

BYLAWS  
OF  
THE JACKSONVILLE BANKRUPTCY BAR ASSOCIATION, INC.  
As amended on April 16, 2008

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BYLAWS  
OF  
THE JACKSONVILLE BANKRUPTCY BAR ASSOCIATION, INC.

ARTICLE 1:  
NAME, SEAL, REGISTERED OFFICE AND AGENT

1. Name. The name of this corporation not for profit shall be "The Jacksonville Bankruptcy Bar Association, Inc." (hereinafter referred to as the "Association").

2. Seal. The Board of Directors shall provide a suitable seal for the Association, which shall be in circular form, which shall contain the following inscription: "Non-Profit Corporation" in the center thereof, and in the perimeter thereof, "The Jacksonville Bankruptcy Bar Association, Inc."

3. Registered Office and Agent. The registered office of the Association shall be located at 50 North Laura Street, Jacksonville, Florida 32202 until another office is specifically designated by the Board of Directors. John B. Macdonald shall be registered agent until another agent is specifically designated by the Board of Directors.

ARTICLE 2:  
PURPOSES

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

ARTICLE 3:  
MEMBERSHIP

1. Qualifications. The qualifications for regular membership in the Association shall be as set out in Article Four of the Articles of Incorporation of the Association as they appear of record with the Office of the Florida Secretary of State.

2. Admission. Regular Membership in the Association is limited to those natural persons who meet all of the qualifications for membership set out in Article Four of the Articles of Incorporation, who complete a membership application approved 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 and payment of the full amount of the annual dues, the Vice President shall add such person to the regular membership list.

3. Honorary Members. 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. The term of Honorary Membership shall continue until revoked by the Board of Directors.

4. Powers. Pursuant to Fla. Stat. §617.0801, 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. §617.0302.

ARTICLE 4:  
OFFICERS

1. Offices. The following are established as the offices of the Association: (i)

Chairman, (ii) President, (iii) Vice President, (iv) Secretary, and (v) Treasurer.

(a) Chairman. The Chairman shall preside over all meetings of the Board of Directors in the absence of the President and shall be an ex officio member in all standing committees.

(b) President. The President is the chief executive officer of the Association. The President shall preside over all meetings of the Board of Directors. 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. The President shall chair all meetings of the Association. Except for those officers designated as chairpersons by these Bylaws, the President shall appoint the chairpersons of all standing committees of this organization. The President may terminate the appointment of any chairperson appointed by the President with or without cause at any time, and may appoint a replacement for any terminated chairperson.

(c) Vice-President. The Vice-President shall succeed to the office of President for the balance of the President's term in the event the President resigns, dies, becomes permanently unable to serve for any reason, or is removed from office. After assumption of office by newly elected officers or directors of the Association, the Vice-President shall provide each newly elected officer or director with a correct copy of the Articles of Incorporation and Bylaws of the Association.

(d) Secretary. The Secretary is custodian of all non-financial records of the Association other than the membership list. The Secretary 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 Secretary 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.

(i) The Secretary shall

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

(2) Prepare and certify the correctness of the minutes and enter them in the official minute book;

(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 Vice-President and call the roll when directed by the President;

(8) Issue all certificates of membership as may be directed by the Board of Directors;

(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 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.

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. Such notice shall reasonably describe any business to be transacted at the meeting. The Secretary shall, in cooperation with the President, be responsible for maintenance of all records of the Association. The Secretary shall assist the 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 of the Association. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors.

(e) Treasurer. The Treasurer is the 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. Pursuant to Fla. Stat. §617.0601(4)), the Treasurer shall maintain a current membership book of the names and addresses of all members of the Association in consultation with the Secretary., shall ascertain 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 exactly forty-five (45) days prior to the next general election of the Association. The membership book of the Treasurer shall be the master membership list of the Association, and in the event of any dispute with respect to the membership in the Association for all purposes, including elections, the membership book maintained by the Treasurer, as properly purged, shall control all decisions and contests. Thirty (30) days prior to any general election, the Treasurer shall provide a current copy of the master membership list to all members of the Board of Directors, to the Membership, Membership and Elections Committee, to all candidates for office, and to any member who requests a copy in writing. The Treasurer shall also maintain a membership list of Honorary Members of the Association, who shall be exempt from payment of dues, but who shall not be privileged to vote in any elections of the Association.

ARTICLE 5:  
TERM OF OFFICERS AND DIRECTORS

1. Term of Officers. Each officer shall serve a one year term commencing on July 1st of each year, except that the initial officers shall serve until June 30, 1992.

2. Term of Directors. The initial Directors shall serve until June 30, 1992. Thereafter, Directors shall assume office on July 1st of the year their election is certified, and shall serve until their term expires. The six (6) elected Directors at Large

shall serve one-year terms. All officers of the Association shall serve as a Director 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.

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 eleven (11) Directors. The Board of Directors shall be comprised of the Chairman, the President, the Vice-President, the Secretary, the Treasurer, and six (6) elected Directors at Large. 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 shall act as the Board of Trustees provided for by Article VII, section 1 of the Articles of Incorporation. 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. §§ 617.0302 and 617.0303 are hereby delegated to the Board of Directors, subject only to the other provisions of 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 at such times and places as the Board of Directors shall determine. Special meetings of the Board of Directors may be called by the Chairman, the President, or by any two (2) members of the Board of Directors. 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 and any office by death, resignation, or otherwise, and the person or procedure for filling the vacancy is not otherwise specified in these Bylaws, it shall be filled without undue delay by a majority of the remaining members of the Board of Directors. The person so chosen shall hold office until the next regular election.

#### ARTICLE 7: MEETINGS

##### 1. Annual Meeting.

(a) The Association shall have an annual meeting of the members in the month of July as determined by the Board of Directors 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 committee 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 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 and Special Meetings of the Association. Regular and special 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 and no 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) Meetings, Programs, and Continuing Legal Education Committee;
- (b) Membership and Elections Committee;
- (c) Publications and Newsletter Committee; and
- (d) Court, United States Trustee, and Clerk Liaison

2. Special Committees. 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. 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.

3. Appointment of Committee Chairpersons. The Chairpersons of all standing and special committees shall be appointed by the President. The members of each committee shall be appointed by its chairperson to the extent not prohibited by these Bylaws; provided, however, each standing committee shall have at least one liaison

member from the Board of Directors.

4. Minutes of Committee Meetings. The chairperson of each committee shall appoint a secretary who shall keep minutes of the meetings and activities of the 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 the committee in the form of a report to be presented to the Board of Directors. Such report shall be delivered to the President and maintained by the Secretary in the permanent archives of the Association.

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

(a) The Meetings and Programs and Continuing Legal Education Committee 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. It is also responsible for devising a plan to improve the quality and standards of continuing legal education for the members of the bankruptcy bench and the bankruptcy bar.

(b) The Membership and Elections Committee 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 the Association. It is also responsible for organizing, overseeing, and supervising the procedural aspects of the election of officers and the Directors at Large of the

Association.

(c) The Publications and Newsletter 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. The Committee is also responsible for writing, editing, and publishing a periodic newsletter 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 Middle 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 the Board of Directors.

(d) The Court, United States Trustee, and Clerk Liaison Committee is responsible for devising methods and procedures in cooperation with the Bankruptcy Judge, the Office of the Bankruptcy Court Clerk, and the Office of the United States Trustee, to improve the administration and operations of the bankruptcy court and the relationship between the local bankruptcy bar and the court. The Committee shall monitor the activities and programs of other bar associations and shall, where appropriate, coordinate the activities of this Association with those of other bar associations, and shall undertake a program to inform other bar associations of the existence and activities of this Association.

ARTICLE 9:  
ELECTIONS

1. Time and Method of Nominating.

(a) The President shall succeed to the office of Chairman each year. The Vice-President shall succeed to the office of President each year. The Vice-President, Secretary, Treasurer, and six (6) Directors at Large shall be elected each year at a meeting of the Association scheduled by the Board of Directors in the manner provided in these Bylaws. The Chairman shall appoint a Nominating Committee which shall consist of three (3) members of the Association who shall nominate a then active member of the Association for each of the positions of Vice President, Secretary, Treasurer, and six (6) Directors at Large. The Vice-President of the Association must have served previously as an officer or Director of the Association. Other nominations for these positions may be made by any three (3) members in good standing of the Association who file with the Secretary of the Association at least ten (10) days prior to the election meeting a petition setting forth the names of any such nominees, and the Secretary of the Association shall forthwith notify the other officers of the Association of such nominations.

(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 Vice-President.

(c) In the event that no member is nominated within forty-five (45) days of the date of mailing the nominating petition by the members of the Association in accordance with the provisions of subparagraph (a) to stand for election to any office to

be filled, then the Membership and Elections Committee shall place upon the election ballot one or more candidates for each office for which no member was nominated. The nomination of a member by the Membership and Elections 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) At the election meeting of the Association, nominations for the positions to be elected shall not be permitted unless the nominations shall have been made in the manner provided in these Bylaws. If there are contested positions, the election for such positions shall be by secret ballot. The date set for the election meeting shall be established by the Board of Directors, but shall not be later than June 30. Ballots cast at the election shall be tabulated by the Membership and Elections Committee. The candidate who receives the highest number of votes cast for an office shall be elected. The six (6) nominees receiving the highest number of votes for the Director at Large positions shall be elected. In the event of a tie vote for any office or for a position as a Director at Large, the new Chairman shall choose which candidate is to serve.

4. Report of Membership and Elections Committee. The Membership and 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.

5. 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.

ARTICLE 10:  
QUORUM

1. Meetings of Association. Ten (10) members in good standing shall constitute a quorum for any meeting of the regular membership of the Association.

2. Meetings of Board of Directors. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. In the absence of the Chairman, the President and the Vice-President, the quorum present may choose one of its members to chair the meeting. The 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) No later than two (2) months prior to the next scheduled annual election of officers and Directors of the Association, the Secretary, in consultation with the 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 forty-six (46) days prior to the date scheduled for the annual elections of the Association, 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. 56 17 .10 ( 3 ) .

Forty-five (45) days prior to the scheduled annual elections, the 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 forty-five (45) 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 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. Robert's Rules of Order. 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. Suspension of Rules. 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. Methods of Participation at Meeting. 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:  
AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed by the Board of Directors at any meeting for which notice of such proposed amendment or repeal has been given as provided herein.