

## **SECTION 5**

*Bylaws*

## **ARTICLE I**

### **Name**

The corporation shall be called “THE NEW YORK INTELLECTUAL PROPERTY LAW ASSOCIATION, INC.,” hereinafter called the “Association.”

## **ARTICLE II**

### **Object**

The Association is established to maintain the honor and dignity of the law of patents, trademarks and copyrights; to promote the development and administration thereof; to advance the education of the members of the bar and the public in those fields of law; and to cooperate with foreign associations in harmonizing the substance and interpretation of international conventions for the protection of intellectual property.

## **ARTICLE III**

### **Members**

SECTION 1. *Membership.* There shall be six classes of membership in the Association: Honorary, Life, Retired, Active, Associate and Student.

SECTION 2. *Honorary Members.* All judges of the United States Federal Courts in the Second Judicial Circuit, the circuit and district judges in the District of New Jersey and the judges of the United States Court of Appeals for the Federal Circuit, the Secretary of Commerce, the Commissioner of Patents and Trademarks and all other Presidential appointees to the United States Patent and Trademark Office, and the Register of Copyrights, shall be ex officio Honorary Members of the Association. The Board of Directors shall have the power from time to time to elect other persons as Honorary Members. All Honorary Members shall be entitled to all privileges, except that of voting, and shall be exempt from payment of dues.

SECTION 3. *Life Members.* Any member or former member of this Association of long standing who has achieved distinction by reason of either professional service or service to the Association and who has retired from the active practice of the law or as a patent attorney or patent agent, may by the vote of the Board of Directors be elected a Life Member. All Life Members shall be entitled to all privileges and shall be exempt from payment of dues.

SECTION 4. *Retired Members.* Any member of this Association who retires from active practice of the law or as a patent attorney or agent and who has been an Active or Associate Member in good standing for the five (5) years preceding such retirement, may transfer to “Retired Members” status by making written request for such transfer to the then Secretary or Treasurer of the Association. Retired Members shall have all of the privileges of the Association except those of voting and holding office.

SECTION 5. *Active Members.* Any lawyer admitted to practice in any state or territory of the United States, or in the District of Columbia, interested in patent, trademark or copyright law, of good character and in good standing, and having his residence or a regular and established office in the Second Judicial Circuit or in the District of New Jersey, as now fixed by law, shall be eligible for election to active membership. Active Members of this Association in good standing shall have all the privileges of the Association.

SECTION 6. *Associate Members.* Any lawyer interested in patent, trademark or copyright law, of good character and in good standing, and not having his residence or a regular and established office in the Second Judicial Circuit or in the District of New Jersey, as now fixed by law, or who shall be admitted to practice, but not in a state or territory of the United States, or in the District of Columbia, shall be eligible for election to associate membership. Associate Members shall have all the privileges of the Association except those of voting and holding office.

SECTION 7. *Student Members.* (a) Persons who are not lawyers, but are regularly enrolled as candidates for a professional law degree in a law school approved by the Association of American Law Schools

and would be otherwise qualified for membership, if a member of the Bar, or (b) persons, who are not lawyers, but have graduated with a professional law degree from a law school approved by the Association of American Law Schools within two years of graduation and would be otherwise qualified for membership, if a member of the Bar, shall be eligible for election to student membership. Student Members shall have all the privileges of the Association except those of voting and holding office. A student member may request transfer to active or associate membership upon admission to the Bar.

SECTION 8. *Admission of Members.* No person shall be admitted to active or associate membership of the Association unless he has been recommended by the Committee on Admissions and elected by the Board of Directors and has qualified by payment of dues, all in such manner as shall be provided by the Bylaws.

SECTION 9. *Transfer of Members.* Whenever any Associate Member shall change his office, lodging or dwelling in such a way as to make him eligible for Active Membership, he shall, upon his own written application, provided he be otherwise eligible for Active Membership, be transferred by the Treasurer to the Active Membership list and shall, within such time as the Treasurer may prescribe, pay the difference between the then required admission fee for Active Membership and any admission fee he may theretofore have paid to the Association. Any Active Member who shall change his office, lodging or dwelling in such a way as to make him ineligible for Active Membership shall be transferred by the Treasurer to the Associate Membership list. Any Active or Associate Member who has become eligible to be a Retired Member or has been voted by the Board of Directors to be a Life Member shall be transferred by the Treasurer to the Retired Membership list or Life Membership list as the case may be.

SECTION 10. *Election of Members.* Candidates for membership shall send to the Chairman of the Committee on Admissions their name together with their business address, and also such statements as shall be necessary to show their qualifications for membership.

It shall be the duty of the Committee to review the character and standing of the candidate, to receive and consider all communications

from members of the Association respecting the candidate, and no candidate against whom there shall be two negative votes in the Committee shall be recommended for admission. The proceedings and records of the Committee on Admissions shall be secret and confidential.

The Committee on Admissions shall report to the Board of Directors the names of those whom it recommends for membership in the Association. The Board shall vote upon the admission of such candidate, and no candidate against whom there shall be three negative votes in the Board of Directors shall be admitted. The proceedings and records of the Board of Directors in this regard shall be secret and confidential.

SECTION 11. *Dues.* The admission fees and annual dues of Active, Retired, Associate and Student Members shall be fixed from time to time by the Board of Directors at its discretion. The dues of Active, Associate, Retired and Student Members shall be payable annually at the beginning of the Association's fiscal year. In the event that dues have not been timely received by the Association for that fiscal year, the members will receive notice informing them of outstanding dues and a final deadline for payment prior to the cancellation of membership.

## **ARTICLE IV**

### **Officers**

SECTION 1. *Officers of the Association.* The officers of this Association shall be a President, a President-Elect, a First Vice President, a Second Vice President, a Secretary and a Treasurer.

SECTION 2. *Terms of Office.* The President-Elect, First Vice President, Second Vice President, Secretary and Treasurer shall each be elected to serve for a term of one year. At the expiration of the President's term of office or upon vacancy in the office of the President, the President-Elect shall automatically become and assume the duties of the President and thereupon shall vacate the office of President-Elect, except that, if that person shall have been appointed to the office of President-Elect by the Board of Directors

pursuant to Article VIII, Section 2, that person shall not automatically become and assume the office of President upon expiration of the term of President.

SECTION 3. *Duties of the President.* The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of the Board of Directors. Subject to the control of the Board of Directors, the President shall have general supervision over the affairs of the Association and shall have such other powers and duties as chief executive officers usually have or as the Board of Directors assigns to him.

SECTION 4. *Duties of the President-Elect.* The President-Elect shall have the status of the Vice President senior in rank, shall act in the absence of the President and shall have such additional powers and duties as the Board of Directors assigns.

SECTION 5. *Duties of the First Vice President.* The First Vice President shall act in the absence of the President-Elect and shall have such additional powers and duties as the Board of Directors assigns.

SECTION 6. *Duties of the Second Vice President.* The Second Vice President shall have such powers and duties as the Board of Directors assigns.

SECTION 7. *Duties of the Secretary.* The Secretary shall keep a record of the proceedings of the meetings of the Association and of the Board of Directors and a record of all other matters of which a record shall be ordered by the Board of Directors. The Secretary shall conduct the correspondence of the Association under the direction of the President. The Secretary shall notify the officers, directors and all members of committees of their election or appointment, shall issue notices of meetings, and, in the case of stated meetings, shall add a brief note of the object of the meeting.

SECTION 8. *Duties of the Treasurer.* The Treasurer shall keep at all times a complete roll of the members, shall notify new members of their election, and shall effect transfer of members from one class of

membership to another class of membership as provided under Article III of the Bylaws. The Treasurer shall collect and, under the direction of the Board of Directors, shall disburse all funds of the Association. The Treasurer shall keep regular accounts in books belonging to the Association which shall be open to the inspection of any member of the Board of Directors and of the Auditor at all times. The Treasurer shall at the annual meeting report in writing the balance of money on hand and any existing appropriations, and shall make a full report of the receipts and disbursements of the past year, suitably classified, and of all outstanding obligations of the Association, with an estimate of the resources and probable expenses of the coming year, and the Treasurer may make any suggestion pertinent thereto that he or she may deem proper.

The Treasurer's accounts shall be audited by a Certified Public Accountant selected by the President whose report shall be filed with the Secretary prior to the annual meeting and shall be available for inspection at that time.

## **ARTICLE V**

### **Directors**

SECTION 1. *Board of Directors.* The Board of Directors shall manage the affairs of the Association subject to the Certificate of Incorporation and the Bylaws.

SECTION 2. *Composition of the Board.* The Board of Directors shall consist of all current officers of the Association, the immediate past president of the Association and nine additional directors from among the active members of the Association.

SECTION 3. *Powers of the Board.* Six members shall constitute a quorum. The Board shall have power to make such regulations and take such action, not inconsistent with the Certificate of Incorporation and Bylaws as, in its judgment, may be necessary for the welfare or to promote the objectives of the Association. All appropriations of funds of the Association must be made by this Board. It shall keep

a record of its proceedings, which shall be presented at the ensuing meeting of the Association; and at each meeting of the Association it shall report any business which in its judgment shall require the action of the Association.

SECTION 4. *Board Action Without a Meeting.* Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the members of the Board of Directors consent in writing to the adoption of a resolution authorizing the action.

SECTION 5. *Participation in Meeting by Telephone.* Any one or more members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other, and such participation shall constitute presence in person at the meeting.

## **ARTICLE VI**

### **Committees**

SECTION 1. *Committees of the Association.* The Committees of the Association shall include: a Committee on Patent Law and Practice, a Committee on Trademark Law and Practice, a Committee on Membership, a Committee on Meetings and Forums, a Committee on Professional Ethics and Grievances, a Nominating Committee, a Committee on Copyrights, a Committee on Publications, and a Committee on Public and Judicial Personnel. Subject to the approval of the Board, the President may distribute the duties of any Standing Committee amongst several committees to be named by him and may include duties other than those identified by the name of the Committee within the duties of a Committee.

SECTION 2. *Appointment of Committees.* Each of the Committees named, except the Nominating Committee, shall be appointed annually by the President, subject to approval of the Board of Directors, and shall consist, in addition to the Chairman, of at least four members. The term of office of each Committee Chairman shall be

set by the Board of Directors for from one to three years, subject to the provisions of Section 5 of this Article VI.

SECTION 3. *Other Committees.* The President shall have the power to appoint, from time to time, such other Committees as he shall deem appropriate.

SECTION 4. *Nominating Committee.* The Nominating Committee shall consist of five active members of the Association, at least two of whom shall be former Presidents or Vice Presidents, and shall be elected at each annual meeting to hold office until the next annual meeting, or until their successors are elected. The President shall fill any vacancies in the Nominating Committee, subject to approval of the Board of Directors. It shall be the duty of the Nominating Committee to make nominations for officers and members of the Board of Directors whose terms of office expire at the next annual meeting, and for a Nominating Committee of five for the ensuing year. Nominations shall be made from among any of the active members of the Association not then serving on the Nominating Committee. The Nominating Committee shall notify the Secretary at least 40 days before such annual meeting of the nominations it has made. The Secretary shall print and mail to all members of the Association entitled to vote, at least 30 days before such meeting, a list of the nominations made by the Nominating Committee. Any nominations other than those made by the Nominating Committee must be made by at least 5 members of the Association and submitted to the Secretary in writing not less than 10 days prior to the annual meeting, and the Secretary shall mail such to all members entitled to vote at least 5 days before the meeting. In case of any vacancy in the nominations, the Nominating Committee may fill the vacancy by a later nomination to be notified to the Secretary at least 6 days before the meeting, and notice thereof to be mailed by the Secretary to all members entitled to vote at least 3 days before the meeting.

SECTION 5. *Committee on Professional Ethics and Grievances.* The Committee on Professional Ethics and Grievances shall consist of 7 members including a chairman, all of whom shall be former members of the Board of Directors. Promptly after the annual meeting in each year the President shall appoint a chairman for a one-year term

and two members for three-year terms, said terms to expire at the annual meetings, and at any time he may fill any vacancy occurring in the Committee, subject to approval of the Board of Directors. The President shall be an ex officio but non-voting member of the Committee and may, at the invitation of the chairman of the Committee, attend its meetings and be privy to its deliberations. The duties and functions of, and the procedures to be followed by, the Committee on Professional Ethics and Grievances shall be set forth in the following subsections of this Bylaw:

(a) The Committee shall receive all inquiries relating to the professional ethics of activities proposed or conducted by a member, may answer such inquiries and may publish such inquiries and answers in such general terms as the Committee, in its absolute discretion, may consider to be in the interest of the membership.

(b) The Committee on its own initiative, or on any complaint it may receive, may investigate the professional conduct of any member other than misconduct in his relations to the Association, and of any non-member who may be conducting from or in the Southern or Eastern Federal Judicial Districts of New York any business or practice affecting patent, trademark, copyright or related matters. The Committee may determine that the investigation shall be discontinued and the complaint, if any, dismissed, or it may determine that the matter shall be further investigated and a hearing held by the Committee or by a Subcommittee of at least 3 members of the Committee or, excepting in matters which relate solely to patent practice before the United States Patent and Trademark Office, it may find with or without a hearing that the matter should be referred to an appropriate disciplinary committee of the general bar. Any such hearing shall be conducted in such manner that the person complained of, as respondent, shall be given reasonable notice of the hearing and the contents of the complaint, and shall have full opportunity to plead, present evidence and be represented by counsel at the hearing. If the hearing is conducted by a Subcommittee, the Subcommittee shall report its findings to the Committee.

(c) If a majority of the Committee shall find that the respondent has been guilty of professional misconduct, a copy of the findings shall be sent to the respondent, and the Committee shall determine whether to refer its findings, with the approval of the President, to an appropriate disciplinary committee of the general bar, or to the Commissioner of Patents and Trademarks, or both, and in the event that the Committee's findings are referred to the Commissioner of Patents and Trademarks, the Committee, or a Subcommittee thereof, shall prepare and prosecute with the further approval of the President a complaint against the respondent to the Commissioner of Patents and Trademarks for disbarment or other disciplinary action by the United States Patent and Trademark Office. If the respondent is a member, the Committee may institute proceedings for expulsion or suspension of the member under Article IX of these Bylaws.

(d) Members of the Association summoned by the Committee or Subcommittee to testify at any hearing held under the provisions of Subsection (b) shall be bound to appear and testify. In the event that any member refuses to appear or testify at any such hearing and presents no reason therefor which, in the judgment of the Board of Directors, is satisfactory, such member shall be subject to suspension or expulsion by the Board of Directors under Article IX of these Bylaws, but proceedings under this Subsection (d) except final action taken by the Board shall be secret.

(e)(1) All proceedings under Subsections (b) and (c) of Section 5 (except proceedings referred to in paragraph (2) hereof) shall be secret, except that a matter which has been referred to or discussed with a disciplinary committee of the general bar shall be released from secrecy when said disciplinary committee has itself been released from secrecy with respect thereto either by operation of law, by court order, or in any other way.

(e)(2) Unless otherwise ordered by the Board of Directors, all proceedings under Subsections (b) and (c) of this Section 5, to the extent that they relate solely to practice in patent matters before the United States Patent and Trademark Office, shall be secret until a final order imposing discipline has been entered by the Commissioner of

Patents and Trademarks, except that the Committee on Professional Ethics and Grievances may, if it deems such action desirable to the proper coordination of action by the bar, exchange information with corresponding committees of other bar associations as to the general nature and status of proceedings now or formerly before it involving the same complainant, the same respondent, or the same or similar subject matter, when such corresponding committees represent that they operate under a like or equivalent rule of secrecy.

SECTION 6. *Committee Duties.* 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 or by the Association. The Board shall have the duty of taking such steps as may be appropriate to make effective the final action of the Association on the subject matter of the Committee reports. A Committee shall not take any action on behalf of the Association and shall not release its report to the public or advise the public of its recommendation without first obtaining favorable Board action thereon, but subject to the provisions of Section 5 of this Article VI, the report and recommendation of a Committee shall be available to any member of the Association. Final action, for and on behalf of the Association, may be taken by the Board on any Committee report. The chairman of any Committee, other than the Chairman of the Nominating Committee and the Chairman of the Ethics and Grievances Committee, may designate a task group comprising himself and not less than three other members of his Committee to act for the full Committee on any matter and may report the work of the group so designated to the Board of Directors as the report of the Committee without review of such report by all the members of the Committee. A copy of any task group report shall be provided to all members of the Committee upon the preparation thereof.

## **ARTICLE VII**

### **Meetings of the Association**

SECTION 1. *Stated and Annual Meeting.* All business requiring a vote of the Association's membership shall be conducted only at a stated meeting of the Association. The annual meeting of the Association shall be a stated meeting held at such place in New York, New York as the Board of Directors may select on the fourth

Thursday of May each year or on such other date within one month thereof as the Board of Directors may establish and give notice of to the membership as provided in Section 2 of this Article VII. Other stated meetings of the Association may be held from time to time on the call of the President or Secretary or of any three members of the Board of Directors or of any fifteen Members of the Association entitled to vote.

SECTION 2. *Notice.* Written notice of each stated meeting of the Association shall be given by first class mail not less than 30 days nor more than 50 days before the date of each meeting and shall state place, date, and hour of the meeting and, if for a special meeting, shall also state the purpose or purposes for which the meeting is called.

SECTION 3. *Time of Meeting.* Meetings of the Board of Directors shall be held (1) immediately after the annual meeting of the Association and (2) thereafter upon the call of the President or the Secretary or any three members of the Board.

SECTION 4. *Voting.* Except as otherwise provided by law and in Article VIII, Section 1, the transaction of business at any stated meeting of the Association shall be authorized by a majority of the votes cast by members of the Association entitled to vote, present in person or by proxy. In the case of a tie, the presiding officer shall cast the deciding vote.

SECTION 5. *Proxies.* At least 30 days before each stated meeting of the Association the Secretary shall mail a blank form of proxy to each member entitled to vote. Proxies shall be recognized only if held by a member entitled to vote or by the President or Secretary of the Association.

SECTION 6. *Quorum.* At any stated meeting of the Association, the presence in person or by proxy of members entitled to cast the lesser of 100 votes or one-tenth of the total number of votes entitled to be cast at the meeting shall constitute a quorum for the transaction of any business which may lawfully come before the meeting unless a greater quorum is required by law.

SECTION 7. *Presiding Officer.* At all stated meetings of the Association the President shall preside, or in his absence the ranking officer, in the order listed in Article IV, Section 1, or any member of the Board of Directors in the absence of all officers, or, in the absence of all members of the Board of Directors, any member selected by the meeting.

SECTION 8. *Order of Business.* At each annual meeting of the Association the order of business shall be as follows:

1. Reading of Minutes of preceding meeting.
2. Report of Board of Directors.
3. Report of Treasurer.
4. Report of Auditor.
5. Report of the Committees.
6. Unfinished business.
7. Elections.
8. Installation of newly elected officers and directors.

## **ARTICLE VIII**

### **Elections**

SECTION 1. *Elections of Officers and Directors.* At each annual meeting of the Association, a President-Elect, First Vice President, Second Vice President, Secretary and Treasurer shall be elected for a term of one year and three directors shall be elected for terms of three years. Additional directors shall be elected as necessary to fill the remainder of any vacated terms. All elections shall be by a plurality of ballots cast. The officers and directors elected shall enter

upon their duties immediately upon their election, and, immediately following their election, the President-Elect elected at the preceding annual meeting shall become and assume the duties of the President. The officers and directors of the Association shall hold their respective offices from the date of their election until their successors are elected and have qualified.

SECTION 2. *Vacancies.* In case of a vacancy in any office other than President, President-Elect, or on the Board of Directors, such vacancy shall be filled for the term until the next annual meeting by a vote of a majority of the directors then in office. A vacancy in the office of President shall be filled pursuant to Section 2 of Article IV. A vacancy in the office of President-Elect shall be filled by the Association at a meeting called for that purpose by the Board of Directors promptly after the vacancy occurs.

## **ARTICLE IX**

### **Suspensions and Expulsions**

SECTION 1. *Suspension and Expulsion of Members.* Any member of the Association may be suspended or expelled for misconduct in his relation to this Association or in this profession, on conviction thereof pursuant to the procedures described herein.

Any officer may be suspended and any director may be removed from office by a vote of two-thirds of all members of the Board of Directors for failure or refusal to perform his duties properly or for conduct tending to bring the Association into disrepute. Absence of a Director from three consecutive meetings may be deemed by the Board of Directors the failure to perform his duties properly.

SECTION 2. *Complaint.* Complaint against a member of the Association for misconduct in his relations to the Association may be made by any member to the Board of Directors. Every such complaint shall be in writing subscribed by the complaining party and shall state plainly the matter complained of. If the Board of Directors shall deem such complaint of sufficient importance, it shall cause a copy thereof,

together with a notice of the time and place where the Board of Directors or a Subcommittee of not less than three members appointed by it, will meet for the consideration thereof, to be served upon the member complained against and to be mailed to the complainant at least five days before the meeting. At the time and place appointed, the Board of Directors or the Subcommittee shall proceed to the hearing of the case under such regulations as the Board of Directors may approve. The Board of Directors by the affirmative vote of at least ten of its members, all of whom must have heard the case, or by adopting the unanimous vote of its Subcommittee as aforesaid, may find the accused member to be guilty of the charge against him and may adjudge that he be expelled or suspended. But the expulsion or suspension by the Board of Directors shall not become effective until thirty days after such action shall have been taken and may be set aside by the Association at a stated meeting or a special meeting duly called for such purpose.

SECTION 3. *Disbarment or Suspension from Practice.* Any member of the Association who shall be disbarred or suspended from practice, or who shall be convicted of a felony, may be suspended or expelled from the Association by the affirmative vote of a majority of the Board of Directors. The disbarment, conviction and suspension from practice herein referred to shall include disbarment, suspension or conviction, by any court, State or Federal, or by the Patent and Trademark Office.

## **ARTICLE X**

### **Property**

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

## **ARTICLE XI**

### **Amendments**

The Bylaws may be amended, but only by a two-thirds vote of the members entitled to vote present in person or by proxy at an annual meeting of the Association, or at a stated meeting called in accordance with the provisions of these Bylaws after notice mailed ten days before the meeting to each Active Member of the Association, such notice to contain a copy of the proposed amendment with a precise statement of the purpose thereof. The Association shall not pay the expenses of any such notice unless the proposed amendment has been approved by the Board of Directors.

Upon the consideration of any proposed amendment, amendments thereof germane thereto may be offered and voted upon at this meeting.