

Annex D

**ADMINISTRATIVE BYLAWS
of the
INTELLECTUAL PROPERTY LAW SECTION
of the
CALIFORNIA LAWYERS ASSOCIATION**

I. Name and Legal Status

The individuals organized under these Administrative Bylaws shall be known as the “Intellectual Property Law Section of the California Lawyers Association,” hereinafter referred to as the “Section.” The Section is an administrative unit of volunteers and a component part of the California Lawyers Association, a California nonprofit mutual benefit corporation (the “Association”), and is not a separate legal entity. These Administrative Bylaws are promulgated under Article VII, Section 4, of the Association’s corporate Bylaws (the “Association Bylaws”). In the event of any inconsistency between these Administrative Bylaws and the Association Bylaws, the Association Bylaws shall govern.

II. Purposes and Duties

The purposes of the Section shall be to: (a) further the knowledge of the members of the Section in matters pertaining to intellectual property law, including but not limited to patents, trademarks, copyrights, trade secrets, technology, internet, privacy, right of publicity, unfair competition, licensing, and litigation practice particularly related to such law; (b) participate in the formulation, administration and implementation of programs, forums, and other activities for the education of members of the Section in intellectual property law; (c) act upon all matters germane to its purposes as so described in the Association’s Bylaws or referred to it by the Association’s Board of Representatives (the “Association Board”); and (d) make recommendations to the Association Board.

III. Membership

1. Categories. Section membership includes the following categories and types of members:

- a) Member. Any individual who is an active or voluntarily inactive member in good standing of the State Bar of California, or a judge of a court of record in California, full-time law professors based in California, or registered in-house counsel, is eligible to become a Member of the Section. Members shall have all of the privileges of Membership. In addition, Members may hold any office for which they are eligible and to which they are elected or appointed.
- b) Affiliate Member. Any individual interested in and willing to contribute to Section activities may become an Affiliate Member of the Section. Affiliate Members shall have all of the privileges of Membership but are not eligible to hold any elected or

appointed position, including but not limited to Section Representative, Executive Committee Member, or Interest Group Officer.

- c) Student Member. Any student pursuing a law degree may become a Student Member of the Section. Student Members shall have all of the privileges of Membership, but are not eligible to hold any elected or appointed position, including but not limited to Section Representative Executive Committee Member, or Interest Group Officer

Members, Affiliate Members, and Student Members are referred to collectively as “Section Members.”

- 2. Term.** The term of membership in the Section shall be for one year commencing on February 1 each year subject to a two-month grace period for payment of the required fees. The Association Board may extend the grace period as needed. An eligible individual shall be enrolled as a Section Member of the Section upon request and upon payment of the prescribed fee, if any, for such term. Such fees shall be prescribed by the Executive Committee subject to approval of the Association Board and shall be collected by the process established by the Association Board. The Executive Committee may, in its discretion waive, reduce, or refund any such membership fee.
- 3. Expulsion.** Upon a determination by the Association Board that any Section Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Association, such Section Member may be expelled from the Association.

IV. Membership Role in Section Governance

- 1. Rights.** Membership in the Section shall not confer upon any individual the status of a “member” of the Association within the meaning of Section 5056 of the California Nonprofit Corporation Law. Section Members shall have the following rights, as set forth in these Administrative Bylaws:
- Members can nominate themselves for election to the Section Executive Committee;
 - to participate meaningfully in choosing the Section’s nominee to represent the Section on the Association Board, for election by the Association Board (once nominated by the Section, the “Nominee,” and once elected by the Association Board, the “Representative”);
 - to reject the Section’s proposed Nominee;
 - to recall the Section’s Representative; and
 - to nominate candidates for election to the offices of President and Vice President of the Association.

a) Nominate Candidates for Election to the Section Executive Committee

Any Member in good standing may nominate themselves for membership to the Section's Executive Committee by submitting an application in compliance with the Association's Appointments policies.

b) Participate in Choice of Section's Nominee to the Board of Representatives

Qualifications. Only current or former Executive Committee Members are eligible to become the Section Nominee.

Prior to the naming by the Section of a Nominee, any Section Member may nominate a qualified Member, including himself or herself, to serve as the Section's representative to the Association. Nominations shall be submitted in writing to the Chair of the Section. On timely receipt of such nomination, the Chair shall promptly confirm the willingness of the individual to serve, and shall submit the list of all persons so recommended, along with any candidates recommended by any other valid means pursuant to these Administrative Bylaws, to the full Executive Committee for its consideration. The closing date for nominations shall be seven calendar days before the Executive Committee meeting at which the Nominee (and an Alternative Nominee) will be selected by majority vote of the Executive Committee. This subsection shall not apply to selection of the Nominee to fill a vacancy outside the regular election process.

c) Rejection of Section's Nominee

A minimum of thirty percent (30%) of Section Members may reject the Section's proposed Nominee by a petition signed by such members within two weeks after the election of the Section's proposed Nominee, and delivered to an Executive Committee Officer at the headquarters of the Association on or before the business day following the end of the two-week period. A valid petition shall contain the name, address, signature, and Bar number (if applicable), of each signatory.

On timely receipt of the petition, the Chair shall confirm the validity of the petition and the signatures thereon, and shall promptly remove the proposed Nominee's name from consideration as the Section's Nominee, whereupon the Executive Committee Officers shall name (pursuant to any provisions of these Administrative Bylaws concerning the process for selection) a different proposed Nominee. The provisions of this subsection (c) shall apply to each alternate proposed Nominee.

d) Recall of Section's Representative

Independent of the ability of the Executive Committee to recall its Representative as set forth below; Section Members shall have the right to initiate a recall via the following process:

A minimum of thirty percent (30%) of Section Members may recall the Section's Representative at any time by a petition signed by such members, and delivered to an Executive Committee Officer at the headquarters of the Association. A valid petition shall contain the name, address, signature, and Bar number (if applicable), of each signatory, and all signatures submitted with the petition must have been collected within four months of the submission date. On receipt of the petition, the Nominator, as that term is defined in the Association Bylaws, shall confirm the validity of the petition and the signatures thereon, and shall promptly inform the Chair or President of the Association of the recall. If the validity of the petition is confirmed, a replacement representative shall then be appointed consistent with these Administrative Bylaws. The Section shall not accept more than one recall petition during any single term of a Representative.

Executive Committee Recall. The Chair or any two Executive Committee members may request an action item be placed upon the next Executive Committee agenda to hold a no confidence vote regarding the Section Representative. If at least three-fourths (3/4) of the Executive Committee members then in office vote that they have no confidence in the Section Representative, the Nominator shall immediately forward such recommendation to the Association Board for a removal vote of the Section Representative in accordance with Association Bylaws Article IV, Section 7(a).

e) Nominations by Section Membership for Association President and Vice President

Prior to the regular election by the Association Board of the Association President and Vice President, a minimum of 5% of the Section Members (a) may nominate candidates for President and Vice President of the Association, by a petition signed by such members and delivered to an Executive Committee Officer at the headquarters of the Association on or before July 1 or such other date as set by the Executive Committee. A valid petition shall contain the name, address, signature, and Bar number (if applicable), of each signatory. On timely receipt of such a petition, the Executive Committee Officers shall promptly confirm the validity of the petition, the signatures thereon, and the willingness of the individual to serve. Separately, the Executive Committee may, by majority vote, nominate candidates for President and Vice President of the Association. On timely receipt of the nominations from the Executive Committee, the Nominator shall provide a list of candidates so nominated to the Chair or Secretary of the Association on or before the date set by the Association Board for receipt of such nominations. This subsection shall not apply to selection of Association President or Vice President to fill a vacancy outside the regular election process.

V. Executive Committee

1. Duties. The Section shall be administered by an Executive Committee. The Executive Committee shall assist the Association Board in matters relating to the Section and all other matters referred to the Executive Committee by the Association Board. The Executive Committee shall supervise and direct the affairs and policies of the Section, in accordance with these Administrative Bylaws and the Association's Bylaws and subject to the oversight of the Association Board. The Executive Committee is not deemed to be an Advisory

Committee of the Association unless specifically designated as such by the Association Board.

These bylaws are intended to provide maximum flexibility to the Executive Committee and, unless specifically provided otherwise, the Executive Committee shall have broad discretion to administer the Section, consistent with the purpose of the Section, in the manner the Executive Committee deems best.

- 2. Composition and Election.** The Executive Committee shall consist of a minimum of eleven (11) Members and a maximum of seventeen (17) Members, (plus the non-voting position of immediate past chair), elected by the incumbent Executive Committee members at a meeting of the Executive Committee as set forth in Section 5 below. Nominations for appointment to the Executive Committee must be submitted to the Association Board by the date stated in the Association's Appointments Policy. The Association Board may, under circumstances described in the Association Bylaws, disapprove individuals nominated for service on the Executive Committee. Members of the Executive Committee shall not receive compensation for their services on the Executive Committee, however the Executive Committee can, if it chooses, adopt a policy to provide for the reimbursement of specified expenses incurred in connection with the performance of their duties.
- 3. Qualifications.** Executive Committee members must be current Members. Affiliate Members and Student Members are not eligible. Factors to be weighed in favor include but are not limited to:
 - prior contributions to the Section's activities, publications and events,
 - personal recommendations for the appointment,
 - gender, age, race, color, national origin, ancestry, religion, physical disability, mental disability, gender identity, gender expression, and sexual orientation contributing to diversity and broad representation,
 - prior experience in the subject area of the Section,
 - proven commitment to volunteer work or strong indication of capacity and desire for making the expected time commitment, and
 - demonstrated ability to work well with others and to support a diverse and inclusive environment.

Factors that weigh against appointment include, but are not limited to:

- record of public discipline or subject to State Bar disciplinary probation,
- current service on the Executive Committee of another Section, and

- whether any other member of applicant's firm currently serves on the Executive Committee, or as an advisor, or Interest Group officer.

- 4. Term of Office; Removal; Vacancies.** New Members of the Executive Committee shall be elected by the Executive Committee each year for terms of three (3) years each; except that a member's term of office may be extended for a maximum of three years to serve as an Officer, plus one additional year to serve as the non-voting immediate past chair. The Executive Committee, by a two-thirds vote may remove any member. The Executive Committee may also remove any Executive Committee member who fails to attend three Executive Committee meetings in any consecutive 12-month period. Any vacancy in Executive Committee membership occurring prior to the normal expiration of the term for any reason may be filled for the unexpired portion of the term by the Executive Committee. An interim appointee who has filled a vacancy where the unexpired portion of the term is one year or less is eligible to immediately reapply for a full second term and the time served in the first term shall not count against the time limitations set forth above. Executive Committee terms shall begin and end at the conclusion of the annual meeting of the Association, or until a successor assumes office.
- 5. Family and Medical Leave:** Family and medical leave shall be granted to an Executive Committee member for a period not to exceed two (2) years within which time such member may return to the Executive Committee to complete the remainder of his/her term of office. At the discretion of the Executive Committee, the position left vacant by a member due to family leave may be filled by election of the Executive Committee unless filling the position exceeds the maximum number of Executive Committee members allowed by these bylaws, including the member or members on leave. The person filling the vacancy shall serve on the Executive Committee for the remainder of the term left open by the member on family leave. An officer who leaves may come back as an Executive Committee member but may not come back as an officer unless that position is vacant.
- 6. Meetings; Action without Meeting.** Meetings of the Executive Committee may be called by the Chair or on the request of a majority of the members of the Executive Committee. Notice of such meetings shall be given in person, by telephone, or by electronic mail to the members of the Executive Committee at least seven calendar days prior to such meeting. A member of the Executive Committee may waive his or her notice of a meeting in a signed writing delivered to the Secretary of the Section, whether before or after the meeting. In addition, attendance at a meeting without protesting the lack of notice prior to the commencement of the meeting shall constitute waiver of notice of that meeting. At meetings of the Executive Committee, the majority of its members shall constitute a quorum for the transaction of any business. Voting by proxy is not permitted. Unless expressly stated otherwise, the number of people required to carry a vote refer to the number of people present at that meeting and not to the number of members on the committee. Unless otherwise provided for in these Bylaws, every act or decision done or made by a majority of the Executive Committee members present at a meeting duly held at which a quorum is present is the act of the Executive Committee. The Executive Committee may act without a meeting by a poll of its members. In such event, more than half of its members must agree on any action taken. A poll of the members of the Executive Committee may be conducted by the Chair in person, by telephone or by electronic mail. Results of votes taken shall be

recorded by the Secretary. The business of the Executive Committee shall be conducted in accordance with *Roberts Rules of Order, Revised*, provided, however, the Executive Committee may (a) expressly or implicitly agree to deviate from such rules, or (b) ratify a prior deviation from such rules by a two-thirds vote of the Executive Committee.

Closed Session. The Executive Committee may meet in closed session for: (a) the purpose of considering and making decisions regarding nominations for serving on the Executive Committee, as Section Representative, as an Interest Group Officer, or Advisor, or as President or Vice President of the Association; (b) the purpose of considering, discussing, and making decisions recalling an Executive Committee member, Interest Group Officer, Advisor, or Section Representative; and (c) any other purpose that a majority of the Executive Committee participating in the meeting agree upon. The Executive Committee may agree to allow Advisors and other persons to participate in a closed session.

7. Officers.

- a) Election; Qualification. On or before August 1 each year, the Executive Committee shall elect a Secretary from among its current or former Executive Committee members who shall at the time of assuming office have completed at least one year of service on the Executive Committee within the last five years. If the Secretary Elect is not a current member of the Executive Committee, he or she shall become a voting member upon assuming the office of Secretary.
- b) Term. The Secretary shall serve for a term of one year following which, absent unusual circumstances, he or she will serve as Vice Chair for a term of one year, after which, absent unusual circumstances, he or she will serve as Chair for a term of one year. Each Officer term shall begin and end at the conclusion of the annual meeting of the Association. In the event of a vacancy among the Officers, the Executive Committee may elect a successor to fill the unexpired term.
- c) Chair. The Chair shall preside at all the meetings of the Executive Committee, shall serve as the Section's Nominator and shall supervise the other Officers in the administration of the day-to-day activities of the Section, subject to the oversight of the Association Board and in accordance with the Association Bylaws.
- d) Vice Chair. The Vice-Chair shall perform all the duties of the Chair during the latter's absence or inability to act, and when so acting shall have all the powers of the Chair and be subject to all the restrictions upon the Chair. He or she shall also serve as the Section's alternative Nominator as that term is defined in the Association Bylaws.
- e) Secretary. The Secretary shall keep minutes of meetings of the Executive Committee.

8. **Advisors.** The Executive Committee may appoint up to twelve non-voting Advisors to the Executive Committee, in the sole discretion of the Executive Committee. Advisors shall be appointed for a term of one year. The term of any Advisor may be renewed consecutively for any number of terms, upon approval by the Executive Committee. The Officers or the Executive Committee acting as a whole may remove any Advisor with cause. The Executive

Committee can, if it chooses, adopt a policy to provide for the reimbursement of specified expenses incurred in connection with the performance of their duties.

9. Interest Groups.

The Executive Committee shall have the power to create Interest Groups from time to time to carry out the purposes of the Section, and each such Interest Group shall serve at the pleasure of the Executive Committee.

- a) Interest Group Officers. Each Interest Group shall have a chair and such other officers as it deems appropriate who shall be selected by, and serve at the pleasure of, the Executive Committee. The Officers or the Executive Committee acting as a whole may remove any Interest Group Officer with cause. All Interest Group officers must be current Members. Such officers shall have such powers and duties as the Executive Committee may from time to time determine, subject to these Administrative Bylaws and the Association Bylaws. The Executive Committee can, if it chooses, adopt a policy to provide for the reimbursement of specified expenses incurred by the Interest Group Officer in connection with the performance of their duties.
- b) Selection of Interest Group Members. Membership in the Section's Interest Groups shall be open to any Member, Affiliate Member, or Student Member of the Section.
- c) Minutes of Interest Groups Meetings. Subject to the authority of the Executive Committee, an Interest Group may determine its own meeting rules. If minutes are kept they should be filed with the Section Secretary.
- d) Budget. The Executive Committee shall have the power to set the annual budget for the Interest Groups.

10. Ad Hoc Committees

The Executive Committee Officers shall have the power, without the need for Executive Committee approval, to appoint such ad hoc committees as are necessary for the purpose of furthering the objectives of the Section.

- a) Selection of Committee Members. The members of the ad hoc committees shall be selected from Members, Affiliate Members, and Student Members by any method determined by the Executive Committee Officers. The Executive Committee Officers may remove and/or replace any committee member if deemed to be in the best interests of the Section.
- b) Minutes of Committee Meetings. Subject to the authority of the Executive Committee, a Section ad hoc committee may determine its own meeting rules. If minutes are kept they should be filed with the Section Secretary.
- c) Budget. The Executive Committee shall have the power to set the annual budget for the ad hoc committees.

VI. Government Affairs Policy

1. Subject to a vote of at least two thirds of the Executive Committee, and the approval of the Association's Governmental Affairs Committee or Amicus Committee where required, the Section may (i) take positions on legislation, regulations, or rules; (ii) propose legislation, regulations, or rules; (iii) work with the executive, legislative, and judicial branches of government, and other stakeholders; or (iv) file amicus briefs; if:
 - a) the matter is germane to the designated practice area of the Section under one of the following germaneness standards:
 - 1) the matter requires the special knowledge, training, experience, or technical expertise of the Section;
 - 2) the position advocated would promote clarity, consistency, or improvement in the law within the Section's area of practice, knowledge, training or expertise; or
 - 3) the matter is substantially related to the practice of law, the legal profession or the administration of justice within the Section's area of practice, knowledge, training or expertise; and
 - b) the requested position is not in conflict with a current or prior position of another Section or the Association, unless justification is given for changing such position.
2. The Section is prohibited from directly or indirectly participating in, or intervening in, any political campaign on behalf of, or in opposition to, any candidate for public office.

VII. Amendments to Administrative Bylaws

These Administrative Bylaws may be amended by the Executive Committee by the vote of two-thirds (2/3) of its members then in office, provided that no amendment shall take effect until approved by the Association Board. These Administrative Bylaws and all amendments hereto shall be filed with the Secretary of the Association.