

PROPOSED BYLAWS  
OF  
THE NORTHERN DISTRICT OF FLORIDA  
BANKRUPTCY BAR ASSOCIATION, INC.

ADOPTED SEPTEMBER 21, 2009

BYLAWS  
“THE NORTHERN DISTRICT OF FLORIDA  
BANKRUPTCY BAR ASSOCIATION, INC.”  
a Florida Not-for-Profit Corporation

ARTICLE 1: TITLE

This association shall be known as “The Northern District of Florida Bankruptcy Bar Association.”

ARTICLE 2: PURPOSES

The purpose of this Association shall be to promote professionalism and the competent practice of bankruptcy law through the presentation of an annual seminar on bankruptcy law and practice in the Northern District of Florida and such other mechanisms as the board may adopt from time to time.

ARTICLE 3: MEMBERSHIP

1. Membership in this Association is limited to those natural persons who:
  - a. Timely pay the annual membership dues set by the Board of Directors for the current calendar year, and
  - b. Remain members in good standing of the bar of the United States District Court for the Northern District of Florida.
2. Upon receipt of annual dues, the Secretary shall certify a new member as eligible to stand for election to office and vote in all Association elections. Dues may not be prorated. Membership dues not received within thirty (30) days of the date of the annual meeting of the Association shall be deemed delinquent and after ten (10) days’ written notice, the Secretary shall purge the roster of all delinquent members.
3. The Board of Directors may confer Honorary Membership upon any natural person. Honorary Members shall not pay dues or vote in Association elections.

#### ARTICLE 4: OFFICERS

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

2. Treasurer. The Treasurer shall be designated as President-Elect of the Association. Should the office of President become vacant for any reason, the President-Elect shall automatically succeed to the office of President. As President-Elect, the Treasurer shall assist the President as requested, and shall assume the duties of the President whenever the President is unable to act for any reason. As Treasurer, the President-Elect is custodian of all financial records and funds of the Association, responsible for the collection, safekeeping, and expenditure of all such funds. The Treasurer shall collect and disburse funds only as directed by law, these Bylaws, or the Board of Directors. The Treasurer shall not have the 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 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. In addition, the Treasurer shall:

a. File the annual report and any other documents required of the Association by the Florida Secretary of State or other governmental authority, and such other actions as may be necessary to maintain the not-for-profit and tax-exempt status of the Association;

b. Pursuant to Florida Statutes Section 617.041(2), maintain a current roster of all members of the Association; and

c. Issue any certificate of membership as may be required by Florida Statutes, Section 617.011 (1).

3. Secretary. The immediate past President of the Board shall act as Secretary of the Association. The Secretary shall:

- a. Keep Minutes of Association and Directors' Meetings;
- b. Authenticate official documents by signature and seal;
- c. Carry on the official correspondence of the Association as directed, except correspondence assigned to other officers; and
- d. Perform such other duties as prescribed by the Board of Directors.

#### ARTICLE 5: TERM AND SUCCESSION

1. Term of Officers. Officers are elected for a three-year term, serving one year as President-Elect/Treasurer, then succeeding to a one-year term as President, then succeeding to a one-year term as Past President/Secretary. An Officer's term commences immediately after election at the annual meeting of the Association.

2. Term of Directors. Each Director shall serve a three year term commencing immediately after election at the annual meeting of the Association. Terms shall be staggered, so that one Director of the Board will be elected each year, with two (2) officers elected in the third year.

3. 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 and Directors 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.

#### 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 seven (7) directors, three (3) of whom shall be the officers of the Association. One (1) Director shall practice law primarily in each of the Gainesville, Panama City, Tallahassee, and Pensacola Divisions of the United States Bankruptcy Court.

2. Powers. All powers which may vest in a not-for-profit corporation pursuant to Florida Statutes, Section 617.021, 617.026, and 617.10 are hereby delegated to the Board of Directors, subject only to any limitation in these Bylaws and the Articles of Incorporation of the Association.

3. Meeting of the Board. Meetings of the Board may be called by the President or any three members of the Board after reasonable written notice. Notice by email shall serve as written notice.

4. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the remaining members of the Board.

5. Negative notice as acceptance. Any matter raised and discussed in a Board meeting where a quorum is not present may be circulated for a vote by email to the Board. Failure to vote against the matter proposed may be counted as an affirmative vote in favor of the matter as presented.

## ARTICLE 7: ASSOCIATION MEETINGS

1. General Meetings. The Association shall have a general meeting of the members in the Fall of each year at which time officers and needed Directors shall be elected and any other business of the Association transacted. Prior to the general meeting, the retiring Board of Directors shall nominate a slate of officers and needed Directors. Additional nominations may be made from the floor of the general meeting. If additional nominations are made, first Directors and then officers shall be elected by secret ballot. Cumulative voting is prohibited.

In addition, the Treasurer shall report on the financial condition of the Association and the President shall report on plans for the upcoming year and entertain questions from members. Any proposed amendments to the Bylaws or Articles of Incorporation, and appointments of committees may be submitted for consideration. Notice of the general meeting shall be mailed to all members in good standing not less than twenty (20) days prior to the scheduled meeting date. Email notice shall be deemed sufficient for this notice.

2. Special Meetings. Special meetings of the Association may be called by the President, the Board of Directors, or any ten (10) members in good standing, upon ten (10) days written notice to all members in good standing. Email notice shall be deemed sufficient for this notice. Notice of a special meeting shall specify the items of business to be transacted, and no other business shall be transacted.

## ARTICLE 8: COMMITTEES

1. Special Committees. The President may appoint such Special Committees as may be necessary to advance the purposes of the Association, in consultation with the Board of Directors. Such Committees shall exist for the term of the appointing President.

## ARTICLE 9: QUORUM

1. Meetings of Association. Fifteen (15) members in good standing shall constitute a quorum for any meeting of the general membership of the Association.

2. Meeting of the Board. Four (4) 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.

## ARTICLE 10: PARLIAMENTARY AUTHORITY

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

2. Officers, Directors and members may not vote by proxy, but may attend any board, committee or membership meeting by telephone, and may participate in any discussion and voice vote.

## ARTICLE 11: OPEN MEETING AND RECORDS

All meetings, books and records of the Association shall always be open to any member in good standing.

ARTICLE 12: AMENDMENTS TO BYLAWS

1. These Bylaws may be amended by a majority vote of all members present and voting at a general meeting or at a special meeting called for that purpose.

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

3. Any proposed amendment shall be submitted in writing to the entire Board at least thirty (30) days before the annual meeting, and shall be circulated by the Board at least seven (7) days prior to a vote as set forth above.

ADOPTED BY THE BOARD OF DIRECTORS this \_\_\_\_ day of \_\_\_\_\_, 2009.

ATTEST: \_\_\_\_\_  
PRESIDENT

\_\_\_\_\_  
SECRETARY