

MARYLAND STATE BAR ASSOCIATION SECTION OF INTELLECTUAL PROPERTY LAW BYLAWS

5/1/08

(Included are the following Amendments: 4/30/08 - Sections IV/5-6 & III/5 amended and Section IV/7 added)

ARTICLE I

Name, Purpose and Background

Section 1. Name. This Section shall be known as the MSBA Section of Intellectual Property Law (hereinafter the "Section").

Section 2. Purpose. Its purpose shall be to promote the objectives of the Maryland State Bar Association (MSBA) within the field of intellectual property (e.g., patents, trademarks, copyrights, trade secrets, and the licensing thereof) law; this shall include bringing together members of the MSBA having a special interest in this field to further the study, development and improvement of the law applicable thereto.

Section 3. Background. The groundwork for the formation of this Section was laid by the Maryland State Bar Association's Special Committee on Intellectual Property, which had the objective of exploring the formation of a MSBA IP Section and, if warranted, forming such a Section, with many of the members of this Special Committee appreciatively tracing their MSBA involvement with intellectual property law matters to the MSBA Business Law Section's Intellectual Property Committee.

ARTICLE II

Membership and Dues

Section 1. Membership. All members of the Section of Intellectual Property Law shall be members of the MSBA and shall pay, in addition to their annual dues for membership in the MSBA, annual Section dues in such amount and at such time as shall be determined by a hereinafter defined Section Council, with approval of the MSBA Board of Governors.

Section 2. Dues. Procedures and policies governing the collection, deposit, and expenditure of section dues including termination of Section membership for non-payment, shall be as prescribed by the MSBA Board of Governors.

ARTICLE III

Meetings of the Section and Rules for the Conduct of the Business of Such Meetings

Section 1. Annual Meeting. The Section shall hold an Annual meeting of the general membership in one or more sessions at or about the time of and, if convenient, in the same place as the MSBA Annual meeting, with such program and order of business as may be arranged by the hereinafter defined Section Chair and with the approval of the hereinafter defined Section Council (Council).

Section 2. General Membership Meetings. Special meetings of the general membership of the Section may be called by the Section Chair, upon approval of the Section Council, at such time and place as the Section Chair may propose. All meetings of the general membership shall be conducted in accordance with the rules and procedures adopted by the Council, to the extent such rules and procedures are not inconsistent with these Bylaws, and any rules, policies or procedures promulgated by the MSBA Board of Governors, as amended from time to time.

Section 3. Section Council, Committee and Officer Meetings. Meetings of the Section Council may be called by the Section Chair at such time and place as the hereinafter defined Section Officers may approve. Meetings of the Officers of the Section may be called by the Section Chair at such time and place as the Section Chair may determine. Meetings of the hereinafter defined Section Committees may be called by their hereinafter defined Committee Chairs at such time and place as the Committee Chair may determine. Such meetings shall be conducted in accordance with the rules and procedures adopted by the Council, to the extent such rules and procedures are not inconsistent with these Bylaws, and any rules, policies or procedures promulgated by the MSBA Board of Governors, as amended from time to time. Because of the various travel requirements that could be imposed on Section members in association with attending Section meetings in various locations throughout the state, teleconference meetings will be encouraged.

Section 4. Notice. Notice of Special Meetings of the general membership of the Section. Written or printed notice stating the place, day and hour of any meeting of the general membership shall be delivered to each member not less than ten (10) days and not more than ninety (90) days before the date of such meeting, by or at the direction of the Section Chair. In case of a special meeting or when required by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. Notices may be sent via mail, facsimile, e-mail or other electronic means as the Section Chair directs.

Section 5. Quorum. Except as otherwise provided, the members of the Section present at any: (a) annual or special meeting of the general membership, (b) Section Council meeting, (c) Section Committee meeting, or (d) Section Officer meeting shall constitute a quorum for the transaction of business.

Section 6. *Majority Vote.* Except as otherwise provided, all actions and decisions of the general membership, the Section Council, a Section Committee or a meeting of Section Officers shall be by a majority vote of the members present at any meeting (including a teleconference) of such group.

Section 7. *Voting.* Voting may be by voice, ground mail, facsimile, e-mail or other electronic means as determined by the Chair who is leading said group that desires such a vote.

Section 9. *Proxies.* Members of the Section shall not be entitled to vote by proxy.

Section 10. *Transfer of Membership.* Membership in the Section is not transferable or assignable.

ARTICLE IV *Officers and Council*

Section 1. *Officers.* The Officers of this Section shall consist of a Chair, a Communications Chair, a Program Chair, a Publications Chair, a Membership Chair, a Secretary, a Treasurer, the Immediate Past Chair of the Section and the Chair of any later established "other" Section Committee (see Art. V, Sct. 1) . One of the officers, other than the Section Chair and Immediate Past Chair, shall also have the title of Chair Elect and shall automatically succeed to the office of Section Chair for the next succeeding year, without further nomination, in accordance with Article VIII hereof.

Section 2. *Section Council.* There shall be a Section Council which shall consist of the officers of this Section, not less than twelve (12) or more than eighteen (18) members-at-large from the general membership of the Section, and any hereinafter defined "other" Section Committee Chairs of any "other" Section Committees established in accordance with Article V hereof. Two of the members-at-large shall be from academia (full time or adjunct faculty member in the IP program area), one from each of the University of Maryland and University of Baltimore Schools of Law. All Section Council members shall be voting members.

Section 3. *Term Duration.* The officers shall hold office for the term beginning upon the adjournment of the annual meeting at which they shall have been elected and ending upon the adjournment of the next succeeding Annual meeting of the Section or the election of the next year's officers, whichever occurs earlier.

Section 4. *Term Limitations.* In an attempt to provide continuing leadership opportunities for Section members and to avoid stagnation in Section leadership, the officers and members-at-large of the Section Council shall be term-limited.

Section 5. *Member-at-Large Terms.* The members-at-large of the initial Section Council shall have terms (i.e., the time duration of one's service) as follows: one third each shall have terms of one year, two years and three years. After the expiration of these initial terms, all Section Council members-at-large shall have terms of three years, except in those cases in which a member-at-large elects to accept a shorter term of service. The initial Council members-at-large serving one and two years terms are eligible for re-election to full three year terms.

Section 6. *Officer Terms.* All Section Officers shall have terms of one year. The Section Chair and Immediate Past Section Chair shall be limited to a single term in any seven year time period. Service in all of the other Section Officer positions shall be limited to a cumulative total of four one-year terms in any seven year period.

Section 7. *Impact of Term Limitations.*

(a) *Section Council Member-at-Large.* Except for the initial Section Council members-at-large, upon the expiration of one's term as a Section Council member-at-large, one is not eligible to again serve as a Section Council member-at-large until he/she has been off the Section Council for a period of at least, three consecutive years.

(b) *Section Officer.* Upon the expiration of one's term as the Section Chair, one is not eligible to again serve on the Section Council until he/she has been off the Section Council for a period of three consecutive years, except for the Section Chair's year of service as the Immediate Past Section Chair. Upon the completion of one having served a cumulative total of four terms in any seven year period as a Section Officer in any position other than those of Section Chair and Immediate Past Section Chair, one is not eligible to again serve as a Section Officer until he/she has been off the Section Council for a period of three consecutive years.

ARTICLE V *Committees*

Section 1. *Committees.* This Section shall have Committees that are charged with the responsibility for performing most of the tasks that are needed by the Section to enable it to achieve its objectives, subject to the limitations of these Bylaws and the Charter and Bylaws of the Maryland State Bar Association. These shall include the following Committees: Communications, Program, Publications, and Membership and such "other" Section Committees, as the Section Council may establish from time to time, including possibly Substantive-Area-of-Law Committees (e.g., Patent, Trademark, Copyright, Trade Secrets) and Regional Committees.

Section 2. *Committee Membership.* The supervision of the activities of each of these individual Committees shall be directed by a Committee Chair. The membership of the individual Committees shall be organized by their Chairs from among those who

answer a Section request to its membership for volunteers to serve on these Committees. A select number of those who serve on these Committees shall also serve in the positions of the Section Council's members-at-large.

Section 3. *Communications Committee.* The purpose or goal of the Communications Committee shall be to aid in enhancing the Section members' intellectual-property-related, electronic communications via the creation, maintenance and use of a dynamic website for the Section.

Section 4. *Program Committee.* The purpose or goal of the Program Committee shall be to organize and conduct "programs" (brief Section member meetings with invited speakers) that seek to foster collaborative discussions and interactions among Section members so as to aid them in increasing the quality of the intellectual property legal services that they are capable of providing to their clients.

Section 5. *Publications Committee.* The purpose or goal of the Publications Committee shall be to create hard-copy publication opportunities for Section members to share their knowledge of intellectual property law matters, thereby contributing to the "intellectual property law" awareness and education of those who read these publications.

Section 6. *Membership Committee.* The purpose or goal of the Membership Committee shall be to market the Section to the MSBA membership so as to maintain or increase the number of MSBA members who elect to join the Section and to provide the leadership for welcoming new members and assisting with their orientation into the Section.

Section 7. *Subcommittees.* Upon authorization of a majority of the Section Officers, the Section Chair may appoint subcommittees of Section members to perform specific tasks as the Section Officers may direct, subject to the limitations of these Bylaws and the Charter and Bylaws of the Maryland State Bar Association.

ARTICLE VI

Duties and Powers of Officers, Section Council Members-At-Large and Committee Chairs

Section 1. *Chair.* The Section Chair, or the Chair Elect in the absence of the Chair, shall preside at all meetings of the Section, its Section Council and Officers. The Chair shall supervise the performance of all activities of the Section. The Chair shall keep the Council informed on all Section activities for which the Chair shall be responsible. The Chair shall, as required, present at each annual meeting of the Maryland State Bar Association a report of the work of the Section for the then closing year. The Chair shall perform such other duties as usually pertain to that office or as may be designated by the Council.

Section 2. *Communications Chair.* The Communications Chair shall attend all Section, Council and Officer meetings, shall serve as the Chair of the Communications Committee of the Section and, as an Officer of the Section, assist with providing general leadership for the Section.

Section 3. *Program Chair.* The Program Chair shall attend all Section, Council and Officer meetings, shall serve as the Chair of the Program Committee of the Section and, as an Officer of the Section, assist with providing general leadership for the Section.

Section 4. *Publications Chair.* The Publications Chair shall attend all Section, Council and Officer meetings, shall serve as the Chair of the Publications Committee of the Section and, as an Officer of the Section, assist with providing general leadership for the Section.

Section 5. *Membership Chair.* The Membership Chair shall attend all Section, Council and Officer meetings, shall serve as the Chair of the Membership Committee of the Section and, as an Officer of the Section, assist with providing general leadership for the Section.

Section 6. *Secretary.* The Secretary shall attend all Section, Council and Officer meetings, shall keep a true record of the proceedings of all meetings of the Council and of the Section and, in cooperation with the Chair, draft an appropriate report of Section activities for publication in the annual report of the Maryland State Bar Association, shall perform such other duties as may reasonably be requested of the Secretary by the Chair of the Section or as may be prescribed by the Council and, as an Officer of the Section, assist with providing general leadership for the Section.

Section 7. *Treasurer.* The Treasurer shall attend all Section, Council and Officer meetings, shall keep a record of the expenditures of the Council and the Section and report on all financial matters to the Council and shall, in cooperation with the Chair, prepare and submit the proposed annual budget to the Maryland State Bar Association, shall perform such other duties as may reasonably be requested of the Treasurer by the Chair of the Section or as may be prescribed by the Council and, as an Officer of the Section, assist with providing general leadership for the Section.

Section 8. *Immediate Past Chair of the Section.* The Immediate Past Chair of the Section shall attend all Section, Council and Officer meetings and shall use his/her Section experience to strive to advise the other Officers of the Section and the Council on matters of interest to the Section.

Section 9. *Section Council Member-At-Large.* A Section Council member-at-large shall attend all his/her Committee, Section and Council meetings and shall serve on one of the Section's Committees. It is the expectation that a member's greatest contribution to the Council and Section will come as a result of the assistance that the member-at-large provides in helping his/her selected Committee successfully complete the specific tasks which it undertakes on behalf of the Section.

Section 10. *Future "Other" Committee Chairs.* A future "other" Committee Chair shall attend all Section, Council and Officer meetings, shall serve as the Chair of the "Other" Committee of the Section and, as an Officer of the Section, assist with providing general leadership for the Section. Additionally, a Committee Chair shall, as necessary, recruit Section members to serve on his/her Committee. In recruiting Section members to serve on his/her Committee, the Committee Chair shall be attentive to

providing for the continuation of future strong leadership of the Committee and adequate technical skills within the Committee's membership so that the Committee can continue to fulfill its responsibilities for the Section.

ARTICLE VII

Duties and Powers of the Council

Section 1. *Section Council Powers.* The Council shall have general supervision and control of the affairs of the Section subject to the provisions of the Constitution and Bylaws of the Maryland State Bar Association and the Bylaws of this Section. During the interval between the meetings of the Section, the Council shall have full authority to act for the Section in any way in which the Section itself would be authorized to act, and any such action taken by the Council pursuant to this provision shall be reported to the members of the Section at the next Annual meeting of the Section.

Section 2. *Election.* The Council shall, with a Nomination Committee and election in accordance with Article VIII hereof, provide for the election of the Section Officers and Members-at-Large of the Section Council.

Section 3. *Other Committees.* The Council shall establish such other Committees as it deems appropriate to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these Bylaws and the Charter and Bylaws of the Maryland State Bar Association.

Section 4. *Meetings.* The Council shall meet at or about the time and place of each annual meeting of the Maryland State Bar Association and may meet in regular or special sessions at any other time or place as may be called by the Chair or a majority of the members of the Council.

Section 5. *Vacancies in Officer or Member-at-Large Positions.* Except as otherwise provided in these Bylaws, the Council, during the interim between the Annual meetings of the Section, shall fill vacancies in its own member-at-large membership and in Section officer positions. Members and officers so selected shall serve until the adjournment of the next Annual meeting of the Section or until their successors shall have been elected and qualified.

Section 6. *Attendance Requirement - Three Meeting Rule.* Unless excused therefrom by the Section Chair, or by action of the Council, if any officer or member-at-large of the Council shall fail to attend three successive meetings, of any combination of Section Council meetings, Section Officer meetings or the meetings of the Committee on which the member-at-large serves, without reasonable excuse for such absences, the office held by such officer or member-at-large shall thereafter be deemed vacant automatically, and the Council shall thereupon fill the vacancy for the unexpired term.

ARTICLE VIII

Nomination and Election of Officers and Council Members

Section 1. *Nominating Committee.* Except for the election of the Section's initial slate of Officers and its Section Council Members-at-large (see Section 8 below), at least sixty (60) days prior to the Annual meeting of the Maryland State Bar Association each year, the Section Chair shall chair and convene a Nominating Committee consisting of the Section Chair and not fewer than six (6) nor more than twelve (12) additional members, wherein the majority of these should be Section Council members. These Nominating Committee members are to be appointed by the Section Chair and subject to the approval of the Section Officers.

Section 2. *Responsibility.* The Nominating Committee shall develop nominations for Section officers, including the identification of which Section officer nominee shall also be the Chair Elect nominee, and for upcoming or actual vacancies in the ranks of the Council's at-large-members.

Section 3. *Considerations.* In developing these nominations, the Nominating Committee shall receive and consider suggestions for nominations of qualified Section members, taking into consideration the nominee's geographic location, familiarity with the Section, capability, availability to serve, and past service to the Section. In developing its nominations, the Nominating Committee shall adhere to the officer and member-at-large term limits set forth in Article IV.

Section 4. *Guidelines.* The Nominating Committee shall adhere to the following guidelines for Section Chair nominations: Except for Section's first three Section Chairs (i.e., during the first three years of the Section's existence); only those Section officers shall be eligible for election to the position of Section Chair who have served, on or before the date that such a newly elected Section Chair would begin his/her term of service as the Section Chair, two terms as a Section officer. It is hereby noted that a consequence of establishing this requirement, is that Section officers who aspire to the position of the Section Chair will be given, by the Nominating Committee, favorable consideration for lateral moves among the officer ranks so as to enable them to acquire the above-defined experience necessary to be a candidate for the position of Section Chair.

Section 5. *Timing, Additional Nominations & "Stand Elected".* The names of all nominees shall be transmitted to the Section Council and to the general membership of the Section at least forty five (45) and thirty (30) days, respectively, prior to the Annual meeting of the Section. By petition of ten (10) members of the Section and up until seven days prior to the Annual

Meeting of the Section, additional nominations may be made and submitted. If no additional nominations are made, the slate of the Nominating Committee, or so much thereof as may be unopposed, shall stand elected.

Section 6. *Actual Election to Resolve Contested Elections.* During the period of the Annual meeting and in the event of any additional nominations having been received so as to create the situation of a contested election, the Section shall meet and elect officers and Section Council members-at-large for said contested positions.

Section 7. *Voting.* In contested elections for Section Officer or Members-at-Large positions, voting will be by written or electronic ballot of the entire Section membership. Such voting may be by ground mail, facsimile, e-mail or other electronic means as determined by the Section Chair with the approval of the Section Council. The candidate receiving a majority of the votes shall be elected to each respective office. In the event that no candidate receives a majority of the votes, the candidates receiving the top two (2) highest vote totals will participate in a second election, and the candidate receiving a majority of the votes of that contest shall be elected to office. In the event of a tie in the second election, the Section Council shall choose between the two (2) final candidates to fill the office.

Section 8. *Election of Initial Officers & Members-at-Large.* The election of the Section's initial slate of officer's shall be by a special election conducted by the MSBA's Special Committee on Intellectual Property. The candidates in this election shall be the members of this Committee who wish to have their names put in nomination. A majority vote of the Committee's members will determine this election's outcomes. The Section's initial Section Council member-at-large positions will be filled by those "active" Special Committee on Intellectual Property members who volunteer to continue to serve in the further development of the MSBA's new IP Section, plus a sufficient number of "new" Section Committee members so as to bring the headcount of the initial Section Council to its maximum allowable number. If there are more "new" Section Committee members than available vacant, Section Council member-at-large positions, a second special election will be held to decide which of the "new" Section Council members will also be offered positions as a Section Council members-at-large. Those eligible to vote in this second special election will be the Section's Officers and its initial Section Council members who have assumed their positions as a result of their being returning MSBA Special Committee on Intellectual Property members.

ARTICLE IX

Miscellaneous Provisions

Section 1. *Fiscal Year.* The Fiscal Year of the Section shall be the same as that of the Maryland State Bar Association which at the present time begins on July 1st and ends on June 30th.

Section 2. *Approval of Bills for Payment.* All bills incurred by the Section, or by any of its officers, before being paid shall be approved by the Chair, notwithstanding the expenditure may have been authorized by the Council.

Section 3. *Compensation.* No salary or compensation may be paid to any member of the Section.

Section 4. *Meeting Participation.* Members of the Council or any Committee described in Article V of these Bylaws may participate in a meeting by means of a conference telephone or electronic or other means of communication if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitute one's attendance at said meeting.

ARTICLE X

Bylaw Amendments

These Bylaws may be amended at a meeting of the Section Council, and after there has been a reading of any proposed bylaw amendment at a prior meeting of the Section Council and its subsequent publication to the membership for at least a one week comment period, by a vote of at least two-thirds of Council members present at such a meeting, or by a vote of at least two-thirds of the Section membership participating in any vote of the general membership.

ARTICLE XI

Initial Acceptance of Bylaws

In the initial acceptance of these Bylaws, they shall be circulated to the Section membership for a one-week comment period. Any such comments that are forthcoming will be taken under consideration by the Section Council. The initial Bylaws shall become effective upon their acceptance by the Section Council.