

CODE OF REGULATIONS
OF
THE THOMAS F. WALDRON AMERICAN BANKRUPTCY LAW FORUM

ARTICLE I: DEFINITIONS

- A. "Annual Dues" shall mean the dues to be paid by Members as described in Article III, Section 6.
- B. "Annual Meeting" shall mean the meeting of the Members described in Article II, Section 1.
- C. "Education Program" shall mean the education programs described by Article II, Section 2.
- D. The Fiscal Year of the corporation shall commence on the first day of July of each year and end on the last day of June of the succeeding year.
- E. "Member" shall mean those persons described by Article III.
- F. "Program Year" shall mean September through April, the period over which the corporation conducts monthly meetings of its Members.
- G. "Special Meeting" shall mean any meeting of the Members described by Article II, Section 3.
- H. "Trustee" shall mean those persons described by Article IV.

ARTICLE II: MEETINGS OF MEMBERS

SECTION 1: Annual Meetings. The Annual Meeting of this corporation shall be held on the last scheduled monthly meeting of each Program Year, at such place designated in the notice

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Approved by members April 2019 @ Annual mtg

of said meeting, for the purpose of electing one or more Trustees and conducting such other business of the corporation presented to the Members by the Trustees.

SECTION 2: Education Programs. At least six Education Programs shall be held each Program Year. Written notice of the time, place and program agenda of the Education Program shall be given to all members not less than seven (7) days before the date of each program; but, such notice may be provided by delivering to each member a calendar listing the dates of all scheduled Education Programs by United States mail or by authorized communications equipment including any equipment that transmits e-mail or other electronic communications.

SECTION 3: Special Meetings. Special meetings may be called by the Trustees acting at a meeting or a majority of the Trustees acting without a meeting, or by 30 members, by notice to each Member, by mail or by authorized communications equipment including any equipment that transmits e-mail, at least ten (10) days before the date of such meeting. Calls for such meetings shall specify time, place and purpose thereof.

SECTION 4: Quorum. At all meetings a majority of the Members present shall constitute a quorum, or if the voting is by authorized communications equipment including any equipment that transmits e-mail by the votes of 3/4 of the Members.

SECTION 5: Vote. Each Member of this corporation shall have one vote on each matter submitted to the Members for a vote. Voting may take place at the Annual Meeting, a Special Meeting as described in Section 3 above, or through the use of authorized communications equipment including any equipment that transmits e-mail or other electronic communications.

ARTICLE III: MEMBERSHIP

SECTION 1: Definition. Membership shall be open to attorneys; law students; paralegals; court staff, including judicial law clerks; and staff of attorneys or legal offices, governmental offices, or entities who engage in filing of papers in the United States Bankruptcy Court or who otherwise practice before the United States Bankruptcy Court or have an interest in the bankruptcy system, bankruptcy proceedings, or bankruptcy law, consisting of the following classifications.

- (a) Regular Members. Members who apply for membership and are approved by the Trustees and pay the Annual Dues. Membership shall be automatically renewed each year subject to the Annual Dues being paid by August 15 of each year.
- (b) Permanent Members. Three (3) or more permanent members consisting of the sitting United States Bankruptcy Judges for the Southern District of Ohio at Dayton and the Dayton Standing Chapter 13 Trustee.
- (c) Law Student Members. Up to Five (5) Members, who are appointed for a one (1) year term, who are third year law students, and have evidenced an interest in bankruptcy law. All Members in this class shall be exempt from the payment of Annual Dues.
- (d) Honorary Lifetime Retired Judges. This class will consist of any United States Bankruptcy Judge for the Southern District of Ohio at Dayton who has retired and is not on recall status. Members of this class shall have the same rights and privileges as all other members and shall be exempt from the payment of the Annual Dues.
- (e) Honorary Lifetime Founding Members - This class is limited to the founding members of the American Bankruptcy Law Forum in 1988 who have retired from the ABLF. Members of this class shall have the same rights and privileges as all other members and shall be exempt from the payment of the Annual Dues.

All of the members of these classes shall collectively be referred to as the “Members.”

SECTION 2: Membership The total number of Members may be limited by the Trustees, including but not limited to, taking in consideration the facilities available for dining and program presentations, and administrative issues.

SECTION 3: Appointment. Any person may become a Member of this corporation upon election by a majority of the Trustees at the Annual Meeting of the Trustees or upon approval by a majority by the Trustees and paying the Annual Dues specified in these Regulations.

SECTION 4: Resignation. Any Member may resign from membership upon written notice to the Secretary-Treasurer of the corporation.

SECTION 5: Suspension or Expulsion. (a) Any Member may be suspended or expelled by the Trustees, including but not limited to for cause. Suspension or expulsion will be effective upon the mailing of notice by the Trustees to the address of the Member as it appears in the records of the corporation. Before any Member is suspended or expelled pursuant to this Section 5 written notice of the charges, and of the time and place of the meeting of the Trustees at which the same are to be considered, shall be mailed to the address of the Member as it appears in the records of the corporation, at least seven (7) days before such meeting. The Member shall be given an opportunity to defend and shall have the right to appeal from the decision of the Trustees to the full membership. Upon the Member's written request, the Secretary-Treasurer shall call a special meeting of the Members to consider such appeal.

SECTION 6: Annual Dues.

(a) Annual Dues. The Annual Dues shall cover the expense of meals at the monthly meetings during the Program Year, the Education Programs, and program materials distributed as part of the Education Programs, and shall be an amount as the Trustees shall designate.

(b) Payment. The Annual Dues shall be payable annually on or before August 15 of each year. A Membership is only effective upon payment of the Annual Dues.

SECTION 7: Duties. Each Member, other than the Permanent Members and the Secretary-Treasurer, may be requested to and should participate in at least one Education Program at least once every two years.

ARTICLE IV: TRUSTEES

SECTION 1: Number; Classification; Qualifications; Term.

(a) Number and Classification. The number of Trustees, as may be fixed by the Members from time to time at the Annual Meeting of Members or other meeting held for the election of Trustees, shall be no more than seven (7) and not less than three (3).

(b) Election. The United States Bankruptcy Judges for the Southern District of Ohio at Dayton and the Dayton Standing Chapter 13 Trustee shall be the Permanent Trustees. The remaining Trustees (the "Remaining Trustees") shall be divided into two classes and elected by the membership for terms of two years.

The election of Trustees shall be held at the Annual Meeting of Members, or, if Trustees are not then elected, or if the Annual Meeting is not held at the time fixed therefor in these Regulations, then at a Special Meeting called for that purpose. A Special Meeting shall be called to fill a vacancy created by the departure of any Trustee. Only persons nominated as candidates at the meeting, by the Nominating Committee, or the person nominated by the Permanent Members shall be eligible for election as Trustees.

(c) Term of Office. Each elected Trustee shall hold office until the date fixed by these Regulations for the Annual Meeting of Members next following the second year after the election of such Trustee, and until a successor is elected or until resignation, removal from office or death.

(d) Annual Meeting; Special Meetings. An annual meeting of the Trustees shall be held after the Annual Meeting of Members at which Trustees are elected, but before the end of each Fiscal Year. Special meetings of the Trustees may be held from time to time, whenever called by a Permanent Trustee. The Secretary-Treasurer shall call a meeting at any time upon the written request of a majority of Trustees. All meetings of the Trustees shall be held at such place as the Trustees may determine from time to time and as shall be specified in the notice thereof. Notice of any meeting of the Trustees shall be given either by a mailing to each Trustee at least seven (7) days prior to the meeting or by telephonic or facsimile or email to each Trustee at least 24 hours prior to the meeting. Meetings of the Trustees may be held through any means of communication equipment if all persons participating can hear each other.

(e) Quorum. At all meetings of the Trustees a majority of Trustees in office shall constitute a quorum, but less than a quorum present can adjourn such meeting. Except as otherwise provided by law or in this Code of Regulations, any business may be transacted at any meeting of the Trustees at which a quorum is present and the act of a majority of Trustees present at a meeting at which a quorum is present shall constitute the act of the Trustees.

(f) Action Without Meeting. Any action which may be authorized or taken at a Trustees meeting may be authorized or taken without a meeting, in a writing or writings signed or authorized by 3/4 of the Trustees who would be entitled to notice of a meeting of the Trustees held for such purpose, and such writing or writings shall be made a part of the records of this corporation or ratified in the minutes of the annual meeting of the Trustees. A writing may include e-mail.

ARTICLE V: OFFICERS

SECTION 1: General. The Officers of the corporation shall consist of two (2) Co-Chairpersons, and a Secretary-Treasurer. The Secretary-Treasurer shall be a member of the corporation, but is not required to be a Trustee. All other Officers shall be chosen from among the Trustees. The Co-Chairpersons shall serve as Co-Chairpersons of the Trustees.

SECTION 2: Election and Term of Office. Officers shall be elected by the Trustees at its Annual Meeting. If for any reason such meeting is not held in any year, the Officers shall be elected at the next meeting of the Trustees. Vacancies may be filled or new offices created and filled at any meeting of the Trustees. Each Officer shall hold office until the next Annual Meeting of the Trustees and until a successor shall have been elected and shall have been qualified.

SECTION 3: Co-Chairpersons. The Co-Chairpersons shall have general charge and supervision of the business and affairs of the corporation and shall do and perform such other duties as may be assigned from time to time by the Trustees. The Co-Chairpersons shall preside at all meetings of the Members and of the Trustees.

SECTION 4: Secretary-Treasurer. The Secretary-Treasurer shall keep minutes of all the proceedings of the Members and Trustees and shall make proper record of the same; give notice of Meetings of voting Members and Trustees; keep such books, including membership books, as may be required by law or the Trustees; and perform such other and further duties as may from time to time be assigned by the Trustees or Co-Chairpersons. All books and papers pertaining to the office shall, for any reasonable and proper purpose, be subject at any reasonable time to the inspection of any Member or Trustee, and, on the expiration of the term of office, shall deliver all books, papers and other property of the corporation, to a Co-Chairperson; and, in general, shall

perform all duties pertaining to such office which may be required by the Co-Chairpersons or the Trustees.

The Secretary-Treasurer shall have general supervision of all finances; shall receive and safely keep all moneys and choses in action belonging to the corporation and shall perform such other duties as from time to time may be assigned by the Trustees. The Secretary-Treasurer shall keep proper books of account and keep accurate account of the finances of the corporation, and shall present a statement of profit and loss and surplus, and a balance sheet containing a summary of the assets and liabilities, stated capital and surplus, as of the close of its fiscal year or for the fiscal year at the time of the Annual Meeting of the Trustees. At any meeting of the Trustees, the Secretary-Treasurer shall furnish abstracts of the financial condition of the corporation as of the date requested by the Co-Chairperson or Trustees. Upon the expiration of the term of office, the Secretary-Treasurer shall deliver all money, books, papers and other property of the corporation to the successor in office.

The Secretary-Treasurer shall be bonded in amount determined each year at the annual meeting of the Trustees. The Secretary-Treasurer shall monthly provide the Trustees with copy of the most recent bank statements.

SECTION 5: Removal or Delegation. Any Officer elected by the Trustees shall be subject to removal by the Trustees at any time, with or without cause. In case of the absence of any Officer of the corporation, the Trustees may, without removal, delegate the powers and duties of such Officer to any other Officer, or suitable person selected by the Trustees for such period as the Trustees may deem proper, subject, however, to any limitations herein contained and only to the extent permitted by law.

ARTICLE VI: COMMITTEES

SECTION 1: Standing Committees. In addition to such other committees as the Trustees may from time to time authorize or appoint, there shall be the following standing committees:

Program Committee: Shall consist of the Chair and the Co-Chair of each Education Program for the Program Year.

Facilities Committee: Shall consist of the Secretary-Treasurer and such Members as the Secretary-Treasurer shall appoint to assist in the provision of facilities and services for the meetings of the Members.

Nominating Committee: Shall consist of three Members, including each Trustee whose term is expiring during that year and such other Members as those Trustees shall select to comprise a committee of three Members.

The Co-Chairpersons shall be Ex-officio Members of all standing committees created by the Trustees. Each committee shall have at least one (1) Trustee as a member of that committee.

The Trustees from time to time may create such other committees, with such membership, powers and duties as may be deemed necessary or advisable in conducting the business, activities and affairs of the corporation, and shall elect the members thereof. Members of all committees must be Members of the corporation.

SECTION 2: Terms of Office and Procedures of Committees. All committee members shall hold office from the date of their election or appointment until the next annual meeting of the Trustees, and until their successors are elected and qualified.

A majority of the members of each committee shall constitute a quorum, unless otherwise provided in these Code of Regulations, and the act of a majority of the members shall constitute the act of such committee, except that in the case of the Nominating Committee only the act of a

majority of the entire Nominating Committee shall constitute the act of such Committee. Meetings of each committee may be called by its chairperson or by a Co-Chairperson on seven (7) days notice.

SECTION 3: Program Committee. The Program Committee shall hold at least six (6) Education Programs during the Program year. The topic of each Education Program shall focus on a subject relating to the bankruptcy practice. The members of the Program Committee shall set the topics and presentations of the Education Programs, and each member of the Program Committee shall be responsible for one (1) meeting, and may solicit other Members to make presentations at and to prepare materials for the Education Program to which they are assigned.

SECTION 4: Facilities Committee. The Facilities Committee shall consist of at least one (1) Trustee. The Facilities Committee shall be responsible for arranging suitable facilities for all meetings, and for arranging for refreshments and meals at the Education Program meetings.

SECTION 5: Nominating Committee. The Nominating Committee shall consist of two (2) Trustees and one (1) Member. The members of the Nominating Committee and the Chairperson of the Nominating Committee shall be appointed by the Trustees. The Nominating Committee shall nominate persons for election as Trustees at the next Annual Meeting of the Members, and a list of such nominees shall be included with notice of the Annual Meeting sent to all Members.

ARTICLE VII: MISCELLANEOUS

SECTION 1: Waiver of Notice. Any notice required to be given by this Code of Regulations may be waived by the person entitled thereto.

SECTION 2: Order of Business. Unless this Regulation is suspended by a majority vote of the Members present at any meeting of Members, the order of business shall be as follows:

- (1) The meal and any business of the corporation;
- (2) Introduction of the Education Program;
- (3) Presentation of the Education Program;
- (4) Discussion and Comments concerning the Education Program; and
- (5) Concluding remarks and announcements concerning the next meeting.

SECTION 3: Membership Book. The corporation shall maintain a Membership Book of the name and address of each current Member. Only individuals whose names are reflected in the Membership Book shall be entitled to vote on any matter properly submitted to the Members for their vote, consent, waiver, release or other action. The Membership Book may be maintained in an electronic form.

SECTION 4- Attendance at Programs

(a) Every member has the right to attend the monthly Education Programs and related meals without prior notification to the organization.

(b) Any non-member attorney in good standing may attend any monthly Education Program by notifying the Secretary at least seven days before the meeting and paying a \$75.00 fee. The fee will entitle the non-member attorney to attend and receive 1.50 CLE hours, but will not include admittance to the dinner preceding the educational program unless prior arrangements have been made.

(c) Every Member has the right to attend the Annual Meeting of the Members.

ARTICLE VIII: AMENDMENTS

These Regulations may be amended, supplemented or repealed by the written assent thereto of two-thirds (2/3) of the Members of this corporation, or by a majority vote of the Members present at a regular meeting, or at a Special Meeting called for that purpose, or at any Annual Meeting of the Members.

Approved by the Members April 16, 2019