

FEDERAL BAR ASSOCIATION  
BANKRUPTCY SECTION  
BYLAWS

**ARTICLE I: Name and Establishment**

The name of this organization is the Bankruptcy Section (hereinafter, "Section") of the Federal Bar Association (hereinafter, "Association"). The Section is established under Article VIII of the Association's Constitution. The Section is governed by the Association's constitution (the "Association's Constitution"), the Association's bylaws (the "Association's Bylaws"), and these bylaws ("Bylaws").

**ARTICLE II: Purpose**

The purpose of this Section shall be as follows: to further the Association's objectives, as set forth in the Association's Constitution; to support and educate professionals with an interest in bankruptcy and insolvency law; and to serve and assist each chapter and circuit of the Association by developing and implementing programs, publications, and activities involving bankruptcy and insolvency law. These programs, publications and activities shall also serve to promote membership in the Association and the Section.

**ARTICLE III: Membership and Dues**

The Section shall have three classes of membership: Active, Associate, and Honorary.

**Section 1: ACTIVE MEMBERSHIP.** Any active member of the Association who is in good standing (as defined by the Association's Bylaws and as reported by the National Headquarters) and any honorary member of the Association shall be eligible for active membership in the Section and shall be enrolled as an active member upon payment of the annual Section dues. No person who has been expelled by the Association may be a Section member unless such person is reinstated by the Association.

**Section 2: ASSOCIATE MEMBERSHIP.** Any associate member of the Association in good standing (as defined by the Association's Bylaws and as reported by the National Headquarters) shall be eligible for associate membership in the Section and shall be enrolled as an associate member upon payment of the annual Section dues. Associate members of the Section shall not be eligible to hold Section office nor shall they be eligible to vote on Section business.

**Section 3: HONORARY MEMBERSHIP.** Any member of the Association may be made an honorary member of the Section upon approval by a majority of the Section's Executive Committee at a meeting of the Executive Committee, and upon notification by the Section's Secretary to the Association's Executive Director. Honorary Section members shall be exempt from the payment of Section dues. Honorary Section members who are active or honorary members of the Association shall have full rights and privileges of Section membership. Honorary Section membership status shall continue automatically as long as the member is in

good standing with the Association, unless the status as an honorary member of the Association expires or 75% of the Section's Executive Committee votes for termination of the honorary status. No new honorary memberships may be issued by the Section if the number of then existing honorary members exceeds 10% of the number of active Section members.

**Section 4: DUES.** The amount of dues shall be established by the Section's Executive Committee. Section dues for active and associate Section members shall be collected annually at the same time Association dues are collected. In the event that a majority of the Executive Committee votes to change the amount of Section dues, the Section's Secretary shall immediately notify the Association's Executive Director of any changes to amount of Section dues. Unless otherwise described, dues changes shall become effective no earlier than sixty (60) days from (i) the date of notification to the Executive Director and (ii) approval by the Association's Board of Directors. In the event that the Executive Committee does not vote to modify the dues amount during the fiscal year, the Section dues shall be the same amount as the previous fiscal year.

**Section 5: TERMINATION OF SECTION MEMBERSHIP.** A Section member whose annual Section dues have not been received at the National Headquarters within ninety (90) days after dues have expired for the prior year shall have their membership lapse and cease to be a Section member at the close of business on the 90th day. A lapsed membership may be reinstated upon payment of current dues. Section membership is immediately terminated if a member is expelled from the Association pursuant to the Association's Bylaws. A member may also resign his or her membership at any time.

#### **ARTICLE IV: Section Leadership**

**Section 1: OFFICERS.** Only active and honorary Section members in good standing are eligible to serve as officers. The Section officers shall be the Chair, Chair-Elect, Treasurer, Secretary, and the Immediate Past-Chair. These officers plus Members-at-Large shall constitute the Section's Executive Committee. The Chair or Chair-Elect may not serve as Treasurer simultaneously. Section officers shall stem from at least three different federal circuits.

**Section 2: TERM OF OFFICE.** Each Section officer and Member-at-Large shall serve a term of office that is two FBA fiscal years, which commences and concludes on the dates described in the Association's Bylaws. No person shall serve as Chair for more than one term without interruption. The Section Executive Committee may apply to the Association's Executive Committee for permission to allow the Section Chair to serve longer than one term without interruption.

**A. Chair.** The Chair is the chief executive officer of the Section. The Chair presides at all Section meetings and Executive Committee meetings. The Chair represents the Section at Association meetings, including Association National Council meetings. The Chair shall cause the Association and the Section membership to be informed of Section activities and shall perform such other functions which support the purpose of the Section. The Chair is responsible for reporting Section activity and the State of the Section annually, to be printed in the *Federal Lawyer*, or by such other means identified by the Association. The Chair is

authorized to appoint committee chairs to further the mission of the Section, as set forth in these Bylaws.

**B. Chair-Elect.** The Chair-Elect shall assist the Chair in such manner and to such extent as the Chair may request. The Chair-Elect shall preside at meetings in the absence of the Chair. In the case that the Chair resigns, is removed by the Section or the Association, or is temporarily unable to serve in the office, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or for the duration of the temporary disability. The Chair-Elect automatically assumes the position of Chair upon the expiration of the Chair's term.

**C. Immediate Past Chair.** The Immediate Past Chair shall perform such duties as may be assigned by the Chair, including serving as a Committee chair.

**D. Treasurer.** The Treasurer shall periodically report on the financial income of the Section to the Executive Committee and the Association. The Treasurer shall participate in the planning and budgeting of the Section, including any Section activity.

**E. Secretary.** The Secretary shall ensure the existence of a quorum before a duly-noticed meeting proceeds. The Secretary shall issue notices of all Section and Executive Committee meetings, shall accurately record the minutes of those meetings, and timely transmit those minutes to the Executive Committee. Following transmission of the minutes to the Executive Committee, the Secretary shall, upon the Chair's approval, submit the minutes of Section meetings to the Association. The Secretary shall perform such other record-keeping and correspondence functions as requested by the Chair or the Executive Committee, including serving as a Committee chair. At the end of the term, the Secretary shall transmit a copy of the last meeting's minutes over which the Secretary presided to the incoming Secretary and to the Association.

**Section 3: MEMBERS-AT-LARGE.** There shall be no more than 15 Members-at-Large. Members-at-Large shall participate in Executive Committee meetings and shall assist in furthering the objectives of the Executive Committee and the Association, as set forth in Article II of these Bylaws. Members-at-Large shall stem from at least three different federal circuits.

**Section 4: PROGRESSION OF OFFICER POSITIONS UP THE LEADERSHIP LADDER.** Subject to nominations made pursuant to Sections 4 and 5 below, the progression of officers shall be in the following order: The Chair-Elect shall assume the position of Chair; the Treasurer shall assume the position of Chair-Elect; and the Secretary shall assume the position of Treasurer.

#### **Section 5: NOMINATIONS OF OFFICERS**

**A. Nominations by Nominating Committee.** The Nominating Committee shall nominate one or more candidates for each office for which an officer will not be moving up the ladder or for which there is a vacancy due to resignation or termination. All nominations shall be made sufficiently in advance of the expiration of the officers' terms to allow for the nomination by membership petition, notice of nominations to the full membership, and voting. The notice of the Nominating Committee containing information about the current officers slated

to move up the leadership ladder and regarding the possibility of nomination by Section membership petition shall be submitted to the membership not later than sixty days prior to the election. Notice may be mailed or electronically transmitted or published in the Section newsletter.

**B. Nominations By Petition.** Members seeking a term as officer may in all instances be nominated by petition, regardless of whether the office being sought is or will be vacant. Nomination by membership petition shall consist of signatures of at least five (5) Section members submitted to the Section Secretary in accordance with any guidelines set forth in the notice regarding nomination by petition sent to the Section membership. At least thirty (30) days' notice of the deadline for submitting nominations by membership petition shall be given. Notice may be mailed or electronically transmitted or published in the Section newsletter.

#### **Section 6: NOMINATIONS OF MEMBERS-AT-LARGE**

**A. Nominations by Nominating Committee.** The Nominating Committee shall nominate one or more candidates as Members-at-Large. All nominations shall be made sufficiently in advance of the expiration of the Member-at-Large's terms to allow for the nomination by membership petition, notice of nominations to the full membership, and voting. The notice of the Nominating Committee containing information about the current and proposed Members-at-Large shall be submitted to the membership not later than sixty (60) days prior to the election. Notice may be mailed or electronically transmitted or published in the Section newsletter.

**B. Nominations by Petition.** Members seeking a term as Member-at-Large may in all instances be nominated by petition, regardless of whether there are any vacant Member-at-Large positions. Nomination by membership petition shall consist of signatures of at least five (5) Section members submitted to the Section Secretary in accordance with any guidelines set forth in the notice regarding nomination by petition sent to the Section membership. At least thirty (30) days' notice of the deadline for submitting nominations by membership petition shall be given. Notice may be mailed or electronically transmitted or published in the Section newsletter.

**Section 7: ELECTIONS.** The ballot may be distributed to the Section membership by mail, electronic transmission, or published in the Section newsletter. There shall be at least twenty-one (21) days between the date of mailing or electronic transmission of the ballot and the date the ballot is to be returned for consideration. Unless otherwise stated on the ballot, all ballots are to be submitted to the Association staff person assigned to the Section for tabulation. The deadline for returning the ballots shall appear in bold face type on the ballots.

**Section 8: CERTIFICATION OF ELECTIONS.** Following each Election, the Secretary shall submit the Election results to the Association for certification by no later than August 1<sup>st</sup> of the following fiscal year.

**Section 9: REMOVAL OF THE CHAIR.** The Section Chair is subject to removal from office for good cause shown, including, but not limited to, knowingly engaging in conduct designed to overthrow the constitutional form of government in the United States, or knowingly assisting in such conduct; disbarment by any State, Federal, or Tribal court; knowingly engaging in any conduct in violation of the Association's Constitution or By-laws; or for neglect of duty or

gross dereliction of the responsibilities of Chair. Any removal proceeding shall follow and comply with the due process limitations set forth in the Association's Constitution, for the expulsion of any member, and shall be conducted by the Association's Board of Directors.. The Chair shall have the right to appeal the decision of the National Council to the Association.

### **ARTICLE V: Executive Committee**

**Section 1: COMPOSITION.** There shall be an Executive Committee composed of the Section officers and Members-at-Large who are elected by the Section membership.

**Section 2: POWERS AND FUNCTIONS.** The Executive Committee shall be vested with the powers and duties necessary for the administration of the Section activities consistent with the Association's Constitution and bylaws. Among its functions are:

1. Establishing the Section dues;
2. Recommending changes to the Section's committee structure to the Association's Board of Directors;
3. Approving the annual budget; and
4. Setting the time and place of the Section annual meeting.

**Section 3: PROCEEDINGS.** A majority vote of Executive Committee members present at a duly noticed meeting shall be required for passage of any business before the Executive Committee. In the event that a quorum is not present at a duly noticed meeting, business items passed at the meeting must be ratified at a later date by a majority of the entire constituted Executive Committee. The Chair may electronically transmit or send by e-mail the item of business for ratification, provided that the ratification solicitation occur within five business days following the duly noticed meeting and Executive Committee members have four business days to respond. At the conclusion of the ratification period, the Chair shall communicate to the Secretary the result of the ratification vote for inclusion in the official minutes of the relevant meeting.

**Section 4: MINUTES.** The Executive Committee proceedings shall be recorded by the Secretary or other Executive Committee member so designated at the meeting. The minutes shall record at a minimum the date, the commencement and adjournment time of the meeting, the names of those members present, the substance of each motion presented, and the vote passing or defeating the motion.

### **ARTICLE VI: Committees**

**Section 1: STANDING COMMITTEES.** The Section shall have the following Standing Committees:

**A. Membership.** This Committee is responsible for studying, proposing, promoting and implementing programs and activities to promote, develop, maintain and increase Section membership and membership retention.

**B. Chapters Liaison.** This Committee is responsible for liaising with the chapters and coordinating cooperative programs and initiatives and keeping the chapters informed of Section activities.

**C. Continuing Legal Education/Programming.** This Committee is responsible for developing, scheduling, and planning continuing legal education programs related to bankruptcy and insolvency law, receptions and other events for the Section's membership, and working with and assisting chapters and circuits of the Association to develop and implement programs.

**D. Communications (Newsletter/Publications).** This Committee is responsible for ensuring regular publication of the Section newsletter and other publications that the Section may choose to undertake. The Committee is responsible for soliciting, contributing, writing, editing, and organizing content of Section publications. The Committee is responsible for heightening the Section's visibility within and without the Association, including, as appropriate promotion of Section and Association activities and programs and placement of Section news or comment in print, online, or broadcast media.

**E. Nominating.** The Nominating Committee is responsible for nominating candidates for the office of Chair-Elect, Secretary, Treasurer and Members-at-Large. In the event that the Chair-Elect is unable or unwilling to succeed the Chair, then the Committee shall also nominate the Chair from the possible candidates. The Nominating Committee should solicit applications for new officers after having provided a reasonable solicitation period.

**Section 2: AD HOC COMMITTEES.** The Section Chair, with the consent of the Executive Committee may establish such ad hoc Committees as deemed necessary and appropriate. Each ad hoc Committee shall expire and cease to exist annually on the date that is the end of the annual year in which the ad hoc committee was formed, unless, by majority vote of those present and voting, the Executive Committee agrees to extend its term.

**Section 3: SELECTION OF COMMITTEE LEADERSHIP.** Each Committee may have a Chair appointed by the Section Chair, with the approval of the Executive Committee, if not designated by these Bylaws. A committee can have as many as two Co-Chairs.

**Section 4: COMMITTEE MEMBERSHIP.** Section members can volunteer to serve on a Committee, with the Section Secretary keeping a roster of each committee's membership. The Section Chair shall be an *ex-officio* member of all Committees.

**Section 5: PUBLIC POSITIONS.** A Committee may not issue a public report or take a public position on an issue either in its own name or on behalf of the Section. All proposals for public report or positions shall be submitted to the Section's Executive Committee for consideration.

## **ARTICLE VII: Meetings**

### **Section 1: SECTION MEETINGS.**

**A. Scheduling.** Section membership meetings shall be scheduled by the Chair. There shall be at least one meeting of the Section membership during the fiscal year.

**B. Manner of Meeting.** Section meetings shall generally be conducted in-person, but the Chair shall have discretion to add other real-time means that are generally available to the membership.

**C. Amount of Notice of Meeting.** Any Section meeting shall be scheduled upon at least 30 days' notice to all Section members.

**D. Manner of Notice of Meeting.** The Section Secretary shall provide notice of the Section Meeting electronically to all Section members and is authorized to request that Association staff to transmit or mail such notice. All notices shall state the date, time, and location of or dial-in number for the meeting.

**E. Manner of Voting.** The means of voting on Section matters shall be in-person, electronic, or as otherwise specified in the Notice of Meeting provided that Section members are provided at least 30 days' notice prior to the close of voting. If votes are submitted electronically, there must be at least a quorum of members voting for or against the issue presented.

## **Section 2: EXECUTIVE COMMITTEE MEETINGS.**

**A. Scheduling.** The Executive Committee shall meet as needed, but no less frequently than quarterly, to carry out its powers, functions, and responsibilities,

**B. Manner of Meeting.** Executive Committee meetings may be held through any one of or any combination of the following means: in-person, telephonic, or video conference, as determined by the Chair

**C. Amount of Notice of Meeting.** Any in-person Executive Committee meeting shall be scheduled upon at least 30 days' notice to all Executive Committee members. Any Executive Committee meeting held telephonically or as otherwise permitted by these Bylaws shall be scheduled upon at least three (3) days' notice to all Executive Committee members.

**D. Manner of Notice of Meeting.** The Section Secretary shall give electronic notice to all Executive Committee members of meetings of the Executive Committee. The Chair, at his or her discretion, may also facilitate notice of a meeting. All notices shall state the date, time, and location of or dial-in number for the meeting.

**E. Manner of Voting.** The means of voting on Executive Committee matters shall be in-person, electronic, or as otherwise specified in the Notice of Meeting provided that Executive Committee members are provided at least 3 days' notice prior to the close of voting. If votes are submitted electronically, there must be at least a quorum of members voting for or against the issue presented.

**Section 3: REIMBURSEMENT.** The Association's *Policy No. 9-5; Section and Division Financial Management* is incorporated herein by reference.

**Section 4: RULES OF ORDER.** Meetings shall be conducted in accord with the following rules of order, in order of primacy: The Association's Constitution and Bylaws; These Bylaws; Standing resolutions passed by the Executive Committee; Limited resolutions passed by the Executive Committee; and Robert's Rules of Order

## **Section 5: QUORUM.**

**A. Section meeting.** Ten members constitute a quorum.

**B. Executive Committee meeting.** Five members constitute a quorum.

### **ARTICLE VIII: Public Positions**

The Section, in the name of or on behalf of the Association, may issue public reports, statements, or positions, or publically advocate positions (collectively hereinafter "Public Positions") on issues of concern to the Section, only with the prior approval of the Association's Board of Directors and only if those Public Positions generally reflect the views of the Section membership. Without the prior approval of the Association's Board of Directors, the Section may take Public Positions, only if such Public Positions is in the name of the Section only and not on behalf of the Association. In the event the Section takes any Public Positions, the Section shall report such action immediately to the Association's Secretary or the Sections and Divisions Coordinator.

### **ARTICLE IX: Programming and Endorsements**

**Section 1: PROGRAMS.** The Section shall sponsor a minimum of one (1) education program per fiscal year. Each program shall have a budget, setting forth the projected revenue and expenses. Such budget shall be approved by the both Chair and Treasurer at least forty-five days prior to the program date. All approved budgets for expenses over \$500 shall be forwarded to the Association at least thirty days prior to the program date

**Section 2: ENDORSEMENTS.** This Section shall not endorse any organization, or services not formally affiliated with the Association or accept outside funding or endorsement of Section programs or activities except upon receiving prior written approval by the Association's Section Coordinator. All monies received or to be received in connection with any sponsorship or endorsement of an activity or program shall be delivered to the Association for allocation to the Section.

**Section 3: CONTRACTS.** All contracts shall be approved by the Chair and signed by the Association Executive Director.

### **ARTICLE X: Fiscal Management**

**Section 1: ANNUAL BUDGET.** The Section shall develop and maintain an annual budget. The budget for the next fiscal year shall be approved by the Executive Committee in a timely manner so that it can be delivered to and received by the Association Section Coordinator at the Association headquarters by March 15 of the current fiscal year.

**Section 2: ACCOUNTING.** The Section shall use the Association's accounting department for the receipt of all revenue and the payment of all expenses.

**Section 3: EXPENSE REIMBURSEMENT.** To the extent not described in these Bylaws, the Section shall establish an expense reimbursement policy for the next fiscal year with each budget. In the event the Section does not adopt a policy with the budget, the policy in effect during the current fiscal year shall continue until changed. All reimbursement requests must be



submitted within sixty days of the conclusion of travel or the latter of the occurrence of the activity or the purchase of the item.

## **ARTICLE XI: Bylaws**

**Section 1: EFFECTIVE DATE.** These Bylaws shall be effective *nunc pro tunc* to September 15, 2015, following approval by the Association's National Council.

**Section 2: AMENDMENT.** These Bylaws may be amended at any regular meeting of the Section Executive Committee by a vote of 75% of the Executive Committee members present and voting, provided that each Executive Committee member shall be given at least fourteen days' notice of the meeting and the proposed amendment(s). The amendment(s) shall not become effective until approved by the Association's National Council.