

ARTICLE I OFFICES

Section 1.1 Principal Office. The Principal Office of the Association shall be located in Houston, Texas. The Association may have such other offices, within the State of Texas, as the Board of Directors may determine is necessary from time to time.

Section 1.2 Registered Office. The Association shall have and continuously maintain in the State of Texas a Registered Office, and a registered agent for such office as may be required by law. The Registered Office may be, but need not be, identical with the Principal Office of the Association in the State of Texas, and the address of the Registered Office may be changed from time to time by the Board of Directors.

ARTICLE II NAME

Section 2.1 Corporate Name. The name of the Association shall be the Houston Intellectual Property Law Association.

ARTICLE III OBJECTS

Section 3.1 Purposes of the Association. The Association was formed to conduct the following activities:

1. To promote the understanding of intellectual property and related areas of the law.
2. To promote and assist in the growth and promotion of programs designed for discussion, exchange of ideas, and possible solutions to various common problems, relating to intellectual property law.
3. To promote friendly relations among its members.
4. To provide information regarding current trends, prepare reports, and offer seminars to members or others as the Board of Directors may deem appropriate.
5. To maintain a high standard of professional ethics within the profession.

ARTICLE IV MEMBERS

Section 4.1 Classes of Members. The membership of the Association will consist of Active Members, Honorary Members, Inactive/Retired Members, Student Affiliates, and Foreign Affiliates.

1. **Active Member** ~~(Dues \$90)~~: Any person who is either (i) registered to practice before the USPTO or (ii) a member in good standing of any state bar (including that of the District of Columbia) may become an Active Member of the Association if such person is actively engaged in the profession of intellectual property law, including patent, trademark, copyright, and related law. Active Members shall have the right to vote and hold office.
2. **Honorary Member** ~~(Dues \$0)~~: Any federal judge, or other public official, may be elected an Honorary member for his or her term of office, and any other person of distinction may be elected an Honorary Member. Honorary Members shall be elected by a majority vote of the Board of Directors. Honorary Members shall be entitled to all privileges except those of voting and holding office, and shall be exempt from payment of all Association dues.

3. **Inactive/Retired Member** ~~(Dues 50% of Active Member)~~: Any (i) person who is retired from practicing or no longer practices (and does not plan to again practice) intellectual property law provided that such person is an active or inactive member in good standing of the USPTO bar or any state bar (including that of the District of Columbia), (ii) former federal judge, or (iii) former public official may become an Inactive/Retired Member of the Association. Inactive/Retired Members shall be entitled to all privileges except holding office.
4. **Student Affiliate** ~~(Dues \$25)~~: Any person who may not be qualified as an Active Member but is regularly enrolled as a candidate for a professional law degree in an ABA approved law school may enroll as a Student Affiliate. Persons remain eligible as Student Affiliates for one year from their date of graduation from law school. However, after becoming a member of a state bar, a Student Affiliate shall promptly enroll in the organization as an Active Member if such person is actively engaged in the profession of intellectual property law, including patent, trademark, copyright, and related law. Such enrollment shall be prompt if made between the date of a person's admission to the bar and the following March 1. A Student Affiliate shall be entitled to all privileges except those of voting or holding office.
5. **Foreign Affiliate** ~~(Dues \$90)~~: Persons who are not U.S. residents but are regularly recognized as members of the legal profession by the country of their residence may enroll as a Foreign Affiliate if such persons are actively engaged in the profession of intellectual property law, including patent, trademark, copyright, and related law. A Foreign Affiliate shall be entitled to all privileges except those of voting or holding office.

ARTICLE V DUES

Section 5.1 Membership Year. The ~~Association will have a rolling membership, in which the membership year of each member shall be run annual twelve consecutive months beginning on the later of the date the member pays annual membership dues for a new membership year or the last day of the member's previous membership year, commence on July 1 and extend through June 30 of the following year.~~

Section 5.2 Dues. On or about ~~June 1~~ thirty (30) days prior to the expiration of a member's membership year, the Secretary shall send ~~or cause to be sent~~ a notice of annual membership dues to ~~each the~~ member and to anyone else deemed appropriate by the Board of Directors. To the extent applicable, members shall pay annual membership dues on or ~~before July 1 before expiration of the member's membership year~~. New members shall pay dues ~~in advance with their upon applications to the Association. Members who join or renew during the course of the membership year shall not be entitled to a pro rata reduction in the annual membership dues, except that members who join between May 1 and June 30 of any membership year shall be entitled to membership through the end of the following membership year. The dues of Active, Inactive/Retired Member, Student Members, and Foreign Affiliates~~ Membership dues shall be fixed from time to time by the Board of Directors at its discretion.

Section 5.3 Delinquency. Any member whose annual dues are in arrears shall not be considered a member in good standing, and shall be sent a delinquent dues notice ~~on or about August 1 within thirty (30) days after expiration of the member's membership year~~. All members whose dues remain in arrears ~~on September 1 sixty (60) days after expiration of the member's membership year~~ shall be removed from the membership roster and shall not appear in any published directory of members. ~~The sending of a notice of delinquent dues shall be in accordance with §12.6. Reinstatement may be made upon payment of dues for that membership year, subject to approval by the Board of Directors.~~

ARTICLE VI OFFICERS

Section 6.1 Officers. The Officers of the Association shall be a President, a President-Elect, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the members. In order to qualify for election as an Officer, a person must be an Active Member of the Association, residing and practicing in the state of Texas.

Section 6.2 President. The President shall be the executive officer of the Association. The President shall preside at all meetings of the Association and the Board of Directors and shall appoint and serve as an ex-officio member of all committees. The President shall appoint the Association's liaison to national organizations and shall perform such other duties as the Board of Directors may decide.

Section 6.3 President Elect: The President-Elect may serve as Chairman of the Program Committee. At the end of his or her term, the President-Elect shall succeed to the office of President. At least thirty (30) days before taking office as President, the President-Elect shall name the Standing Committee Chairs, which he or she plans to appoint upon taking office and give notice thereof, in writing, to the Secretary and to such Standing Committee Chairs. In naming the Standing Committee Chairs, the President-Elect shall have due regard for continuity of Committee activity. To discontinue an existing Standing Committee, the President-Elect must gain approval of a majority vote of the Board of Directors. The President-Elect shall preside over meetings of the membership and the Board of Directors in the absence of the President, and shall succeed to the office of the President in case of a vacancy therein.

Section 6.4 Vice-President: The Vice-President will assist the President and President-Elect in planning and coordinating events of the Association. At the end of his or her term, the Vice-President shall succeed to the office of President-Elect. The Vice-President shall preside over meetings of the membership and the Board of Directors in the absence of the President and President-Elect, and shall succeed to the office of President-Elect in case of a vacancy therein.

Section 6.5 Secretary. The Secretary shall perform all duties usually pertaining to this office including the preservation of the official Minutes of membership and Board Meetings, the official copy and Amendments of these bylaws and other records of the Association.

Section 6.6 Treasurer. The Treasurer shall be responsible for the collection and preservation of all dues and other money due the Association, and the payment of all bills or vouchers approved by the President or, in his or her absence, by the President-Elect. The Treasurer shall render to the membership an Annual Statement covering financial affairs of the Association.

Section 6.7 Election and Term of Office. All Officers shall be Active members of this Association, shall take office on April 1 after election and shall serve for one year or until their successors are qualified. No officer may be reelected to the same office in consecutive years.

Section 6.8 Vacancies. A vacancy in an office other than that of the President or President-Elect shall be filled by the Board of Directors at its next regular meeting. A vacancy in the office of President shall be filled by the President-Elect. A vacancy in the office of President-Elect shall be filled by the Vice-President. Concurrent vacancies in the offices of President, President-Elect, and Vice-President prior to January 1 shall require the Board of Directors to appoint a special Nominating Committee to recommend candidates for each office in accordance with Section 9.2 herein, and to hold an election at a regular, or special, Association meeting within sixty days (60) after the concurrent vacancies in accordance with Sections 9.1 and 9.2 herein. Concurrent vacancies in the offices of President, President-Elect, and Vice-President after January 1 shall require the Board of Directors to assume all the responsibilities of President, President-Elect, and Vice-President until the annual meeting, during which the offices of President, President-Elect, and Vice-President will be filled by election in the same manner as the other offices.

ARTICLE VII

BOARD OF DIRECTORS

Section 7.1 Board of Directors. The Officers, the immediate past president, and seven (7) elected Directors shall constitute the Board of Directors which shall manage the internal affairs of the Association, shall perform the duties as herein provided, and may take such actions on behalf of the Association as are advisable in its opinion. One elected Director shall serve as "Tax and Compliance Director" and shall have oversight of the Association's required tax filings (federal, state and local as required) and compliance with all tax, and other laws and regulations governing the Association.

A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 7.2 Meeting of the Board. The Board of Directors shall meet at least quarterly and may invite other members of the Association, including Committee Chairs, to attend its meeting and assist in its deliberations, but without vote.

Section 7.3 Election and Term. Each Officer shall serve as Director during his or her term of office and the immediate past president shall serve as Director for one year. Three additional Directors shall be elected every year for a two-year term, providing staggered terms for six of the seven elected Directors. The Tax and Compliance Director shall be elected every third year for a three-year term.

Section 7.4 Vacancies. A vacancy in the Board of Directors, other than the offices of President and President-Elect, shall be filled upon a majority vote of the Board of Directors at its next regular meeting.

ARTICLE VIII COMMITTEES

Article 8.1 Appointment. Committee Chairs and Standing Committee Members shall be appointed by the President, unless herein otherwise provided.

Article 8.2 Standing Committees. The President-Elect shall, prior to March 1, set up the Standing Committees and appoint Standing Committee Members and Committee Chairs to serve during his or her term. The discontinuance of any existing Standing Committee(s) must be approved by a majority vote of the Board of Directors. The President-Elect shall have the responsibility of defining the scope of the Standing Committees.

Section 8.3 Special Committees. Special Committees may be appointed by the President or the Board of Directors from time to time with assigned duties and for a limited period of time.

ARTICLE IX ELECTIONS

Section 9.1 Election-Procedure. All elections shall be conducted by ballot at the Annual Meeting, which shall take place in March, or at a special meeting called for the purpose. Elections shall be by majority of the ballot cast among the membership present in person at an election meeting. Formal ballot may be waived by unanimous vote in case there is only one nominee for an office.

Section 9.2 Nominating Committee. For the annual election, the President shall appoint a Nominations Committee prior to February 1. For other elections in accordance with Section 6.7 herein, a Nominating Committee shall be appointed at least thirty days (30) before the election meeting. Every Nominating Committee shall consist of five members, one of whom shall be the President-Elect. The other four shall not be Officers or Directors. It shall be the duty of this committee to select and prepare a slate of one or more recommended candidates for the several offices and board positions to be filled at an election meeting. In execution of this duty, the committee shall strive to select a slate of candidates that reflects the diversity of the members. The committee shall report the nominations to the Secretary, after obtaining consent of the members selected to undertake the duties of their

respective offices, if elected, and the Secretary shall send to the membership a notification of such nominations at least seven days before the annual or special election meeting. Candidates other than those presented by the Nominating Committee may be nominated at the election meeting by any Active member who has previously received assurance that his or her candidate is willing to serve if elected.

Section 9.3 Installation Ceremony. The ceremony for the installation of elected and approved Officers and Directors shall take place at a time and place specified by the Board of Directors, but the time at which this ceremony is held shall have no effect upon the time at which the Officers and Directors actually assume their duties as such.

ARTICLE X PROFESSIONAL CONDUCT OF MEMBERS

Section 10.1 Code of Ethics. All members shall conform to any code of ethics duly adopted by this Association or by the State of Texas. Violation of this Article shall be sufficient ground for expulsion of the offending member.

Section 10.2 Suspensions and Expulsions. Any member having been subject to discipline by the Texas State Bar or other governing bar association shall be ineligible for membership upon expulsion or while serving a suspension. All complaints of improper or unethical conduct in the practice of law, subject to oversight by the Bar Association by which the member has been granted a license, shall be directed thereto. All Complaints of improper or unethical conduct in the practice of law, not subject to oversight by the Bar Association by which the member has been granted a license, shall be made in writing to the President of The Association. The President shall at that time appoint a committee to include no less than five members including the President, President Elect, Vice-President and two Board Members, to review the complaint. After full investigation, the Committee shall report its findings to the full Board of Directors, which shall consider the complaint after calling both the accused and the accuser or accusers before it. All such matters shall be in confidence. If the finding of the Board shall be for expulsion, then a notice of such finding shall be sent to the member who may decide to unilaterally withdraw his or her membership. If the membership is not withdrawn, a notice of such finding shall be sent to the entire membership at least seven days before the next meeting at which a majority vote by secret ballot of the membership in attendance will be required to sustain such finding of the Board. Disbarment of a member shall automatically result in expulsion of the member from this Association for the period of disbarment.

ARTICLE XI INDEMNIFICATION

Section 11.1 Each person who may have served as an Officer or Director of this Association shall be indemnified by the Association against expenses reasonably incurred by him or her in connection with any claim made against him or her on any action, suit, or proceeding to which he or she may be a party by reason of his or her being, or having been, such Officer or Director including such sums as independent counsel by the Board shall deem reasonable payment including payments in settlement to avoid expenses of litigation; provided, however, that no Officer or Director shall be indemnified with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for willful negligence or misconduct in the performance of duty or with respect to any matters which shall be settled by the payment of sums which counsel selected by the Board shall not deem reasonable payment for avoiding expenses of litigation, or with respect to matters for which such indemnification shall be in addition to any other rights to which Officers or Directors may be entitled.

ARTICLE XII MISCELLANEOUS

Section 12.1 Fiscal Year. The fiscal year of the Association shall begin and end on such dates as determined by the Board of Directors.

Section 12.2 Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Association, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 12.3 Checks, Drafts, Orders, Notes and Other Evidences of Indebtedness. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer, President or President-Elect of the Association.

Section 12.4 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 12.5 Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

Section 12.6 Notice. Any notice required or allowed under these bylaws may be made by any of the following methods: (i) U.S. Mail; (ii) carriage by a courier or delivery service approved by the Board of Directors; (iii) email; (iv) fax; or (v) any other method that may be approved by the Board of Directors.

ARTICLE XIII AMENDMENTS

The bylaws may be amended at any regular meeting of the Association by a two-thirds vote of the members in attendance, provided notice as to the substance of such amendment, a statement as to the purposes thereof, and the date of consideration thereof shall have been submitted to the members at least seven days before the meeting wherein such amendment will be considered. Such amendment shall take effect immediately, unless otherwise provided therein.

ARTICLE XIV PROPERTY

In case this Association shall be disbanded, all property shall be donated to the State Bar of Texas.