

EXHIBIT A - REVISED

Article 9
BYLAWS OF THE
INTELLECTUAL PROPERTY LAW SECTION

Amendments As Approved

by the Executive Committee on May 14, 2009

1. *Name*

This organization shall be known as the "Intellectual Property Law Section of the State Bar of California," hereafter referred to as the section.

(Source: Board of Governors' Resolutions, August 1978, April 1985.)

2. *Purposes and Duties*

The purposes of the section shall be (a) to further the knowledge of the members of the section in the law of patents, trademarks, ~~and~~ copyrights, trade secrets and matters of technology, unfair competition, and litigation practice particularly related to such law, (b) to assist, when called upon by the Board of Governors of the State Bar of California, in the formulation, administration and implementation of programs, forums, and other activities for the education of members of the State Bar in the law of patents, trademarks, ~~and~~ copyrights, and trade secrets (c) to act upon all matters germane to its purposes as so described or referred to it by the Board of Governors, (d) to make recommendations to the Board of Governors, and (e) to take any other action that the Board of Governors permits the sections to undertake.

(Source: Board of Governors' Resolution, August 1978, July 2005.)

3. *Membership*

The term of membership in the section shall be for a period of one (1) year commencing on the last day of the annual meeting of the section. Upon request and upon payment of the prescribed fee, if any, for such yearly period, a member of the State Bar or judge of a court of record shall be enrolled as a member of the section. Other persons who have shown the dual capacity of interest in and contribution to section activities may, in the discretion of the executive committee of the section, be enrolled in the section as associate members, provided that members of the State Bar and judges of courts of record constitute at least three-fourths (3/4) of the membership of the section and each committee thereof. Such other persons shall pay the same membership fee as members of the State Bar or judges of courts of record, with the exception of law student members who may pay a reduced fee as determined by the executive committee. Such fees may be prescribed by the Board of Governors and shall be paid into the treasury of the State Bar to be used for the purposes of defraying costs and expenses for the section. Associate members shall have all of the privileges of section

membership except that no more than one associate member can be a member of the executive committee at any one time. Within the meaning of these bylaws, the time intervening between successive annual meetings is deemed to be one (1) year.

(Source: Board of Governors' Resolutions, August 1978, November 1989.)

4. Executive Committee

- a. Duties: The section shall be governed by an executive committee. The executive committee shall assist the Board of Governors in matters relating to the section and all other matters referred to the executive committee by the Board of Governors. The executive committee shall supervise and direct the affairs and policies of the section, subject to and in accordance with these bylaws, policies of the Board of Governors, the *Rules and Regulations of the State Bar* and the State Bar Act.
- b. Members: The executive committee shall consist of a minimum of 15 fifteen (15) and a maximum of seventeen (17) members appointed by the Board of Governors. The Board of Governors may in its discretion appoint to the executive committee persons nominated by the section. Nominations for such appointments may be made by the executive committee acting as a nominating committee or by a petition signed by at least fifteen (15) members of the section. Petitions for such nominations shall be submitted to the executive committee on or before ~~June~~ April first of each year, and all nominations, whether by nomination of the executive committee or petition, shall be submitted to the Board of Governors at least thirty (30) days in advance of the ~~annual meeting of the section~~ Board of Governor's meeting at which appointments to the executive committee are to be made. Members of the executive committee shall take an oath of office and shall receive no compensation for services.
- c. Term of Office: Five (5) members of the executive committee shall be appointed each year for terms of three (3) years each, except that initially the Board of Governors shall appoint five (5) members to serve for three (3) years, five (5) members to serve for two (2) years and five (5) members to serve for one (1) year. Nothing herein shall prevent up to a 17-member executive committee for the purpose of permitting service as an officer, in a fourth year, or as chair, vice chair or chair-elect in a fifth year, or as chair, in a sixth year. Any vacancy in membership occurring prior to the normal expiration of the term shall may be filled by the Board of Governors for the unexpired term.

The term of office of each member of the executive committee shall commence on the last day of the annual meeting of the ~~section~~ State Bar of California following his or her appointment.

- d. Removal of Executive Committee Members: When any member of the executive committee misses two (2) consecutive meetings of the committee without notifying the chairperson in advance, that member ~~shall~~ may be removed from membership in the committee and the remaining members of the committee ~~shall~~ may recommend to the Board of Governors a replacement for the unexpired term of the removed member.
- e. Meetings and Actions Without a Meeting: ~~The first meeting of each newly constituted executive committee shall take place on the first last day of the first meeting following the annual meeting of the section State Bar of California. Additional m~~ Meetings of the executive committee may be called by the chairperson or by a majority of the members of the executive committee. Written notice of executive committee meetings shall be mailed to members of the executive committee at least five (5) days prior to such meeting or shall be given by telephone or email at least two (2) days prior to such meeting. Such notices shall include an agenda of matters to be considered at the noticed meeting and no matters not on the agenda shall be considered at the noticed meeting, except with the approval of at least two-thirds (2/3) of the members present at the meeting. At meetings of the executive committee, the majority of its members shall constitute a quorum for the transaction of any business of the committee. Meetings of the executive committee shall be conducted in accordance with *Robert's Rules of Order, Revised*.

The executive committee may act without a meeting by a poll of its members. In such event, no less than ~~eight (8)~~ a majority of members must agree on any action to be taken. A poll of the members of the executive committee may be conducted by the chairperson by telephone, email, facsimile, or mail.

Notwithstanding the provisions of this section, amendments of these bylaws shall be governed by the provisions of section 7, below.

- f. Officers: The Board of Governors shall appoint the chairperson, vice-chairperson, and secretary. The executive committee shall recommend to the Board of Governors a chairperson, vice-chairperson and secretary from among the committee members who shall at the time of assuming such office have served at least one year as a member of the committee. The newly appointed chairperson, vice-chairperson, and secretary shall assume the duties of their respective offices on the last day of the annual meeting of the ~~section~~ State Bar of California following their appointment, and shall continue in office until their successors are appointed and assume office. In the event of a vacancy among the officers, the executive committee may recommend to the Board of Governors a successor to fill the unexpired term.

The chairperson shall preside at all executive committee meetings and shall administer the affairs of the section and committee subject to and in accordance with the State Bar Act, the *Rules and Regulations of the State Bar*, the policies of the Board of Governors, and these bylaws. The secretary shall keep minutes of meetings of the section and executive committee.

The vice-chairperson shall perform all the duties of the chairperson during the latter's absence or inability to act and when so acting shall have all the powers of the chairperson and be subject to all the restrictions upon the chairperson.

- g. Actions by the Executive Committee: At any meeting of the executive committee, a quorum shall consist of a majority of executive committee members present either in person or by telephone. Actions shall be taken at an executive committee meeting if a majority of executive committee members present vote to take the action. Results of votes taken shall be recorded by the Secretary. Voting by proxy is not permitted.

(Source: Board of Governors' Resolution, August 1978.)

5. Committees

- a. ~~Standing Committees: There shall be the following five (5) standing committees: Patent, Trademark, Copyright, Education and Newsletter, and Public Interest and Professional Responsibility. The executive committee shall have the power to create other standing committees from time to time to carry out the purposes of the section, and such other standing committees shall serve at the pleasure of the executive committee.~~
- b. Officers: Each standing committee shall have a chairperson and such other officers as may be required who shall be selected by, and serve at the pleasure of, the executive committee. Such officers shall have such powers and duties as the executive committee may from time to time determine.
- c. Ad Hoc Committees: The chairperson of the executive committee shall have the power, without the need for executive committee approval, to appoint such ad hoc committees as are necessary for the purposes of furthering the objectives of the section.
- d. Members of the Committees: The members of the standing and ad hoc committees shall be selected from members of the section.

(Source: Board of Governors' Resolution, August 1978.)

6. Section Meetings

- a. Meetings and Notices: There shall be an annual meeting of the section at the time and place of the Annual Meeting of the State Bar or such other time and place as the executive committee shall designate, with the approval of the Board of Governors. The section may also hold such other meetings as may be called by the executive committee upon notice given to members of the section at least twenty (20) days prior to the meeting. Notice of the meetings shall be given by mail or in an official publication of the State Bar.
- b. Quorum: The members of the section present at any meeting shall constitute a quorum for the transaction of business.
- c. Rules of Order: All meetings of the section shall be conducted in accordance with *Robert's Rules of Order, Revised*.

(Source: Board of Governors' Resolution, August 1978.)

7. Amendments to Bylaws

These bylaws may be amended by the executive committee by a two thirds (2/3) vote of its entire membership at a meeting duly called for the purpose of considering such amendment, provided that no amendment shall take effect until approved by the Board of Governors. The bylaws and any amendments thereto shall be filed with the Secretary of the State Bar at its San Francisco office.

(Source: Board of Governors' Resolution, August 1978.)

8. Resolutions and Reports

- a. Filing and Consideration: Any active member of the State Bar and member of the section may file a resolution for consideration by the section.

Except as to matters submitted by the executive committee, reports of officers and committees of the section, courtesy resolutions of thanks and appreciation, and procedural and incidental motions and resolutions having to do with business otherwise properly before the section or with conducting the meeting, no matter shall be considered, debated or acted upon by the section at its annual meeting unless a proposed resolution embodying the same has been filed with the chairperson at least two (2) weeks in advance of the meeting. Any proposed resolution so filed may be withdrawn by written request of the proponent received by the chairperson prior to 5:00 p.m. of the day before the annual meeting of the section.

- b. Form: All resolutions shall be in writing and accompanied by a brief statement of supporting reasons for the resolution and any known past action by the section related to the subject of the resolution, which statement shall appear separate and apart from the resolution itself.
- c. Executive Committee Referral: All resolutions filed with the chairperson for consideration by the section at its annual meeting shall be referred to the executive committee for consideration.
- d. Debate and Vote: Resolutions filed in accordance with this article shall be offered for debate and vote, with or without amendment, at the annual meeting of the section following their filing. A majority vote of those present at the meeting shall be the action of the section on the resolution in question.

(Source: Board of Governors' Resolution, August 1978.)