

**AMENDED AND RESTATED  
BYLAWS**

of

**THE ASSOCIATION OF THE BAR OF THE  
UNITED STATES COURT OF APPEALS FOR THE EIGHTH CIRCUIT**

**Article I. Name, Organization and Location**

Section 1.1. Name. The name of this corporation is The Association of the Bar of the United States Court of Appeals for the Eighth Circuit. Its publications may informally refer to it as “The Eighth Circuit Bar Association.”

Section 1.2. Organization. The corporation is organized under the Missouri Nonprofit Corporation Act (the “Act”).

Section 1.3. Offices. The corporation may have one (1) or more offices within or without the state of Missouri as the Board of Directors may from time to time determine.

**Article II. Purposes**

Section 2.1. Purposes. The purposes of the corporation shall be to:

- (a) Improve and facilitate the administration of justice in the federal courts within the geographic area of the United States Court of Appeals for the Eighth Circuit;
- (b) Raise the standards of proficiency and integrity in federal practice;
- (c) Work with the trial and appellate courts within the geographic area of the United States Court of Appeals for the Eighth Circuit to develop and implement effective, efficient, and uniform rules of practice and procedure; and
- (d) Assist, as requested by the judiciary of the United States Court of Appeals for the Eighth Circuit, in holding the Eighth Circuit Judicial Conference, in proposing qualified persons for membership on the statutory Attorney Advisory Committee, and aiding in other ways as may be requested.

Section 2.2. Political and Legislative Activity. No substantial part of the activities of the corporation shall consist of the participation or intervention in a political campaign on behalf of any candidate for public office; of attempting to influence the general public or segments thereof with respect to legislative matters, elections or referendums; nor of a direct attempt to influence legislation.

### **Article III. Membership**

Section 3.1. Members. The corporation shall have three (3) classes of members:

(a) Judicial Associates, which shall include the Justice of the Supreme Court of the United States assigned from time to time to the United States Court of Appeals for the Eighth Circuit, and the Judges of the United States Court of Appeals for the Eighth Circuit, and Judges of the District, Bankruptcy, and Magistrate Courts within the geographic area of the United States Court of Appeals for the Eighth Circuit;

(b) Judicial Law Clerk Associates, which shall include all persons serving as judicial law clerks to each of the Judicial Associates mentioned in subsection (a) above; and

(c) Regular Members, which shall include all persons who are admitted to practice before the United States Court of Appeals for the Eighth Circuit.

Section 3.2. Application for Membership. Any person who qualifies as a member according to the criteria set forth in Section 3.1 above may submit to the corporation an application for membership in the form prescribed by the Board of Directors. The Board of Directors may require the applicant to furnish additional information and may otherwise inquire into his or her qualifications. Upon review of the application, the applicant shall be admitted as a member of the corporation. The Board of Directors may reject an application if it contains a willful and material misstatement by the applicant.

Section 3.3. Dues. A Regular Member of the corporation shall pay dues in the amount prescribed by the Board of Directors. Judicial Associates and Law Clerk Associates shall not be required to pay dues.

Section 3.4. Voting Rights. No member shall have any right to vote on any matter.

Section 3.5. Termination of Membership. The Board of Directors, in its discretion, has the right and power to terminate a member where:

(a) the member no longer qualifies as a member under these Bylaws or any amendments thereto;

(b) the member made a willful and material misstatement in his or her application for membership; or

(c) the member has failed to timely pay dues, and such failure has continued for six (6) months.

Before a member may be terminated, at least fifteen (15) days' written notice must be given to the member specifying the reasons for the termination, and that member must be given the opportunity to be heard before the Board of Directors at the Board of Directors' next regular meeting following notice, but in any event at least five (5) days before the effective date of the termination.

#### **Article IV. Meetings of Members**

Section 4.1. Meetings. The corporation may, but is not required to, hold regular or special meetings of the members as the Board of Directors may prescribe.

Section 4.2. Meeting Programs. The program at any meeting of members shall be supervised by the Board of Directors. Reasonable notice of the program shall be given to the members.

Section 4.3. Notice of Meetings. Annual meetings of the members may be held upon no less than ten (10) days' but no more than sixty (60) days' notice to each member. Except as otherwise required by Section 355.251 of the Act, neither the business to be transacted nor the purpose of any meeting of the members need be specified in the notice of such meeting.

#### **Article V. Board of Directors**

Section 5.1. Management. The property, business and affairs of the corporation shall be controlled and managed by a Board of Directors.

Section 5.2. Powers and Functions. The Board of Directors shall formulate policy for and shall administer the affairs of the corporation. It shall have all the powers necessary or incidental to performing those functions.

Section 5.3. Eligibility. Any member of the corporation is eligible for election to the Board of Directors.

Section 5.4. Number and Composition. The Board of Directors shall consist of:

- (a) one member from each federal judicial district within the geographic area of the United States Court of Appeals for the Eighth Circuit (each, a "District Director");
- (b) three members elected at large from the membership (each, an "At-Large Director");
- (c) the President, President-Elect, Secretary and Treasurer of the corporation, if not otherwise a director; and
- (d) the immediate past president of the corporation, if not otherwise a director,

for a total of eighteen (18) director positions. The number of directors may be changed from time to time by amendment to these Bylaws, but shall not be less than three (3).

Section 5.5. Election. Except for the President, President-Elect, Secretary, Treasurer, and past President, each of whom shall become and remain members of the Board of Directors by virtue of their offices, the election of directors, as required to fill vacancies due to expiration of terms, shall occur at the annual meeting of the Board of Directors. Directors to be so elected shall be elected by the affirmative vote of directors present at a meeting. Any director may nominate a candidate to fill a vacancy.

Section 5.6. Term. The thirteen (13) elected directors will be divided into three separate groups composed initially of one group of four directors, a second group of four directors, and a third group of five directors. Each group shall contain one At-Large Director. Beginning at the annual meeting in December 2005, directors of the first group shall serve for an initial term of three years, directors of the second group shall serve for an initial term of two years, and directors of the third group shall serve for an initial term of one year. Thereafter, directors of each group shall serve for a term of three years. Directors of the appropriate group (i.e., whose term has expired) shall, except as hereinafter or otherwise provided for in filling vacancies, be elected at the annual meeting of the Board of Directors and shall hold office from the following January 1 until their respective successors take office or until such director's earlier resignation or removal.

Section 5.7. Meetings of the Board. The annual meeting of the Board of Directors, and all other regular or special meetings, shall be held at any place within or without the State of Missouri, as may be designated by the Board of Directors. Unless otherwise scheduled by the Board of Directors or the Executive Committee, the annual meeting of the Board of Directors shall be held in December of each year, on a specific date to be determined by the Board of Directors. If a quorum cannot then be assembled, said meeting shall be adjourned until a quorum is present. Regular meetings of the Board of Directors shall be held as frequently at such time and place as may from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be held at any time upon call of the President or at the request of three (3) or more members of the Board of Directors.

Section 5.8. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice. Special meetings of the Board of Directors may be held upon two (2) days' notice to each director. Except as otherwise required by Section 5.12, Section 16.1 or the Act, neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of such meeting.

Section 5.9. Waiver of Notice. Attendance of a director at any meeting shall constitute a waiver of notice, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5.10. Quorum. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business.

Section 5.11. Voting. Each director shall be entitled to cast one (1) vote. The act of a majority of the directors present at a meeting at which a quorum is present shall constitute the act of the Board of Directors.

Section 5.12. Removal. At any annual meeting or regular meeting, or at any special meeting called expressly for such purpose, any member of the Board of Directors may be removed, without cause, by a vote of not less than two-thirds of the Board of Directors.

Section 5.13. Resignation. A director may resign at any time by delivering written notice of such resignation to the Board of Directors.

Section 5.14. Vacancies. Whenever any vacancy on the Board of Directors occurs due to death, resignation, removal or otherwise, a majority of the remaining directors, even if less than a quorum, may appoint a successor to serve for the unexpired term of the director whose place is vacant.

Section 5.15. Participation by Communications Equipment. The Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board or committee by means of a 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.

Section 5.16. Action by Written Consent. Any action which is required to be or may be taken at a meeting of the directors, or of the Executive Committee or any other committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the Board of Directors or of the committee as the case may be. The consents shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committees as the case may be.

## **Article VI. The Officers**

Section 6.1. Officers. The officers of the corporation shall be a President, a President-Elect, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time elect. Each officer must be a member of the corporation, but need not be a director prior to selection as an officer.

Section 6.2. Election. The President-Elect, Secretary and Treasurer shall be elected annually by the Board of Directors at its annual meeting. At the annual meeting, the person holding the office of President-Elect shall become the President. Such officers shall hold office at the pleasure of the Board of Directors and until their successors are chosen and are qualified. Such officers shall serve for a term of one (1) year which begins on the following January 1. The officers may not serve consecutive terms in the same officer position. The officers may be elected from any area within the geographic boundaries of the United States Court of Appeals for the Eighth Circuit. A failure to elect annually a President, a President-Elect, Treasurer, Secretary or other officers or agents shall not dissolve the corporation.

Section 6.3. Resignation. An officer may resign at any time by delivering written notice of such resignation to the Board of Directors.

Section 6.4. Vacancies. If the office of President, President-Elect, Secretary or Treasurer becomes vacant, the Board of Directors shall act immediately to appoint a successor to serve for the unexpired term of the officer whose place is vacant.

Section 6.5. Removal. Any officer may be removed at any time without cause by the Board of Directors.

## **Article VII. Duties of Officers**

Section 7.1. President. The President shall preside at all meetings of the Board of Directors and shall have general supervision of the business and finances of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the directors to delegate any specific powers to any other officer or officers of the corporation except such as may be by statute exclusively conferred upon the President.

Section 7.2. Secretary. The Secretary shall:

- (a) act as clerk at all meetings of the Board of Directors and record all votes and the respective minutes of all proceedings in a minute book to be kept for that purpose;
- (b) receive, certify, and publish nominations of officers and directors, and supervise their election;
- (c) receive and keep as the property of the corporation all records, papers, addresses and reports to the corporation or the Board of Directors;
- (d) give notice, when notice is required to be given, to the Board of Directors, or the members of the corporation; and
- (e) perform such other duties as may be prescribed from time to time by the Board of Directors or the President.

Section 7.3. President-Elect. The President-Elect shall perform such duties as may be prescribed from time to time by the Board of Directors or the President, and, in the absence of the President, shall perform the duties of the President.

Section 7.4. Treasurer. The Treasurer shall have custody of the corporate funds and shall keep accurate accounts of receipts and disbursements in books to be maintained by him for such purpose; the Treasurer shall deposit all monies and other valuable effects of the corporation in the name and to the credit of the corporation in depositories designated by the Board of Directors or the Executive Committee. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors or the Executive Committee and shall render to the President, Board of Directors and Executive Committee at regular or special meetings thereof, an accounting of all the transactions conducted by the Treasurer and of the financial condition of the corporation. The Treasurer shall submit a proposed budget annually in September.

## **Article VIII. Committees**

Section 8.1. Executive Committee. The Board of Directors, by vote of a majority of the entire Board, may provide for an Executive Committee of three (3) or more directors. If provision be made for an Executive Committee, the Board of Directors shall elect the members thereof to serve during the pleasure of the Board, and may designate one (1) of such members to act as Chairman. Vacancies in the Committee shall be filled by the Board of Directors. During

the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation, to the extent authorized by resolution adopted by a majority of the entire Board of Directors. The Executive Committee shall keep a full and fair record of its transactions. All actions shall be reported to the Board of Directors at its meeting next succeeding such action, and shall be subject to revision and alteration by the Board of Directors, provided that no rights of third persons shall be affected by any such revision or alteration. A majority of the Executive Committee shall be necessary and sufficient to constitute a quorum. The Executive Committee may determine its rules of procedure and the notice to be given of its meetings.

Section 8.2. Other Committees of the Board. The Board of Directors, by resolution, may provide for such standing or special committees of two (2) or more directors as it deems desirable to carry on the work of the corporation and to promote its purposes, and the Board may discontinue such committee at its pleasure. Each such committee shall possess and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation, to the extent authorized by resolution adopted by a majority of the entire Board of Directors. Except as otherwise directed by the Board of Directors, the President shall appoint the Chairman of all standing and special committees from among the directors of this corporation; and appoint the members of each committee, who need not be directors of this corporation. If the Chairman or a member of a committee resigns, dies or becomes ineligible, the President shall appoint a successor.

Section 8.3. Advisory Committees. The Board of Directors, by resolution, may provide for such advisory committees of two (2) or more persons as it deems desirable to carry on the work of the corporation and to promote its purposes, and the Board may discontinue such committee at its pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors, but such committee shall not have the authority of power to bind the corporation. Except as otherwise directed by the Board of Directors, the President shall appoint the Chairman of all standing and special committees and appoint the members of each committee, who need not be directors of this corporation. If the Chairman or a member of a committee resigns, dies or becomes ineligible, the President shall appoint a successor.

## **Article IX. Finances**

Section 9.1. Authority to Incur Expense. The Board of Directors shall formulate and administer corporation policy respecting authorized expenditures and procedures for reimbursement. The Treasurer has the authority to approve non-recurring expenditures of \$1,000 or less. Approval of a majority of the Executive Committee is required for expenditures between \$1,000 and \$5,000. Approval of a majority of the Board of Directors is required for any expenditure greater than \$5,000 and for the commitment of the corporation to sponsor any function.

Section 9.2. Payment of Authorized Expenses. The Treasurer may pay only authorized expenses that are within budget appropriation.

Section 9.3. Financial Liability. The financial liability of the corporation to any committee is limited to the funds credited to it on the financial record of the corporation and the liability ceases upon the Treasurer's payment of that amount. If a committee, or one of its members, incurs a liability that is greater than the funds so credited, the liability is the obligation of each person responsible for incurring or authorizing the liability.

Section 9.4. Insurance Coverage. The corporation may carry such insurance, both liability and property, as the Board of Directors deems appropriate.

#### **Article X. Reports and Recommendations**

Section 10.1. Approval of Reports and Recommendations. A report or recommendation of a committee becomes the action of the corporation only so far as it is approved by the Board of Directors.

Section 10.2. Distribution of Reports. A report or recommendation of a committee may not be released to the public before consideration by the Board of Directors.

Section 10.3. Restrictive Statement. Before approval by the Board of Directors, any material containing a report, recommendation, or proposal must prominently state at the outset that it represents the opinion of the committee making the report rather than the position of the corporation.

#### **Article XI. Representation of the Corporation**

Section 11.1. Representation. The President, or a person expressly designated by the President, shall express the policy of the corporation as determined by the Board of Directors. No other member, agent or employee of the corporation may represent the corporation or committee before a legislative body, court, or governmental agency, unless specifically authorized by the Board of Directors. No statement or policy of the corporation shall represent any opinion or view of the United States Court of Appeals for the Eighth Circuit.

Section 11.2. Personal Views of Members. Any member who, when making a public utterance, is identified as having an official connection with the corporation or one of its committees, shall, if the policy of the corporation on the subject matter of the utterance has been determined by the Board of Directors, fairly state that policy and, if such member expresses views at variance with it, clearly identify the variance as the personal views of the member only. If there has not been, or if the member has no knowledge of, any such policy determination, the member shall nevertheless identify the member's utterances as the member's personal views.

#### **Article XII. Emolument**

Section 12.1. Emolument. The directors, the officers, and committee members shall not receive compensation for their service, except the Editor who may be paid a stipend at the discretion of the Board. Their reasonable expenses directly incident to the carrying out of their duties may be reimbursed.



### **Article XIII. Indemnification**

Section 13.1. Indemnification. The corporation shall indemnify to the full extent authorized or permitted by the laws of the State of Missouri as now in effect or as hereafter amended, all directors, officers, committee members, employees, and agents of the corporation, and the heirs and legal representatives of such persons, insofar as any such director, officer, employee, committee member, or agent, or his or her estate, is made, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, committee member, employee, or agent of the corporation or serves any other enterprise as such at the request of the corporation. The foregoing right of indemnification shall not be deemed exclusive or any other rights to which such person may be entitled.

Section 13.2. Insurance. The Board of Directors may authorize the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, employee, or agent of the corporation or is or was serving at the request of the corporation, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her position.

### **Article XIV. Fiscal Year**

Section 14.1. Fiscal Year. The fiscal year of the corporation shall be January 1 through December 31.

### **Article XV. Notice**

Section 15.1. Notice. Notice under these Bylaws means written notice transmitted either by United States mail, with first class postage affixed, registered mail, certified mail, or by electronic or facsimile transmission, to the address for each person entitled to notice that is contained in the records of the Association. Electronic or facsimile notice is effective upon transmission. Notice sent by United States mail, with first class postage affixed, is effective five (5) days after its deposit in the United States mail, as evidenced by the postmark. Notice sent by registered or certified mail, return receipt requested, is effective on the date shown on the return receipt.

### **Article XVI. Amendment**

Section 16.1. Amendment. These Bylaws may be amended at any regular or special meeting of the Board of Directors, by the affirmative vote of a majority of the directors then in office, provided that the corporation provides notice, in accordance with these Bylaws, of any meeting of directors at which an amendment is to be approved. The notice shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Unless otherwise provided, an amendment is effective upon the adjournment of the meeting at which it is adopted.

Section 16.2. Correction. Upon the adoption of an amendment to the Bylaws, the Secretary may correct punctuation, grammar, or numbering where appropriate in the Bylaws, if such correction does not alter the meaning of the amendment.

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Secretary

Dated: February \_\_\_\_, 2004