

*MINUTES OF THE MEETING OF THE BOARD OF
DIRECTORS OF THE HISTORICAL SOCIETY OF THE
UNITED STATES COURTS IN THE EIGHTH CIRCUIT*

Pursuant to the unanimous consent of the Board of Directors, and due to the cancellation of the Judicial Conference due to COVID-19, it was unanimously agreed that:

1. The Treasurer's report showing a balance of \$9,985.66 in the parent account and \$14,404.92 in the Court of Appeals account was approved.
2. The following officers were elected: F. Richard Lyford, President; Nick Batter, Vice President; Benjamin Wilson, Treasurer; Joan Voelker, Secretary.
3. The Honorable Jane Kelly was selected as Chair of the Board.
4. The amendment to the Articles of Incorporation as reflected in the attachment was approved.
5. The amendment to the Bylaws as reflected in the attachment was approved.

Board members were advised that Branch reports—both financial and otherwise—are required and should be submitted no later than the close of business on Wednesday, August 5, 2020.

The foregoing became effective August 5, 2020.

Joan Voelker

Secretary

*Amendment to Articles of Incorporation
of the Historical Society of the United States Courts in the Eighth Circuit*

Paragraph 8 is stricken.

~~8. Although the corporation shall have no members as such, each branch shall have voting members and may have non-voting members. Each branch shall specify in its regulations the qualifications of its members and the manner of their election. The two directors from each branch shall be elected by and from among the voting members of that branch in the manner and for the terms described in its regulations. The voting members of each branch shall have the power to make and amend the regulations of that branch, subject to the approval of the corporation's Board of Directors. 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 these Articles and with the Bylaws of the corporation.~~

In its place, the following is added:

8. The corporation shall have no members as such. Each branch may or may not have members. Each branch shall specify in its regulations the composition of the branch and manner of governance. The two directors from each branch shall be selected by the branch according to the branch regulations. The regulations of each branch shall be consistent with these Articles and with the Bylaws of the corporation. The branches shall promptly notify the Board of Directors of any amendments made to the branch regulations by the branch. The Board of Directors shall also have the power to make or amend the regulations of each branch.

Key: Strikeout in red means remove the language
Addition in blue means add the language

**AMENDED AND RESTATED BYLAWS
OF THE HISTORICAL SOCIETY OF
THE UNITED STATES COURTS IN
THE EIGHTH CIRCUIT--2020**

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 e~~ [E]ach 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, prepare and distribute publications, accept gifts, and, in general, engage in such other activities as are customary and appropriate for a historical society.

- (d) The branches shall annually prepare and deliver to the board of directors a detailed financial report and statement of activities engaged in during the preceding year. ~~The first such report shall be transmitted to the Secretary-Treasurer on or before June 30, 1987.~~
- (e) Each branch shall have branch officers, which shall include at least a branch president, secretary and ~~secretary~~-treasurer. ~~The offices of secretary and treasurer may be held by the same person.~~ One of the two corporate directors representing such branch shall be ~~elected~~ the branch president. ~~A branch secretary-treasurer shall also be elected, provided, however, that a branch may, if it wishes, have separate officers of secretary and treasurer.~~
- (f) No employee of a federal court may serve as an officer of any branch, including, but not limited to, the office of branch treasurer.

3. REGULAR MEETING. There shall be a regular meeting of the board of directors at such date, time and place at least every two years as is specified by notice sent to all directors by the president not less than thirty (30) days prior to such meeting.

4. BOARD OF DIRECTORS.

- (a) The affairs of the corporation shall be managed by the board of directors. The number of directors which shall constitute the board of directors is 22. The board of directors shall consist of two directors from each branch, one of whom shall be a United States Judge of that branch. At least fifty percent (50%) of the directors shall be persons who are not federal judges. The directors shall possess such additional qualifications, be ~~elected~~ selected in the manner prescribed, and serve for the term prescribed in branch regulations.
- (b) The directors may hold their meetings and keep the books of the corporation at its principal corporate office in the State of Missouri or at such other place as they may from time to time determine and as may be permitted by law.
- (c) If the office of a director becomes vacant for any reason, such director's branch shall choose a successor or successors who shall hold office for the unexpired term in respect of which such vacancy occurred.
- (d) The number of directors of the corporation may be changed from time to time by amendment to these bylaws, but there shall not be less than three (3) directors. However, at least fifty percent (50%) of the directors shall be persons who are not

federal judges. Any member who is not in attendance 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. Additionally, in the case of an exigency as determined by the Executive Committee, members of the board of directors may be polled on any question via e-mail or otherwise, with a response time determined by the Executive Committee. In the case of such a poll, a simple majority of those responding shall be determinative of the question.
- (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 mailed. Notice may also be given by electronic means (such as e-mail or facsimile), and such notice shall be deemed to be given at the time recorded by the machine which transmits the notice.

- (b) Whenever any notice is required to be given, a waiver thereof signed or otherwise adopted by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

6. OFFICERS.

- (a) The officers of the corporation shall be a president, a vice president, a secretary and a treasurer. The president shall appoint a nominating committee prior to the regular meeting of the board at which the election of officers will take place. The nominating committee shall be composed of three board members who shall recommend a list of candidates for the offices of president, vice president, secretary and treasurer. Nominations may also be taken from the floor at the regular meeting. Officers shall be elected at the regular meeting.
- (b) Any two or more offices may be held by the same person, except the offices of president and secretary. No employee of a federal court may become treasurer of the corporation. However, an employee of a federal court may become secretary to the corporation.
- (c) The board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.
- (d) The officers of the corporation shall hold office for a term of two years and thereafter until their successors are chosen and qualify in their stead. Any officer elected or appointed by the board of directors may be removed at any time by the board of directors, with or without cause. If any office becomes vacant for any reason, the vacancy shall be filled by the board of directors.
- (e) No federal judge may become president, vice-president, secretary or treasurer of the corporation. No employee of a federal court may become president, vice-president, or treasurer of the corporation.

7. CHAIRMAN OF THE BOARD. The chairman of the board, if any, shall preside at all meetings of the directors at which he or she is present. A federal judge may become chairman

of the board but shall exercise no other powers because of holding such position. After considering the advice of the executive committee, the president may appoint a chairman of the board for such term as the president may determine appropriate.

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 to the board for the faithful performance of the duties of office and for the restoration to the corporation, in case of death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his or her possession or control belonging to the corporation.
- (d) The board of directors may, in its discretion, designate such assistants as it deems proper to carry out the work of the treasurer.

12. CHECKS. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

13. FISCAL YEAR. The fiscal year of the corporation shall begin the 1st day of July in each year.

14. SEAL. The corporation ~~shall~~ ~~may~~ have a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, and the words, "Corporate Seal."

15. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS. Each person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall be indemnified by the corporation in the manner and to the full extent that the corporation has power to indemnify such person under the law of Missouri as now in effect or hereafter amended.

16. ALTERATION, AMENDMENT, OR REPEAL OF BYLAWS. These bylaws may be altered, amended, or repealed at any regular meeting of the board of directors, or at any special meeting of the board of directors if notice of the proposed alteration, amendment, or repeal be contained in the notice of such special meeting. However, ~~and subject to paragraph 16,~~ no alteration, amendment, or repeal of these bylaws shall be made which has the purpose or effect of giving control of the corporation or the board of directors of the corporation to federal judges or employees of the federal court.

17. COMPLIANCE WITH ETHIC RULES. These bylaws and the activities of the corporation, its branches, officers, and members shall be construed and conducted in a manner that complies with the codes of conduct, rulings, and advisory opinions promulgated by the Judicial Conference of the United States for United States judges and employees of the federal courts.

18. EXECUTIVE COMMITTEE. There is hereby created an Executive Committee consisting

of the officers of the corporation. The Executive Committee will formulate and assist in the implementation of the policies of the corporation when the board of directors is not in session. The president shall be the presiding officer of the Executive Committee and may schedule and 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 5, 2020

For the Board of Directors:

Chairperson of the Board:

Judge Jane Kelly

President:

Richard Lyford

Secretary:

Joan Voelker