

Amended July 16, 1976  
November 14, 1979  
Adopted April 8, 1981  
Amended March 23, 2016

**BYLAWS**  
**OF THE**  
**COMMERCIAL LAW AND BANKRUPTCY SECTION**  
**OF THE**  
**LOS ANGELES COUNTY BAR ASSOCIATION**

**ARTICLE I**

**NAME**

This organization shall be known as the Commercial Law and Bankruptcy Section (the "Section") of the Los Angeles County Bar Association (the "Association" or "LACBA").

**ARTICLE II**

**PURPOSE**

The purpose of the Section shall be: (i) to further the knowledge of the members of the Section and the Association in areas of the law involving commercial law and bankruptcy, particularly the Uniform Commercial Code, the Bankruptcy Code, and related matters; (ii) to form committees to assist in the activities of the Section and the Association; and (iii) to otherwise further the interests of the Association and of the legal profession as a whole.

**ARTICLE III**

**MEMBERSHIP**

Any member of the Association shall be eligible for membership in the Section upon payment of the dues required of Section members for the current fiscal year.

## **ARTICLE IV**

### **OFFICERS**

The officers of the Section shall be as follows: Chair, Vice-Chair, Secretary, and Treasurer. In accordance with the Bylaws of the Association, the officers of the Section shall be elected annually by the Section's members, subject to any necessary confirmation by the Board of Trustees of the Association.

## **ARTICLE V**

### **DUTIES OF OFFICERS**

**Section 1.**     **CHAIR.** The Chair, as Chief Executive Officer, shall preside at all meetings of the Section and of the Executive Committee, and have such other executive powers and perform such other duties not inconsistent with these Bylaws or with the Bylaws of the Association as from time to time may be prescribed by the Executive Committee.

**Section 2.**     **VICE CHAIR.** The Vice-Chair shall perform all of the duties of the Chair during the latter's absence or inability to act, and when so acting shall have all of the powers of, and be subject to all of the restrictions upon, the Chair. The Vice-Chair shall have such other powers and perform such other duties not inconsistent with these Bylaws or with the Bylaws of the Association as from time to time may be prescribed by the Chair or by the Executive Committee.

**Section 3.**     **SECRETARY.** The Secretary shall be responsible for the recording and distribution of minutes at each meeting of the Section and of the Executive Committee, including a copy to LACBA's Chief Executive Officer, and for the notification of members of meetings of the Section and the Executive Committee. The Secretary shall have such other powers and perform

such other duties not inconsistent with these Bylaws or with the Bylaws of the Association as from time to time may be prescribed by the Chair or by the Executive Committee.

**Section 4.**     **TREASURER.** The Treasurer shall be responsible for monitoring and reporting to the Section Officers the finances of the Section and shall act as the liaison for the Section with the Association with respect to the receipt and disbursement of all funds for or on behalf of the Section. The Treasurer shall have such other duties not inconsistent with these Bylaws or with the Bylaws of the Association as from time to time may be prescribed by the Chair or the Executive Committee.

**Section 5.**     **TERM.** The term of office of each of the officers shall commence on the first day of July of each year, and shall end on the last day of June of the succeeding year, unless an officer is removed by the Executive Committee for cause.

## ARTICLE VI

### EXECUTIVE COMMITTEE

**Section 1.**     **MEMBERSHIP.** The Executive Committee shall be composed of the following classes and numbers of members:

Class A:       Members appointed by the Section's Chair to three (3) year staggered terms, with up to five (5) members appointed by the incoming Chair each year, in addition to members appointed by the Chair to fill the unexpired terms of members leaving their memberships before the expiration of their terms.

Class B:       If not a member of Class A, the Chair, Vice-Chair, Secretary, Treasurer, "Ex Officio" members, "Emeritus" members and "continued members."

Class C:       All past Chairs so long as they indicate a desire to remain on the Executive Committee, and so long as they are members of the Association and of the Section.

The appointment of all new members of the Executive Committee shall be subject to confirmation by the Board of Trustees of the Association only as may be required by the Bylaws of the Association.

**Section 2.**     **TERM.** The term of Class A members who are appointed to vacancies created by the expiration of the term of other members shall be for a period of three (3) years, commencing on the first day of July of the year of appointment.

The term of Class A members appointed to fill unexpired terms of prior members shall be for the unexpired portion of the term of the member replaced.

The term of Class B members shall be coextensive with their status as Chair, Vice-Chair, Secretary, Treasurer, "Ex Officio," "Emeritus," or "continued members."

The term of all Class C members shall continue so long as they indicate a desire to remain on the Executive Committee, and so long as they are members of the Association and this Section.

**Section 3.**     **DUTIES AND RIGHTS OF MEMBERS.** Subject to the provisions of these Bylaws, all members of the Executive Committee shall enjoy the same duties and rights.

**Section 4.**     **REAPPOINTMENT OF MEMBERS.** Nothing contained herein shall prohibit the reappointment to membership of a member whose term has expired.

**Section 5.**     **EX OFFICIO MEMBERS.** The incoming Chair each year may appoint a representative of the Bankruptcy Court Clerk's Office, the Office of the United States Trustee, or such other member or members of the legal community as may be actively involved in commercial law or bankruptcy matters (including any Judge of the United States Bankruptcy Court for the Central District of California) to serve as an Ex Officio member or a member of any committee of the Section for a three (3) year term or until such person or persons shall no longer serve in the capacity which qualifies such person or persons for Ex Officio membership.

**Section 6. CHIEF JUDGE OF THE BANKRUPTCY COURT.** The Chief Judge of the United States Bankruptcy Court for the Central District of California (or designee) shall be a member of the Executive Committee for so long as such person shall serve as Chief Judge and desires to be a member (or to have a designee be a member).

**Section 7. EMERITUS MEMBERS.** Any former or retired Chief Judge of the United States Bankruptcy Court for the Central District of California shall continue to serve as an Emeritus member of the Executive Committee so long as such former or retired Chief Judge desires to so continue in such a capacity.

**Section 8. CONTINUED MEMBERS.** In the event that at the end of his or her term, a member is engaged in a project for the Section, the incoming Chair may continue that member as a "continued member" so long as his or her services are needed for such project. This "continued term" shall not preclude appointment as a member as otherwise provided in these Bylaws.

**Section 9. GUIDELINES FOR APPOINTMENT OF EXECUTIVE COMMITTEE MEMBERS.** In considering appointments to the Executive Committee, the Chair shall take into consideration the following non-mandatory guidelines:

- (1) At least three (3) years membership in the Section is desirable.
- (2) Past participation in Section activities and anticipated future availability to participate actively in, and contribute to, the Section and Executive Committee programs, activities, and projects, is important.
- (3) It is desirable to have at least one Bankruptcy Judge and at least one local law school professor as members.

(4) Each prospective member shall be considered on his or her own personal merits and no member shall be appointed because of his or her being associated with a particular law firm or being the legal counsel for a particular business or organization. There shall be no "firm seats" on the Executive Committee.

(5) There may be more than one Class A member from any one law firm at any one time; however, concentration of members from any one firm shall be avoided.

(6) Members shall have sufficient experience in connection with the commercial law, bankruptcy, and/or insolvency fields to be sufficiently aware of the practice and problems in these areas of law and to be able to contribute to these areas of law.

**Section 10.** **DUTIES.** The Executive Committee shall supervise and direct the affairs and determine the policies of the Section subject to and in accordance with these Bylaws and the Bylaws of the Association. It is authorized to take action in the name of the Section during intervals between meetings thereof when necessary or desirable, subject to applicable LACBA policies.

**Section 11.** **MEETINGS.** The Executive Committee may act at a meeting duly called or by a poll of each member of the Executive Committee. Five (5) members of the Executive Committee shall constitute a quorum to transact business. Meetings shall be called by the Chair, or they may be called by any three (3) members of the Executive Committee. Notice of any such meetings shall be given to the members of the Executive Committee not less than two (2) days prior to such meetings. A poll of the members of the Executive Committee may be conducted by the Chair over the telephone, by email, or through the United States Mail.

**Section 12.** **DUES.** LACBA shall have the right to assess annual dues for membership in the Section as determined and approved by the LACBA Board of Trustees.

**ARTICLE VII**  
**COMMITTEES**

**Section 1.**     **STANDING COMMITTEES.** There shall be the following standing committees of the Section to be comprised of not more than forty-five (45) members of the Section. The Chair, Vice-Chair, and any other officers, if any, of each standing committee shall be selected by no later than May 1 by the Section Chair for terms commencing July 1. If a vacancy arises prior to the expiration of the term of the Chair, Vice-Chair, or any other officer of a standing committee, the Section Chair then in office at the time of the vacancy shall select a replacement to serve for the unexpired portion of the term.

(a)     Bankruptcy, which shall be responsible for all activities involving bankruptcy, including without limitation planning and arranging Section programs, obtaining speakers, arranging for any necessary facilities, and arranging for notices and publicity for each meeting or program of the Section involving bankruptcy.

(b)     Commercial Law, which shall be responsible for all activities involving commercial law, including without limitation planning and arranging Section programs, obtaining speakers, arranging for any necessary facilities, and arranging for notices and publicity for each meeting or program of the Section involving commercial law.

(c)     Such other committees as shall be designated by the Section Chair or the Executive Committee.

**Section 2.**     **INTERIM COMMITTEES.** The Section Chair shall have the power, without Executive Committee approval, to appoint such interim committees as maybe necessary or desirable for the purpose of furthering the objectives of the Section.

**Section 3.**     **TERM.** The term of the Chair and Vice-Chair of each committee and the members of each committee shall run concurrently with the term of office of the officers of the Section.

**Section 4.**     **MEMBERS.** The members of the standing and other committees shall be selected by the Chair of each such committee subject to confirmation by the Executive Committee only as may be deemed necessary by the Chair of the Section.

**Section 5.**     **MEETINGS OF COMMITTEES.** Meetings of any standing committee or other committee may be called by the Chair of such committee. The Chair of the Executive Committee may call joint meetings of the Executive Committee and any standing or other committee.

## ARTICLE VIII

### MEETING OF MEMBERS

**Section 1.**     **MEETINGS.** Meetings of the members of the Section may be called by the Chair, Vice-Chair, or a majority of the members of the Executive Committee.

**Section 2.**     **NOTICES.** Notice of the time and place of all meetings of the members of the Section shall be given to all members of the Section at least five (5) days prior thereto.

**Section 3.**     **QUORUM.** The members of the Section present shall constitute a quorum for the transaction of business at any meeting of the Section. Action shall be by a majority vote of the members present.

**Section 4.**     **RULES.** All meetings of the Section shall be conducted in accordance with Robert's Rules of Order: Newly Revised.



**Section 5.**     **APPROVAL OF ACTIONS.** No report, recommendation, news release, or other action of the Section or of any committee thereof shall be considered as the action of the Association unless and until it has been approved by the Executive Committee of the Section, and, so long as the same is required by the Bylaws or other rules of the Association, the Board of Trustees of the Association or its designated representative or committee.

## **ARTICLE IX**

### **AMENDMENTS TO BYLAWS**

These Bylaws may be amended by a two-thirds vote at an Executive Committee meeting duly called at which a quorum is present or by a two-thirds vote of the members of the Executive Committee polled pursuant to the provisions of Article VI, Section 11, of these Bylaws. All amendments to these Bylaws must be submitted to be approved and ratified by the LACBA Board of Trustees prior to becoming effective and further must be consistent with the Bylaws of the Association.

## **ARTICLE X**

### **ELECTIONS**

**Section 1.**     **TIME OF ELECTIONS.** The Section shall hold an annual election of officers which shall be completed by May 15 of each year, unless the same falls on a Saturday, Sunday, or holiday, in which event the next business day shall be the election day. The terms of officers shall begin on July 1. The annual election shall be conducted in accordance with the election schedule set forth in Article X, Section 6, of these Bylaws.

**Section 2. NOMINATING COMMITTEE.** There shall be a Nominating Committee of four (4) members consisting of the current Section Chair, the immediate past Chair, the Vice Chair, and the Chief Bankruptcy Judge (or the designee of such Judge). If the Chief Bankruptcy Judge chooses not to be a member of the Executive Committee (and does not appoint a designee), then the Nominating Committee shall consist of only the three (3) members as set forth above. The Nominating Committee shall nominate one or more members of the Section for each of the offices of Chair, Vice-Chair, Secretary, and Treasurer. The written report of the Nominating Committee, stating the names of the persons so nominated, shall be forwarded to the Chair of the Section at least forty-five (45) days prior to the date of the regular annual election, and the members of the Section shall be notified of such nomination no later than April 6 of each year, such notification may be made by email, and may be included as part of any other announcement or publication sent to members of the Section.

**Section 3. ADDITIONAL NOMINATIONS.** Additional nominations for any office may be made by filing with the Section Chair at any time prior to thirty (30) days before the annual election, a written nomination signed by at least twenty-five (25) members of the Section entitled to vote.

**Section 4. ONE CANDIDATE FOR EACH OFFICE.** If the Nominating Committee nominates only one candidate for each position, and if no one is nominated in accordance with Article X, Section 3 of these Bylaws, then the slate as nominated will be deemed unanimously elected and the results shall be reported in writing to the members of the Section.

**Section 5. BALLOTS.** If additional nominations for any office are made pursuant to Article X, Section 3 of these Bylaws, a ballot containing the names of the nominees for each such office with a blank write-in space after each such office shall be transmitted to each member of the Section entitled to vote not later than fifteen (15) days prior to the annual election date; such

transmission may be made by email, and may be included as part of any other announcement or publication sent to members of the Section. The ballots shall be in such form and shall contain such instructions as may be prescribed by the Executive Committee. Each Section member shall be entitled to one vote for a nominee or other member of the Section for each office to be filled at the election.

**Section 6. ELECTION SCHEDULE.** The annual election shall be conducted in accordance with the following schedule:

<b><u>Election Step</u></b>	<b><u>To Be Completed By</u></b>
1. Appointment of Nominating Committee	March 17
2. Nominating Committee's selection of nominees	April 1
3. Member's submission of written nominations	April 16
4. Distribution of Annual Election Ballots	May 1
5. Annual Election	May 15

If any of the above dates falls on a Saturday, Sunday, or holiday, the next business day shall be the effective date.

**Section 7. VOTING.** Ballots must be received by the Section Chair, in care of the Association, not later than 4:00 o'clock P.M. on the election day, at which time the voting shall cease and the poll shall close.

**Section 8. COUNTING.** Immediately upon the close of the poll, the votes shall be canvassed and counted by a committee of at least three (3) Section members, to be appointed by the Section Chair. The results of such voting shall be reported by the Section Chair in writing to the members of the Section; such report may be made by email, and may be included as part of

any other announcement or publication sent to members of the Section.

**Section 9.**     **VOTES TO ELECT.** A plurality of votes cast shall elect. In the event that two or more candidates for one office all receive an equal number of the most votes, a ballot shall be taken at the first Section meeting thereafter for the purpose of resolving the election between or among such candidates that received an equal number of the most votes; the candidate securing the largest number of votes at such meeting shall be elected. In the event that after two (2) ballots, no single candidate has received the most votes, the current Section Chair shall select the officer from those candidates who have an equal number of the most votes.

**Section 10.**   **VACANCY.** The Executive Committee shall have the power to fill a vacancy in any office of the Section and the Executive Committee for the unexpired portion of the term thereof.