

**BY-LAWS  
OF  
CALIFORNIA BANKRUPTCY FORUM**

ARTICLE I

STATEMENT OF PURPOSE

The purpose of the California Bankruptcy Forum (the "Forum" or the "corporation") shall be to promote and enhance the value of the bankruptcy system and process in the State of California. The Forum shall encourage and draw membership from all professional disciplines involved in the bankruptcy and insolvency system and process in the State of California, including without limitation accountants, appraisers, auctioneers, attorneys, bankers, brokers, consultants, crisis managers, judges, trustees, receivers and other fiduciaries. The Forum shall sponsor educational programs and activities, and employ other appropriate vehicles to encourage and promote the creation, exchange and dissemination of information that improves bankruptcy practice and procedure in the State of California. The corporation may engage in any activities approved by the board of directors (or, within the scope of its delegated authority, the Executive Committee of the board of directors) consistent with the foregoing.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be at the offices of the Forum's administrator, currently 954 La Mirada Street, Laguna Beach, California 92651. The board of directors may at any time, or from time to time, change the location of the principal office from one location to another and may, at any time, establish branch offices at any place or places throughout the State of California.

ARTICLE III

MEMBERSHIP

Section 1. Qualifications for Membership.

There shall be one class of members of the corporation: active members. Active members of the corporation shall be regional professional organizations ("Local Forums") whose individual members are actively engaged in any aspect of bankruptcy or insolvency practice or procedure. The present members of the corporation are the Los Angeles Bankruptcy Forum, the Orange County Bankruptcy Forum, the San Diego Bankruptcy Forum, the Central California Bankruptcy Association, the Bay Area Bankruptcy Forum, the Sacramento Valley Bankruptcy Forum, and the Inland Empire Bankruptcy Forum. No two Local Forums shall serve constituencies in the same geographic area. However, individual members of one Local Forum may be members of any other Local Forum.

Section 2. Admission of New Members.

New Local Forums may be organized and admitted to membership in the corporation on the following conditions:

- a. The new Local Forum has a minimum of 50 individual members.
- b. The new Local Forum agrees to subscribe to the Statement of Purpose set forth in Article I above, and otherwise to be bound by the corporation's Articles and these By-Laws.
- c. The new Local Forum agrees to pay dues as assessed by the corporation's board of directors, commencing the year following the year in which the new Local Forum is admitted to membership.
- d. The new Local Forum does not infringe the geographic area of an existing Local Forum, provided, however, the new Local Forum and an existing Local Forum may reallocate geographic area between them, so long as the governing bodies of both Local Forums so agree and subject to the consent of the board of directors of the corporation.
- e. The new Local Forum shall select directors to serve on the board of directors of the corporation in accordance with the provisions of these By-Laws, and shall designate which of those directors shall have initial terms of less than three years to implement the requirement that the terms of directors from each Local Forum shall be staggered.

Section 3. Voting Rights.

All votes of the membership shall be through the board of directors of the corporation. Each Local Forum in good standing shall be entitled to designate three directors, each of which shall have one vote on all matters submitted to the directors. Voting of directors by written proxy shall be allowed, but a separate written proxy shall be provided for each meeting of the directors at which a vote is taken.

Section 4. Dues.

Dues shall be assessed annually by the board of directors based upon each Local Forum's per capita composition and the corporation's financial needs. Dues shall be payable in installments, as follows:

- a. Each Local Forum shall, three months after the beginning of the Local Forum's membership year, report to the administrator of the corporation, the number of individual members which such Local Forum then has and such other identifying information regarding each of such individual members as, and in the form which, the Executive Committee may from time to time specify; and each Local Forum shall simultaneously pay to the corporation an amount equal to 50% of the per capita annual dues assessment multiplied by the reported number of the Local Forum's members.
- b. Each Local Forum shall, six months after the beginning of the Local Forum's membership year, report to the administrator of the corporation the number of additional

individual members who have joined such Local Forum since the prior report (together with identifying information as provided in clause a above), and shall pay to the corporation an amount equal to (i) the amount of the Local Forum's initial dues installment (i.e., as paid three months after the commencement of the Local Forum's membership year) plus (ii) 100% of the per capita annual dues assessment multiplied by the incremental number of individual members joining such Local Forum between three and six months after the beginning of the Local Forum's membership year.

c. Each Local Forum shall, monthly after the sixth month following the commencement of such Local Forum's membership year, report to the administrator of the corporation any new individual members who have joined such Local Forum during that month and remit to the corporation an amount equal to the number of such new individual members multiplied by 100% of the per capita dues assessment.

d. The board of directors shall have the authority to abate, modify or otherwise grant relief with respect to assessment or payment of dues to any Local Forum upon a showing of financial hardship.

#### Section 5. Sanctions for Non-Payment of Dues.

In the event any Local Forum fails to pay dues within forty-five days after written notice to such Local Forum's chief executive officer or president that dues are delinquent, the board, by the vote of a majority of a quorum (determined without reference to the directors from the Local Forum which is the subject of the action, and in which vote the directors from such Local Forum may not participate) may take such action as it deems appropriate, including without limitation any or all of the following:

a. Suspend the voting rights of the directors from such Local Forum until the dues delinquency has been cured or excused;

b. Suspend the membership of such Local Forum in the corporation, or the rights and privileges of individual members of such Local Forum in respect of the corporation, until such dues delinquency is cured or waived; or

c. Terminate the membership of such Local Forum in the corporation, with the effect set forth at Article VI, § 3 below.

#### Section 6. Compliance with Applicable Law.

a. Tax Reporting. For tax reporting purposes, each Local Forum shall comply with all applicable law, and all IRS requirements applicable to it, including but not limited to the annual filing of a Form 990 or Form 990e-post card, as applicable; and provide a copy of same to the applicable state offices;

b. Income Tax Return. Each Local Forum shall also comply with all IRS requirements applicable to it, including the annual filing of all applicable required state and federal income tax returns as applicable.

c. Each Local Forum shall maintain a current, active corporate status with the California Secretary of State.

d. Each Local Forum shall adopt a Sarbanes-Oxley compliance policy in substantially the same form as addendum A attached hereto and incorporated herein by reference.

#### ARTICLE IV

#### DIRECTORS

##### Section 1. Election of Directors.

The directors shall be elected as follows: each Local Forum in good standing shall each year prior to April 15 select one director to serve a term of three years. In the event more than one vacancy occurs for any Local Forum in any year, such Local Forum may select as many directors as there are vacant seats allocated to that Local Forum, but only one of the directors thus selected shall have a term of three years, and the other director or directors shall have shorter terms as necessary to provide for only one director's seat to become vacant for that Forum each year. The term of each director shall commence at the conclusion of the annual conference immediately following such director's selection, and shall expire at the conclusion of the annual conference three years later, unless

(1) such director is selected to fill an unexpired term, in which case such director shall immediately upon selection become a fully active member of the board for the balance of such unexpired term, or

(2) such director is initially assigned a term of less than three years, in which case the director's term shall expire at the conclusion of the annual conference in the year corresponding to the end of such director's term, but each newly selected director shall be encouraged to attend the annual meeting of the board held immediately before the commencement of such director's term, as a non-voting participant.

In addition to the directors designated by each Local Forum:

(a) the board shall, if not already designated, at the annual meeting of the board select the Conference Chairs for up to the next two Conferences of the California Bankruptcy Forum, and if the persons thus selected are not already serving board members, they shall become voting members of the board with terms expiring at the conclusion of the Conference for which each was designated to act as chair;

(b) if not otherwise a member of the board, the immediate past president of the Forum shall serve as a voting member of the board for one year following the expiration of his or her term as president, and all other past presidents of the corporation may attend and participate at any meetings as nonvoting members of the board;

(c) if not re-elected as a director by a Local Forum, any currently serving officer of the corporation shall remain a voting member of the board through the expiration of

any immediately consecutive terms of which such person is elected to the same or any other office;

(d) the editor or co-editors of the California Bankruptcy Journal shall serve, *ex officio*, as a voting member of the board;

(e) the administrator of the Forum shall have a delegate serve on the board, without a vote;

(f) the corporation's accountant shall serve, *ex officio*, as a non-voting member of the board;

(g) the corporation's webmaster shall serve, *ex officio*, as a non-voting member of the board; and

(h) the immediate past Conference Chairs shall serve, *ex officio*, as non-voting members of the board; but shall not be precluded from being elected to a voting position pursuant to Article V, section 2.

Section 2.     Chair.

The President of the corporation shall serve as Chair of the board of directors and shall preside at meetings of the board of directors.

Section 3.     Powers.

Subject to the limitations of this corporation's Articles of Incorporation, its by-laws, and the California Corporations Code, all corporate powers shall be vested in and exercised by the board of directors. Such powers shall include, but shall not be limited to the following:

a. To appoint and remove all officers, agents and employees of the corporation and to prescribe such powers and duties for officers, agents and employees as consistent with law, the Articles of Incorporation and this corporation's by-laws.

b. To conduct, manage and control the affairs of business of the corporation, and to make such rules and regulations, as may be deemed to be in the best interest of the corporation; consistent with applicable law, the articles of incorporation and the by-laws of this corporation.

c. To designate any place for the holding of any membership meetings, to change the principal office of the corporation for the transaction of its business from one location to another within the State of California, to adopt, make and use a corporate seal and to alter the form of such seal from time to time as in their judgment they may deem to be in the best interest of the corporation, provided that the same shall at all times comply with applicable law.

d. To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefore in the corporation's name, promissory notes and other appropriate evidences of debt and security therefor.

e. To manage in such manner as they may deem in the best interest of the corporation all funds and property, real and personal, received and acquired by the corporation, and to distribute, loan or dispense the same and or the income and profits there from in accordance with applicable law.

f. To approve budgets and annually to fix and assess dues payable by Local Forums, on a per capita basis.

Section 4. Place of Meetings.

Meetings of the board of directors, whether regular or special, shall be held at any place within or without the State of California designated by the president, after such consultation with the board as he or she deems appropriate, or by a majority of the Executive Committee of the board (as provided in section 10 of this Article IV), or by resolution of the board of directors or by written consent of a majority of the directors. The annual meeting of directors shall be held at the Annual Conference of the California Bankruptcy Forum.

Section 5. Time of Regular Meetings.

The board shall regularly meet twice each year. One such meeting, which shall be referred to as the "Annual Meeting," shall be held at the time of the Annual Conference. The other such meeting, which shall be referred to as the "Mid-Year Meeting," shall be held during the months of September, October or November, as specifically designated not less than twenty-one (21) days in advance by the president after such consultation with the board as he or she deems appropriate. The Mid-Year Meeting may be in person or telephonic.

Section 6. Special Meetings.

Special meetings of the board of directors for any purpose may be called at any time by the president or, if the president is unable to do so or refuses to do so, then by a majority of the Executive Committee or by any three directors, acting together in writing.

Notice of the time and place of a special meeting shall be given to the directors personally or telephonically or by mail or fax or electronic mail to the last known address on record with the Secretary. It is the duty of the Board Member to keep the organization apprised of their correct contact information. In case such notice is mailed it shall be deposited in the United States mail at least seven (7) days prior to the time of holding such meeting. Notices delivered personally or telephonically or sent by fax or email shall be delivered at least forty-eight (48) hours prior to the time of any special meeting. Notice of a special meeting shall state the subject matter to be addressed at such meeting.

The transactions of any meeting of the board of directors, however called and noticed and wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. For such purposes, a director shall not be considered present at a meeting if, although in attendance at the meeting, the director protests the lack of

notice prior to the meeting or at its commencement. All such waivers, consents, and approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 7. Failure to Attend Directors' Meeting.

If a director shall fail to attend two (2) consecutive meetings of the board of directors without prior approval from the President or other good cause, the office of that director may be declared vacant by a vote of the majority of the remaining directors, and the vacancy shall be filled in the manner set forth in Section 8 below. Upon prior approval of the president, a director may attend a meeting telephonically, but personal attendance is strongly encouraged.

Section 8. Vacancies.

a. Local Forum Director Vacancies. Local Forum vacancies shall be filled by the Local Forum which was represented by the former director. Replacement Directors shall serve the balance of the term of the Director being replaced.

b. All Other Director Vacancies. Director vacancies that are not Local Forum Directors Vacancies shall be filled, if at all, upon the recommendation of the Conference Co-Chairs, as confirmed by Vote of the Executive Committee. Replacement Directors shall serve the balance of the terms of the Director being replaced.

Section 9. Quorum.

The majority of the authorized number of voting directors shall be necessary to constitute a quorum for the transaction of the business of the corporation. Every act or decision done or made by the majority of the directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the board of directors, unless a greater number be required by law or by the Articles of Incorporation or by these by-laws.

Section 10. Executive Committee of the Board.

The president shall, after consultation with the affected Local Forums, designate one director from each Local Forum not represented by an officer, and the persons thus designated, together with the president, the vice-president, the secretary and the treasurer of the corporation shall constitute the Executive Committee. The president, or in his or her absence, the vice president, shall serve as chair of the Executive Committee. The Executive Committee shall have the authority, between meetings of the board, to exercise the authority of the corporation with respect to personnel matters, the approval of expenditures in amounts not to exceed \$5,000 per item, matters the urgency of which requires a decision without an opportunity to call a special meeting of the board, and such other matters as the board may from time to time delegate to the Executive Committee. From time to time, the board of directors may authorize the Executive Committee to conduct inquiries and investigations into performing specific acts related to the business of the corporation. When authorized to do so, the Executive Committee may act without further authorization of the board of directors. The secretary shall cause minutes of the meetings of the Executive Committee to be prepared and distributed, as soon as practicable, to all members of the board.

Section 11. Additional Board Committees.

The board may have the following standing committees:

a. Budget and Finance, which shall be comprised of the treasurer, who shall serve as chair, and one director, selected by the president subject to approval of the Executive Committee, from each Local Forum other than the Local Forum represented by the treasurer. This committee shall have the responsibility to propose the annual budget for the corporation and to recommend the level of per capita dues to be assessed the Local Forums, as well as other matters concerning the corporation's financial affairs.

b. Membership, which shall be comprised of the vice president, who shall serve as chair, and one director, selected by the President subject to approval of the Executive Committee, shall have the responsibility for recommending measures to expand the number or individual members of the constituent Local Forums and to enhance the benefits of individual membership in the several Local Forums.

c. In addition, the president or a majority of the members of the board of directors may appoint such other committees of the board to carry out specific purposes as the appointing authority may direct.

d. Except as otherwise specified above: (1) the president shall, unless the board directs otherwise, appoint the members of the various committees of the board, and (2) members of committees need not be directors, but directors shall comprise a majority of the members of all board committees.

Section 12. Adjournment.

In the absence of a quorum at any meeting of the board of directors, the majority of the directors present may adjourn the meeting from time to time until the time fixed for the next regular meeting of the board, or at a special meeting. Notice of the time and place of holding of an adjourned meeting shall be given to all absent directors.

Section 13. Action by Consent.

If and when a majority of the directors shall severally or collectively consent in writing to any action to be taken by the corporation such action shall be a valid corporate action as though it had been authorized at a meeting of the board of directors. Such consent shall be filed with the corporation's records.

ARTICLE V

OFFICERS

Section 1. Responsibility.

All officers of the board are responsible to the board of directors.



## Section 2. Number and Selection.

The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer. The corporation may also have such other officers as may be appointed in accordance with the provisions of this section.

The officers of the corporation shall be chosen by the CBF board of directors at the Annual Meeting, for a one-year term which shall commence at the conclusion of the Annual Conference at which the Annual Meeting is held, and shall expire at the conclusion of the next following Annual Conference, or when the officer resigns or is otherwise removed by action of the board, or when the successor of that officer has been elected, if later. Any officer may be re-elected for additional one-year officer terms. To be eligible to be nominated for election to serve as a CBF officer, a person must either be (a) a currently serving member of a Local Forum board of directors when first elected to office, or (b) had served as a Conference Co-Chair or Education Co-Chair within the proceeding two conferences. Any elected officer may thereafter be elected to consecutive terms for the same or any other office, whether or not such person is re-elected by such person's Local Forum as a director delegate from the Local Board to the CBF State Board.

The board of directors shall, except as otherwise specified in these By-Laws, fill any vacancy in any office, and may appoint such other officers as the business of the corporation may require, each of whom shall serve for such periods and have such authority and perform such duties as provided in the by-laws or as the board of directors may from time-to-time determine.

## Section 3. Duties of the President.

The president shall be the chief executive officer of the corporation and shall, subject to control of the board of directors, have supervision, direction and control over the business and affairs of the corporation. The president shall preside at all meetings of the board of directors and act as the chair of the board of directors. The president shall be an *ex-officio* member of all committees and shall have the general powers and duties and management normally vested in the office of the president of the corporation. Unless the board directs otherwise or as otherwise specified in these By-Laws, the president shall appoint the members of all committees of the board, after consultation with the Executive Committee. The president shall have such other powers and duties as may be prescribed by the board of directors or by these By-Laws. The president is hereby authorized to exercise any right, to vote or execute a proxy, to vote shares of stock of, and bonds, debentures, and other evidence of indebtedness of, any other corporation or corporations owned or possessed by this corporation.

## Section 4. Duties of Vice-President.

The vice-president shall be the chair of the membership committee and (if same is constituted) perform such other duties as may be designated by the board of directors. In the event that the president is unable to perform the duties herein prescribed, those duties shall be performed by the vice-president. The vice-president shall also perform any duties of the president which the president delegates to the vice-president which, in the president's judgment, the president is unable to perform him or herself. The vice-president shall succeed to the office of the presidency, in the event the president is unable to carry out the duties herein prescribed.

Section 5. Duties of the Secretary.

The secretary shall keep or cause to be kept at the principal office of the corporation, or at such other places as the board of directors may direct a book of minutes of all meetings of the directors and the Executive Committee, which minutes shall be circulated within thirty (30) days following the meeting to which they relate. The secretary shall also keep or cause to be kept at the principal office of the corporation such other and further records as may be necessary and proper to record the activities of the corporation. The secretary shall give or cause to be given the notices of special meetings of the board of directors and such other meetings that may be called pursuant to these By-Laws, or other action of the board of directors. The secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the board of directors or by the by-laws. The secretarial duties may be delegated to the administrator of and for this corporation.

Section 6. Duties of the Treasurer.

The treasurer shall keep and maintain or cause to be kept and maintained adequate and current accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection to any director or by any member organization. The treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. The treasurer shall disburse the funds of the corporation as ordered by the board of directors and shall render to the president and the directors, on request, an account of all transactions of the corporation's business and of the financial condition of the corporation, and shall serve as chair of the Budget and Finance Committee of the board. The treasurer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the board of directors or by these by-laws. The treasurer may delegate his or her clerical duties to the administrator of the corporation.

Section 7. Removal of Officers.

Officers may be removed for good cause at any meeting of the board of directors by the affirmative vote of the majority of all of the directors.

Section 8. Disbursement of Funds.

The corporation may designate an agent to sign checks on behalf of the corporation. However, no expenditure in excess of \$2,500.00 shall be made by the corporation unless the check, draft or other evidence of such disbursement shall be approved by the president, or in his or her absence or unavailability, any other officer, or by resolution of the Executive Committee or the board of directors; provided, that expenditures in connection with the Annual Conference shall be approved by either the treasurer or any one of the conference chairs for that Annual Conference.

## ARTICLE VI

### ANNUAL EDUCATIONAL CONFERENCE

#### Section 1. Purpose of Conference.

The purpose of the Annual Educational Conference (Conference) is to encourage and promote the creation, exchange and dissemination of information that improves bankruptcy practice and procedure in the State of California.

#### Section 2. Time and Place.

a. Time of Conference. The Conference shall preferably be held between Mother's Day and Memorial Day in May of each year.

b. Place of Conference. The Board of Directors shall select an appropriate conference site, taking into consideration the number of attendees expected and the cost of the event, among other factors, sufficiently in advance of the date of the Conference.

#### Section 3. Chairs.

There shall be two or three Conference Chairs who shall have general responsibility for the organization of the Conference. One of their primary responsibilities is raising the funds necessary to put on the Conference.

The Conference Chairs should be willing to engage in an extensive letter writing effort, as well as personal telephone or email solicitations to prospective sponsors, exhibitors and advertisers. They should be well known in the bankruptcy professional community and among vendors of bankruptcy related products and services to assist them in soliciting sponsorships and advertisements. If possible, at least one of the Conference Chairs should be a member of the forum in which the Conference is sited.

#### Section 4. Education Chairs.

There shall be two or three Education Chairs who shall be responsible for designing the educational program for the Conference, selecting and rehearsing the speakers and putting together the educational materials. The Education Chairs shall select a committee comprised of Judges and other bankruptcy professionals, to assist in the planning process.

The Education Chairs should know the "hot topics" of the day and be able to creatively integrate these topics into the educational program. Service on prior education committees will be considered, as well as having served as education/program chair of a Local Forum. Location near the Conference site is also an important consideration for at least one of the Education Chairs.

#### Section 5. Program Book Chairs.

There shall be one or two Program Book Chairs. The Program Book Chairs shall be responsible for soliciting advertisements for the program book. Such advertising is an

important component of the funding of the Conference. The Program Book Chair should be willing to engage in a letter writing, email and telephone campaign to secure advertising from law firms and other professional, and may do so with the aid of a committee comprised of members from various fora throughout the state.

Section 6. Selection of Conference, Education and Program Book Chairs.

a. The Conference Chairs shall solicit volunteers for future Conference, Education and Program Book Chairs at each Conference and shall place an advertisement for these positions in each year's program book. The President shall also solicit nominations for their consideration from the Boards of Directors of all local fora. Special consideration shall be given to nominations of the Board of Directors from the forum nearest the Conference site and, with respect to the Conference Chairs, to nominees who have previously served as Education or Program Book Chairs and other program chairs as may be necessary pursuant to Section 8, below. Special consideration should be given to members who have demonstrated their commitment to the California Bankruptcy Forum in the past, including active participation and leadership in prior conferences such as a segment leader, chair or other actions or positions showing leadership and commitment to the California Bankruptcy Forum.

b. All nominations shall be received by no later than July 1st of each year and then circulated to the Chair Selection Committee and Conference Meeting Planner for comment.

c. Prior to the annual Mid-Year Meeting of the Board of Directors two Conferences before the subject Conference, the Conference Co-Chair Selection Committee shall select the Conference, Education and Program Book Chairs from the nominations received. For example, the Conference Chairs for the year 2002 Conference would be selected at the 2000 Mid-Year Meeting of the Board of Directors. The input of the Conference Chairs so selected shall be taken into consideration in the selection of the Education and Program Book Co-Chairs.

Section 7. The Conference Co-Chair Selection Committee.

The Conference Co-Chair Selection Committee shall be comprised of the California Bankruptcy Forum Executive Committee and the Conference Chairs of the just-concluded Conference.

Section 8. Additional Chairs

Upon the recommendation of the California Bankruptcy Forum Executive Committee, the President may appoint additional chairs for categories not identified above to facility the mission statement of the California Bankruptcy Forum. For example, in 2008, it was decided to nominate co-chairs of the Consumer Program, to outreach to that segment of the membership. Also, in 2008, it was decided to add co-chairs of the Young Insolvency Professional's (YIP) Program, to outreach to that segment of the membership.

## ARTICLE VII

### PERSONAL LIABILITY AND PROPERTY INTEREST

#### Section 1. Liability of Members.

No member of the corporation shall be personally liable to the corporation's creditors for any indebtedness or liability and any and all creditors shall look only to the assets of this corporation for payment of the monies due.

#### Section 2. Indemnity.

a. Right of Indemnity. To the full extent permitted by law, the corporation shall indemnify its directors, officers, employees and agents, including JBS & Associates, and other persons described in Section 5238(a) of the California Nonprofit Corporation Law, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in such Section, including without limitation an action by or in the right of the corporation, an action brought under Section 5233 (Self-dealing Transactions) of the California Nonprofit Corporation Law, and an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was a person described by such Section. "Expenses," as used in this by-law, shall have the same meaning as in Section 5238(a) of the California Nonprofit Corporation Law.

b. Approval of Indemnity. Upon written request to the board of directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Corporation Law, the board shall promptly determine in accordance with Section 5238(e) whether the applicable standard of conduct set forth in Sections 5238(b) and (c) has been met and, if so, the board shall authorize indemnification.

c. Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the board of directors in the specific instance, expenses incurred by a person seeking indemnification under this by-law in defending any proceeding covered by this by-law shall be advanced by the corporation prior to the final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation therefore.

#### Section 3. Property Interest Upon Termination of Membership.

If any member shall cease to be a member, any interest the member organization shall have in or to the property, assets and privileges of the corporation, specifically including without limitation any right to the name or style "Bankruptcy Forum," shall cease and the same shall revert to the corporation and such cessation of membership shall operate as a release and assignment to the corporation of all other rights, title and interest of such member in and to the property, assets and privileges of the corporation, provided, however, that any cessation of

membership shall not effect any indebtedness of the corporation to such member, or of such member to the corporation.

ARTICLE VIII

AMENDMENTS TO BY-LAWS

These by-laws may be amended or repealed by vote of a majority of the directors at a regular meeting, or at any special meeting duly called for the purpose of amending or repealing these by-laws.

CERTIFICATE OF SECRETARY

I, the undersigned, \_\_\_\_\_, certify that I am the presently acting secretary of the California Bankruptcy Forum, and the above By-Laws consisting of \_\_\_\_\_ (\_\_\_) pages including the Certificate page, and \_\_\_\_ pages of Sarbanes-Oxley Addendum A are the By-Laws of this corporation as adopted at a meeting of the board of directors held on May 17, 2012, in the City of Rancho Mirage, County of Riverside, State of California.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Secretary

Addendum A – Sarbanes-Oxley

A-1	Bay Area Bankruptcy Forum	Conflict of Interest Policy (2010)
		Whistleblower Policy
		Document Retention and Destruction Policy
		Policy on the Process for Determining Compensation
		Joint Venture Policy
A-2	Central California Bankruptcy Association	Conflict of Interest Policy (2010)
		Whistleblower Policy
		Document Retention and Destruction Policy
		Policy on the Process for Determining Compensation
		Joint Venture Policy
A-3	Inland Empire Bankruptcy Forum	Conflict of Interest Policy (2010)
		Whistleblower Policy
		Document Retention and Destruction Policy
		Policy on the Process for Determining Compensation
		Joint Venture Policy
A-4	Los Angeles County Bankruptcy Forum	Conflict of Interest Policy (2009)
		Whistleblower Policy
		Document Retention and Destruction Policy
		Policy on the Process for Determining Compensation
		Joint Venture Policy
A-5	Orange County Bankruptcy Forum	Conflict of Interest Policy (2010)
		Whistleblower Policy
		Document Retention and Destruction Policy
		Policy on the Process for Determining Compensation
		Joint Venture Policy
A-6	Sacramento Valley Bankruptcy Forum	Conflict of Interest Policy (2009)
		Whistleblower Policy
		Document Retention and Destruction Policy
		Policy on the Process for Determining Compensation
		Joint Venture Policy
A-7	San Diego Bankruptcy Forum	Conflict of Interest Policy (2010)
		Whistleblower Policy
		Document Retention and Destruction Policy
		Policy on the Process for Determining Compensation
		Joint Venture Policy