

WASHINGTON STATE BAR ASSOCIATION

INTELLECTUAL PROPERTY SECTION

Bylaws

As last amended and submitted for approval to the WSBA Board of Governors on June 27, 2017.

Capitalized terms are defined in the ARTICLES and APPENDIX A of the present document.

ARTICLE I. FUNCTIONS

Section 1.01 Purposes; Specific Activities Authorized

In general, the Section strives to promote the practice of intellectual property law, including by promoting the participation of, and furthering the knowledge of, all interested members of the Bar and of other state and local bar associations, as to intellectual property law, in order to benefit the Section members, their clients and the general public. To that end, the Section may:

- (A) 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, including without limitation:
 - (1) Sponsoring and providing continuing legal education events; preparing and publishing a Section newsletter and website; and providing assistance and financial support as to the activities of other organizations that promote the purposes, goals, or activities of the Section;
 - (2) Promoting the understanding of intellectual property laws through outreach activities to new Section members and law students, including by providing financial support to law students attending law schools in Washington State;
 - (3) Promoting Section members through intellectual property-related networking, referrals, speakers' panels and press contacts;
- (B) Promote cooperation between sections within the Bar and between the Bar and other groups having common interests in the proper development and administration of the law relating to intellectual property rights;
- (C) 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;

- (D) 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;
- (E) Assist in familiarizing other members of the Bar with intellectual property law; and
- (F) Undertake such other service as may be of benefit to the Section members, the profession and the general public.

Section 1.02 Limitations; Specific Activities Not Authorized

The Section may not:

- (A) Administer examinations and review lawyers' character and fitness to practice law;
- (B) Inform and advise lawyers regarding their ethical obligations;
- (C) Administer a system of discipline of its Section members, conduct audits of lawyers' trust accounts, or maintain a lawyers' fund for client protection;
- (D) Take positions on issues concerning the politics or social positions of foreign nations;
- (E) Take positions on political or social issues which do not relate to or affect the practice of law or the administration of justice; or
- (F) 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:

- (1) 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.
- (2) Subscribers: Any Emeritus Pro Bono member of the Bar pursuant to APR 8(e), Judicial member, Inactive member of the Bar, House Counsel under APR 8(f), professor at a Washington law school (whether licensed in Washington or not), or any lawyer who is a full time lawyer in a branch of the military who is stationed in Washington but not licensed in Washington may enroll as a non-voting Subscriber to 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.
- (3) Patent Agents and other Non-Lawyer Subscribers: Any patent agent and other non-lawyer may request enrollment as a non-voting, non-lawyer Subscriber of the Section by written request to the Executive Committee and become enrolled upon approval of the Executive Committee, which approval may be withdrawn at any time, and payment of annual Section dues in the amount and for the purpose approved by the Board of Governors of the Bar.

Section 2.02 The Membership

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

Section 2.03 Dues

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

ARTICLE III. MEETINGS OF THE MEMBERSHIP

Section 3.01 Annual Meeting of the Section Membership

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

Section 3.02 Quorum

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

Section 3.03 Controlling Vote

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

Section 3.04 Special Meetings

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

ARTICLE IV. THE EXECUTIVE COMMITTEE

Section 4.01 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. The Executive Committee is empowered to act on behalf of the Section unless it chooses to take a vote of the Section membership on a particular action, in which case the Executive Committee shall not act inconsistent with the vote of the Section membership.

Section 4.02 Composition

The Executive Committee shall be composed of the following persons:

- (A) The Officers;
- (B) The Immediate Past Chair of the Executive Committee, or in the absence of an Immediate Past Chair, a Section member elected by a vote of the Section membership; and
- (C) Section members elected to the Executive Committee as At-Large members of the Executive Committee (“At-Large members”), the number of such At-Large 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 five (5). No reduction of the number of the At-Large members elected to the Executive Committee shall have the effect of removing any such member from the Executive Committee before that member’s term of office expires.
- (D) To the extent that a Young Lawyers Liaison is provided to the Section in accordance with the Bar’s Young Lawyers Committee, a Young Lawyers Liaison.

Section 4.03 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 should be by consensus of all Executive Committee members present at a meeting. If, however, a consensus cannot be reached on a particular issue, then action on the issue in question shall be taken by a majority vote of the Executive Committee, once a quorum is established, provided, however, that a unanimous vote of the Officers shall always be sufficient for the Executive Committee to act.

Section 4.04 Meetings of the Executive Committee

Meetings of the Executive Committee shall be held at the time and place as may be designated by the Chair or a majority of the members of the Executive Committee, in accordance with the Bar’s Open Meetings Policy. Action on business other than the election of Executive Committee members may be accomplished at such meetings upon a vote in accordance with Section 4.03. Meetings may be held by electronic means, and Executive Committee members may vote by email in accordance with the Bar’s bylaws. The Executive Committee shall conduct a minimum of four meetings annually. Proceedings at Executive Committee meetings may be governed by the most current edition of Robert’s Rules of Order or such other set of rules chosen by the Chair.

Section 4.05 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 the Bar offices. 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 4.06 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) At-Large-member terms shall be for a two (2) year term, with At-Large members 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;
 - (1) Each At-Large member who, at the end of that member's term(s), has not been elected to an Officer position shall resign from the Executive Committee .

 - (2) If an At-Large member has served as such for a total of four (4) years and, at the end of that member's terms, has not been elected to an Officer position, that member, before again being eligible for nomination to an At-Large member position, must step down from the Executive Committee for at least one (1) year.

Section 4.07 Removal

A member of the Executive Committee may be removed when at least two-thirds of the voting members of the Executive Committee vote to remove the member. If a member of the Executive Committee is so removed, the Executive Committee shall prepare and communicate to the Section membership a notice disseminating the associated details of the removal including the date of the vote, the voting members, the effective date of the removal, and the grounds for the removal. Acceptable grounds for removal include, but are not limited to, regular absence from Section Executive Committee meetings and events, failure to perform duties, unprofessional or discourteous conduct or whenever, in the Executive Committee's judgment, the Executive Committee member is not acting in the best interest of the Section membership.

ARTICLE V. MEMBERS OF THE EXECUTIVE COMMITTEE

Section 5.01 Officers

The Officers of the Executive Committee of the Section shall be the Chair, the Chair-elect and the Secretary-Treasurer.

Section 5.01.A Chair

The Chair shall serve a one-year term. The Chair 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.

Section 5.01.B Chair-elect

The Chair-elect shall serve a one-year term. Upon the death, resignation, or during the disability, or upon refusal to act, of the Chair, the Chair-elect shall perform the duties of the

Chair for the remainder of the Chair's term, except in case of the Chair's disability and then only during so much of the term as the disability continues.

Section 5.01.C Secretary-Treasurer

The Secretary-Treasurer shall serve a one-year term. In conjunction with the Chair and as authorized by the Executive Committee, the Secretary-Treasurer shall:

- (A) Review Section financial statements provided by the Bar, including for accuracy and comparison to the Section's annual budget, and report on the Section's finances at meeting(s) of the Executive Committee;
- (B) Work with the Bar to ensure that the Section complies with Bar fiscal policies and procedures, and to prepare the Section's annual budget;
- (C) Take accurate and complete minutes at each meeting of the Section and each meeting of the Executive Committee;
- (D) Provide approved minutes to the Bar for publication and record retention; and
- (E) Hold and preserve all other books, papers, documents and other property of the Section.

Section 5.05 Non-Officers

The non-Officer members of the Executive Committee of the Section shall be the Immediate Past Chair, the At-Large Members of the Executive Committee, and to the extent that a Young Lawyers Liaison is provided to the Section in accordance with the Bar's Young Lawyers Committee, a Young Lawyers Liaison.

Section 5.05.A Immediate Past Chair

The Immediate Past Chair shall serve a one-year term. The Immediate Past Chair should participate in Executive Committee Meetings and other Section activities, and the Immediate Past Chair should endeavor to remain available as a source of knowledge and advice to the Executive Committee.

Section 5.05.B At-Large Members of the Executive Committee

At-Large members of the Executive Committee shall act to further the purposes of the Section, in accordance with these Bylaws and the Bar's bylaws. At-Large members shall be divided into two classes, designated Class I, and Class II. At-Large members whose term begins in odd numbered years shall be in Class I. At-Large members whose term begins in even numbered years shall be in Class II.

Section 5.05.C Young Lawyers Liaison

To the extent that a Young Lawyers Liaison is provided to the Section in accordance with the Bar's Young Lawyers Committee, the Liaison shall be a non-voting member of the Executive Committee. The Liaison shall work with the Executive Committee to promote the activities of the Section to young lawyers, but shall have no powers or other authority to act on behalf of the Section or the Executive Committee.

ARTICLE VI. ELECTIONS

Section 6.01 Election of Open At-Large Executive Committee Member Positions

Each year, the Section membership shall elect, from among the voting members of the Section, persons to fill any open At-Large Executive Committee member positions. The candidate(s) who receive the most votes will be elected to the open position(s). The elected person(s)' At-Large member term shall begin October 1 of that year.

Section 6.02 Election of Open Officer Positions

Each year, the Section membership shall elect, from among the At-Large members of the Executive Committee who have served for at least one full year, persons to fill any open Officer position(s). If there are no eligible At-Large candidates, the Section membership may fill the open Officer position(s) by electing person(s) from among the voting members of the Section. The elected person(s)' Officer term shall begin October 1 of that year.

Section 6.03 Officer Position Rotation

Upon election, the Secretary-Treasurer shall serve a one-year term as provided in Section 5.04 and Section 6.02. At the end of that term, the Secretary-Treasurer shall automatically become the Chair-elect, and shall serve a one-year term as provided in Section 5.03. At the end of that term, the Chair-elect shall automatically become the Chair, and shall serve a one-year term as provided in Section 5.02. At the end of that term, the Chair shall become the last retiring Chair, and shall serve a one-year term as provided in Section 5.05.

Section 6.04 Nominations for Executive Committee Elections

The Chair shall annually appoint, in November, a Nominating Committee consisting of no less than three of the Section's voting members. At least one of the appointees should not be a current member of the Section's Executive Committee. The Nominating Committee shall prepare a list of nominations for open At-Large Executive Committee member positions, *i.e.*, to fill the positions of At-Large Executive Committee members who will step down from the Executive Committee on September 30 of the following year, and to fill vacancies then existing for unexpired terms. The committee shall also prepare a list of nominations for open Officer positions in accordance with Section 6.02. The Nominating Committee shall present its list(s) to the Executive Committee at an Executive Committee meeting occurring no later than in March of the same Bar fiscal year. The Executive Committee will select final nominees from the Nominating Committee's list(s) at its March meeting.

The Executive Committee should reflect diverse perspectives. To assist this, all such applicants will apply through an electronic application process administered by the Bar when such electronic application process is available. The application form in the electronic application process administered by the Bar will, on a voluntary basis, solicit information including, but not limited to, the person's ethnicity, gender, sexual orientation, disability status, area of practice, years of practice, employer, number of lawyers in law firm, previous involvement in section activities, and skills or knowledge relevant to the position. Any such applicants that apply through the Bar's electronic application process will be considered by the Nominating Committee. The Nominating Committee should actively take factors of diversity into account when making recommendations to the Executive Committee.

The Executive Committee may also solicit, each year, from the Section's members, nominations

for open positions to the Executive Committee (hereinafter, "Solicitation Process"). The Solicitation Process will be by way of a call for applications for nominees. The Solicitation Process will commence March 1 of each year and will close no later than March 31. If more than three applications are submitted in any given year, the Executive Committee shall review the applications and select three final nominees from the applications based on demonstrated interest and excellence in the area of intellectual property law, commitment to service, and factors of diversity. If three or fewer applications are submitted in any given year, the three applicants shall be the final nominees from the Solicitation Process, unless one or more of the applicants is not eligible, pursuant to these Bylaws, for the applicable open position(s), in which case the ineligible applicants shall not be included in the list of final nominees.

The Executive Committee shall approve a list of nominees for the open Executive Committee positions no later than the end of April each year. The list of nominees shall include the final nominees from the Nominating Committee process and the final nominees from the Solicitation process.

Section 6.05 Manner of Executive Committee Elections

Elections of Executive Committee members shall be held no earlier than April 1st of each year and no later than May 31 each Bar fiscal year. Only voting members of the Section may participate in these elections. Elections shall be administered by the Bar, using electronic means, unless the Section develops its own equivalent electronic election process.

In the event of a tie for an open position or position(s), the Section Executive Committee shall convene a special, in-person meeting of the Executive Committee at which an Officer of the Executive Committee will flip a U.S. "Washington" quarter to determine the winner. If the quarter lands "heads," the nominee whose last name begins with the letter closest to "A" will win the toss; if the quarter lands "tails," the other nominee will win. In the event of a more-than-two-way tie, the tie-breaking process will consist of serial coin tosses, if necessary.

Section 6.06 Change in Number of At-Large Members

If the number of At-Large members is changed, any increase or decrease shall be apportioned between the At-Large member classes so as to maintain the number of At-Large members in each class as nearly equal as possible, and any At-Large 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 At-Large members shorten the term of any incumbent At-Large member of the Executive Committee.

Section 6.07 Interim Appointments

In the event of a vacancy during the interim between elections, the Executive Committee shall appoint a successor to serve in the vacant position. At the next Section election, an election will be held, in accordance with these Bylaws, to elect a person to serve the remainder of the vacated term.

ARTICLE VII. SUBSTANTIVE RESPONSIBILITIES

Section 7.01 Committees

- (A) The Chair is encouraged and empowered to appoint an Education & Communication Committee, a Legislation/Judiciary Committee, and a Networking & Membership Committee. The Chair may appoint such other

committees to perform such duties and exercise such powers as the Chair may direct;

(B) The Chair shall appoint at least one Officer to each committee, and the chair of the committee shall be a member of the Executive Committee.

Section 7.02 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 7.03 Section Committees

Meetings of the Section Committees must be recorded by way of minutes, which minutes must be submitted to the Secretary-Treasurer no later than thirty (30) days after the meetings have been held. Section Committees are authorized only to deliberate and report on the items or subject matter concerning which they were formed, unless authority to act on such items or subject matter has been delegated to the Section Committee by a vote of the Executive Committee, held in accordance with these Bylaws. Section Committee action must be approved by a majority vote of the Section Committee members, and a record of the vote must be recorded in the minutes of the Section Committee meeting at which such vote was conducted. At the first meeting of the Section Committee in each Section year, the Section Committee shall appoint, from among its members, a chair of the Section Committee to preside over Section Committee meetings.

ARTICLE VIII. TERMINATION

Section 8.01 Notice and Approval

Upon any good cause determined by the Executive Committee, the Executive Committee may propose to the voting members of the Section a referendum to terminate the Section. At least thirty (30) days prior to any vote on any such referendum to terminate the Section, the Executive Committee shall send to the Board of Governors at the office of the Bar and to the Section membership a notice announcing the referendum and the material details associated with a vote for or against the referendum. The material details shall include, at least, a statement from the Executive Committee announcing the purpose of the referendum, the date or dates when voting members of the Section will be permitted to vote, the mechanism or mechanisms that will be available to voting members of the Section to cast a vote, and a date when the Section will be terminated if the referendum to terminate the Section is passed. The referendum to terminate the Section will be passed if at least two-thirds of all voting members of the Section cast a vote in favor of terminating the Section.

Section 8.02 Termination by the Board of Governors

If the Board of Governors of the Bar determines that the Section will be terminated, merged, combined, or otherwise materially changed in its composition of members, its purpose set forth in Section 1.01, or its ongoing nature, the Executive Committee may prepare and communicate a statement to the members of the Section. The statement may include recommendations of the Executive Committee pertinent to the associated action of the Board of Governors of the Bar.

ARTICLE IX. AMENDMENTS

Section 9.01 Notice and Approval

These Bylaws may be amended at any meeting of the Section upon thirty (30) days' written notice to the Section membership specifying the proposed amendment, by a majority vote of the members of the Section voting, or at an Executive Committee meeting by a unanimous vote of the voting Executive Committee members once a quorum is established, provided that no amendment 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 July 27, 2017. Prior amendments to these Bylaws have been approved by the Section membership on March 24, 1998, March 21, 2003 and March 11, 2010; the latter approved by the Board of Governors of the Washington State Bar Association on 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. “Officer” means the person then holding the position of Chair; Chair-elect, or Secretary-Treasurer on the Executive Committee;
 - e. “Section” means the Intellectual Property Section of the Bar established pursuant to the Bar’s Bylaws, as amended from time to time.

- 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.