

BY-LAWS
of the

UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF CALIFORNIA
HISTORICAL SOCIETY

A Nonprofit Public Benefit Corporation

ARTICLE I: Purposes and Limitations

Section 1

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law exclusively for educational purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

Section 2: Specific Purposes.

Within the context of the general purpose stated above, this corporation shall:

(1) preserve the history of the United States District Court for the Eastern District of California (hereinafter the “Court”), through the taking of oral histories, and the preservation of documents, papers, photographs, and artifacts of judges, lawyers and lay people who have played significant roles in the court’s history; and (2) publish via print and electronic media articles, newsletters, books and other materials on topics of historical significance to the Court.

Section 3: Limitations.

Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that

are not in furtherance of the purposes of this corporation and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE II: Members

Section 1: Classes of Members.

The corporation shall have a class or classes of membership as may be provided for by the Board. Any such class of membership shall not have any voting rights and shall not be "members" within the meaning of the California Nonprofit Corporation Law.

Section 2. Termination of Membership.

If a class or classes of membership is established by the Board, then:

(a) a member may resign his or her membership at any time by notifying the secretary of the Board;

(b) by a majority vote of the Board at a meeting duly held or as

otherwise provided by law, the directors of this corporation may terminate the membership of any member who shall be in default in the payment of dues for the period fixed in Article X of these by-laws; and

(c) all rights of membership cease upon the member's death or dissolution.

Section 3. Assignment of Membership.

Memberships in this corporation, or any rights arising therefrom, are not transferable or assignable.

Section 4: Meetings of Members.

_____The Board may provide for meetings of members. If a meeting is called, it shall be noticed and held in the manner determined by the Board.

Section 5: Annual Dues.

The Board may determine from time to time the amount of annual dues payable to this corporation by the members of each class.

Section 6: Payment of Dues, Default and Termination.

Dues shall be payable when an individual or company enrolls for membership and in advance of the first day of January each calendar year thereafter. At the discretion of and as prescribed by the Board, dues of new members may be prorated. Failure to pay annual dues within sixty (60) days after they are due will result in a termination of the membership.

ARTICLE III: Board of Directors

Section 1: General Powers.

Subject to applicable law and any limitation in the articles and bylaws of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors (the "Board"). The Board may delegate the management of this corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2: Number of Directors.

The Board shall consist of not less than five (5) nor more than fifteen (15) directors. The exact authorized number of directors shall be fixed from time to time, within the limits specified in this section or in the articles of incorporation, by the Board. Subject to the foregoing provisions for changing the authorized number of directors, the initial authorized number of directors of this corporation shall be ten (10).

At no time shall more than 40% of the directors of the Board be Judges or employees of the Court.

Section 3: Qualification.

Not more than forty-nine per cent (49%) of the persons serving on the Board may be "interested persons," as defined by Section 525 of the Nonprofit Public Benefit Corporation Law or section thereto.

Section 4: Selection.

Except as provided below, the directors shall be elected at a regular annual meeting of the directors or in any other manner authorized by law and specified by the Board.

The Chief Judge of the Eastern District of California, or his/her designee, and Clerk of the Court of the Eastern District of California, or his/her designee, shall serve as directors of the Board. A designee of either the Chief Judge or the Clerk of the Court serves as director at the pleasure of the designating official, and may be replaced at any time by that official with or without cause.

Section 5. Term.:

_____ Except for those directors specifically identified in Section 4 above, each director is elected to serve for three years. The terms of the initial directors shall be staggered so that the terms of three directors shall end at the annual meeting of the Board to be held in 2002, the terms of three directors shall end at the annual meeting of the Board to be held in 2003, and the terms of four directors shall end at the annual meeting of the Board to be held in 2004. Each director, including a director elected to fill a vacancy, shall hold office until his or her successor is elected, except as otherwise provided by law. There is no limit to the number of terms that a director can serve.

Section 6: Regular Meetings.

Except as otherwise provided below, the Board may fix by resolution the time and place, either within or without the State of California, for the holding, without other notice than such resolution, of regular meetings of the Board, including the regular annual meeting of the Board. Notice of any change in the time or place of regular meetings shall be given to all of the directors in the same manner as notice for special

meetings of the Board.

The Board shall conduct regular semi-annual meetings. At such regular semi-annual meetings the Board shall define projects that the corporation shall strive to complete, consistent with its specific purposes, before the next regular semi-annual meeting. The Board shall also receive reports, if any, on past projects undertaken at the direction of the Board.

Section 7: Special Meetings.

Special meetings of the Board for any purpose or purposes may be called by the president, or if the president is absent or refuses to act, by any vice president (if the Board shall have created such office or offices), or by any two (2) directors.

Section 8: Notice.

Special meetings of the Board shall be held after providing reasonable notice to each director.

Section 9: Quorum and Adjournment.

Three directors shall constitute a quorum for the transaction of business at any meeting of the Board. A majority of the directors present, whether or not a quorum is present, may adjourn the meeting for twenty-four (24) hours or less without further notice. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 10: Manner of Acting.

The act of a majority of the directors present at a meeting duly held at which a

quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least as many directors as is required to act on behalf of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communication equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting in such a manner constitutes presence in person at such meeting.

Section 11: Action Without Meeting of the Board.

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action.

Section 12: Compensation.

Directors as such shall not receive any compensation for their services.

Section 13: No Interest in Assets.

No director shall possess any property right in or to the property of this corporation. In the event this corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the directors shall dispose of the remaining property in accordance with the articles incorporation.

Section 14: Resignation.

Any director may resign effective upon giving written notice to the secretary of the Board, unless the notice specifies a later time for the effectiveness of such

resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. However, except upon notice to the State's Attorney General, no director may resign if this corporation would then be left without a duly elected director in charge of its affairs.

ARTICLE IV: Officers

Section 1: Officers.

The officers of this corporation shall be a president, one or more vice presidents, a secretary, a treasurer and such other officers with such titles and duties as shall be determined by the Board. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the president.

Section 2: Selection and Term of Office.

The Chief Judge of the Eastern District of California, or his or her designee, shall serve as President. The Clerk of the Court of the Eastern District of California, or his or her designee, shall serve as Treasurer. All other officers of this corporation shall be chosen by the Board for such term as the Board may specify and shall serve at the pleasure of the Board.

Section 3. Removal.

Any officer selected by the Board may be removed by the Board whenever in its judgment the best interests of this corporation would be served thereby.

Section 4: Resignation.

Any officer may resign at any time upon written notice to this corporation without prejudice to the rights, if any, of this corporation under any contract to which the

officer is a party.

Section 5: Vacancies.

Except for the office of President and Treasurer, a vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board.

Section 6. President.

The president shall, if present, preside at all meetings of the Board and at meetings of the members of this corporation, if any, and shall exercise and perform such powers and duties as from time to time may be assigned to him or her by the Board or prescribed by these by-laws. Subject to such powers and duties, if any, as may be prescribed by these by-laws or the Board, the President shall be the principal executive officer of this corporation and shall, subject to the control of the Board, have general supervision, direction and control of the business and officers of this corporation. He or she shall have all of the powers and shall perform all of the duties which are ordinarily inherent in the office of the president, and he or she shall have such further powers and shall perform such further duties as may be prescribed for him or her by the Board.

Section 7: Vice Presidents.

In the absence or disability or refusal to act of the president, the vice presidents in order of their rank as fixed by the Board or, if not ranked, the vice president designated by the president or the Board, shall perform all of the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or these by-laws.

Section 8. Treasurer.

The treasurer shall be the chief financial officer of this corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of this corporation. He or she shall receive and deposit all moneys and other valuables belonging to this corporation in the name and to the credit of this corporation and shall disburse the same only in such manner as the Board or the appropriate officers of this corporation may from time to time determine and shall render to the president or the Board, whenever they request it, an account of all his or her transactions as treasurer and of the financial condition of this corporation. He or she shall have all of the powers and perform all of the duties incident to the office of treasurer, and shall have such further powers and shall have such further duties as may be prescribed by the Board.

Section 9: Secretary.

The secretary shall keep or cause to be kept at the principal executive office of this corporation or such other place as the Board may order, a book of minutes of all proceedings of the Board, with the time and place of meeting, whether regular or special, and if special how authorized, the notice thereof given, and the names of those present. The secretary or, if he or she is absent or unable or refuses to act, any other officer of this corporation, shall give or cause to be given notice of all the meetings of the Board required by these by-laws or by statute to be given, and he or she shall keep the seal of

this corporation, if any, in safe custody. He or she shall have all of the powers and perform all of the duties incident to the office of secretary, and he or she shall have such further power and shall perform such further duties as may be prescribed by the Board.

ARTICLE V: Committees

The Board may create one or more committees, each consisting of at least two (2) directors and as many members as the Board may designate, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the directors or, if authorized by the Board, by the president. Any such committees shall report to the Board and will have limited authority as prescribed by the Board, except that such committees shall have no authority to:

- (a) Approve of any action for which the law requires approval of the Board;
- (b) Fill vacancies on the Board or on any committee;
- (c) Fix compensation of the directors for serving on the Board or on any committee;
- (d) Amend or repeal the by-laws or adopt new by-laws;
- (e) Amend or repeal a resolution of the Board;
- (f) Appoint committees of the Board or the members thereof;
- (g) Expend corporate funds; or
- (h) Approve of any self-dealing transaction as defined by California law, except as provided by law.

ARTICLE VI: Miscellaneous

Section 1: Contracts.

The Board may authorize any two (2) officers or agents of this corporation 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 this corporation any such authority may be general or confined to specific instances.

Section 2: Checks, Drafts and Notes.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of this corporation shall only be signed by an officer of this corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 3: Deposits.

All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board may select.

Section 4: Donations.

Any officer of this corporation is authorized to accept donations which support the specific purposes of this corporation as set forth in the articles of incorporation of this corporation whether such donation is for a specific project or projects or is for the general support of this corporation's program.

Section 5: Books and Records

This corporation shall keep the original or a copy of its articles of incorporation and by-laws as amended to date at its principal office, which shall be at the United States Courthouse, Suite 400, "I" Street, City and County of Sacramento, State of California. This corporation shall also keep adequate and correct books and records of account and

shall keep minutes of the proceedings of its Board and committees of the Board. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of this corporation.

Section 6: Annual Reports

The Board shall cause to be prepared one hundred twenty (120) days after the close of this corporation's fiscal year, for their own use and for what further use the Board may duly authorize, a report containing in appropriate detail the following information:

- (a) The assets and liabilities, including the trust funds, of this corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and
- (d) The expenses or disbursements of this corporation, for both general and general and restricted purposes during the fiscal year.

The report required by this section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without audit from the

books and records of this corporation.

Section 7: Indemnification of Directors, Officers, Employees and Other Agents

This corporation shall, to the maximum extent permitted by law, indemnify each of its present or former directors, officers, employees or other agents (hereinafter referred to as "Agents") against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding (hereinafter "proceeding" includes any threatened proceeding) arising by reason of the fact that any such person is or was an Agent of this corporation; provided that the Board determines that such Agent was acting in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes action brought by or in the right of this corporation and certain actions alleging self-dealing or a breach of any duty relating to assets held in charitable trust.

If, because of the nature of the proceeding, this corporation is prohibited by the Law from indemnifying its Agent against judgments, fines, settlements and other amounts, this corporation shall nevertheless indemnify each of its Agents against expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding arising by reason of the fact that any such person is or was an Agent of this corporation; provided that the Board determines that such Agent was acting in good faith and in a manner such person believed to be in the best interests of this

corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph.

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this article or by law.

The Board may authorize this corporation to purchase and maintain insurance on behalf of any Agent against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such whether or not this corporation would have the power to indemnify such person against such liability.

This article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an Agent of this corporation. Nothing contained in this article shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

Section 8: Corporate Loans, Guarantees, and Advances

Except as provided by the law, this corporation shall not make any loan of money property to or guarantee the obligation of any director or officer.

Section 9: Amendments to Bylaws

New bylaws may be adopted or these bylaws may be amended or repealed by the approval of the Board. A copy of the proposed amendment or new bylaws shall be included in the notice of meeting given to each director.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the Secretary of United States District Court for the Eastern District of California Historical Society, a California nonprofit corporation, and that the above bylaws, consisting of fourteen pages, are the bylaws of this corporation as adopted at a special meeting of the members on February 23, 2001.
