

Bylaws of the  
Los Angeles Intellectual Property Law Association  
A California non-profit corporation

**ARTICLE I**

The name of the organization shall be the Los Angeles Intellectual Property Law Association. The principal office and place of business of the Los Angeles Intellectual Property Law Association, a California non-profit corporation (herein also referred to as the “Association”) shall be in the County of Los Angeles, State of California, or at such place within or without the State of California as the Board of Directors hereafter shall designate. The corporation may also have offices at such other place, or places, as the Board of Directors may from time to time designate.

**ARTICLE II**

*Section 2.1 MEMBERS*

The membership of this Association shall consist of the following classes of members: Active, Junior, Student, Associate, Mailing List (Support Services), Honorary and Retired.

*Section 2.2 ACTIVE MEMBERS*

The class of Active Members shall consist of

(1) members, in good standing, of the bar of a court of record of the United States or any State or Territory thereof or of the District of Columbia, and

(2) persons registered to practice before the United States Patent and Trademark Office as attorneys or agents, in each case practicing and having an office in the Central District of California as defined by the United States Code, and specializing in patents, trademarks or copyrights; provided, however, that nothing herein contained shall prevent the retention of membership status by an Active Member retired from such practice and no longer maintaining such an office.

*Section 2.3 JUNIOR MEMBERS*

The class of Junior Members shall consist of persons actively engaged under the direction of a person qualified to an Active Member who are assisting such Active Member in his or her practice and who are in the course of qualifying for admission to the bar or registration to practice before the United States Patent and Trademark Office as an attorney or agent. Junior Members shall not be entitled to vote or hold office, but shall be entitled otherwise to all the benefits of Active Membership.

*Section 2.3a STUDENT MEMBERS*

The class of Student Members shall consist of persons attending an accredited law school located within the defined Central District of California and interested in becoming Active Members when qualified to do so. Student Members shall be entitled to a reduction in dues as set by the Board of Directors, shall not be entitled to vote or to hold office, but shall be entitled otherwise to all benefits of Active Membership.

*Section 2.4 ASSOCIATE MEMBERS*

The class of Associate Members shall consist of

- (1) persons qualified for Active Membership except that they maintain their offices outside the defined Central District of California or maintain no office,
  - (2) persons having scientific or engineering training who pursue as a vocation the work of giving courts and counsel technical advice or assistance pertaining to inventions and patents and who maintain an office in the defined Central District of California, and
  - (3) paralegals actively engaged in providing assistance to attorneys in the area of intellectual property law at an office in the defined Central District of California.
- Associate Members shall not be entitled to vote or to hold office, but shall be entitled otherwise to all benefits of Active Membership.

*Section 2.4a MAILING LIST MEMBERS*

The class of Mailing List Members shall consist of

- (1) non-attorneys, businesses, etc. whose business relates to intellectual property matters, and
- (2) whose business services, products, etc. are of interest and benefit to the membership of the Association. Mailing List Members shall not be entitled to vote or to hold office, but shall be entitled otherwise to all benefits of Active Membership.

*Section 2.5 HONORARY MEMBERS*

The class of Honorary Members shall consist of persons elected thereto by the Board of Directors. Honorary Members shall not be entitled to vote or to hold office, but shall be entitled otherwise to all benefits of Active Membership.

*Section 2.5a RETIRED MEMBERS*

The class of Retired Members shall consist of persons wholly retired from the active practice of intellectual property law who,

- A. prior to retirement were Active Members or Associate Members of this Association as defined above, and
- B. have either
  - (i) been members of this Association for twenty- five years, or
  - (ii) reached sixty-five years of age.

Retired members shall be exempt from payment of dues and shall not be entitled to hold office, but shall be otherwise entitled to all benefits of Active Membership.

*Section 2.6 TRANSFER OF MEMBERSHIP*

Membership in this Association is not transferable or assignable, nor shall any membership pass to any personal representative, heir or devisee.

**ARTICLE III – MEMBER ELECTIONS**

*Section 3.1 APPLICATION FOR MEMBERSHIP*

Application for other than Honorary Membership shall be made in writing to the Board of Directors through the Secretary, accompanied by payment of dues in accordance with Article V hereof, and shall include the applicant’s statement attesting to the character, professional standing and qualifications of the applicant.

*Section 3.2 NOTICE TO MEMBERS*

Any applicant whose application form has been received by the Secretary duly accompanied by the appropriate fee, shall thereupon have his or her name placed upon the list of members maintained by the Secretary. Notice of each such application, giving the name of each applicant, shall also be mailed promptly to all members. Any applicant whose application is ruled upon adversely by the Board, as provided in Section 3.3, shall be promptly notified thereof by the Secretary who shall also remove the applicant's name from the list of members.

*Section 3.3 HANDLING OBJECTIONS*

If written objection to any application has been filed by any member, the objection shall be considered by the Board. If the application shall then be denied by the Board by the vote of a majority of a quorum present at a regular or special meeting of the Board, the Secretary shall then inform the applicant that his or her application for membership has been denied. The Secretary shall give no reason for the denial unless authorized by special resolution of the Board to do so.

**ARTICLE IV - DUES**

*Section 4.1 ANNUAL DUES*

The annual dues for Active Members and all other classes of members shall be those amounts set by the Board by the vote of a majority of a quorum present at a regular or special meeting of the Board. Notice of the amounts set shall be mailed to all members.

*Section 4.2 FULL AND HALF YEARS*

Applications for membership submitted between July 1 and June 30 of any year shall be accompanied by the full annual dues. Dues will not be prorated nor based upon date application was submitted.

*Section 4.3 WHEN DUE*

Dues shall be payable in advance on the first day of July in each year.

*Section 4.4 DEFAULT*

Any member sixty (60) days in arrears in the payment of dues shall be notified in writing that he or she is in default, and sixty (60) days after such notice, the Treasurer shall report all such defaults to the Board of Directors. Upon such report, the Board may direct that any such member in default be dropped from the rolls and upon such direction his membership shall terminate.

**ARTICLE V - MEETINGS**

*Section 5.1 ANNUAL MEETINGS*

The annual meeting of the Association shall be held during April in each year. The installation meeting of this Association shall be held between the date of the annual meeting and the last day of June in each year.

*Section 5.2 OTHER MEETINGS*

Other meetings of this Association may be held at such times and places as may be determined by the Board of Directors.

*Section 5.3 SPECIAL MEETINGS*

Written notice to all members of all meetings shall be given by the Secretary, by mail, at least ten days in advance of such meetings, except where the California Corporation Code requires longer notice (for example, a twenty day notice is required for approval of a merger or consolidation).

*Section 5.5 QUORUM*

The presence of at least thirty (30) Active Members shall be necessary to constitute a quorum at any meeting of the Association.

*Section 5.6 WRITTEN WAIVER OR NOTICE OR CONSENT*

In accordance with the California Corporation Code Section 601, the transactions of any meeting of members, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if either before or after the meeting each of the members entitled to vote, not present in person or represented by proxy, signs a written waiver of notice, or a consent to the hold such meeting, or an approval of the minutes thereof. All such waivers, consents, or approval shall be filed with the corporate records, or made a part of the minutes of the meeting.

*Section 5.7 ACTION WITHOUT A MEETING*

To the extent permitted by law, any action which may be taken at a regular meeting of the members, including approval of an agreement for merger or consolidation of the Association with other corporation, may be taken without a meeting if authorized by a writing signed by the number of members required under the law to give their approval for such purpose, and filed with the Secretary of the Association. The provisions of Article XI, Referendum by Mail, may be followed when appropriate.

Only persons whose names appear as Active Members on the membership book of the Association on the day of Any membership meeting (unless some other day be fixed by the Board of Directors for the determination of members of record then on such other day) shall be entitled to vote at such meeting.

*Section 5.9 FIXING RECORD DATE FOR VOTING MEMBERS*

The board of Directors may fix a time, not exceeding fifty (50) days preceding the date of any meeting members, as a record date for he determination of the members entitled to notice of and to vote at any such meeting, and, in such case, only members of record on the date so fixed shall be entitled to notice of, and to vote at, such meeting, notwithstanding the admission of any new members on the books of the Association after any record date fixed as aforesaid.

*Section 5.10 RECORD OF OWNERSHIP*

The Association shall be entitled to recognize the exclusive right of a person registered as a member on the books of the Association to vote as such member, and shall not be bound to recognize any equitable or other claim to or interest in such membership on the part of any other person or organization, whether or not the Association shall have express or other notice thereof, as otherwise provided by law.

*Section 5.11 PROXIES*

Every member entitled to vote or to execute comments may do so either in person or by written proxy executed in accordance with the provisions of Section 705 of the California Corporation Code, and filed with the Secretary of the Association.

**ARTICLE VI - DIRECTORS-MANAGEMENT**

*Section 6.1 BOARD OF DIRECTORS*

6.1.1 There shall be Board of Directors which shall manage the affairs and direct the conduct of the business of the Association, subject to these By-Laws and the Articles of incorporation. The Board shall consist of the President the Vice-President and President-Elect, the Secretary, the Treasurer, the immediate past president, and six other active members of the Association who shall be elected for a term of two years, three of whom are elected each alternate year and shall hold office until their successors have been elected and installed.

6.1.2 The Board of Directors shall meet at places and times set by call of the President or by any three members of the Board. Six members shall constitute a quorum for the transaction of business.

6.1.3 In case of a vacancy in the Board of Directors, the Board may, at its discretion, fill such vacancy for the balance of the unexpired term.

*Section 6.2 REMOVAL OF DIRECTORS*

The entire Board of Directors or any individual director may be removed from office by the members as provided by and subject to the limitations of Section 304 of the California Corporation Code (as in the case of removal of directors by shareholders).

*Section 6.3 WAIVER OF NOTICE*

The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Secretary of the Association for insertion in the Minute Book of the Association.

*Section 6.4 NOTICE OF ADJOURNMENT*

Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned.

*Section 6.5 ACTION BY UNANIMOUS WRITTEN CONSENT*

Any action required or permitted to be taken by the Board of Directors under any provision of the General Nonprofit Corporation Law of the California Corporation Code may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent shall be filed in the Minute Book of the Association. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. Any certificate or other document filed under any provisions of the General Nonprofit Corporation Law of the California Corporation Code which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the By-Laws authorize the directors to so act.

**ARTICLE VII - OFFICERS AND COMMITTEES**

*Section 7.1. OFFICERS*

The officers of this Association shall be a President, a Vice President and President-Elect, a Secretary, and a Treasurer. These officers, other than the President, shall each be elected for a term of one year but shall hold their respective offices until their successors have been elected and installed. The Vice-President and President Elect shall become the President at the time of the installation of his or her successor to the office of Vice-President and President Elect, and shall serve until his or her successor as President has been installed. In case of a vacancy in any one or more of these offices other than the Presidency, the Board may, at its discretion, fill such vacancy for the balance to the unexpired term.

*Section 7.2 PRESIDENT*

The President shall be vested with the executive authority and shall preside at the meetings of the Association and of the Board of Directors. In his or her absence from any meeting, one of the officers, in the order in which they are named in Section 7.1 of this Article, shall preside.

*Section 7.3 SECRETARY*

The Secretary shall discharge the customary duties that pertain to this office including issuance of notices of meetings, maintenance of Association files, correspondence with those outside the Association, maintenance of minutes of meetings of the Association and of the Board of Directors, and maintenance of a master copy of the Association Constitution.

*Section 7.4 TREASURER*

The Treasurer shall discharge the customary duties that pertain to this office, including invoicing and collecting dues, collecting charges at dinner meetings, and maintaining an Association bank account. Either the President or the Treasurer shall have the authority to withdraw from said account.

*Section 7.5 COMMITTEES*

The committees of this Association may include, but need not be limited to, those appointed committees described in this article and any special committee that might be formed from time to time in accord with the terms of this Article.

*Section 7.6 APPOINTED COMMITTEES*

The committees and their chairman may be appointed by the President-Elect with the approval of the Board of Directors and shall serve for one year beginning with the term of which the President-Elect serves as President or until their successors shall have been appointed. A member of the Board of Directors may be a member of any appointed committee, and a member of the Board of Directors may be specifically designated as a Board Liaison Officer to each appointed committee.

All Committees shall report from time to time to the Board of Directors, or to the Association, whenever requested to do so by the Board of Directors, or by the Association. Except with respect to ministerial matters, no committee shall take any action on behalf of the Association nor publicly release any recommendation without first obtaining approval in writing of the Board of Directors.

The Board of Directors shall discharge the function of a committee or committees for this Association and shall determine finally all questions of committee jurisdiction that may arise.

*Section 7.6.1 AMICUS BRIEFS COMMITTEE*

It shall be the duty of this committee:

(a) To consider the advisability of this Association's preparation of briefs amicus curias to be filed in pending litigation, particularly litigation in the Supreme Court of the United States; and

(b) To make recommendations to the Board of Directors in regard to the above duties.

*Section 7.6.2 ANTITRUST COMMITTEE*

It shall be the duty of this committee:

(a) To consider the laws, rules, regulations, and judicial decisions in the fields of antitrust law and trade regulation insofar as they are in any way related to patents, trademarks, or copyrights or to the protection of intellectual property generally; and

(b) To make recommendations to the Board of Directors in regard to the above duties.

*Section 7.6.3 CHEMICAL PRACTICE COMMITTEE*

It shall be the duty of this committee:

(a) To consider the domestic and foreign laws and administrative practices in the field of chemical invention and the effectiveness of such laws and practices in promoting and making and utilization of chemical inventions; and

(b) To make recommendations to the Board of Directors in regard to the above duties.

*Section 7.6.4 COPYRIGHT PRACTICE COMMITTEE*

It shall be the duty of this committee:

(a) To consider all aspects of the practice of copyright law before the Copyright Office;

(b) To aid in the institution of improvements in the administration of the copyright laws by the Copyright Office;

(c) To monitor proposed changes in the Copyright Office regulations and, with the advice and consent of the Board of Directors, inform the Copyright Office as to the position of the Association regarding such proposed changes;

(d) To receive and coordinate views of members in connection with any existing problems or suggestions for improvements in the Copyright Office administration and, with the advice and consent of the Board of Directors, forward these views to the Copyright Office. These views may involve proposals for change in the regulations as well as administrative changes;

(e) To coordinate with the Legislation Committee of the Association in connection with the proposed legislation affecting copyright practice before the Copyright Office; and

(f) To make recommendations to the Board of Directors regarding the above duties.

*Section 7.6.5 COURT ORDER COMMITTEE*

It shall be the duty of this committee:

(a) To make a continuing study of the various statutes, court rules, and customs affecting the practice and procedure in state and federal courts over matters relating to patents, trademarks, copyrights, and unfair competition; and

(b) To make recommendations to the Board of Directors in regard to the above duties.

*Section 7.6.6 EMPLOYMENT COMMITTEE*

It shall be the duty of this committee:

(a) To gather, organize, and study information relating to professional and para-professional employment opportunities;

(b) To maintain such files and facilities as may be useful to the Association who may wish either to obtain or offer employment opportunity information in the field of patents, trademarks, and copyrights; and

(c) To make recommendations to the Board of Directors in regard to the above duties.

*Section 7.6.7 ETHICS COMMITTEE*

It shall be the duty of this committee:

(a) To investigate any question involving professional ethics relating to the practice of patent, trademark, or copyright law brought to its attention;

(b) When so directed by the Board of Directors, to communicate to appropriate disciplinary authorities the proceedings of a Hearing Board under Article IX of these By-Laws;



- (c) To render to any Active Member applying therefore and, problems relating to foreign attorneys and practitioners, representing United States nationals abroad; and
- (d) To make recommendations to the Board of Directors in regard to the above duties.

*Section 7.6.8 HISTORY COMMITTEE*

It shall be the duty of this committee:

- (a) To record and preserve documents, events, and other things of historical interest to the Association; and
- (b) To make recommendations to the Board of Directors in regard to the above duties.

*Section 7.6.9 LAW OFFICE MANAGEMENT COMMITTEE*

It shall be the duty of this committee:

- (a) To consider procedures and practices trademark, and copyright matters with a view toward discovering ways and means to increasing office efficiency so as to more effectively serve clients. In so doing, this committee shall maintain concern for the needs of both the large and small law firm;
- (b) To consider procedures and practices relating to the management of corporate law offices specializing in patent trademark, and copyright matters with a view toward discovering ways and means of increasing office efficiency so as to more effectively serve a corporation. In doing so, this committee shall maintain concern for the needs of both the large and small corporate patent department; and
- (c) To make recommendation to the Board of Directors in regard to the above duties.

*Section 7.6.10 LEGISLATION COMMITTEE*

It shall be the duty of this committee:

- (a) To consider the constitutional provisions of Art. I, Sec. 8, “The Congress shall have lower . . . To promote the Progress of Useful Arts, by securing for limited Times to ...Inventors the exclusive Right to Their discoveries”, and to evaluate the success with which the apparent constitutional purpose is being achieved and what changes might be required in statutes, rules, regulations, or practice better to achieve that purpose;
- (b) To consider all other constitutional provisions, statutes, rules, regulations and practices insofar as they relate to patents, trademarks, copyrights, or the protection of intellectual property generally, and evaluate the success with which the apparent purpose of these provisions is being achieved and what changes might be required better to achieve that purpose;
- (c) To consider these matters from the points of view of inventors, of the public interest in securing early and complete disclosure of the discoveries of inventors, and of the users of the discoveries of inventors and their competitors in a free economy; and
- (d) To make recommendations to the Board of Directors in regard to the above duties.

*Section 7.6.11 MEETINGS COMMITTEE*

It shall be the duty of this committee:

- (a) To arrange for the speakers at the Association's periodic meetings;
- (b) To arrange for the meeting facilities and menu;
- (c) To collect money at the door;
- (d) To determine that all attending have paid;
- (e) To advise the Secretary of advance information concerning meetings so that notices can be prepared and mailed to the membership; and
- (f) To make recommendations to the Board of Directors in regard to the above duties.

*Section 7.6.12 MEMBERSHIP, FELLOWSHIP, AND WELFARE COMMITTEE*

It shall be the duty of this committee:

- (a) To endeavor to increase the total membership of the Association by mailing, with the consent and advice of the Board to Directors, appropriate efforts to encourage applications for membership by eligible non-members;
- (b) To recommend to the Board of Directors activities, events, and programs which will promote fellowship of the members and to implement such recommendations when approved by the Board of Directors;
- (c) To study matters effecting the economic interests of the members of this Association such as retirement plans, pension programs, and the like, and
- (d) To make recommendations to the Board of Directors in regard to the above duties.

*Section 7.6.13 PATENT PRACTICE COMMITTEE*

It shall be the duty of this committee:

- (a) To consider all aspects of the practice of patent law before the United States Patent and Trademark Office.
- (b) To aid in the institution of improvements in the administration of the patent laws by the United States Patent and Trademark Office.
- (c) To monitor proposed changes in the Patent and Trademark Office Rules of Practice relating to patent law and, with the advice and consent of the Board of Directors, inform the Patent and Trademark Office as to the position of the Association regarding such proposed changes;
- (d) To receive and coordinate views of members in connection with any existing problems or suggestions for improvements in the Patent and Trademark Office administration and, with the advice and consent of the Board of Directors, forward these views to the Patent and Trademark Office. These views may involve proposals for change in the Rules of Practice, as well as, administrative changes;
- (e) To coordinate with the Legislative Committee of the Association in connection with the proposed legislation affecting patent practice before the Patent and Trademark Office; and
- (f) To make recommendations to the Board of Directors in regard to the above duties.

*Section 7.6.14 PUBLIC RELATIONS AND PUBLICITY COMMITTEE*

It shall be the duty of this committee:

(a) To devise methods and means for more effectively providing the public, and the legislative, executive and judicial representative thereof, with the information on the necessity of maintaining unimpaired the incentive provided by copyrights and patents in promoting the progress of science and useful arts in the United States, and of the benefits to the public resulting from the operation of the patent, trademark and copyright laws;

(b) To recommend to the Board of Directors methods and means for increasing the prestige and influence of the Association in its relations with the public and the representatives thereof and with other organizations such as legal and professional associations, and subject to the direction of the Board of Directors to supervise the execution of the methods and means adopted;

(c) To make recommendations to the Board of Directors for the more effective exchange of information between this Association and other professional associations active in its field of interest;

(d) To investigate and consider the needs for referral of prospective clients to attorneys in the filing of patent, trademark, and copyright law, and the methods presently employed to meet those needs, and the make recommendations to the Board of Directors for improvements in regard thereto; and

(e) To make recommendations to the Board of Directors in regard to the above duties.

*Section 7.6.15 TRADEMARK PRACTICE COMMITTEE*

It shall be the duty of this committee:

(a) To consider all aspects of the practice of trademark law before the United States Patent and Trademark Office;

(b) To aid in the institution of improvements in the administration to the trademark laws by the United States Patent and Trademark, Office;

(c) To monitor proposed changes in the Patent and Trademark Office Rules of Practice relating to trademark law and, with the advice and consent of the Board of Directors, inform the Patent and Trademark Office as to the position of the Association;

(d) To receive and coordinate views of members in connection with any existing problems or suggestions;

(e) To coordinate with the Legislative Committee of the Association in connection with the proposed legislation affecting trademark practice before the Patent and Trademark Office; and

(f) To make recommendations to the Board of Directors in regard to the above duties.

*Section 7.6.16 TRADE SECRETS COMMITTEE*

It shall be the duty of this committee:

(a) To consider the laws of the United States and each of them with respect to unfair competition (excluding, except for liaison, matters primarily involving trademarks and trade names) and particularly, but without limitation, including the protection of trade secrets and other data maintained in confidence, interferences with contractual relationships, trade libel and slander, and the like;

(b) To coordinate with the Legislation Committee of the Association in connection with proposed legislation affecting the fields of law referred to in subsection (a) of this Section; and

(c) To make recommendations to the Board of Directors in regard to the above duties.

*Section 7.6.17 UNAUTHORIZED PRACTICE COMMITTEE*

It shall be the duty of this committee:

(a) To keep under constant scrutiny the laws of the United States and each of them relating to unauthorized practice of patent, trademark, and copyright law and the workings thereof, and to recommend to the Board of Directors in due course any action that should be taken by the Board with respect thereto;

(b) To investigate any question involving the unauthorized practice of patent, trademark, or copyright law brought to its attention, and to report to the Board of Directors its findings of fact relative thereto, together with its recommendations for action by the Board;

(c) To present to the appropriate public authority, after approval of the representation by the Board of Directors, evidence of any acts of unauthorized practice by any person subject to the jurisdiction of the authority concerned; and

(d) To make recommendations to the Board of Directors in regard to the above duties.

*Section 7.6.18 WEEKEND SEMINAR COMMITTEE*

It shall be the duty of this committee to arrange the program for the Weekend Seminar and secure the space and facilities required for this meeting.

*Section 7.6.19 MODERN TECHNOLOGY COMMITTEE*

It shall be the duty of this committee:

(a) To make a continuing study of various statutes, court decisions, practices, etc, relating to technological developments but not limited to computer software, algorithms, microorganisms, etc Such study shall include all matters relating to protection of proprietary rights in such activities under the patent law, copyright laws, trade secrecy laws, and similar law and proposals for modification thereof;

(b) To make recommendations to the Board of Directors in regard to the above duties.

*Section 7.6.20 EDUCATION COMMITTEE*

It shall be the duty of this committee:

(a) To make a study of the educational needs of the membership in areas of patents, trademarks, copyrights and unfair competition and court procedures and Patent and Trademark Office procedures relating thereto;

(b) To plan and to assist other committees in planning educational events such as continuing education programs;

(c) To communicate with the State Bar of California, local bar associations, other patent law associations and national bar associations regarding their educational

programs in the Los Angeles area and the use of their educational programs for the benefit of the members of this Association; and

(d) To make recommendations to the Board of Directors in regard to the above duties.

*Section 7.6.21 NEWSLETTER COMMITTEE*

It shall be the duty of this committee to periodically write, edit and publish the Newsletter which may include, among other items: letters from the President, announcements of future meetings, notices of proposed applicants of membership as required in Section 3.2, and of the comings and goings of members of this Association.

*Section 7.7 SPECIAL COMMITTEES*

Special committees of the Association and their chairpersons may be appointed by the Board of Directors upon recommendation of the President at any time to render specific services in connection with particular and non-recurring matter. The term of service on a special committee may exceed one year and may be for the duration of the matter referenced to or for such lesser term as shall be specified by the Board of Directors.

**ARTICLE VIII - ELECTIONS**

*Section 8.1 NOMINATING COMMITTEE*

The President shall appoint a Nominating Committee of three Active Members (not officers or directors) at least thirty days before each annual meeting of the Association, which committee shall nominate one or more Active Members as candidates for each office to be filled by election at the annual meeting.

*Section 8.2 CONSENT OF NOMINEES*

The Nominating Committee shall obtain the consent of its nominees to undertake the duties of their respective offices, if elected, and shall report its nominations to the Secretary at least fifteen days before the Annual meeting.

*Section 8.3 NOMINATION BY PETITION*

Nominations of any or all of the offices to be filled at an annual election may be made by a petition signed by at least five Active Members entitled to vote, which petition shall be delivered to the Secretary prior to the annual meeting. Such nomination also may be made by any Active Member entitled to vote, from the floor at an annual meeting.

*Section 8.4 NOTICE OF NOMINATIONS*

The Secretary shall include notice of such nominations in the notice of the annual meeting.

*Section 8.5 BALLOT, WHEN REQUIRED*

If more than one person has been nominated for any office, or if more than three persons other than officers and the immediate past president have been nominated for the Board of Directors, the election of such officers or of the three members of the Board shall be by ballot; the ballot shall immediately be counted, and the election declared. In all other cases the election shall be viva voce.

*Section 8.6 INSTALLATION*

The President and the officers and members of the Board elected at the annual meeting shall be installed in office at the following installation meeting.

**ARTICLE IX - PROFESSIONAL CONDUCT AND DISCIPLINE**

*Section 9.1 STANDARD*

All members shall conform to the standards of ethical and professional conduct generally applicable to attorneys before the courts of the United States.

*Section 9.2 COMPLAINTS*

All complaints against members shall be presented to the Board of Directors and a written record thereof shall be made. Such complaints may be referred to the Committee on Professional Ethics for investigation or may be considered by the Board without such reference.

*Section 9.3 BOARD DISCRETION TO DISMISS*

If the Board determines that the complaint is of such nature or so ill-founded that no action other than dismissal of the complaint is required, such action may be taken by the Board; and it shall rest within the discretion of the Board as to whether the complaint and the Action taken by the Board shall be brought to the attention of the accused.

*Section 9.4 NOTICE TO ACCUSED AND HEARING*

If the Board concludes that the complaint is of such nature as is sufficiently well founded or requires other action, it shall notify the accused in writing by registered mail, of the charges and shall fix a date not less than thirty days from the date of notice, for a hearing. Such hearing shall be held before at least three members of the Board appointed as a Hearing Board by the President, at which the accused shall be given a reasonable opportunity to present his defense in person or by attorney.

*Section 9.5 VOTE REQUIRED*

The Board of Directors shall by a three-fourths vote of the entire Board act on the findings of the Hearing Board to exonerate the accused or to sustain any charge as well founded, and upon sustaining the same may expel, suspend or take other disciplinary action against the accused, giving him written notice thereof by registered mail. The voting on any such action shall be by ballot.

*Section 9.6 CONFIDENTIALITY*

All such complaints and proceedings shall be kept strictly confidential by the members of the Board and any disclosure thereof to other disciplinary authorities shall rest solely in the discretion of the Board acting as a body in the public interest.

**ARTICLE X - NATIONAL COUNCIL OF PATENT LAW ASSOCIATES**

*Section 10.1 DELEGATE AND ALTERNATE*

The Board of Directors may, from time to time, appoint from the membership of said Board and/or the past Presidents of this Association, a Delegate and an Alternate

Delegate of this Association to the National Council of Intellectual Property Law Associations, each to serve as such until his or her successor is similarly appointed.

*Section 10.2 AUTHORITY OF DELEGATE*

Such Delegate, or in his absence from a meeting of the National Council, such Alternate Delegate, shall have the authority to represent this Association at meetings of the National Council and to cast the vote of this Association at such meetings.

**ARTICLE XI - REFERENDUM BY MAIL**

*Section 11.1 WHEN USED*

Association action on any matter which would be taken at a meeting of the Association may likewise be taken by mail ballot when so directed by the Association at a regular or special meeting or by action of the Board of Directors, which direction must, in either case, include a written resolution stating in full the action proposed to be taken.

*Section 11.2 MAILING BALLOT, TIME LIMIT*

When a mail ballot has been so directed, the Secretary shall mail to each Active Member a copy of the authorizing resolution and a ballot on the matter to be voted on; and shall fix and state a reasonable time limit, not less than fifteen days later, within which ballots shall be returned.

*Section 11.3 COUNTING OF BALLOTS*

All ballots received within the time limit so fixed shall be counted by the Secretary, unless another person or committee is directed by the Board of Directors to do so. Except in the case of proposed amendments to the Articles of Incorporation or these By-Laws, the majority vote of the ballots received (provided valid ballots are so received from at least one-third of the Active Members) shall determine the action of the Association on the matter submitted, Such action shall be reported to the Association's membership at the next meeting thereof.

*Section 11.4 BALLOTS, WHEN VALID*

No ballot hereunder shall be valid unless enclosed in a plain envelope which is, in turn, enclosed in an envelope signed by the member voting, which shall be separated from the ballot envelope before the latter is opened.

**ARTICLE XII - GENERAL PROVISIONS**

*Section 12.1 PROPERTY*

All interests in the property of the Association of persons resigning or otherwise ceasing to be members shall vest in the Association.

*Section 12.2 ROBERT'S RULES OF ORDER*

The rules contained in "Robert's Rules of Order", as such may be revised from time to time, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these By-Laws, or special rules or order of this Association.

## **ARTICLE XIII - AMENDMENTS**

### *Section 13.1 AT A MEETING*

These By-Laws and the Articles of Incorporation may be amended by such affirmative vote or written consent of the Active Members or the Board of Directors or combination of them as required by law (see, for examples, California Corporation Code Sections 5150 and 7150). Any notice required as a prerequisite to such action shall include a copy of the proposed amendment and a precise statement of the purposes thereof.

### *Section 13.2 BY REFERENDUM*

In furtherance of the foregoing, these By-Laws may be amended by the procedure set forth in Article XI "Referendum by Mail", hereof; provided, however that in such case an affirmative vote of at least two-thirds of the Active Members voting shall be required for such amendment, and valid ballots shall have been received from at least one-third of the Active Members.

## **ARTICLE XIV - ASSOCIATION RECORDS AND REPORTS - INSPECTION**

### *Section 14.1 RECORDS*

The Association shall maintain adequate and correct accounts, books, and records of its business and properties. All of such books, records, and accounts shall be kept at its principal place of business in the State of California, as fixed by the Board of Directors from time to time.

### *Section 14.2 INSPECTION OF BOOKS AND RECORDS*

All books and records referred to in Section 8320 of the California Corporation Code shall be open to inspection of the directors and members from time to time, and in the manner provided in Section 8330. Subject to the foregoing, the membership register, the books of account, and the Minutes of the meetings of the members of the Board of Directors, and any executive committee must be kept open for inspection on the written demand of any member, at any reasonable time, for a purpose reasonably related to his interest as a member, and must be exhibited at any time when required by the demand at any membership meeting of ten percent (10%) of the members represented at the meeting. The inspection may be made by the member in person, or by his or her attorney or agent, and the right of inspection includes the right to make extracts from the records. Demand for inspection other than at a membership meeting must be made in writing and must be made on the President or Secretary of the Association.

### *Section 14.3 CERTIFICATION AND INSPECTION OF BYLAWS*

The original, or a copy, of these By-Laws, amended, or otherwise altered to date, certified by the Secretary, shall be open to inspection by the members of the Association, as provided in Section 213 of the California Corporation Code.

## **ARTICLE XV - ASSOCIATION'S SEAL**

The seal of the Association shall be circular in form and shall have inscribed thereon the name of the Association, the date of its incorporation, and the word "California."



## **ARTICLE XVI - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

### *Section 16.1 INDEMNIFICATION*

The Association shall indemnify and hold harmless, and may pay expenses incurred by or satisfy a judgment or fine levied, against each officer, director and other persons, in the manner and to the extent specified by California Corporation Code Section 317 or other provisions of California law.

### *Section 16.2 PROVISIONS NOT EXCLUSIVE*

The rights provided for by this Article shall not be deemed exclusive of any other rights to which any director or officer as aforesaid may otherwise be entitled, nor shall this Article be deemed to exclude or limit any power that the Association may lawfully exercise to provide any additional or other indemnity or right for any director, officer or other person. If any part of this Article shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and effect of the remaining parts shall not be affected.