

AMENDED AND RESTATED
BYLAWS
of
THE ASSOCIATION OF THE BAR OF THE
UNITED STATES COURT OF APPEALS FOR THE EIGHTH CIRCUIT

(including amendments through August 18, 2020)

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." It will be referred to in these Bylaws as the "Association."

Section 1.2. Organization. The Association is organized under the Missouri Nonprofit Corporation Act (the "Act").

Section 1.3. Offices. The Association 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 Association 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 Association 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 Association 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) Staff Associates, which shall include all persons serving as judicial law clerks to each of the Judicial Associates mentioned in subsection (a) above, as employees of each of the courts mentioned in subsection (a) above, and employees of the Office of the Circuit Executive for the Eighth Circuit; 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 Association 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 Association. 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 Association shall pay dues in the amount prescribed by the Board of Directors. Judicial Associates and Staff 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.

Section 3.6. Use of Membership Information.

(a) "Membership Information" includes information disclosed on the member's application or thereafter to the Association, including address(es), telephone number(s), facsimile number(s) and e-mail address(es).

(b) The Board of Directors and board members may use Membership Information, as defined above, to serve one or more of the purposes of the Association. The purposes of the Association include, but are not limited to, distribution of membership renewal forms, distribution of newsletters, distribution of other information or material of the Association, and contact with members regarding matters relating to the Association.

(c) The Board of Directors may permit the use of Membership Information, as defined above, by another organization for distribution of information and/or materials if the use is consistent with one or more of the purposes of the Association and a majority vote of the Board of Directors or the unanimous vote of the officers of the Board of Directors approves the use. The requesting organization shall agree in writing (whether by letter or e-mail) to use the Membership Information only for the requested purpose and not to disclose or release the Membership Information to other individuals, organizations, or entities.

(d) Requests for use of Membership Information for distribution of information and/or materials shall be in writing to a Member of the Board of Directors (whether by letter or e-mail), and shall briefly describe the purpose for distribution.

Article IV. Meetings of Members

Section 4.1. Meetings. The Association 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 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 Association 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 Association. It shall have all the powers necessary or incidental to performing those functions.

Section 5.3. Eligibility. Any member of the Association 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) five members elected at large from the membership (each, an "At-Large Director");

(c) the President, President-Elect, Secretary and Treasurer of the Association, if not otherwise a director; and

(d) the immediate past president of the Association, if not otherwise a director,

for a total of twenty (20) director positions. As described in Section 6.1 below, the President, President-Elect, Secretary, Treasurer, and immediate past President are directors who are also the officers of the Association. 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. The election of directors 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 fifteen (15) District Directors and At-Large Directors will be divided into three separate groups composed of five directors each. Each group shall contain at least 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, and may be held as described in section 5.15 of these Bylaws. 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 as and 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. Except where more notice is required by the Act, 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 these Bylaws 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 telephone conference 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 officers, 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 Association shall be the President, President-Elect, Secretary, Treasurer, immediate past president, and such other officers the Board of Directors may from time to time elect. Each officer must be a member of the Association, but need not be a director prior to selection as an officer.

Section 6.2. Election. The President-Elect shall be elected annually by the Board of Directors at its annual meeting, and shall serve a term of one (1) year. Upon the election of the President-Elect, the person then holding the office of President-Elect shall become the President. The Secretary and Treasurer shall be elected biennially by the Board of Directors at its annual meeting, and shall serve staggered terms of two (2) years. All officer terms are to begin on the January 1 following election or succession into office. All officers shall hold office at the pleasure of the Board of Directors and until their successors are chosen and are qualified. The President and the President-Elect 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 Association.

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 affairs of the Association 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 Association 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 Association all records, papers, addresses and reports to the Association 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 Association; 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 for such purpose; the Treasurer shall deposit all monies and other valuable effects of the Association in the name and to the credit of the Association in depositories designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors and shall render to the President and Board of Directors at regular or special meetings thereof, an accounting of all the transactions conducted by the Treasurer and of the financial condition of the Association. The Treasurer shall submit a proposed budget annually in November. The Treasurer shall also perform such other duties as may be prescribed from time to time by the Board of Directors, including working from time to time with an accountant or outside financial adviser to ensure the Association is in full compliance with federal, state, and local regulatory and taxing obligations, and ensuring that the Association remains duly registered according to the laws of the State of Missouri.

Article VIII. Committees

Section 8.1. Standing Committees of the Board. Unless otherwise specified by the Board of Directors, the work of the Board of Directors may be carried out by the following standing committees of the Board: a Communications Committee; a Membership Committee; a Nominating and Governance Committee; a CLE Committee; and a Judicial Conference Committee. Each committee shall consist of two (2) or more directors. Each director shall participate in at least one standing committee.

- (a) The Communications Committee will assist the Board of Directors in communicating with the Association's members and the public, including through the Association's website, newsletter, monthly update, and other communications as the Board may authorize from time to time.
- (b) The Membership Committee will focus on recruiting, cultivating, and maintaining the members of the Association, including Judicial Associates, Staff Associates, and Regular Members.
- (c) The Nominating and Governance Committee will periodically review and update these Bylaws and other policies and procedures of the Board; and will review the members of the Association and propose nominations for pending or future vacancies on the Board of Directors, with a focus on ensuring that nominations reflect candidates from diverse backgrounds and perspectives.
- (d) The CLE Committee will organize and present continuing legal education seminars and programs, in coordination with the Clerk of Court for the United States Court of Appeals for the Eighth Circuit.

- (e) The Judicial Conference Committee will coordinate with the Executive Office for the United States Court of Appeals for the Eighth Circuit in preparing a reception to take place at Eighth Circuit Judicial Conferences; will solicit nominations for the Richard S. Arnold awards and present or arrange for the presentation of such awards at the Judicial Conferences; and will perform such other duties as the Judges or staff of the United States Court of Appeals for the Eighth Circuit may request from time to time.

Section 8.2. Committees of the Board. In addition to the Committees set forth in Section 8.1, the Board of Directors, by resolution, may provide for such additional or special committees of two (2) or more directors as it deems desirable to carry on the work of the Association 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 Association, 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 Chair of all special committees from among the directors of this Association; and appoint the members of each committee, who need not be directors of this Association. If the Chair 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 Association and to promote its purposes, and the Board may discontinue such committee(s) 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 Association. Except as otherwise directed by the Board of Directors, the President shall appoint the Chair of all advisory committees and appoint the members of each committee, who need not be directors of this Association. If the Chair 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 Association policy respecting authorized expenditures and procedures for reimbursement. The Treasurer has the authority to approve non-recurring expenditures of \$100 or less. Approval of a majority of the officers is required for expenditures between \$100 and \$1,000. Approval of a majority of the Board of Directors is required for any expenditure greater than \$1,000 and for the commitment of the Association 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 Association to any committee is limited to the funds credited to it on the financial record of the Association 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 Association 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 Association 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 Association.

Article XI. Representation of the Association

Section 11.1. Representation. The President, or a person expressly designated by the President, shall express the policy of the Association as determined by the Board of Directors. No other member, agent, or employee of the Association may represent the Association or committee before a legislative body, court, or governmental agency, unless specifically authorized by the Board of Directors. No statement or policy of the Association 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 Association or one of its committees, shall, if the policy of the Association 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, officers, and committee members shall not receive compensation for their service as directors, officers, or committee members, except that reasonable expenses directly incident to the carrying out of their duties may be reimbursed. Article XIII. Indemnification

Section 13.1. Indemnification. The Association 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 Association, 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 Association) by reason of the fact that he or she is or was a director, officer, committee member, employee, or agent of the Association or serves any other enterprise as such at the request of the Association. The foregoing right of indemnification shall not be deemed exclusive to any other rights to which such person may be entitled.

Section 13.2. Insurance. The Board of Directors may authorize the Association to purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member,

employee, or agent of the Association or is or was serving at the request of the Association, 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 Association 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 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 Association 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.

/s/ Jason Grams

Secretary