

**STATE BAR OF ARIZONA
INTELLECTUAL PROPERTY SECTION BYLAWS**

ARTICLE I: IDENTIFICATION

1.1 NAME. This Section shall be known as the Intellectual Property Section and shall be hereinafter designated simply as "the Section".

1.2 PURPOSE. The general purpose of the Section shall be the promotion of the object of the State Bar of Arizona (State Bar) within the particular fields designated by the name of this Section. To that end, it shall be the purpose of the Section:

to maintain a high standard of professional ethics in the practice of the profession of patent and associated fields of law; to aid in the development of the patent, trademark and copyright laws, the administration thereof, and the procedure in connection therewith by the Patent Office, the Courts or other offices or tribunals charged therewith; to take action concerning amendments to the patent, trademark, and copyright laws and the Rules of Practice of the U.S. Patent and Trademark Office, and other offices or tribunals charged with the administration of such laws; to protect the administration of such laws against practices and practitioners tending to impose upon the public or otherwise to bring the patent, trademark or copyright systems into disrepute; to provide a medium by which relations and exchanges of viewpoint may be had with persons and organizations having related interests in the fields of patents, trademarks and copyrights and with the public at large; and to promote social intercourse among its members.

ARTICLE II: MEMBERSHIP

2.1 THE MEMBERSHIP. The membership of this Section shall consist of active members, consisting of members of the State Bar of Arizona in good standing and having an interest in the law of industrial and intellectual property who have principal offices for the practice of law within the State of Arizona.

2.2 ASSOCIATE MEMBERS. Associate members, consisting of members of the legal profession of the United States in good standing specializing in the law of intellectual property who have principal offices within the State of Arizona and who are not licensed to practice before the Supreme Court of Arizona, but are licensed to practice in another state and are registered before the United States Patent and Trademark Office. Associate members shall have the privileges and obligations of active members except voting and holding office.

2.3 SECTION AFFILIATES. It is the policy of the State Bar of Arizona that non-SBA members be eligible to join State Bar Sections as Section Affiliates upon application to the State Bar and payment of the dues. Such individuals will be entitled to the same section benefits as SBA members except that such non-SBA members may not vote, hold elected office, or be counted in determining the presence of a quorum. Section Affiliates shall not advertise or hold themselves out

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as members of the State Bar of Arizona, nor shall they use or knowingly permit the use of their non-voting status in any directory or law list for the purpose of soliciting or obtaining business or financial advantage. In any advertisements or professional listings, non-SBA members must describe their association with the State Bar (if they reference it at all) as Affiliates of a particular section, and must include the phrase “not licensed to practice law in Arizona”. Section Affiliates who advertise themselves as members of the State Bar of Arizona will be immediately removed from their section.

2.2 DUES. Any section member to remain in good standing shall pay such annual dues, if any, as the Council may fix with the approval of the Board of Governors of the State Bar of Arizona.

ARTICLE III: OFFICERS AND COUNCIL

3.1 OFFICERS. The officers of this Section shall be a Chairperson, a Vice-Chair/Chairperson-Elect, a Secretary and a Budget Officer. These officers, the immediate Past-Chairperson and other elected members of the Section shall constitute a Council. The officers and other Council members of this Section shall hold their respective offices until their successors shall have been elected and shall have accepted such election. The Chairperson, the Vice-Chair/Chairperson-Elect, the Secretary, and the Budget Officer shall each be elected for one year beginning at the close of the annual meeting of the State Bar of Arizona and ending at the close of the first succeeding annual meeting of the State Bar of Arizona. The immediate Past-Chairperson shall be a member of the Council until replaced by an outgoing Chairperson.

3.2 CHAIR. The Chairperson shall preside over all meetings of the Section and of the Council, except that in his/her absence the Vice-Chair/Chairperson-Elect shall preside, and in the absence of both the Chairperson and the Vice-Chair/Chairperson-Elect, the Secretary shall preside. The Chairperson shall further discharge the duties usually pertaining to the office of Chairperson.

Upon resignation of the Chairperson or upon his/her inability to act, the duties of Chairperson shall devolve upon the Vice-Chair/Chairperson-Elect, and upon the latter's resignation or inability to act while the office of Chairperson is still vacant or the holder thereof is still unable to act, the said duties shall devolve upon the Secretary. Any officer upon whom the said duties shall thus devolve shall act as Chairperson until the vacancy in a higher ranking office shall be filled or the inability of the holder thereof to act shall cease.

3.3 VICE-CHAIR/CHAIRPERSON-ELECT. Upon the death or resignation, or during the disability of the Chairperson, or upon the Chair's refusal to serve or unavailability, for any reason, the Vice-Chair/Chair-Elect shall perform the duties of the Chairperson. The Vice-Chair shall aid the Chairperson in the performance of the Chairperson's responsibilities in such manner and to such extent as the Chairperson may request. The Vice-Chair shall preside at any Council, Section or committee meeting at which the Chairperson is not present. The Vice-Chair shall

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perform such further duties and have such further powers as usually pertain to that office or as may be designated from time to time by the Council or the Chairperson. The Vice-Chair shall have responsibility for the Section's program at the annual State Bar Convention and shared administration of programs devoted to the legal education of the members of the Section.

3.4 SECRETARY. The Secretary shall attend generally to the business of the Section. The Secretary shall be the liaison between the Section and State Bar staff regarding the retention and maintenance of Section membership numbers and records, books, papers, documents, and other property pertaining to the work of the Section in the custody of the State Bar. The Secretary shall keep a true record of the proceedings of all meetings of the Section and of the Council. The Secretary shall be responsible for the taking of the minutes, and the transcription and distribution thereof, subject to the direction of the Chairperson.

3.5 BUDGET OFFICER. The Budget Officer shall keep an accurate record of all monies appropriated to the Section by the Board of Governors and expended by the State Bar for the purposes of the Section. The Budget Officer shall monitor all accounts, reports, and other documents prepared as to Section funds, revenues, and expenditures, and seek to make certain that all such accounts, reports, and other documents are, at all times, accurate and correct. The Budget Officer shall report on the Section's present and projected financial condition at each meeting of the Council. The Budget Officer shall advise the officers and Council on the financial effect of any proposed action by the officers, Council, or Section which, in his or her judgment, would have a significant impact on the financial condition of the Section. At least once each year, the Budget Officer shall prepare a projected budget for the Council for approval or modification at the time of the annual meeting, or such other time as may be expressly fixed by the Council. The Budget Officer shall submit to the Section, at the annual meeting, a report on the Section's financial affairs and financial condition. The Budget Officer shall prepare such other recommendations and special reports on financial affairs of the Section as may be requested by the Chairperson of the Section. Upon the unavailability of the Secretary to take minutes and keep a true record of proceedings of a meeting of the Section or of the Council, the Budget Officer shall do so.

3.6 COUNCIL. The Council shall have general charge of the affairs, budget, and property of the Section. It shall consist of four (4) elected members of the Section ("At-Large Members"), the officers of the Section, and the immediate Past-Chairperson of the Section. The At-Large Members of the Council should be of staggered terms so that at least one At-Large Member elected at each annual meeting of the Section shall serve for a term of one, two or three years (as determined by the Council to account for vacancies among Officers and At-Large Members), beginning at the close of the annual meeting of the State Bar of Arizona and ending at the close of the first, second or third succeeding annual meeting of the State Bar of Arizona. It is preferable that at any one time at least one At-Large Member shall be serving the first Year of his/her term, at least one shall be serving the second Year of his/her term, and at least one shall be serving the third Year of his/her term.

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3.7 ELIGIBILITY FOR COUNCIL. Any member of the State Bar and the Section whose good standing can be certified by official State Bar records for thirty (30) days prior to the time of election shall be eligible to serve as a member of the Council. However, no person shall be eligible for election as an officer unless he/she has previously completed a full term as a member of the Council. No person shall be eligible for election (a) as an At-Large Member of the Section if he/she has served without interruption two consecutive three-year terms as an At-Large member of the Section immediately preceding the term for which the election is held or (b) as an officer of the Section if he/she has served without interruption six consecutive years as an officer of the Section immediately preceding the term for which the election is held.

3.8 COMMITTEES. Each of the elected members of the Council shall serve in a liaison capacity with respect to one or more of the Committees, the Committee assignments to be made by the Chair. The Council member shall have responsibility for working with an assigned Committee in setting up a Committee agenda promptly upon the staffing of a Committee, for reporting to the Chair from time to time on the status of the work being done by the Committee, and for acting as the Committee advocate in bringing to the attention of the Council for approval, any action requiring such approval.

3.9 ABSENTEEISM. If any officer or member of the Council shall fail to attend three successive meetings of the Council, the Council shall vote at the third meeting as to whether the officer or member shall be removed from office and the Council. Unless the absences are excused upon good cause, accepted by the majority vote of the voting members present, in person or by written proxy of the remaining members of the Council, the officer or member shall be removed immediately.

3.10 NO COMPENSATION. No salary or compensation for services shall be paid to or by any officer, member of the Council, or member of any committee, except as may be specifically authorized by the Board of Governors.

ARTICLE IV: NOMINATION AND ELECTION OF COUNCIL AND OFFICERS

4.1 NOMINATIONS. At least thirty (30) days prior to the annual meeting of the Section, the Chairperson shall poll the officers regarding each officer's willingness and eligibility to succeed in the following order: the Vice-Chair/Chairperson-Elect assumes the office of the Chair, the Secretary assumes the office of the Vice-Chair/Chairperson-Elect, and the Budget Officer assumes the office of the Secretary. The Chairperson shall then poll the elected Officers and elected At-Large Members of the Council for interest and willingness to fill any open officer positions, with preference given to current elected Officers and then the At-Large Member(s) completing the end of a term. Thereafter, the Chairperson shall inform the members of the Section, by email or other means of communication, of the Council members intending to continue on Council and their anticipated positions. The Chairperson shall solicit nominations from the Section for members of the

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Council to succeed those whose terms will expire at the close of the then annual meeting, or to fill vacancies then existing for unexpired terms (excluding the Chairperson, which shall be filled by the Chairperson-Elect or, if unable or unwilling, the Secretary or Budget Officer). On a date at least one week in advance of the annual meeting, the Chairperson shall inform the members of the Section, by email or other means of communication, of the Council nominations. Unless voting is conducted by electronic means in accordance with Section 4.2, other nominations to the Council may be made from the floor at the annual meeting of the Section.

4.2 ELECTIONS. All elections of Council shall be by Section members at the annual meeting or any continuation thereof either by (a) written ballot cast at the meeting (with written proxies permitted) or (b) voice or hand vote (with written proxies permitted) following a resolution duly adopted by the Section at the annual meeting at which the election is held. If agreed by resolution of the Council in advance of the annual meeting, voting may instead be conducted by one or more electronic means chosen by the Council. Electronic means voting shall be completed no later than 5:00 p.m. on the day prior to the annual meeting or, if voting is not yet completed, any continuation thereof. Votes shall be tabulated by the Chairperson and at least one At-Large Member who is not nominated for election.

4.3 VOTING ELIGIBILITY. Any member of the State Bar and the Section whose good standing can be verified by official State Bar records for thirty (30) days prior to the time of voting shall be eligible to vote.

ARTICLE V: DUTIES AND POWERS OF THE COUNCIL

5.1 DUTIES. The Council shall have general supervision and control of the affairs of the Section subject to the Supreme Court rules concerning the State Bar of Arizona and the bylaws of the State Bar of Arizona and the bylaws of the Section. It shall especially authorize all commitments or contracts which shall entail the payment of money, and shall authorize the expenditure of all monies appropriated for the use or benefit of the Section. It shall not, however, 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.

5.2 COMMITTEES. The Council may authorize the Chair, with the Vice-Chair, to appoint committees and their chairmen from the Council or Section members to perform such duties and exercise such powers as the Council may direct. The Chair on direction from the Council shall remove any Chair or member from such committees and fill vacancies on such committees created by removal or resignation.

5.3 VACANCIES. The Council shall have the power to fill by appointment any vacancy which may occur in any office or in the membership of the Council (except the immediate past chair), such appointments to be for a term not longer than until the next annual election and the acceptance of

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office by the person elected to fill such vacancy. The person elected to fill such vacancy shall serve for the remainder of the term of the vacant Council membership.

5.4 QUORUM. Five (5) members of the Council shall constitute a quorum for the transaction of business by the Council.

5.5 VOTING. The Council shall act by a majority vote of the whole Council entitled to vote, as at any time constituted.

5.6 ABSENTEE VOTING. Members of the Council when personally present at a meeting of the Council shall vote in person, but when absent may communicate their vote, in writing or by email or other electronic means of communication, upon any proposition, to the Secretary and have it counted, with the same effect as if cast personally at such meetings.

5.7 PROPOSITIONS. The Chairperson of the Section at any time may, and upon the request of any three members of the Council shall, submit or cause to be submitted in writing, to each of the members of the Council, any proposition upon which the Council may be authorized to act; and the members of the Council may vote upon such proposition or propositions so submitted, by communicating their vote thereon, in writing over their respective signatures or by email or other electronic means of communication, to the Secretary, who shall record upon his/her minutes each proposition so submitted, when, how, at whose request same was submitted, and the vote of each member of the Council thereon, and shall keep on file such written and signed votes. If the recorded votes of a majority of the members of the Council 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 Council.

5.8 MEETINGS. The Chairperson, the Chairperson-Elect, during the absence of the Chairperson, the Secretary, during the absence of both the Chairperson and Chairperson-Elect, or any four members of the Council may call a meeting of said Council.

5.9 NOTICE. Notice of any Council meeting shall be given to each Council member stating the time, place, and purpose of the meeting in one of the following ways: either (a) by communicating actual notice thereof to such Council member at least three days before the time of such meeting, or (b) by written notice thereof sent by email or other means of electronic communication to the email or other online address of such Council member as it appears upon the records of the State Bar of Arizona at least three (3) days before the time of such meeting, or (c) by placing a written notice thereof in the mail, postage prepaid, addressed to a usual place of business of such Council member or to his/her legal residence or to his/her residence for the time being as reflected in the records of the State Bar of Arizona, in any such case at least five (5) days before the time of such meeting.

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5.10 WAIVER OF NOTICE. Notice of any meeting of the Council and of the business to be transacted thereat may be waived and the presence of any member of the Council at any meeting of the Council shall be deemed a waiver of notice by him/her of the meeting and of the business to be transacted thereat unless objection is made by him/her at the time and noted on the records of the meeting of the Council. Any person authorized hereunder to give notice of any such meeting may make affidavit relative thereto, which, as to the facts therein stated, shall be conclusive.

ARTICLE VI: SECTION MEETINGS

6.1 ANNUAL MEETING. The annual meeting of the Section shall be held at or within sixty (60) days prior to the annual meeting of the State Bar of Arizona, with such program and order of business as may be arranged by the Council.

6.2 NOTICE. A written or printed notice of all Section meetings, stating the place, day and hour and purpose of said meeting shall be given by the Chairperson or Secretary at least ten days before such meeting to each member of the Section entitled to vote thereat, by email to such member's email address as it appears upon the records of the State Bar of Arizona or by mailing such notice, postage prepaid, and addressed to such member at his/her address as it appears upon the records of the State Bar of Arizona. The presence in person of any person entitled to notice of such meeting shall be deemed a waiver of such notice as to such person. Any person authorized hereunder to give notice of any such meeting may make affidavit relative thereto, which, as to the facts therein stated, shall be conclusive.

6.3 SPECIAL MEETINGS. Special meetings of the Section may be called by the Chairperson upon approval of the Council, at such time and place as the Council may determine, and upon such notice as is hereinafter provided.

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

ARTICLE VII: DUES

7.1 AMOUNT. The Council shall have the right to assess annual Section membership dues for active, associate, auxiliary and special members. The assessment shall be subject to the approval of the Board of Governors of the State Bar.

7.2 SENIOR MEMBERS. Members of the Section who have reached the age of seventy (70) years and who have been active or associate members for ten years or more, shall be exempt from the payment of dues.

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7.3 ARMED SERVICES. Members who are unable to practice because of absence in the Armed Services, or because of illness, for a period extending over one calendar year, upon giving timely notice to the Council, shall at the Council's discretion be excused from payment of dues for each calendar year of absence.

7.4 SURPLUS FUNDS. It shall be understood that any surplus funds are assets of the Section as such and not of the individual members.

ARTICLE VIII: MISCELLANEOUS PROVISIONS

8.1 The fiscal year of the Section shall be the same as that of the State Bar of Arizona.

8.2 All bills incurred by the Section before being paid shall be approved by the Chairperson or Vice-Chair/Chairperson-Elect and the Budget Officer, or such other person or persons as the Council shall direct. All disbursements shall be made in such manner and form as may be approved or required by the Board of Governors of the State Bar of Arizona.

ARTICLE IX: ADOPTION OF BYLAWS

9.1 These Bylaws have been promulgated by the members of the Section, by and with the advice and assistance of the Committee on Bylaws of the Section, and they have been adopted as the Bylaws of the Section and they are and shall be and remain in force and effect unless or until revoked or annulled in whole or in part by the Board of Governors of the State Bar; but said Bylaws shall be subject to amendment by members of the Section as hereinafter provided.

ARTICLE X: AMENDMENTS

10.1 These bylaws may be amended at an 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 submitted, as hereinafter provided, to the Council for its recommendation; and provided further, that no amendment so adopted shall become effective until approved by the Board of Governors of the State Bar of Arizona.

10.2 Any proposed amendment must be submitted in writing to the Council in the form of a petition signed by at least ten members of the Section at least sixty (60) days before the annual meeting of the Section at which it is to be voted upon. The Council shall consider the proposed amendment and shall prepare recommendations thereon for submission to the meeting of the Section.

ARTICLE XI: EFFECTIVE DATE

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9.1 ORIGINATION. The original Bylaws of the Section were adopted when the Section was formed on July 9, 1996.

9.2 PRIOR AMENDMENT. The Bylaws were previously amended on June 16, 2011.

9.3 EFFECTIVE DATE. These amendments and this restatement are effective as of their adoption by the Membership, June 13, 2014, and subsequent approval by the Board of Governors, pursuant to Article X, Section 10.1.