

**Bankruptcy Bar Association for the Southern District of Florida
Proposed By-Law Changes**

January 2001

Dear Member:

In December 2000, the By-Laws Committee recommended and the Board of Directors approved the following changes to the Association's By-Laws. The additions and deletions are hereby submitted to you and will be voted upon at the January 25, 2001 General Membership Meeting to be held at the Riverside Hotel in Fort Lauderdale beginning at 7:00 p.m. The By-Laws of the Association require the proposed changes to be adopted if approved by an affirmative vote by the majority of all members present and voting.

- I. Add language to Article 5 Section 3, which describes the term and number of directors. Currently, the Board contains eight director seats and a candidate need only be a member of the Association. The proposed revisions will provide for two additional seats commencing in 2001. In order to qualify for the first new seat, the candidate must practice primarily in the Broward Division of the Southern District. In order to qualify for the second new seat, the candidate must practice primarily in the West Palm Beach Division. Moreover, the changes provide that two current at-large seats will become restricted seats. The seat presently occupied by Lisa J. Chaiklin Aflalo will become open in 2002. In order to run for this seat in 2002, a candidate must practice primarily in the West Palm Beach Division. The seat presently occupied by Mariaelana Gayo-Guitan will become open in 2003. In order to run for this seat in 2002, a candidate must practice primarily in the Fort Lauderdale Division.

Deletion Article 5: Term and Succession Section 3(a)
The eight elected Directors at Large shall serve staggered terms of three years each, with two or three Directors at Large elected each year.

Addition Article 5: Term and Succession
The ten elected Directors shall serve staggered terms of three years each, with two or three Directors at large elected each year.

Deletion Article 5: Term and Succession Section 3(b)
As of the date of passage of these By-Laws, there are six elected Directors at Large whose terms expire as follows:

1988 - One
1989 - Two
1990 - Three

As a transition, there shall be elected in the year 1988 three Director at Large for a three-year term expiring in 1991. In 1989, there shall be elected two Directors at large for three-year terms expiring in 1992. In 1990, there shall be elected three Directors at Large for three-year terms expiring in 1993.

Addition Article 5: Term and Succession Section 3(b)

As of the date of passage of these By-Laws, there are eight elected Directors at large whose terms expire as follows:

2001 - 2

2002 - 3

2003 - 3

As a transition, there shall be elected in the year 2001, four Directors for a three year-term expiring in 2004. Two of the seats shall be at Large. The third seat shall be converted to a Fort Lauderdale Division seat and, on a permanent basis, may be filled only by a member who practices primarily in the Fort Lauderdale Division. The fourth seat shall be converted to a West Palm Beach Division seat and, on a permanent basis, may be filled only by a member who practices primarily in the West Palm Beach Division. In addition, one of the seats to be elected in year 2002 shall be converted to a West Palm Beach Division seat and one of the seats to be elected in year 2003 shall be converted to a Fort Lauderdale Division seat. A member is deemed to practice primarily in the Division in which the candidate individually maintains his or her primary office.

2. Add language to Article 3, which describes membership in the Association, to provide for law student affiliate membership.

Addition

Law students enrolled at any accredited or provisionally accredited law school may become non voting members of the Association. A single law student representative from each accredited or provisionally accredited law school may be appointed by the President to serve as a liaison to the Board of Directors. Affiliate law student members shall receive invitations to all Association functions. The Board of Directors shall determine the amount of annual dues, which may differ from the amount set for members.

3. Modify Article 8, which describes Legislative Committee, to provide that, like the Chairpersons of all standing and special committees not specifically designated by the By-Laws, the President of the Association shall appoint the chair of the Legislative Committee. Presently, the By-Laws provide that this committee is chaired by the 1st Vice President.

Deletion

Article 8: Committees, Section 6(d)

The First Vice-President shall chair the Legislative Committee.

4. Add language to Article 8, Section 6(b) to provide that the 1st Vice President shall chair the Public Relations, Publicity and Newsletter Committee. This Committee is responsible for writing, editing, and publishing a monthly bulletin. At present, no particular officer is designated to serve as the Committee's chair.

Addition Article 8, Section 6(b) (to be added at the end of the paragraph describing the function of this Committee)
The 1st Vice President shall chair the Committee.

5. Add language to Article 8, Section 6(a) to provide that the Committee on Meetings and Programs shall assume responsibility for identifying and soliciting speakers at general membership meetings.

Addition Article 8, Section 6(a) (to be added at the end of the paragraph)
The Committee is responsible for identifying and soliciting speakers at general membership meetings.

6. Add language to recognize that the Association may retain a part time professional manager to assist the Board in managing the affairs of the Association. Laura Silverman presently serves as the Association's professional manager and maintains the membership database and coordinates programs at general membership meetings.

Addition Article 16: Professional Manager
The Board may retain a part time professional manager who will maintain the membership database, assist the Committee on Meetings and Programs in coordinating programs at general membership meetings, and perform such other functions as directed by the President.

On behalf of the Board and the By-Laws Committee, I encourage you to vote in favor of the foregoing amendments which we believe effectively updates the By-Laws which were initially adopted on February 11, 1988 and subsequently amended on April 29, 1992. We look forward to seeing you at the January 25, 2001 General Membership Meeting.

Very truly yours,

Thomas M. Messana, President

DEC. 5. 2000 2:46PM
Dec 04 00 09:15a

MARIONETTE OFFICE
Michael S. Sudwick, P.A.

NO. 775
(305) 577-8110

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Bankruptcy Bar Association Proposed By-Laws Revisions Ballot

1. Additional Board Seats

Current Provision:

Currently, the board contains eight director seats. A candidate running for an open director seat may practice primarily in any of the Southern District's three Divisions.

Proposed Revisions:

(1) In 2001, two additional seats will be added. In order to qualify for the first new seat, the candidate must practice primarily in the Broward Division of the Southern District. In order to qualify for the second new seat, the candidate must practice primarily in the West Palm Beach Division.

(2) The seat presently occupied by Lisa J. Chaiklin Azaio will become open in 2002. In order to qualify to run for this seat in 2002, the candidate must practice primarily in the West Palm Beach Division.

(3) The seat presently occupied by Mariaelena Gayo-Guitan will become open in 2003. In order to qualify to run for this seat in 2003, the candidate must practice primarily in the Broward Division.

(4) A candidate running for any other open director seat may have his or her primary practice in any of the three Divisions of the Southern District.

2. Non Attorney Associate Membership

Current Provision:

All members of the Association must be members of the Florida Bar.

Proposed Revisions:

Non members of the Florida Bar may become associate members of the Association. The annual fee will be the same as that for members. Associate members may not serve as officers or directors. Associate members will be invited to all Association functions, including but not limited to dinner meetings and the annual retreat.

Alternative Proposed Revision:

Panel trustees who are not members of the Florida Bar may become associate members of the Association. The annual fee will be the same as members. Associate members may not serve as officers or directors. Associate members will be invited to all Association functions, such as dinner meetings and the annual retreat.

FROM :

FAX NO. : 9547263492

May. 08 2006 09:29AM P32

DEC. 3, 2000 2:47PM

MARSHALLS

NO. 776

P. 3/5

Dec 04 00 08:15a

Michael S. Blawieck, P.A.

(305) 577-8118

P. 4

3. Law Student Associate Membership

Current Provision:

All members of the Association must be members of the Florida Bar.

Proposed revision:

Individuals enrolled as full time law students at St. Thomas University, Nova University, or the University of Miami may become Associate Law Student Members of the Association. A single representative may be appointed to serve as a liaison to the Board and may attend Board meetings. Associate Law Student Members will receive invitations to all Association functions. The annual dues shall be \$_____.

4. Legislative Committee

Present Provision:

The 1st Vice President shall chair the Legislative Committee.

Proposed Revision:

The President of the Association shall appoint the chair of the Legislative Committee.

5. Continuing Education Committee

Present Provision:

The Committee is responsible for devising a plan to improve the quality and standards of continuing legal education for the members of the bankruptcy bar and bench.

Proposed Revisions:

The Continuing Legal Education Committee shall be abolished.

An Annual Retreat Committee shall be created to be co-chaired by the President and President-Elect.

A University of Miami Seminar Committee shall be created to be chaired by an individual appointed by the President.

A Brown Bag Seminar Committee shall be created to be co-chaired by three individuals, one from each Division.

6. Computer Committee

Present Provision:

There is no Computer Committee.

FROM :

FAX NO. :9547263492

May. 08 2006 09:29AM P33

DEC. 5. 2000 2:47PM

MARLBOROUGH DISTRICT

NO. 776

P. 4/5

DATE 04 00 05:15a

Michael S. Budwick, P.A.

(305) 577-8118

P. 5

Proposed Revision:

A Computer Committee shall be created to be chaired by an individual to be appointed by the President. The Committee shall be make recommendations to the Board relative to the Association's internet website and assist the President in operating and maintaining the website.

7. Mediation Committee

Present Provision:

There is no Mediation Committee.

Proposed Revision:

A Mediation Committee shall be created to be chaired by an individual to be appointed by the President. The Committee shall be make recommendations to the Board relative to the function of Court appointed mediators.

8. Committee on Public Relations, Publicity and Newsletter

Present Provision:

The Committee is responsible for writing, editing, and publishing a monthly bulletin. The Committee is responsible for identifying and soliciting speakers at general membership meetings.

Proposed Revision:

The 1st Vice President shall chair the Committee on Public Relations, Publicity and Newsletter. The Committee on Meetings and Programs shall be responsible for identifying and soliciting speakers at general membership meetings.

9. Committee on Public Relations, Publicity and Newsletter

Present Provision:

The Public Relations, Publicity and Newsletter Committee is responsible for writing, editing, and publishing a monthly bulletin. No particular officer is designated to serve as the Committee's chair.

Proposed Revision:

The 1st Vice President shall chair the Committee on Public Relations, Publicity and Newsletter.

10. Professional Manager

Present Provision:

No specific provision recognizes the function of a professional manager.

FROM :

FAX NO. :9547263492

May. 08 2006 09:30AM P34

DEC. 5, 2000 2:48PM

144 WHITE DRIVE

Dec 04 00 09:18a

Michael S. Budwick, P.A.

(305) 577-0177

P.5/5.B

Proposed Revision:

The Board may retain a part time professional manager to assist the Board in managing the affairs of the Association. The part time professional shall maintain the membership database, assume the duties of the Committee on Meetings and Programs and coordinate programs at general membership meetings.

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