

**AMENDED AND RESTATED BYLAWS OF
THE U.S. DISTRICT COURT OF OREGON
HISTORICAL SOCIETY**

An Oregon Nonprofit Corporation

Last Revised June 20, 2018

The board of directors of the U.S. District Court of Oregon Historical Society (the “Society”) hereby adopts the following as its amended and restated bylaws.

ARTICLE I
MEMBERS

Section 1. DESIGNATION AND ADMISSION.

(a) The board shall, by resolution, set the Society’s membership dues from time to time. The board may set different dues based on professional background; however, the Society has only one class of voting members. Membership is open to any natural person upon payment of required dues. Membership is effective upon the Society’s receipt of required dues.

(b) The board may create a non-paying level of membership, available to newly admitted members of the District Court of Oregon bar. To the extent such memberships are authorized, membership is effective upon receipt of a membership application.

Section 2. TRANSFER AND TERMINATION. Memberships are not transferable. Lifetime memberships terminate only upon the death, resignation, or removal of the member. All other memberships terminate upon the earlier of: (i) one year after the beginning of such membership, or (ii) the death, resignation, or removal of the member.

Section 3. ANNUAL AND SPECIAL MEETINGS OF MEMBERS.

(a) The Society shall hold an annual meeting to elect directors and transact such other business as may come before the meeting. The annual meeting shall take place in October or November of each year at a location to be determined by the board of directors. Special meetings of members may be held at any time and place upon call of the President or any three directors.

(b) At any meeting the vote of a majority of members present in person or by proxy shall decide any question unless a greater proportion is required by law. The President shall preside at members' meetings. In the absence of the President, the Vice President shall preside at members' meetings.

ARTICLE II DIRECTORS

Section 1. POWERS. The affairs of the Society shall be managed by a board of directors, who shall exercise or direct the exercise of all corporate powers. The board may hire and compensate such employees or independent contractors as it deems appropriate.

Section 2. ELECTION, QUALIFICATION, AND TENURE OF DIRECTORS.

(a) The directors shall be chosen as permitted by the Articles of Incorporation and these bylaws. Directors shall hold office until qualified successors are elected and accept office. Directors shall serve without compensation. There shall be no limit on the number of terms elected directors may serve.

(b) The members shall elect directors at the annual meeting of members. The board of directors shall, by resolution, establish a nominating committee and prescribe procedures to ensure that such committee formulates a slate of nominees to fill each vacancy to be voted upon at the annual meeting. Membership on the nominating committee is not restricted to directors or members of the Society.

Section 3. NUMBER OF VOTING DIRECTORS. The board of directors shall, by resolution, set the number of directors, provided that the total number of voting directors must be no fewer than 15 and no more than 24.

Section 4. TERM OF OFFICE. A director shall hold office for two years. No decrease in the number of directors shall shorten the term of any incumbent director.

Section 5. EX-OFFICIO DIRECTORS. In addition to voting directors, the following may serve as ex-officio, non-voting directors:

(a) The Chief Judge of the United States District Court for the District of Oregon, or their designee.

(b) The Chief Justice of the Oregon Supreme Court, or their designee.

(c) The president of the Oregon State Bar, or their designee.

(d) The Executive Director of the Oregon Historical Society, or their designee.

(e) Unless serving as a voting director, any judge of the Ninth Circuit Court of Appeals who normally sits in Oregon and any district judge, magistrate judge, or bankruptcy judge of the United States District Court for the District of Oregon who informs the President that he or she wishes to serve as an ex-officio director.

Section 6. VACANCIES.

(a) A vacancy in the board of directors exists: (i) on the death, resignation, disqualification, or removal of any director, or (ii) if the total number of voting directors is less than the number of directors authorized under the provisions of section 3 of this article. The remaining members of the board of directors may fill a vacancy by a majority vote of those in office. A director so elected shall hold office until the next annual meeting of members.

(b) A vacancy of an ex-officio director exists as follows. If a person is serving as an ex-officio director because of the office held as identified in section 5 of this article, the vacancy occurs when that person no longer holds that office. If a person is serving as an ex officio director because he or she is designated by a person holding an office identified in section 5 of this article, a vacancy exists when the person designating that director changes the designee or leaves office.

Section 7. MEETINGS OF DIRECTORS.

(a) Regular meetings of the board of directors shall be held at such time and place as may be designated by the board of directors.

(b) An annual meeting of the board of directors shall take place concurrently with the annual meeting of members.

(c) Special meetings of the board for any purpose may be called at any time by the President, the Vice President, or any three directors.

Section 8. QUORUM AND VOTE. Unless a greater number is required by law, at any board of directors meeting, one third of the voting directors shall constitute a quorum. Directors serving ex-officio pursuant to section 5 of this article are not counted in calculating a quorum. The vote of a majority of voting directors present in person or in real time by telephonic, videoconference, or electronic means shall decide any question unless a greater proportion is required by law. The President shall preside at director meetings. In the absence of the President, the Vice President shall preside.

ARTICLE III
OFFICERS

Section 1. DESIGNATION, ELECTION, AND QUALIFICATION.

(a) The officers shall be a President, Vice President, Secretary, Treasurer, and such other officers as the board of directors shall from time to time appoint. The President, Vice President, Secretary and Treasurer shall be directors. The officers shall be elected by and hold office at the pleasure of the board of directors.

(b) A vacancy in any office shall be filled in the manner prescribed in the bylaws for regular appointments to such office.

Section 2. TERM OF OFFICE.

(a) The term of office of each officer shall be one year. Any officer may serve for an unlimited number of terms. Officers shall serve without compensation.

(b) Any officer may be removed, either with or without cause, by action of the board of directors.

(c) Any officer may resign at any time by giving written notice to the board of directors, the President, or the Secretary. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein if such later time is accepted by the board.

Section 3. PRESIDENT. The President shall be the chief executive officer of the Society and shall be subject to the control of the board of directors, have general supervision, direction and control of the business and affairs of the Society, shall have the general powers and duties of management usually vested in the office of the president of a nonprofit corporation, and shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

Section 4. VICE PRESIDENT. The Vice President shall perform such duties as the board of directors shall prescribe. In the absence or disability of the President, his or her duties and powers shall be performed and exercised by the Vice President.

Section 5. SECRETARY.

(a) The Secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may order, the records pertaining to corporate business, including a book of minutes of all meetings of directors and of members, but excluding the financial and historical records. The minutes shall show the time and place of the meeting, whether it was regular or special, and, if special, how authorized, the notice given, the names of those present at directors' meetings, and the proceedings thereof.

(b) The Secretary shall give or cause to be given such notice of the meetings of the board of directors as is required by the bylaws. He or she shall keep the seal of the Society and affix it to all documents required by law, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or bylaws.

Section 6. TREASURER. The Treasurer shall be the chief financial and accounting officer. The Treasurer shall receive, record, and be custodian of all the moneys of the Society, deposit the same in banks to be designated by the board of directors, pay the obligations of the Society, maintain suitable books of account, make an annual report of the financial operations and condition of the Society, and perform such other duties as may be prescribed by the board of directors or bylaws.

ARTICLE IV
EXECUTIVE AND OTHER COMMITTEES

Subject to law, including ORS 65.354, the board of directors may appoint an executive committee and such other committees as may be necessary from time to time, consisting of such number of directors and having such powers as it may designate. During the interval between meetings of the board, the executive committee may exercise such authority in the management of the Society as the board shall delegate.

ARTICLE V
NOTICE AND VOTING MATTERS

Section 1. **GENERAL.** Except where a greater requirement is imposed by law, all notices and voting required or permitted by these bylaws may be done electronically through the use of email, websites, video conferencing, or other computerized methods of communication. Notice given by electronic means shall be effective at the time it is sent.

Section 2. **NOTICE TO MEMBERS.** Unless more notice is required by law, the Society shall send notice of the time and place of any member meeting to all paid members. Such notice must be sent not fewer than seven (7) days before the meeting, except that if notice is sent by U.S. mail, it shall be sent no fewer than 30 and no more than 90 days before the meeting.

Section 3. **ACTION BY WRITTEN BALLOT OF MEMBERS.** Any action which may be taken at any meeting of members may be taken without a meeting, and instead by written ballot, provided that the action is done in compliance with ORS 65.222 as it may be amended from time to time.

Section 4. **MEETING AND ACTION BY DIRECTORS.** The board of directors may meet and act in any way permitted by ORS 65.337, as it may be amended from time to time.

Section 5. **ACTION BY DIRECTORS WITHOUT A MEETING.** The board of directors may take action without a meeting pursuant to either of the following procedures:

(a) The board may take action in compliance with ORS 65.341 as it may be amended from time to time.

(b) The president may propose one or more action by sending a written statement to all directors, which statement must: (i) set forth each proposed action, (ii) provide an opportunity for each director to vote for or against each proposed action, and (iii) specify a reasonable time by which a vote must be received by the secretary in order to be counted (which time may be extended by the president, at his or her discretion). Any action proposed under the provisions of this subsection may only be approved by an affirmative vote of at least two thirds of the total number of voting directors. Failure to obtain approval via this procedure does not preclude a director from bringing the same proposed action before the board at a subsequent time.

Section 6. NOTICE TO DIRECTORS. Unless more notice is required by law or elsewhere in these bylaws, regular meetings of the board of directors may be held without notice of the date, time, place or purpose of the meeting.

ARTICLE VI
GENERAL PROVISIONS

Section 1. AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION.

(a) Except as otherwise provided by law, the board of directors may amend or repeal these bylaws or adopt new bylaws by majority vote at any meeting of the directors.

(b) Whenever an amendment or new bylaw is adopted, it shall be copied in the minute book with the original bylaw in the appropriate place. If any bylaw is repealed, the minute book shall state the fact of repeal and the date and place on which the repeal occurred.

(c) To the maximum extent permitted by law, the board of directors may amend, restate, repeal, or adopt new articles of incorporation.

Section 2. WAIVER OF NOTICE. Whenever any notice to any director is required, a waiver of notice in writing signed at any time by the director shall be equivalent to the giving of the notice.

These restated bylaws supersede and replace all previous bylaws and amendments to all previous bylaws. These restated bylaws were duly adopted by the board of directors on the 20th day of June, 2018.

/s/ Joan Hilsenteger
Secretary pro tem