

PROPOSED BYLAWS

BYLAWS OF THE INTELLECTUAL PROPERTY LAW SECTION

As Approved By the State Bar of Texas Board of Directors

September 2017

ARTICLE I.

Name and Purpose

1.1 Name. This Section shall be known as “The Intellectual Property Law Section of the State Bar of Texas.”

1.2 Purpose. The purpose of this Section shall be to further the purposes and objectives of the State Bar of Texas within the field of Intellectual Property law, subject to applicable federal and state laws, rules and regulations and the policies of the State Bar of Texas (the “State Bar”).

ARTICLE II.

Members and Dues

2.1 Members.

a. Voting Members. Voting Members of the Section are those licensed Texas attorneys who are members in good standing of the State Bar, have joined the Section and are current in the payment of their Section dues. Only Voting Members may vote in Section elections and on matters coming before the Section members for action.

b. Associate Members. Associate members of the Section are those individuals who are not licensed to practice law in Texas, including out of state attorneys, non-licensed employees of the United States Patent and Trademark Office or the United States Copyright Office, law students, paralegals, non-attorney academics, and patent agents as described in 37 CFR Part 11, who have joined the Section and are current in the payment of their Section dues. Associate members may not hold themselves out as being members of the State Bar or make any representation that they are licensed by the State Bar. Associate members shall have no Section member voting rights.

2.2 Section Dues. Each member of the Section shall pay annual Section dues in the amount established from time to time by the Section Council and approved by the State Bar Board of Directors. Section dues shall be due and payable on or before June 1 of each year. The Section will waive dues for Voting Members who have been licensed Texas attorneys less than two (2) years.

2.3 Termination of Membership. On the occurrence of any of the following, a Section member shall immediately cease to be a member of the Section without any further action required:

- a. any member who is six months or more delinquent on payment of Section dues;
- b. any Voting Member who ceases to be a member in good standing of the State Bar of Texas; or
- c. any Associate Member who has represented himself or herself as a member of the State Bar or as a member licensed by the State Bar.

ARTICLE III.

Council and Officers

3.1 Council.

a. The powers, business and property of the Section shall be conducted, controlled and managed by a Council, to the extent authorized by law and the policies of the State Bar.

b. The Council is composed of the following members:

- i. Nine (9) elected Council members, all of whom must be Voting Members of the Section in good standing;
- ii. the Section Officers;
- iii. the Immediate Past-Chair of the Section;
- iv. the State Bar of Texas President and President-Elect as non-voting ex officio members; and
- v. such other non-voting ex officio members appointed by the Council as it may from time to time determine by resolution.

c. Terms. Elected Council members shall serve three-year terms, commencing on the adjournment of the Section's annual meeting at which they are elected and ending on the adjournment of the Section's third annual meeting thereafter or, if later, when their successors have been elected and have assumed office. Three elected Council members shall be elected each year in accordance with the election provisions below. No elected Council member may serve more than two consecutive three-year terms. The terms of the Section Officers on the Council shall be commensurate with their terms in office.

3.2 Officers.

a. The Officers of the Section are:

- i. the Chair;
- ii. the Chair-Elect;
- iii. the Vice-Chair
- iv. the Secretary;
- v. the Treasurer;
- vi. the Website Officer; and
- vii. the Newsletter Officer.

b. Terms. Section Officers are elected in accordance with the election provisions below and serve one-year terms, commencing on the adjournment of the Section's annual meeting at which they are elected and ending on the adjournment of the Section's next annual meeting or, if later, when their successors have been elected and have assumed office. The Chair and Chair-Elect may not serve consecutive terms. The Secretary, the Treasurer, and Vice-Chair each may serve no more than two (2) consecutive terms.

3.3 Executive Committee. The Executive Committee shall make recommendations to the Council on issues as decided by the Chair. The Executive Committee shall consist of:

- i. the Chair;
- ii. the Chair-Elect;
- iii. the Vice-Chair
- iv. the Secretary;
- v. the Treasurer; and
- vi. the Immediate Past-Chair of the Section.

ARTICLE IV

Nominations and Elections

4.1 Nominations. The Chair will appoint a Nominating Committee of at least five (5) members, not Officers or Council Members, not less than sixty (60) days before the annual meeting. The Nominating Committee will prepare a proposed slate of candidates, to include a candidate for each of the offices to be filled at the election. With respect to the Website Officer and the Newsletter Officer, the candidates will be selected by the Chair. After obtaining consent of each member selected to undertake the duties of the office if elected, the Nominating Committee will present its proposed slate to the Secretary at least thirty (30) days prior to the annual meeting, and the Secretary shall notify all Active Members at least twenty (20) days prior to the annual meeting. Notification shall be made by electronic mail, U.S. mail, prominent posting on the Section's website, or published in the Section newsletter. Additional nominations may be made from the floor at the Section's annual meeting.

4.2 Elections. After the nominations for each office are closed by the Chair, a vote shall be taken for that office. In the event of a contest for any office, a secret ballot shall be used. An election to any office requires a majority of the votes cast. If more than two (2) candidates are nominated for any office and no candidate so nominated receives a majority of the votes cast upon the first ballot, then the two (2) candidates receiving the largest number of votes cast upon such first ballot shall be voted upon again, and the candidate receiving a majority of the votes cast upon such second ballot shall be declared elected to the particular office.

4.3 The Voting Members present and voting at the Section's annual meeting will elect the Chair-Elect, Vice-Chair, Secretary, Treasurer, Website Officer, and Newsletter Officer.

4.4 Chair Succession. Upon the expiration of the Chair's term, the Chair-Elect will succeed to the office of Chair.

4.5 Vacancies

a. Chair. In the event of the death, temporary inability to perform duties, resignation, or termination of Section membership of the Chair, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or duration of any temporary inability to perform duties.

b. Chair-Elect. In the event of the death, temporary inability to perform duties, resignation, or termination of Section membership of the Chair-Elect, the Vice-Chair shall perform the duties of the Chair-Elect for the remainder of the Chair-Elect's term or duration of any temporary inability to perform duties.

c. Vice-Chair. In the event of the death, temporary inability to perform duties, resignation, or termination of Section membership of the Vice-Chair, the Treasurer shall perform the duties of the Vice-Chair for the remainder of the Vice-Chair's term or duration of any temporary inability to perform duties.

d. Treasurer. In the event of the death, temporary inability to perform duties, resignation, or termination of Section membership of the Treasurer, the Secretary shall perform the duties of the Treasurer for the remainder of the Treasurer's term or duration of any temporary inability to perform duties.

e. Secretary. In the event of the death, temporary inability to perform duties, resignation, or termination of Section membership of the Secretary, the Treasurer shall perform the duties of the Secretary for the remainder of the Secretary's term or duration of any temporary inability to perform duties.

f. Council Members, Website Officer, or Newsletter Officer. In the event of the death, disability, resignation, or termination of Section membership of the Website Officer, Newsletter Officer, or any

elected Council member, or removal of any elected Council member, the Council may fill the vacancy by appointment. The person so filling the vacancy will serve until the close of the next Section annual meeting. The remainder of any elected Council member's vacated unexpired term will be filled by election at the next Section annual meeting in accordance with these Bylaws.

ARTICLE V

Duties and Powers of Officers

5.1 Chair. The Chair will preside at all meetings of the Section and of the Council, plan and supervise the activities of the Section, serve on the State Bar's Council of Chairs and perform such other duties and acts as usually pertain to the office.

5.2 Chair-Elect. The Chair-Elect will perform the duties of Chair during the absence of the Chair and will perform such other duties as directed by the Chair or the Council.

5.3 Vice-Chair. The Vice-Chair will perform the duties of the Chair during the absence of the Chair and Chair-Elect and will perform such other duties as directed by the Chair or the Council.

5.4 Secretary. The Secretary will serve as the custodian of the books, reports and records of the Section, with the exception of the financial records, keep a correct record of the proceedings of all meetings of the Section and the Council, and maintain the rosters of the Section members, the Section committees and the Council.

5.5 Treasurer. The Treasurer will serve as the custodian of all financial reports of the Section, receive all dues and other funds paid to the Section, provide required financial information to the State Bar, invest the funds of the Section subject to the requirements and parameters established by the State Bar and provide financial reports to the Council at each of its meetings. Subject to requirements of the State Bar and the approval of the Council, the Treasurer, along with the Chair, has full authority to appoint depositories of the funds of the Section and to make deposits thereto and withdrawals therefrom.

5.6 Website Officer. The Website Officer will manage the update and maintenance of the website for the Section and serve as a liaison with the State Bar website team.

5.7 Newsletter Officer. The Newsletter Officer is responsible for the publication of the Section newsletter.

ARTICLE VI.

Duties and Powers of the Council

6.1 Authority. Subject to applicable law and the policies of the State Bar, the Council will have general supervision and control of the affairs of the Section to ensure that the purposes and objectives of the Section are carried out. The Council will supervise the expenditure of funds received by the Section from dues and all other Section activities.

6.2 Committees.

a. Establishment. From time to time, the Council may establish such Council committees, standing committees, ad hoc committees, and task forces as it deems advisable to perform such duties and exercise such powers as the Council directs, subject to the limitations of these Bylaws, the policies and procedures of the State Bar of Texas and all applicable law.

b. Membership of Council Committees. Membership of Council committees will consist of Council members and such non-voting ex officio members as the Council determines. The Chair, with the advice of the Chair-Elect, will appoint the membership of Council committee chairs, subject to the approval of the Council.

c. Membership of Standing Committees. All standing committee chairmen, except as otherwise provided herein, shall be appointed by the Chair. Members of the Council and any other members of the Section may serve as chairmen of standing committees. The immediate past chairman of any standing committee shall automatically become a member of any such committee for the next succeeding year. Membership of standing committees may consist of Members of the Section.

d. Standing Committees. Until otherwise determined by action of the Council, the standing committees of the Section will include, but are not limited to:

(1) Patent, (2) Public Relations, (3) Trademark, (4) Copyright, (5) Governance and By-Laws, (6) Trade Secrets, (7) Membership, (8) Newsletter, (9) Diversity, (10) Women in IP, (11) Website, and (12) New Lawyers.

Standing Committee Reports. The Council will monitor the activities and functions of the Section committees and may require such committees to report to the Council with such frequency as the Council deems advisable.

e. Ad hoc committees. The Chair may appoint ad hoc committees on issues relevant to the Section.

6.3 Removal of Council Members. Upon request of the Chair, and for documented good cause, the Council may remove a Council Member at a Council meeting with an approval of two-thirds of the Council.

ARTICLE VII

Meetings

7.1 Meetings of the Council.

a. Quorum. A quorum of the Council consists of a simple majority of the voting Council members. No action may be taken at any Council meeting without the presence of a quorum of the Council.

b. Voting. Unless otherwise stated in these Bylaws or required by the policies of the State Bar, all binding actions of the Council must be by a majority vote of the voting Council members present at the Council meeting. Voting may be by written ballot, hand count, or voice vote. Voting by proxy shall not be allowed.

c. Regular Meetings. Regular meetings of the Council shall be held at least once per year at such time, place, and method as determined by the Chair. Notice of regular meetings will be delivered to Council members by electronic mail or U.S. mail at least ten days prior to the date of the meeting.

d. Special Meetings. Special meetings of the Council may be held at such time, place, and method as determined by the Chair for the purpose of taking such action as may be required before the next scheduled regular Council meeting. Notice of a special meeting will be delivered to the Council members by electronic mail or U.S. mail at least three days prior to the date of the meeting. The notice must describe the general purpose or purposes of the meeting and the reason a special meeting is deemed necessary. A quorum of the Council members may waive the notification requirement by affirmative vote at the special meeting.

e. Waiver of Notice by Attendance. Attendance of a Council member at a Council meeting constitutes waiver of notice unless the Council member's attendance is expressly for the purpose of objecting to the transaction of business at the meeting without adequate notice.

f. Participation. With the approval of the Chair, Council members may participate in Council meetings by teleconference or videoconference. A Council member participating by teleconference or videoconference is counted toward a quorum and may vote on any matters coming before the Council at the meeting.

g. Actions in Lieu of Meeting. With the written consent of two-thirds of the voting members of the Council, the Council may take action on a matter concerning the Section. In such event, the Chair will send notice by electronic mail or U.S. mail to all Council members with an explanation of the action and fiscal impact of the action, if any, and will request each member of the Council to cast their vote for or against the action by electronic mail or U.S. mail. Upon receipt of all votes, the Chair will notify the Council members of the result.

7.2 Section Meetings.

a. Annual Meeting. The Section will hold an annual meeting at such time and place as determined by the Chair and approved by the Council. Notice of the annual meeting will be provided to Section members at least 20 days prior to the meeting and may be delivered by electronic mail, U.S. mail, or prominent posting on the Section's website.

b. **Special Meetings.** Special meetings of the Section may be held at such time and place as may be determined by the Chair and approved by the Council. Notice of a special meeting shall be provided to Section members at least 10 days prior to the meeting and may be delivered by electronic mail, U.S. mail, posting on the homepage of the Section's website or other mass communication method. The notice must describe the general purpose or purposes of the special meeting and the reason a special meeting is deemed necessary.

c. **Quorum and Voting.** At any meeting of the Section, twenty-five (25) Voting Members shall constitute a quorum. Voting may be by written ballot, hand count, or voice vote. Voting by proxy shall not be allowed.

ARTICLE VIII

Financial Provisions

8.1 Depositories and Investments. Section funds must be invested consistent with the State Bar's Investment Policy as set forth in the State Bar Board of Directors Policy Manual, as the same may be amended from time to time. Section funds must be deposited into either a branch of the State Bar banking depository or an alternative banking depository meeting the requirements of the State Bar's Investment Policy.

8.2 Financial Books, Records and Reports. The Section must maintain accurate financial books and records and have appropriate controls on the maintenance and disbursement of the Section's funds, all in a fashion that permits the inclusion of the Section's financial information in the State Bar's financial statements and audit. The Section must provide to the State Bar such financial information as may be required for compliance with the requirements for the independent financial and/or internal audits of the State Bar as required by applicable law, rules and regulations, and pursuant to the State Bar's procedures for reporting section financial reporting, as such procedures may be amended from time to time. The Section will submit to the Executive Director of the State Bar by July 15th of each year a budget for the then current fiscal year.

8.3 Sales Tax. To the extent required by law, the Section will collect sales tax on goods or services that it sells, and will remit monthly to the State Bar all sales tax collected during the immediately preceding month, along with a report listing the price, quantity and description of the goods or services so sold in such detail as the State Bar Accounting Department reasonably may require to ensure compliance with applicable law, rules and regulations.

8.4 State Bar Assistance. The Section may request the State Bar Accounting Department to manage Section funds, including depositing dues, managing operating expenses, issuing checks and preparing financial reports and budgets.

ARTICLE IX

Miscellaneous

9.1 Political or Social Policy Advocacy Position. No position may be taken by the Section or its members in the name of the Section or the State Bar that advocates or advances a political or social policy position in violation of State Bar policies, the State Bar Act, the State Bar Rules, or any other applicable state or federal law.

9.2 Section Name Change. The Section may not change its name without the approval of the State Bar Board of Directors in accordance with the then current State Bar policies and procedures.

9.3 Confidentiality of Section Member Information. All information concerning any Section member that is deemed confidential by state or federal law, including Tex. Govt. Code Ch. 552 and Tex. Occ. Code Ch. 59, including email addresses, may be used only for official section business and may not be disclosed to the public or any third party. The Section will take reasonable and necessary precautions to protect the confidentiality of all such information.

9.4 Amendment of Bylaws. These Bylaws may be amended at any meeting of the Section by a majority vote of the Voting Members present and voting, provided that any proposed amendment is first approved by a majority of the Council and notice of the proposed amendment in accordance with these Bylaws has been provided to all Voting Members at least 30 days prior to the meeting at which the amendment will be considered. No amendment will become effective until approved by the State Bar in accordance with the then current State Bar policies and procedures.

REVISION HISTORY:

September 2005: replaced “Franchise and Distribution” with “Opinions” in Article V, Section 1 “Committees”.

June 2009: added Chair of Website Committee and Chair of Newsletter Committee as Officers; increased At-Large Members of Council to nine (9) where three (3) At-Large Members of Council are elected each year to serve a three (3) year term; changed Committee names “Section Website” to “Website” and “Inventors’ Recognition” to “Inventor Recognition”; added provision to allow for amendment of the By-Laws by a majority of the Council; added provision to allow for notice by electronic means.

September 2012: added the following new committees: (1) Diversity and (2) Women in IP; merged the Alternate Dispute Resolution Committee into the IP Litigation Committee; changed the name of the Antitrust Committee to Antitrust and Standardization and the name of the IP Litigation Committee to Litigation and Alternate Dispute Resolution; and abolished the Continuing Legal Education and Opinions Committees.

June 2014: Abolished the following Standing Committees: Ethics and Unauthorized Practice; International Law; Convention Arrangement and Program; Nominating; Inventor Recognition; Electronic and Computer Law; and Litigation and Alternative Dispute Resolution. Changed the name of the following Standing Committees: “Patent Legislation/PTO Practice” to “Patent”; Trademark Legislation/PTO Practice to “Trademark”; “By-Laws” to “Governance and By-Laws”; and Unfair Competition and Trade Secrets to “Trade Secrets.” Modified Article IV Section 1(a) to delete reference to the Convention Arrangements and Program Committee and modified Article IV Section 2(a) and Article VI Section 4(a) to permit notice by electronic mail, U.S. mail, prominent posting on the Section website, or publication in the Section newsletter. Modified Article VI Section 1 and Article X Section 1 to permit notice by electronic mail. Modified Article VII Section 1 to waive dues for members licensed to practice less than two years.

June 2017: Modified the Bylaws to be consistent with the State Bar of Texas Model Bylaws, the modifications including establishing Voting Members and Associate Members; revise dues provisions; revise termination of membership; revise term limitations for Council members and section Officers; establish Executive Committee; revise nomination process; provide for vacancies for Council members and section Officers; revise Treasurer duties; establish duties of Vice Chair, Newsletter Officer, and Website Officer; revise Council meeting provisions; revise annual meeting provisions; revise Bylaws modification provisions.