

BYLAWS OF THE
INTELLECTUAL PROPERTY LAW SECTION
OF THE VIRGINIA STATE BAR

Approved by Council May 1970
(Amended October 1989)
(Amended February 1996)

ARTICLE I
Name and Purpose

Section 1. *Name* - The name of this Section shall be the Section on Intellectual Property Law of the Virginia State Bar.

Section 2. *Purpose* - The purpose of this Section shall be:

- a. To concern itself with the problems of the legal protection of intellectual property and the coordination of the statutes and common law of the Commonwealth of Virginia relating thereto and their interrelationship with the Federal laws;
- b. To further the objectives of, and promote active participation in, the Virginia State Bar;
- c. To enhance communication and the exchange of ideas and information on intellectual property issues which affect the practice of law in Virginia;
- d. To foster unity between members of the Section by providing a forum where Section members can share research, source materials and experiences;
- e. To sponsor programs and projects of special interest and relevance to the members of the Section and the Virginia State Bar in the field of intellectual property law;
- f. To conduct continuing legal education programs, publish and distribute educational and professional materials and undertake other activities which shall enhance the competence and skills of lawyers and improve their ability to deliver the highest quality of professional legal services; and
- g. To further promote public understanding of the field of intellectual property law.

ARTICLE II
Membership

Section 1. *Categories* - There shall be three categories of section membership: 1) Active, 2) Judicial, and 3) Associate.

Section 2. *Eligibility* - Any Active or Associate member in good standing with the Virginia State Bar shall be eligible for Active membership of this Section. Any lawyer, who is not a member of the Virginia State Bar, but is a member of a Bar and is in good standing with the highest Court of any State or the highest Court in the District of Columbia shall be eligible for Associate membership. Judicial membership shall be open to any active or retired judge of the United States or the Commonwealth of Virginia. Associate and Judicial members shall be non-voting and non-office holding members of this Section. Upon request to the Secretary, members of each category shall be enrolled and shall continue as members so long as they retain their eligibility as aforesaid and pay the annual dues specified in Section 3 of this Article. Members so enrolled shall so constitute the membership of this Section.

Section 3. *Dues* - Each Active and Associate member of this Section shall pay to the Treasurer of the Virginia State Bar such annual dues as shall be assessed by the Board of Governors with the approval of the general section membership and the Council of the Virginia State Bar, although the Section, pursuant to Article X, Section 2 of these Bylaws may raise its dues up to the limit set by the Council of the VSB without further Council approval. (As amended October 1988.) There shall be no dues or other assessments required of Judicial members. New members enrolled during the last quarter of the fiscal year shall have dues waived until the next fiscal year.

ARTICLE III

Board of Governors

Section 1. *Number and Eligibility* - There shall be a Board of Governors which shall originally consist of eight (8) members appointed by the President of the Virginia State Bar. Thereafter, the said Board of Governors shall consist of twelve (12) voting members, six (6) of whom are to be elected as hereafter provided, and the remaining six (6) of whom shall be ex officio members consisting of officers of this Section, the Executive Director of the Virginia State Bar, and the last retiring Chairman of this Section. The Board may elect non-voting ex officio members as it shall deem advisable. No person shall be eligible for election as a voting member of the Board of Governors if he is then an elected member of the Board of Governors and has been such a member continuously for a period of three years or more, but reelection is permitted when at least one year has elapsed since that person has served on said Board.

Section 2. *Term* - At the Annual Meeting of this Section following the adoption of the bylaws by the original Board of Governors, the six (6) members of the Board of Governors as set forth in Article III, Section 1, shall be elected by the membership of this Section. The President of the Virginia State Bar shall then forthwith designate two members of the Board of Governors to serve for a term of one year; two for two years; and two for three years. ("Year" as used in the preceding sentence meaning a term beginning at the close of the Annual Meeting at which they shall have been elected and ending at the close of the succeeding first, second, and third meetings thereafter, respectively.) Thereafter, upon the expiration of each of these initial terms, members of the Board of Governors shall be elected by the membership of this Section by a vote of a majority of the members present and voting at each Annual Meeting of the Section, for terms of three years, beginning at the close of the Annual Meeting at which they have been elected and ending at the close of the Annual Meeting three years later. The terms for the officers and last retiring chair who are serving as Ex Officio members of the Board of Governors shall be for the year in which they serve such positions.

Section 3. *Nominations* - After the initial annual meeting and not less than sixty (60) days before each subsequent meeting, the Chair shall appoint a nominating committee of at least five (5)

members, not more than two of whom may be elected members of the Board of Governors. Not less than five days prior to the annual meeting, the nominating committee shall make and report to the Board nominations for any vacancies on the Board of Governors resulting from resignations or other reasons, and for positions held by members of the Board of Governors whose terms expire at the close of the next annual meeting. Three members of the nominating committee shall constitute a quorum, and, if less than a quorum is present, the Chair of this Section shall appoint new members sufficient to constitute a quorum. Additional nominations may be made from the floor at the annual meeting of the Section by any Active section member.

Section 4. *Declaration of Vacancy* - If any member of the Board of Governors shall fail to attend two successive regular meetings of the Board without a reason sufficient to a majority of the Board, or if any member of the Board of Governors should resign or be declared incapacitated by the President of the Virginia State Bar, the seat held by such member and any office that is held by such person may be vacated by the Board of Governors at its next regular meeting.

Section 5. *Vacancies* - The Board of Governors, during the interim between annual meetings of this Section, may fill vacancies in its membership and the offices of Vice Chairman and Secretary and, in the event of a vacancy of both the offices of Chairman and Chairman-Elect, the office of the Chairman by election. Members of the Board of Governors and officers so elected shall complete the unexpired term created by the vacancy or shall serve until their successors have been elected and qualified.

ARTICLE IV

Nomination and Election of Officers

Section 1. *Officers* - The officers of this Section shall be a Chairman, Chairman-Elect, Vice Chairman and Secretary.

Section 2. *Nomination and Election* - The Chairman, Chairman-Elect, Vice-Chairman, and Secretary shall be elected by the Board of Governors from among their number, at the original meeting of this Section, to hold office until the first Annual Meeting of this Section or until their

successors shall have been elected and qualified. Thereafter, the Chairman-Elect, Vice-Chairman, and Secretary shall be elected by the membership of this Section at each Annual Meeting of this Section, to hold office for a term beginning at the close of the Annual Meeting each year and ending at the close of the Annual Meeting of the next succeeding year, or until their successors shall have been elected and qualified. If the term of a Board member elected to serve as an officer of the Board of Governors is to expire on June 30 immediately following the annual meeting of the Section, the elected officer shall serve as an Ex Officio member of the Board of Governors for the year in which he serves in this position, in accordance with Article III, Sections 1 and 2 of these bylaws.

Not less than sixty days before the Annual Meeting, the Chairman shall appoint a nominating committee of at least five (5) members not more than two of whom may be elected members of the Board of Governors. The nominating committee shall meet before or at the place of the Annual Meeting at a time designated by the Chairman of the Section and shall make and report to the Section nominations for any offices held by members whose terms expire at the close of the Annual Meeting, or for any offices which are then vacant.

Three members of the nominating committee shall constitute a quorum, and, if less than a quorum are present, the Chairman of the Section shall appoint new members as provided hereinabove sufficient to constitute a quorum. Other nominations may be made from the floor at the Section meeting.

Section 3. Eligibility - No person shall be eligible for election as an officer of the Board of Governors if he is then an officer of the Board of Governors and has been such an officer continuously for a period of four years or more.

ARTICLE V
Duties of Officers

Section 1. *Chairman* - The Chairman shall preside at all meetings of the Section and the Board of Governors. He shall formulate and present at each Annual Meeting of the Virginia State Bar a report of the work of the Section for the then past year. He shall perform such other duties and acts as usually pertain to his office.

Section 2. *Chairman-Elect* - The Chairman-Elect shall become the Chairman at the close of the next succeeding Annual Meeting after the date of his election as Chairman-Elect. Upon the death, resignation, or during the disability of the Chairman, or upon his refusal to act, the Chairman-Elect shall perform the duties of the Chairman for the remainder of the Chairman's term except in case of the Chairman's disability, and then only during so much of the term as the disability continues, and he shall further perform all duties assigned to him by the Chairman or the Board of Governors.

Section 3. *Vice-Chairman* - In order to assure continuity in the functioning of the Section, it shall be the duty of the Vice-Chairman to collect and organize all available information essential and important to the appointment of committees, and he shall further perform all duties assigned to him by the Chairman or the Board of Governors.

Section 4. *Secretary* - The Secretary shall be the custodian of all books, papers, documents, and other property of the Section, except money. He shall give notice of all meetings of the Section and of the Board of Governors, and shall keep a true record of the proceedings of all meetings of the Section and of the Board of Governors, whether assembled or acting under submission. With the Chairman, he shall prepare a summary or digest of the proceedings of the Section at its Annual Meeting for publication in the Annual Report of the Virginia State Bar, after approval by the Executive Committee designated by either the Executive Committee or Council to give such approval. He, in conjunction with the Chairman, as authorized by the Board of Governors, shall attend generally to the business of the Section. He shall keep an accurate record of all monies appropriated to and expended for the use of the Section.

ARTICLE VI

Duties and Powers of the Board of Governors

Section 1. *Duties and Powers* - The Board of Governors shall have general supervision and control of the affairs of the Section, and may act on behalf of the Section, subject to the provisions of the Rules for Integration of and bylaws of the Virginia State Bar and the bylaws of this Section. It shall especially authorize all commitments or contracts which shall entail the payment of money, and shall authorize the expenditures of all monies appropriated for the use or benefit of the Section. It shall not authorize commitments or contracts which shall entail the payment of more money during any fiscal year than the amount which shall have been previously appropriated to the Section for such fiscal year.

Section 2. *Committees* - The Board of Governors may authorize the Chairman to appoint committees from Section members to perform such duties and exercise such powers as the Board of Governors shall direct, subject to the limitations of these bylaws and the bylaws of the Virginia State Bar.

ARTICLE VII

Meetings

Section 1. *Section Annual Meeting* - The Annual Meeting of the Section shall be held at the Annual Meeting of the Virginia State Bar, in the same city or place as such Annual Meeting of the Virginia State Bar, with such program and order of business as may be arranged by the Board of Governors.

Section 2. *Section Special Meetings* - Special meetings of the Section may be called by the Chairman upon approval of a majority of the Board of Governors, at such time and place as the Chairman may determine. Notice of all meetings shall be mailed to each member of the Section at least 10 days before the day set for the meeting and shall state the subject matters of the business to

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

Section 3. *Section Meetings - Quorum and Voting* - The members of the Section present at any meeting shall constitute a quorum for the transaction of business. All binding actions of the Section shall be by a majority vote of the members present at any meeting. All voting at meetings of the Section and the Board of Governors, except as set forth in Article VII, Section 9, shall be open, unless specifically changed by a motion passed by a majority vote of those present.

Section 4. *Board of Governors Meetings - Regular* - Regular meetings of the Board of Governors of this Section shall be held on the call of the Chairman at least once in each quarter of the fiscal year of this Section, the exact time and place of the meeting to be designated by the Chairman. Written notice of the time and place of every regular meeting of the Board of Governors shall be sent by the Secretary.

Section 5. *Board of Governors Meetings - Special* - Special meetings of the Board of Governors shall be held as set by the Board of Governors at any meeting thereof; at the request of the majority of the Board of Governors; or at the call of the Chairman.

Section 6. *Board of Governors Meetings - Quorum* - A majority of the Board of Governors shall constitute a quorum and all binding action of the Board of Governors shall be by a majority vote of the whole Board.

Section 7. *Board of Governors Meetings - Voting* - Members of the Board of Governors, when personally present at a meeting of the Board, shall vote in person, but when absent may communicate their vote, in writing, by fax, by electronic mail, or by telephone, upon any proposition to the Secretary and have it counted, with the same effect as if he were personally at such meeting.

Section 8. *Board of Governors - Propositions* - The Chairman of the Section may, and upon the request of any member of the Board of Governors shall, submit or cause to be submitted in writing to each of the members of the Board of Governors any proposition upon which the Board may be authorized to act, and the members of the Board may vote upon such proposition or propositions so submitted, by communicating their vote thereon, in writing, by fax, by electronic mail or by telephone, to the Secretary who shall record upon his minutes each proposition so submitted, when, how, and at whose request same is submitted, and the vote of each member of the

Board thereon, and keep on file such written and signed votes. If the votes of a majority of the members of the Board so recorded shall be in favor of such proposition or if such majority shall be against such proposition, such majority vote shall constitute the binding action of the Board.

Section 9. *Elections* - All elections shall be by viva voce unless otherwise ordered by a majority of members present and voting on a resolution duly adopted by the Section for a written ballot.

Section 10. *Seminars* - Intellectual Property Law Seminars may be held at such times and places as the Board of Governors may determine.

ARTICLE VIII

Miscellaneous Provisions

Section 1. *Fiscal Year* - The fiscal year of the Section shall be the same as that of the Virginia State Bar.

Section 2. *Expenses* - All bills incurred by the Section, before being forwarded to the Treasurer of the Virginia State Bar for payment, shall be approved by the Chairman or the Secretary, or, if the Board of Governors shall so direct, by both of them.

Section 3. *Compensation* - No salary or compensation shall be paid to any officer or member of the Board of Governors for their services.

Section 4. *Action of Section* - Any action of this Section must be approved by the Council of the Virginia State Bar before the same becomes effective as the action of the Virginia State Bar. Any resolution adopted or action taken by or for this Section, on request of this Section, may be reported by the Chairman of the Section to the Council of the Virginia State Bar for the Bar's action thereon.

Section 5. *Printing* - All printing for the Section or for the Board of Governors or by committees of this Section shall be done under the supervision of the headquarters office of the Virginia State Bar.

ARTICLE IX
Parliamentary Procedure

Except as otherwise provided in these bylaws, Robert's Rules of Order shall govern the procedure at meetings of this Section and its Board of Governors.

ARTICLE X
Effectiveness and Amendment of Bylaws

Section 1. *Bylaws Effective* - These bylaws shall become effective upon approval thereof by the Council upon recommendation of the Executive Committee of the Virginia State Bar and by this Section.

Section 2. *Amendment* - These bylaws may be amended at any Annual Meeting of the Section by a majority vote of the members of the Section present and voting, provided such proposed amendment shall first have been approved by a majority of the Board of Governors and provided, further, that no amendment so adopted shall become effective until approved by the Council upon recommendation of the Executive Committee of the Virginia State Bar.