

**BYLAWS
OF THE
INTELLECTUAL PROPERTY SECTION
OF
THE WASHINGTON STATE BAR ASSOCIATION**

(As last amended and approved by the WSBA Board of Governors on June 4, 2010).

ARTICLE I. FUNCTIONS

Section 1.01 Purposes; Specific Activities Authorized

In general, the Section (capitalized terms are defined in Appendix A) strives to promote the participation of all interested members of the Bar, and of state and local bar associations, in order to benefit the members, their clients and the general public. In pursuit of these purposes, the Section may:

- (1) Provide the opportunity and forum for the interchange of ideas and education in areas of law relating to intellectual property rights, including patents, trademarks, copyrights, trade secrets and unfair competition, to include, but not be limited to:
 - a. Sponsoring and provision of continuing legal education events, the preparation and publication of a Section newsletter and website, and the provision of assistance and financial support of activities of other organizations which promote the purposes, goals, or activities of the Section;
 - b. Promoting new members and understanding of intellectual property laws through outreach activities and financial support of law students attending law schools in Washington State;
 - c. Promoting Section members through intellectual property related networking, referrals, speakers' panels and press contacts.
- (2) Promote cooperation between sections within the Bar and between the Bar and other groups with common interests in the proper development and administration of the law relating to intellectual property rights;
- (3) Review, comment on, and make recommendations related to pending legislation and propose statutory enactments to improve and to facilitate the administration of justice within the Section's area of interest;
- (4) Promote the development of industry and the useful arts by encouraging the establishment, maintenance, respect for and utilization of intellectual property rights that fairly balance the limited monopoly enjoyed by the owner of intellectual property rights with the benefit to society derived from the creation of useful subject matter protectable by those rights;
- (5) Assist in familiarizing other members of the Bar with intellectual property law; and

- (6) Undertake such other service as may be of benefit to the members, the profession and the general public.

Section 1.02 Limitations; Specific Activities Not Authorized

The Section may not:

- (1) Administer examinations and review lawyers' character and fitness to practice law;
- (2) Inform and advise lawyers regarding their ethical obligations;
- (3) Administer a system of discipline of its members, conduct audits of lawyers' trust accounts, or maintain a lawyers' fund for client protection;
- (4) Take positions on issues concerning the politics or social positions of foreign nations;
- (5) Take positions on political or social issues which do not relate to or affect the practice of law or the administration of justice; or
- (6) Support or oppose, in an election, candidates for public office.

Section 1.03 Limitations

These Bylaws have been adopted subject to the applicable Washington Statutes and the bylaws of the Bar.

Section 1.04 Principal Office

The principal office of the Section shall be maintained in the offices of the Bar.

Section 1.05 Fiscal Year

The fiscal year of the Section shall coincide with that of the Bar.

ARTICLE II. MEMBERSHIP

Section 2.01 Enrollment

- a) Voting Membership: Any active member in good standing of the Bar may enroll as a voting member of the Section upon request and payment of annual Section dues in the amount and for the purpose approved by the Board of Governors of the Bar.
- b) Nonvoting Membership: Student: Any student during a period when suitably enrolled in an accredited law school may enroll as a nonvoting member of the Section upon request and payment of annual Section dues in the amount and for the purpose approved by the Board of Governors of the Bar.

Section 1.06 The Membership

Members enrolled as provided in Section 2.01 shall constitute the membership of the Section.

Section 1.07 Dues

Section dues shall be paid annually in advance. Any person who fails to pay the annual dues shall cease to be a member of the Section.

ARTICLE II. MEETINGS OF THE MEMBERSHIP

Section 2.01 Annual Meeting

The annual meeting of the Section shall be held at a time and location established by the Executive Committee.

Section 2.02 Quorum

The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 2.03 Controlling Vote

Action of the Section shall be by majority vote of the members present.

Section 2.04 Agenda

Among the business to be transacted at the annual meeting by the membership shall be the election of Officers and other members of the Executive Committee.

Section 2.05 Special Meetings

Special meetings of the membership may be called by any Officer at such time and place as the Officers may determine.

ARTICLE III. THE EXECUTIVE COMMITTEE

Section 3.01 Powers and Duties

The Executive Committee shall be vested with the powers and duties necessary for the administration of the affairs of the Section and perform duties assigned to it by the Board of Governors of the Bar.

Section 3.02 Composition

The Executive Committee shall be composed of the following persons:

- a. The Officers;
- b. The last retiring Chairperson of the Executive Committee, or in the absence of a last retiring Chairperson, a member elected by a vote of the Officers; and
- c. Non-Officer members elected to the Executive Committee, the number of such members to be not less than three and not more than five, as increased or decreased by a vote of the Executive Committee, with the number set on the date hereof at three (3). No reduction of the number of the non-Officer members elected to the Executive Committee shall have the effect of removing any member from the Executive Committee before that member's term of office expires.

Section 3.03 Quorum; Decision Making; Controlling Vote

A quorum of the Executive Committee shall be at least one half of the number of Officers and at least one non-Officer member of the Executive Committee. The Executive Committee is committed to operating by consensus and action of the Executive Committee shall be by consensus of all members present at a meeting. If, however, a consensus cannot be reached on a particular issue, then the Chairperson shall so declare and action on the issue in question shall be taken by a majority vote of the Executive Committee, provided, however, that a unanimous vote of the Officers shall always be sufficient for the Executive Committee to act.

Section 3.04 Meetings; Voting; Action without a Meeting

Special meetings of the Executive Committee shall be held at the time and place as may be designated by the Chairperson or a majority of the members of Executive Committee. A meeting is not essential for the Executive Committee to act, and teleconference or conference by other electronic means are sufficient for the Executive Committee to act, provided that each member of the Executive Committee participating can hear or read what others members of the Executive Committee have said or written, and agreement is reached by the number of members of the Executive Committee that would have been sufficient to act had a physical meeting been held. Any such action taken in good faith may later be ratified at a subsequent meeting of the Executive Committee. The Executive Committee shall conduct a minimum of four meetings annually.

Section 3.05 Minutes

Complete and accurate typed minutes shall be kept of all meetings of the Executive Committee. A record set of final approved minutes shall be maintained at a place determined by the Executive Committee to be safe from loss or damage. All recorded minutes shall be formally approved by the Executive Committee, and shall be signed by the Secretary-Treasurer certifying that such minutes are as approved by the Executive Committee.

Section 3.06 Term Limits

- a. No Officer of the Executive Committee may be elected to serve more than one (1) term in the same position on the Executive Committee without stepping down from the Executive Committee for at least one (1) year.
- b. Non Officer terms shall be for a two (2) year term, with non-Officers having the option, at the expiration of their first term, of continuing to serve for a second two (2) year term, for a potential total of four (4) years.

ARTICLE IV. OFFICERS; NON-OFFICER MEMBERS OF THE EXECUTIVE COMMITTEE

Section 4.01 Officers

The Officers of the Section shall be the Chairperson, the Chairperson-elect and the Secretary-Treasurer.

Section 4.02 Chairperson

The Chairperson shall preside at all meetings of the Section and of the Executive Committee; formulate and present at each annual meeting of the Bar a report of the work of the Section for the then past year; and perform such other duties as usually pertain to the office or as may be delegated by the Executive Committee. The Chairperson may request checks between Executive Committee meetings for a total amount of one thousand dollars (\$1,000.00) without prior authorization, provided that the check request is ratified at a subsequent meeting of the Executive Committee.

Section 4.03 Chairperson-elect

Upon the death, resignation, or during the disability, or upon refusal to act of the Chairperson, the Chairperson-elect shall perform the duties of the Chairperson for the remainder of the Chairperson's term, except in case of the Chairperson's disability and then only during so much of the term as the disability continues.

Section 4.04 Secretary-Treasurer

In conjunction with the Chairperson and as authorized by the Executive Committee, the Secretary-Treasurer shall attend generally to the business of the Section. The Secretary-Treasurer shall be the custodian of all books, papers, documents, and other property held by the Section, and shall keep a true record of all accounts and of the proceedings of all meetings and actions of the Section and of the Executive Committee.

Section 4.05 Non-Officer Members of the Executive Committee

Non-Officer members of the Executive Committee shall act to further the purposes of the Section. Non-Officer members shall be divided into two classes, designated Class I, and Class II. Non-Officer members whose term begins in odd numbered years shall be in Class I. Non-Officer members whose term begins in even numbered years shall be in Class II.

ARTICLE V. ARTICLE 6. ELECTIONS

Section 5.01 The annual meeting of the Executive Committee shall be held prior to the annual meeting of the Section.

Section 5.02 Officers

- a. Officers. Each year, at the initial meeting of the Section, the membership shall elect a Chairperson, a Chairperson-elect and a Secretary-Treasurer, each to serve in the office so appointed for a one-year term. Each year thereafter, the Chairperson shall retire from the position of Officer and become the last retiring Chairperson, the Chairperson-elect shall become the Chairperson, the Secretary-Treasurer shall become the Chairperson-elect, and a Secretary-Treasurer shall be elected from a non-Officer member of the Executive Committee who has served for at least one full year, each to serve in the designated position for a one-year term.
- b. Non-Officer Members of the Executive Committee. Each year, the

membership shall elect from the Section members non-Officer members of the Executive Committee in the number necessary to fill non-Officer vacancies in the class of non-Officer members whose term is expiring. Each non-Officer member who, at the end of that member's term(s), has not been elected to the office of Secretary-Treasurer shall resign from the Executive Committee.

Section 5.03 Chairperson

The Chairperson-elect shall automatically succeed to the office of the Chairperson. In the event the office of Chairperson-elect shall be vacant, then a Chairperson shall be elected in the same manner as set forth in Section 6.02 of these Bylaws.

Section 5.04 Chairperson-elect

The Secretary-Treasurer shall automatically succeed to the office of the Chairperson-elect. In the event the office of the Secretary-Treasurer shall be vacant, then a Chairperson-elect shall be elected in the same manner as set forth in Section 6.02 of these Bylaws.

Section 5.05 Nominations

The Chairperson may annually appoint a Nominating Committee of not less than three members of the Section not members of the Executive Committee, which committee shall make nominations for the office of non-Officer members of the Executive Committee to succeed those whose terms will expire at the close of the meeting, and to fill vacancies then existing for unexpired terms. Nominations for the Secretary-Treasurer by the Nominating Committee shall be, if possible, from the class of non-Officer members of the Executive Committee whose term is expiring. Other nominations for the same offices may be made from the floor.

Section 5.06 Voting

All elections shall be by hand unless otherwise ordered by resolution duly adopted by the Section at the annual meeting at which the election is held.

Section 5.07 Term of Office

The term of office shall begin on the first day of October following the annual meeting and shall end on the last day of September of the following year. In the year of enactment of the modification to the term of office, the Officers and members of the Executive Committee having terms that would have expired at the end of an annual meeting shall remain in office until the end of the last day of September of the year of enactment.

Section 5.08 Change in Number of Non-Officer Members

If the number of non-Officer members is changed, any increase or decrease shall be apportioned between the non-Officer member classes so as to maintain the number of non-Officer members in each class as nearly equal as possible, and any non-Officer member of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent non-Officer member of the Executive Committee.

Section 5.09 Interim Appointments

In the event of a vacancy during the interim between annual meetings, the Executive Committee shall appoint a successor to serve until the next annual meeting and until a successor is duly qualified.

ARTICLE VI. SUBSTANTIVE RESPONSIBILITIES

Section 6.01 Committees

- a. The Chairperson shall appoint an Education & Communication Committee, a Legislation/Judiciary Committee, and a Networking & Membership Committee. The Chairperson may appoint such other committees to perform such duties and exercise such powers as the Chairperson may direct.
- b. The Chairperson shall appoint at least one Officer to each committee, and the chairperson of the committee shall be a member of the Executive Committee.

Section 6.02 Budget Committee

The Executive Committee shall serve as the Budget Committee. The duties of the Budget Committee are to prepare a budget in consonance with the objectives of the Section for the expenditure of the Section funds.

Section 6.03 Section Committees

Meetings and actions of committees appointed by the Chairperson shall be governed by, and held and taken in accordance with, the provisions of Article III of these Bylaws, with such changes in the context of such provisions as are necessary to substitute the committee and its members for the Executive Committee and its members; provided, however, that the Executive Committee may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

ARTICLE VII. AMENDMENTS

Section 6.04

These Bylaws may be amended at any annual meeting of the Section upon thirty days' written notice to the membership specifying the proposed amendment, by a majority vote of the member of the Section present and voting, provided that no amendment so adopted shall become effective until approved by the Board of Governors of the Bar. Section members who have provided their email address to the Bar may be notified of proposed amendments by email.

As last amended and approved by the WSBA Board of Governors on June 4, 2010.
Prior amendments approved by the membership, March 24, 1998, March 21, 2003 and March 11, 2010; the latter approved by the Board of Governors of the Washington State Bar Association, June 4, 2010.

Appendix A
Definitions and Interpretation

Interpretation

- I. In these Bylaws the following words and expressions shall, where not inconsistent with the context, have the following meanings:
 - a. “Bar” means the Washington State Bar Association;
 - b. “Bylaws” means these bylaws, as amended and approved from time to time;
 - c. “Executive Committee” means the Executive Committee appointed or elected pursuant to these Bylaws and acting in accordance with these Bylaws;
 - d. “Member” means any Person registered in the Register of Members as the holder of shares in the Company and, in the case of shares registered jointly in the names of two or more Persons, means such Persons jointly and not severally;
 - e. “Officer” means the person then holding the position of Chairperson; Chairperson-elect, or Secretary-Treasurer on the Executive Committee;
 - f. “Section” means the Intellectual Property (IP) Section of the Bar established pursuant to Article IX of the Bylaws of the Bar.

- II. In these Bylaws, where not inconsistent with the context:
 - a. words denoting the plural number include the singular number and vice versa;
 - b. words denoting the masculine gender include the feminine gender;
 - c. the word:
 - i. “may” is to be construed as permissive;
 - ii. “shall” is to be construed as imperative;

- III. Headings used in these Bylaws are for convenience only and are not to be used or relied upon in the construction hereof.