

FROM :

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BYLAWS
OF
THE BANKRUPTCY BAR ASSOCIATION OF THE
SOUTHERN DISTRICT OF FLORIDA, INC.
ADOPTED FEBRUARY 11, 1988
AS AMENDED
APRIL 29, 1992

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BYLAWS
OF
THE BANKRUPTCY BAR ASSOCIATION OF THE
SOUTHERN DISTRICT OF FLORIDA, INC.

ARTICLE 1: NAME, SEAL, EMBLEMS,
REGISTERED OFFICE AND AGENT

1. The name of this corporation not for profit shall be "Bankruptcy Bar Association of the Southern District of Florida, Inc.", and it may also be known as The Bankruptcy Bar Association of the Southern District of Florida (hereinafter referred to as the "Association").
2. The official seal of this Association shall be inscribed "Bankruptcy Bar Association of the Southern District of Florida", year of its creation, "SEAL," "Florida," and shall contain the words "corporation not for profit."
3. The use of the seal, or any official symbol or emblem shall be determined and approved by the Board of Directors.
4. The registered office of the Association shall be located within the State of Florida, and shall be the office of the Secretary unless another office is specifically designated by the Board of Directors. The Secretary shall be registered agent unless another agent is specifically designated by the Board of Directors.

ARTICLE 2: PURPOSES

The purposes of this Association shall be as set out in Article Three of the Amended Articles of Incorporation of this Association as they exist of record with the office of the Florida Secretary of State.

ARTICLE 3: MEMBERSHIP

1. The qualifications for membership in this Association shall be as set out in Article Four of the Amended Articles of Incorporation of this Association as they appear of record with the Florida Secretary of State.
2. Membership in this Association is limited to those natural persons who meet all of the qualifications of membership set out in Article Four of the Amended Articles of Incorporation, who complete a membership application; by the Board of Directors, and who pay the annual membership dues set by the Board of Directors for the current year. Upon receipt of a completed membership application

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and payment of the full amount of the annual dues, the Secretary shall add such person to the membership list; provided, however, that no person added to the membership list after April 1 shall be eligible to hold an office to be filled in that election or to vote in that election. The term of membership shall commence on January 1st of each year.

3. Forty-Five (45) days after receipt of the membership application and payment of annual dues, the Secretary shall certify the new member as eligible to stand for election to office and vote in all Association elections.

4. The Board of Directors may confer Honorary Membership upon any natural person by affirmative Resolution, and an Honorary Member shall neither pay dues nor vote in any Association election.

5. Pursuant to Fla. Stat. Ann. § 617.10(1), the Association hereby delegates to the Board of Directors all powers contained therein not inconsistent with the other provisions of these Bylaws or Fla. Stat. Ann. § 617.041(4).

ARTICLE 4: OFFICERS

1. There are established as the officers of the Association (1) President, (2) President-Elect, (3) First Vice-President, (4) Second Vice-President, (5) Secretary, and (6) Treasurer.

(a) President. The President is the chief executive officer of the Association. The President shall be the official representative of the Association for all purposes, unless another officer is designated by the Board of Directors or these Bylaws.

(i) Duties of President. The President shall chair all meetings of the Association and of the Board of Directors. Except for those officers designated as chairpersons by these Bylaws, the President shall appoint the chairpersons of all standing committees of this organization no later than seven (7) days prior to the date he assumes office, and all chairpersons so appointed shall serve terms identical to that of the President. The President may terminate the appointment of any chairperson appointed by him with or without cause at any time, and may appoint a replacement for any terminated chairperson.

(b) President-Elect. The President-Elect shall automatically succeed to the office of President upon the expiration of the incumbent's term of office. Should the

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office of President-Elect become vacant for any reason, the office shall remain vacant until the next regular election of the Association, at which time the general members shall elect a President and a President-Elect.

(i) Duties of President-Elect. The President-Elect shall assist the President in all of the President's duties to the extent the President deems this necessary. The President-Elect shall assume the duties of the President when the President is temporarily absent, ill, or disabled for the duration of such absence, illness or temporary disability. The President-Elect is an ex officio member of all standing and special committees of the Association with the exception of the Elections Committee and shall coordinate the operation of all standing and special committees, shall communicate with all committee chairpersons on a regular basis with respect to the operations of each committee, and prior to each regular meeting of the Board of Directors, shall collect a report from the chairperson of each standing committee of the organization and transmit the collected reports to the Board of Directors at each regularly scheduled meeting. Any chairperson may, upon request, personally report to the Board of Directors at any of its meetings. The President-Elect shall perform such other duties as the Board of Directors may from time to time specifically assign. The President-Elect shall be responsible for the filing of the annual report of the Association with the Florida Secretary of State, for assuring that the records of the Florida Secretary of State with respect to the Association are accurate and current, and for assuring that the Association remains in good standing with the Florida Secretary of State for the current year. The President-Elect shall take whatever actions may be necessary to maintain the not-for-profit status of the Association in cooperation with the other officers of the Association.

(c) First Vice-President. The First Vice-President shall succeed to the office of President for the balance of the President's term in the event the President resigns,

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dies, becomes permanently unable to serve for any reason, or is removed from office. The First Vice-President shall chair the Legislative Committee.

(d) Second Vice-President. The Second Vice-President shall succeed to the office of First Vice-President in the event the office of First Vice President becomes vacant for any reason. The Second Vice-President shall chair the Membership Committee, and shall be responsible, in cooperation with the Membership Committee, for new member recruitment and assimilation. The Second Vice-President shall serve as parliamentarian at all general meetings of the Association. Pursuant to Fla. Stat. Ann. § 617.041(2), the Second Vice-President shall maintain a current membership book of the names and addresses of all members of the Association in consultation with the Secretary or the Treasurer, shall ascertain from the Treasurer the identity of all members of the Association delinquent in the payment of dues, and after ten (10) days written notice to all delinquent members, shall purge the membership book of the Association of all delinquent members by April 1 of that year. The membership list of the Second Vice-President shall be the master membership list of the Association, and in the event of any dispute with respect to membership in the Association for all purposes, including elections, the membership book maintained by the Second Vice-President, as properly purged, shall control decisions and contests. On April 15 of each year the Second Vice-President shall provide a current copy of the master membership list to all members of the Board of Directors, to the Elections Committee, to all candidates for office, and to any member who requests a copy in writing. The Second Vice-President shall also maintain a membership list of Honorary Members of the Association, who shall be exempt from payment of dues, but shall not be privileged to vote in any elections of the Association.

(e) Secretary. The Secretary is custodian of all non-financial records of the Association, and is responsible for compliance with the provisions of Fla. Stat. Ann. § 617.041(2).

(i) Duties of Secretary. The Secretary shall

1) Take careful and authentic notes of the proceeds of the meetings as a basis for preparing the minutes;

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- 2) Prepare and certify the correctness of the minutes and enter them in the official minute books;
- 3) Read the minutes to the Association for correction and approval;
- 4) Enter any corrections approved by the members in the minute book and initial them;
- 5) Record and attest by signature the approved minutes as the official minutes of the Association, with the date of approval;
- 6) Provide the President with the exact wording of a pending motion or of one previously acted on;
- 7) Maintain a list of members in consultation with the First Vice-President and call the roll when directed by the President;
- 8) Issue all certificates of membership as may be required by Fla. Stat. Ann. § 617.011(1);
- 9) Read all papers, documents, or communications as directed by the President;
- 10) Bring to each meeting the minute book, a copy of the Articles of Incorporation and Bylaws, a list of the members, a list of standing and special committees, and a copy of the parliamentary authority adopted by the Association;
- 11) Search the minutes for information requested by officers or members;
- 12) Assist the President before each meeting in preparing a detailed agenda;
- 13) Preserve all non-financial records, reports, and official documents of the Association;
- 14) Prepare and send required notices of meetings and proposals;
- 15) Provide the chairperson of each special committee with a list of committee members, a copy of the

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motion referring the subject to the committee, and instructions and other documents that may be useful;

16) Provide the chairperson of each standing committee with a copy of all proposals referred to it, instructions, or material that may be useful;

17) Authenticate official documents by signature;

18) Carry on the official correspondence of the Association as directed, except correspondence assigned to other officers;

19) After assumption of office by newly elected officers or directors of the Association, the Secretary shall provide each newly elected officer or director with a correct copy of the Articles of Incorporation and Bylaws of the Association.

In addition to these duties, the Secretary shall be responsible for calling attention to actions in the minutes that have not been carried out, and keeping a file of all reports submitted, a correspondence file, and a file of adopted policies and procedures. The Secretary is responsible for calling attention to deadlines and the dates for taking certain actions, especially with respect to elections.

The Secretary shall give notice of all general meetings of the membership, of the Board of Directors, and of officers in writing no less than ten (10) days prior to the date of such meeting. Said notice shall reasonably describe any business to be transacted at said meeting. The Secretary shall, in cooperation with the President, be responsible for maintenance of all records of the Association, and shall keep duplicate copies of the membership list maintained by the Second Vice-President; and duplicate copies of the minutes of all meetings of the standing committees. The Secretary shall assist the Second Vice-President in maintaining a current list of the names, addresses and telephone numbers of all members of the Association, of all members of the Board of Directors, and of all officers of the Association. The Secretary shall maintain the permanent archives of the Association which shall include the minutes of all the meetings, correspondence, reports and records of the officers, Board of Directors, and committees, all records of historical importance, and such other records as shall become the property

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of the Association. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors.

(f) Treasurer. The Treasurer is the standing chairperson of the Budget Committee, and is custodian of all financial records and funds of the Association. The Treasurer is responsible for the collection, safekeeping, and expenditure of all funds of the Association, and for keeping an accurate financial record. The Treasurer shall collect and disburse funds only as directed by law, these Bylaws, or the Board of Directors. The Treasurer lacks authority to borrow money, pay out funds, or issue checks except as authorized by the Board of Directors or consistent with the budget approved by the Board of Directors. The Treasurer shall briefly report on the finances of the Association at each meeting of the Board of Directors, and shall perform all other duties as may from time to time be prescribed by the Board of Directors.

ARTICLE 5: TERM AND SUCCESSION

1. Term of Officers. Each officer shall serve a one-year term commencing on July 1st of each year.

2. Succession of Officers. The President may not succeed to the office of President or President-Elect. The President-Elect may not succeed to the office of President-Elect. Other officers of the Association may succeed themselves in office, provided that no officer or director of the Association may hold more than one office of the Association at any one time.

3. Term of Directors

(a) Directors shall assume office on July 1st of the year their election is certified, and shall serve until their term expires. The eight elected Directors at Large shall serve staggered terms of three years each, with two or three Directors at Large elected each year. Officers of the Association, with the exception of the President, shall serve for a one-year term coinciding with their term as officers. At the expiration of the term of office, any Director at Large may be reelected.

(b) Transition. As of the date of passage of these Bylaws, there are six elected Directors at Large whose terms expire as follows:

1988 - One

1989 - Two

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1990 - Three

As a transition, there shall be elected in the year 1988 three Directors 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.

ARTICLE 6: BOARD OF DIRECTORS

1. Administration. Responsibility for the property, business, affairs and activities of the Association is hereby vested in a Board of Directors consisting of fifteen (15) voting directors. The voting Board of Directors shall be comprised of the President, President-Elect, the First Vice-President, the Second Vice-President, the Secretary, the Treasurer, the immediate past President, and eight elected Directors at Large. All past Presidents of the Association other than the immediate past President shall be ex officio non-voting members of the Board of Directors, and shall be considered current members of the Board of Directors for all purposes except for the establishment of a quorum. The Board of Directors is the governing body of the Association, with supervisory power over all committees, members, officers, and directors performing any function for the Association.

2. Duties, Responsibilities, and Powers. The Board of Directors shall manage the affairs of the Association and shall devise and implement such measures as it deems proper and expedient to promote the purposes of the Association and the interest and welfare of the members. The Board of Directors has full power to act for the Association between general meetings of the Association, and all powers which may vest in a corporation not for profit pursuant to Fla. Stat. Ann. §§ 617.021, 617.026, and 617.10 are hereby delegated to the Board of Directors, subject only to the other provisions of these Bylaws, the rights of the membership granted under these Bylaws, the Articles of Incorporation of the Association, and the parliamentary authority governing the Association.

3. Meetings of the Board. Regular meetings of the Board of Directors shall be held bimonthly at such times and places as the Board shall determine. Special meetings of the Board may be called by the President or by any three members of the Board after reasonable written notice consisting of not less than ten (10) days. Notice of such special meetings shall specify the purpose of such meeting and the business to be conducted at such meeting.

4. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation or otherwise, and the person or procedure for filling the vacancy is not otherwise specified in these

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Bylaws, it shall be filed without undue delay by a majority vote by secret ballot of the remaining members of the Board. The person so chosen shall hold office until the next regular election at which time the remainder of the unexpired term shall be filled by election by the general membership of the Association.

ARTICLE 7: MEETING

1. (a) The Association shall have a general meeting of the members not less than annually at which time all newly elected officers and members of the Board of Directors shall be introduced to the membership, all appointments of chairpersons of committees shall be announced to the membership, and the Treasurer shall report on the financial condition of the Association. The President shall report to the Association on plans for the upcoming year, shall entertain questions from any members of the Association at that time, and shall, if necessary, present any proposed amendments to the Bylaws or Articles of Incorporation of the Association to the general membership for its approval.

(b) Notice of the annual meeting shall be given not less than thirty (30) days prior to the scheduled date to all members in good standing of the Association. Such notice shall contain a statement of all business to be conducted at the meeting.

2. **Regular Meetings of the Association.**

(a) Regular meetings of the Association may be held upon written notice given not less than ten (10) days in advance of said meeting. Said notice shall contain a statement of the business to be conducted at said meeting. At a regular meeting of the Association, the usual order of business shall be as follows:

- (i) Call to order.
- (ii) Reading, correction, approval, or disposition of minutes
of previous meetings.
- (iii) Reports of Officers.
- (iv) Reports of standing committees.
- (v) Reports of special committees.
- (vi) Unfinished business.
- (vii) New business.

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(viii) Announcements.

(ix) Adjournment.

(b) If there is no objection, the chairperson of the meeting may change the order of business; if objection is raised, a majority of the members present and voting must authorize any variation from the regular order of business.

(c) Special meetings of the Association may be called upon written or telephonic notice to all members. The written or telephonic notice given shall specify the specific items of business to be transacted at the special meeting, and no special meeting shall cover any items other than those given in the notice.

ARTICLE 8: COMMITTEES

1. Standing Committees. There are created the following standing committees of the Association:

- (a) Committee on Meetings and Programs.
- (b) Committee on Public Relations, Publicity and Newsletter.
- (c) Committee on Memorials, Resolutions and Awards.
- (d) Legislative Committee.
- (e) Elections Committee.
- (f) Committee on Continuing Legal Education.
- (g) Membership Committee.
- (h) Committee on Bylaws Revision.
- (i) Court and United States Trustee Liaison Committee.
- (j) Liaison Committee With Other Bar Associations.
- (k) Pro Bono Committee.
- (l) Budget Committee.

2. Special Committees. After approval by the Board of Directors, the President may constitute such Special Committees as may be necessary to advance the purposes of the Association, and shall appoint the chairpersons of such committees with the consent of the Board of Directors. Such Special Committees shall exist for the term of the constituting President, and shall expire at the expiration of the term of office of the constituting President, unless the President-Elect, with the consent of the Board of Directors, reconstitutes the Special Committee at the inception of the term of office as President.

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3. Appointment of Committee Chairpersons. The Chairpersons of all standing and special committees shall be appointed by the President seven (7) days prior to the inception of the term of office, except that the officers of the Association designated to chair a standing committee under these Bylaws shall be deemed to have assumed the chair of such committee upon assumption of office. The members of each committee shall be appointed by its chairperson to the extent not prohibited by these Bylaws.

4. Minutes of Committee Meeting. The chairperson of each committee shall appoint a secretary who shall keep minutes of the meetings and activities of said committee. Prior to each regular meeting of the Board of Directors, the chairperson of each standing committee, and each special committee shall summarize the actions of said committee in the form of a report to be presented to the Board of Directors. Said report shall be delivered to the President-Elect and maintained by the Secretary in the permanent archives of the Association.

5. President-Elect as Coordinator of All Standing and Special Committees. The President-Elect shall be an ex-officio member of every standing and special committee, except the Elections Committee, and may call a meeting of any committee, except the Elections Committee.

6. Duties and Responsibilities of Standing Committees. The duties and responsibilities of the standing committees are as follows:

(a) The Committee on Meetings and Programs is responsible for arranging, organizing, and scheduling all of the meetings of the Association in consultation with the Officers and Board of Directors, and for the planning and implementation of all programs presented at all meetings, and for any other activities which may benefit, educate, stimulate, interest or entertain the members of the Association.

(b) The Committee on Public Relations, Publicity and Newsletter

(i) The Committee is responsible for devising methods, techniques, programs, and publicity designed to increase the understanding of the general public of the calling and responsibility of the organized bar, the operation of the legal system, the role of the legal community and individual lawyers in the legal system and in the community at large in order to foster a more harmonious relationship between the legal community and the community at large for the improvement of the system of justice and the uplift of the community.

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(ii) This Committee shall identify and solicit speakers from the membership of the Association, the legal community at large, and the public at large to discuss questions of interest to the Association, and where appropriate, to invite the public at large to hear such speakers. Finally, the Committee may, as necessary, arrange for public forums and meetings to discuss questions of general interest both to the Association and the public at large.

(iii) The Committee is responsible for writing, editing, and publishing a monthly bulletin containing news of interest to the membership of the Association, including all scheduled activities of the Association, changes in bankruptcy practice and procedure in the Southern District of Florida, news or information about the courts, the office of the United States Trustee, or about any practitioners of general interest to the membership, or any matters requested by the President or Board of Directors.

(c) The Committee on Memorials, Resolutions and Awards is responsible for notifying all members of significant milestones in the careers of members of the bankruptcy bench or bar, including the death of a member, or the receipt by a member of a special award or honor. The Committee may also note any special event of significance to the membership of the Association. The Committee shall report all such deaths, events, awards, or honors to the membership at large by appropriate means, and shall recommend to the Board of Directors whatever resolutions, commendations, or other awards or honors may be necessary or appropriate under the circumstances. The Committee shall consult with the other standing Committees of this organization in making such recommendations. Upon approval by the Board of Directors, the Committee shall create the appropriate memorial, testimonial, award or honor for presentation to the recipient at an appropriate ceremonial occasion.

(d) The First Vice-President shall chair the Legislative Committee. The Legislative Committee is responsible for reviewing, revising, drafting, or analyzing any legislation which may be necessary to the proper administration of the bankruptcy laws of the United States or for proper support of those persons who serve the bankruptcy

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court in any capacity. The Committee may, after approval by the Board of Directors, take such actions as it deems appropriate to support or oppose legislation in the area of bankruptcy law or administration consistent with the not-for-profit status of the Association. The Committee may analyze the form and substance of any legislation proposed by any member of the Association or the Association itself, and shall review and analyze all rules and regulations governing local practice promulgated or proposed by the bankruptcy judges, the United States Trustee, the United States District Court, the United States Court of Appeals for the Eleventh Circuit, or the Supreme Court of the United States. The Committee may also, when appropriate, arrange for witnesses at legislative hearings when it shall be in the interests of the Association as defined by the Board of Directors to do so.

(e) The Elections Committee is responsible for organizing, overseeing and supervising all aspects of the nomination and election of Officers and Directors at Large of the Association. This Committee shall ensure that the process of nomination and election of all Officers and Directors of this Association occurs in an impartial, fair, timely and proper fashion consistent with these Bylaws and applicable law. This Committee shall consist of three (3) members elected annually by the Board of Directors, such members to be neither officers, directors standing for election, nor candidates for elective office of the Association. No member of a firm or relative of a candidate standing for election shall be a member of the elections committee. The Elections Committee is responsible for preparing and mailing all nominating petitions, election ballots, for giving notice of all upcoming elections in a timely fashion, for supervision and control of the election process, for assuring the integrity of the petitions and ballots distributed, for distribution of all petitions and ballots only to members eligible to vote, for election security, for collection and counting of ballots, and for certification of the results of election.

(f) The Committee on Continuing Legal Education is responsible for devising a plan to improve the quality and standards of continuing legal education for the members of the bankruptcy bench and bankruptcy bar. This Committee shall study and recommend such standards as may be necessary to improve both moral fitness and professional competence of the members of the bankruptcy bar, and shall recommend to

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the Board of Directors for its approval a plan for the improvement both of moral fitness and of professional competence of all members of the bankruptcy bench and bar, as well as a plan for the implementation, by rule or legislation, of required continuing legal education and education in government and those disciplines which undergird the legal profession and the system of justice. The Committee shall coordinate its efforts with those of the Florida Bar, the American Bar Association, the courts, and any other organization dedicated to the improvement of the moral fitness and professional competence of the bench and bar.

(g) The Committee on Membership is responsible for identifying, recruiting and assimilating new members in this Association, and for devising techniques for improving participation in all activities and meetings of this Association. The Second Vice-President of the Association shall chair this Committee.

(h) The Bylaws Committee is responsible for the analysis and study of the existing Bylaws and Articles of Incorporation of this Association, and shall recommend to the Board of Directors such changes and improvements in the Bylaws and Articles of Incorporation of this Association as it may deem necessary or appropriate from time to time. The President shall appoint a voting Director-at-Large to chair this Committee.

(i) The Court and United States Trustee Liaison Committee is responsible for devising methods and procedures, in cooperation with the bankruptcy bench, the bankruptcy court clerk and the office of the United States Trustee, to improve the administrative and judicial operations of the bankruptcy court, the office of the United States Trustee, the office of the bankruptcy court clerk, and the smooth and efficient operations and relationships between the various organizations which are involved with bankruptcy administration, bankruptcy litigation, and bankruptcy practice.

(j) The Liaison Committee With Other Bar Associations shall monitor the activities and programs of other bar associations, shall, where appropriate, coordinate the activities of this Association with those of other bar associations, shall plan joint activities with other bar associations where necessary or appropriate, and shall undertake a program, in cooperation with the Committee on Public Relations. Publicity and Newsletter, to inform other bar associations of the existence and activities of the Association. This Committee shall contact the Florida Bar, the Dade County Bar, the

SHOULD SAY
ANY DIRECTOR
DO WE WANT
THIS REQUIRMENT

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American Bar Association, the Commercial Law League, the Federal Bar and all other bar associations with any program relevant to the administration of the bankruptcy laws of the United States as necessary to promote a greater understanding of the legal and practical aspects of the operations of the bankruptcy court. The chairperson of this Committee shall serve as the Association's designated representative to the American Bar Association.

(k) The Pro Bono Committee is responsible for creating a plan under which the members of this Association may participate in the provision of legal assistance and counsel to persons unable to afford legal representation. The Committee shall coordinate its efforts with those of other bar associations and their provision of pro bono legal services, and, in coordination with the Committee on Memorials, Resolutions and Awards, shall establish an appropriate Award by this Association to any person showing exceptional commitment to the pro bono program and to the provision of legal services to those unable to afford such services. The Committee shall define and establish standards of need for those seeking free legal services in coordination with other bar associations with pro bono legal programs, and shall devise techniques for such fund raising or staffing as may be necessary to support this program.

(l) Budget Committee. The Budget Committee shall supervise and direct the preparation of a proposed annual calendar year budget for presentation to the Board of Directors on or before October 15th of each year to be effective January 1st of the following calendar year. The Treasurer shall chair the Budget Committee. At the inception of the term of office of the President, the Treasurer shall solicit budget requests for the upcoming year from the officers, directors and the chairperson of each standing committee and special committee. The officers, directors and the chairpersons of the standing committees and special committees shall prepare budget requests for the upcoming calendar year, which budget request shall be submitted to the Treasurer no later than the August scheduled meeting of the Board of Directors. The Treasurer shall then prepare, in consultation with this Committee and after review of all budget requests, a proposed annual budget for the Association which shall be presented to the Board of Directors for approval at the next regularly scheduled meeting. Pursuant to Fla. Stat. Ann. § 617.10(3), the Association hereby delegates to the Board of Directors power to

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review said proposed budget, to make such modifications as it may deem necessary, and to approve said modified budget, adjusting and fixing such regular or special membership dues as may be necessary to pay the projected expenses of the Association and balance the budget. No officer, director or member of the Association shall spend the funds of the Association except in conformity with the approved budget, and no officer, director or members shall incur expenses outside the budget to the credit of the Association in excess of \$500.00 without the express approval of the Board of Directors at a regularly scheduled meeting.

(i) Immediately upon approval of the Budget by the Board of Directors, the Treasurer, in consultation with the Secretary, shall assess the membership of the Association for the dues approved by the Board of Directors for the upcoming year, including in said assessment notice of the amount of dues so fixed, notice of the date after which dues become delinquent, notice that the dues are an indebtedness to the Association collectible by due course of law, and requesting payment within 30 days of the date of said assessment pursuant to Fla. Stat. Ann § 617.10(3).

ARTICLE 9: ELECTIONS

1. Time and Method of Nominating.

(a) On or before February 15, the Second Vice-President shall prepare and mail to the Elections Committee, the Secretary, and each member of the Association who requests it in writing, a list of the members as shown by the Second Vice-President's master membership list. At the same time, the Secretary shall mail to all members a nominating petition drafted by the Elections Committee which shall list the vacancies of offices to be filled, state the deadline by which such nominations must be received, and state the name and address to which the nominating petition is to be sent upon completion. The signatures of five (5) regular members in good standing of the Association on the nominating petition and spaces provided therefor shall nominate any regular member in good standing for any office which the member would be qualified to hold if elected. Nominating petitions must be mailed or delivered to the members of

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the Elections Committee designated to receive them by the time specified thereon which shall be not later than March 15. At least one nominating petition must bear the signature of the person nominated, thereby expressing that person's willingness to be nominated for such office.

(b) A person nominated for more than one office shall be notified and must withdraw that person's nomination from all but one office by written instructions to the Elections Committee.

(c) In the event that no member is nominated, in accordance with the provisions of subparagraph (a) to stand for election to any office to be filled, then the Elections Committee by April 1, shall place upon the election ballot a single candidate for each office for which no member was nominated. The nomination of a member by the Committee shall be made only upon the nominee's receipt of at least two (2) votes of the members of the Committee and with the proposed nominee's written consent.

2. Time and Method of Election

(a) Only members in good standing as determined by the Second Vice-President in consultation with the Secretary and Treasurer as of April 1, may vote or stand for election to any office or directorship in the Association. Immediately upon making this determination, the Second Vice-President shall forward a list of those members in good standing as of the specified date to the Elections Committee, all officers and directors of the Association, all candidates for office, and any member who requests a photocopy of the list in writing.

(b) All elections shall be by secret ballot. The Elections Committee shall prepare and approve the form of the ballot to be used. The ballot shall contain the names of those qualified candidates duly nominated by the membership or the Elections Committee, shall contain a blank space for write-in votes, shall specify the deadline by which the ballot must be received by the Elections Committee to be counted, including the name and address of the member of the Elections Committee designated to receive all ballots. The election ballot shall contain an authenticating mark or seal devised by the Elections Committee to authenticate said ballot but permitting the voter to remain anonymous. Accompanying the ballot shall be an envelope also bearing a seal or other authenticating mark of the Elections Committee, but otherwise permitting the voter to

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remain anonymous. The ballot shall also contain specific instructions to the voter informing him that his marked ballot should be placed in the enclosed envelope provided by the Elections Committee, which envelope in turn should be placed in an envelope marked with the name of the voter. The envelope should be returned to the member of the Elections Committee designated to receive all ballots.

(c) On April 15, the Secretary shall mail one election ballot to each member in good standing as determined by the Second Vice-President as of April 1.

3. Return of Ballots.

(a) Ballots may be returned to the designated member of the Elections Committee by any method, provided that no ballots shall be accepted for counting after 5:00 p.m. on the date set for election. The counting of such ballots shall be held no earlier than 5:30 p.m. on the date set for election.

(b) The date set for election shall be May 15th.

4. Tabulation of Ballots.

(a) On the date designated for tabulation of the ballots beginning no earlier than 5:30 p.m., the members of the Elections Committee shall congregate at the office of the member of the Elections Committee designated to receive all ballots. Each candidate for office may appear in person or designate one representative to observe the count. The Elections Committee shall first count all envelopes received, shall open all envelopes and remove the enclosed envelopes, and shall place the marked envelopes to one side, preserving them until the count is completed and the results certified. The Elections Committee shall then count all authentic ballots. If a question arises as to the authenticity of any ballot, it shall be set aside uncounted until the count of all undisputedly valid ballots is completed. One member of the Elections Committee shall read aloud the vote for each contested office ballot by ballot until the tabulation is completed, while a second member of the Committee observes the count to insure accuracy, and the third member of the Committee tabulates the count in writing. The first member shall then read the count ballot by ballot for the next office until that count is completed in the same fashion, and proceed seriatim until the tabulation for all offices has been completed. While counting the votes, there shall be silence except for the

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reading of the names. If there is a possible error, any member of the Elections Committee may stop the tabulation and verify the vote before the count continues.

5. Legality of Ballots.

(a) A mistake in voting for a candidate for one office does not invalidate the vote for candidates for other offices on the same ballot.

(b) A technical error, such as misspelling, or using a cross instead of a check, does not invalidate a ballot if the intent of the voter is clear.

(c) A torn or defaced ballot is valid if the intent of the voter is clear.

(d) Blank ballots or votes for ineligible persons are counted as illegal ballots.

(e) If several nominees for equal offices are voted for in a group, a ballot containing fewer votes than the number of positions to be filled is valid, but a ballot containing votes for more than the number of positions to be filled is illegal for all the positions.

(f) If the results of the count made by the Elections Committee do not check, a recount must be made. If more ballots have been cast than there are members entitled to vote, and the results of the elections could have been affected by the extra ballots, or if there has been any substantial violation of the right of members to vote in secret, the vote must be retaken. If there are minor errors which could not change the result of the election, a vote need not be retaken.

6. Report of Elections Committee.

(a) The Elections Committee shall report the results of the election in writing to the Secretary. Such written report shall constitute certification of the results of election to the Secretary and shall include (i) the number of qualified voters; (ii) the number of legal ballots cast; (iii) the number of illegal ballots rejected; (iv) the legal votes cast for each candidate for each office; and (v) the illegal votes cast, if any. The members of the Elections Committee shall sign the report which they shall deliver as soon as possible to the Secretary. The report must account for all ballots cast, both legal and illegal. If any ballots or votes are rejected as illegal, the number must be reported and the reasons for rejection must be given. The number of votes received by each candidate and the number of write-in votes for any member, qualified or unqualified, must be included in the report. Upon receipt of the report of the Elections Committee,

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the Secretary shall publicly announce only the names of those persons elected, declaring them elected. All ballots, tally sheets, and records shall be delivered to the Secretary who shall keep them safely until the time for protest or contest of the election has expired, or until any protest or contest of election is concluded.

7. Vote Necessary to Elect.

(a) When a candidate receives a majority of the legal votes cast for a single office, that candidate is elected.

(b) When a candidate receives a plurality of the legal votes cast and there are more than two candidates for a single office, the plurality candidate is elected.

8. Contest of Election.

(a) Any candidate may file a written protest with the Chairman of the Elections Committee within five (5) days after the announcement of the results of election by the Secretary. The written protest shall contain the grounds for the protest stated with sufficient particularity to enable the Elections Committee to fairly evaluate the merits of said protest. The grounds for challenging an election shall include permitting ineligible persons to vote, violating the procedure set out in these Bylaws, that procedures or actions during the election were unauthorized or illegal, that there was negligence in conducting the election; and that these violations could have changed the result of the election. The Elections Committee shall consider the written protest immediately upon receipt, and within five (5) days of receipt shall make written findings of fact and a written determination as to the merits of the protest. If the Elections Committee finds the protest to be valid, then it shall immediately so report to the Board of Directors and initiate a second election for the office involved in the protest upon thirty (30) days notice to all candidates for that office. If the Elections Committee finds the protest to be without merit, then the aggrieved candidate may appeal the decision of the Elections Committee within five (5) days to the Board of Directors in writing. Within seven (7) days of receipt of the written appeal, the Board of Directors shall meet, shall receive whatever evidence the Elections Committee and the aggrieved candidate wish to present to it, and shall make a final determination as to the grounds for the protest. Said determination shall be final.

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9. Time. In determining any time or date prescribed by these Bylaws, if the time or date shall fall on a Saturday, Sunday or legal holiday, then the time or date shall be extended to the end of the next day which is neither a Saturday, Sunday or legal holiday.

ARTICLE 10: QUORUM

1. Meetings of Association. Twenty-five (25) members in good standing shall constitute a quorum for any meeting of the general membership of the Association.
2. Meeting of Board. Nine (9) members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. In the absence of the President and President-Elect, the quorum present may choose one of its members to chair the meeting. The Second Vice-President shall serve as parliamentarian at all meetings of the Board of Directors.

ARTICLE 11: DISCIPLINE AND EXPULSION OF MEMBERS

1. Grounds for Discipline and Expulsion.
 - (a) On or before March 1 of each year the Secretary, in consultation with the Second Vice-President and Treasurer of the Association, shall send written notice to all members who are delinquent for nonpayment of dues, of their delinquency and shall inform them that unless payment is received no later than March 30, they will be ineligible to cast a ballot or to stand for election to any office or directorship in the annual elections, and will be expelled from the Association as delinquent pursuant to Fla. Stat. Ann. § 617.10(3). On April 1 of each year, the Second Vice-President, in consultation with the Secretary and Treasurer, shall expel all members who remain delinquent in the payment of dues at such time despite receipt of said notice by purging the master membership list of their names and addresses. Upon receipt of a new membership application and payment of the annual dues, any expelled member may be reinstated, but shall be ineligible to vote or stand for election to any office or directorship in any election held within sixty (60) days of the date of reinstatement.
 - (b) Any officer or director absent from three (3) consecutive regular meetings of the Board of Directors without prior written notice of his intended absence to the

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Secretary, shall be deemed to have resigned his office, which shall be declared vacant and filled as provided in these Bylaws upon resignation of that officer or director.

ARTICLE 12: PARLIAMENTARY AUTHORITY

1. The current edition of Robert's Rules of Order governs this Association in all parliamentary situations that are not provided for in the Articles of Incorporation or Bylaws of this Association.

2. Robert's Rules of Order governs proceedings at all meetings of the Board of Directors, of the membership, and of Committees of this Association unless suspended by a two-thirds majority of all members present and voting.

3. No officer, director or member may vote by proxy, although at meetings at which one or more officers, directors, or members are in attendance by telephone conference call or similar method, the officer, director or member may participate in any voice vote.

ARTICLE 13: PROVISION FOR ADOPTION

1. These Bylaws may be adopted by a majority vote of all members in good standing present and voting at any annual or regular meeting of the membership of the Association, or at any special meeting called for that purpose. The Secretary shall mail a photocopy of the text of the proposed revision together with notice of the meeting to all members in good standing, at least ten (10) days prior to such meeting.

ARTICLE 14: AMENDMENTS TO BYLAWS

1. Any member may propose amendments to the Bylaws by motion at any regular meeting of the members of the Association. The movant shall provide a written copy of the proposed amendment to the Secretary, who shall immediately refer it to the Bylaws Committee for a report to the members as to the effect of the proposed amendment and a recommendation as to whether the proposed amendment should be approved, amended, or rejected no later than the next regularly scheduled meeting of the members. After hearing the report of the Bylaws Committee, the members present and voting shall immediately consider the motion for amendment. The Secretary shall enclose a copy of the proposed

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amendment in the notice to all members of the regularly scheduled meeting at which the amendment is to be considered.

2. Affirmative vote by a majority of all members present and voting shall cause the adoption of the amendment.

3. Any proposed amendment should be stated in such language that, if adopted, it may be incorporated directly into the Bylaws.

ARTICLE 15: AMENDMENT OF ARTICLES OF INCORPORATION

1. The power and procedure to amend the Articles of Incorporation shall be as set out in Fla. Stat. Ann §§ 617.016, 617.017, 617.018, and 617.019 provided that written notice of any motion to amend the Articles of Incorporation shall be given to all proposed members in good standing no less than ten (10) days prior to the date scheduled for consideration of such proposal, and a true and exact copy of the full text of all proposed amendments shall be included in said notice.

THESE BYLAWS WERE ADOPTED BY THE GENERAL MEMBERSHIP ON FEBRUARY 11, 1988.

ATTEST:

John W. Kozyak, President

D. Jean Ryan, Secretary