

***Resolutions for Consideration by the Board of Directors  
of the Historical Society of the United States Courts  
in the Eighth Circuit***

The following resolutions will be presented for consideration of the Board of Directors of the Historical Society of the United States Courts in the Eighth Circuit at the annual meeting on Thursday, July 17, 2003.

***Resolution One***

Whereas, the Historical Society of the United States Courts in the Eighth Circuit (Society) has eleven branches;

Whereas, the Society and the branches perform separate but related functions regarding the preservation of the history of the federal courts in the Eighth Circuit;

Whereas, the branches have no consistent source of income;

Whereas, it is necessary to secure a consistent source of income for the branches;

***Be it resolved by the Board of Directors of the Society that the following resolution is adopted:***

1. Commencing on January 1, 2004, and each year thereafter, the United States Court of Appeals for the Eighth Circuit is respectfully requested to annually draw from the attorney admission fund the sum of \$3,000, or such other sum as may be deemed appropriate, and annually contribute said sum to the Court of Appeals branch of the Society. In the event the Court of Appeals branch becomes inactive, said sum should be annually contributed to the Society so that it may support the work that would have been done by the inactive branch.
2. Commencing on January 1, 2004, and each year thereafter, each of the United States District Courts in the Eighth Circuit are respectfully requested to annually draw from the attorney admission fund administered by such court the sum of \$3,000, or such other sum as may

be deemed appropriate, and annually contribute said sum to the district court branch of the Society for that particular court. In the event a district court branch of the Society for a particular district becomes inactive, said sum should be annually contributed to the Society so that it may support the work that would have been done by the inactive branch.

3. This resolution should not be understood to deprive the branches of the opportunity to seek additional sources of income including membership fees.
4. This resolution should not be understood to prohibit the Society from levying assessments on the branches.
5. The officers of the Society are authorized to take such action as may be deemed appropriate in their sole discretion to implement this resolution.

### *Resolution Two*

Whereas, the Historical Society of the United States Courts in the Eighth Circuit (Society) has eleven branches;

Whereas, the Society and the branches perform separate but related functions regarding the preservation of the history of the federal courts in the Eighth Circuit;

Whereas, certain branches may wish to become inactive and have the work that would have been done by the inactive branch performed by the Society;

Whereas, it is advisable to amend the Bylaws to allow for active and inactive branches;

Whereas, the requirement for selection as a member of the board of directors of the corporation should be relaxed so as to permit but not require the service of a United States Judge;

Whereas, the two requirements for selection as a member of the board of directors of the Society should be a demonstrated interest in the preservation of the

history of the United States Courts in the Eighth Circuit and residence in the region served by the branch from which the director is selected;

Whereas, the length of service as a member of the board of directors of the Society should be set by the active branch or Chief Judge, in the case of inactive branch, which appoints a director;

Whereas, other changes to the Bylaws should be made to allow for a more efficient governance of the Society such as by reducing the number required for a meeting quorum, providing and allowing for electronic notice and waiver of notice of meetings, striking the requirement of an annual meeting, and requiring a regular meeting every two years;

Whereas, the Articles of Incorporation should be conformed to and made consistent with the changes in the Bylaws;

*Be it resolved by the Board of Directors of the Society that the following resolution in three parts is adopted:*

(Bold method (**bold**) indicates new material.)  
(Strikeout method (~~strikeout~~) indicates deleted material.)

*Part I. Bylaws*

The Bylaws of the corporation are amended and restated as follows:

**AMENDED AND RESTATED BYLAWS  
OF  
THE HISTORICAL SOCIETY OF THE  
UNITED STATES COURTS IN THE  
EIGHTH CIRCUIT  
July, 2003**

1. **OFFICES.** The corporation may have offices at such places as the board of directors may from time to time determine.

2. BRANCHES AND BRANCH REGULATIONS.

The corporation shall be composed of units known as branches. ~~There shall be eleven branches.~~ **There shall be one branch for the United States Court of Appeals for the Eighth Circuit. Except as provided below, that One branch shall have particular responsibility for the history of the United States Court of Appeals for the Eighth Circuit. There shall be one branch in each of the regions served by a particular United States District Court within the Eighth Circuit. Except as provided below, each such branch shall have the responsibility for the history of the particular United States District Court in that region. One branch shall have particular responsibility for the history of each of the United States District Courts within the Eighth Circuit.**

**The branches may be active or inactive. The Chief Judge of the Court of Appeals for the Court of Appeals branch and the Chief Judge of the District Court for each District Court branch shall from time to time certify to the corporation whether the branch is active or inactive. Active branches shall have the powers and perform the duties set forth in the subparagraph "d" below. Inactive branches shall have a right to representation on the Board of Directors of the corporation as set forth in subparagraph "c" below, but shall have no further or other power or duties. In the event a branch becomes inactive, the net assets of the branch shall be conveyed to the corporation. Thereafter, the responsibility of the inactive branch to preserve the history of a United States Court shall be assumed by the corporation. An inactive**

**branch may become an active branch upon the certification of the Chief Judge of the relevant court that the status of the branch should be changed. If an inactive branch becomes active, the corporation will not be required to reconvey the assets previously transferred to it upon the branch becoming inactive.**

**If a Chief Judge for the court served by a branch certifies that a branch is inactive, the Chief Judge shall thereafter and from time to time certify to the corporation and appoint two persons to serve as directors of the corporation. Such persons shall be selected from the region of the inactive branch. Such persons shall have a demonstrated interest in the preservation of the history of the United States Courts in the Eighth Circuit. The Chief Judge shall specify the length of service for such directors.**

**If a branch is active, the branch may have the powers and perform the duties set forth below:**

**(i) An active branch shall have voting and may have non-voting members, and solicit membership dues. The voting members of each active 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 active branch. The regulations of each active 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 active 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 active branch are to be elected and their terms of office. The regulations shall specify sound financial practices to be followed by the active branch and may also provide for the payment of membership dues to the active branch and the privileges, responsibilities, and dues-paying obligations of membership.

~~(b)~~(ii) The Circuit Justice for the Eighth Circuit shall be an honorary member of the Eighth Circuit branch.

~~(c)~~(iii) The active 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)~~(iv) The active 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)~~(v) Each active branch shall have branch officers, which shall include at least a branch president and secretary-treasurer. ~~One of the two corporate directors representing such branch shall be elected branch president.~~ A branch secretary-treasurer shall also be elected, provided, however, that a branch may, if it wishes, have separate offices of secretary and treasurer. **Each active branch shall select two of its members to serve as directors of the corporation, and specify the length of service for such directors. Such persons shall have a demonstrated interest in the preservation of the history of the United States Courts in the Eighth Circuit. Directors shall be selected from the region served by the branch.**

3. **ANNUAL REGULAR MEETING.** There shall be ~~an annual~~ a regular meeting of the board of directors at such date, time, and place ~~in each year at least every two years~~ as is specified by written 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 may be a United States Judge of that branch. ~~The directors shall possess such additional qualifications, be elected in the manner, and serve for the term prescribed in branch regulations.~~ **Directors shall be selected from the region served by the branch. Such persons shall have a demonstrated interest in the preservation of the history of the United States Courts in the Eighth Circuit.**

(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, **in the case of an active branch, or the Chief Judge of the relevant court, in the case of an inactive 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. 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., ~~either personally or by mail or by telegram.~~

(g) At all meetings of the board, ~~a majority 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.

## 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 in writing 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, and a secretary-treasurer. The president shall appoint a nominating committee prior to the annual 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, and secretary-treasurer. Nominations may also be taken from the floor at the annual meeting. Officers shall be elected at the annual meeting.**

**(b) Any two or more offices may be held by the same person, except the offices of president and secretary.**

**(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.

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 and shall perform such other duties as the board of directors or these bylaws may prescribe.

8. PRESIDENT. In the absence of the chairman of the board, the president shall preside at all meetings of the directors at which he or she is present. He or she shall perform such 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-TREASURER AND ASSISTANTS.

(a) The secretary-treasurer 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 secretary-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.

(c) The treasurer-secretary 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.

(d) If required by the board of directors, the secretary-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.

(e) The board of directors may, in its discretion, designate separate persons as secretary and treasurer and may designate such assistants as it deems proper to carry out the work of the secretary, treasurer, or secretary-treasurer, as the case may be.

11. 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.

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

13. SEAL. The corporation shall 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."

14. 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.

15. 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.

## *Part II. Articles of Incorporation*

Sections six, seven and eight of the Articles of Incorporation are amended as follows:

6. The corporation shall be composed of units known as branches. The United States Court of Appeals for the Eighth Circuit shall be one branch. Also, each United States District Court within the Eighth Circuit shall be a separate branch. **The branches may be active or inactive. The Chief Judge of the Court of Appeals for the Court of Appeals branch and the Chief Judge of the District Court for each District Court branch shall from time to time certify to the corporation whether the branch is active or inactive. Active branches shall have the powers and perform the duties set forth in the Bylaws. Inactive branches shall have a right to representation on the Board of Directors of the corporation, but shall have no further or other power or duties. In the event a branch becomes inactive, the net assets of the branch shall be conveyed to the corporation. Thereafter, the responsibility of the inactive branch to preserve the history of a United States Court shall be assumed by the corporation. An inactive branch may become an active branch upon the certification of the Chief Judge of the relevant court that the status of the branch should be changed. If an inactive branch becomes active, the corporation will not be required to reconvey the assets previously transferred to it upon the branch becoming inactive.**

7. The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of two directors from each branch, ~~one of whom shall be a United States Judge of that Branch.~~ **Such persons shall have a demonstrated interest in the preservation of the history of the United States Courts in the Eighth Circuit. Whether the branch is active or inactive, directors shall be selected from the region served by the branch.**

8. Although the corporation shall have no members as such, each active branch shall have voting members and may have non-voting members. Each active branch shall specify in its regulations the qualifications of its members and the manner of their election. ~~The two~~ **Two** directors from each active 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 **active** 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 **active** branch. The regulations of each **active** branch shall be consistent with these Articles and with the Bylaws of the Corporation. **If a Chief Judge for the court served by a branch certifies that a branch is inactive, the Chief Judge shall thereafter and from time to time certify to the corporation and appoint two persons to serve as directors of the corporation. The Chief Judge shall specify the length of service for such directors.**

**\*\*\***

### ***Part III. Implementation***

The officers of the Society are authorized to take such action as may be deemed appropriate in their sole discretion to implement this resolution.