restriction on the lawyer's or LLP's right to practice is part of the settlement of a client controversy.

Rule 7.3. Solicitation of Clients

(a) [NO CHANGE]

(b) A lawyer shall not solicit professional employment by live person-to-person contact when a significant motive for the lawyer's doing so is the lawyer's or law firm's pecuniary gain, unless the contact is with a:

(1) lawyer;

(2) person who has a family, close personal, or prior business or professional relationship with the lawyer or law firm;

(3) person who routinely uses for business purposes the type of legal services offered by the lawyer; or

(4) an LLP.

COMMENT [NO CHANGE]

Rule 8.3. Reporting Professional Misconduct

(a) A lawyer who knows that another lawyer has committed a violation of the Rules of Professional Conduct or that an LLP has committed a violation of the LLP Rules of Professional Conduct that raises a substantial question as to that lawyer's or LLP's honesty, trustworthiness or fitness as a lawyer or LLP in other respects, shall inform the appropriate professional authority.

(b) – (c) [NO CHANGE]

COMMENT [NO CHANGE]

Rule 8.4. Misconduct

It is professional misconduct for a lawyer to:

(a-1) violate or attempt to violate the Rules of Professional Conduct, knowingly assist or induce another to do so, or do so through the acts of another;

(a-2) knowingly assist or induce an LLP to violate the LLP Rules of Professional Conduct, or do so through the acts of another;

(b) – (i) [NO CHANGE]

COMMENT [NO CHANGE]

Amended and Adopted by the Court, En Banc, November 16, 2023, effective immediately.

By the Court:

**Monica M. Márquez
Justice, Colorado Supreme Court**