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Name History

Name	Name Type
MISSISSIPPI BANKRUPTCY CONFERENCE, INC.	Legal

Non-Profit Corporation - Domestic - Information

Business ID:	212384
Status:	Good Standing
Creation Date:	3/26/1980
State of Incorporation:	MS
Principal Office Address:	17TH FLOOR, DEPOSIT GUARANTY PLAZA JACKSON MS 39201-2306
Listing Address:	No Address

Registered Agent

Agent Name:	<u>Lefoldt, H Kenneth, Jr</u>
Office Address:	609 Towne Center Blvd P O Box 2848 Ridgeland MS 39157

Mailing Address:

Officers & Directors



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Due to the use of DHTML and Java, this Web site is optimized for Microsoft Internet Explorer 5+ or Netscape 6+.



1. Corporate ID

212384

2. Corporate Name

Mississippi Bankruptcy Conference, Inc.

3. Federal Tax ID

[Empty field]

4. Name and Street Address of the Registered Agent and Registered Office are

Name

James W. O'Mara

Physical Address

17th Floor Deposit Guaranty Plaza

P.O. Box

[Empty field]

City, State, ZIP5, ZIP4

Jackson

MS

39201 -

5. New Registered Agent Name and Registered Office Address

H. Kenneth Lefoldt, Jr.

Physical Address

609 Towne Center Blvd.

P.O. Box

2848

City, State, ZIP5, ZIP4

Ridgeland

MS

39158 -2848

6. If agent has changed, mark appropriate box



6A: The undersigned hereby accepts designation as registered agent for service of process

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Registered Agent/Office Statement of Change
Nonprofit Corporation



Signature of Registered Agent
(Please keep writing within block)

OR

6B: Statement of written consent is attached, signed by the new registered agent

7. The Corporation has been notified of the change of registered office.

X

Yes

No

By: Signature

(Please keep writing within blocks)

Printed Name

Maureen B. Speyerer

Title

President

Filing Fee: \$10.00

Rev. 02/96

BY-LAWS

OF

MISSISSIPPI BANKRUPTCY CONFERENCE, INC.

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¹Added to the Bylaws by vote of the Board of Directors on May 24, 2012.

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BY-LAWS
OF
MISSISSIPPI BANKRUPTCY CONFERENCE, INC.

ARTICLE I.

Name and Location

Section 1. Corporate Name. The name of this corporation shall be Mississippi Bankruptcy Conference, Inc.

AMENDED**

Section 2. Corporate Offices. The principal office and registered office of the corporation shall be located at 17th Floor, Deposit Guaranty Plaza, in the City of Jackson, County of Hinds, State of Mississippi. Other offices shall be located at such other places, either within or without the State of Mississippi, as the Board of Directors may from time to time determine.

ARTICLE II.

Purposes

Section 1. General Purposes. In general terms, the corporation is formed to receive and maintain a fund or funds of real or personal property or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom or the principal thereof exclusively for educational and civic improvement purposes, directly or by contributions to organizations that qualify as exempt organizations under

**AMENDMENT TO ARTICLE I., SECTION 2 OF THE BY-LAWS
TO BE EFFECTIVE MAY 24, 2012**

ARTICLE I.

Name and Location

Section 2. *Registered Office and Registered Agent. The registered office of the corporation shall be at such place within the State of Mississippi as may be designated by the Board of Directors. The registered agent shall be designated by the Board of Directors and registered with the Secretary of State for the State of Mississippi.*

The above amendment was adopted at a regularly held meeting of the Board of Directors on May 24, 2012.

Section 501(c)(3) of the Internal Revenue Code and its regulations.

Section 2. Specific Purposes. Specifically, the purposes of this corporation shall be to promote, develop, stimulate and encourage the study of bankruptcy law and other insolvency related fields by sponsoring periodic conferences, seminars, institutes, or other meetings and those other purposes stated in the Charter of Incorporation of the corporation. The corporation shall have such powers as are specifically given to it in its Charter of Incorporation and as are now and may hereafter be granted to non-profit corporations incorporated under the laws of the State of Mississippi not inconsistent with the purposes set forth in the Charter of Incorporation of the corporation.

Section 3. Dedication of Assets. All assets of the corporation shall be principally and directly dedicated exclusively to the above stated educational and civic improvement purposes. The corporation shall not engage in business activities for profit and no part of any net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, or any private individual, save and except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.

Section 4. Prohibited Activities. No substantial part of the activities of the corporation shall be the carrying on

of propaganda or otherwise attempting to influence legislation. Notwithstanding any other provision of these By-laws, the corporation shall not conduct or carry on any other activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations.

Section 5. Dissolution. No member, director or officer of the corporation, or private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. Upon the dissolution of the corporation, the assets of the corporation shall be distributed exclusively to civic, charitable, religious, scientific, literary or educational organizations which would then qualify under Section 501(c)(3) of said Code and regulations.

Section 6. Administration of Assets. It shall be the duty of the Board of Directors to establish all policies governing the administration of the fiscal assets of said corporation and to determine the services to be rendered by this corporation.

ARTICLE III.

Capital Stock

This corporation is non-profit and no shares of stock shall be issued. No member shall receive any shares of stock, nor shall there be any distribution of dividends or profits among the members, nor shall any part of the net profits of the corporation inure to the benefit of any member.

ARTICLE IV.

Members and Membership

Section 1. Membership. The various classes of members of the corporation, and the rights and privileges of each class, are as follows:

Section 1.1 Members. The Members of the corporation shall be those persons who pay the dues established by the Board of Directors for membership in the corporation.

Section 1.2 Government Members. Full-time employees or officials of any local (city or county), state, or federal government, agency, or department who pay the dues established by the Board of Directors for governmental membership are entitled to be Government Members.

Section 1.3 Associate Members. Secretaries, legal assistants, research assistants and law clerks to practicing lawyers who pay the dues established by the Board of Directors for associate membership are entitled to be Associate Members. No Associate Member, however, shall have the right to vote in

any of the affairs of the corporation nor have the right to serve as an officer or director of the corporation.

Section 1.4 Student Members. Full-time law students who pay the dues established by the Board of Directors for student membership in the corporation are entitled to be student members. No Student Member, however, shall have the right to vote in any of the affairs of the Corporation nor have the right to serve as an officer or director of the corporation.

Section 1.5 Honorary Members. Distinguished lawyers, judges, and law professors may be elected honorary members of the corporation for such term and on such conditions as may be approved by a majority vote of the Board of Directors.

Section 2. Termination of Membership. Membership for members in each class as stated in Sections 1.1 through 1.4 above shall terminate upon either (a) the non-payment of the dues established by the Board of Directors for membership in the corporation or (b) the death of the member. The termination of membership by death or otherwise shall terminate all interest of such member in the corporate assets.

Section 3. Voting. Each Member and Government Member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members.

Section 4. Annual Meeting. There shall be an annual membership meeting for the purpose of transacting such

business as shall come before the meeting. The annual meeting of the membership shall be held on the first Friday in December or on a date designated by the Board of directors either sixty (60) days before or after such date, at the principal office of the corporation, or at any other place, either within or without the State of Mississippi, which may be designated in the notice thereof as herein provided, or as may be designated by the membership at a previous meeting thereof, or as may be directed by the Board of Directors, or as may be unanimously agreed upon by the membership, which agreement may be indicated by the presence of such members at such meeting, either in person or by proxy. If this date is a legal holiday, the annual meeting shall be held on the next succeeding business day. The purposes of the annual meeting shall be the transaction of any business that may properly come before the meeting.

Section 5. Special Meetings. Special meetings of the members, for any purpose or purposes, to be held at the principal office of the corporation, or at such other place, either within or without the State of Mississippi, as may be designated in the notice thereof, or as may be fixed by the members at a previous meeting thereof, or as may be unanimously agreed upon by the members, which agreement may be indicated by the presence of such members at such special meeting, either in person or by proxy, may be called at any time by the President, and in his absence by the Secretary, or

by the Board of Directors. It shall be the duty of such officers or the Board of Directors to call such a meeting whenever so requested by a majority of the members.

Section 6. Notice. Written or printed notice stating the place, day and hour of all meetings, annual or special, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary or the other officer or persons calling the meeting, to each member of the corporation, unless such notice shall be waived. Waiver of such call and of such notice shall be indicated by the presence of such members at such meeting, either in person or by proxy.

Section 7. Quorum. A quorum for the transaction of business at any membership meeting shall consist of those persons representing, either in person or by proxy, ten percent (10%) of the members of the corporation; but, if a quorum be not so represented at such a meeting, a majority of those members so present, though less than a quorum, may adjourn the meeting to a future time, and thereafter from time to time, without the necessity of further notice other than the announcement at such original meeting, and any business may be transacted at such adjourned meeting, at which a quorum is so represented, which could have been transacted at the original meeting.

Section 8. Proxies. At every membership meeting, each member shall be entitled to cast his or her one (1) vote either in person or by proxy. All proxies shall be duly appointed in writing, properly signed, filed with the Secretary prior to the commencement of the meeting, and be entered by him on record in the minutes of the meeting. No proxy shall be valid after six (6) months from the date of its execution. An affirmative vote of the majority of the members entitled to vote who are present at any membership meeting, either in person or by proxy, unless otherwise provided by law or stated herein, shall be required to pass any resolution or motion.

Section 9. Informal Action by Members. Any action required to be taken at a meeting of the membership, or any other action which may be taken at a meeting of the membership, may be taken without such meeting if a consent thereto in writing, setting forth the action to be taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 10. Organization. The President, or in his absence the Vice President, shall call meetings of the membership to order and shall act as Chairman of and preside over such meeting, unless otherwise determined by the majority of all of the members present in person or by proxy, or unless the President shall have designated some other person to preside in his behalf in the absence of the Vice President.

The Secretary of the corporation shall act as Secretary of all meetings, but in the absence of the Secretary or due to his inability to act at such meeting, the presiding officer shall appoint another person to act as Secretary of that meeting.

ARTICLE V.

Board of Directors

Section 1. General Powers. The corporation shall be under the management of a Board of Directors which shall be vested with full powers to manage and control the properties, business and affairs of the corporation and to determine its policies within the purposes and limits of the Charter of Incorporation, these By-laws, the laws of the State of Mississippi and other applicable jurisdictions, and contractual influences.

AMENDED**

Section 2. Composition, Tenure and Qualifications. The composition of the Board of Directors of the corporation shall be as follows: (1) all of the officers of the corporation specified in Section 1 of Article VI hereof, (2) all full-time or part-time Bankruptcy Court judges whose jurisdiction extends over any part of the State of Mississippi, and (3) the three (3) most immediate past Presidents of the corporation; The elected member of the Board of Directors shall be elected at the organizational meeting of the incorporators and the charter members through their election as officers. The members of the Board of Directors shall hold office until they no longer meet the qualifications established for a director

AMENDMENT NO. 2 TO ARTICLE V., SECTION 2 OF THE BY-LAWS
TO BE EFFECTIVE MAY 24, 2012

ARTICLE V.

Board of Directors

Section 2. Number, Composition, Tenure and Qualifications. *The number of members on the Board of Directors shall be an odd number. The members of the Board of Directors shall be composed of the following: (A) the President; the Vice President/President-Elect and the Secretary-Treasurer of the corporation; (B) any of the full-time or part-time bankruptcy judges, whose jurisdiction extends over any part of the State of Mississippi, who so desire to serve on the Board of Directors of the corporation; (C) the immediate past two (2) Presidents of the corporation; and (D) member(s) elected at-large by the Board of Directors for a one-year term.*

In order to keep the number of members on the Board of Directors an odd number, the number of at-large members on the Board of Directors will be determined each year by the number of judges serving on the Board of Directors of the corporation. The at-large member(s) shall be elected by the Board of Directors at their regular Fall meeting held before the annual meeting of the membership and shall assume office at the annual meeting as set forth in Section 3 below.

The members of the Board of Directors shall hold office until their term expires or until they no longer meet the qualifications established for a director by this section, whichever is first. Directors need not be residents of the State of Mississippi, but they must be members of the corporation.

The above amendment was adopted at a regularly held meeting of the Board of Directors on May 24, 2012.

by this section. Directors need not be residents of the State of Mississippi, but they must be members of the corporation.

Effective beginning with the 1995 annual meeting, the composition of the Board of Directors of the corporation shall be as follows: (1) the President, the Vice President and the Secretary-Treasurer of the corporation; (2) all full-time or part-time Bankruptcy Court judges whose jurisdiction extends over any part of the State of Mississippi; (3) the immediate past President of the corporation; and (4) one member elected at-large by the Board of Directors for a one-year term. The at-large member shall be elected by the Board of Directors at their regular fall meeting held before the annual meeting of the Board of Directors and shall assume office at the annual meeting as set forth in Section 3 below. The members of the Board of Directors shall hold office until their term expires or until they no longer meet the qualifications established for a director by this section, whichever is first. Directors need not be residents of the State of Mississippi, but they must be members of the corporation.

Section 3. Annual Meetings. Annual meetings of the Board of Directors shall be held each year immediately following the adjournment of the annual membership meeting, or as soon thereafter as practicable, and at the same place as the annual membership meeting. Notice shall not be required to be given of the time or place of the annual meetings of the Board, nor of the purposes of such meetings.

AMENDED**

Section 4. Regular Meetings. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may also designate the place, day, and time additional regular meetings of the Board of Directors to be held more frequently than annually. Written or printed notice of such resolution shall be given to all directors within a reasonable time after the adoption thereof. Other than notice of such resolution, notice of the time, place, or purposes of such regular meetings of the Board shall not be required to be given.

AMENDED**

Section 5. Special Meetings. Special meetings of the Board of Directors may be called at any time or place, either within or without the State of Mississippi, by or at the request of the President, or, in his absence or incapacity, by the Vice President, or by or at the request of a majority of the Board. Written or printed notice stating the place, day and hour of such special meeting shall be delivered by the Secretary to each director, either personally, by mail, by express air delivery, or by facsimile, at least three (3) days prior to the date of such meeting, but it shall not be necessary to specify in such notice the purpose of such special meeting. By unanimous consent of the directors, special meetings of the Board may be held without notice at any time and place.

Section 6. Waiver of Notice. Any director may waive notice of any meeting. Attendance of a director at a meeting

Section 4. Regular Meetings. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may also designate the place, day, and time additional regular meetings of the Board of Directors to be held more frequently than annually. Written or printed notice of such resolution shall be give to all directors within a reasonable time after the adoption thereof. Other than notice of such resolution, notice of the time, place, or purposes of such regular meetings of the Bard shall not be required to be given.

Any or all Directors or committee members may participate in any regular or special meetings of the Board or of any committee consisting of members thereof by means of telephone or other communications equipment that enables all participants to simultaneously hear each other during the meeting, and that such participation shall constitute presence in person at such meeting.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called at any time or place, either within or without the State of Mississippi, by or at the request of the President, or, in his absence or incapacity, by the Vice President, or by or at the request of a majority of the Board. Written or printed notice stating the place, day and hour of such special meeting shall be delivered by the Secretary to each director, either personally, by mail, by express air delivery, or by facsimile, at least three (3) days prior to the date of such meeting, but it shall not be necessary to specify in such notice the purpose of such special meeting. By unanimous consent of the directors, special meetings of the Board may be held without notice at any time and place.

Any or all Directors or committee members may participate in any regular or special meetings of the Board or of any committee consisting of members thereof by means of telephone or other communications equipment that enables all participants to simultaneously hear each other during the meeting, and that such participation shall constitute presence in person at such meeting.

The above amendment was adopted at a special meeting of the Board of Directors: effective October 1, 2009.

shall constitute his waiver of notice of such meeting, except where such director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified by the waiver of notice of such meeting unless specifically required by law or by these By-Laws.

Section 7. Quorum. A majority of the number of directors fixed by Section 2 of this Article V shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. Except as otherwise specifically provided by law or in these By-laws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In the event of a tie vote by the directors, the President shall have one additional vote. Any action required to be taken at a meeting of the directors of the corporation, or any action which may be taken at a meeting of the directors or of a committee thereof, may be taken without a meeting if written consent, setting forth the actions there taken, shall be signed by all the directors or all the members of the

committee, as the case may be, and filed with the minutes of the meeting of the Board of directors or the Committee. Such consent shall have the same force and effect as a unanimous vote.

Section 9. Executive and Other Committees. The officers of the corporation serving as members of the Board of Directors shall constitute an Executive Committee having the full powers granted to the Board of Directors by Section 1 of this Article V so that they may manage and control the properties, business and affairs of the corporation on a day-to-day basis, except that such Executive Committee shall not have the power of removal granted to the Board of Directors by Section 11 of this Article V. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members one or more other committees for any purpose which it deems necessary or advisable, each of which shall have and may exercise the authority of the Board of Directors to the extent provided in such resolution or amendments thereto and shall have such powers as shall be specified in the resolution of appointment.

Section 10. Compensation. No director as such shall receive any salary or other compensation for his service as director unless otherwise specifically ordered by the Board of Directors; provided, however, that nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation

therefor or from receiving reimbursement for travel or other expenses when incurred on the business of the corporation.

Section 11. Filling of Vacancies. A vacancy in any office of director may be filled by a majority vote of the Board of Directors.

Section 12. Removal. Any one (1) or more of the directors may be removed, either with or without cause, at any special meeting of the members called for that purpose by a two-thirds (2/3) vote of the members present, either in person or by proxy.

ARTICLE VI.

Officers

Section 1. Number and Qualifications. The officers of the corporation shall consist of a President, a Vice President, and a Secretary-Treasurer, and such other officers as shall from time to time be determined to be necessary and advisable by the Board of Directors. Officers need not be residents of the State of Mississippi, but they must be Members or Government Members of the corporation.

Section 2. Election and Term. Effective with the 1995 elections as provided herein, the President and Vice President shall be elected by the members, and the Secretary-Treasurer shall be elected by the Board of Directors. Each officer shall serve for a one (1) year term and shall hold office until the next annual meeting of the members after his election and until his successor shall have been duly elected.

and qualified, or until his death, incapacity, resignation or removal. At the annual meeting of the members, the Vice President shall automatically succeed and be elevated to the office of President.

Section 2.1 Election Procedures. The Board of Directors may adopt Rules of Procedure for the election of officers not inconsistent with these By-Laws.

AMENDED** Section 2.2 Nominating Committee. The Nominating Committee shall be composed of the President and the two immediate Past Presidents of the corporation. The most immediate Past President shall be chairman of the Nominating Committee. Should he be unable to serve, the committee shall elect a chairman from its membership. The Nominating Committee shall meet and nominate on or before September 15 of each year two (2) candidates for the office of Vice President/President Elect, with the term of office to begin at the close of the next annual meeting of the corporation. The Nominating Committee shall immediately certify such nominations to the Board of Directors. For odd-numbered years beginning with 1994, the nominees for Vice President shall be Members or Government Members who practice or work in counties other than Hinds, Madison or Rankin County, Mississippi (District 1); for even-numbered years beginning with 1996, the nominees for Vice President shall be Members or Government Members who practice or work in Hinds, Madison, or Rankin County, Mississippi (District 2).

Section 2.2. Nominating Committee. The Nominating Committee shall be composed of the President and the two immediate Past Presidents of the corporation. The most immediate Past President shall be chairman of the Nominating Committee. Should he be unable to serve, the committee shall elect a chairman from its membership. The Nominating Committee shall meet and nominate on or before September 15 of each year two (2) candidates for the office of Vice President/President Elect, with the term of office to begin at the close of the next annual meeting of the corporation. The Nominating Committee shall immediately certify such nominations to the Board of Directors.

The Nominating Committee is hereby permitted to nominate such candidate or candidates for Vice President/President Elect as the Nominating Committee deems qualified to hold office.

The above amendment was adopted at a special meeting of the Board of Directors: effective October 1, 2009.

Section 2.3 Publication of Nominations. The names of both persons nominated, together with a brief biographical sketch of each, either shall be published in an official publication of the corporation or shall be mailed to all members of the corporation on or before November 1.

Section 2.4 Procedure for Election. The election of the Vice President/President-Elect shall be conducted by mail ballot in accordance with Rules of Procedure as adopted by the Board of Directors. Only active Members and Government Members of the corporation in good standing shall have the right to vote. Write-in votes for candidates shall be permitted, provided any such candidate is from the proper district as provided in Section 2.2 above. The candidate receiving the plurality of votes properly cast shall be elected.

Section 2.5 Contest of Elections. Any nominee desiring to contest an election, shall, within five (5) days after the certification of the persons declared elected, file with the President a written petition addressed to the Directors stating the basis of the complaint. Upon receipt of such petition, the President shall call a special meeting of the Directors to hear the complaint, which meeting shall be held within seven (7) days from the date the petition is received and at a time and place to be designated by the President, or as soon thereafter as is practical. At this hearing, the Board shall consider any evidence in support of

the complaint. The decision of the Directors shall be announced within forty-eight (48) hours after the closing of the hearing and such decision shall be final.

Section 2.6 Death, Withdrawal or Inability to Serve of Nominee. In the event that a nominee dies, withdraws or becomes unable to serve as Vice President/President-Elect prior to the certification of final election so there is only one remaining nominee, such nominee shall be declared elected. If both nominees die, withdraw or become unable to serve as Vice President/President-Elect prior to the certification of final election, the Board of Directors shall immediately elect the Vice President/President-Elect.

Section 3. Compensation and Additional Officers. No officer as such shall receive any salary or other compensation for his service as an officer of the corporation, but nothing contained herein shall preclude the Board of Directors of the Corporation from authorizing the reimbursement for any out-of-pocket expenses incurred by any such officer, or from paying a salary or other compensation to the Secretary-Treasurer who may also serve as Executive Secretary of the Corporation. In addition to the officers provided herein, the Board of Directors may create other offices and employ such personnel as in its discretion it deems necessary to accomplish the purposes for which the corporation is created and to authorize the payment of such salaries as it deems necessary to the personnel and agents effectuating these corporate purposes.

Section 4. Removal. Any officer or agent of the corporation elected by the membership or by the Board of Directors may be removed by a majority vote of the entire Board at a meeting thereof called for that purpose whenever, in the Board's judgment, the best interest of the corporation would be served thereby. Such removal may be made with or without cause. Furthermore, any officer or agent may be removed at any meeting of the members called for that purpose by vote of two-thirds (2/3) of the members present and entitled to vote at such meeting, either in person or by proxy.

Section 5. Vacancies. A vacancy in any office, because of death, incapacity, resignation, removal, disqualification, or any other cause, may be filled by majority vote of the Board of Directors, at any meeting thereof, for the unexpired period of the term thereof.

ARTICLE VII.

Duties of Officers

Section 1. President. The President shall be the principal executive officer of the corporation, unless the duties incident to said position be delegated by him to some other officer. He shall preside at all meetings of members and of the directors, or shall designate some other person to preside at such meeting in his behalf. He shall have general supervision and management of the business and affairs of the corporation and over the other officers and shall have the

power and authority to sign, make, execute, and deliver any and all deeds or conveyances, leases, contracts, assignments, releases, and all other documents and instruments on behalf of the corporation. He shall perform all other duties incident to and usually performed by the office of President of a non-profit corporation and such other duties as may be prescribed by the Board of Directors from time to time. Except as otherwise specifically provided in these By-laws, he shall appoint all committee chairmen, and he shall be an ex-officio member of all committees. He shall make reports from time to time to the Board of Directors giving full statements of the conditions and operations of the corporation, and he shall also prepare or cause to be prepared an annual report for the Board of Directors, giving a full and comprehensive statement of the corporation's affairs. Shares of stock of another corporation, domestic or foreign, registered in the name of this corporation shall be voted by the President, either personally or by proxy.

Section 2. Vice President. The Vice President shall perform such duties as may be designated to him by the Board of Directors. He shall assume, perform and be vested with all of the powers and duties of the President in the event of the death, disability, absence or other incapacity of the President, and he shall have all the powers of the President in the event of a vacancy in the office of the President. He shall assist the President in the performance of his duties.

Section 3. Secretary-Treasurer. The Secretary-Treasurer, who may be designated as Executive Director, shall be elected by the Directors and shall hold office for one (1) year, subject to re-election by the Board of Directors. The Secretary-Treasurer shall have the following duties: (a) keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are given in accordance with the provisions of these By-laws and as required by law; (c) be custodian of the corporation's books and records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized and required; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; (e) have charge and custody of and be responsible for all of the funds, monies, instruments and securities of the corporation; (f) receive and give receipts for monies due and payable to the corporation from any source whatsoever; (g) deposit all such monies in the name of the corporation in such banking or savings institution or institutions as shall be selected in accordance with the provisions of Article VIII, Section 2, of these By-laws; (h) prepare, or have prepared, such reports of the financial condition of the corporation as may be required; (i) promptly pay all expenses of the corporation; (j) keep and maintain

regular and complete books of account showing all receipts and disbursements by the corporation and balance the same periodically; and (k) in general, perform all of the duties normally incident to the office of Secretary and of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Secretary-Treasurer is authorized to have such assistance as he may require for the purposes herein set forth, subject to the approval of the Board.

ARTICLE VIII.

Contracts, Checks and Deposits

Section 1. Checks. Checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers of the corporation and in such manner as the Board of Directors, by resolution, shall, from time to time, designate. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer of the corporation.

Section 2. Deposits. All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such banks, savings and loan institutions, trust companies, or other depositories as the Board of Directors, by resolution, may select, and shall be withdrawn only upon the check or order of persons in accordance with Section 1 of this Article.

Section 3. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, of the corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific activities.

Section 4. Investment Policy. The investment policy for management of the corporation's investment assets shall be defined by the Board of Directors.

AMENDED**

ARTICLE IX.

Books, Records and Financial Statements

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, of the membership meetings, and of the various committees, of any. All books and records of the corporation may be inspected by any member of the Board of Directors or by any member of the corporation or their agent or attorney at any reasonable time after giving five (5) days written notice to the Secretary of his desire to make such inspection. Not later than four (4) months after the close of each fiscal year, the Treasurer shall prepare and distribute to all directors a report showing the financial condition of the corporation as of the close of its fiscal year.

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The above amendment was adopted at a regularly held meeting of the Board of Directors on February 25, 1997.

ARTICLE X.

Fiscal Year

The fiscal year of the corporation shall begin on January 1 of each year and expire on December 31 of each year, unless otherwise changed by appropriate resolution of the Board of Directors.

ARTICLE XI.

Seal

There shall be a corporate seal, which shall be affixed to such instruments as may be required by law. The seal of the corporation shall be circular in form and shall bear on the outer circle the words "Mississippi Bankruptcy Conference, Inc." In the center of the seal shall appear the words "Corporate Seal." An impression of said seal as it appears affixed to the margin of this page is hereby identified as the seal of the corporation. The Board of Directors may change the form of the seal of the inscription thereon at its pleasure.

ARTICLE XII.

Liability of Directors and Officers

Members of the Board of Directors and officers of the corporation shall have no liability whatsoever to any person in connection with their conduct with the affairs of the corporation or the management, investment or disbursement of the corporate funds unless they be guilty of actual fraud or be so grossly negligent as to amount to fraud.

ARTICLE XIII.

Indemnification of Officers and Directors

Every director, officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, or employee of the corporation, or any settlement thereof made with court approval, whether or not he is a director, officer or employee at the time such expenses are incurred, except in such cases herein the director, officer or employee is adjudged to be liable for negligence or misconduct in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors, as well as the court, approves such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

ARTICLE XIV.

Notices

Section 1. Delivery. Any notice required by statute or by these By-laws to be given to any member, director, or officer of the corporation shall be deemed to be delivered by

mail when deposited in the United States mail, addressed to the last known address of such member, director, or officer as indicated by the corporate records, with postage thereon prepaid, or shall be deemed to be delivered by telegram when the telegram, addressed as aforesaid and prepaid, is delivered to the telegraph company.

Section 2. Waiver. Whenever any notice is required to be given to any member, director, or officer of the corporation by statute, by these By-laws, or otherwise, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the pertinent time for which the notice was required, shall be deemed equivalent to the proper deliverance of such notice fully as required.

ARTICLE XV.

Amendments

These By-laws may be altered, amended, or repealed and new By-laws may be adopted, by a two-thirds (2/3) vote either of the members present, either in person or by proxy, at any regular or special meeting of the members at which a quorum is present or of the directors present, either in person or by proxy, at any regular or special meeting of the Board of Directors at which a quorum is present, although with respect to any special meeting at least ten (10) days notice must be given of such meeting and the notice must specifically set forth the proposed amendment(s).