

BY-LAWS OF THE
TIDEWATER BANKRUPTCY BAR ASSOCIATION

ARTICLE I

NAME AND PURPOSE

Section 1. Name. The name of this unincorporated association shall be the Tidewater Bankruptcy Bar Association.

Section 2. Purposes. The purpose for which the Tidewater Bankruptcy Bar Association (the "Association") is organized are as follows:

- A. To provide a forum where members of the Association can share research, source materials and experiences;
- B. To promote education and interest in the practice of bankruptcy law;
- C. To facilitate communication among the members of the Association, the judges and staff of the local bankruptcy courts and clerk's offices, and the general public; and
- D. To do all other things necessary and appropriate for the proper operation of a bankruptcy bar association.

ARTICLE II

Membership and Meetings

Section 1. Eligibility. Any member of the bar of the United States Bankruptcy Court for the Eastern district of Virginia and all the active Chapter 7 and 13 panel trustees for said district shall be eligible for membership in the Association.

Section 2. Admission to Membership. Admission to membership in the Association shall be by application and payment of the association dues. A member shall remain a member of the Association until no longer eligible pursuant to Section 1 of this Article or until the member's dues are unpaid pursuant to Section 3 of this Article.

Section 3. Dues. Each member of the Association shall pay to the Association annual dues in an amount to be approved each year by the board of directors. Dues shall be paid by the last business day in February of each year or, in the case of new members, simultaneously with the application for membership if submitted on or after March 1 of any year.

Section 4. Quorum and Voting. Twenty percent (20%) in number of the members enrolled in the Association for that year shall constitute a quorum for all duly-noticed meetings of the members. All matters put to the membership for vote shall be carried by majority of those present at the meeting. All member votes shall be by voice vote unless otherwise ordered by the president or by the board of directors.

Section 5. Meetings. Meetings of the members of the Association may be called by the president, a majority of the directors in office, or by written petition, submitted to the president or the secretary, signed by twenty percent (20%) in number of the members enrolled for that year. Meetings of the members may be held on the business day at such time, between the hours of 8:00 a.m. and 9:00 p.m.. and at such place, within the cities of Newport News, Hampton, Norfolk, Portsmouth, Virginia Beach, Chesapeake or Suffolk, Virginia, as may be provided in the notice of such meeting. An annual meeting of the members shall be held on the third Friday of February of each year, or on such other date in February as is approved by the board of directors.

Section 6. Notice of Meetings. All meetings of the membership shall be upon not less than five days notice by first class, United States mail, postage prepaid, or by facsimile, or other electronic means, to each member at his/her last address shown on the rolls of the Association, or by posting such meeting notices on the Association website. The notice for any meeting of the members other than the annual meeting shall set forth the purpose(s) for which the meeting is called.

ARTICLE III

OFFICERS

Section 1. General. The officers of the Association shall consist of president, past president, president-elect, secretary and treasurer. The president-elect, secretary and treasurer shall be elected by the membership of the association at the annual meeting held each February. Nominations shall be made and seconded from the floor, unless otherwise ordered by the board of directors. The officers shall serve for terms of one year until the annual meeting of the members next following the assumption of office or until their successor assumes their office. An officer may be elected for the same office for up to three consecutive years. Any officer may be removed, with or without cause, at any time whenever the board of directors, in its absolute discretion, shall consider that the best interest of the Association will be served thereby. Vacancies in office may be filled by the board of directors at any regular or special meeting.

Section 2. President. Except as otherwise set forth in these Bylaws, the president-elect, without election, shall assume the office of president at the annual meeting of the membership of the Association next following his/her assumption of the office of the president-elect. The initial president of the Association, and the president for any year in which the president-elect declines or is unable to assume the office of president, shall be elected in the manner set forth in Section 1 of this Article. The president shall preside at the meetings of the

members and the meetings of the board of directors and shall perform the duties and have the responsibilities of chief executive officer of the Association in addition to such other duties and responsibilities as are properly required of him/her by the board of directors. The president shall assume the duties of the past president in the absence of the past president. The president shall formulate and present at each annual meeting of the membership a report of the work of the Association for the immediate past year.

Section 3. Past President. Except as otherwise set forth in these Bylaws, the president, without election, shall assume the office of the past president of the annual meeting of the membership of the Association next following his/her assumption of the office of president. The initial past president of the Association, and the past president for any year in which the president declines or is unable to assume the office of past president, shall be elected in the manner set forth in Section 1 of this Article. The past president shall assist the president and the board of directors with respect to membership, including recruiting new members, maintaining current members, and generally promoting the Association as appropriate, and shall perform such duties and have such responsibilities as are properly required of him/her by the President or by the board of directors.

Section 4. President-Elect. The president-elect shall assume the duties of the president in the absence of the president and shall perform such duties and have such responsibilities as are properly required of him/her by the president or by the board of directors. Such responsibilities shall include assisting the Association with respect to its educational activities.

Section 5. Secretary. The secretary shall be the custodian of all the Association's books, papers, seal and other property, except money. The secretary shall maintain the rolls and records of the Association. The secretary shall issue notices for, and shall keep the minutes at, all meetings of the board of directors and of the members. The secretary shall perform such duties and have such responsibilities as are properly required of him/her by the president or by the board of directors.

Section 6. Treasurer. The treasurer shall maintain the financial records of the Association and shall provide such financial reports and records of the Association and shall provide such financial reports and records of the Association as may become necessary. The treasurer shall collect and receipt for all the dues of the Association. The treasurer shall perform such duties and have such responsibilities as are properly required of him/her by the president or by the board of directors.

ARTICLE IV

Board of Directors

Section 1. General. The business and affairs of the Association shall be managed by a board of at least ten (10) directors inclusive of the president, the past-president, president-elect, secretary, and treasurer each of which shall also be a director of the Association during their tenure as an officer. The non-officer directors shall be elected by the membership of the Association at the annual meeting held each February. Nominations shall be made and seconded from the floor, unless otherwise ordered by the board of directors. Each non-officer director shall serve for a term of one year until the annual meeting of the members next - following commencement of their directorship. Any non-officer director may be elected for a further term or terms without limitation. Any non-officer director may be removed, without cause, at any time whenever the board of directors, in its absolute discretion, shall consider that the best interests of the Association will be served thereby. Vacancies in directorships may be filled by the board of directors at any regular or special meeting.

Section 2. Meetings. The board of directors shall hold an annual meeting within thirty (30) days after the conclusion of the annual meeting of the membership of the Association and such other meetings as may be called by the president or by any three of the directors. Oral, written or electronic notice to all directors not less than three days prior to any meeting of the time, date and place of such meetings of the board of directors shall be given by the president, secretary or by the directors calling the meeting. Any director may participate in any meeting telephonically if not otherwise able to attend in person.

Section 3. Quorum and Voting. Any five directors shall constitute a quorum of the board of directors for the purpose of transacting business. A majority of those present at a meeting at which a quorum exists shall decide any question that may come before the meeting, unless otherwise prescribed by law or by these Bylaws. Each director shall be entitled to one vote on all matters. Absent directors may communicate their vote by telephonic transmission and have it counted with the same effect as if it were cast in person. A vote of a majority of the directors by e-mail shall be binding without an actual physical meeting of the board.

ARTICLE V

Committees

Section 1. General. The board of directors may designate such standing and special committees as it may deem necessary and appropriate for the conduct of the Association's business. Each committee shall be appointed by the board of directors from the membership of

the Association for such terms and purposes as the directors shall determine, subject to these bylaws.

Section 2. Jurisdiction. The board of directors shall establish the jurisdiction of the Association committees and shall resolve any disputes among its committees.

ARTICLE VI

Miscellaneous

Section 1. Finances. The monies of the Association shall be deposited in such banks or trust companies as the board of directors shall designate, and all payments, so far as practical, shall be made by checks. Checks and drafts may be signed in the name of the Association by any two of the president, president-elect, secretary or treasurer. The Association is not empowered to spend funds in excess of those actually on hand. No salary or compensation shall be paid to any officer, director or member of the Association.

Section 2. Procedure. Except as otherwise provided in these Bylaws or by the board of directors, Robert's Rules of Order shall govern the procedure at the meetings of the Association and its board of directors.

Section 3. Fiscal Year. The fiscal year of the Association shall commence on the first day of March of each calendar year and run to the last day of February of the succeeding calendar year.

Section 4. Amendments. These Bylaws may be amended or repealed or altered in whole or in part by the board of directors at any regular or special meeting at which a quorum is present and where such action has been announced in the notice of such meeting, upon the vote of not less than two-thirds (2/3) of all of the directors of the association present or not present at the meeting.

Bylaws in effect as of January 7, 2011.

/s/ Thomas B. Dickenson, Secretary to the Board of Directors