

NYIPLA BYLAWS

THE NEW YORK INTELLECTUAL PROPERTY LAW ASSOCIATION

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 practice of intellectual property law, ~~including patents, trademarks, copyrights and trade secrets~~; to promote the development and administration thereof; to advance the education of the members of the bar and the public in that field of law; ~~and to cooperate with other foreign associations~~ foreign and domestic in harmonizing the substance and interpretation of international conventions for the protection of intellectual property; and to cultivate professional relationships among the members.

Article III

Members

SECTION 1. *Membership.* There shall be seven (7) classes of membership in the Association: Honorary, Life, Retired, Active, Associate, Student, and Affiliate.

SECTION 2. *Honorary Members.* All justices of the United States Supreme Court, all judges of the United States Federal Courts in the Second 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 Under Secretary of Commerce for Intellectual Property and Director of the United States Patent and Trademark Office, 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 of the Association, except those of voting and holding office, and shall be exempt from payment of dues.

SECTION 3. *Life Members.* Any member or former member of ~~the 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 ~~the 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 Member 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 other than a government employee, or in the District of Columbia, interested in intellectual property law, of good character and in good standing, and having their/his/her residence or a regular and established office in the Second Circuit or in the District of New Jersey 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.* (a) Any lawyer interested in intellectual property law, of good character and in good standing, who does not qualify as an Active Member according to Section 5 in this Article III and not having their/his/her residence or a regular and established office in the Second Circuit or in the District of New Jersey or who shall be admitted to practice, but not in a state or territory of the United States, or in the District of Columbia, or- (b) any person who is not a lawyer, but is registered to practice before the United States Patent and Trademark Office and is in good standing on the registry of patent agents and who has their/his/her residence or regular and established office in the Second Circuit or the District of New Jersey, shall be eligible for election to Associate Membership, or (c) a government employee. Associate Members shall have all the privileges of the Association except those of voting and holding office.

Formatted: Font color: Auto

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 (2) 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, Associate or Student Membership of the Association unless they have he/she has been approved 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 lawyer who is an Associate Member shall change their his/her residence or office in such a way as to make them/him/her eligible for Active Membership, they/he/she shall, upon their/his/her own written application, provided they are he/she 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 they/he/she may theretofore have paid to the Association. Whenever any Student Member or any patent agent who is an Associate Member shall be admitted to the Bar, they/he/she shall, upon their/his/her own written application, be transferred by the Treasurer to the Active or Associate Membership list, as appropriate based on their/his/her residence or regular and established office, and shall, within such time as the Treasurer may prescribe, pay the difference between the then required admission fee for Active or Associate Membership and any admission fee they

~~he/she~~ may theretofore have paid to the Association. Any Active Member who shall change his/her residence or office in such a way as to make ~~them/him/her~~ 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. *Procedure for Admission of Members.* The Membership Committee shall establish procedures for application for admission, subject to Board approval.

~~The admission of candidates shall be decided by a Board shall vote upon the admission of candidates.~~

Formatted: Space After: 0 pt

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, President-Elect, First Vice President, Second Vice President, Secretary and Treasurer shall serve for a term of one (1) 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 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 ~~them/him/her~~.

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 requested by the Board of Directors. The Secretary shall conduct the correspondence of the Association under the direction of the President. The Secretary shall notify, or cause to be notified, the officers, directors and all members of committees of their election or appointment, shall issue, or cause to be issued, 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, or cause to be kept, a complete roll of the members, shall notify new members of their election, or cause new members to be so notified, and shall effect, or cause to be effected, 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, or cause to be collected, and, under the direction of the Board of Directors, shall disburse, or cause to be disbursed, all funds of the Association. The Treasurer shall keep, or cause to be kept, regular accounts in books belonging to the Association, or in an electronic or other form that has been approved by the Board of Directors, which shall be open to the inspection of any member of the Board of Directors and of the Auditor (as defined below) 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 they he/she may deem proper.

The Treasurer's accounts shall be audited annually (or at such other intervals approved by the Board of Directors) by a Certified Public Accountant proposed by any officer or director of the Association and approved by the Board of Directors (the "Auditor"). The Treasurer shall file a preliminary annual report for approval by with the Secretary and the Board of Directors as soon as practicable after the completion of the audit and no later than August 31 of each year. Said annual report, once approved, shall be mailed to members of the Association and made available upon reasonable request, prior to the annual meeting, and that report shall be available for inspection at the annual meeting. The final report of the auditor shall be filed with the Secretary by June 30 of each year (unless a later date has been approved by the Board of Directors) and shall be available for inspection by the membership thereafter.

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 (9) additional directors from among the active members of the Association.

SECTION 3. *Powers of the Board.* Nine (9) 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. *Remote Participation in Meetings by Telephone.* Anyone or more members of the Board of Directors may participate in a meeting of the Board of Directors by means of virtual meeting technology ~~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.

Formatted: Font: Italic

Formatted: Font: Italic

SECTION 6. Mandatory Attendance for Board Members. All Board members, including officers and additional directors, must attend at least seventy percent (70%) of the scheduled board meetings during their term. Failure to meet this attendance requirement may lead to the Board member being asked by the President to step down from their position. The Board of Directors may consider exceptions to the attendance requirement on a case-by-case basis, taking into consideration valid reasons such as health issues, emergencies, or extenuating circumstances. In the event that a Board member requested to step down by the President refuses, the Board of Directors may vote to remove them, with a consensus requiring at least three-fourths (3/4) agreement from the total members of the Board of Directors.

SECTION 7. Quorum Exception for Amicus Brief Approval. In the event that a quorum is not achieved for voting on the approval of an amicus brief on behalf of the Association, the Board may, by resolution, authorize approval with a [majority/unanimous] vote from the available non-conflicted and non-abstaining members, provided that such vote shall not be less than five (5) Board members.

Formatted: Font color: Auto

Article VI Committees

SECTION 1. *Committees of the Association.* The Committees of the Association shall include: a Patent Law and Practice Committee, a Trademark Law and Practice Committee, a Membership Committee, a Programs Committee, a Nominating Committee, a Copyright Law and Practice Committee and a Publications Committee. Subject to the approval of the Board, the President may distribute the duties of any Standing Committee amongst several committees to be named by them/him/her 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 ideally shall consist, in addition to ~~at the~~ Chairperson, of at least four (4) members. The term of office of each Committee Chairperson shall be set by the Board of Directors for from one to three (1-3) years.

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

SECTION 4. *Nominating Committee.* The Nominating Committee shall consist of five (5) Active Members of the Association. Two (2) members of the Nominating Committee shall be the two (2) most recent former Presidents who agree to serve. The earlier presiding of the two (2) former presidents shall serve as the Chairperson of the Nominating Committee. The remaining three (3) members 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, for members of the Board of Directors whose terms of office expire at the next annual meeting or to fill any vacated term, and for the three (3) elected members of the Nominating Committee for the ensuing year. Nominations for officers and members of the Board of Directors shall be made from among any of the Active Members of the Association who have not served on the Nominating Committee during the year in which the nominations are being made. Nominations for the three (3) elected members of the Nominating Committee shall be made from among any of the Active Members of the Association who will not be serving on the Board during the year for which the nominations are being made and have not served on the Nominating Committee for at least the prior two years. The Nominating Committee shall notify the Secretary at least forty (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 thirty (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 five (5) members of the Association and submitted to the Secretary in writing not less than ten (10) days prior to the annual meeting, and the Secretary shall mail such to all members entitled to vote at least five (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 six (6) days before the meeting, and notice thereof to be mailed by the Secretary to all members entitled to vote at least three (3) days before the meeting.

SECTION 5. *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 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 Chairperson of any Committee, other than the Chairperson of the Nominating Committee, may designate a task group comprising ~~themselves~~ himself/herself and not less than three (3) other members of ~~their~~ his/her 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 a date in May each year as the Board of Directors may establish. The Board of Directors shall give notice of the annual meeting to the membership, excluding Honorary Members, as provided in Section 2 of 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 (3) members of the Board of Directors or of any fifteen (15) members of the Association entitled to vote.

SECTION 2. *Notice.* Written notice of each stated meeting of the Association shall be given by mail not less than thirty (30) days nor more than fifty (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 (3) 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 thirty (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 one hundred (100) votes or one-tenth (1/10) 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 their his/her 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. ~~Preliminary r~~Report of Treasurer.
4. Report of the Committees.
5. Unfinished business.
6. Elections.
7. 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 (1) year and three (3) directors shall be elected for terms of three (3) 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 the office of President or President-Elect), or a vacancy on the Board of Directors, such vacancy shall be filled for the interval of time until the next annual meeting by a vote of a majority of the Board of 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, Expulsions and Resignations

SECTION 1. *Suspension and Expulsion of Members.* Any member of the Association may be suspended or expelled from the Association: (a) for misconduct in ~~their~~his/her relation to this Association or in accordance with the procedure set forth in Section 2 of this Article, or (b) if disbarred or suspended from practice, in accordance with the procedure set forth in Section 3 of this Article.

SECTION 2. *Complaint.* A ~~C~~complaint against a member of the Association for misconduct in ~~their~~his/her 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 ~~by a majority vote that~~ 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 (3) 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 (5) 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 (10) 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 them/him/her and may adjudge that they/he/she be expelled or suspended. But the expulsion or suspension by the Board of Directors shall not become effective until thirty (30) 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.

SECTION 4. *Suspension of Officers or Directors.* Any officer or director may be suspended from their/his/her duties or removed from office by a vote of two-thirds (2/3) of all members of the Board of Directors for failure or refusal to perform their/his/her duties properly or for conduct tending to bring the Association into disrepute. Unexcused absence of an officer or director from three (3) consecutive meetings may be deemed by the Board of Directors the failure to perform their his/her duties properly.

SECTION 5. *Resignations of Officers or Directors.* Any officer or member of the Board of Directors may resign from their his/her position by providing thirty (30) day notice in writing to the President and President-Elect. The resulting vacancy shall be filled in accordance with the procedure set forth in Article VIII, Section 2.

Article X

Written Notice and Electronic Communication and Definitions

Any action to be taken or notice to be given by mail under these Bylaws, unless prohibited by law, may be sent by first-class mail or by electronic means, including facsimile and electronic mail. Any action to be taken or notice to be given in writing under these Bylaws, unless prohibited by law, may be given by electronic means.

"Days" as used herein, unless stated otherwise, means calendar days.

Formatted: Font color: Auto

Article XI

Property

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

Article XII (New)

Chapters and Divisions

SECTION 1. Regional Chapters. The Board of Directors may, by a majority vote, establish regional chapters of the NYIPLA in any county in New York State (other than the five boroughs of New York City), and designated as said County Chapter, or in the United States District Court for the Northern District of New York and/or for the Western District of New York, and designated as said District Chapter. The chapter shall be designated as "THE NEW YORK INTELLECTUAL PROPERTY LAW ASSOCIATION (NYIPLA) Chapter for [County or Court District] as applicable.

Formatted: Font: Not Bold

Formatted: Font: Not Bold

Each regional chapter shall have a charter which includes a mission statement and chapter bylaws that meet the requirements of the NYIPLA Bylaws and that must be approved by the NYIPLA Board of Directors. A minimum of ten (10) individuals, residing or practicing in the particular region or Court District, is required for application to form the regional or court district chapter. Any individual that wishes to become a member of the regional or court district chapter must also become a member of NYIPLA.

Formatted: Font: Not Bold

Formatted: Font: Not Bold

Formatted: Font: Not Bold

The President shall have the power to appoint, from time to time, a Committee or Chairperson of a Committee as they shall deem appropriate, to oversee the regional or court district chapter and be responsible for communication with members of the regional or court district chapter and the Board of Directors.

Formatted: Font: Not Bold

Formatted: Font: Not Bold

SECTION 2. Law School Divisions. The Board of Directors may, by a majority vote, establish law school divisions for any law schools located in New York State. The law school division shall be designated as "THE NEW YORK INTELLECTUAL PROPERTY LAW ASSOCIATION (NYIPLA) Law School Division for [Law School]."

Each law school division shall have a charter which includes a mission statement and law school division bylaws that meet the requirements of the NYIPLA Bylaws and that must be approved by the NYIPLA Board of Directors.

A minimum of three (3) law students, registered and in good standing in the particular law school, is required for application to form the law school division. Any individual that wishes to become a member of the law school division must also become a member of NYIPLA.

The President shall have the power to appoint, from time to time, a Committee or Chairperson of a Committee as they shall deem appropriate, to oversee the law school division and be responsible for communication with members of the law school division and the Board of Directors.

Article XIII (Old Article XII)

Amendments

The Bylaws may be amended, but only by a two-thirds (2/3) 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 at least ten (10) 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.