



Bylaws
of the
The Honorable Larry E. Kelly Bankruptcy American Inn of Court

Article I
General

Section 1. Purpose.

The purposes of The Honorable Larry E. Kelly Bankruptcy American Inn of Court are set forth in its Organizational Charter issued by the American Inns of Court Foundation.

Section 2. Principal Location.

The Honorable Larry E. Kelly Bankruptcy American Inn of Court shall be located in the cities of Austin and San Antonio, counties of Travis and Bexar, state of Texas.

Article II
Organization

Section 1. The Executive Committee.

The Executive Committee is composed of the officers and the chairs of the various committees formed by the Executive Committee and such other members as are determined by the Masters. The duties of the Executive Committee, and its members, are set forth in the Organizational Charter, and as set forth herein.

Section 2. The Officers.

The officers of the Inn shall be a president, a counselor/vice-president, a secretary/treasurer, a program chair, and such other officers as the Masters deem necessary. The officers serve a two-year term, or as otherwise directed by the Masters, and may succeed themselves only once. The officers are selected by the Masters in accordance with the Organizational Charter of the Inn.

Section 3. Committees.

The Executive Committee may establish standing and ad hoc committees from time to time from among the active members of the Inn, and from time to time may change or discontinue committees.

Initially, the following standing committees shall be established: Membership Committee and Program Committee.

Among such other duties as may be assigned by the Masters and the Executive Committee, the duties of each committee shall be as follows:

Membership Committee—The Membership Committee shall solicit and review applications and make recommendations to the Executive Committee for membership in the Inn; shall assign members to Pupillage groups; shall maintain records of attendance; and oversee attendance in accordance with Article IV, Section 2 of these Bylaws.

Program Committee—The Program Committee shall oversee and approve program topics and shall be responsible for submitting programs for continuing legal education credit. The Program Committee shall also submit program reports to the American Inns of Court Foundation.

The Executive Committee shall appoint committee chairs, who shall serve two-year terms, or as otherwise directed by the Executive Committee, and may succeed themselves only once. The committee chairs may appoint members of their respective committees annually and those appointments shall be considered and approved by the Executive Committee.

Committees may create ad hoc sub-committees, as appropriate.

Section 4. Pupillage Groups.

All active members will be assigned to a Pupillage Group by the Membership Committee, and those assignments shall be considered and approved by the Executive Committee. Each Pupillage Group shall be chaired by a Master appointed by the Executive Committee. The Masters and Pupillage Groups shall be reassigned every two years.

Article III. Membership.

Section 1. Active Members.

There are four classifications of members in an American Inn of Court, as defined in the bylaws of the American Inns of Court Foundation, and as set forth below:

- Masters of the Bench—consisting of lawyers with at least 20 years of experience who have been active in this Inn or another American Inn of Court for at least five years at the time of such application, judges, and law professors;
- Barristers—consisting of lawyers with at least ten years of experience;
- Associates—consisting of lawyers with zero to ten years of experience; and,
- Pupils—consisting of law students and judicial law clerks.

Membership in this American Inn of Court shall consist of Masters, Barristers and Associates. Pupils may participate in all activities of the Inn, but will not be voting members.

Years of experience shall be determined based upon the number of years members have actively practiced bankruptcy law.

At the beginning of each fiscal year, the Secretary/Treasurer shall determine and identify to the Membership Committee the members eligible for reclassification. The Membership Committee shall then determine by vote whether to recommend such reclassification to the Executive Committee. Any member recommended for reclassification to Master shall then be contacted by the Membership Committee to determine whether such member wishes to be considered for reclassification. The Executive Committee shall then review all recommended reclassifications and determine by vote whether to approve, decline, or modify such reclassifications.

Section 2. Inactive Members.

The Executive Committee may confer Emeritus and Honorary memberships as set forth in the Organizational Charter.

Article IV Meetings and Attendance

Section 1. Meetings.

Meetings shall be held at least six times per year at such times as the Executive Committee may determine. The Inn shall endeavor to have at least one social event per year wherein members may invite guests.

Section 2. Attendance.

Each active member will be allowed three absences from the monthly meetings in a year. The Membership Committee shall monitor attendance at meetings and shall submit the names of those who have three absences to the Executive Committee. The non-participating member will be contacted by the Membership Chair in order to determine if he/she wishes to remain in this American Inn of Court, and in the event of another absence from the next meeting, this member will be dropped from the rolls and all dues will be forfeited. The Membership Committee may, upon written request by the member, and so long as the member's dues are current, vote to recommend that the Executive Committee waive the operation of this provision based upon extenuating circumstances, including workloads or personal matters. The Executive Committee may, after taking into consideration the recommendation of the Membership Committee, vote to grant or deny such waiver.

Article V

Voting and Elections.

Section 1. Masters.

With the exception of Emeritus and Honorary Masters, each Master shall be entitled to one vote on all matters submitted to the Masters. A majority of voting Masters shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the Masters in attendance at a meeting shall be regarded as the act of all the Masters.

Section 2. Executive Committee.

Each member of the Executive Committee shall be entitled to one vote on all matters submitted to the Committee. In the event of a tie, the President shall have the deciding vote. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the members in attendance at the meeting called for that purpose shall be regarded as the act of the entire Committee.

Section 3. Elections.

The nomination and election of the President, Vice-President/Counselor, Program Chair and Secretary/Treasurer will occur in every even-numbered year during the months of May or June at a meeting of the active Masters especially called for that purpose. Selection of these and other officers shall be in accordance with the Organizational Charter. Selection of other officers shall also occur in every even-numbered year at a meeting especially called for that purpose.

Section 4. Vacancies.

When a position as an officer, committee chair or master chair becomes vacant, the procedures for election and selection of officers and chairs shall be followed when the vacancy occurs; however, the duration of the vacant position shall not be counted against the new officer or chair in regards to any maximum term of service.

Article VI

Fiscal Matters

Section 1. Fiscal Year.

The fiscal year of The Honorable Larry E. Kelly Bankruptcy American Inn of Court shall be the same as the fiscal year of the American Inns of Court Foundation, which is from July 1 to June 30 of each year.

Section 2. Dues.

Dues shall be in an amount consistent with the Organizational Charter and shall be levied by the Treasurer during the month of September of each year. Failure to pay assessments and dues prior to the third meeting of the Inn year and after reasonable

notice may be considered by the Executive Committee as grounds to terminate membership of the person in default.

Section 3. Expenses.

This American Inn of Court shall pay or reimburse, subject to advance approval of the Executive Committee, all reasonable expenses incurred by members of the Executive Committee for such things as attendance at state, regional or national events of the American Inns of Court Foundation, and the fees and costs of an administrator.

Article VII

Adoption and Amendments.

Section 1. Adoption.

These Bylaws will be adopted by this American Inn of Court upon approval by a majority of the Masters of this American Inn of Court and after being submitted to and approved, in writing, by the Board of Trustees of the American Inns of Court Foundation. The Masters may make valid decisions by voting by mail, facsimile, electronic mail, or other means when deemed necessary by the Executive Committee or the President.

Section 2. Amendments.

Amendments to these Bylaws may be made by a majority of the Masters of this American Inn of Court and must be submitted to and approved, in writing, by the Board of Trustees of the American Inns of Court Foundation. The Masters may make valid decisions by voting by mail, facsimile, electronic mail, or other means when deemed necessary by the Executive Committee or the President.