

**Federal Circuit Historical Society**  
**By-Laws**

**Effective May 29, 2008**

BY-LAWS OF  
THE FEDERAL CIRCUIT HISTORICAL SOCIETY

Article I

Name and Office of Corporation

Section 1. Name. This Corporation is a charitable, educational and non-profit corporation and shall be known as "The Federal Circuit Historical Society," hereinafter referred to as the "Society".

Section 2. Office of the Corporation. The Society shall have and continuously maintain in the District of Columbia its registered office and a registered agent whose office shall be identical with the Society's registered office, and shall be deemed, for the purposes of venue in civil actions, to be an inhabitant and a resident thereof. The Society may establish offices in such other place or places as it may deem necessary or appropriate in the conduct of its business.

Section 3. Seal. The Board of Trustees shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Society and the words "Corporate Seal, Washington, D.C."

Article II

Purposes

The purposes of the Society are those stated in Article III of the Articles of Incorporation, as amended.

Article III

Membership

Section 1. Members. Membership in the Society shall be open to individuals, organizations, institutions and corporations interested in advancing the purposes of the Society. The Members of the Society shall consist of three classes: "Annual"; "Honorary" and "Student." The initial Members shall be George E. Hutchinson, F. Scott Kieff, Ronald L. Smith and Philip C. Swain, all of whom shall be Annual Members.

Section 2. Types of Membership and Dues.

- A. Annual Members: The categories of annual membership in the Society and the dues for each category shall be determined from time to time by the Executive Committee.

- B. Honorary Members: An Honorary Member may be elected by a unanimous vote of the Board of Trustees present at a stated meeting provided that proposed names will be circulated to the Trustees at least 15 days in advance of the meeting. An Honorary Member shall not be entitled to a vote as a Member.
- C. Student Members, if so designated by the Executive Committee, shall be entitled to all the benefits of Members except that they shall not be entitled to a vote.
- D. The Society may issue, or cause to be issued, certificates and/or cards of membership under the Seal of the Society to Annual, Honorary and Student Members.

#### Article IV

##### Voting

Section 1. Single Vote. Each Annual Member of the Society shall be entitled to one vote on each matter submitted to a vote of the Members of the Society. Honorary Members and Student Members shall not be entitled to a vote.

Section 2. Voting, Methods. Any Member of the Society entitled to vote at a meeting of the Members of the Society may vote in person or by proxy on matters submitted in advance.

#### Article V

##### Membership Meetings

Section 1. Regular and Special Meetings. The Members of the Society shall meet not less than once annually, at a time and place to be determined by the Board of Trustees or by the Executive Committee.

Section 2. Business of the Annual Meeting. The business of the Annual Meeting shall include the election of Members of the Board of Trustees and such other business as may be laid before the Members by the Board of Trustees or the Executive Committee. The President of the Society shall preside at the meeting.

Section 3. Quorum. A quorum for any meeting of the Society shall be a majority of the Members entitled to vote at a meeting of Members, present in person or represented by written proxy.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of all meetings of the membership of the Society shall be delivered, either personally, by mail, or by electronic mail, to each Member entitled to vote at the meeting at least 30 and not more than 45 days before the meeting, by or at the direction of the President or Secretary, or the officers or persons calling the meeting. In the case of a special meeting or when required by statute or by these By-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Society, with postage thereon prepaid.

If notice is given by electronic mail, the notice shall be deemed to be delivered when the electronic mail is transmitted to the most current electronic mail address provided by the Trustee to the Secretary.

Section 5. Place of Meetings. The Board of Trustees may designate any place, either within or outside Washington, D.C., as the place of meeting for any annual meeting of Members or for any special meeting of Members called by the Board of Trustees. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Society in Washington, D.C.

## Article VI

### Board of Trustees

Section 1. Authority. The business and affairs of the Society shall be managed and controlled under the general direction of the Board of Trustees.

Section 2. Composition. The Board of Trustees shall be composed as follows:

- A. The Officers as set forth in Article VIII, Section A, below;
- B. One representative of the United States Court of Appeals for the Federal Circuit as designated by the Chief Judge;
- C. The immediate past president of the Society;
- D. Twelve additional Trustees from among Annual Members of the Society who are judges, lawyers or law teachers, eminently qualified citizens, or specialists in general and legal history, museums judicial administration, archives or other related interpretive activities, at least three of whom shall be past presidents of the Federal Circuit Bar Association. Any nominees deemed qualified by the Nominating Committee shall be considered to have satisfied the qualification requirements for serving on the Society's Board of Trustees and, if applicable, its Executive Committee.
- E. Any number of Honorary Trustees, selected at the invitation of the Board of Trustees, which shall include any of the current and former judges, Clerks of Court, Circuit Executives, Court Historians, Senior Technical Advisors, Senior Staff Attorneys, and Presidents of the Federal Circuit Bar Association, if, at their discretion, they elect to accept such invitation. Honorary Trustees shall be invited to attend all meetings of the Trustees and may serve as Honorary Officers of the Society; however, such Honorary Trustees shall not have the right to vote at meetings of the Board of Trustees. Honorary Trustees shall serve without terms.

Section 3. Election of Trustees and Terms of Office. The Officers shall be elected and serve terms as set forth in Article VIII below. The additional Trustees identified in Section 2D above shall be elected by the majority vote of the Annual Members present at the Annual Meeting held in accordance with Article V. They shall serve for a term of up to three years and shall serve no

more than two consecutive terms. Their terms shall be arranged so that no more than one-third of the terms of such Trustees shall expire in any given year. An immediate past president shall serve in the position provided for under Section 2C above until replaced by the next successive past president.

Section 4. Vacancies. The Board of Trustees may, by majority vote of those present at a meeting of the Board, elect an Annual Member of the Society to fill any vacancy on the Board for the remainder of the unexpired term.

Section 5. Compensation. No compensation shall be paid to the Members of the Board of Trustees for their service as such Members.

Section 6. Meetings. The Board of Trustees shall meet at least once a year on dates to be determined in advance by the Board of Trustees. One of these meetings shall be held immediately after the Annual Meeting of the membership of the Society. Special meetings of the Board of Trustees may be called at any time by the President or upon request of a majority of the Board of Trustees or a majority of the members of the Executive Committee. Meetings of the Board of Trustees may be held by means of a conference telephone or similar communication equipment provided that all members of the Board of Trustees participating in the meeting can hear each other.

Section 7. Place of Meetings. The Board of Trustees may designate any place, either within or without Washington, D.C., as the place of meeting for any meeting of the Board of Trustees. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Society in Washington, D.C.; provided, however, that if all the Trustees shall meet at any time and place, either within or without Washington, D.C., and consent to the holding of a meeting, the meeting shall be valid without call or notice, and at such meeting any permitted corporate action by the members may be taken.

Section 8. Notices. Written notice of all meetings of the Board of Trustees shall be made at least 10 days before the meeting by written notice delivered personally or sent by mail to each Trustee deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid, or by facsimile or other means of electronic transmission. Any Trustee may waive notice of any meeting. If notice is given by mail, the notice shall be deemed to be delivered when deposited in the United States mail. If notice is given by electronic mail, the notice shall be deemed to be delivered when the electronic mail is transmitted to the most current electronic mail address provided by the Trustee to the Treasurer.

Section 9. Quorum. At all meetings of the Board of Trustees, a quorum shall consist of a number, present in person, by telephone or by written proxy, equal to a majority of the Trustees.

Section 10. Voting. Each member of the Board of Trustees shall be entitled to one vote at meetings of the Board of Trustees.

Section 11. Powers. The Board of Trustees of the Society shall:

- A. Formulate the general policy to be followed in the management of the affairs, property and business of the Society;

- B. Select the officers of the Society;
- C. Subject to the provisions of Article VII, select and employ an Executive Trustee and such other persons as may be necessary for the proper administration of its affairs;
- D. Subject to the provisions of Article VII, fix all salaries:
- E. Assist the Society to acquire by gift, grant, devise, bequest, purchase or otherwise all manner of historical material relating to the United States Court of Appeals of the Federal Circuit Court, and in connection therewith to solicit and receive donations.
- F. Subject to the provisions of Article VII, establish such ad hoc committees, not specifically provided for in these By-laws, as it may be deemed advisable in the administration of the affairs of the Society. Such committees shall advise and consult with the Board of Trustees or the Executive Committee, each shall include at least one member of the Board of Trustees, and their existence shall terminate at the next Annual Meeting following their appointment;
- G. Authorize the expenditure of moneys for the payment of salaries, current expenses, the purchase of accessions, and any and all purposes connected with the advancement of the Society's interest, and delegate to the Executive Trustee the administration of the expenditures so authorized;
- H. Issue annually a general report, a copy of which shall be mailed to each Member of the Society;
- I. Conduct a referendum of Members on any matter with respect to which the Board believes such referendum would assist it in carrying out its functions. However, the Board shall not be bound by the results of such referendum.

All powers exercised by the Board of Trustees shall be consistent with the objectives and purposes for which the Society is formed and the provisions of Section 501(C)(3) of the Internal Revenue Code.

Section 12. Manner of Acting. The Board of Trustees may act by vote of a majority of the Trustees present at a meeting at which a quorum is present, except where otherwise provided by law or by these By-laws.

Section 13. Informal Action by Trustees. Any action required to be taken at a meeting of the Board of Trustees or any action which may be taken at a meeting of Trustees may be taken without a meeting if a consent in writing or by electronic mail, setting forth the action so taken, shall be signed or confirmed by electronic mail by all of the Trustees entitled to vote with respect to the subject matter thereof.

Section 14. Removal. A Trustee may be removed for adequate reason by the Board of Trustees upon a two-thirds vote.

## Article VII

### Executive Committee of the Board of Trustees

Section 1. Composition. The Executive Committee of the Society shall consist of the Officers as set forth in Article VIII, Section 1, below. The President shall preside at all meetings of the Executive Committee.

Section 2. Quorum. A majority of the members of the Executive Committee present in person or by telephone shall constitute a quorum at all meetings.

Section 3. Vacancies. Any vacancy which may occur in the membership of the Executive Committee may be filled by the Board of Trustees, or by the Executive Committee, subject to Section 1 hereof.

Section 4. Powers. The Executive Committee shall have and may exercise all the powers of the Board of Trustees, including the power to make appointments, to fill vacancies, to affix the Seal of the Society to all instruments that may require such action, to hire staff and fix their salaries, and in general to control and manage the affairs of the Society. The Executive Committee shall report all of its actions to the Board of Trustees at the next meeting of the Board of Trustees, provided, however, that the Executive Committee shall not have power to amend these By-laws, or to exercise the powers specified in Sections 10(B) and 10(H) of Article VI.

Section 5. Meetings. Meetings of the Executive Committee may be called at any time by the President or two members of the Executive Committee.

Section 6. Notice. Notice of all meetings of the Executive Committee shall be made at least 10 days before the meeting by either written notice delivered personally or sent by mail to each member of the Executive Committee deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid, or by facsimile, telegraph or other means of electronic transmission. If notice is given by mail, the notice shall be deemed to be delivered when deposited in the United States mail. If notice is given by electronic mail, the notice shall be deemed to be delivered when the electronic mail is transmitted to the most current electronic mail address provided by the Trustee to the Treasurer.

## Article VIII

### Officers

Section 1. Officers. The Officers shall consist of the President, Vice-President, Treasurer and Secretary of the Society, each of whom shall meet the qualification requirements for Trustees set forth in Article VI, Section 2D, above.

Section 2. Selection. The Officers shall be elected by the Board of Trustees at the Annual Meeting of the Trustees after the election of the Trustees.

Section 3. Terms of Office. Officers shall serve for a period of two years, unless a shorter time is specified in their election, and provided that they remain a Trustee. Officers shall be eligible for re-election for a single additional term.

Section 4. Vacancies. In the interval between annual meetings of the membership of the Society, any vacancies among the officers may be filled by the Executive Committee for the unexpired term of the officer.

Section 5. President. The President, as chief officer of the Society and a member of the Board of Trustees, shall preside over all meetings of the Board of Trustees and exercise general supervision over the business of the Society and shall recommend the adoption of policies in furtherance of the business. The President shall:

- A. See that all orders and resolutions of the Board of Trustees and the Executive Committee are carried out;
- B. Have general supervision and direction of the other officers and staff of the Society and shall see that their duties are properly performed;
- C. Submit a report of the operations of the Society for each year to the Members at the Annual Meeting;
- D. Be ex officio a member of all standing committees, except the Nominating Committee;
- E. Have the general duties and powers of supervision and management usually vested in the office of a President of a scholarly organization. The President shall be a member of and preside over the meetings of the Executive Committee of the Board of Trustees and shall appoint annually the members of standing and ad hoc committees.

Section 6. Vice President. The Vice President shall:

- A. Perform the duties of the President in the absence or inability to serve of the President;
- B. Perform such other duties as the Board of Trustees or the Executive Committee may request.

Section 7. Treasurer. The Treasurer shall keep the Seal of the Society and when authorized by the Board of Trustees or the Executive Committee shall sign and affix the Seal to any instrument requiring it. The Treasurer shall have the custody of the funds and securities of the Society and shall cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Society, and shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the Society in such depositories as may be designated by the Board of Trustees or the Executive Committee. The Treasurer shall disburse or cause to be disbursed the funds of the Society as may be ordered by the Board of Trustees, or the Executive Committee, taking proper vouchers for the disbursements, and shall render to the



President, the Board and the Executive Committee, at meetings and whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the society, provided that routine transactions may be delegated to the Staff. The Treasurer shall perform such other duties as the Board of Trustees or the Executive Committee may from time to time prescribe or require. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in the sum and with the surety or sureties as the Board of Trustees shall determine. The Treasurer shall also serve as Chairperson of the Nominating Committee.

Section 8. Secretary. The Secretary shall record all proceedings of the Members, Trustee, Executive Committee and other meetings of the Society. In the absence of the Secretary from any meeting, the Treasurer, or, in the absence of the Treasurer, an assistant secretary, or if there is none or he/she is absent, a temporary secretary chosen at the meeting, shall record the proceedings thereof.

Section 9. General Counsel. The President, subject to the approval of the Executive Committee, shall have authority to name a person to serve as General Counsel to the Society. The term of the General Counsel shall not extend beyond the first Annual Meeting of the Society held subsequent to his or her appointment. The General Counsel may, however, be reappointed. The General Counsel shall not, ex officio, serve as either a Trustee or member of the Executive Committee.

Section 10. Removal. Any officer may be removed by a two-thirds vote of the Board of Trustees whenever in its judgment the removal would serve the best interests of the Society.

## Article IX

### Executive Trustee

Section 1. Selection. An Executive Trustee may be appointed and employed by the Board of Trustees or by the Executive Committee. The Executive Trustee may receive compensation for such individual service as determined by the Board of Trustees or the Executive Committee.

Section 2. Powers. The Executive Trustee shall have the active superintendence of all of the activities of the Society and the care and management of everything belonging to the Society subject to such regulations as the Board of Trustees or the Executive Committee may prescribe, and such direction as the President may give. The Executive Trustee shall:

- A. Cause to be prepared and kept proper catalogs and lists and shall acknowledge the receipt of all donations to the Society;
- B. Expend on the purchase of historic articles, and for their safekeeping and preservation such sums of money as shall be appropriated from time to time for that purpose;
- C. Submit to the Board of Trustees and the Executive Committee each year a full report on the condition and progress of his or her responsibilities;

- D. Have the power to select, employ, supervise and when necessary discharge staff members authorized by the Board of Trustees or the Executive Committee;
- E. Engage outside consultants where desirable to carry out the purposes of the Society and when authorized by the Board of Trustees or the Executive Committee.

The Executive Trustee shall be present at all meetings of the Board of Trustees and the Executive Committee (except when in Executive Session), but shall not be entitled to vote. The Executive Trustee shall serve as an ex officio member of all Standing Committees except the Nominating Committee.

## Article X

### Standing Committees Section

1. Nominating Committee. The Nominating Committee, if the Board of Trustees should choose to create one, shall consist of not less than three and not more than five Members of the Society, including the Treasurer of the Society, who shall be its chairperson. It shall prepare a list of persons to be nominated for election as Trustees under Article VI, Section 2D, and shall submit the list to the membership at the Annual Meeting. The Nominating Committee also shall prepare a list of persons to be nominated as Officers under Article VIII, Section 1, for election by the Board of Trustees pursuant to Article VIII, Section 2. Excepting the Chairperson of this Committee, who shall be the Treasurer, the other members shall not be officers.

Section 2. Acquisitions Committee. The Acquisitions Committee, if the Board of Trustees should choose to create one, shall take the chief responsibility for the development of the Society's collections and for locating and securing important collections and museum items, consistent with the established collecting policies of the Society.

Section 3. Membership Committee. The Membership Committee, if the Board of Trustees should choose to create one, shall be vested with the responsibility of recruiting and recommending new members, and suggesting and organizing activities for the membership.

Section 4. Publications Committee. The Publications Committee, if the Board of Trustees should choose to create one, shall have the responsibility for the Journal of the Federal Circuit Historical Society and other publications of the Society in furtherance of the mission of the Society to preserve and disseminate information relating to the history and role of the U.S. Court of Appeals for the Federal Circuit and its predecessor courts. The chair of the Publications Committee shall be the Editor-in-Chief of the Journal.

Section 5. Projects Committee. The Projects Committee shall have approval and supervision of all historical and educational projects conducted in the name of, at the direction of, or with other support of the Society including, but not limited to, the oral history project and sponsored research, other than publications prepared under the direction of the Publications Committee.

Section 6. Budget and Finance Committee. The Budget and Finance Committee, if the Board of Trustees should choose to create one, shall prepare and report to the Board of Trustees

at the Annual Meeting of the Trustees a Budget showing the amounts and purposes of the anticipated receipts and expenditures of the Society for the ensuing year. The Treasurer shall be the Chairperson of this committee.

Section 7. Special Gifts Committee. The Special Gifts Committee, if the Board of Trustees should choose to create one, shall be vested with the responsibility of securing general and special purpose contributions to the Society.

Section 8. Program Committee. The Program Committee, if the Board of Trustees should choose to create one, shall plan and coordinate programs for the Society which shall be designed to advance the purposes of the Society and maintain its prominence, either alone or in cooperation with others.

## Article XI

### Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Trustees may authorize any officer or agent of the Society, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by any officers or agents of the Society and in any manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of a determination by the Board of Trustees, the instruments shall be signed by the treasurer and countersigned by the President of the Society.

Section 3. Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in any banks, trust companies or other depositories as the Board of Trustees may select.

Section 4. Gifts. The Board of Trustees may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.

## Article XII

### Books and Records

The Society shall keep correct and complete books and records of account.

## Article XIII

### Fiscal Year

The fiscal year of the Society shall be determined by the Board of Trustees.

#### Article XIV

##### Waiver of Notice

Whenever any notice is required to be given under the provisions of the Washington, D.C. Non-Profit Corporation Act, as amended, or under the provisions of the Articles of Incorporation or the By-laws of the Society, a waiver of the notice in writing signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall suffice.

#### Article XV

##### Gifts in Kind Section

1. Gifts and Bequests. Gifts and bequests to the Society of books, manuscripts, prints, paintings and other objects of historical interest and value may be accepted by the Society in accordance with the policies from time to time established by the Acquisitions Committee with the express understanding, stated in an accompanying deed of gift, that such gifts and bequests may, if necessary or desirable, be disposed of by sale or exchange, the proceeds of which are to be used only for the benefit of the Society's collections.

Section 2. Restrictions and Requirements. Gifts and bequests, not absolute, but made with any restriction or limitation, shall be accepted only after formal action by the Board of Trustees or the Executive Committee.

Section 3. Appraisal. No employee of the Society shall appraise any gift in kind to the Society.

#### Article XVI

##### Amendments

These By-laws may be amended, in whole or in part, by the Board of Trustees at any regular meeting or at any special meeting of the Board of Trustees, by a three-fourths vote of those present, provided that those present constitute a quorum and further provided that notice of the meeting shall give notice of the proposed repeal, alteration or amendment of the By-laws as a purpose of the meeting. Any amendment shall be consistent with the objects and purposes for which the Society is formed and subject to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

#### Article XVII

##### Indemnification

The Society shall indemnify all officers and Trustees of the Society to the full extent permitted by the Washington, D.C. Non-Profit Corporation Act, as amended, and shall be entitled to purchase insurance for such indemnification of officers and Trustees as determined from time to time by the Board of Trustees of the Society.