

BYLAWS
OF
MINNESOTA SUPREME COURT HISTORICAL SOCIETY, INC.

HISTORY OF ADOPTION AND AMENDMENT:

ORIGINALLY ADOPTED ON February 26, 2008

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OF
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ARTICLE I.

Purpose

Section 1.01 General Purpose. Subject to the requirements of the Articles of Incorporation of the Society and within the scope of the charitable purpose therein stated, the general purpose of the corporation shall be the discovery, collection and preservation of any and all materials which may help to establish or illustrate the history of the Minnesota judicial system, with particular emphasis on the Supreme Court of Minnesota and its justices.

Section 1.02 Plan of Operation. The plan of operation of the corporation shall be as follows: to provide for the preservation, housing and accessibility, as far as possible, of historical documents and artifacts relating to the courts and judicial system; to disseminate historical information and arouse interest in the past through museums and museum exhibits, through operating historic sites, by holding regular and special meetings with addresses, lectures, papers and discussion; by publishing historical materials and preparing the history of the Minnesota Supreme Court and its subordinate courts.

ARTICLE II.

Members

Section 2.01 Members. The corporation shall not have any members as defined in Minn. Stat. §317A.011, subd. 12 and §317A.401. Notwithstanding the foregoing, the Board of Directors of the corporation may from time to time create various classes of "members" based upon specified levels of affiliation and contribution to the corporation, and may refer to such persons or donors as "members", but such "members" shall not be legal members of the corporation nor shall they have any voting privileges or other governance rights with respect to the corporation.

ARTICLE III.

Board of Directors

Section 3.01 General Powers. The general management of the corporation shall be vested in the Board of Directors, which shall pass upon the acceptance of all gifts, grants, devises, or bequests and shall determine the activities, programs, or projects to be financed or administered by the corporation. The Board of Directors may, from time to time, delegate such authority and responsibility as it may determine to one or more committees or officers.

Section 3.02 Qualifications. All directors shall be dues paying members of the corporation.

Section 3.03 Number and Election. The Board of Directors shall consist of not less than five (5) persons elected by the affirmative vote of a majority of the directors then in office. Directors shall serve without compensation.

Section 3.04 Term of Office. Except for directors elected to fill vacancies on the Board, each director shall be elected for a term of three years that begins on January 1st. The terms shall be staggered so approximately one-third of the directors are elected each year. The initial term of each director shall be as provided by the Incorporator of the corporation. A director elected to fill a vacancy on the Board shall hold office for the unexpired term. Except for the Chair, immediate Past-Chair, and directors elected in 2008 or 2009 to serve staggered terms, no director who has already served as a director for six consecutive years shall be eligible for reelection until twelve months have elapsed since the director's last term of office. The Chair and the immediate Past-Chair shall each automatically be a member of the Board of Directors during his or her term of office, even if he or she has completed six consecutive years as a director prior to assuming the office. Each director shall hold office until his or her successor has been elected and qualified, or until his or her death, resignation, or removal as hereinafter provided.

Section 3.05 Board Vacancies. If a director attends less than one-half of the regular Board meetings during a calendar year, that director's seat on the Board may be declared vacant, and a replacement may be elected. A vacancy on the Board of Directors may be filled by the affirmative vote of a majority of the directors then in office.

Section 3.06 Removal of Directors. Any director may be removed, with or without cause, at any time by an affirmative vote of a majority of the other directors. No director shall be removed from office unless the notice of the annual meeting or special meeting of the Board at which removal is to be considered states such purpose. When a director has been removed, a new director may be elected by the affirmative vote of a majority of the directors then in office.

Section 3.07 Resignation of Directors. Any director may resign at any time by delivering a written resignation to the Chair or to the Secretary of the corporation. The resignation of any director shall take effect at the time, if any, specified therein, or if no time is specified therein, immediately upon receipt by the officer of this corporation to whom it is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.08 Ex Officio Director. The person holding the office of Chief Justice of the Minnesota Supreme Court shall automatically be an ex officio member of the Board of Directors, with such ex officio membership being coterminous with that person's term as Chief Justice.

ARTICLE IV.
Meetings of the Board of Directors

Section 4.01 Place of Meetings. The Board of Directors may hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine; and the Board may delegate to its Chair the power to designate the place of meetings.

Section 4.02 Annual Meeting. The annual meeting of the Board of Directors shall be held each year for the purpose of electing the officers of the corporation and for the transaction of such other business as shall come before the meeting. Notice of such meeting shall be given as provided in Section 4.05, unless excused in accordance with Section 4.06.

Section 4.03 Regular Meetings. Regular meetings of the Board of Directors may be held from time to time at such time and place as the Board may determine by resolution; however, the Board may delegate to its Chair the power to set the meeting dates and times.

Section 4.04 Special Meetings. Special meetings of the Board of Directors may be called at any time, for any purpose, by the Chair and shall be called by the Chair at the written request of not less than three (3) directors. A meeting called at the request of the directors shall be held not less than five (5) days nor more than ten (10) days after the Chair receives the directors' written request that it be held if notice is given by mail. The meeting shall be held not less than 24 hours later if notice is given in person or by telephone. Should the Chair fail, within one day after the date on which the directors' written request is received, to call a special meeting by giving or causing to be given notice thereof, the directors requesting that the meeting be held may fix the time and place of the meeting and give notice thereof in the manner specified in Section 4.05 hereof. Business at a special meeting shall be limited to the matters specified in the call of the meeting.

Section 4.05 Notice of Meetings. Notice of every annual, regular and special meeting of the Board shall be mailed to each director, addressed to him or her at his or her residence or usual place of business, at least five (5) days and no more than forty (40) days before the day on which the meeting is to be held, or be delivered to him or her personally, or by telephone, or by any other form of electronic communication consented to by the director, not later than twenty-four (24) hours before the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purposes thereof except as otherwise expressly required by the laws of the State of Minnesota, the Articles of Incorporation, or these Bylaws.

Section 4.06 Notices Excused. Notice of any meeting of the Board of Directors need not be given to any director who shall be present at such meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the directors of the corporation then in office shall be present at the meeting or waive such notice in writing before, at, or after such meeting. Appearance at a meeting is deemed a waiver of notice unless it is solely for the purpose of asserting the illegality of the meeting.

Section 4.07 Quorum. Except as otherwise provided by statute or by these Bylaws, one-third of the total number of directors shall be required to constitute a quorum for the

transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.08 Voting. Each director shall have one vote. There shall be no cumulative voting. Directors may vote by voice or by ballot.

Section 4.09 Proxies. No proxies are permitted at meetings of the Board of Directors.

Section 4.10 Adjournment. When a meeting of the Board is adjourned to another time or place, notice of the adjourned meeting need not be given other than by an announcement at the meeting at which adjournment is taken.

Section 4.11 Electronic Meetings. A conference among directors, or among members of any committee designated by the Board, by any means of communication through which the participants may simultaneously hear each other during the conference constitutes a meeting of the Board or such committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A director may participate in any meeting of the Board or the Executive Committee, and a member (whether or not a director) of any other committee designated by the Board may participate in any meeting of that committee, by any means of communication through which the director, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in such a meeting by that means constitutes presence in person at the meeting.

Section 4.12 Action Without a Meeting. Any action that could be taken at a meeting of the Board or the Executive Committee may be taken without a meeting when authorized in writing signed by the number of directors that would be required to take the action at a meeting of the Board of Directors or Executive Committee at which all directors or members were present. If less than all the directors or members sign a written action, all directors or members must be notified immediately of its text and effective date.

ARTICLE V.

Officers

Section 5.01 Designation. The officers of the corporation shall be the Chair, immediate Past-Chair, Vice Chair, Secretary, Treasurer, and such other officers as may be determined by the Board of Directors. A person may hold more than one office at the same time.

Section 5.02 Election and Term of Office. The officers shall be elected by the Board of Directors at the annual meeting of the Board in each calendar year, except that the Treasurer shall be elected for a three year term. Any officer so elected shall hold office until the annual meeting of the Board of Directors in the next calendar year and until the election and qualification of his or her successor, except in cases of resignation or removal.

Section 5.03 Qualifications. All officers must be directors of the corporation.

Section 5.04 Resignation. Any officer of this corporation may resign at any time by giving written notice to the Board of Directors, or to the Chair or to the Secretary of the corporation. The resignation of any officer shall take effect at the time, if any, specified therein, or if no time is specified therein, immediately upon receipt by the officer of the corporation to whom it is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.05 Removal. An officer may be removed, with or without cause, by majority vote of the Board of Directors present at a regular or special meeting at which a quorum is present.

Section 5.06 Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed by Section 5.02 of these Bylaws for election to such office.

Section 5.07 Chair. The Chair shall be the chief officer of the corporation and shall preside at all meetings of the Board of Directors and of the Executive Committee. The Chair shall have and exercise general charge and supervision over the affairs of the corporation and shall duly perform such other duties as may be assigned by the Board of Directors. The Chair shall be a member of the Executive Committee and an ex officio member of all other committees.

Section 5.08 Immediate Past-Chair. The immediate Past-Chair shall perform such duties as may be assigned to him or her by the Board of Directors.

Section 5.09 Vice Chair. The Vice Chair shall have the duty of presiding over meetings in the absence of the Chair and shall perform such other duties as may be assigned to him or her by the Board of Directors. Absent unforeseen circumstances, the position of Vice-Chair shall be presumed to be the officers' track to become Chair the following term.

Section 5.10 Secretary. The Secretary shall have charge and custody of the records of the corporation, and in general shall perform all the duties incident to the office of secretary, subject to the control of the Board of Directors, and shall perform such other duties as may be assigned to him or her by the Board of Directors. Absent unforeseen circumstances, the position of Secretary shall be presumed to be the officers' track to become Vice-Chair the following term.

Section 5.11 Treasurer. The Treasurer shall be responsible for all funds, property and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors, and shall in general perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors.

Section 5.12 Other Officers, Agents and Employees. This corporation may have such other officers, agents and employees as may be determined necessary by the Board of Directors. Such other officers, agents and employees shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

ARTICLE VI.
Executive Committee and Other Committees

Section 6.01 Number, Qualifications, Term of Office. The Chair, the Vice Chair, the Secretary, the Treasurer, the immediate Past-Chair and such other members of the Board of Directors as appointed by the Chair shall constitute an Executive Committee. All members of the Executive Committee must be directors of the corporation. When a member of the Executive Committee ceases to be a director of the corporation, such person shall automatically cease to be a member of the Executive Committee.

Section 6.02 Powers. The Executive Committee shall at all times be subject to the control and direction of the Board of Directors. The Executive Committee shall have all the powers and authority of the Board of Directors in the management of the business of the corporation in the interval between meetings of the Board of Directors, except the Executive Committee shall have no authority:

- (1) to elect directors;
- (2) to elect officers;
- (3) to amend the Articles of Incorporation or Bylaws of this corporation;
- (4) to dissolve the corporation; or
- (5) to act with respect to any other matters specifically reserved by the Board of Directors for itself.

Section 6.03 Meetings. If an Executive Committee is established, it shall hold such regular or other periodic meetings, at such times and places, and upon such notice, if any, as may from time to time be fixed by resolution adopted by a majority of the members of the Executive Committee. In addition, special meetings of the Executive Committee shall be held whenever called by the Chair or by one other member of the Executive Committee, upon the same notice as provided for in Section 4.05 hereof, unless excused in accordance with Section 4.06 hereof.

Section 6.04 Quorum. A majority of the total number of members of the Executive Committee (but not less than three) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee.

Section 6.05 Other Committees. The Board of Directors may designate other committees, either standing or ad hoc committees, to oversee the activities of the corporation. Committee members do not have to be Directors; but the Chair of each Committee must be a Director.

ARTICLE VII.
Financial Matters

Section 7.01 Books and Records. The Board of Directors of the corporation shall cause to be kept:

- (1) records of all proceedings of the Board of Directors and the Executive Committee; and
- (2) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 7.02 Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of the corporation originals or copies of:

- (1) records of all proceedings of the Board of Directors and the Executive Committee; and
- (2) all financial statements and tax returns of the corporation; and
- (3) the Articles of Incorporation and Bylaws of the corporation, and all amendments and restatements thereof.

Section 7.03 Accounting System and Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for the corporation. The Board of Directors shall cause the books and records of the corporation to be audited at such times as it determines reasonable and proper, and may retain such person or firm for such purposes as it may deem appropriate.

Section 7.04 Fiscal Year. The fiscal year of the corporation shall be as determined from time to time by the Board of Directors; provided, however, that until such time as the Board may direct otherwise, the corporation's fiscal year shall be the calendar year.

Section 7.05 Checks, Drafts and Other Matters. All checks, drafts or other orders for the payment of money and all notes, bonds, or other evidences of indebtedness issued in the name of this corporation shall be signed by such officer or officers, agent or agents, employee or employees of the corporation and in such manner as may from time to time be determined by resolution of the Board of Directors.

Section 7.06 Authority to Borrow, Encumber Assets. No director, officer, agent, or employee of the corporation shall have the power or authority to borrow on its behalf, to pledge its credit, or to mortgage or pledge its property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. The authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

ARTICLE VIII.
Indemnification and Insurance

Section 8.01 General. The corporation shall indemnify its officers, directors, committee members, employees, and agents in the manner set forth in Minnesota Statutes Section 317A.521, provided the corporation has made such determination or determinations, if any, as it may reasonably require to establish that the standards set forth in Minnesota Statutes Section 317A.521, subd. 2, have been met. In addition, the corporation may, in the sole discretion of its Board of Directors, indemnify such persons or any other person under such circumstances or different circumstances as the Board shall deem appropriate as long as the Board reasonably believes such indemnification to be in the best interests of the corporation.

Section 8.02 Advancement of Expenses. If a person is made or threatened to be made a party to a civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the corporation, the person is entitled, upon written request to the corporation, to payment or reimbursement by the corporation of reasonable expenses, including attorneys' fees and disbursements, incurred by the person in advance of the final disposition of the proceeding. Prior to any payment or reimbursement, the corporation shall receive a written affirmation by the person of a good faith belief that the criteria for indemnification described in Section 8.01 above have been satisfied and a written undertaking by the person to repay the amounts paid or reimbursed by the corporation if it is determined that the criteria for indemnification have not been satisfied; and the corporation shall make a determination that the facts then known to those making the determination would not preclude indemnification under this section. The written undertaking is an unlimited general obligation of the person making it but need not be secured and must be accepted without reference to a financial ability to make the repayment.

Section 8.03 Rights not Exclusive. The indemnification provided by this article shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Nothing contained in this article shall affect any rights to indemnification to which the corporation's personnel, other than directors and officers, may be entitled by contract or otherwise under law.

Section 8.04 Insurance. The corporation may buy and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity.

ARTICLE IX.
Miscellaneous

Section 9.01 Principal Office. The principal office of the corporation, at which the general business of the corporation shall be transacted and at which the general records of the corporation shall be kept, shall be in St. Paul, Minnesota, or at such other place in the State of Minnesota as the Board of Directors may, from time to time, designate.

Section 9.02 Corporate Seal. The corporation shall have no corporate seal.

Section 9.03 Amendments. The Bylaws may be amended at any time or from time to time by affirmative vote of a majority of the directors if notice of the proposed amendment has been given to all directors at least ten (10) days before the (i) date of the meeting at which the amendment is discussed or (ii) the effective date of any written action approving the amendment.