

BYLAWS OF
THE COURT OF APPEALS FOR VETERANS CLAIMS
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 Court of Appeals for Veterans Claims Historical Society," hereinafter referred to as the "Society."
- Section 2. *Offices of the Corporation.* The Society may establish offices in such 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.

Article II

Purposes & Mission

- Section 1. *Purposes.* The purposes of the Society are those stated in Article III of the Articles of Incorporation.
- Section 2. *Mission.* The Court of Appeals for Veterans Claims Historical Society was established in 2016 and is devoted to the purposes of collecting, preserving, and expanding public awareness of the rich history of the U.S. Court of Appeals for Veterans Claims: a history that includes playing a pivotal role in the resolution of veterans' claims. The Society, a private non-profit organization, accomplishes its mission by conducting educational programs aimed at practitioners, scholars, historians, and the general public. The Society furthers its purposes by supporting research, preserving artifacts, and publishing materials, both electronic and in print, that increase public awareness of the contributions the Court has made to our nation's veterans. Support of the Society's programs comes through contributions from its members and gifts and grants from individuals, foundations, corporations, and law firms.

Article III

Membership

- Section 1. *Members.* Membership in the Society shall be open to individuals 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 the Founding Members listed in Section 3, 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: Student members shall be enrolled in a law school accredited by the American Bar Association and shall be entitled to all the benefits of Annual 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.

Section 3. *Founding Members.* The following individuals are recognized as the Society's Founding Members for their contributions toward the formation and initial organization of the Society:

Judge Margaret Bartley
Judge Robert Davis
Judge William Greene, Jr.
Judge William Moorman
Judge Mary Schoelen
Lindlee Baker
Glenn Bergmann
Linda Blauhut
Gregory Block
Cynthia Brandon-Arnold
Kenneth Carpenter
Robert Chisholm
Connor Curran
Richard Daley
Angela Drake
Anna-Lisa Evans
Allison Fentress
Jonathan Gaffney
Brad Hennings
Glenda Herl
Dayna Ingrassia
Alice Kerns
David Myers
Jane Nichols

Elizabeth Pesin
Diane Rauber
James Ridgway
Scott Shoreman
Ronald Smith
Zachary Stolz
Charles Teague
Anna Whited

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.*

- A. *Proxies.* 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. Proxies shall be in writing and on a form approved by the Executive Committee.
- B. *Ballots.* Any action that may be taken at a meeting of the members may be taken without a meeting if the organization delivers a ballot to every member entitled to vote on a matter. The ballot must be in the form of a record.

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 announcement of the results of 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 or ballot vote of the Society shall be one-tenth of the voting Members of the Society. For the purposes of a quorum for any meeting, members shall be present in person, via teleconference or videoconference, or represented by 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, Secretary, or officers of the Society. In the case of a special meeting or when required by statute or by these Bylaws, other than the Annual Meeting, 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 Member 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.

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 1, below;
- B. One representative of the United States Court of Appeals for Veterans Claims as designated by the Chief Judge;
- C. The immediate past president of the Society;
- D. Five 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, judicial museum administration, archives, or other related interpretive activities. 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, Court Executives, Senior Staff Attorneys, and Presidents of the Court of Appeals for Veterans Claims 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.

The Librarian of the U.S. Court of Appeals for Veterans Claims shall serve ex officio as an Honorary Trustee.

- 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 plurality vote of the Annual Members via ballot sent out by mail or email in advance of the Annual Meeting held in accordance with Article V. They shall serve for a term of up to three years, specified at the time of election, 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 Trustees for their service as such Trustees.
- 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 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.* 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, to included electronic mail. 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 for Veterans Claims, and in connection therewith, solicit and receive donations.
- F. Subject to the provisions of Article VII, establish such ad hoc committees, not specifically provided for in these Bylaws, 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, unless reauthorized;
- 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; and
- H. 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 Bylaws.
- 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, 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 Bylaws, 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, to include electronic mail. 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 Annual Members via mail or email ballots prior to the Annual Meeting held in accordance with Article V.
- Section 3. *Terms of Office.* Officers shall serve for a period of two years, unless a shorter time is specified in their election. 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 Board of Trustees 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; and
 - 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; and
- 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

Section 1. *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 2. *Budget and Finance Committee.* The Budget and Finance Committee 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 3. *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 Annual Members 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 4. *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 5. *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 6. *Publications Committee.* The Publications Committee, if the Board of Trustees should choose to create one, shall have the responsibility for the publications of the Society in furtherance of the mission of the Society as set forth in Article II. The chair of the Publications Committee shall be the Editor-in-Chief of the Society's publications.
- 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 Bylaws, 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 of 2010, as amended, under the provisions of the Articles of Incorporation, or the Bylaws 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

- 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 Bylaws 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 Bylaws 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, as amended.

Article XVII Indemnification

The Society shall indemnify all officers and Trustees of the Society to the full extent permitted by the District of Columbia Nonprofit Corporation Act of 2010, 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.