

NATIONAL CREDITORS BAR ASSOCIATION BYLAWS

ARTICLE I ORGANIZATION

Section 1. Name. The name of this Association shall be National Creditors Bar Association (hereafter referred to as the "Association"), a not for profit corporation organized under the laws of the District of Columbia.

Section 2. Location of Principal Office. The principal office of the Association shall be at a location determined by the Board of Directors. The Association may have such other offices as may from time to time be designated by its members or its executive committee. If and when required by the law of the District of Columbia, the Association will maintain a registered office and registered agent in the District of Columbia.

Section 3. Purpose. The purposes of this Association are as follows:

- A. To further and promote the image and function of the legal profession engaged in creditors rights law, including but not limited to, education and advocacy;
- B. To encourage, foster and advance professional practices and ethical conduct;
- C. Any other actions or activities that the Board of Directors deems appropriate to further the practice of creditors rights law.
- D. For purposes of these Bylaws, Creditors Rights Law shall include, but not be limited to:
 1. The collection of or attempts to collect, by an attorney or law firm, any type of debt owed or due or asserted to be owed or due by the obligor or others, including but not limited to the enforcement of creditors' rights in collateral;
 2. The representation of creditors in proceedings in the United States Bankruptcy Courts; and
 3. The representation of creditors and/or their agents, including lawyers and law firms, in connection with the creditors or their agents attempts to collect, directly or indirectly, debts owed or due or asserted to be owed or due, including in connection with lawsuits brought against such creditors and their agents, investigations by governmental or quasi-governmental agencies, and proceedings brought by a governmental or quasi-governmental agencies.

Section 4. Object. The organization shall be a not-for-profit business league, and in no event are any of the assets to be distributed to any member of the Association.

ARTICLE II MEMBERSHIP

Section 1. Law Firm Member: Any law firm engaged in the active practice of creditors rights law, including solo practitioners, shall be eligible to be a member of the Association provided that the following qualifications are met:

- A. All Law Firm Member individuals employed as practicing attorneys must be admitted to and in good standing in a State Bar of the United States, or its territories, or the comparable regulatory body of another jurisdiction outside the United States and its territories. If the individual employed as a practicing attorney is licensed in more than one jurisdiction, all licenses must be in good standing.

B. At least one attorney of the Law Firm Member must devote a significant portion of their legal time 1) to the representation of creditors in the field of creditors rights law or 2) related to the practice of creditors rights law. Excluded from membership are those attorneys who represent consumer(s) in consumer protection actions against a Law Firm Member for state or federal laws protecting consumers related to creditors rights.

Section 2. Non-Voting Members: The following membership classes have no vote nor are they eligible to serve as Directors or hold office in the Association:

A. Individual Member. In accord with criteria to be established by the Board of Directors, the following individuals shall be eligible for Individual Member status in the Association: (1) in-house counsel of a non-law firm, (2) law student and (3) appearance counsel

B. Honorary Member. The Association may confer non-voting Honorary Membership upon any individual who has rendered notable service to the creditors rights law profession or to the Association. Honorary members shall be declared by majority vote of the Board of Directors, in accord with criteria to be established by the Board of Directors.

Section 3. Classes of Membership.

A. The Association shall have at least one (1) voting class of membership, including the Law Firm Member class. Each voting class shall have one (1) vote per law firm which shall be cast by one (1) representative on behalf of each member firm.

B. The Association may have non-voting membership classes at the election of the Board of Directors. The Association shall have two (2) initial non-voting membership classes: Individual Member and Honorary Member. The Board shall establish application and membership requirements for each class.

C. The Board of Directors may from time to time create or eliminate new or existing classes of voting and non-voting membership, except for the Law Firm Member class, as it may deem necessary and appropriate in furthering the interests of the Association; provided, however, that any creation or elimination of a voting membership class shall require a ballot vote of the Association Members pursuant to Article XV2 of these bylaws. The Board Shall establish application and membership requirements for each such class.

Section 4. Duration of Membership. Membership in this Association may terminate by voluntary withdrawal as herein provided or otherwise as provided in these Bylaws. All rights, privileges and interest of a Law Firm Member or Individual Member in or to the Association shall cease on termination of membership. However, a Law Firm Member or Individual Member who has voluntarily withdrawn or has been suspended or terminated by action of the Board of Directors may still be liable to the Association for dues, assessments and fees as a result of obligations incurred or commitments made prior to the cessation of membership.

Section 5. Termination or Suspension of Membership in Disciplinary Proceedings.

A. Membership shall be terminated for delinquency in the payment of annual dues for more than sixty (60) days, from due date of December 31, unless another standard is established by the Board of Directors.

B. Membership may be terminated or suspended for failure to meet all of the criteria of membership established by Section 1 or 2 of these Articles or as established by the Board of Directors.

C. Membership may be terminated or suspended, or a Law Firm Member or Individual Member may be censured by the Board of Directors for failure to comply with state or local laws, falsification of membership application, falsification of and/or failure to submit the annual

membership verification and renewal form, violation of any portion of the Association Code of Professional Conduct and Ethics, for misconduct which brings discredit to the member, the Association or the creditors rights law profession.

D. No member shall be terminated because of race, color, creed, sex, age, disability, sexual orientation or political party affiliation.

E. Disciplinary Proceedings. If a written complaint has been submitted to the Association alleging, or if it comes to the attention of the Board of Directors, that a Law Firm Member or Individual Member or employee of a Law Firm Member or Individual Member may have engaged in conduct which would give rise to disciplinary proceedings under Sections 5(B) or 5(C) of this Article, the President may refer the matter to the Grievance Committee to investigate, in accordance with procedures that have been recommended by the Grievance Committee and adopted by the Board of Directors. The Committee shall report back to the Board of Directors with the results of its investigation and make recommendations as to what further actions should be taken, if any.

F. Disciplinary proceedings may result in the termination of membership, in suspension of membership for an indefinite period or a fixed period of time or censure.

G. A terminated or suspended Law Firm Member or Individual Member may be reinstated at the sole discretion of the Board of Directors. The Board of Directors shall consider the reason(s) for termination or suspension, the corrective action taken by the Law Firm Member or Individual Member since termination or suspension, and the willingness and likelihood of the Law Firm Member or Individual Member to conduct themselves properly in the future.

H. Voluntary withdrawal or resignation of a Law Firm Member or Individual Member from the Association shall be submitted in writing. Withdrawals shall be effective on the fulfillment of all obligations to the date of withdrawal.

Section 6. Transfer/Sale of Membership. Membership in the Association shall not be transferable or assignable.

ARTICLE III APPLICATION FOR MEMBERSHIP

Section 1. Application for membership shall be submitted electronically or in writing, on the form provided for that purpose by the Association, to Association Headquarters, for acceptance or rejection, accompanied by any documentation required to be submitted with the application and the applicable amount of dues and any application fee, which are not refundable.

Section 2. The application form shall contain a declaration to be signed by the applicant that the Law Firm Member or Individual Member agrees to abide by the Bylaws of the Association, the Code of Professional Conduct and Ethics, and all written policies of the Association. A copy of the Bylaws, the Code, and any and all written policies shall be furnished to each applicant upon request.

ARTICLE IV DUES

Section 1. The amount of dues shall be determined by the sole discretion of the Board of Directors. Dues shall be paid annually.

Section 2. The Board of Directors may assess a late fee, the amount to be determined from time to time at its sole discretion, and the amount shall be set forth in the annual dues statement.

Section 3. The Board of Directors may assess the membership for any unusual, or emergency expenses, or for costs incurred by the Association, which is to the benefit of the membership. Delinquent assessment payments shall be construed as dues under Article II Section 5, Paragraph A of these Bylaws.

Section 4. Dues shall not be refundable.

ARTICLE V MEMBER PRIVILEGES

Section 1. Law Firm Members who are in good standing and who have complied with all membership requirements shall be entitled to vote at any time at which the Association's members vote. A Law Firm Member with multiple offices shall only be entitled to one vote for the firm.

Section 2. Law Firm Member and Individual Members shall receive any and all publications of the Association, shall be provided a listing in the Association Directory and shall be able to participate in any and all benefits prescribed by the Board of Directors.

ARTICLE VI GOVERNMENT

Section 1. Governing Body. The business and affairs of the Association shall be managed and governed by the Board of Directors, which may exercise all those powers of the Association and perform all those lawful acts, which are not by law, the Articles of Incorporation, or these Bylaws reserved to the membership. These powers shall include all acts required by District of Columbia law and all miscellaneous powers not required but permitted under District of Columbia law.

The Board of Directors shall have, and may exercise, full authority to take such legal actions as are consistent with the purposes of the Association. It shall have authority to establish a bank account(s) and contract to make expenditures not to exceed cash on hand or reasonably expected to be on hand. It shall be empowered to appoint committees to carry forth the purpose of the Association.

Section 2. Board of Directors. The Board of Directors shall consist of the elected officers and twelve Directors who must be practicing attorneys in good standing with an "Active" Law Firm member. Directors must have attended at least one Association conference in the two years immediately preceding the election. Multiple office members shall be counted as one member. A Law Firm Member is limited to having only one elected Officer or Director on the Board at any given time.

Section 3. Elections. At a time and place determined by the Board of Directors, the Law Firm Members, shall elect Directors and Officers to replace those Directors and elected Officers whose terms are due to expire. Each Director or elected Officer shall hold office for the term for which they are elected or until their earlier death, resignation, or removal. Voting at all elections shall be by any means approved by the Board of Directors, including by U.S. mail or by electronic means, or both, and ballots shall be distributed not less than ten (10) days and no more than forty-five (45) days prior to the election. Proxy voting shall not be permitted. There shall be no cumulative voting.

Section 4. Nominations. Nominations for the Directors or Officers to be elected shall be made by a self-nomination seventy-five (75) days prior to the election.

Section 5. Elected Officers. The elected Officers shall be President, President-Elect, Secretary, Treasurer, and Immediate Past President. All elected Officers shall exercise such powers and perform such duties as may be provided in these Bylaws or as shall, from time to time, be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

Section 6. Term of Office.

A. Elected Officers and Directors shall serve a term of office of two (2) years, but for the President, who shall serve one (1) year as President-Elect, one (1) year as President, and one (1) year as Immediate Past President.

B. Directors are eligible for three (3) consecutive elected terms as Directors. Upon completion of the third term, the Director may not be elected as a Director for a period of one (1) year before being eligible to be nominated or elected again as a Director.

C. Secretary is eligible for two (2) consecutive elected terms as Secretary. Upon completion of the second term, the Secretary may not be elected as a Secretary for a period of one (1) year before being eligible to be nominated or elected again as a Secretary.

D. Treasurer is eligible for two (2) consecutive elected terms as Treasurer. Upon completion of the second term, the Treasurer may not be elected as a Treasurer for a period of one (1) year before being eligible to be nominated or elected again as a Treasurer.

Section 7. Any Director or elected Officer may be removed for cause by two-thirds majority vote of the membership or by a two-thirds majority vote of the Board of Directors. Cause is defined as death; declaration of incompetency by a licensed physician; disbarment, inactive status, or suspension of longer than one day from the attorney's licensing authority.

Section 8. Vacancies.

A. Elected Officers. Any vacancy of the office of President for any cause shall be filled by the President-Elect, who will complete the remaining term of the office. If there is no President-Elect, and in the case of any other vacancy occurring among the elected Officers for any cause, the vacancy may be filled for the remaining term by majority vote of the then-members of the Board of Directors from among themselves, even though there may be less than a quorum of the Board.

B. Directors. Any vacancy occurring among the Directors for any cause may be filled for the remaining term by appointment of the President, as confirmed by a majority vote of the then – members of the Board of Directors, even though there may be less than a quorum of the Board.

C. Method of Voting. Any such votes regarding vacancies may be conducted in any manner acceptable to the Board, including electronically.

Section 9. Bank Account(s).

A. The bank account(s) for the Association shall be maintained at a facility convenient to the domicile of the Association Headquarters.

B. The President, Treasurer, and Executive Director shall be authorized to sign checks drawn upon the general funds of the Association. All checks over the sum of five thousand dollars (\$5,000) shall require two (2) signatures, one of which must be the Treasurer. In the event of the Treasurer's failure or refusal to co-sign such check, the funds may be expended upon written approval of the Executive Committee, as defined in Article VII Section 2.

C. All checks shall be drawn at the request of the Executive Director, President or Treasurer. The disbursement of funds shall be in keeping with the adopted budget of the Association or shall require written approval by the Executive Committee.

D. Bank accounts shall be reconciled on a regular basis in accordance with the General Accepted Accounting Principles (GAAP).

ARTICLE VII OFFICERS

Section 1. The Officers of the Association shall be:

A. President, who shall have been duly elected and served as President-Elect.

B. President-Elect, who shall be elected by the membership.

C. Immediate Past President, who shall have been duly elected and served as President.

D. Treasurer, who shall be elected by the membership.

E. Secretary, who shall be elected by the membership.

F. Executive Director, who shall be appointed by a majority vote of the Board of Directors. The Executive Director shall not be a member of the Association and will not have the right to vote.

G. Parliamentarian, who shall be appointed by the President, and who must be employed by or otherwise associated with a Law Firm Member. The Parliamentarian shall not have the right to vote unless they are an elected Officer or Director of the Association.

H. Chairman Emeritus, who shall be a Past President and who shall serve continuously during the term of the President until Chairman Emeritus' death, resignation, or removal. The Chairman Emeritus may be selected by majority vote of the Board of Directors. The Chairman Emeritus shall not have the right to vote unless they are an Elected Officer or Director of the Association.

Section 2. The Elected Officers and the Executive Director shall serve as the Executive Committee.

ARTICLE VIII DUTIES OF OFFICERS

Section 1. President.

A. The President shall preside over the general meetings of the Association and the meetings of the Board of Directors.

B. The President shall exercise general oversight over the work and activities of the Association, its officers, and Executive Director; shall see that all orders and resolutions of the Board of Directors are carried into effect; and shall perform all other duties incident to the

office of President, including appointments of committee chairs and members of the Board of Directors if an officer or director resigns or is unable to perform their duties. They shall chair the Executive Committee.

Section 2. President-Elect.

A. The President-Elect shall assume the duties of the President during their absence or inability to perform.

B. The President-Elect shall assist the President in the performance of their duties; and shall perform all other duties as may be delegated by the President or the Board of Directors.

Section 3. Immediate Past President.

A. The Immediate Past President shall assist the President in the performance of their duties, and shall perform such other duties as the President or the Board of Directors may designate from time to time.

B. The Immediate Past President shall exercise the same voting rights as any Board member unless the Immediate Past President served a two-year term as President.

Section 4. Treasurer.

A. The Treasurer shall review all income and expenditures of the Association and make periodic reports to the Board of Directors.

B. They shall cause both of the following to be provided to members at the annual business meeting:

1. The audited financial statement for the immediate past fiscal year; and
2. The projected budget of the Association for the current fiscal year.

C. The Treasurer shall chair the Budget Committee.

Section 5. Secretary.

A. The Secretary shall attend all meetings of the Association and of the Board of Directors and shall cause the minutes of the proceedings thereof to be kept.

B. They shall give notice of all meetings of the Association, Board of Directors, or Committees.

C. They shall record all votes of any election held of the Association or its Board of Directors and insure that an accurate record of all votes and minutes are maintained in the Association's official records. They shall appoint an Election Committee, if necessary, to facilitate counting the votes of any election held by the Association.

Section 6. Executive Director.

A. The Executive Director shall have actual day-to-day administrative control over the affairs of the Association, including its non-financial books and records; and shall manage the Association's staff and Association Headquarters.

B. They shall perform such duties as may be assigned and shall maintain contact between the other Officers and Directors, the members, and the clientele of the Association.

C. They shall insure that accurate and up-to-date client and membership records are maintained.

D. They shall be in charge of the assembling, printing and distribution of the Annual Directory, and other publications of the Association.

E. They shall coordinate and attend all meetings of the Association, the Board of Directors, and any Committee meeting when requested to do so.

F. They shall execute bonds, mortgages and other contracts of the Association. Contracts in excess of \$50,000 must be approved by the Executive Committee on behalf of the Board of Directors before being executed by the Executive Director.

G. They shall make periodic report of the status of the Association and activities of the Association headquarters to the Board of Directors and provide it to the members at the annual business meeting of the Association.

Section 7. Parliamentarian.

A. The Parliamentarian shall attend and make rulings on the conduct of all meetings of the Association, the Board of Directors, and Committee meetings when requested to do so, according to "Robert's Rules of Order," the Articles of Incorporation and these Bylaws.

Section 8. Chairman Emeritus.

A. The Chairman Emeritus shall serve as an advisor to the Association, the Board of Directors and the Officers.

B. They shall handle such duties as may be delegated.

**ARTICLE IX
COMMITTEES**

Section 1. Substantive Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may establish, and designate one (1) or more Committees, which Committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the Association.

Section 2. Policy Committees. The Board of Directors, by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present, may establish and designate other Committees, which do not have or exercise the authority of the Board of Directors in the management of the Association.

Section 3. Each Committee shall have no less than three (3) members. The President appoints all Committee Chairs. The President or Committee Chair may remove any Committee member at any time for cause, including without limitation, failure or inability to perform.

**ARTICLE X
MEETINGS**

Section 1. Membership Meetings.

- A. Annual Business Meeting. The annual business meeting shall be held at a time and place as designated by the Board of Directors.
- B. Special Meeting. A special meeting may be called by the President, by four (4) or more members of the Board of Directors, or by five (5) percent of the Law Firm Members in good standing.
- C. Notice of Meetings. The Association shall notify its members of the place, date and time of each annual, regular and special meeting of members no fewer than ten (10) days before the meeting date. Notice of an annual or regular meeting shall include a description of any matter or matters for which the meeting is called. Said notice shall include the nomination of Officers and Directors proposed by the Nominating Committee when an election of Officers or Directors is scheduled. The number of days specified for notice herein shall prevail unless otherwise expressly provided for herein.
- D. Quorum. Fifty (50) Law Firm Members, or ten (10) percent of the Law Firm Members, whichever is less, shall constitute a quorum at any meeting of the members. If a quorum is not present, a majority of the Law Firm Members present may adjourn the meeting without further notice.

Section 2. Board of Directors Meetings

- A. Annual Meeting. The Board of Directors shall meet in conjunction with each annual business meeting of the membership and at such other times as they determine.
- B. Special Meeting. A special meeting may be called by the President or by four (4) or more members of the Board of Directors.
- C. Notice of Meetings. Notice of an annual meeting and special meetings of the Board of Directors shall be sent to the Directors not less than seven (7) business days prior to the meeting. The notice shall set forth the time, place and purpose of the meeting.
- D. Quorum. Nine (9) members of the Board of Directors present shall constitute a quorum at any meeting of the Board of Directors. If a quorum is not present, a majority of the members of the Board present may adjourn the meeting without further notice.
- E. The business of the Board of Directors may be conducted between meetings electronically and by teleconference.

Section 3. Waiver of Notice. Whenever any notice is required by these Bylaws, the party (or parties) entitled to such notice may waive such notice in writing, including electronically. Shortening of notice of a Board of Directors meeting requires that a 2/3 majority of the Board agree to shorten such notice in writing

**ARTICLE XI
INDEMNIFICATION**

Section 1. Indemnification and Surety. Subject to the limitation of insurance proceeds from policy(ies) purchased, each Officer and Director shall be indemnified by the Association against all expenses reasonably incurred by them in connection with any action, suit or proceeding to which they may be a party defendant or with which they may be threatened by reason of their having been a Director or Officer of the Association or by reason of

having acted pursuant to a resolution of the Board of Directors, but an Officer or Director shall not be indemnified for any matter for which they are held liable for negligence or misconduct in the performance of their duties.

Section 2. The term “expenses” includes the reasonable costs of defense (including attorneys’ fees and costs) and amount paid in satisfaction of a judgment or in the settlement of a claim. Settlement of a claim must be approved by a majority of the members of the Board of Directors of the Association.

Section 3. The right of indemnification under this Article shall not exclude any other right to which an Officer or Director may be entitled nor restrict the Association’s right to indemnify or reimburse an Officer or Director in a property case even though not specifically provided for herein.

Section 4. The Board of Directors shall exercise the Association’s power to purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a director or officer of the Association against any liability asserted against them or incurred by them in any such capacity or arising out of their status as such, whether or not the Association would have the power to indemnify them against such liability under the provisions of this Article. However, neither the members of the Board of Directors nor the Association shall be personally liable for inadequate coverage.

~~**Section 4.** The Board of Directors is authorized to purchase reasonable insurance coverage for itself and the membership, but shall not be personally liable for inadequate coverage.—~~

ARTICLE XII GENERAL PROVISIONS

Section 1. Forum for Adjudication of Disputes. Unless the Association consents in writing to the selection of an alternative forum, the sole and exclusive forum for any action by or against the Association, including but not limited to (i) any action or proceeding brought on behalf of the Association, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Association to the Association and its members, (iii) any action asserting a claim arising pursuant to any provision of the Business Corporations sections of the Code of the District of Columbia, the Certificate of Incorporation or Bylaws (as either may be amended from time to time), or (iv) any action asserting a claim governed by the internal affairs doctrine, shall be the Courts in the District of Columbia. If any action the subject matter of which is within the scope of the preceding sentence is filed in a court other than a court located within the District of Columbia (a "Foreign Action") in the name of any member, such member shall be deemed to have consented to (i) the personal jurisdiction of the District of Columbia courts and federal courts located within the District of Columbia in connection with any action brought in any such court to enforce the preceding sentence and (ii) having service of process made upon such member in any such action by service upon such member's counsel in the Foreign Action as agent for such member.

~~Venue. Any suit by a Law Firm Member or Individual Member against the Association must be brought in the jurisdiction of the domicile of the Association headquarters. Legal fees and court costs of the prevailing party will be paid by the losing party.—~~

Section 2. Authority.

aA. Official Position of Association. Official public positions of the Association, including but not limited to statements to the media, legislators, and regulators, may be made by the Association’s President, Executive Director, or Government Affairs Officer without consent of the Board of Directors but after consultation and majority approval of the Executive Committee. No other person may state an official position on behalf of the Association without the express approval of the Board of Directors. All official public positions and statements shall be in conformity with the Association’s values, strategic plan, bylaws, approved policies, and other Association governing documents.

2bB. Financial Authority. No person shall financially obligate the Association without the express consent of the President, Treasurer, or Executive Director of the Association.

~~**Section 2.** Authority. No official position of the Association on any public matter or legislation may be presented on behalf of the Association without the prior consent of the Board of Directors. No bills may be incurred by any LAW FIRM or INDIVIDUAL MEMBER, Director, Officer, Committee person, employee or consultant of the Association without the consent of the President, the Treasurer or the Executive Director of the Association.~~

Section 3. Symbols. No Law Firm Member or Individual Member of the Association may use the designation of the Association or its logo or other word, initials or symbols indicating membership in the Association except as provided by the Board of Directors of the Association.

Section 4. Reimbursement of Expenses to Officers. The Officers, other than the Executive Director, and the Directors of the Association shall not receive compensation for the performance of their duties in their respective positions, however, they shall be reimbursed for reasonable expenses incurred in the transaction of the business of the Association to the extent that funds can be provided without endangering the activities of the Association.

Section 5. Fiscal Year. The fiscal year of the Association shall begin on January 1 of each year and end on December 31 of the same year.

Section 6. Annual budget. Each year prior to the annual business meeting, the Board of Directors shall adopt a budget for the ensuing fiscal year, which may be amended from time to time.

Section 7. Annual Audit. The financial statements of the Association shall be examined by the Treasurer and reported upon to the Board of Directors for each fiscal year. The Board of Directors shall engage an independent CPA to conduct said examination and prepare said report.

Section 8. Information about Law Firm Members, Individual Members or Applicants for Membership. The Officers, Directors and Employees of the Association are authorized to obtain and provide information voluntarily on matters of interest, including information concerning Law Firm Member or Individual Members of the Association and applicants for membership in the Association.

Section 9. Dissolution. In the event of dissolution of the corporation, the assets shall be applied and distributed as follows:

A. All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefor.

B. Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, should be returned, transferred or conveyed in accordance with such requirements.

C. The assets held for a charitable, educational, or similar use, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred, or conveyed to one or more not for profit domestic, trusts, societies or other organizations that are tax exempt under 501 C (3) of the Internal Revenue Code engaged in charitable, educational or similar activities that further the purposes of the Association, pursuant to a plan of distribution adopted in this article.

D. Any remaining assets may be distributed to one (1) or more domestic corporations, trusts, societies, or other organizations engaged in charitable, educational, or similar activities which qualifies as a 501 C (3) organization exempt from taxation under the Internal Revenue Code that further the purposes of the Association, provided that no part of the assets shall be distributed to the members of the Association.

~~C. The assets held for a charitable, religious, eleemosynary, benevolent, educational or similar use, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies or other organizations engaged in charitable, religious, eleemosynary, benevolent, educational or similar activities pursuant to a plan of distribution adopted in this article.~~

~~D. Any remaining assets may be distributed to one (1) or more domestic or foreign corporations, trusts, societies or other organizations engaged in charitable, religious, eleemosynary, benevolent, educational or similar activities which qualifies as an organization exempt from taxation under the Internal Revenue Code provided that no part of the assets shall be distributed to the members of the Association.~~

~~**Section 10.** Loans of any kind, including but not limited to loans to Officers, Directors and Employees, are prohibited.~~

~~**Section 10.** Loans to Officers, Directors and Employees are prohibited.~~

ARTICLE XIII CODE OF PROFESSIONAL CONDUCT AND ETHICS ENFORCEMENT PLAN

~~**Section 1.** Code of Professional Ethics. The rules of the professional ethics of the Association shall consist of the American Bar Association's Model Rules of Professional Conduct, the applicable state's rules of professional conduct, and the Association's Code of Conduct, including the interpretations and ethics rulings contained therein and past rulings of the Association's Grievance Committee, as now constituted and as may be amended.~~

~~**Section 1.** Code of Professional Ethics. The rules of the professional ethics of the Association shall consist solely of the Code of Professional Conduct of the American Bar Association and the Association's Code of Conduct, including the interpretations and ethics rulings contained therein, as now constituted and as may be hereafter amended, except that in case of any conflict between that Code and these Bylaws, the Bylaws of the Association shall prevail.~~

Section 2. Enforcement. Whenever a Law Firm Member or Individual Member of the Association shall be charged with violating these Bylaws or any code of professional ethics promulgated hereunder, the said charge shall be initiated in accordance with the terms of Article II Section 5 Paragraph E of these Bylaws.

~~**Section 3.** Disciplinary Notifications and Publication. If the Grievance Committee imposes a public sanction, or if the Board of Directors decides to publish the results of a complaint and an investigation, then the Board of Directors shall determine the method of publication. Otherwise, the Board of Directors will determine the method of notifying interested parties of the result. No publication shall be made until such decision, suspension, or termination shall have become effective according to any then governing rules.~~

~~**Section 3.** Disciplinary Notifications and Publication. The method of notice of the result of final action in every disciplinary matter and any publication of said result should be determined by the Board of Directors upon the suggestion of the Grievance Committee. No publication shall be made until such decision, suspension, or termination shall have become effective according to any then governing rules.~~

Section 4. Law Firm Member or Individual Member Cooperation. Each Law Firm Member or Individual Member of the Association shall cooperate with the Board and Committees of the Association in any disciplinary investigation involving the Law Firm Member or Individual Member, or employee of the Law Firm Member or Individual Member, and shall comply with all Board and Committee requests for information and documents in connection with any such investigation within 30 days of mailing at the last address shown on the records of the Association.

ARTICLE XIV AMENDMENTS

Section 1. Except as reserved in these Bylaws or by operation of law, the power to adopt, amend, or repeal bylaws is vested in the Board. The Board may adopt bylaws or amend or repeal these Bylaws, by a two-thirds (2/3) vote of the Directors at a meeting noticed and held in accordance with Article X; provided that notice of the proposed amendment or repeal shall be sent at least fourteen (14) days before the Board meeting to the Law Firm Members for any comments.

Section 2. The Board may not amend or repeal these Bylaws where the resulting effect changes the name of the organization, the voting classes, the structure of the Governing Body or the Board of Directors; or extends the term of a Director beyond that for which the Director was elected; or changes the procedure to amend these Bylaws. Such changes would require a vote of the majority of voting members to take effect. Unless otherwise required by the Articles, these Bylaws, or operation of law, amendment of these Bylaws shall not be subject to approval by the Law Firm Members.

~~Section 3. Amendments may be proposed by the Board of Directors on its own initiative or upon petition of twenty-five (25) law firm members delivered to the President of the Association not later than ninety (90) days prior to any annual or special meeting. All such proposed amendments shall be presented by the Board of Directors to the membership, with or without Board recommendation.~~

~~Section 3. Amendments may be proposed by the Board of Directors on its own initiative or upon petition of twenty five members (25) delivered to the President of the Association not later than ninety (90) days prior to any annual or special meeting. All such proposed amendments shall be presented by the Board of Directors to the membership, with or without Board recommendation.~~

Section 4. Proposed amendments shall be sent electronically or by postal mail to the membership no less than thirty (30) days prior to the meetings where a vote upon the adoption of said amendments is to be taken.

Section 5. Effective date. An amendment shall take effect the last day on which votes of the members may be received unless, in adoption of the amendment, a later date is specified.

Section 6. Severability of Bylaws. If any provision of these Bylaws or the application thereof is held invalid, such invalidity shall not affect other provisions or applications of the Bylaws which can be given effect without the invalid provision or application, and, to the end, the provisions of these Bylaws are declared to be severable.

ARTICLE XV VOTING

Section 1. Any action, which may be taken at any annual business, regular or special meeting may be taken without a meeting if the Association delivers a ballot (electronically or by postal mail) to every Law Firm Member entitled to vote on the matter.

Section 2. A ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action.

Section 3. The ballot vote shall be valid only when the number of votes cast equals or exceeds the quorum required in Article X Section 1 Paragraph D. All proposals for votes by ballot shall:

- A. State the quorum requirements defined in Article X Section 1 Paragraph D; and
- B. Specify the time by which a ballot must be received by the Association in order to be counted.

Section 4. Electronic Notification and Voting. Except as provided in Article II Section 5 (related to termination or suspension of membership) and Article XIII (related to ethics enforcement), notices and ballots required or permitted under these Bylaws may be delivered to Law Firm Members and voting may be conducted by Law Firm Members by any means approved by the Board of Directors, including by U.S. mail or by electronic means, or both.

Amended October 2012
Amended May 2014
Amended October 2015
Amended March 2018
Amended August 2018
Amended May 2020
Amended June 2021