

**BY LAWS OF THE ORANGE COUNTY INTELLECTUAL PROPERTY LAW ASSOCIATION**

**ARTICLE I – OFFICES**

The principal office and place of business of the Orange County Intellectual Property Law Association (hereafter the “Association”), a California nonprofit mutual benefit corporation, shall be in the County of Orange, State of California, or at such place within or without the State of California as the Board of Directors (hereafter the “Board”) shall designate. The Association may also have offices at such other place(s) as the Board may from time to time designate.

**ARTICLE II – MEMBERSHIP**

**SECTION 2.1 – MEMBERS**

The membership of this Association shall consist of the following classes of members: Regular, Student, Associate and Honorary.

**SECTION 2.2 – REGULAR MEMBER**

The class of Regular Member shall consist of persons who are: (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 having an interest in intellectual property law; and/or (2) persons registered to practice before the United States Patent and Trademark Office as attorneys or agents.

**SECTION 2.3 – STUDENT MEMBER**

The class of Student Member shall consist of persons who are (1) students in good standing enrolled in a law school of the United States of America and having an interest in intellectual property law and/or (2) mentees actively engaged under the direction of a person qualified to be an Regular Member in assisting such Regular Member in his 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. Student Members shall not be entitled to vote or hold office, but shall be entitled otherwise to all the benefits of Regular Membership.

**SECTION 2.4 – ASSOCIATE MEMBER**

The class of Associate Member shall consist of persons having an interest in intellectual property law who do not qualify as a Regular or Student Member. Associate Members shall not be entitled to vote or hold office, but shall be entitled otherwise to all benefits of Regular Membership.

**SECTION 2.5 – HONORARY MEMBER**

The class of Honorary Member shall consist of persons elected thereto by the Board. Honorary Members shall not be entitled to vote or to hold office, but shall be otherwise entitled to all benefits of Regular Membership. Honorary Memberships shall be free of annual dues or assessments.

**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 – ELECTION OF MEMBERS**

**SECTION 3.1 – APPLICATION FOR MEMBERSHIP**

3.1.1 Application for other than Honorary Membership shall be made using a procedure determined by the Board, and shall be accompanied by payment of the annual dues in accordance with Article IV hereof.

3.1.2 The Board may, at its discretion, require proof that applicant qualifies for the class of membership applied for.

**SECTION 3.2 – NOTICE TO MEMBERS**

3.2.1 Upon receipt of a properly completed application accompanied with payment of the annual dues, an applicant shall be admitted to membership subject to any objections from members of this Association.

3.2.2 Notice of such new membership, giving the name of the new member and the names of the sponsors, may, at the discretion of the Board, be mailed, emailed or otherwise communicated in a written form to all members. Anyone having reason to believe that a new member is not qualified for membership may file a written objection with the Secretary within thirty (30) days after such notice.

### **SECTION 3.3 – HANDLING OBJECTIONS**

If written objection has been filed by any member pursuant to Section 3.2, it shall be considered by the Board. If the Board, by two-thirds vote of those present at a regular or special meeting of the Board, determines that the new member is not qualified for membership, his or her membership shall be terminated.

## **ARTICLE IV – DUES**

### **SECTION 4.1 – ANNUAL DUES**

The annual dues shall be determined by the Board on a basis no more frequently than annually.

### **SECTION 4.2 – DUES BASED ON CALENDAR YEAR**

4.2.1 If the Board elects to levy membership dues on a calendar year basis, membership to the Association on any year shall begin on January 1 and end December 31 of that year.

4.2.2 An Application for membership submitted between January 1 and June 30 of any year shall be accompanied by the full annual dues. An Application submitted between July 1 and December 31 shall be accompanied by one-half of the annual dues.

4.2.3 Dues shall be payable in advance, on the first day of January in each year.

### **SECTION 4.3 – DUES BASED ON ROLLING YEAR**

4.3.1 If the Board elects to levy membership dues on a rolling year basis, membership to the Association on any given year shall begin on the month the annual due is received and end after 12 months.

4.3.2 An Application for membership submitted during any month shall be accompanied by the full annual due.

### **SECTION 4.4 – DEFAULT**

Any member thirty (30) days in arrears in the payment of dues shall be notified in writing that the member is in default, and thirty (30) days after such notice, the Treasurer shall report all such defaults to the Board. Upon such report, the Board may direct that any such member in default be dropped from the rolls, and upon such direction the member's membership shall terminate.

### **SECTION 4.5 – WAIVER OF DUES AND REINSTATEMENT**

For good cause, including but not limited to retirement without maintaining an office, or service in the armed forces of the United States, the Board may waive payment of dues by any member for any year or years or, upon written application, may reinstate any member dropped from the rolls under the provisions of this Article, upon terms satisfactory to the Board.

## **ARTICLE V – MEETINGS**

### **SECTION 5.1 – ANNUAL MEETINGS**

5.1.1 The annual meeting of the Association shall be held during October in each year.

5.1.2 The installation meeting of the Association shall be held between the date of the annual meeting and the last day of January of the following year.

### **SECTION 5.2 – SPECIAL MEETINGS**

Special meetings of this Association may be called at any time by the President, or by two-thirds of the Directors of the Board, or by twenty-five percent of the Regular Members entitled to vote. The call of any special meeting shall set forth the business to be transacted at such meeting, and no other business may be transacted.

### **SECTION 5.3 – NOTICES**

Written notice to all members of all meetings shall be given by the Secretary, by mail, email or other form of written communication, at least ten (10) days in advance of such meetings.

### **SECTION 5.4 – QUORUM**

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

### **SECTION 5.5 – VOTING RIGHTS**

Only persons whose names appear as Regular Members on the membership book of the Association on the day of any membership meeting shall be entitled to vote at such meeting.

## **ARTICLE VI – DIRECTORS - MANAGEMENT**

### **SECTION 6.1 – BOARD OF DIRECTORS**

6.1.1 There shall be a Board of seven Directors to manage the affairs and direct the conduct of the business of this Association, subject to these By-Laws.

6.1.2 The Directors of the Board shall consist of the President, the Vice-President, the Secretary, the Treasurer, the Third (3rd) Year Director, the Second (2nd) Year Director, and the First (1st) Year Director. The Third, Second and First Year Directors shall be three other Regular Members of the Association who shall be elected for a term of one year. The immediate past President shall be an ex-officio, nonvoting Director of the Board.

6.1.3 The Board shall meet at places and times set by call of the President or by any three Directors of the Board. At the President's discretion, any Board meeting may be held by conference telephone call. Four Directors of the Board shall constitute a quorum for the transaction of business.

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

### **SECTION 6.2 – WAIVER OF NOTICE**

The transactions of any meeting of the Board, however called and noticed, and 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 Corporate Records of the Association.

### **SECTION 6.3 – 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. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who are not present at the time of the adjournment.

### **SECTION 6.4 – ACTION BY UNANIMOUS WRITTEN CONSENT**

Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors of the Board shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

## **ARTICLE VII – OFFICERS AND COMMITTEES**

### **SECTION 7.1 – OFFICERS**

The Officers of this Association shall be a President, a Vice-President/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 shall become

the President at the time of the installation of the successor to the office of Vice-President, and shall serve until the 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 of 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. In the President's absence from any meeting, one of the other Officers, in the order in which they are named in Section 7.1 of this Article, shall preside.

**SECTION 7.3 – VICE-PRESIDENT**

The Vice-President shall discharge the customary duties that pertain to this office, including to become acting President in the absence of the President. The Vice-President shall be considered President-elect and shall become the President of the Association in the term following the Vice- Presidency. In addition, the Vice-President shall lead the effort to plan, choose and schedule speakers or other activities for the Association’s monthly luncheon meetings. The entire Board is responsible for planning speakers and activities, but the Vice President shall lead and coordinate the effort.

**SECTION 7.4 – SECRETARY**

The Secretary shall discharge the customary duties that pertain to this office, including issuance of notices of meetings, maintenance of Corporate Records, correspondence with members and with those outside the Association, maintenance of minutes of meetings of the Association and of the Board, and maintenance of a master copy of the Association By-Laws.

**SECTION 7.5 – 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 authority to withdraw from said account.

**SECTION 7.6 – COMMITTEES**

The Committees of this Association may include, but need not include and are not limited to, those standing committees described in this Article and any special committees that might be formed from time to time in accordance with the terms of this Article.

**SECTION 7.7 – STANDING COMMITTEES**

7.7.1 The Standing Committees of this Association shall be established by the Board, and Chairpersons may be appointed by the Board upon recommendation of the President at any time. A Director of the Board may be a member of any committee, and a Director of the Board shall be specially designated as a Board Liaison Officer to each Committee.

7.7.2 All committees shall report from time to time to the Board, or to the Association whenever requested to do so by the Board or by the Association.

7.7.3 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.

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

**SECTION 7.7.5.1 – AMICUS BRIEFS COMMITTEE**

It shall be the duty of this committee:

- (a) To consider the advisability of this Association's preparation of briefs amicus curiae to be filed in pending litigation, particularly litigation in the Supreme Court of the United States; and
- (b) To make recommendations to the Board in regard to the above duties.

**SECTION 7.7.5.2 – 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, trade secrets or copyrights, or to unfair competition or the protection of intellectual property generally;
- (b) To coordinate with the Legislation Committee of the Association in connection with proposed legislation affecting the field of antitrust and trade regulation; and
- (c) To make recommendations to the Board in regard to the above duties.

**SECTION 7.7.5.3 – 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 or biochemical inventions or the like and the effectiveness of such laws and practices in promoting the making and utilization of such inventions;
- (b) To coordinate with the Legislation Committee of the Association in connection with proposed legislation affecting the field of chemical or biochemical inventions and the like; and
- (c) To make recommendations to the Board in regard to the above duties.

**SECTION 7.7.5.4 – 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 of the Library of Congress;
- (b) To coordinate with the Legislation Committee of the Association in connection with proposed legislation affecting copyright practice before the Copyright Office; and
- (c) To make recommendations to the Board regarding the above duties.

**SECTION 7.7.5.5 – COURT PROCEDURE 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 in matters relating to patents, trademarks, trade secrets, copyrights and unfair competition;
- (b) To coordinate with the Legislation Committee of the Association in connection with proposed legislation affecting such practice and procedure; and (c) To make recommendations to the Board in regard to the above duties.

**SECTION 7.7.5.6 – 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 serve as a clearing house and reference bureau for members of this Association who may wish either to obtain or to offer employment opportunity information in the field of patent, trademark, trade secret, unfair competition, copyright and related antitrust law; and
- (c) To make recommendations to the Board in regard to the above duties.

**SECTION 7.7.5.7 – 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, trade secret, unfair competition, copyright or related antitrust law brought to its attention;
- (b) When so directed by the Board, to communicate to appropriate disciplinary authorities the proceedings of a Hearing Board under Article IX of these By-Laws;

- (c) To render to any Regular Member applying therefor an advisory opinion on any question of contemplated professional conduct of such member relating to the practice of patent, trademark, trade secret, unfair competition, copyright or related antitrust law; and
- (d) To make recommendations to the Board in regard to the above duties.

#### **SECTION 7.7.5.8 – FOREIGN PATENT PRACTICE AND INTERNATIONAL LAW COMMITTEE**

It shall be the duty of this committee:

- (a) To consider the treaties of the United States and foreign countries, and the treaties, rules, regulations and judicial decisions of foreign countries insofar as they relate to patents, trademarks, trade secrets or copyrights, or to the protection of intellectual property generally;
- (b) To consider the statutes, rules, regulations and judicial decisions of the United States as they may affect patents, trademarks, trade secrets, copyrights or protection of intellectual property generally as a part of trade and commerce between the United States and its nationals and foreign countries and their nationals;
- (c) To consider rules, regulations, practices and proceedings of supranational agencies or entities relating to foreign patents, trademarks, copyrights or protection of intellectual property abroad or to international treaties or conventions;
- (d) To consider the foreign aspects of international licensing, joint venture and technology transfer laws, practices and conventions;
- (e) To consider practices and problems relating to foreign attorneys and practitioners representing United States nationals abroad; and
- (f) To make recommendations to the Board in regard to the above duties.

#### **SECTION 7.7.5.9 – 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 in regard to the above duties.

#### **SECTION 7.7.5.10 – LAW OFFICE MANAGEMENT COMMITTEE**

It shall be the duty of this committee:

- (a) To consider procedures and practices relating to the management of law offices specializing in patent, trademark, trade secret, unfair competition, copyright and related antitrust matters with a view toward discovering ways and means of 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, as well as corporate law departments; and
- (b) To make recommendations to the Board in regard to the above duties.

#### **SECTION 7.7.5.11 – 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 Power . . . 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 statute, 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, trade secrets, unfair competition, copyrights and related antitrust matters 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 interests in, e.g., (1) 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; (2) being free from confusion as to source of goods or services, but maintaining free competition; (3) securing to employers their rights in trade secrets, but allowing employees legitimate freedom to change jobs; (4) advancing the growth of culture, science and knowledge by securing to authors their rights to copyright protection; and (d) To make recommendations to the Board in regard to the above duties.

**SECTION 7.7.5.12 – MEETINGS COMMITTEE**

It shall be the duty of this committee:

- (a) To arrange for the speakers at the Association's monthly meetings;
- (b) To arrange for meeting facilities and menu;
- (c) To advise the secretary of advance information concerning meetings so that notices can be prepared and communicated to the membership, and
- (d) To make recommendations to the Board in regard to the above duties.

**SECTION 7.7.5.13 – 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 making, with the consent and advice of the Board, appropriate efforts to encourage applications for membership by eligible nonmembers;
- (b) To recommend to the Board activities, events and programs which will promote fellowship of the members, and to implement such recommendations when approved by the Board;
- (c) To study matters affecting the economic interests of the members of this Association such as retirement plans, pension programs and the like, and to make recommendations to the Board with respect thereto; and
- (d) To make recommendations to the Board in regard to the above duties.

**SECTION 7.7.5.14 – 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, inform the Patent 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, to forward these views to the Patent and Trademark Office. These views may involve proposals for changes in the Rules of Practice, as well as administrative changes;
- (e) To coordinate with the Legislative Committee of the Association in connection with proposed legislation affecting patent practice before the Patent and Trademark Office; and
- (f) To make recommendations to the Board in regard to the above duties.

**SECTION 7.7.5.15 – 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 representatives thereof, with information on the necessity for maintaining unimpaired the incentive provided by patents, trademarks, trade secrets and copyrights in promoting the progress in science and useful arts in the United States, and of the benefits to the public resulting from the operation of the patent, trademark, trade secret, unfair competition, copyright and related antitrust laws;
- (b) To recommend to the Board 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 to supervise the execution of the methods and means adopted;

- (c) To make recommendations to the Board 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 field of patent, trademark, trade secret, unfair competition, copyright and related antitrust law, and the methods presently employed to meet those needs; and
- (e) To make recommendations to the Board in regard to the above duties.

**SECTION 7.7.5.16 – 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 of 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, 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, forward these views to the Patent and Trademark Office. These views may involve proposals for changes in the Rules of Practice, as well as administrative changes;
- (e) To coordinate with the Legislative Committee of the Association in connection with proposed legislation affecting trademark practice before the Patent and Trademark Office; and
- (f) To make recommendations to the Board regarding the above duties.

**SECTION 7.7.5.17 – 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 invoking trademarks and trade names) and particularly, but without limitation, including the protection of trade secrets and other confidential business information, interference with contractual relationships, trade libel and slander, employer/employee (ex-employee) relationships and the like;
- (b) To coordinate with the Legislative Committee of this 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 regarding the above duties.

**SECTION 7.7.5.18 – UNAUTHORIZED PRACTICE COMMITTEE**

It shall be the duty of this committee:

- (a) To monitor the laws of the United States and each of them relating to unauthorized practice of patent, trademark, trade secret, unfair competition, copyright and related antitrust law and the workings thereof, and to recommend to the Board in due course any action that should be taken by the Board with respect thereof;
- (b) To investigate any question involving the unauthorized practice of patent, trademark, trade secret, unfair competition, copyright or related antitrust law brought to its attention, and to report to the Board 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 Board, 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 in regard to the above duties.

**SECTION 7.7.5.19 – SEMINAR COMMITTEE**



It shall be the duty of this committee to arrange the program for one or more Annual Seminars and secure the space and facilities required for such Seminar, and to establish coordination with the corresponding committee(s) of other appropriate associations or organizations, where advisable.

**ARTICLE VIII – ELECTIONS**

**SECTION 8.1 – NOMINATIONS COMMITTEE**

A Nominating Committee shall be formed at least sixty days before each annual meeting of the Association consisting of the President, the Vice President/President-Elect and one Regular Member of the Association (not an Officer or a Director) appointed by the Board. The Board shall appoint the one Regular Member for the Nominating Committee at least sixty days before each annual meeting of this Association. The Nominating Committee shall nominate one or more Regular Members as candidates for each office and the non-officer seats on the Board to be filled at an annual election held at the annual meeting.

**SECTION 8.2 – CONSENTS OF NOMINEES**

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

**SECTION 8.3 – NOMINATION BY PETITION**

Nominations for any or all of the offices to be filled at an annual election may be made by a petition signed by at least five Regular Members entitled to vote, which petition shall be delivered to the Secretary fifteen days prior to the annual meeting, and such nominations shall be placed on the ballot.

**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 have been nominated for the Board (e.g. in the form of a “slate” of all Directors and Officers), the election of such Officers and/or Directors of the Board shall be by ballot (optionally, in the manner provided by Article XI – REFERENDUM BY BALLOT); the ballots 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 other Officers and Directors 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 – STANDARDS**

All members shall conform to the American Bar Association or, where appropriate, the State of California standards of ethical and professional conduct.

**SECTION 9.2 – COMPLAINTS**

All complaints against members shall be presented to the Board and a written record thereof shall be made. Such complaints may be referred to the Ethics Committee, if one exists, for investigation or may be considered by the Board without such reference.

**SECTION 9.3 – BOARD DISCRETION TO DISMISS**

If the Board determines, on its own or by recommendation of the Ethics Committee, 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, on the other hand, the Board concludes that the complaint is of such nature or is sufficiently well founded to require other action, it shall notify the accused in writing, by registered mail, of the charges and shall fix a date, no less than thirty days from the date of the notice, for a hearing. Such hearing shall be held before at least three Directors 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 shall, by a vote of at least five Directors of the 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 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 Ethics Committee, 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 ASSOCIATIONS**

**SECTION 10.1 – DELEGATE AND ALTERNATE**

The Board may, from time to time, appoint a Director of the Board and/or a past President of this Association, as a Delegate and an Alternate Delegate of this Association to the National Council of Patent Law Associations, each to serve as such until his 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 BALLOT**

**SECTION 11.1 – WHEN USED**

Association action on any matter which could be taken at a meeting of the Association may likewise be taken by referendum by sending a ballot by mail, email, or other written form of communication when so directed by the Association at a regular or special meeting or by action of the Board, 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 referendum by ballot has been so directed, the Secretary shall mail, email or otherwise communicated in a written form to each Regular 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 to do so. Except in the case of proposed amendments to the By-Laws, the majority vote of the ballots received 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**

Except for votes cast electronically, 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 interest 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 these By-Laws or special rules of orders of this Association.

**ARTICLE XIII – AMENDMENTS**

**SECTION 13.1 – AT A MEETING OR BY VOTE AFTER WRITTEN NOTICE**

These By-Laws may be amended by the affirmative vote or written consent of at least a majority of the Regular Members, or by the affirmative vote of at least two-thirds of the members of the Board and the affirmative vote of at least two-thirds of the Regular Members present at a general membership meeting where a quorum is present and written notice of the proposed changes to the By-Laws has been to the meeting. 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 – AMENDMENTS BY DIRECTORS**

By-Laws may be adopted, amended or repealed by the Board unless the action would:

- (1) Materially and adversely affect the rights of members as the voting, dissolution, redemption, or transfer;
- (2) Increase or decrease the number of members authorized in total or for any class;
- (3) Effect an exchange, reclassification or cancellation of all or part of the memberships;
- (4) Authorize a new class of membership;
- (5) Specify or change a fixed number of directors or the maximum or minimum number, or change from a fixed to a variable Board or vice versa;
- (6) Extend the term of a Director of the Board beyond that for which the director was elected;
- (7) Increase the term of any Director of the Board;
- (8) Increase the quorum for a meeting of the members; or
- (9) Repeal, restrict, create or expand proxy rights.

**ARTICLE XIV – 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 from time to time or at the principal place of business of the Secretary.

**SECTION 14.2 – INSPECTION OF BOOKS AND RECORDS**

All books and records except those referred to in Section 9.6 shall be open to inspection by any Director of the Board and/or any member of the Association at a reasonable time upon written notice.

**ARTICLE XV – INDEMNIFICATION OF OFFICERS AND DIRECTORS**

**SECTION 15.1 – 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 of the Board and other person engaging in official duties of the Association, in the manner and to the extent specified by California Law.

**SECTION 15.2 – PROVISIONS NOT EXCLUSIVE**

The rights provided for by this Article shall not be deemed exclusive of any other rights to which any Director of the Board 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 of the Board, 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.