

**AMENDED AND RESTATED BYLAWS**

**OF**

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

**ADOPTED MAY 20, 2022**

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**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**

As set forth in Article Three of the Amended and Restated Articles of Incorporation of the Association (hereinafter, the “Articles of Incorporation”), the purposes of this Association shall be as follows: to enhance the prestige of the practice of bankruptcy law; to elevate the ethical tone of the Bankruptcy Bar; to increase professional skills in the practice of bankruptcy law; to establish and maintain the respect of the general public for the legal professional involved

in the practice of bankruptcy law; to facilitate and encourage communication with the Bankruptcy Court, other courts before which bankruptcy lawyers practice, and the Florida and Federal Bar Associations so as to foster a more efficient administration thereof; to improve, encourage and foster cordial social and professional relationships among the members; to promote the education of the members of the Florida and Federal Bar Associations in the laws of Bankruptcy.

### **ARTICLE 3: MEMBERSHIP**

1. The qualification for membership in this Association shall be as set out in Article Four of the Articles of Incorporation 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 Articles of Incorporation, who complete a membership application 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 Secretary shall add such person to the membership list and such person shall be considered a "member in good standing" for such calendar year and shall remain a member in good standing for so long as such member satisfies the requirements for membership established hereunder and by the Board of Directors, including without limitation, the payment of membership dues for subsequent years. In the event that a member fails to pay annual dues on or before the annual membership renewal date, such member's membership shall be terminated and purged from the membership book as provided by Fla. Stat. Ann. § 617.0607 and in Article 4, Section (d) hereof and such member may be subject

to reinstatement or similar fees as may be determined by the Board of Directors. No person added to the membership list after April 1st (whether by new membership or reinstatement) shall be eligible to vote or to hold an office to be filled in any election held within sixty (60) days of the date of reinstatement.

3. The term of membership shall commence as of January 1st of each year.

4. Upon timely receipt of the membership application and payment of annual dues, a new member is eligible to stand for election to office and vote in all Association elections.

5. By unanimous affirmative resolution, the Board of Directors may confer Honorary Membership upon any natural person satisfying the requirements of Article Four of the Articles of Incorporation, and an Honorary Member shall neither pay dues nor vote in any Association election.

6. The Board of Directors may suspend, terminate, or permanently remove any member of the Association for cause upon a vote of not less than two-thirds of the Board of Directors, but only after notice and an opportunity for such member to submit a written response or appear before the Board of Directors. Notwithstanding the foregoing, as provided in Article Four of the Articles of Incorporation, a member shall be automatically expelled without notice upon suspension or disbarment by the Supreme Court of Florida or disbarment from practice before the U.S. District Court for the Southern District of Florida, provided that such former member may seek reinstatement or may re-join as a new member upon reinstatement by the Supreme Court of Florida and/or the District Court, as applicable.

7. Pursuant to Fla. Stat. Ann. § 617.0206, 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. § 617.0601.

8. Non-members of the Florida Bar, or members of the Florida Bar not meeting the requirements of Section A of Article Four of the Articles of Incorporation, may become non-voting associates of the Association. The Board of Directors shall determine the amount of the annual dues for associates, which may differ from the amount set for members. Associates may not serve as officers or directors. Associates shall receive invitations to all Association functions, including but not limited to dinner meetings and the annual retreat.

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

#### **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 30 days after the date he assumes office, and all chairpersons so appointed serve terms identical to that of the President. The President may terminate the appointment of any chairperson 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 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 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, dies, becomes permanently unable to serve for any reason, or is removed from office. The First Vice-President is an ex officio member of all standing and special committees of the Association with the exception of the Elections Committee, and shall liaise with the Bankruptcy Bar Foundation of the Southern District of Florida on behalf of the Association. The First Vice President shall be responsible for overseeing and coordinating the information technology resources of the Association including, without limitation, websites, databases, social media accounts, email lists, and such other resources as the Association may acquire from time to time. The First Vice President, in consultation with the Operations and Information Technology Committee (if such a Committee is formed), shall make recommendations to the Board of Directors with respect to the improvement and operation of such resources and shall coordinate implementation and maintenance of the Association's technology-related initiatives.

(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. § 617.0601(4), 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 delinquent members, shall purge the membership book of the Association of all delinquent members by April 1st 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 records maintained by the Second Vice-President, as properly purged, shall control decisions and contests. On April 15th 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, 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. § 617.1601 as required by Fla. Stat Ann. § 617.0601(4).

(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;
- 2) Prepare and certify the correctness of the minutes and enter them in the official records of the Association;



- 3) Circulate the minutes to the Board of Directors for correction and approval;
- 4) Enter any corrections approved by the Board of Directors in the official records of the Association;
- 5) Record the exact wording of a pending motion or of one previously acted on;
- 6) Issue all certificates of membership as may be required by Fla. Stat. Ann. § 617.0601(2).
- 7) Maintain and make available to the Board of Directors upon request the official minutes of the Association, a copy of the Articles of Incorporation and Bylaws, a list of the members, a list of standing and special committees, a copy of the parliamentary authority adopted by the Association, and other official records of the Association;
- 8) Assist the President before each meeting in preparing a detailed agenda, if requested;
- 9) Preserve all non-financial records, reports, and official documents of the Association;
- 10) Coordinate and assist with the preparation and distribution of required notices of meetings and proposals;
- 11) Authenticate official documents by signature or other appropriate means;
- 12) Carry on the official correspondence of the Association as directed, except correspondence assigned to other officers;
- 13) Be responsible for calling attention to actions in the minutes that have not been carried out;
- 14) Keep a file of all reports submitted, a correspondence file, and a file of adopted policies and procedures;
- 15) Call attention to deadlines and the dates for taking certain actions, especially with respect to elections;
- 16) Ensure that notice of all general meetings of the membership, of the Board of Directors, and of officers is given no less than ten (10) days prior to the date of such meeting, with such notice to reasonably describe any business to be transacted at said meeting.

17) 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.

18) 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.

19) 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, provided however, in the event that the First Vice President succeeds to the office of President as a result of the resignation, death, permanent disability, or removal from office of the President, such individual may run for the office of President-Elect provided such

individual will not have served more than 180 days as President at the scheduled expiration of the term of the originally-elected President. 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 and Qualification of Directors.

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

(b) Qualification of Directors. Of the ten elected Directors, six seats shall be filled by members in good standing that practice primarily in any division of the Southern District of Florida (each, an "At Large Seat"). Of the remaining four seats, two seats shall be filled only by members in good standing that primarily practice in the Broward Division of the Southern District of Florida (each, a "Broward Seat") and two seats shall be filled only by members in good standing that primarily practice in the Palm Beach Division of the Southern District of Florida (each, a "Palm Beach Seat"). A member is deemed to practice primarily in the division in which the candidate individually maintains his or her primary office and a member's acceptance of a nomination for a Broward Seat or a Palm Beach Seat shall operate as a certification by such member that they primarily practice in the corresponding division.

Qualification for a Broward Seat or a Palm Beach Seat shall be determined as of the deadline for the submission of nominations and any dispute regarding a member's qualification to seek or hold a Broward Seat or a Palm Beach Seat shall be heard and determined by the Board of Directors (excluding any members implicated by such dispute) and such determination shall be final and binding for all purposes.

(c) Term and Succession. As of the adoption of these Amended and Restated Bylaws, the terms of the incumbent Directors shall remain unchanged and each incumbent shall, subject to other applicable provisions of these Bylaws, serve until the expiration of the term to which such Director was originally elected so as to provide for staggered elections for Directors as required by Section 3(a) hereof. Upon expiration of each incumbent Director's term of office, each incumbent Director shall be succeeded by the member in good standing that is duly elected and meets the qualifications corresponding to such seat (At Large Seat, Broward Seat, or Palm Beach Seat, as the case may be).

#### **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 seventeen (17) 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 ten elected Directors. 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. §§ 617.0302, 617.0801, 617.0803 and 617.0206 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. Within 60 days of assuming office, the Board of Directors shall meet and establish a Regular Meeting schedule for the remainder of the term, which Regular Meetings shall occur at least quarterly and not more often than monthly, 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 1 business day. Notice of such special meetings shall specify the purpose of such meeting and the business to be conducted at such meeting.

4. At a Regular Meeting of the Board of Directors, the usual order of business shall be as follows:

- (i) Call to order.

- (ii) Roll call and establishment of quorum.
- (iii) Reading, correction, approval, or disposition of minutes of previous meetings.
- (iv) Reports of Officers.
- (v) Reports of standing committees.
- (vi) Reports of special committees.
- (vii) Unfinished business.
- (viii) New business.
- (ix) Announcements.
- (x) 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 of the Board of Directors present and voting must authorize any variation from the regular order of business.

5. 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 Bylaws, it shall be filled 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.

6. Attendance/Removal. In the event any officer or director is absent from three (3) consecutive regular meetings of the Board of Directors, the Secretary shall notify the President and shall place on the agenda for the next Regular Meeting of the Board of Directors the status of

such officer and/or director. At such meeting, the Board of Directors may take such actions as it deems appropriate including, without limitation, the removal of such officer or director as having constructively resigned his or her office. In the event an officer or director is removed under this provision, such position shall be declared vacant and filled as provided in these Bylaws upon resignation of that officer or director.

#### **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 and the President shall report to the Association on plans for the upcoming year.

(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. Other Meetings of the Association.

(a) Other general meetings of the Association may be held at such times and places as may be designated by the Board of Directors upon written notice given not less than 10 days in advance of said meeting. Said notice shall contain a statement of the business to be conducted at said meeting.

(b) Upon delivery of a petition to the Secretary of the Association containing signatures of not less than 15% of the then-current membership in good standing, the Board of Directors shall arrange a special meeting of the Association within 30 days and provide 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, which shall have the duties set forth herein and such other duties and responsibilities as may be determined by the Board of Directors from time to time:

- (a) Elections Committee.
- (b) Retreat Committee
- (c) Membership Committee.
- (d) Pro Bono Committee / Pro-se Clinic.
- (e) Budget Committee.
- (f) Social Committee
- (g) Diversity, Equity, and Inclusion Committee

2. Authorized Committees. Unless the Board of Directors determines otherwise, the President of the Association may elect to constitute or, if such committee is presently constituted, to disband one or more of the following committees at any time and, when constituted, such committees shall have the duties set forth herein and such other duties and responsibilities as may be determined by the Board of Directors from time to time:

- (a) Committee on Meetings and Programs.
- (b) Committee on Public Relations, Publicity, and Newsletter.



- (c) Committee on Memorials, Resolutions and Awards.
- (d) Committee on Bylaws Revision.
- (e) Court and United States Trustee Liaison Committee.
- (f) Liaison Committee With Other Bar Associations.
- (g) Brown Bags
- (h) Operations and Information Technology.
- (i) Young Lawyers
- (j) CARE

3. 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.

4. Appointment of Committee Chairperson. The Chairpersons of all standing and special committees shall be appointed by the President as provided in Article 4 hereof, except that the officers of the Association designated to chair a standing committee under these Bylaws shall be deemed to have assumed this chair of such committee upon assumption of office. Unless the Board of Directors determines otherwise, the members of each committee shall be appointed by its chairperson to the extent not prohibited by these Bylaws.

5. First Vice-President as Ex-Officio of All Standing and Special Committees. The First Vice-President 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 Elections Committee is responsible for organizing, overseeing and supervising all aspects of the nomination and election of Officers and Directors of the Association and shall coordinate, oversee, and supervise any referendum elections authorized by the Board of Directors. This Committee shall ensure that the process of nomination and election of all Officers and Directors of this Association and any referendum elections occur in an impartial, fair, timely and proper fashion consistent with these Bylaws and applicable law.

(i) Composition. The Elections Committee shall be chaired by a member in good standing elected annually by Board of Directors, which member shall not be a present officer, director, candidate for any officer or director position of the Association, or relative of any candidate for any officer or director position of the Association. The chairperson of the Elections Committee may, on or before April 15th, appoint up to two additional members of the Election Committee, which members must be members in good standing of the Association and meet the foregoing qualifications for chairperson. The chairperson shall notify the Secretary and/or the President of any appointments of additional persons pursuant to this provision.

(ii) Duties. The Elections Committee is responsible for preparing and disseminating by an Authorized Communication Method (as defined in Article 9 hereof) all nominating petition and voting materials and shall be responsible for (i) giving notice of upcoming elections in a timely fashion by an Authorized Communication Method, (ii) for supervision and control of the election process, (iii) for assuring the integrity of the petitions, ballots, and any other voting materials disseminated; (iv) for ensuring that petitions, ballots, and other voting materials are disseminated only to members eligible to vote, (v) for election security, (vi) for collection or retrieval and counting of votes, and (vi) for certification of the results of election.

(b) The Retreat Committee is responsible for the planning and coordination of the Annual Retreat including the educational program, networking activities, and such other activities and events and may be included therein and shall solicit and arrange for sponsorship of the retreat and such activities, shall perform such other duties as the President-Elect or the Board of Directors may direct, and shall make recommendations on matters relating to the Annual Retreat to the Board of Directors. The Retreat Committee may provide a report to the Board of Directors within 30 days after the conclusion of the Annual Retreat, which shall include its recommendations, if any, for the improvement of the Annual Retreat. The President-Elect shall chair this committee.

(c) The Membership 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 this Association. The Membership Committee shall make recommendations to the Board of Directors regarding outreach to potential new members,

increasing participation of existing members in the activities of the Association, and regarding other membership-related matters. The Second Vice-President of the Association shall chair this Committee.

(d) The Pro Bono / Pro Se Clinic Committee is responsible for creating and implementing a plan to encourage members of this Association to participate in the provision of legal assistance and counsel to persons unable to afford legal representation, to support members and, when appropriate, other organizations in the provision of such services, shall coordinate and implement activities and events relating to the promotion and provision of pro bono services as may be authorized by the Board of Directors including, without limitation, Pro Bono Week and similar events, shall devise and implement methods of fund raising to support such programs, and shall make such recommendations to the Board of Directors as may be appropriate in connection with pro bono matters or matters relating to the pro se clinic. The Committee shall coordinate its efforts with those of other bar associations as appropriate and shall assist other bar associations or organizations, upon request, to define and establish standards of need for those seeking bankruptcy-related free legal services in coordination with other bar associations with pro bono legal programs.

(e) 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. §§ 617.0206 and 617.0302, the Association hereby delegates to the Board of Directors power to 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 duly noticed 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. § 617.0604(2).

(f) Social Committee. The Social Committee shall plan and coordinate social events for the benefit of the membership such as networking events, happy hours, and such other activities as may be provided for in the Budget or otherwise approved by the Board of Directors. The Social Committee shall coordinate with and arrange for sponsors of such events as may be appropriate, shall ensure such events are adequately publicized to the membership, and shall make appropriate recommendations to the Board of Directors regarding standing policies pertaining to such events.

(g) Diversity, Equity, and Inclusion Committee. The mission of the Diversity, Equity, and Inclusion Committee (the “DEI Committee”) shall be to work to establish a supportive and welcoming environment for members of all different backgrounds and demographic characteristics. The objectives of the DEI Committee shall include, as it relates to Diversity, Equity, and Inclusion, identifying strengths, issues, and opportunities within all aspects of the BBA and all initiatives undertaken by or otherwise associated with the BBA; development of strategies to enhance the BBA’s effectiveness and ability to meet the needs of its diverse membership; and respectfully championing diversity and inclusion within the South Florida bankruptcy community. The DEI Committee shall support the Board of Directors by engaging our shared experiences, and promoting a community of respect that honors all members. The Chairperson of the DEI Committee may appoint a Vice Chair, as needed, from among the members of the Committee. For purposes of this provision, the following definitions shall apply:

(i) “Equity” shall mean fair treatment, equality of opportunity, and fairness in access to information and resources for all.

(ii) “Diversity is defined as “a collection of individual attributes that together help pursue organizational goals efficiently and effectively”.

(iii) Inclusion is defined as “a set of behaviors (culture) that encourages members to feel valued for their unique qualities and experience, a sense of belonging”.

7. Duties and Responsibilities of Authorized Committees. The authorized duties and responsibilities of the authorized committees are as follows, provided, however, that the Board of Directors may revise, supplement, or modify such duties:

(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 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. The Committee is responsible for writing, editing, and publishing a journal, bulletin, or newsletter containing scholarly articles, 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 and 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. 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 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 who is not a current officer to chair this Committee.

(e) The Operations and Information Technology Committee shall be responsible for identifying, implementing, and maintaining technology solutions for the benefit of the Association and its membership and shall make such recommendations to the Board of Directors as it may deem appropriate on operational and technology-related matters. The First Vice President shall chair this Committee.



(f) 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.

(g) 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, in conjunction with the Social Committee, plan joint activities with other bar associations where necessary or appropriate, and shall undertake a program 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 American Bar Association, the Commercial Law League, the Federal Bar Association 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.

(h) Brown Bags. The Brown Bags Committee shall coordinate the presentation of brown bag educational lunch seminars from time-to-time, shall devise appropriate topics for such events, shall solicit speakers, and shall coordinate with the Bankruptcy Court or other appropriate venue to facilitate the delivery of such programs.

(i) Young Lawyers. The Young Lawyers Committee shall coordinate events, activities, seminars, and other membership benefits specifically targeted to newly-practicing and younger members of the Association and shall coordinate, where appropriate, with the Membership Committee and Social Committee in respect of such efforts.

(j) CARE. The CARE Committee shall coordinate the Association's outreach efforts to members of the community at large on matters of financial literacy, shall recruit members of the Association to participate in such efforts, shall coordinate and provide appropriate training, and shall coordinate with members of the judiciary to solicit input and facilitate their involvement in such efforts.

## **ARTICLE 9: ELECTIONS**

1. Authorized Communication Methods. For purposes of this Article 9, "Authorized Communication Method" shall mean U.S. Mail, electronic mail, or any other method of communication approved by the Board of Directors from time to time.

2. Time and Method of Nominating.

(a) On or before February 15th, the Secretary shall transmit or cause to be transmitted to all members by an Authorized Communication Method, 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 method by which the nominating petition is to be submitted, received, and accepted upon completion including, without limitation, specifying one or more Authorized Communication Methods for submission of such nominating petition. The support of five (5) regular members in good standing of the

Association shall be required and sufficient to nominate any regular member in good standing for any office which the member would be qualified to hold if elected. Such support may be signified by signature (counterparts shall be deemed original signatures), electronic signature, or other means of authentication as may be authorized by the Board of Directors. Nominating petitions must be submitted in accordance with the instructions and by the deadline specified thereon which shall be not later than March 15th. The person nominated for office must signify their acceptance of such nomination in accordance with the method specified on the nominating petition or in connection with the instructions included therewith.

(b) A person nominated for more than one office shall be notified of such fact and must withdraw their nomination from all but one office by providing instructions to the Elections Committee by such method as the Elections Committee may require. Under no circumstances shall the Elections Committee disclose to such person the other nominees (or lack thereof) for any office for which such person has been nominated prior to such person submitting their election in accordance with this provision.

(c) In the event that no member is nominated for any vacant office in accordance with the provisions of subparagraph (a) to stand for election to any office to be filled, then the Board of Directors shall, on or before April 1, propose up to 3 nominees for each office for which no member was nominated. Upon acceptance of such nomination by the nominee, such nominee will be placed upon the ballot.

3. Time and Method of Election.

(a) Only members in good standing as of April 1st, may vote in any election or stand for election to any office or directorship in the Association. The Elections Committee shall verify that any member nominated to office is a member in good standing.

(b) All elections shall be by secret ballot, which may, with the approval of the Board of Directors not later than December 31st of the calendar year preceding such election, incorporate or rely exclusively on electronic means of voting, or any other method adopted by other bar or similar associations. The Elections Committee shall prepare or cause to be prepared and shall 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 Board of Directors, shall provide a method to vote for a "write in" candidate, shall include any amendments submitted to the membership by referendum pursuant to Article 13 or Article 14, and shall specify the deadline by which the ballot must be received to be counted, including one or more Authorized Communication Methods for such submission. The election ballot shall contain means of unique authentication approved by the Board of Directors to authenticate said ballot but permitting the voter to remain anonymous.

(c) On April 15th, the Elections Committee shall cause one election ballot to be sent by an Authorized Communication Method to each member in good standing as determined as of April 1st.

(d) No ballots shall be accepted for counting unless such ballot was sent by the Authorized Communication Method(s) specified on such ballot on or before the date set for election.

(e) The date set for election shall be May 15th, or such other date as may be determined by the Board of Directors from time to time.

4. Tabulation of Ballots.

(a) Within 14 days after the date set for elections, the members of the Elections Committee shall tabulate the ballots received in accordance with the Authorized Communication Method(s) specified on the ballot. The Elections Committee shall count all ballots received and/or shall access the ballot count as computed by any authorized electronic voting system, shall certify the results and cause the publication of same, and shall preserve all original ballots and electronic ballot records until the count is completed, the results certified by the Elections Committee and approved by the Board of Directors.

(b) If a question arises as to the authenticity of any ballot, however cast, it shall be disregarded uncounted until the count of all undisputedly valid ballots is completed, at which time the Elections Committee shall attempt to ascertain the authenticity of such ballot and shall make a determination as to whether it shall be counted, which determination as to authenticity shall be subject to review and revision by the Board of Directors in the event such determination may affect the outcome of the election. The Election Committee shall preserve all relevant records for such purpose until the outcome of the election is final and the period for the filing of protests has expired.

(c) The tabulation of paper ballots (if any), shall be conducted in accordance with the following procedures: 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 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 within 20 days, which time may be extended by the Board of Directors for cause. Notwithstanding the foregoing, if there are errors which could not change the result of the

election as determined by the Board of Directors upon the recommendation of the Elections Committee, 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. In the event that more than one voting method is authorized, such report shall reflect the number of votes cast by each permitted method. 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, the Secretary shall cause only the names of those persons elected to be publicly announced to the membership of the Association, thereby declaring them elected.

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.

(c) When two or more candidates receive an equal number of legal votes cast for a single office, the election shall be determined by a majority vote by secret ballot of the incumbent Board of Directors, excluding any board member that is among such candidates.

8. Contest of Election.

(a) Within 5 days following the announcement of the results of election, any candidate may request access to ballots, tally sheets, electronic vote tabulations, nominating petitions, and other records reasonably related to the election. The Chairman of the Elections Committee shall make reasonable efforts to accommodate timely requests.

(b) Any candidate may file a written protest with the Chairman of the Elections Committee within 14 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 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.

(c) After the time for protest or contest of the election has expired or any protest or contest of election is concluded, all ballots, tally sheets, and records shall be delivered to the Secretary who shall keep them safely among the records of the Association for no less than 1 year.

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: 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, where appropriate, 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 12: PROVISION FOR ADOPTION**

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

### **ARTICLE 13: AMENDMENTS TO BYLAWS**

1. Any member may propose amendments to the Bylaws by submitting such proposed amendment to the Secretary of the Association, which shall place such proposed amendment on the agenda of the next Regular Meeting of the Board of Directors for its consideration and, upon approval of the Board, shall submit such proposed amendment for

approval by the membership of the Association by any means permitted hereunder. In the alternative or in the event that the Board of Directors declines to submit a proposed amendment to the membership, upon collection of signatures of not less than 15% of the then-current membership in good standing, such amendment shall be presented at the next annual meeting of the Association, at a special meeting of the Association if the requirements for such meeting are satisfied as provided by these By-Laws, or by referendum as part of the next election as outlined below. Unless the requirements set forth herein are satisfied to require a special meeting to consider a proposed amendment pursuant to these bylaws, the Board of Directors shall determine whether such proposed amendment shall be presented to the membership by referendum or at the next annual meeting. The Secretary shall circulate a copy of the proposed amendment in the notice to all members of any meeting of the Association at which the amendment is to be considered.

2. The membership of the Association may adopt a proposed amendment that has satisfied the requirements of the preceding paragraph by (a) affirmative vote by a majority of all members present and voting at an annual or special meeting of the general membership or by (b) a majority affirmative vote of all ballots cast in an election conducted pursuant to the procedures set forth in Article 9 above. In order for any proposed amendment to be considered by referendum, such amendment must be approved for inclusion on the ballot by the Board of Directors no later than April 1 preceding such election.

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

**ARTICLE 14: AMENDMENT OF ARTICLES OF INCORPORATION**

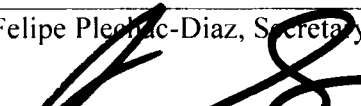
The power and procedure to amend the Articles of Incorporation shall be as set out in Fla. Stat. Ann. §§ 617.1001, 617.1002, 617.1006, and 617.1007 provided that (a) written notice of any motion to amend the Articles of Incorporation shall be given to all proposed members in good standing no less than ten (10) days prior to the date scheduled for consideration of such proposal, (b) a true and exact copy of the full text of all proposed amendments shall be included in said notice, and the adoption of such amendments, and (c) a two-thirds affirmative vote of those members present and voting at an annual or special meeting of the general membership or of all ballots cast in an election conducted pursuant to the procedures set forth in Article 9 above shall be required to amend the Articles of Incorporation. To the extent not inconsistent with applicable law, the Articles of Incorporation, or this Article 14, amendments to the Articles of Incorporation may be proposed, considered, and adopted pursuant to the same procedures and methods applicable to amendments of these bylaws.

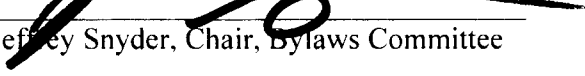
**ARTICLE 15: PROFESSIONAL MANAGER**

The Board of Directors may retain a professional manager who will maintain the membership database, assist with the coordination of programs, and perform such other functions as directed by the President or the Board of Directors.

THESE AMENDED AND RESTATED BYLAWS WERE ADOPTED BY THE GENERAL MEMBERSHIP ON THE 20TH DAY OF MAY, 2022.

ATTEST:

  
\_\_\_\_\_  
Felipe Plechac-Diaz, Secretary

  
\_\_\_\_\_  
Jeffrey Snyder, Chair, Bylaws Committee