

# Tidewater Bankruptcy Bar Association e-Newsletter

April 2011



**Dear TBBA Members:**

We hope that everyone that attended the 19<sup>th</sup> Annual TBBA Seminar in February had a wonderful experience and gained new knowledge and insight into each of their respective practice areas. We received many positive comments and feedback from some of the attendees. We welcome any further suggestions regarding future seminars.

As we all know, the success of the TBBA requires a strong membership base. By becoming a TBBA member, there is significant value conferred through the programs and functions that occur throughout the year. If you know of anyone that would benefit from being a member with the TBBA, please pass along an invitation so that we can continue to develop and provide outstanding service to its members.

Sincerely,  
John R. Bollinger  
TBBA Communication's Chair

## 2011 BOARD OF DIRECTORS

<b>President</b> Kelly Barnhart	<b>President-Elect</b> John Ryan
<b>Past President</b> John Merna	<b>Treasurer</b> Ann Brogan
<b>Secretary</b> Tom Dickenson	<b>Seminar Chair</b> Melissa Watson Goode
<b>Seminar Vice Chair</b> Ken Whitehurst	<b>Social/Programs Chair</b> Cullen Ann Drescher
<b>Communications Chair</b> John R. Bollinger	<b>Member at Large</b> Ellen Carlson
<b>Member at Large</b> Donna Joyce Hall	<b>Member at Large</b> Clara Swanson

## News from the U.S. Trustee

### Chapter 7 Trustee Position Norfolk/Newport News



#### APPOINTMENT TO PANEL OF CHAPTER 7 TRUSTEES

The United States Trustee seeks resumes from persons wishing to be considered for appointment to the panel of trustees who administer cases filed under chapter 7 of the bankruptcy code. The appointment is for cases filed in the United States Bankruptcy Code for the Eastern District of Virginia, primarily in the Norfolk/Newport News Divisions. Chapter 7 trustees receive compensation and reimbursement for expenses under 11 U.S.C. §326 and §330. Trustees are not federal government employees. For additional information, qualification requirements, and application procedures go to [http://www.justice.gov/ust/eo/private\\_trustee/vacancies/7ad.htm](http://www.justice.gov/ust/eo/private_trustee/vacancies/7ad.htm).

### SAVE THE DATES -

#### TBBA Luncheon Seminar in May

**Speaker/Topic: To Be Announced**

**Date: Friday, May 20, 2011 (alternative date is June 3, 2011)**

**Location: To Be Announced**

**Luncheon seminar free to TBBA members.  
Non-members contact treasurer for reservation.**

#### TBBA Luncheon/Social in July

**Date: Thursday, July 14, 2011 (tentatively)**

**Location: To Be Announced**

#### TBBA Holiday Social -

**We are looking at December 8th.**

**Location: To Be Announced**

**The TBBA is constantly looking for speakers and topic ideas for its annual and /or luncheon seminars. If you have a topic or are interested in speaking, please contact Cullen Ann Drescher at [cdrescher@mcguirewoods.com](mailto:cdrescher@mcguirewoods.com). Your contribution is always appreciated.**

The following documents follow:

- TBBA 2010 Annual Report
- TBBA January 2011 Board Meeting Minutes
- TBBA By-Laws

Tidewater Bankruptcy Bar Association

Annual Report

March 1, 2010 through February 28, 2011

Beginning cash		\$ 27,216.58
Revenues		
	Dues	5,675.00
	Seminar	23,025.00
	Events	185.00
	Interest	10.07
		<hr/>
		\$ 28,895.07
Expenses		
	Meetings/Events	6,703.34
	Annual Seminar	19,712.52
	Board Meetings	276.26
	P.O. Box	70.00
	Website	299.40
	Donations/Gifts	470.50
	Professional Fees	7,880.00
		<hr/>
		\$ 35,412.02
Ending cash		\$ 20,699.63

**Board of Directors:**

John Merna, President

Kelly Barnhart, President-Elect

Dan Blanks, Past President

Ann Brogan, Treasurer

Tom Dickenson, Secretary

Ken Whitehurst, Seminar Chair

John Bollinger, Programs Chair

John Ryan, Social Events Chair

Ellen Carlson, At Large Member

Laura Pyle, At Large Member (resigned before conclusion of term)

Melissa Goode, Vice Seminar Chair (appointed to fill vacancy created by resignation of Laura Pyle)



## ◀ Minutes of Meeting ▶

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<b>Meeting Title</b>	:	TBBA	
<b>Date</b>	:	1-7-2011	
<b>Time</b>	:	Noon	
<b>Place</b>	:	Merna Law Group Offices	
<b>Chair Person</b>	:	John Merna, President	
	:	John Merna <b>present</b>	Ellen Carlson <b>present</b>
	:	Kelly Barnhart <b>present</b>	Tom Dickenson <b>present</b>
	:	Ann Brogan <b>present</b>	Ken Whitehurst <b>present</b>
	:	John Ryan <b>present</b>	Dan Blanks <b>absent</b>
	:	John Bollinger <b>present</b>	Melissa Goode <b>present</b>
	:		
<b>Minutes Submitted By</b>	:	Thomas B. Dickenson	
<b>Minutes Submitted On</b>	:	<b>1-28-2011</b>	
<b>Next Meeting</b>	:	<b>Date:</b>	Not scheduled
		<b>Time:</b>	
		<b>Place:</b>	

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### Notes:

#### I. TREASURER'S REPORT

##### a. Report from Ann Brogan on tax status

With assistance from Lauren Wolcott we filed out returns and then got a letter of rejection from the IRS saying there was no record of the TBBA being a tax exempt organization going back to the 1980s. We need to apply now and ask the IRS to back-date the application to the date the TBBA was formed. Lauren suggested that we get Arthur Robinson and David Bastion at Wolcott Rivers Gates to assist with the tax-exempt application. It appears that we should have been filing returns since at least 1998.

Ann moved that she be given the go-ahead to work with Wolcott Rivers Gates to resolve these issues. Kelly seconded the motion.



## ◀ Minutes of Meeting ▶

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The motion passed with seven ayes (John M., John B., John R., Ann, Kelly, Tom & Melissa), and two abstentions (Ellen & Ken)

Ellen agreed that she will contact some of the early members of the Board to see what institutional memory there might be regarding this issue.

b. Funds on hand

Ann reported that we had more than \$15,000.00 on hand, with more coming in daily as people register for the seminar and pay their 2011 dues.

### II. SEMINAR

- a. Ken reported that the seminar looks to be a good one.
- b. One change in the panel - Jim McCaskey cannot participate, but Leslie Haley of the Va. State Bar will participate instead.
- c. Looks like the CLE paperwork deadlines will be tight but OK
- d. Print deadline - 1/19/11
- e. Thursday dinner will be at Steinhilbers - bar @ 6:00 p.m. - dinner @ 7:00 p.m. - Ken will meet the speakers at the hotel.
- f. There will be a cocktail reception after the seminar, with the ultimate consensus of the board being to hold it as an open-bar reception.
- g. We have two exhibitors lined up so far.
- h. John Bolinger will take care of the gift baskets for the speakers
- i. Melissa will take care of the printing including the pens and pads.
- j. John B. will reach out to the Richmond Bar
- k. John M. will reach out to the Va. Beach Bar
- l. Ken will reach out to George Neal and Cathey Pulley to invite them to the luncheon for recognition - Kelly will get the gifts for them and we will ask the judges to present the gifts for us.
- m. The Seminar luncheon will be our membership annual meeting.

### III. Nominations for President-elect of the Board.

John M. Moved that a "Star-panel" be selected to consider nominees for the office of president-elect and that the panel consist of John Merna, Kelly Barnhart, Debera Conlon and Donna Hall.

The motion passed on an Eight to one vote.

## ◀ Minutes of Meeting ▶

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### IV. MEMORIAL

John M. moved that we donate \$250.00 to St. Mary's as requested by Judge Santoro's family as a memorial for his father. Ann will get the check sent and John M. will take care of sending a card on behalf of the organization.

### V. BYLAWS

- a. Tom moved that we amend Article III, Section 1 of the TBBA Bylaws as follows:

Section 1. General. The officers of the Association shall consist of president, past president, president-elect, secretary and treasurer. The president-elect, secretary and treasurer shall be elected by the membership of the association at the annual meeting held each February. Nominations shall be made and seconded from the floor, unless otherwise ordered by the board of directors. The officers shall serve for terms of one year until the annual meeting of the members next following the assumption of office or until their successor assumes their office. ~~No~~ An officer may be elected for the same office ~~in any two~~ for up to three consecutive years. Any officer may be removed, with or without cause, at any time whenever the board of directors, in its absolute discretion, shall consider that the best interest of the Association will be served thereby. Vacancies in office may be filled by the board of directors at any regular or special meeting.

John M. seconded the motion which passed unanimously.

- b. Tom moved that we amend Article IV, Section 3 of the TBBA Bylaws as follows:

Section 3. Quorum and Voting. Any five directors shall constitute a quorum of the board of directors for the purpose of transacting business. A majority of those present at a meeting at which a quorum exists shall decide any question that may come before the meeting, unless otherwise prescribed by law or by these Bylaws. Each director shall be entitled to one vote on all matters. Absent directors may communicate their vote by telephonic transmission and have it counted with the same effect as if it



## ◀ Minutes of Meeting ▶

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were cast in person. A vote of a majority of the directors by e-mail shall be binding without an actual physical meeting of the board.

John M. seconded the motion which passed unanimously.

The meeting was then adjourned at 2:00 p.m.

Submitted 1/28/2011 /s/ Thomas B. Dickenson  
Thomas B. Dickenson, Secretary

Minutes approved by unanimous vote of the board o, March 31, 2011.

/s/ Thomas B. Dickenson  
Thomas B. Dickenson, Secretary



BY-LAWS OF THE  
TIDEWATER BANKRUPTCY BAR ASSOCIATION

ARTICLE I

NAME AND PURPOSE

Section 1. Name. The name of this unincorporated association shall be the Tidewater Bankruptcy Bar Association.

Section 2. Purposes. The purpose for which the Tidewater Bankruptcy Bar Association (the "Association") is organized are as follows:

- A. To provide a forum where members of the Association can share research, source materials and experiences;
- B. To promote education and interest in the practice of bankruptcy law;
- C. To facilitate communication among the members of the Association, the judges and staff of the local bankruptcy courts and clerk's offices, and the general public; and
- D. To do all other things necessary and appropriate for the proper operation of a bankruptcy bar association.

ARTICLE II

Membership and Meetings

Section 1. Eligibility. Any member of the bar of the United States Bankruptcy Court for the Eastern district of Virginia and all the active Chapter 7 and 13 panel trustees for said district shall be eligible for membership in the Association.

Section 2. Admission to Membership. Admission to membership in the Association shall be by application and payment of the association dues. A member shall remain a member of the Association until no longer eligible pursuant to Section 1 of this Article or until the member's dues are unpaid pursuant to Section 3 of this Article.

Section 3. Dues. Each member of the Association shall pay to the Association annual dues in an amount to be approved each year by the board of directors. Dues shall be paid by the last business day in February of each year or, in the case of new members, simultaneously with the application for membership if submitted on or after March 1 of any year.

Section 4. Quorum and Voting. Twenty percent (20%) in number of the members enrolled in the Association for that year shall constitute a quorum for all duly-noticed meetings of the members. All matters put to the membership for vote shall be carried by majority of those present at the meeting. All member votes shall be by voice vote unless otherwise ordered by the president or by the board of directors.

Section 5. Meetings. Meetings of the members of the Association may be called by the president, a majority of the directors in office, or by written petition, submitted to the president or the secretary, signed by twenty percent (20%) in number of the members enrolled for that year. Meetings of the members may be held on the business day at such time, between the hours of 8:00 a.m. and 9:00 p.m.. and at such place, within the cities of Newport News, Hampton, Norfolk, Portsmouth, Virginia Beach, Chesapeake or Suffolk, Virginia, as may be provided in the notice of such meeting. An annual meeting of the members shall be held on the third Friday of February of each year, or on such other date in February as is approved by the board of directors.

Section 6. Notice of Meetings. All meetings of the membership shall be upon not less than five days notice by first class, United States mail, postage prepaid, or by facsimile, or other electronic means, to each member at his/her last address shown on the rolls of the Association, or by posting such meeting notices on the Association website. The notice for any meeting of the members other than the annual meeting shall set forth the purpose(s) for which the meeting is called.

### ARTICLE III

#### OFFICERS

Section 1. General. The officers of the Association shall consist of president, past president, president-elect, secretary and treasurer. The president-elect, secretary and treasurer shall be elected by the membership of the association at the annual meeting held each February. Nominations shall be made and seconded from the floor, unless otherwise ordered by the board of directors. The officers shall serve for terms of one year until the annual meeting of the members next following the assumption of office or until their successor assumes their office. An officer may be elected for the same office for up to three consecutive years. Any officer may be removed, with or without cause, at any time whenever the board of directors, in its absolute discretion, shall consider that the best interest of the Association will be served thereby. Vacancies in office may be filled by the board of directors at any regular or special meeting.

Section 2. President. Except as otherwise set forth in these Bylaws, the president-elect, without election, shall assume the office of president at the annual meeting of the membership of the Association next following his/her assumption of the office of the president-elect. The initial president of the Association, and the president for any year in which the president-elect declines or is unable to assume the office of president, shall be elected in the manner set forth in Section 1 of this Article. The president shall preside at the meetings of the

members and the meetings of the board of directors and shall perform the duties and have the responsibilities of chief executive officer of the Association in addition to such other duties and responsibilities as are properly required of him/her by the board of directors. The president shall assume the duties of the past president in the absence of the past president. The president shall formulate and present at each annual meeting of the membership a report of the work of the Association for the immediate past year.

Section 3. Past President. Except as otherwise set forth in these Bylaws, the president, without election, shall assume the office of the past president of the annual meeting of the membership of the Association next following his/her assumption of the office of president. The initial past president of the Association, and the past president for any year in which the president declines or is unable to assume the office of past president, shall be elected in the manner set forth in Section 1 of this Article. The past president shall assist the president and the board of directors with respect to membership, including recruiting new members, maintaining current members, and generally promoting the Association as appropriate, and shall perform such duties and have such responsibilities as are properly required of him/her by the President or by the board of directors.

Section 4. President-Elect. The president-elect shall assume the duties of the president in the absence of the president and shall perform such duties and have such responsibilities as are properly required of him/her by the president or by the board of directors. Such responsibilities shall include assisting the Association with respect to its educational activities.

Section 5. Secretary. The secretary shall be the custodian of all the Association's books, papers, seal and other property, except money. The secretary shall maintain the rolls and records of the Association. The secretary shall issue notices for, and shall keep the minutes at, all meetings of the board of directors and of the members. The secretary shall perform such duties and have such responsibilities as are properly required of him/her by the president or by the board of directors.

Section 6. Treasurer. The treasurer shall maintain the financial records of the Association and shall provide such financial reports and records of the Association and shall provide such financial reports and records of the Association as may become necessary. The treasurer shall collect and receipt for all the dues of the Association. The treasurer shall perform such duties and have such responsibilities as are properly required of him/her by the president or by the board of directors.

## ARTICLE IV

### Board of Directors

Section 1. General. The business and affairs of the Association shall be managed by a board of at least ten (10) directors inclusive of the president, the past-president, president-elect, secretary, and treasurer each of which shall also be a director of the Association during their tenure as an officer. The non-officer directors shall be elected by the membership of the Association at the annual meeting held each February. Nominations shall be made and seconded from the floor, unless otherwise ordered by the board of directors. Each non-officer director shall serve for a term of one year until the annual meeting of the members next - following commencement of their directorship. Any non-officer director may be elected for a further term or terms without limitation. Any non-officer director may be removed, without cause, at any time whenever the board of directors, in its absolute discretion, shall consider that the best interests of the Association will be served thereby. Vacancies in directorships may be filled by the board of directors at any regular or special meeting.

Section 2. Meetings. The board of directors shall hold an annual meeting within thirty (30) days after the conclusion of the annual meeting of the membership of the Association and such other meetings as may be called by the president or by any three of the directors. Oral, written or electronic notice to all directors not less than three days prior to any meeting of the time, date and place of such meetings of the board of directors shall be given by the president, secretary or by the directors calling the meeting. Any director may participate in any meeting telephonically if not otherwise able to attend in person.

Section 3. Quorum and Voting. Any five directors shall constitute a quorum of the board of directors for the purpose of transacting business. A majority of those present at a meeting at which a quorum exists shall decide any question that may come before the meeting, unless otherwise prescribed by law or by these Bylaws. Each director shall be entitled to one vote on all matters. Absent directors may communicate their vote by telephonic transmission and have it counted with the same effect as if it were cast in person. A vote of a majority of the directors by e-mail shall be binding without an actual physical meeting of the board.

## ARTICLE V

### Committees

Section 1. General. The board of directors may designate such standing and special committees as it may deem necessary and appropriate for the conduct of the Association's business. Each committee shall be appointed by the board of directors from the membership of

the Association for such terms and purposes as the directors shall determine, subject to these bylaws.

Section 2. Jurisdiction. The board of directors shall establish the jurisdiction of the Association committees and shall resolve any disputes among its committees.

## ARTICLE VI

### Miscellaneous

Section 1. Finances. The monies of the Association shall be deposited in such banks or trust companies as the board of directors shall designate, and all payments, so far as practical, shall be made by checks. Checks and drafts may be signed in the name of the Association by any two of the president, president-elect, secretary or treasurer. The Association is not empowered to spend funds in excess of those actually on hand. No salary or compensation shall be paid to any officer, director or member of the Association.

Section 2. Procedure. Except as otherwise provided in these Bylaws or by the board of directors, Robert's Rules of Order shall govern the procedure at the meetings of the Association and its board of directors.

Section 3. Fiscal Year. The fiscal year of the Association shall commence on the first day of March of each calendar year and run to the last day of February of the succeeding calendar year.

Section 4. Amendments. These Bylaws may be amended or repealed or altered in whole or in part by the board of directors at any regular or special meeting at which a quorum is present and where such action has been announced in the notice of such meeting, upon the vote of not less than two-thirds (2/3) of all of the directors of the association present or not present at the meeting.

Bylaws in effect as of January 7, 2011.

/s/ Thomas B. Dickenson, Secretary to the Board of Directors