

THE BANKRUPTCY BAR ASSOCIATION  
FOR THE DISTRICT OF MARYLAND, INC.  
BYLAWS

ADOPTED APRIL 30, 1996  
AS AMENDED MAY 2, 2008  
AND MAY 5, 2017

ARTICLE I - MEMBERSHIP

Section 1. - Attorney Member. Any person who is admitted to practice before the United States District Court for the District of Maryland and who concentrates in or has a strong interest in bankruptcy law may be an Attorney Member of the Association. Attorney Members whose annual dues have been paid in full for the current year shall be deemed to be members in good standing and shall be eligible to attend and to speak, make motions and vote at all meetings of the Association, serve on or chair committees, and hold office.

Section 2. - Honorary Member. Upon the recommendation of the Board of Directors, Honorary Members may be elected by a two-thirds vote of the Attorney Members present at any meeting of the Association and shall have all the rights and privileges of Attorney Members, except the right to make motions, vote, hold office, or chair committees. All past and present judges of the United States Bankruptcy Court for the District of Maryland and their currently serving law clerks shall be Honorary Members of the Association.

Section 3. - Associate Member. Any person who is serving as a Chapter 7 Panel Trustee or a Chapter 13 Standing Trustee for the District of Maryland, who is not otherwise eligible to be an Attorney Member, may be an Associate Member of the Association while they are holding such position of Chapter 7 or 13 Trustee. Associate Members whose dues have been paid in full for the current year shall be deemed to be members in good standing and shall have all of the rights and privileges of Attorney Members, except that they shall not be eligible to serve as an Officer or Director of the Association.

Section 4. - Application for Membership. Application for membership in this Association shall be submitted to the Treasurer in writing and accompanied by dues as provided for in Article II of the Bylaws.

Section 5. - Termination. Disbarment by the Maryland Court of Appeals or disqualification to practice in, or appear before, the United States District Court or the United States Bankruptcy Court for the District of Maryland shall result in automatic termination of membership in the Association.

Section 6. - Suspension. Any Attorney Member or Associate Member failing to timely pay dues shall be suspended from membership. Any person who has been suspended may be reinstated upon full payment of dues as provided for in Articles I and II of the Bylaws.

ARTICLE II - DUES

Section 1. - Attorney and Associate Members. The annual dues for Attorney and Associate membership shall be such amount as from time to time may be determined by the Board of Directors.

Section 2. - Honorary Members. Honorary Members shall pay no dues.

Section 3. - Fiscal Year. The fiscal year of the Association shall be the period beginning each July 1<sup>st</sup> and ending each June 30<sup>th</sup>.

Section 4. - Payment of Dues. Dues shall be payable by the thirtieth (30<sup>th</sup>) day of September of each year or within thirty (30) days of invoice by the Treasurer, whichever is later.

### ARTICLE III - MEETINGS OF THE ASSOCIATION

Section 1. - Annual Meeting. The annual meeting of the Association shall be held during the Fiscal Year (unless otherwise set by the Board of Directors) at a time and place approved by the Board of Directors, at which time election of officers and At-Large Members of the Board shall be held and the annual reports shall be received.

Section 2 - Special Meetings of the Association. Special meetings of the Association may be called by the President, the Board of Directors, or upon a request submitted electronically or in writing to the President by five percent (5%) of the Attorney Members. At least two (2) weeks' notice shall be given by the Secretary of the time, place, and purpose of a special meeting, unless otherwise specified in these Bylaws. At such special meetings, no business shall be transacted except that which shall have been specified in the call thereof.

Section 3. - Quorum. At any meeting of the Association, a quorum is necessary to transact the business thereof. A quorum shall be the presence in person of ten percent (10%) of the Attorney Members in good standing. Attorney Members present at a meeting of the Association where a quorum does not exist may adjourn the meeting until such time as a quorum may be present. At any such rescheduled meeting at which a quorum shall be present, any business may be transacted which could have been transacted at the meeting as originally scheduled.

Section 4. - Votes Required. Except for amending the Articles of Incorporation or the Bylaws, a majority of the votes cast by Attorney Members and Associate Members at a meeting duly called at which a quorum is present shall be sufficient to take or authorize action upon any matter which may properly come before the meeting. Voting by proxy is prohibited.

Section 5. - Voting. At any meeting of the Association all questions concerning the qualifications of voters and the acceptance or rejection of votes shall be decided by the presiding officer. If requested by Attorney Members and Associate Members present who are entitled to cast ten percent (10%) of the vote or if ordered by the presiding officer, the vote upon any election or question shall be taken by secret ballot. Each Attorney Member and Associate Member is entitled to only one (1) vote, regardless of how many positions in the Association or a Chapter that Attorney Member and Associate Member holds.

Section 6. - Meeting of the Association by Telecommunication. Upon approval of the Board of Directors, any meeting of the Association may be convened in multiple locations so long as an officer of the Association presides at each location and each location is connected by means of a conference call or similar communications equipment in which all persons participating can hear each other at the same time. Participation in the meeting of the Association by this means constitutes presence in person at the meeting.

## ARTICLE IV - MEETINGS OF THE BOARD OF DIRECTORS

Section 1. – Meetings of Board of Directors. Unless the Board of Directors otherwise determines, meetings shall be held by the Board of Directors at least four (4) times a year. In addition, the Board shall meet when requested by the President or President Elect. The time, place, and date shall be determined by the President and notice to all persons required or requested to be in attendance shall be given by the President or Secretary at least five (5) business days prior to each meeting. Board meetings may be attended by all members of the Board and by any other person requested by the President or Board to be present. Action by the Board of Directors shall be by a majority vote of Board members present, or by majority of telephone or mail votes cast, provided that a quorum of at least one-third of Board members in good standing is present. Board meetings may be held by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

Section 2 – Constitution of Board of Directors. The Board of Directors shall consist of the President, two (2) to three (3) Chapter Representatives (with at least one (1) from each Chapter), the President Elect, the Secretary, the Assistant Secretary, the Treasurer, the Assistant Treasurer, the Immediate Past President, and one (1) At-Large Member from each Chapter to be elected annually by the membership. Any past President preceding the Immediate Past President, upon written request to the Secretary or President, shall be entitled to serve as a non-voting member of the Board.

Section 3. - Voting by Board of Directors. Upon request of one (1) of the officers, voting by the Board of Directors may be by U.S. or electronic mail or by oral vote if a Director participates in a meeting of the Board of Directors.

## ARTICLE V - OFFICERS

Section 1. - Officers. Officers shall serve for a term of one (1) year beginning on the later of the first day of the Fiscal Year or when elected and continuing through the last day of that Fiscal Year or the election of succeeding officers. The President and President Elect shall not be from the same Chapter, and the office of President shall be filled in successive terms by election of a Person from a Chapter other than the Chapter of the then-serving President. In addition, the Secretary and Assistant Secretary shall not be from the same Chapter and the Treasurer and the Assistant Treasurer shall not be from the same Chapter. The offices of Secretary and Treasurer shall be filled in successive terms by election of Persons from a Chapter other than the Chapter of the then-serving Secretary and Treasurer, respectively.

Section 2. - President. The President shall be the chief executive officer of the Association, shall preside at all meetings of the Association, shall serve as Chairman of the Board of Directors, and shall be a member ex-officio of all committees or task forces. The President may appoint standing committees, special committees, or task forces in his or her discretion. The President may hold office in a Chapter.

Section 3. - President Elect. The President Elect shall perform such duties as may be delegated by the President or the Board of Directors. The President Elect shall act as liaison between the Association and the Chapters. Upon the death, resignation, or disqualification of the President or upon the vacancy of the office of the President for any reason, the President

Elect shall succeed to the office of the President and shall hold the office until the next annual election of officers. The President Elect shall preside at meetings of the Association and the Board of Directors when the President is not present. The President Elect shall automatically succeed the President unless the President Elect shall not be eligible due to death, resignation or disqualification.

Section 4. - Secretary. The Secretary shall keep the record of the proceedings of all meetings and of other matters as shall be directed by the President. The Secretary shall be responsible for the correspondence of the Association and shall, if requested by the presiding officer, issue notice of all meetings of the Association, which shall be issued at least two (2) weeks prior thereto, unless provided otherwise by these Bylaws.

Section 5. - Assistant Secretary. The Assistant Secretary shall perform such duties as may be delegated by the Secretary or the President. Upon the death, resignation, or disqualification of the Secretary for any reason, the Assistant Secretary shall succeed to the office of the Secretary and shall hold the office until the next annual election of officers.

Section 6. - Treasurer. The Treasurer shall collect and, upon the approval of the Board of Directors, disburse funds of the Association. The Treasurer shall deposit in the name of the Association all such funds in such banks, trust companies, or other depositories as, from time to time, may be selected by the Board of Directors. The Treasurer (or his or her designee) shall submit a financial report at each Board of Directors meeting and at the annual meeting of the Association, as well as special reports upon request of the presiding officer. The Treasurer shall keep regular accounts which shall be opened to the inspection of any member of the Association. The accounts of the Association shall be audited annually by an outside accounting firm in conjunction with the preparation of such tax returns as the Association may be required by law to file.

Section 7. - Assistant Treasurer. The Assistant Treasurer shall perform such duties as may be delegated by the Treasurer or the President. Upon the death, resignation, or disqualification of the Treasurer for any reason, the Assistant Treasurer shall succeed to the office of the Treasurer and shall hold the office until the next annual election of officers.

Section 8. - Removal of an Officer. To remove an officer, a petition signed by five (5) Attorney Members of the Board of Directors must first be filed with the Secretary. Notice must be given by the Secretary to the officer subject to removal at least fifteen (15) days prior to the meeting of the Board at which the proposed action will be taken. Removal requires a two-thirds majority vote of the Board of Directors in good standing present in person or by telephone or U.S. or electronic mail at a meeting specially called for the purpose at which a quorum shall be present.

Section 9. - Determination of Vacancy. The death, disability, removal, resignation, or unexplained absence of any officer from three (3) consecutive Board of Director meetings constitutes a vacancy in the respective office, if so declared by the President.

Section 10. - Filling a Vacancy in an Office. The Board of Directors shall fill the unexpired term of an office in which a vacancy occurs and the successor shall serve until the next annual meeting of the Association.

Section 11. - Term of Officers and At-Large Members of Board of Directors. The term of all officers and At-Large Members of the Board of Directors shall be coterminous

with the Fiscal Year of the Association except as otherwise provided in these Bylaws. No officer or At-Large Member of the Board of Directors shall serve more than three (3) consecutive terms in the same office or as an At-Large Member of the Board. All officers and At-Large Members of the Board shall continue in office until the next annual meeting of the Association or until a successor is appointed or elected unless otherwise provided by these Bylaws.

Section 12. - Limit on Offices. An officer may not hold more than one (1) office of the Association at a time, except that the offices of Secretary and Treasurer or Assistant Secretary and Assistant Treasurer may be held by the same person.

## ARTICLE VI - BOARD OF DIRECTORS

Section 1. - Powers. The Board of Directors shall have the power to make such regulations not inconsistent with the Articles of Incorporation, the Bylaws, or the laws of the State of Maryland or the United States, as may be necessary for conducting the business of the Association.

Section 2. - Minutes. The Secretary shall keep a record of all proceedings. The Secretary shall present the recommendations of the Board of Directors for action by the Association.

Section 3. - Removal of Directors. To remove a Director with or without cause, a special meeting of the Association must be called for that purpose. Notice must be given by the Secretary to the Director subject to removal at least fifteen (15) days prior to the meeting of the Association at which the proposed action will be taken. Removal requires approval by the Attorney Members and Associate Members in good standing present and entitled to vote at the meeting of the Association.

Section 4. - Determination of a Vacancy. The death, disability, removal, resignation, or unexplained absence of any Director from three (3) consecutive Board of Directors meetings constitutes a vacancy on the Board of Directors, if so declared by the President.

Section 5. - Filling a Vacancy on the Board of Directors. A vacancy on the Board of Directors occurring for whatever reason shall be filled for the unexpired term by a majority vote of the Board of Directors at its next regular or special meeting following such vacancy.

## ARTICLE VII - CHAPTERS OF THE ASSOCIATION

Section 1. - New Chapters. New Chapters of the Association may be formed by the Board of Directors, subject to approval by the Attorney Members.

Section 2. - Existing Chapters. The Association's existing Chapters are the following:

- (1) Baltimore Chapter and
- (2) Greenbelt Chapter.

Section 3. - Chapter Representatives. Chapter Representatives shall be nominated by the Board of Directors and elected as set forth in Article VIII, and each Chapter Representative's term shall be consistent with Article V of these Bylaws. Chapters may also elect or appoint other officers in their discretion or as recommended by the Board of

Directors from time to time. Each Chapter Representative shall be a member of the Board of Directors of the Association.

Section 4 - Chapter Meetings. Each Chapter shall schedule regular meetings of its members, which shall not conflict with the meetings of the Association. Unless otherwise determined by the Chapter Representatives with the concurrence of the Board of Directors, Chapter meetings shall be held monthly at such time and place designated by the Chapter Representatives upon notice not less than five (5) business days in advance of the meeting (except that no Chapter meeting shall be held during the months of July and August). The Chapter Representatives shall provide such notice to each member that has requested such notice and/or selected membership in that Chapter pursuant to the member's application, dues or any other records of the Association. Notice of Chapter meetings shall be sent by U.S. mail or by electronic mail if the member has provided an electronic mail address to the Association.

Section 5 – Coordination of Chapter Activities. Each Chapter shall coordinate, to the extent feasible, its own programs, activities, and committees with those of the Association. The coordination of financial matters, meetings, and other activities between the Chapters and the Association shall be by mutual agreement.

## ARTICLE VIII - NOMINATIONS AND ELECTIONS

Section 1 - Nominations. Prior to December 31<sup>st</sup> of each year, the President shall appoint a Nominating Committee to be chaired by the Immediate Past President and which shall consist of one (1) At- Large Member of the Board of Directors from each Chapter and one (1) Attorney Member not a voting member of the Board of Directors from each Chapter. In the event the Immediate Past President shall be unable to serve, the President shall appoint any previous Past President to chair the Nominating Committee. The Nominating Committee shall solicit nominees from the membership for each office (other than President, which office shall be filled by the President Elect unless such person shall not be eligible, the Secretary, which office shall be filled by the Assistant Secretary unless such person shall not be eligible, and the Treasurer, which office shall be filled by the Assistant Treasurer unless such person shall not be eligible) and candidates for Chapter Representative and At-Large Director. The Nominating Committee shall then submit the recommended slate of officers and directors to the Board of Directors not later than March 15<sup>th</sup> of each year. The Secretary shall cause a notice to be published on any computer website maintained by the Association and shall provide notice by U.S. or electronic mail to each Attorney Member and Associate Member in good standing not later than March 31<sup>st</sup> setting forth the report of the Nominating Committee, as approved by the Board of Directors.

Section 2 - Elections. Any Attorney Member who shall not have been so nominated may place his or her name as a candidate by giving notice not later than April 15<sup>th</sup> of each year endorsed by not less than ten (10) other Attorney Members of the Association and addressed to the Secretary of the Association indicating the office or directorship that such candidate is seeking. In the event that no notice shall have been received by the Secretary from an Attorney Member seeking nomination, then in that event, at the Annual Meeting the President shall request the Secretary to cast an unanimous ballot approving the report of the Nominating Committee. In the event of a contested election, the Secretary shall, not less than ten (10) days prior to the Annual Meeting, forward a ballot to each Attorney Member and Associate Member in good standing and establish a date by which ballots must be received by the Secretary in order to be counted. Ballots shall be collected and counted not later than

the conclusion of the Annual Meeting. The dates established herein may be extended or shortened by a majority vote of the Board of Directors.

#### ARTICLE IX - TREASURY

The Association shall maintain one (1) or more bank accounts maintained by the Treasurer. Each Chapter may from time to time submit requests for funding of its operating needs to the Association and, upon approval thereof, such funds shall be disbursed by the Treasurer.

#### ARTICLE X - NOTICE

Any notice required by these Bylaws may be sent by electronic mail. It shall be the responsibility of each member of the Association to provide the Association with a current electronic mail address for such member.

#### ARTICLE XI - AMENDMENTS

These Bylaws may be amended by a two-thirds affirmative vote of the Attorney Members and Associate Members who are present at any annual meeting of the Association or any special meeting called for that purpose, provided that a quorum as defined in these Bylaws be present and that written notice of the proposed amendment shall have been provided by the Secretary by U.S. or electronic mail to each of the Attorney Members and Associate Members in good standing at least two (2) weeks prior to the vote.