

CONSTITUTION, BYLAWS AND STANDING RULES OF THE ASSOCIATION OF BANKRUPTCY JUDICIAL ASSISTANTS

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CONSTITUTION AND BYLAWS
OF THE
ASSOCIATION OF BANKRUPTCY JUDICIAL ASSISTANTS

(Revised October 14, 2010)

ARTICLE I.
NAME AND OBJECT

- 1.1 NAME: This Association shall be known as the Association of Bankruptcy Judicial Assistants.
- 1.2 PURPOSE: The purpose of this Association shall be to promote the general welfare of its members; to encourage the highest standards of conduct among its members and in the profession at large; to promote the continuing education of its members; and to foster among its members a feeling of camaraderie and mutual confidence.
- 1.3 OBJECT: This Association is nonunion, nonpartisan, nonsectarian, and nonprofit.
- 1.4 PRINCIPAL OFFICE: The Association shall maintain a principal office at the Courthouse of the incumbent President.

ARTICLE II.
MEMBERSHIP AND DUES

- 2.1 MEMBERSHIP: The following shall be eligible for membership as voting members in the Association: Judicial Assistants/Secretaries holding appointments by United States Bankruptcy Judges.
- 2.2 ASSOCIATE RETIRED JUDICIAL ASSISTANT/SECRETARY ("JA") MEMBERSHIP: Associate membership may be granted to any member in good standing upon the member's leaving employment as a Judicial Assistant/Secretary to a bankruptcy judge. Such Associate Retired JA Members shall have no right to vote or hold office, and shall pay the same annual dues as other members. Associate Retired JA Members may attend the annual business meetings of the Association.
- 2.2A ASSOCIATE CERTIFIED BANKRUPTCY ASSISTANT ("CBA") MEMBERSHIP: Associate membership may be granted to any lay

person other than a Judicial Assistant/Secretary who has passed the certification examination administered by the Association of Bankruptcy Judicial Assistants, is current in their certification requirements, and is otherwise in good standing. Such members shall have no right to vote or hold office, and shall pay the same annual dues as other members. Associate CBA Members may not attend the annual business meetings of the Association.

- 2.3 HONORARY MEMBERSHIP: This Association, at its Annual Meeting and Educational Conference (hereinafter "Annual Meeting"), upon the advice of the President and/or on the recommendation of the Board of Directors, may confer honorary membership on persons of distinction. Honorary members shall be those elected to that status by this Association by reason of some outstanding or special service performed for this Association for the general public welfare. Such members shall pay no dues to this Association and shall have no vote or hold office.

- 2.4 DUES: Voting members and associate members shall be required to pay annual dues by January 1 of each year as provided by these bylaws. Any proposed increase in dues shall be voted upon at the Annual Meeting by vote of two-thirds (2/3) of the membership voting thereon and notice thereof shall be given to the membership sixty (60) days prior to the Annual Meeting. Members not able to attend the Annual Meeting shall be allowed to vote by absentee ballot. New members' dues may be pro-rated quarterly.

- 2.5 REMOVAL OF MEMBERS: A member shall be automatically and promptly removed from membership in the Association for failure to pay the requisite membership dues by January 31.

ARTICLE III.
OFFICERS, NOMINATIONS AND ELECTIONS

- 3.1 ELECTED OFFICERS: The elected officers of the Association shall be President, President-Elect, Secretary, Treasurer and Circuit Representatives.
- 3.2 APPOINTED OFFICERS: The appointed officers of this Association shall be the Parliamentarian and such other officers as are deemed necessary by the Executive Committee. Appointment shall be by the President subject to the approval of the Executive Committee.
- 3.3 TERMS OF OFFICE: The elected officers shall be elected as provided by these bylaws. They shall take office at the end of the Annual Meeting and shall serve for a term of one year, with the exception of the Treasurer, who shall take office January 1 and serve for a term of two years until December 31 of the second year, or until their successors are elected or appointed. An officer shall not be permitted to serve in the same office for more than two consecutive terms. Appointed officers shall serve for one term or until their successors are appointed. No member shall hold more than one office at a time.
- 3.4 ELIGIBILITY: The President and President-Elect shall have served as an officer, committee chairman, or circuit representative in this Association for at least one year prior to running for the office of President and President-Elect. The elected and appointed officers of this Association shall have been a member in good standing of this Association for two consecutive years prior to running for, or appointment to, any office, with the exception of the office of circuit representative. The office of circuit representative requires only that the person running for office be a member in good standing of this Association.
- 3.5 NOMINATIONS AND ELECTIONS COMMITTEE: The Nominations and Elections Committee shall consist of not less than three (3) Association members who are not members of the Board of Directors.
- 3.6 ELECTION OF OFFICERS: : Annual election of officers shall be conducted at the Annual Meeting and shall be by written ballot. A majority vote of the ballots cast shall elect.
- 3.7 NOMINATION/VOTING PROCEDURE: After

securing the acceptance of the nominee, members shall submit nominations to the Nominations and Elections Committee at least ninety (90) days prior to the Annual Meeting, from which the Nominations and Elections Committee, at least sixty (60) days prior to the Annual Meeting, shall submit a slate of officers to be presented via the newsletter, *Behind the Bench*, or by separate mailing. The Nominations and Elections Committee shall prepare a ballot and distribute it to each member present at the Annual Meeting and eligible to vote. Each member shall vote for one candidate for each office, but may vote for only the Circuit Representative from the Circuit in which the member is employed. Members not able to attend the Annual Meeting shall be allowed to vote by absentee ballot. Said absentee ballot shall be postmarked two weeks prior to the first day of the Annual Meeting. Any absentee ballot not meeting the postmark requirement shall be declared an illegal vote and shall not be counted.

- 3.8 RUNOFF ELECTION: In the event of a tie vote or a lack of a majority vote in an office, a runoff election shall be held, and a majority of the members present shall elect. Only the two candidates receiving the most votes will be considered in any runoff.
- 3.9 NOTIFICATION OF ELECTION: The counted ballots shall be retained by the Nominations and Election Committee for a period of sixty (60) days, after which time they may be destroyed. The term of the newly elected officers shall commence at the close of the Annual Meeting of this Association.
- 3.9A SUCCESSION:
- (a) In the event of a vacancy in the office of President, the President-Elect shall succeed to that office for the unexpired term.
 - (b) A vacancy in all other elected offices shall be filled by appointment by the Board of Directors of this Association.
 - (c) A vacancy in any appointive office shall be filled by appointment by the President subject to the approval of the Executive Committee.

ARTICLE IV.
DUTIES OF OFFICERS

4.1 **DUTIES OF OFFICERS:** The officers of the Association shall, during their term of office, perform the duties defined by these bylaws and/or any standing rules of this Association. Each officer shall be expected to attend the Annual Meeting of this Association.

4.2 **PRESIDENT:**

- (a) Shall preside at the Annual Meeting of this Association and at regular and special meetings of the Executive Committee and/or Board of Directors, and shall conduct such business, in lieu of meetings, by mail or telephone.
- (b) Shall appoint all appointed officers and committee chairpersons and members, subject to the approval of the Executive Committee.
- (c) Shall sign all instruments requiring execution on behalf of the Association, and shall sign all resolutions approved at the Annual Meeting.
- (d) May sign checks for authorized disbursements in the absence or inability of the Treasurer.
- (e) Shall submit to the Finance Committee by June 1 of each year, a proposed budget for the Annual Meeting with specificity as to revenue raising.
- (f) Shall be an ex officio member of all committees, except the nominating committee.

4.3 **PRESIDENT-ELECT:**

- (a) Assumes the duties of the President in such officer's absence.
- (b) Shall perform those tasks specifically assigned by the Executive Committee and/or Board of Directors.

4.4 **SECRETARY:**

- (a) Records minutes of all meetings of this Association, the Executive Committee, and the Board of Directors, and shall provide copies of the approved minutes of the Association and the Board of Directors to the Board of

Directors within thirty (30) days following such meeting.

- (b) Shall maintain a record of all business of the Association transacted by any of its authorized representatives.
- (c) Shall maintain a copy of all legal and official correspondence issued from the Association and shall maintain a complete set of original and amended Constitution and Bylaws and Resolutions of the Association.
- (d) Shall supervise the maintenance of a roster of members and current addresses, and provide each member of the Board of Directors with a copy of said roster.
- (e) Performs such other duties as assigned by the Executive Committee and/or the Board of Directors.

4.5 **TREASURER:**

- (a) Shall be the custodian of the funds of the Association.
- (b) Signs checks for authorized disbursements.
- (c) Performs such duties as assigned by the Executive Committee and/or Board of Directors.

4.6 **CIRCUIT REPRESENTATIVES:** Each Circuit shall have a Representative to represent the members thereof:

- D.C. Circuit (District of Columbia)
- First Circuit (Maine, Massachusetts, New Hampshire, Rhode Island, Puerto Rico)
- Second Circuit (Connecticut, New York, Vermont)
- Third Circuit (Delaware, New Jersey, Pennsylvania, Virgin Islands)
- Fourth Circuit (Maryland, North Carolina, South Carolina, Virginia, West Virginia)
- Fifth Circuit (Louisiana, Mississippi, Texas)
- Sixth Circuit (Kentucky, Michigan, Ohio, Tennessee)
- Seventh Circuit (Illinois, Indiana, Wisconsin)
- Eighth Circuit (Arkansas, Iowa, Minnesota, Missouri, Nebraska, North Dakota, South Dakota)
- Ninth Circuit (Alaska, Arizona, California,

Guam, Northern Marianna Islands,
Oregon, Washington)
Tenth Circuit (Colorado, Kansas, New
Mexico, Oklahoma, Utah, Wyoming)
Eleventh Circuit (Alabama, Florida, Georgia)

If the Circuit Representative is unable to attend the Annual Meeting, the Circuit Representative shall inform the President of a Circuit Representative Pro tem who will attend in said Circuit Representative's stead.

The Circuit Representative shall, by all proper means within said Circuit Representative's power, increase the membership of the Association. The Circuit Representative shall seek out and recommend to the Board of Directors various benefits and programs intended to attract and retain members.

The Circuit Representative shall act as liaison between officers and members.

ARTICLE V. MEETINGS

5.1 MEETINGS: Meetings may be called by the President and Board of Directors. In lieu of meetings, business of the Association shall be conducted by mail or telephone. Regional or Circuit Meetings may be held at any time, as arranged by the Circuit Representative. When such a meeting is held, notice thereof shall be given in advance to the President and minutes thereof shall be forwarded to the Secretary, with a copy to the President.

5.2 MEMBERS: An annual meeting of the members of this Association, to be known as the Annual Meeting and Educational Conference ("Annual Meeting"), shall be held yearly. Specific date and location of the Annual Meeting shall be determined by the site selection committee's recommendation and by vote of two-thirds (2/3) of the Board of Directors.

5.3 CALL: The President of this Association shall issue a Call to the Annual Meeting to all members of this Association not later than sixty (60) days prior to the Annual Meeting.

ARTICLE VI. MANAGEMENT

6.1 EXECUTIVE COMMITTEE: The Executive Committee shall be comprised of the President, President-Elect, Secretary, Treasurer, and Parliamentarian. Special meetings of the Executive Committee may be called by the President or a majority of the Executive Committee. A majority of the Executive Committee shall constitute a quorum. The Executive Committee shall:

- (a) approve appointments by the President;
- (b) act in an emergency for the interests of this Association;
- (c) have authority to spend amounts as authorized by the Board of Directors.

6.2 BOARD OF DIRECTORS: The governing body of the Association shall be the Board of Directors, to be composed of the following: President, President-Elect, Secretary, Treasurer, Circuit Representatives, Immediate Past President, and Parliamentarian. A majority of the Board of Directors will constitute a quorum. The Board of Directors shall:

- (a) transact all business submitted to it by the President;
- (b) authorize payment and approve expenditures of the members of the Board which are deemed necessary to properly perform their duties, if such funds are available.

ARTICLE VII. STANDING AND SPECIAL COMMITTEES

7.1 COMMITTEES: The President shall appoint all chairmen and members, subject to the approval of the Executive Committee, not later than December 31 of each year.

7.2 STANDING COMMITTEES: The standing committees of this Association shall include:

- (a) Finance
- (b) Education and Training
- (c) Director of Public Relations
- (d) Historian/History Book
- (e) Legislation
- (f) Membership

7.3 DUTIES: The duties of the standing committees shall be as set forth in these

bylaws and any standing rules of this Association.

- (a) Finance. This Committee shall prepare the annual operating budget (in conjunction with the Treasurer) and submit it to the newly-elected Board of Directors for approval within 45 days of the Annual Meeting. This Committee shall be chaired by the immediate Past President.
- (b) Education and Training. This committee shall promote continuing education throughout the Association by dissemination of information and shall be responsible for the continuing education program at the Annual Meeting.
- (c) Director of Public Relations. This committee shall edit, approve, and handle all material for publication sponsored by this Association in accordance with the bylaws and any standing rules.
- (d) Historian/History Book. This committee shall keep a record of the activities of this Association and compile a history book.
- (e) Legislation. This committee shall monitor any proposals which may affect the members of this Association.
- (f) Membership Committee. This committee shall promote membership and membership retention in this Association. It will be composed of the President-Elect and the Circuit Representatives.

7.4 SPECIAL COMMITTEES: The President may appoint special committees as needed, subject to the approval of the Executive Committee.

ARTICLE VIII. FISCAL YEAR

FISCAL YEAR: The fiscal year of the Association shall commence on January 1 and terminate on December 31 of each year.

ARTICLE IX. QUORUM

QUORUM: A quorum shall consist of a majority of the members present at a properly called meeting, and/or of the members voting by mail within the time limit specified for voting by mail.

ARTICLE X. AMENDMENT TO BYLAWS

AMENDMENTS TO CONSTITUTION AND BYLAWS:

- _____ (a) The Constitution and Bylaws may be amended at any regular Annual Meeting of the Association by vote of two-thirds (2/3) of the membership voting thereon, provided that a copy of said proposed amendment shall be provided to the President and Parliamentarian at least ninety (90) days prior to the Annual Meeting, who will in turn give notice to all members at least sixty (60) days prior to the opening of the Annual Meeting. Members not able to attend the Annual Meeting shall be allowed to vote by absentee ballot. Said absentee ballot shall be postmarked two weeks prior to the first day of the Annual Meeting. Any absentee ballot not meeting the postmark requirement shall be declared an illegal vote and shall not be counted.
- (b) Grammatical, editorial, or correlation changes in these bylaws or amendments, which in no way alter the intent of the respective bylaw, may be affected by the Parliamentarian without vote, subject to the approval of the Executive Committee.

ARTICLE XI. PARLIAMENTARY AUTHORITY

PARLIAMENTARY AUTHORITY: *Robert's Rules of Order Newly Revised* shall govern the Association in all questions of order and parliamentary practice not covered by the Constitution and Bylaws of this Association.

**STANDING RULES
OF THE
ASSOCIATION OF BANKRUPTCY JUDICIAL ASSISTANTS**

**STANDING RULE NUMBER 1
(As Amended October 12, 2002)**

The provisions in these Standing Rules shall govern this association where applicable, and when not inconsistent with the bylaws of this association.

Amending Bylaws:

Proposed amendments to the bylaws must be in writing and be in the hands of the President AND Parliamentarian no later than ninety (90) days prior to the Annual Meeting. The Bylaws Committee will review the proposed amendment to ensure it is not in conflict with the bylaws and will either recommend or not recommend the proposed amendment to the Executive Committee. The member submitting the proposed amendment may withdraw it at anytime prior to the notice being given to the voting membership. Proposed amendments to the bylaws shall be mailed out by the Nominations and Elections Committee at the same time the ballots for the selection of officers are mailed out. A properly submitted proposed amendment may be approved or disapproved by vote of two-thirds (2/3) of the membership voting thereon. Members not able to attend the Annual Meeting shall be allowed to vote by absentee ballot. Absentee ballots shall be returned to the Chair of the Nominations and Elections Committee. All Absentee ballots shall remain sealed until the day of the annual business meeting.

**STANDING RULE NUMBER 2
(As Amended October 24, 2009)**

Annual Meeting and Education Conference
("Annual Meeting"):

Identification badges issued at registration shall be worn for admission to the business meeting. The business meeting shall be limited to JA Members and Associate Retired JA Members only. The voting members present at the business meeting may vote upon questions brought before the assembly. Each

voting member is entitled to one vote on each question submitted to the meeting.

Privilege of the floor is granted to all members. Any member may offer a motion or resolution. When offering a motion or resolution, the member shall rise and state her name and circuit. Any member may second such motion or resolution.

All main motions and amendments shall be presented to the Secretary in writing and shall be signed by the maker of the motion. Motion paper will be furnished to all members present.

The Chair may limit the time for debate on any one subject, and no speaker will be permitted to retain the floor more than twice on one subject. The Chair will appoint a Timekeeper prior to the meeting. Debate by each member, on each question, shall be limited to one (1) minute, unless given permission by the Chair.

There shall be no solicitation during the meetings of the Annual Meeting.

There shall be a registration fee for each member attending the Annual Meeting. The President and Chair of the current Annual Meeting committee shall not be required to pay this registration fee.

**STANDING RULE NUMBER 3
(As Amended October 12, 2002)**

Nomination/Voting Procedure:

The Nominations and Elections Committee shall conduct the balloting pursuant to Bylaw Article III; Item 3.7. Absentee ballots shall be returned to the Chair of the Nominations and Elections Committee. All absentee ballots shall remain sealed until the day of the annual business meeting. Any absentee ballots that were received by the Committee prior to the postmark requirement shall be tallied on the day of the Annual Meeting before the start of the Annual Meeting and record shall be

kept of the names of those members who have voted by absentee ballot. Such record shall be retained by the Chair of the Nominations and Elections Committee for a period of sixty (60) days, after which time they may be destroyed, pursuant to Bylaw 3.9.

The President shall, at the annual meeting, appoint Tellers who will tally the absentee ballots and collect the votes of the members present. The Tellers may be, but are not required to be, members of the Nominations and Elections Committee, and cannot be a candidate running for any office. The Nominations and Elections Committee shall be responsible for counting the ballots and certifying the results of the balloting.

The final vote tally will be taken to the President by the Chair of the Nominations and Elections Committee, and the President shall announce the vote to the members present.

STANDING RULE NUMBER 4
(Adopted October 3, 1998)

Expenditures by the Board:

The Board of Directors is authorized to spend a dollar amount no greater than \$150.00 for items not previously approved in the operating budget. This will include the costs for postage, telephone conference calls, and miscellaneous operating expenses incurred in the administration of the ABJA. The President shall confer with each member of the Board to approve such expenditure as necessary, and approval shall consist of a majority vote.

STANDING RULE NUMBER 5
(As Amended October 24, 2009))

Budget Submission and Financial Responsibilities:

All Committee Chairs will prepare a proposed budget for the following year at least 60 days prior to the Annual Meeting and submit it to the Finance Committee. Care should be taken to include any projected budgetary requirements for projects that are in process that will be completed in the term of the subsequent Chair of the Committee.

The Committee Chairs should consult with the Finance Committee and the President-Elect to ascertain any projects anticipated in the coming year that would require any unusual expenditures for a particular Committee, and the President-Elect's input should be sought as to approval of the Conference Planning Committee and Site Selection Committee budgets. The Committee Chairs should also compare their Committee's actual expenditures for the past year with the amount that had been budgeted for that particular Committee so that adjustments can be made for the next year's budget.

The Finance Committee, upon receipt of the Committee budgets, has principal responsibility for preparation of the operating budget. The operating budget should be submitted to Board of Directors for approval no later than 45 days after the conclusion of the annual meeting. The Finance Committee is charged with providing a copy of the final operating budget to each member of the Board and the Committee Chairs upon approval.

The Board and Directors shall not consider approval of a budget for the coming year until all financial expenditures for the preceding year's activities have been reviewed and approved for payment.

The Finance Committee will arrange an independent review of the financial records of the previous two years, which coincides with the Treasurer's term of office, within 90 days after the closing of the annual meeting. The report of the findings of the independent auditor shall be disclosed to the Executive Committee, and a preliminary report will be presented to the members in the newsletter, with a complete report to be included in the packet of materials provided to attendees at the following year's meeting.

STANDING RULE NUMBER 6
(As Amended October 21, 2000)

Liaison Committee

The Liaison Committee shall include past presidents of the ABJA and any other Judicial Assistant/Secretary to a Bankruptcy Judge who is a member in good standing of the Association who wishes to serve on the Committee.