

BYLAWS

BANKRUPTCY SECTION

NORTH CAROLINA BAR ASSOCIATION

ARTICLE I

Name and Purpose

Section 1. Name. This Section shall be known as the Bankruptcy Section of the North Carolina Bar Association.

Section 2. Purpose. The purpose of the Bankruptcy Section is to advance the purposes of the North Carolina Bar Association as stated in Article 1.2 of the Association's Bylaws, and to encourage greater participation by bankruptcy lawyers in the activities of the Association. The Bankruptcy Section will provide a means by which members of the North Carolina Bar Association who have a special interest in bankruptcy can come together to discuss relevant issues, exchange information and ideas, and to enhance their personal and professional relationships. Additionally, the Bankruptcy Section will develop continuing education and other programs pertinent to the practice and will publish a newsletter and other publications intended to improve the development of the practice. Finally, the Bankruptcy Section will monitor and, where appropriate, make recommendations concerning legislation touching on or affecting the Bankruptcy Section's area of interest. All activities of the Bankruptcy Section in furtherance of these purposes shall be subject to the control of the Board of Governors and conducted in accordance with any policies, rules and regulations that may be promulgated by the Board of Governors from time to time.

ARTICLE II

Membership

Section 1. Eligibility. Any member in good standing with the North Carolina Bar Association shall be eligible for membership in the Section.

Section 2. **Admission to Membership.** Admission to membership shall be by application and by payment of the Bankruptcy Section dues.

Section 3. **Quorum for Meeting of Membership.** Those members in good standing present at meetings duly called as provided for in the Bylaws shall constitute a quorum.

Section 4. **Maintenance of Membership Status.** After admission to membership, a member shall remain in good standing with the Bankruptcy Section so long as his or her Bankruptcy Section dues are timely paid.

Section 5. **Eligibility for Officer/Council Positions.** Only members in good standing with the Bankruptcy Section shall be eligible for consideration as an Officer under Article III below or as a Council member under Article IV below, and such members shall remain in good standing with the Bankruptcy Section during their tenure as an Officer or Council member hereunder.

ARTICLE III Officers

Section 1. **Chair.** The Chair of the Bankruptcy Section shall be appointed by the President-Elect of the North Carolina Bar Association. Recommendations for appointment of the Chair shall be made by the Nominating Committee to the Council and submitted by the Council in writing by no later than April 1 of each year. The Chair shall act as head of the Council and the Bankruptcy Section, shall make appointments as set forth herein, shall preside at meetings of the Council and at meetings of the Bankruptcy Section, and shall supervise and oversee the Standing Committees and Special Committees. The Chair shall have such other and further duties as the Bylaws and the Bankruptcy Section may provide.

Section 2. **Vice-Chair.** The Vice-Chair shall be appointed by the President-Elect of the North Carolina Bar Association. Recommendations for appointment of the Vice-Chair shall be made by the Nominating Committee to the Council and submitted by the Council to the President-Elect of the North Carolina Bar Association in writing by no later than April 1 of each

year. The Vice-Chair shall assume the duties of the Chair in the absence of the Chair and shall have such other and further duties as the Chair of the Bankruptcy Section from time to time may designate.

Section 3. **Secretary.** The Secretary shall be elected by the Council. Recommendations for election of the Secretary shall be submitted to the Council by the Nominating Committee as defined in Article V, Section 1(e). The Secretary shall assume the duties, in consultation with the Director of Section Activities of the North Carolina Bar Association, to maintain the rolls and records of the Bankruptcy Section and to prepare and maintain such other records and reports of the Bankruptcy Section as may become necessary. The Secretary shall have such other duties as the Chair or the Bankruptcy Section, from time to time, may designate.

Section 4. **Treasurer.** The Treasurer shall be elected by the Council. Recommendations for election of the Treasurer shall be submitted to the Council by the Nominating Committee as defined in Article V, Section 1(e). The Treasurer shall assume the duties, in consultation with the Director of Section Activities of the North Carolina Bar Association, to maintain the financial records of the Bankruptcy Section as may become necessary. The Treasurer shall have such other duties as the Chair or the Bankruptcy Section, from time to time, may designate.

Section 5. **Nominations.** The Nominating Committee, as defined in Article V, Section 1(e), shall submit for nomination two persons each for the offices of Chair, Vice-Chair, Secretary and Treasurer for consideration by the Council not later than March 1st of each year. The nominations shall consist of names of members or former members of the Council. The nomination for the position of Chair shall include the name of the current Vice-Chair, unless the Council recommends otherwise. All recommendations of the Nominating Committee must be approved by majority vote of the Council. Following the approval by the Council, the recommendation of the names for consideration for Chair and Vice-Chair of this Bankruptcy Section shall be made to the President-Elect of the North Carolina Bar Association.

Section 6. **Term.** Officers of the Bankruptcy Section shall serve a one-year term which shall run from one annual meeting of NCBA as defined in Article VI, Section 2 to the next. No

Bankruptcy Section officer shall serve more than two consecutive terms in the same office except upon application to and approval by the Board of Governors of the North Carolina Bar Association.

ARTICLE IV Council

Section 1. **Composition.** The Bankruptcy Section shall have a Council composed of the officers of the Bankruptcy Section, the Immediate Past-Chair, and twenty-one (21) members divided equally among the three federal judicial districts and elected by members in good standing of the Bankruptcy Section at large. As Council terms expire, incoming Council members shall be from the same district as that of the Council member being replaced, so that at all times there shall be equal representation on the Council from each district. Each term shall be for a period of three (3) years. At each meeting held during or immediately following the Annual Bankruptcy Institute, seven (7) new members shall be elected to fulfill the next three (3) year staggered term, replacing the seven members with terms expiring at the following Annual Meeting of the NCBA.

Section 1.a. **Young Lawyers.** At least one voting member on the Council shall be 36 years of age or younger at the time of election.

Section 2. **Nomination.** The Nominating Committee as defined in Article V, Section 1(e), shall make nominations of Council members to the Bankruptcy Section for presentation at the annual meeting of the Bankruptcy Section. Additional nominations may be made from the floor in accordance with the election procedures to be specified by the Bankruptcy Section.

Section 2.a. **Vacancy.** The Nominating Committee shall make nominations to fill any unexpired terms that may occur on the Council.

Section 3. **Powers.** The Council shall be the governing body of the Bankruptcy Section subject to the control of the Board of Governors of the North Carolina Bar Association.

Section 4. **Quorum.** Those members present at the meetings duly called shall constitute a quorum for the purpose of transacting business.

Section 5. **Voting.** All matters being considered at meetings of the Council shall be carried upon a voice vote of the majority of members present. If the Chair is unable to determine whether the matter has passed or failed, the Chair shall request a showing of hands. In the event of a tie, the Chair shall cast a vote in order to break the tie.

Section 6. **Special Meetings.** Special meetings of the Council shall be held at any time at the call of the Bankruptcy Section Chair, any five (5) members of the Council or of the President of the North Carolina Bar Association.

Section 7. **Notice of Meetings.** All meetings of the Council, except the annual organizational meeting, shall be upon not less than ten (10) days notice by mail.

Section 8. **Informal Action.** Action taken by the Council without a meeting on any matter submitted to it by the Chair is nevertheless action of the Council if written consent to the action in question is signed by a majority of the Council members and filed with the minutes of the proceedings of the Council whether done before or after the action so taken.

ARTICLE V Committees

Section 1. **Standing Committees.** There shall be the following Standing Committees:

a. The **CLE** Committee shall be composed of a committee chair and a committee vice-chair appointed by the Chair of the Bankruptcy Section. Terms shall run for one year from one

Annual Bankruptcy Institute to the next Institute, and unless good cause is shown, at the expiration of his or her one-year term, the committee vice-chair shall become the committee chair. The committee chair shall be responsible for production of the Annual Institute and any other seminars that the Bankruptcy Section sponsors. To assist the committee chair in planning the Annual Bankruptcy Institute and other Bankruptcy Section seminars, the committee chair shall select a committee comprised of at least one member from each federal judicial district. The committee chair shall serve as a member of the N.C. Bar Association's Standing Committee on Continuing Legal Education, and shall work in conjunction with and report to the Chair of the Bankruptcy Section.

b. The **Newsletter** Committee shall be composed of a committee chair and a committee vice-chair appointed by the Chair of the Bankruptcy Section. The committee chair shall appoint a district editor from each federal judicial district. Terms shall run for one year, concurrently with the term of the Bankruptcy Section Chair, and may be extended for successive terms. The committee chair shall select committee members and shall fill any committee vacancies at the expiration of the terms of members. The Newsletter Committee shall have responsibility for producing the newsletter, any case update services, and any other publications, and the committee chair shall have authority to appoint and constitute subcommittees for that purpose where appropriate. The committee chair shall work in conjunction with and report to the Chair of the Bankruptcy Section.

c. The **Membership** Committee shall be composed of a chair and a vice-chair appointed by the Chair of the Bankruptcy Section and one member from each federal judicial district appointed by the committee chair. Terms shall run for one year, and unless good cause is shown, at the expiration of his or her one-year term, the vice chair shall become the Chair of the Membership Committee. The Membership Committee shall have responsibility for updating the Bankruptcy Section directory on an annual basis, for monitoring the collection of dues, and for maintaining and increasing membership in the Bankruptcy Section. The committee chair shall work in conjunction with and report to the Chair of the Bankruptcy Section.

d. The **Legislative** Committee shall be composed of a chair and a vice-chair appointed by the Chair of the Bankruptcy Section and one member from each federal judicial district appointed by the committee chair. Terms shall run for one year, and unless good cause is shown, at the expiration of his or her one-year term, the vice-chair shall become the committee chair. It shall be the responsibility of the Legislative Committee to monitor pending legislation and, where appropriate, to make recommendations to the Council for supporting or opposing legislation affecting the practice of bankruptcy in North Carolina. The committee chair shall work in conjunction with and report to the Chair of the Bankruptcy Section.

e. The **Nominating** Committee shall be composed of six members, two from each federal judicial district, each of which shall be a member in good standing in the Bankruptcy Section and either a past or present member of the Bankruptcy Section Council. The Nominating Committee shall be appointed by the immediate past Chair of the Bankruptcy Section, and the term of the committee members shall be one year.

Section 2. **Special Committees.** The Chair may appoint special committees as he or she deems appropriate, and the term of the special committee shall be commensurate with its purpose. However, it shall be in the discretion of the Chair of the Bankruptcy Section, based upon recommendations from the Council, whether to continue a special committee which has been in existence for one year or more. There shall be no limit to the number of members who may serve on special committees, and participation by the Bankruptcy Section members at large is encouraged. Special committees shall work in conjunction with and report to the Chair of the Bankruptcy Section.

Section 3. **Jurisdiction.** The Council shall establish the jurisdiction of the Bankruptcy Section committees and shall resolve any disputes among its committees. The Board of Governors of the North Carolina Bar Association shall govern any disputes concerning the jurisdiction of the Bankruptcy Section committees in relation to the jurisdiction of the various Sections, Standing and Special Committees of the North Carolina Bar Association.

ARTICLE VI
Miscellaneous Provisions

Section 1. **Meeting of the Council.** The Council shall have quarterly meetings in March, June, September and either in November or December in connection with the Annual Bankruptcy Institute, and may have such other meetings as the Council or Chair may deem necessary. At the meeting held in March the committee for nominations of officers shall submit its recommendations to the Council, and the Council shall vote for the officers it will recommend. Following approval by the Council, the recommendation of the names for consideration for Chair and Vice-Chair, shall be made to the President-Elect of the North Carolina Bar Association.

Section 2. **Annual Meeting of the Bankruptcy Section.** The Bankruptcy Section shall have at least one meeting for the entire membership of the Bankruptcy Section and may have such other meetings of the entire Bankruptcy Section as the Council or Chair may deem necessary. Elections for the members of the Council shall take place at the Annual Meeting of the Bankruptcy Section which shall be held in connection with the Annual Bankruptcy Institute.

Section 3. **Attendance at the Meetings.** If any elected member of the Council shall fail to attend, in a one year period commencing after the North Carolina Bar Association annual meeting, at least one-half (1/2) of the scheduled meetings of the Council or of any committee to which such member is appointed, such member's office or committee appointment, as the case may be, shall be automatically vacated. Vacancies shall be filled by the Chair of the Section.

Section 4. **Amendments.** These Bylaws may be amended at any annual meeting of the Bankruptcy Section by a majority of the members of the Bankruptcy Section present and voting, provided that such proposed amendment shall have been, or shall be, approved by a majority of the Council and shall be consistent with the Bylaws of the North Carolina Bar Association. Upon such approval by the Bankruptcy Section, such amendments or changes shall be presented to the Board of Governors of the North Carolina Bar Association for approval. No

changes or amendments shall be effective until approved by the Board of Governors of the North Carolina Bar Association.

Section 5. **Publications.** The Bankruptcy Section may produce and distribute a newsletter or other publications in furtherance of its objectives. Any such publications shall be produced in consultation with the President and Executive Director of the North Carolina Bar Association.

Section 6. **Continuing Legal Education.** The Bankruptcy Section acknowledges the need of the North Carolina Bar Association to provide quality CLE programs to its membership, and, in view of the mandatory CLE requirements of the North Carolina State Bar and the CLE requirements relating to legal specialization, it is in the best interest of the Bankruptcy Section and the Bar Association to cooperate in the support and sponsorship of quality CLE programs. Except as to publications which the Bankruptcy Section is authorized to publish under these Bylaws, continuing legal education programs sponsored or supported by the Bankruptcy Section shall be conducted in consultation with the CLE Committee of the North Carolina Bar Association Foundation.

The responsibility for providing continuing legal education to the Bankruptcy Section shall be that of the Seminar Committee, and the Publications Committee. The Bankruptcy Section shall produce at least one seminar per year on an intermediate level and any additional seminars as are deemed necessary on a basic or advanced level.

Section 7. **Budget.** The Bankruptcy Section shall, upon request, submit its budget to the Board of Governors of the North Carolina Bar Association for its review and approval.

Section 8. **Reports.** The Bankruptcy Section will submit an annual report to the Board of Governors and the President of the North Carolina Bar Association. The Bankruptcy Section shall submit such other reports as may be requested by the Board of Governors or the President of the North Carolina Bar Association.

Section 9. **Expenditure of Funds.** Except as otherwise provided herein or in the Bylaws of the North Carolina Bar Association, the Bankruptcy Section may expend the funds it collects

through the payment of dues in the manner that it sees fit. All expenditures must have the prior approval of the full Council, and the Bankruptcy Section is not empowered to spend funds in excess of those actually on hand, nor may it obligate the North Carolina Bar Association in any financial matter.

Section 10. Dues. The Council shall consider and recommend any changes in the dues of the Section. Any change in annual dues of the Bankruptcy Section shall be submitted to the Board of Governors of the North Carolina Bar Association prior to its spring meeting for the approval of that body and, upon such approval, shall be effective for the next succeeding Association year. The Treasurer of the North Carolina Bar Association shall receive and maintain all collected dues and all other funds of the Bankruptcy Section.

Section 11. Authentication. These Bylaws were approved by the Board of Governors of the North Carolina Bar Association on October 5, 1979. They were revised in June 1988, January 16, 1992, January 23, 1997, January 15, 1998, October 12, 2001, January 15, 2004, and January 19, 2006.