

Amended through March 9, 2010

**BYLAWS OF THE
BANKRUPTCY SECTION
OF ATLANTA BAR ASSOCIATION, INC.**

ARTICLE I

NAME, PURPOSE, FISCAL YEAR, LIMITATIONS, DEFINITIONS

Section 1.01. NAME.

The name of this Section of Atlanta Bar Association, Inc. (the "Atlanta Bar") shall be the Bankruptcy Section, and shall be hereinafter designated as "the Section".

Section 1.02. PURPOSE.

The general purposes of the Section shall be the promotion of the objects of the Atlanta Bar within the particular field designated by the name of this Section. To that end, it shall be the purposes of this Section:

- (a) To uphold and defend the Constitutions of the United States of America and of the State of Georgia;
- (b) To further the purposes and goals of the Atlanta Bar;
- (c) To encourage the participation of members of the Atlanta Bar in matters relating to bankruptcy and laws governing debtor-creditor relations;
- (d) To provide a means of informing its members about matters relating to laws governing proceedings under Title 11 of the United States Code, 11 U.S.C. 101 *et seq.* (the "Bankruptcy Code"), the Federal Rules of Bankruptcy Procedure, as well as laws relating to the rights of debtors and creditors.

Section 1.03. FISCAL YEAR.

The fiscal year of the Section shall be at such time as the Board of Directors shall determine.

Section 1.04. LIMITATIONS.

These Bylaws have been adopted subject to the Articles of Incorporation and Bylaws of the Atlanta Bar and, in the event of conflict, the Articles of Incorporation and Bylaws of Atlanta Bar shall control.

Section 1.05. DEFINITIONS.

The terms Membership, Chair, Vice-Chair/Chair-Elect, Secretary, Treasurer, Board of Directors and similar terms when used herein shall, unless otherwise designated, refer respectively to the Membership, Chair, Vice-Chair/Chair-Elect, Secretary, Treasurer and Board of Directors of this Section.

ARTICLE II

MEMBERSHIP

Section 2.01. ENROLLMENT.

Any member of the Atlanta Bar shall, upon request to the Atlanta Bar, be enrolled as a member of the Section by the payment of annual Section dues. Life Members of the Atlanta Bar may enroll as a member of the Section at any time without payment of Section dues.

All members of the Section, by virtue of their membership in the Section, agree to participate in the Atlanta Volunteer Lawyers Referral Program ("Referral Program") by being listed as possible pro bono referral lawyers on bankruptcy related matters. Each member of the Section may be contacted by the Referral Program for pro bono representation one (1) time per year or more frequently if the member so desires. Any member may decline to participate in the Referral Program by written notice to the Secretary of the Section.

Section 2.02. THE MEMBERSHIP.

Members so enrolled and whose dues are paid pursuant to the provisions of this Article shall constitute the Membership of the Section.

Section 2.03. DUES.

Dues for Membership in the Section shall be in an amount set by the Board of Directors in accordance with Sections 5.02 and 8.01 hereof and shall be payable annually at the time of enrollment.

Section 2.04. DELINQUENCY.

Any member of the Section who has not paid the annual dues by September 1st of each year shall automatically cease to be a member of the Section. Life Members of the Section shall automatically cease to be a member of the Section at such time as the Board of Directors shall determine each year unless re-enrolled pursuant to Section 2.01 of this Article.

ARTICLE III

MEETINGS OF THE MEMBERS

Section 3.01. MEETINGS.

Meetings of the Membership shall be held upon call of the Chair, a majority of the Board of Directors then in office, or at the written request of at least twenty-five percent (25%) of the members of the Section.

Section 3.02. NOTICE.

Notice of any Meeting of the Membership shall be mailed at least ten (10) days prior thereto, by mailing notice of the place and purpose of the meeting to each member of the Section at the address of such member as shown on the records of the Atlanta Bar.

Section 3.03. QUORUM.

The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 3.04. CONTROLLING VOTE.

Action of the Section shall be by majority vote of the voting members present.

Section 3.05. VOTING ELIGIBILITY.

Any Active or Life member of the Atlanta Bar who is a member of the Section, as reflected on the records of the Atlanta Bar, shall be eligible to vote, and each such person shall have one (1) vote.

Section 3.06. MAIL VOTING.

The Board of Directors may direct that a matter be submitted to the membership for vote by mail. In that event, binding action of the Section shall be by a majority of the votes received from members in accordance with the rules fixed by the Board of Directors.

ARTICLE IV

OFFICERS

Section 4.01. OFFICERS.

The officers of the Section shall consist of a Chair, a Vice-Chair/Chair Elect, a Secretary, Treasurer and the Immediate Past Chair. The officers shall assume office at the Annual Meeting of the Atlanta Bar and shall serve for a term of one (1) year until the next Annual Meeting of the Atlanta Bar. Only persons who are Active or Life members of the Atlanta Bar and who are members of the Section may be nominated in any

manner for or serve in any office or position of the Section. Each officer shall be elected for a one (1) year term by the voting members of the Section, pursuant to the procedures set forth in Article VI of these ByLaws.

Section 4.02. DUTIES AND AUTHORITY.

The officers shall have such duties and authority as generally pertain to their respective offices, as well as such duties and authority as from time to time may be designated by the Board of Directors; provided that such duties and authority are not inconsistent with other provisions of these Bylaws. Without limitation upon any of the foregoing:

(a) The Chair shall be the Chief Executive Officer of the Section and shall be responsible for the administration of the Section, including general supervision of the policies, programs and decisions adopted by the Board of Directors. The Chair shall act as spokesperson for the Section; shall have the right to call and shall preside at all meetings of the Board of Directors and the Membership; shall appoint the chair and members of all committees of the Section who are to hold office during his or her term as Chair; shall plan and superintend the programs of the Section during his or her term, subject to the direction and approval of the Board of Directors; and shall keep the Board of Directors duly informed as to the administration and activities of the Section.

(b) The Vice-Chair/Chair Elect shall automatically become Chair of the Section at the expiration of his or her term as Vice-Chair/Chair Elect. The Vice-Chair/Chair Elect shall, on consultation with the Chair, arrange for the appointment of the chair and members of all committees who are to hold office during his or her coming term as Chair. The Vice-Chair/Chair Elect shall aid the Chair in the performance of his or her responsibilities in such manner and to such extent as the Chair may request and shall, in the absence of the Chair, perform the duties of the Chair.

(c) The Secretary shall consult with and assist all the officers of the Section with the work of the Section generally in the manner and to the extent they may request; shall issue, or cause to be issued, notices of all meetings of the Board of Directors and the Membership to the extent those notices are not issued by the Chair; shall keep a true record of the proceedings of the meetings of the Board of Directors and of the Membership, whether assembled or acting under submission; shall have charge and custody of all minute books of the Section; shall serve as a liaison between the Section and the staff of the Atlanta Bar regarding the retention and maintenance of books, papers, documents, and other property pertaining to the work of the Section in the custody of the Atlanta Bar;

(d) The Treasurer shall keep, or cause to be kept, an accurate record of all monies received or expended by the Section; shall monitor all accounts, reports and other documents prepared as to Section funds, revenues and expenditures, and seek to make certain that all such accounts, reports and other documents are, at all times, accurate and correct; shall periodically report to the Chair and the Board of Directors on the Section's present and projected financial condition; shall advise the officers and Board of Directors about the financial impact of any proposed action by the officers, Board of Directors of Section which, in his or her judgment, would have a

significant impact on the financial condition of the Section; shall, at least once each year, prepare a projected budget to be submitted to the Board of Directors; and shall prepare such other recommendations and reports on the financial affairs of the Section as may be requested by the Chair or the Board of Directors.

Section 4.03. ELIGIBILITY.

All Active or Life members of the Atlanta Bar who are members of the Section shall be eligible to hold office as an officer or as a Member-at-Large of the Board of Directors, and all officers and Members-at-large of the Board of Directors must maintain their eligibility throughout their term. The Chair may not succeed himself or herself in that office, but automatically upon the termination of the term which such person is serving as Chair, such person shall commence serving a one-year term as Immediate Past Chair.

Section 4.04. VACANCIES.

In the event a vacancy occurs in the office of Chair as a result of death, resignation or otherwise, the Vice-Chair/Chair Elect shall perform the duties and functions of that office for the remainder of the term in which such vacancy occurs. The fact that such vacancy is filled by the Vice-Chair/Chair Elect shall not affect such person's succession to the office of Chair at the expiration of the term for which he or she was chosen to serve as Vice-Chair/Chair Elect, any provision in these bylaws to the contrary notwithstanding. In the event a vacancy occurs in the office of Vice-Chair/Chair Elect, a special election to fill such post shall be held by the Membership, which election shall be conducted in accordance with such rules and procedures as established by the Executive Committee of the Atlanta Bar. A vacancy in the office of Secretary or Treasurer shall be filled by the Chair.

Section 4.05. COMPENSATION.

Officers of the Section shall not receive any compensation for their services as officers, but they may be entitled to the reimbursement of reasonable and necessary expenses, if any, incurred by them as officers, provided that nothing herein contained shall be construed to preclude any such officer from serving the Section in any other capacity and receiving compensation therefore.

ARTICLE V

BOARD OF DIRECTORS

Section 5.01. COMPOSITION.

There shall be a Board of Directors of the Section which shall consist of the officers described in Article IV of these ByLaws and seven (7) Members-at-Large. The members of the Board of Directors shall assume office at the Annual Meeting of the Atlanta Bar and shall serve until the next Annual Meeting of the Atlanta Bar.

Section 5.02. DUTIES AND AUTHORITY.

The Board of Directors shall be responsible for the affairs and business of the Section; shall formulate the general policies of the Section subject to these Bylaws and the Articles of Incorporation and Bylaws of the Atlanta Bar; and shall be empowered to fix and prorate annual Section dues, provided that such dues shall be fixed and determined and an annual proposed budget prepared by not later than sixty (60) days prior to the first day of the fiscal year. It shall be the affirmative duty of the Board of Directors and each member thereof to assure that the Section makes no financial or other commitments during any fiscal year that exceed the sum of funds on hand at the beginning of the fiscal year and revenues or other appropriations to be received by the Section during that fiscal year, without prior written approval of the Executive Committee of the Atlanta Bar. Any member of the Board of Directors shall be available for appointment as a project or committee chair.

Section 5.03. ELECTION AND TERM OF FIVE (5) MEMBERS-AT-LARGE.

Any Active or Life member of the Atlanta Bar who is a member of the Section may be serve as a Member-at-Large of the Board of Directors. Five (5) of the Members-at-Large shall be elected for a one (1) year term by the voting members of the Section pursuant to the procedures set forth in Article VI of these Bylaws. The Chair shall be entitled to designate the other two (2) Members-at-Large. Each such designated Member-at-Large shall also serve for a one (1) year term. Such designations shall be made at the first or second meeting at which the Chair presides, and such Members-at-Large shall serve until the next Annual Meeting of the Atlanta Bar. No person shall be eligible for election or designation as a Member-at-Large of the Board of Directors who has served in such capacity for the seven (7) preceding consecutive years.

Section 5.04. MEETINGS.

The Board of Directors shall meet as frequently as necessary for the conducting of Section Business at such place as may from time to time be fixed by resolution of the Board of Directors or as may be specified in the notice of the meeting. Regular meetings of the Board of Directors shall be held at such times as may be fixed by resolution of the Board of Directors and special meetings may be held at any time upon call of the Chair or a majority of the voting members of the Board of Directors on one (1) day's notice to each Director, either personally or by mail, fax or telephone. Notice need not be given of regular meetings held at times fixed by resolution of the Board of Directors. No notice of any meeting need be given any member of the Board of Directors who at any time before or after the meeting waives notice of the meeting in writing or who attends such meeting, unless at the beginning of such meeting, he or she states an objection to the place or time of the meeting, or to the manner in which it has been called.

Section 5.05. QUORUM AND CONTROLLING VOTE.

At all meetings of the Board of Directors, a majority of the entire Board of Directors shall be necessary to constitute a quorum for the transaction of business, and

a vote of a majority of the member of the Board of Directors present and voting shall be the act of the Board of Directors.

Section 5.06. ACTION WITHOUT MEETING.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent setting forth the action so taken shall be signed by all members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board of Directors.

Section 5.07. VACANCIES.

Any vacancy in a Member-at-Large position on the Board of Directors shall be filled, by interim appointment made by a majority vote of the members of the Board of Directors then in office, with a member of the Section eligible to hold office. The appointee shall serve until the next Annual Meeting of the Atlanta Bar. In the event that the Immediate Past Chair shall be unable to serve by reason of death, resignation or otherwise, the Board of Directors shall, by a majority vote of the members of the Board of Directors then in office, elect an additional director who shall be a member of the Section eligible to hold office. The appointee shall serve until the next Annual meeting of the Atlanta Bar. In the event of a tie vote with respect to any vacancies to be filled pursuant to this Section 5.07, the Chair shall fill such vacancy by the appointment of a member of the Section eligible to hold office. Such person shall serve until the next Annual Meeting of Atlanta Bar Association, Inc.

Section 5.08. COMPENSATION.

Members of the Board of Directors of the Section shall not receive any compensation for their services as Directors, but they may be entitled to the reimbursement of reasonable and necessary expenses, if any, incurred by them as members of the Board of Directors, provided that nothing herein contained shall be construed to preclude any such member from serving the Section in any other capacity and receiving compensation therefore. The compensation of employees, agents and consultants of the Section shall be fixed by the Board of Directors.

ARTICLE VI

NOMINATING PROCEDURES; ELECTIONS

Section 6.01. SCOPE.

This Article shall govern the procedures for nomination of candidates for the positions of officers of the Section and the positions of the elected Members-at-Large of the Board of Directors of the Section.

Section 6.02. NOMINATING COMMITTEE.

The Nominating Committee shall consist of three (3) members, one of whom shall be the Chair of the Section. The Chair shall serve as Chair of the Nominating Committee. The remaining two (2) members of the Nominating Committee shall be

appointed by the Chair, one (1) of whom shall be a member of the Board of Directors then in office and one (1) of whom shall be an Active or Life member of the Atlanta Bar who are members of the Section and who are not members of the Board of Directors then in office. The selection of the Nominating Committee shall occur at such time as the Board of Directors shall determine. With the exception of the Chair, the members of the Nominating Committee shall be eligible for nomination for any position under consideration by the Nominating Committee. The presence of two of the three (3) members of the Nominating Committee shall constitute a quorum for the transaction of business and a majority of the members present and voting shall be required to nominate any person for any office or position.

Section 6.03. DUTIES OF NOMINATING COMMITTEE.

(a) The Nominating Committee shall nominate at least one (1) and not more than three (3) Active or Life members of the Atlanta Bar who are members of the Section for each of the offices of Vice-Chair/Chair Elect, Secretary and Treasurer. Only persons who have served during the current year on the Board of Directors of the Section shall be eligible for nomination for the position of Vice-Chair/Chair-Elect, whether such persons are nominated by the nominating committee or by petition under Section 6.05.

(b) The Nominating Committee shall nominate at least one (1) and not more than three (3) Active or Life members of the Atlanta Bar who are members of the Section for as many vacancies among the elected Members-at-Large of the Board of Directors as are to be filled at the ensuing election.

(c) The Nominating Committee shall submit its report to the Secretary and the Executive Director of the Atlanta Bar at such time as the Board of Directors shall determine each year, which report must indicate that all persons nominated have agreed in writing to serve if elected.

Section 6.04. NOTIFICATION TO MEMBERS OF NOMINATIONS.

The Secretary of the Atlanta Bar Association shall, at such time as the Board of Directors shall determine each year, mail a list of the nominations from the Nominating Committee to each Active and Life member of the Atlanta Bar who is a member of the Section.

Section 6.05. OTHER NOMINATIONS.

Nominations for any position may be made in writing over the signatures of not less than twenty-five (25) Active or Life members of the Atlanta Bar who are members of the Section, by filing such nominations with the Executive Director and the Secretary of the Atlanta Bar at such time as the Board of Directors shall determine each calendar year.

Section 6.06. VOTING.

Voting shall be by mail or electronic transmission (including email and facsimile transmission). The Secretary of the Atlanta Bar shall prepare a formal ballot containing the names of all nominees, listed in alphabetical order for the respective positions and indicating the number of persons to be voted for, unless such nominees are unopposed, in which event the respective position or positions will not be listed on the ballot and the sole nominee will be considered elected notwithstanding any provision of these Bylaws to the contrary. The entire ballot may be dispensed with if all nominees thereon are unopposed. For contested elections, ballots shall be mailed or electronically transmitted at such time as the Board of Directors shall determine each year. Such ballots shall be accompanied by voting instructions and notification of the time in which such ballots may be returned. To be eligible for counting, such ballots must be returned to the principal office of the Atlanta Bar not later than such time as shall be determined by the Board of Directors of the Atlanta Bar.

Section 6.07. REQUIRED VOTES.

(a) Officers. Persons to be elected as officers of the Section must be elected by a majority of the votes cast. In the event no candidate for an office receives a majority of the votes cast in the first ballot, a vote between the two (2) persons receiving the highest number of votes for such office in the first ballot shall be had at a run-off election to be held at such time as determined by the Board of Directors of the Atlanta Bar, which run-off election shall be held in accordance with the procedures set forth in Section 6.06.

(b) Members-At-Large. The election for five (5) Members-at-Large shall be determined as follows: the persons that receive the five (5) highest votes totals of the votes cast in the first ballot for Member-at-Large of the Board of Directors shall be elected to fill the vacant Member-At-Large positions. For elections of lesser numbers of Members-at-Large (X members), the persons receiving the highest X vote totals of the votes cast in the first ballot for Member-at-Large of the Board of Directors shall be deemed elected to fill the vacant Member-At-Large positions.

Section 6.08. OTHER PROCEDURES FIXED BY BOARD OF DIRECTORS.

The Board of Directors may by resolution prescribe such other procedures as may be necessary or appropriate to the conducting of elections, provided that: (a) such procedures are not inconsistent or in conflict with any other provisions of these Bylaws and (b) such procedures are submitted to and approved by the Board of Directors of the Atlanta Bar at such time as the Board of Directors shall determine each year.

Section 6.09. TIE VOTE.

Any tie in a first or second balloting shall be decided by another ballot between those tied. In the event of a tie vote after the second balloting, the election shall be determined under such arrangements as the Board of Directors of the Section deems appropriate.

ARTICLE VII

PROJECTS AND COMMITTEES

Section 7.01. ESTABLISHMENT BY MEMBERS.

At any meeting of the Membership, any voting member may move for the establishment of a project or a committee for a specific purpose, and upon establishment of such project or committee by majority vote of those voting members present, the Chair shall appoint a chair thereof, the chair and members of any such projects and committees to serve until the next Annual meeting of the Atlanta Bar unless appointed for a shorter period.

Section 7.02. ESTABLISHMENT BY CHAIR OR BOARD OF DIRECTORS.

The Chair or the Board of Directors of the Section may establish such projects and committees as may from time to time be deemed necessary or appropriate, and the Chair shall appoint chair and members thereof, the chair and members of any such projects and committees to serve until the next Annual Meeting of the Atlanta Bar unless appointed for a shorter period.

ARTICLE VIII

COORDINATION WITH ATLANTA BAR

Section 8.01. FINANCIAL MATTERS OF SECTION.

The Section shall submit its dues proposal to the Board of Directors, the Executive Committee, the President, the Vice President/President-Elect, and the Executive Director of the Atlanta Bar at least ninety (90) days prior to the Annual Meeting of the corporation and shall send a copy of its proposed budget to the Board of Directors, the Executive Committee, the President, the Vice President/President-Elect and the Executive Director of the Atlanta Bar for information at such time. The Section shall be authorized to collect dues from its members and otherwise collect and disburse monies subject to such rules and regulations as may be set forth by the Board of Directors of the Atlanta Bar.

Section 8.02. DEPOSIT AND HANDLING OF SECTION MONIES.

Funds of the Section shall be deposited in the Treasury of the Atlanta Bar and shall be disbursed by the Treasurer of the Atlanta Bar to pay bills of the Section which have been approved for payment by the Chair or Treasurer of the Section.

Section 8.03. EXPENDITURE OF SECTION MONIES.

Funds of the Section shall be expended for such purposes related to the activities of the Section in such manner as may be determined by the Board of Directors. Further, the chair or Treasurer is authorized and empowered to pay to the

Atlanta Bar any fees or charges for services rendered by the Atlanta Bar for any expenses incurred by the Atlanta Bar for or on behalf of the Section.

Section 8.04. SECTION CONTINUING LEGAL EDUCATION.

The Section shall from time to time conduct programs for the continuing education of its members, but shall coordinate its efforts in this regard with the Atlanta Bar.

Section 8.05. LEGISLATION.

The Section is authorized and empowered to study and review proposed legislation, provided, however, that neither the Section or any member thereof shall be authorized to make any public statements, to sponsor or to express approval or disapproval of any legislation, or to take any other action in the name of the Atlanta Bar or the Section without the prior written approval of the Executive Committee of the Atlanta Bar.

Section 8.06. REVIEW OF SECTION ACTIVITIES.

The Section shall submit annually to the Board of Directors of the Atlanta Bar, but no later than forty-five (45) days prior to the Annual Meeting of the Atlanta Bar, a report of the activities of the Section for the immediately preceding year and projected goals for the next ensuing fiscal year.

Section 8.07. NOTICE OF AMENDMENT TO BYLAWS.

Written notice of any proposed amendment to these Bylaws, including a copy of the proposed amendment, shall be delivered to the President, Vice President/President-Elect and Executive Director of Atlanta Bar Association, Inc. at least ten (10) days prior to the date it is presented to the membership or Board of Directors for action thereon.

Section 8.08. FILING OF BYLAWS AND AMENDMENTS.

These Bylaws and any amendments thereto shall be filed with the Secretary of the Atlanta Bar within ten (10) days following the effective date thereof and a copy thereof shall be delivered to the President and Executive Director of the Atlanta Bar at the time that the Bylaws or any amendments thereto are filed with the Secretary of the Atlanta Bar.

ARTICLE IX

EFFECTIVE DATE AND TRANSITION PROVISIONS; AMENDMENTS

Section 9.01. EFFECTIVE DATE AND TRANSITION PROVISIONS.

These Bylaws shall become effective on June 1, 2003; provided, however, that the offices and positions of directors in existence prior to the adoption of these Bylaws shall continue until the next Annual Meeting of the Atlanta Bar and the persons holding

such offices and positions shall continue in their office or position until the next Annual Meeting of the Atlanta Bar.

Section 9.02. AMENDMENT.

Subject to the provisions of Section 8.07 hereof, the Bylaws of the Section shall be subject to alteration, amendment or repeal, and new Bylaws not inconsistent with the Articles of Incorporation and Bylaws of the Atlanta Bar may be made either: (a) by the affirmative vote of at least a majority of the voting members of the Section at any meeting of the Membership at which a quorum is present, provided that notice of the proposal to make, alter, amend or repeal such Bylaws be included in the notice of any such meeting of the members; or (b) by the affirmative vote of a majority of all voting members of the Board of Directors then holding office at any regular or special meeting of the Board of Directors. Provided, however, the members of the Board of Directors shall not be entitled to alter, amend or repeal any Bylaws adopted by the members, which the members prescribe shall not be altered, amended or repealed by the Board of Directors.