

Minutes
Meeting of Directors and Officers
Association of the Bar of the U.S. Court of Appeals for the Eighth
Circuit
February 26, 2004
Conference Call—Originating at office of President Layton

In attendance by conference call: James Layton
Eric Magnuson
Craig Eichstadt
Krista Kester
Douglas Bahr
Leigh Chiles
Margaret Callahan
Barry Pickens
Thomas Sullivan
Robert Herman
Thomas Weaver

Absent: David Herr
Diane Kutzko
Thomas Keiklak
Lajuana Counts
Robert Rossiter
Mark Marshall

The meeting was convened at 9:05 am CST by President James Layton. The following items were discussed:

The minutes of the last meeting were approved as presented by Secretary Craig Eichstadt, upon a motion by Krista Kester, seconded by Tom Weaver, passed unanimously.

Krista Kester presented the Treasurer's report. The latest report has been sent to all board members by e-mail. Krista reported that we have \$2,175.00 for 2003 dues, \$105.00 for 2004 dues in addition to that shown on the report sent to the board members. There have been a couple of membership applications received in the last day or two.

Leigh Chiles reported that she and Krista Kester talked about renewal notices for 2004 memberships. Krista and Leigh could not recall a cutoff date for memberships, that is, whether some joining late in the year would be billed immediately for dues or if they would not be asked to renew until later. A discussion ensued of when dues would be assessed—do we ask for calendar year dues or do we base it on some other time period? Leigh Chiles said she would send out the membership list by District and send the members from each District to the individual district directors. Margaret Callahan quoted the March, 2003 minutes to the effect that membership year is July 1 to June 30. Therefore, we should not send out renewal notices until a little closer to July 1.

Tom Sullivan will present to the board on the subject of programs at the next board meeting.

Margaret Callahan reported on behalf of the publications committee. She said that the latest newsletter will be out in April. Board members should tell Margaret about any matters that they want included in this newsletter.

Tom Weaver told the board that the University of Arkansas, Little Rock Law School would be willing to host and update the Association's web page. A law librarian and web design professional would be provided to do the necessary tasks. Krista Kester asked whether the Association should stand on its own or if it was acceptable for it to be under an organization such as the law

school. We would need a motion to accept the offer of UALR if we decide to do so.

Eric Magnuson explained how the web page works now. The most time consuming part is updating. The technical side is easy. The management is more demanding. The Board needs to decide what it will do. We would need a motion. The bids we have received thus far are in the neighborhood of \$25.00 per month. There will be further inquiries made. This issue will be on the agenda for the next meeting. The issue is: Do we accept the offer of UALR, or go somewhere on our own.

Krista Kester pointed out that we have a couple of issues to deal with for filing of our 501(c)(3) application. We will need to take action on the Association budget and we also need to address the nature of the association and its purposes. There will need to be motions on these at our March meeting.

The next subject was amendment to the Association's bylaws. The final bylaws as amended are attached. Barry Pickens sent out a final copy as well as a red line copy to each board member. Eric Magnuson presented the proposed amendments, as follows: (Where it says "The Board should adopt," this means the change suggested by the bylaw committee.)

1. The name of the Association: The Board should adopt the name "Eighth Circuit Bar Association" as the informal name for our association.

2. For Article III, the membership reference to publications should be deleted. Failure to pay timely dues as grounds for termination should be amended. Meetings of members (section 4.3 required by Missouri law.) E-mail has been added as an additional means of notice to members.

3. Board membership has been re-stated in § 5.4

4. Rotation of Board members starts in December, 2005, according to § 5.6. There is flexibility to select different times to elect officers. The rotation cannot begin until December, 2005 under Missouri law, because we cannot limit the original three year terms of the current directors, unless these directors resign. This means that we can begin the rotation in December 2005, as everybody now on the Board has a term expiring at the end of that month.

5. The mandatory removal of board members who miss 3 meetings should be removed.

6. Article 6 creates the office of President elect. It also eliminates two positions: Administrative Officer and Editor(s). Krista Kester inquired about this office. Eric Magnuson responded that we can use another officer. Krista then asked about an “escape clause” whereby we can make someone other than the President Elect the President. Barry Pickens pointed out that the Board can remove any officer at any time without cause, so the Board can address this situation if it comes up.

7. Section 8.3 provides for advisory committees.

8. Article 15 provides that notice can be given by mail, e-mail, or fax. It also makes the addresses of board members on file with the Association presumptively valid.

9. There was discussion of whether a six month period of non-payment of dues should be sufficient to drop a member. The general consensus was that this is appropriate.

10. There was general agreement that the liaison committee need not be composed entirely of directors. This is fine under Missouri law.

11. Jim Layton asked about appointments to committees. The bylaws provide for the President to do so, and there was consensus that this is appropriate.

12. There was discussion of section 5.13, second sentence, dealing with board membership being an honor. Since we are deleting the “three absences and you are out” clause, perhaps it should be placed elsewhere. Barry Pickens suggested we just eliminate the clause, and there was general agreement on this.

13. Margaret Callahan discussed § 5.4. She suggests that it read “The Board of Directors shall consist of ... (a., b., c., and d.)” and elections will be held in accordance with §§ 5.5 and 5.6. We could then remove “at each annual meeting.” Tom Sullivan suggested that attendance and removal of directors can be handled by policy and does not need to be in the bylaws.

MOTION by Doug Bahr, Seconded by Tom Weaver, that the bylaw amendments as suggested by the committee and discussed above be adopted, as follows: Leave § 3.5(c) in, but delete “annual;” Start § 5.4 “The Board of Directors shall consist of;” further amend 5.4 as indicated in the attached final copy; Keep “more” in § 8.2; take out second sentence of § 5.13; Amend § 5.11 as indicated in attached final copy. **MOTION PASSED UNANIMOUSLY.**

Eric Magnuson expressed his gratitude to Chris Becker and Barry Pickens for their contribution to revising the

bylaws. Chris particularly has labored long and hard to keep these bylaws legal under Missouri law.

The next board meeting will be on Tuesday, March 23 at 2:00 pm CST. The main topics of discussion will be the 501(c)(3) application and the nature and time of the annual meeting. Leigh Chiles agreed to set up the call.

The meeting was adjourned at 11:02 am

Respectfully Submitted,

Craig M. Eichstadt
Secretary
Eighth Circuit Bar Association

**AMENDED AND RESTATED
BYLAWS**

of

**THE ASSOCIATION OF THE BAR OF THE
UNITED STATES COURT OF APPEALS FOR THE EIGHTH CIRCUIT**

Article I. Name, Organization and Location

Section 1.1. Name. The name of this corporation is The Association of the Bar of the United States Court of Appeals for the Eighth Circuit. Its publications may informally refer to it as “The Eighth Circuit Bar Association.”

Section 1.2. Organization. The corporation is organized under the Missouri Nonprofit Corporation Act (the “Act”).

Section 1.3. Offices. The corporation may have one (1) or more offices within or without the state of Missouri as the Board of Directors may from time to time determine.

Article II. Purposes

Section 2.1. Purposes. The purposes of the corporation shall be to:

(a) Improve and facilitate the administration of justice in the federal courts within the geographic area of the United States Court of Appeals for the Eighth Circuit;

(b) Raise the standards of proficiency and integrity in federal practice;

(c) Work with the trial and appellate courts within the geographic area of the United States Court of Appeals for the Eighth Circuit to develop and implement effective, efficient, and uniform rules of practice and procedure; and

(d) Assist, as requested by the judiciary of the United States Court of Appeals for the Eighth Circuit, in holding the Eighth Circuit Judicial Conference, in proposing qualified persons for membership on the statutory Attorney Advisory Committee, and aiding in other ways as may be requested.

Section 2.2. Political and Legislative Activity. No substantial part of the activities of the corporation shall consist of the participation or intervention in a political campaign on behalf of any candidate for public office; of attempting to influence the general public or segments thereof with respect to legislative matters, elections or referendums; nor of a direct attempt to influence legislation.

Article III. Membership

Section 3.1. Members. The corporation shall have three (3) classes of members:

(a) Judicial Associates, which shall include the Justice of the Supreme Court of the United States assigned from time to time to the United States Court of Appeals for the Eighth Circuit, and the Judges of the United States Court of Appeals for the Eighth Circuit, and Judges of the District, Bankruptcy, and Magistrate Courts within the geographic area of the United States Court of Appeals for the Eighth Circuit;

(b) Judicial Law Clerk Associates, which shall include all persons serving as judicial law clerks to each of the Judicial Associates mentioned in subsection (a) above; and

(c) Regular Members, which shall include all persons who are admitted to practice before the United States Court of Appeals for the Eighth Circuit.

Section 3.2. Application for Membership. Any person who qualifies as a member according to the criteria set forth in Section 3.1 above may submit to the corporation an application for membership in the form prescribed by the Board of

Directors. The Board of Directors may require the applicant to furnish additional information and may otherwise inquire into his or her qualifications. Upon review of the application, the applicant shall be admitted as a member of the corporation. The Board of Directors may reject an application if it contains a willful and material misstatement by the applicant.

Section 3.3. Dues. A Regular Member of the corporation shall pay dues in the amount prescribed by the Board of Directors. Judicial Associates and Law Clerk Associates shall not be required to pay dues.

Section 3.4. Voting Rights. No member shall have any right to vote on any matter.

Section 3.5. Termination of Membership. The Board of Directors, in its discretion, has the right and power to terminate a member where:

- (a) the member no longer qualifies as a member under these Bylaws or any amendments thereto;
- (b) the member made a willful and material misstatement in his or her application for membership; or
- (c) the member has failed to timely pay dues, and such failure has continued for six (6) months.

Before a member may be terminated, at least fifteen (15) days' written notice must be given to the member specifying the reasons for the termination, and that member must be given the opportunity to be heard before the Board of Directors at the Board of Directors' next regular meeting following notice, but in any event at least five (5) days before the effective date of the termination.

Article IV. Meetings of Members

Section 4.1. Meetings. The corporation may, but is not required to, hold regular or special meetings of the members as the Board of Directors may prescribe.

Section 4.2. Meeting Programs. The program at any meeting of members shall be supervised by the Board of Directors. Reasonable notice of the program shall be given to the members.

Section 4.3. Notice of Meetings. Annual meetings of the members may be held upon no less than ten (10) days' but no more than sixty (60) days' notice to each member. Except as otherwise required by Section 355.251 of the Act, neither the business to be transacted nor the purpose of any meeting of the members need be specified in the notice of such meeting.

Article V. Board of Directors

Section 5.1. Management. The property, business and affairs of the corporation shall be controlled and managed by a Board of Directors.

Section 5.2. Powers and Functions. The Board of Directors shall formulate policy for and shall administer the affairs of the corporation. It shall have all the powers necessary or incidental to performing those functions.

Section 5.3. Eligibility. Any member of the corporation is eligible for election to the Board of Directors.

Section 5.4. Number and Composition. The Board of Directors shall consist of:

(a) one member from each federal judicial district within the geographic area of the United States Court of Appeals for the Eighth Circuit (each, a “District Director”);

(b) three members elected at large from the membership (each, an “At-Large Director”);

(c) the President, President-Elect, Secretary and Treasurer of the corporation, if not otherwise a director; and

(d) the immediate past president of the corporation, if not otherwise a director,

for a total of eighteen (18) director positions. The number of directors may be changed from time to time by amendment to these Bylaws, but shall not be less than three (3).

Section 5.5. Election. Except for the President, President-Elect, Secretary, Treasurer, and past President, each of whom shall become and remain members of the Board of Directors by virtue of their offices, the election of directors, as required to fill vacancies due to expiration of terms, shall occur at the annual meeting of the Board of Directors. Directors to be so elected shall be elected by the affirmative vote of directors present at a meeting. Any director may nominate a candidate to fill a vacancy.

Section 5.6. Term. The thirteen (13) elected directors will be divided into three separate groups composed initially of one group of four directors, a second group of four directors, and a third group of five directors. Each group shall contain one At-Large Director. Beginning at the annual meeting in December 2005, directors of the first group shall serve for an initial term of three years, directors of the second group shall serve for an initial term of two years, and directors of the third group shall serve for an initial term of one year. Thereafter, directors of each group shall serve for a term of three years. Directors of the appropriate group (i.e., whose term has expired) shall, except as hereinafter or otherwise provided for in filling vacancies, be elected at the annual meeting of the Board of Directors and shall hold office from the following January 1 until their respective successors take office or until such director’s earlier resignation or removal.

Section 5.7. Meetings of the Board. The annual meeting of the Board of Directors, and all other regular or special meetings, shall be held at any place within or without the State of Missouri, as may be designated by the Board of Directors. Unless otherwise scheduled by the Board of Directors or the Executive Committee, the annual meeting of the Board of Directors shall be held in December of each year, on a specific date to be determined by the Board of Directors. If a quorum cannot then be assembled, said meeting shall be adjourned until a quorum is present. Regular meetings of the Board of Directors shall be held as frequently at such time and place as may from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be held at any time upon call of the President or at the request of three (3) or more members of the Board of Directors.

Section 5.8. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice. Special meetings of the Board of Directors may be held upon two (2) days' notice to each director. Except as otherwise required by Section 5.12, Section 16.1 or the Act, neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of such meeting.

Section 5.9. Waiver of Notice. Attendance of a director at any meeting shall constitute a waiver of notice, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5.10. Quorum. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business.

Section 5.11. Voting. Each director shall be entitled to cast one (1) vote. The act of a majority of the directors present at a meeting at which a quorum is present shall constitute the act of the Board of Directors.

Section 5.12. Removal. At any annual meeting or regular meeting, or at any special meeting called expressly for such purpose, any member of the Board of Directors may be removed, without cause, by a vote of not less than two-thirds of the Board of Directors.

Section 5.13. Resignation. A director may resign at any time by delivering written notice of such resignation to the Board of Directors.

Section 5.14. Vacancies. Whenever any vacancy on the Board of Directors occurs due to death, resignation, removal or otherwise, a majority of the remaining directors, even if less than a quorum, may appoint a successor to serve for the unexpired term of the director whose place is vacant.

Section 5.15. Participation by Communications Equipment. The Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear

each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 5.16. Action by Written Consent. Any action which is required to be or may be taken at a meeting of the directors, or of the Executive Committee or any other committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the Board of Directors or of the committee as the case may be. The consents shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committees as the case may be.

Article VI. The Officers

Section 6.1. Officers. The officers of the corporation shall be a President, a President-Elect, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time elect. Each officer must be a member of the corporation, but need not be a director prior to selection as an officer.

Section 6.2. Election. The President-Elect, Secretary and Treasurer shall be elected annually by the Board of Directors at its annual meeting. At the annual meeting, the person holding the office of President-Elect shall become the President. Such officers shall hold office at the pleasure of the Board of Directors and until their successors are chosen and are qualified. Such officers shall serve for a term of one (1) year which begins on the following January 1. The officers may not serve consecutive terms in the same officer position. The officers may be elected from any area within the geographic boundaries of the United States Court of Appeals for the Eighth Circuit. A failure to elect annually a President, a President-Elect, Treasurer, Secretary or other officers or agents shall not dissolve the corporation.

Section 6.3. Resignation. An officer may resign at any time by delivering written notice of such resignation to the Board of Directors.

Section 6.4. Vacancies. If the office of President, President-Elect, Secretary or Treasurer becomes vacant, the Board of Directors shall act immediately to appoint a successor to serve for the unexpired term of the officer whose place is vacant.

Section 6.5. Removal. Any officer may be removed at any time without cause by the Board of Directors.

Article VII. Duties of Officers

Section 7.1. President. The President shall preside at all meetings of the Board of Directors and shall have general supervision of the business and finances of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the directors to delegate any specific powers to any other officer or officers of the corporation except such as may be by statute exclusively conferred upon the President.

Section 7.2. Secretary. The Secretary shall:

- (a) act as clerk at all meetings of the Board of Directors and record all votes and the respective minutes of all proceedings in a minute book to be kept for that purpose;
- (b) receive, certify, and publish nominations of officers and directors, and supervise their election;
- (c) receive and keep as the property of the corporation all records, papers, addresses and reports to the corporation or the Board of Directors;
- (d) give notice, when notice is required to be given, to the Board of Directors, or the members of the corporation; and
- (e) perform such other duties as may be prescribed from time to time by the Board of Directors or the President.

Section 7.3. President-Elect. The President-Elect shall perform such duties as may be prescribed from time to time by the Board of Directors or the President, and, in the absence of the President, shall perform the duties of the President.

Section 7.4. Treasurer. The Treasurer shall have custody of the corporate funds and shall keep accurate accounts of receipts and disbursements in books to be maintained by him for such purpose; the Treasurer shall deposit all monies and other valuable effects of the corporation in the name and to the credit of the corporation in depositories designated by the Board of Directors or the Executive Committee. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors or the Executive Committee and shall render to the President, Board of Directors and Executive Committee at regular or special meetings thereof, an accounting of all the transactions conducted by the Treasurer and of the financial condition of the corporation. The Treasurer shall submit a proposed budget annually in September.

Article VIII. Committees

Section 8.1. Executive Committee. The Board of Directors, by vote of a majority of the entire Board, may provide for an Executive Committee of three (3) or more directors. If provision be made for an Executive Committee, the Board of Directors shall elect the members thereof to serve during the pleasure of the Board, and may designate one (1) of such members to act as Chairman. Vacancies in the Committee shall be filled by the Board of Directors. During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation, to the extent authorized by resolution adopted by a majority of the entire Board of Directors. The Executive Committee shall keep a full and fair record of its transactions. All actions shall be reported to the Board of Directors at its meeting next succeeding such action, and shall be subject to revision and alteration by the Board of Directors, provided that no rights of third persons shall be affected by any such revision

or alteration. A majority of the Executive Committee shall be necessary and sufficient to constitute a quorum. The Executive Committee may determine its rules of procedure and the notice to be given of its meetings.

Section 8.2. Other Committees of the Board. The Board of Directors, by resolution, may provide for such standing or special committees of two (2) or more directors as it deems desirable to carry on the work of the corporation and to promote its purposes, and the Board may discontinue such committee at its pleasure. Each such committee shall possess and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation, to the extent authorized by resolution adopted by a majority of the entire Board of Directors. Except as otherwise directed by the Board of Directors, the President shall appoint the Chairman of all standing and special committees from among the directors of this corporation; and appoint the members of each committee, who need not be directors of this corporation. If the Chairman or a member of a committee resigns, dies or becomes ineligible, the President shall appoint a successor.

Section 8.3. Advisory Committees. The Board of Directors, by resolution, may provide for such advisory committees of two (2) or more persons as it deems desirable to carry on the work of the corporation and to promote its purposes, and the Board may discontinue such committee at its pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors, but such committee shall not have the authority of power to bind the corporation. Except as otherwise directed by the Board of Directors, the President shall appoint the Chairman of all standing and special committees and appoint the members of each committee, who need not be directors of this corporation. If the Chairman or a member of a committee resigns, dies or becomes ineligible, the President shall appoint a successor.

Article IX. Finances

Section 9.1. Authority to Incur Expense. The Board of Directors shall formulate and administer corporation policy respecting authorized expenditures and procedures for reimbursement. The Treasurer has the authority to approve non-recurring expenditures of \$1,000 or less. Approval of a majority of the Executive Committee is required for expenditures between \$1,000 and \$5,000. Approval of a majority of the Board of Directors is required for any expenditure greater than \$5,000 and for the commitment of the corporation to sponsor any function.

Section 9.2. Payment of Authorized Expenses. The Treasurer may pay only authorized expenses that are within budget appropriation.

Section 9.3. Financial Liability. The financial liability of the corporation to any committee is limited to the funds credited to it on the financial record of the corporation and the liability ceases upon the Treasurer's payment of that amount. If a committee, or one of its members, incurs a liability that is greater than the funds so credited, the liability is the obligation of each person responsible for incurring or authorizing the liability.

Section 9.4. Insurance Coverage. The corporation may carry such insurance, both liability and property, as the Board of Directors deems appropriate.

Article X. Reports and Recommendations

Section 10.1. Approval of Reports and Recommendations. A report or recommendation of a committee becomes the action of the corporation only so far as it is approved by the Board of Directors.

Section 10.2. Distribution of Reports. A report or recommendation of a committee may not be released to the public before consideration by the Board of Directors.

Section 10.3. Restrictive Statement. Before approval by the Board of Directors, any material containing a report, recommendation, or proposal must prominently state at the outset that it represents the opinion of the committee making the report rather than the position of the corporation.

Article XI. Representation of the Corporation

Section 11.1. Representation. The President, or a person expressly designated by the President, shall express the policy of the corporation as determined by the Board of Directors. No other member, agent or employee of the corporation may represent the corporation or committee before a legislative body, court, or governmental agency, unless specifically authorized by the Board of Directors. No statement or policy of the corporation shall represent any opinion or view of the United States Court of Appeals for the Eighth Circuit.

Section 11.2. Personal Views of Members. Any member who, when making a public utterance, is identified as having an official connection with the corporation or one of its committees, shall, if the policy of the corporation on the subject matter of the utterance has been determined by the Board of Directors, fairly state that policy and, if such member expresses views at variance with it, clearly identify the variance as the personal views of the member only. If there has not been, or if the member has no knowledge of, any such policy determination, the member shall nevertheless identify the member's utterances as the member's personal views.

Article XII. Emolument

Section 12.1. Emolument. The directors, the officers, and committee members shall not receive compensation for their service, except the Editor who may be paid a stipend at the discretion of the Board. Their reasonable expenses directly incident to the carrying out of their duties may be reimbursed.

Article XIII. Indemnification

Section 13.1. Indemnification. The corporation shall indemnify to the full extent authorized or permitted by the laws of the State of Missouri as now in effect or as

hereafter amended, all directors, officers, committee members, employees, and agents of the corporation, and the heirs and legal representatives of such persons, insofar as any such director, officer, employee, committee member, or agent, or his or her estate, is made, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, committee member, employee, or agent of the corporation or serves any other enterprise as such at the request of the corporation. The foregoing right of indemnification shall not be deemed exclusive or any other rights to which such person may be entitled.

Section 13.2. Insurance. The Board of Directors may authorize the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, employee, or agent of the corporation or is or was serving at the request of the corporation, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her position.

Article XIV. Fiscal Year

Section 14.1. Fiscal Year. The fiscal year of the corporation shall be January 1 through December 31.

Article XV. Notice

Section 15.1. Notice. Notice under these Bylaws means written notice transmitted either by United States mail, with first class postage affixed, registered mail, certified mail, or by electronic or facsimile transmission, to the address for each person entitled to notice that is contained in the records of the Association. Electronic or facsimile notice is effective upon transmission. Notice sent by United States mail, with first class postage affixed, is effective five (5) days after its deposit in the United States mail, as evidenced by the postmark. Notice sent by registered or certified mail, return receipt requested, is effective on the date shown on the return receipt.

Article XVI. Amendment

Section 16.1. Amendment. These Bylaws may be amended at any regular or special meeting of the Board of Directors, by the affirmative vote of a majority of the directors then in office, provided that the corporation provides notice, in accordance with these Bylaws, of any meeting of directors at which an amendment is to be approved. The notice shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Unless otherwise provided, an amendment is effective upon the adjournment of the meeting at which it is adopted.

Section 16.2. Correction. Upon the adoption of an amendment to the Bylaws, the Secretary may correct punctuation, grammar, or numbering where appropriate in the Bylaws, if such correction does not alter the meaning of the amendment.

Secretary

Dated: February ____, 2004