

MINUTES
Minnesota Supreme Court Historical Society
Initial Meeting of the Board of Directors
February 26, 2008

The following Board members were present: Honorable G. Barry Anderson, Honorable Paul H. Anderson, Honorable Russell A. Anderson, Bruce A. Beneke, Thomas H. Boyd, Wilbur W. Fluegel, Thomas S. Fraser, Dean Jon M. Garon, Honorable Samuel Hanson, Douglas R. Heidenreich, Bruce Jones, John D. Kelly, Patrick J. Kelly, William M. Hart, David F. Herr, Honorable Harriet Lansing, Donald M. Lewis, Katherine A. McBride, Honorable Helen M. Meyer, Mark B. Rotenberg, Allen I. Sacks, James S. Simonson, and John M. Stuart. The following Advisors were also in attendance: Barbara L. Golden, Jeffrey G. Shorba, and John Kostouros.

Justice Paul Anderson provided welcoming comments and initiated introductions among Board and Advisors.

Justice Paul Anderson presented the following resolution regarding the actions of the incorporators for consideration by the Board of Directors:

RESOLVED that all actions of the incorporator as disclosed by the Articles of Incorporation and Written Action of Incorporator or upon the public records be, and the same hereby are, in all things ratified, confirmed and adopted as the acts and deeds of the corporation.

The resolution was moved for adoption by Douglas Heidenreich and seconded by Justice Meyer.

Following discussion, the resolution passed unanimously.

Justice Paul Anderson presented the following resolution regarding the proposed bylaws for consideration by the Board of Directors:

RESOLVED that the bylaws presented to and reviewed by the directors and incorporated herein by reference be, and the same hereby are, adopted as the bylaws of the corporation, and the secretary is hereby directed to file them in the minute books of the corporation and to authenticate them by certificate.

The resolution was moved for adoption by James Simonson and seconded by Patrick Kelly. Following discussion, the resolution passed unanimously.

Justice Paul Anderson next presented the nomination of Justice Hanson for the office of Chair. There being no other nominations, the nominations were closed. Justice Paul Anderson asked the Board to consider making Justice Hanson's nomination a white ballot and proceed with the election based thereon. Upon motion by Dean Jon Garon and second by William Hart, Justice Hanson was elected Chair unanimously.

Justice Paul Anderson then recognized Justice Hanson as Chair.

Justice Hanson presented the nomination of Thomas Boyd for the office of Vice Chair. There being no other nominations made, the nominations were closed. Upon motion by Allen Saeks and second by Judge Lansing, Mr. Boyd was elected Vice Chair unanimously.

Justice Hanson presented the nomination of the Honorable Esther M. Tomljanovich for the office of Secretary. There being no other nominations made, the nominations were closed. Upon motion by Judge Lansing and second by Justice G. Barry Anderson, Justice Tomljanovich was elected Secretary unanimously.

Justice Hanson presented the nomination of David Herr for the office of Treasurer. There being no other nominations made, the nominations were closed. Upon motion by Justice G. Barry Anderson and second by Judge Lansing, Mr. Herr was elected Treasurer unanimously.

Justice Hanson presented the following resolution regarding the proposed tax exempt status for the organization:

RESOLVED that the officers be, and they hereby are, authorized to cause the corporation to apply for tax-exempt status with the United States and the State of Minnesota.

The resolution was moved and seconded. Following an opportunity for discussion, the resolution passed unanimously.

Justice Hanson presented the following resolution regarding the establishment of banking accounts for the organization:

RESOLVED that the officers be, and they hereby are, authorized to open bank accounts for the corporation at U.S. Bank National Association, Minnesota.

The resolution moved by Justice G. Barry Anderson and seconded by Bruce Jones. Following discussion, the resolution passed unanimously.

Mr. Herr made the following motion to authorize the duly elected officers to deposit funds, execute drafts, and otherwise give instructions regarding the bank accounts for the organization:

RESOLVED that Sam Hanson, Chair; Thomas H. Boyd, Vice-Chair; Esther M. Tomljanovich, Secretary; and David F. Herr, Treasurer have been authorized by all required corporate action to:

1. Deposit funds of the Corporation the name of the Corporation with U.S. Bank, N.A. (the "Bank"), subject to the present and future rules and regulations of the Bank;
2. Execute checks, drafts, bills of exchange, acceptances, and other instruments and orders for the payment of money on behalf of the Corporation for the withdrawal of the Corporation's funds so deposited, including those checks and other instruments or orders for the payment of money drawn to the individual order of any such officer and/or person signing the same, without further inquiry or regard to the authority of said officer or the use of said checks or other instruments or orders for the payment of money, or the proceeds thereof; and
3. Give instructions with respect to the account(s) of the Corporation and to enter into agreements relating to the account(s) of the Corporation on behalf of the Corporation upon such terms and conditions as they may deem appropriate.

The resolution, having been moved by Mr. Herr, was seconded by Douglas Heidenreich.

Following discussion, the resolution passed unanimously.

Justice Hanson presented the following resolution for consideration by the Board relating to the handling of organizational expenses for the organization:

RESOLVED that the Chair and Treasurer hereby are authorized and directed to pay all United States and State of Minnesota fees incidental to and necessary for the organization of the corporation and application for federal and state tax exemption.

The resolution was moved by Donald Lewis and seconded by Bruce Jones. Following discussion, the motion passed unanimously.

Justice Hanson lead a discussion regarding the scheduling of future Board meetings. The original proposal of scheduling the Board meetings on the third Thursday of the month on a quarterly basis presented scheduling problems for some of the members of the Board. Accordingly, it was generally agreed that the Chair would consider scheduling the meetings on the third Wednesday or fourth Thursday of the month on a quarterly basis, and will notify the Board members of the schedule.

Justice Hanson reported to the Board that the Executive Committee would be convening shortly for the purpose of making Committee assignments. Preferences from the Board members regarding Committee assignments have been received, and that information was circulated at the time of the meeting to confirm those preferences. Justice Hanson indicated that the Executive Committee would give priority to establishing the Publications Committee and Events Committee in the near term.

Mr. Hart provided a report regarding the publication of memorials that have been prepared and compiled on all of the deceased justices of the Minnesota Supreme Court from the initial territorial court up through the present time. Mr. Hart reported that the existing memorials had been gathered and additional memorials had been written to ensure that all of the justices would be memorialized. These materials will be submitted to an editor and will eventually be published in time for the sesquicentennial events in May of this year.

Following Mr. Hart's report, the Board engaged in further discussion regarding the publication of the memorials. The current plan is to publish the memorials in a soft cover book with dimensions of 8½ by 11 inches. The cost of production, publication, and other expenses relating to the project are estimated in the range of \$25,000. The Minnesota Supreme Court has contributed \$10,000 toward the payment of these costs from funds that are left over from the territorial sesquicentennial. Justice Hanson indicated that a request had been made and is pending with the Roger L. Dell Trust. The press run is currently expected to be 1,000 copies. The Publications Committee will be charged with responsibility for determining how to distribute the book and otherwise use it in promoting the mission of the organization. Suggestions in this regard included presenting a copy of the book to living family members and relatives associated with the late justices, and using the book as a membership premium. It was also suggested that perhaps the Minnesota Historical Society may be willing to carry the book for sale in its stores and/or catalogue.

Jane Leonard, Executive Director of the Sesquicentennial Commission, provided the Board with a report of the various events that the Commission is planning for the week of May 11-18, as well as over the summer and during the State Fair as part of the sesquicentennial commemoration. The Board then discussed various proposed projects and events that the organization might plan as part of the sesquicentennial commemoration activities. These ideas will be forwarded to the Events Committee for further development and planning.

Following Ms. Leonard's presentation, there was a general discussion regarding possible programs and projects that the organization may plan in conjunction with the sesquicentennial celebration activities. Those suggestions included scheduling an oral argument in an actual case, in a manner similar to the arrangements the Minnesota Supreme Court has made when holding

oral arguments at various high schools around the State; reinstating the judicial memorial proceedings tradition; putting on a historical reenactment of a famous case; organizing and staging a former law clerks reunion; engaging an actor to portray a famous judge or justice, such as William Mitchell or Loren Collins; recreating a court docket from the mid 19th century to give people a feel for what the case load involved 150 years ago; producing a short live and/or videotaped presentation on the work, operation, and history of the Court; beginning the tradition of an annual event, such as a dinner or luncheon; identifying the "Top 10" Minnesota Supreme Court cases; and compiling a list of "Firsts" of interesting facts and information relating to the Court. It was noted that the organization should make every effort to videotape the various programs it puts on in order to preserve those programs for the future. Justice Hanson advised the Board that these ideas and suggestions would be passed along to the Events Committee who will evaluate these various suggestions, as well as others, to determine which program and projects to pursue at this point.

There being no further business for the organization at this time, the meeting was duly adjourned.

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COMMITTEE ASSIGNMENTS

Events – Organizing the Society's activities for Minnesota's Sesquicentennial and considering other public and membership events.

Justice Paul H. Anderson (C)
Patrick J. Kelly (C)
Robin M. Wolpert (C)
Justice G. Barry Anderson
Bruce A. Beneke
Thomas H. Boyd

Barb Golden
James T. Hale
John D. Kelly
John M. Stuart
Esther M. Tomljanovich
Timothy Y. Wong

Publications – Completing the publication of memorials, establishing a website and planning ongoing research and publication projects.

William M. Hart (C)
Kate McKimmon (C)
Wilbur W. Fluegel
Barb Golden
Sam Hanson

Douglas R. Heidenreich
Bruce Jones
Judge Harriet Lansing
Dwight D. Opperman
James S. Simonson

Fundraising – Proposing a goal for start up funds and designating packages for individual, law firm and corporate participation.

Sam Hanson (C)
Dean Jon M. Garon

Mark B. Rotenberg
Marianne D. Short

Membership – Designing the membership format and soliciting members.

Mary R. Vasaly (C)
John B. Arnold
Annamarie A. Daley

Thomas R. Fraser
Allen I. Saeks

Finance – Establishing the accounting systems and managing the Society's income and expenses.

David F. Herr (C)
Kent A. Gernander

Brian R. Sattler
Kenneth R. White

Education – Planning the Society's outreach programs to schools and other community groups.

Robert Horton
Donald M. Lewis

Katherine A. McBride
Justice Helen M. Meyer