

**AMENDED AND RESTATED BYLAWS  
OF THE HISTORICAL SOCIETY  
OF THE UNITED STATES COURTS  
IN THE EIGHTH CIRCUIT**

*Approved on August 12, 2010  
at a Meeting of the Board of Directors  
Held During the Eighth Circuit Judicial Conference  
in Minneapolis Minnesota*

1. OFFICES. The corporation may have offices at such places as the board of directors may from time to time determine. Any Web site used by the corporation shall clearly indicate that the corporation is not controlled by any federal court, federal judge, or federal court employee.

2. BRANCHES AND BRANCH REGULATIONS.

- (a) The corporation shall be composed of units known as branches. There shall be eleven branches. One branch shall have particular responsibility for the history of the United States Court of Appeals for the Eighth Circuit. One branch shall have particular responsibility for the history of each of the United States District Courts within the Eighth Circuit.
- (b) The voting members of each branch shall have the power to make and amend the regulations of that branch. The Board of Directors shall also have the power to make and amend the regulations of each branch. The regulations of each branch shall be consistent with the articles of incorporation of the corporation and with these bylaws, and shall, among other things, specify the voting rights, qualifications and classes of branch membership, and the manner in which members are to be elected. The members of the initial board of directors, listed in the articles of incorporation, shall be the initial members of each of their respective branches. Classification of members may include student, judicial, practicing attorney, honorary, sustaining, patron, and such other or further classifications as may be provided for in such regulations. They shall also provide the structure of branch governance, the manner in which branch officers are elected, the terms and duties of such officers, and the manner in which the two directors of the corporation representing such branch are to be elected and their terms of office. The regulations shall specify sound financial practices to be followed by the branch and may also provide for the payment of membership dues to the branch and the privileges, responsibilities, and dues-paying obligations of membership. The Circuit Justice for the Eighth Circuit shall be an honorary member of the Eighth Circuit branch.
- (c) The branches shall function as local historical societies of the United States Courts and may conduct projects, keep and exhibit collections, hold exhibits,

at three consecutive board meetings, without prior notification to the president, may be removed by the board of directors.

- (e) Regular meetings of the board may be held on reasonable notice at such time and place as shall from time to time be determined by the board or the president.
- (f) Special meetings of the board may be called by the president, secretary-treasurer, or any three directors on ten days' notice to each director.
- (g) At all meetings of the board, twenty-five percent (25%) of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided herein or by statute. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.
- (h) Members of the board of directors, or of any committee designated by the board of directors, may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.
- (i) The voting power of each director who is also a federal judge shall be one-half of the voting power of each other director who is not a federal judge. That is, each director who is not a federal judge shall have one vote and each director who is a federal judge shall have one-half of one vote. The intention of this provision is to dilute the voting power of federal judges so that federal judges cannot control the board of directors or the corporation.
- (j) Except for judges, no person who is employed by a federal court may become a member of the board of directors.

5. NOTICES.

- (a) Whenever, under the provisions of the statutes, the articles of incorporation, or these bylaws, notice is required to be given to any director, such notice may be given in writing, by mail, by depositing the same in the post office or in a letter box, in a post-paid first-class sealed wrapper, addressed to such director at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when the same shall be thus

8. PRESIDENT. The president shall be the chief executive officer of the corporation with all the powers typically attendant to such position. In the absence of the chairman of the board, the president shall preside over all meetings of the directors. Even though the chairman of the board may preside, the president shall set the agenda for meetings of the board of directors, determine the parliamentary procedures to be followed by the board of directors, and decide all disputed questions during meetings of the board of directors. He or she shall perform such other duties as the board of directors may prescribe and shall see that all orders and resolutions of the board are carried into effect.

9. VICE PRESIDENT. The vice president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors may prescribe.

10. SECRETARY AND ASSISTANTS.

- (a) The secretary shall keep or cause to be kept a record of all meetings of the board of directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He or she shall give, or cause to be given, notice of all special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he or she shall be. He or she shall also keep in safe custody the seal of the corporation and shall affix the same to any instrument requiring it.
- (b) The board of directors may, in its discretion, designate such assistants as it deems proper to carry out the work of the secretary.

11. TREASURER AND ASSISTANTS

- (a) The treasurer shall also have custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors, and shall perform such other duties as the board of directors may prescribe.
- (b) The treasurer shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all his or her transactions as treasurer and of the financial condition of the corporation.
- (c) If required by the board of directors, the treasurer shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory

conduct the meetings of the Executive Committee in such manner as he or she deems appropriate. In addition to the officers of the corporation, the president may appoint such other persons to serve on the Executive Committee as the president deems appropriate. However, any judge or court employee who is appointed to the Executive Committee shall have no voting power and shall, instead, serve as an advisor.

August 12 2010

For the Board of Directors:



Hon. Richard G. Kopf,  
Chairman of the Board



Frances Ross,  
President

Attest:



Ann T. Fessenden,  
Secretary