

BYLAWS OF THE
MICHIGAN INTELLECTUAL PROPERTY LAW ASSOCIATION

1. NAME

The name of this domestic nonprofit corporation is the Michigan Intellectual Property Law Association (hereafter, the "MIPLA", or the "Association").

2. PURPOSES

The purposes of the MIPLA are to develop and disseminate information concerning matters affecting and of interest to intellectual property practitioners and their clients, to foster good fellowship and to promote communications among its members, and to consider and to take appropriate action concerning matters of mutual interest.

3. MEMBERSHIP

3.1. Membership Classes: There are six categories of membership in the MIPLA: (a) attorney, (b) agent, (c) out-of-state, (d) scientist, (e) life and (f) honorary.

- a. Attorney Members: Any attorney who has a residence or a regular and established office in the State of Michigan. Attorney members may hold office, and may vote on all general matters including the election of officers.
- b. Agent Members: Anyone registered to practice before the U.S. Patent and Trademark Office who has a residence or a regular and established office in the State of Michigan. Agent members may vote, but may not hold office.
- c. Out-of-State Members: Any attorney or agent who does not have a residence or regular and established office in the State of Michigan. Out-of-State members may not vote or hold office.
- d. Scientist Members: Any person of good character who is a student in law, science or engineering, or who is a practitioner in the scientific or engineering arts, or who is a patent agent of a foreign jurisdiction. Scientist members are eligible for a fifty percent (50%) reduction in certain dues and assessments. Scientist members may not vote or hold office.
- e. Life Members: Any Attorney, Agent, Out-of-State or Scientist member who has been in good standing for at least ten years, and who has retired from active practice. Life members retain all of the privileges of their most recent membership category. Life members are exempt from the payment of all dues.
- f. Honorary Members: Any Federal judge or magistrate of a District Court within the State of Michigan or of the Sixth Circuit Federal Court of Appeals, or any other person who has rendered significant public service in relation to the application of law in the applied sciences. Honorary members may not vote or hold office. Honorary members are exempt from the payment of all dues.

3.2. Applications for Attorney, Agent, Out-of-State and Scientist Membership:

- a. Applicants for active, agent, associate and affiliate memberships must apply in writing to the MIPLA. Applicants may obtain forms from the web site at <http://www.mipla.org>, from the Membership Committee chairperson, or from any other MIPLA officer or member as available.

Applicants must include the current fiscal year dues and assessments with their application.

The applicant should send the complete package to the Secretary.

- b. The Secretary will review the application package to ensure completeness, and will record the new member in the rolls. The Secretary will forward the fees to the Treasurer for deposit in the Association coffers, and will alert the Membership Committee chairperson of the new member.
- c. The Membership Committee chairperson, or his/her designee, is encouraged to publicize all new members to the membership at regular membership meetings and in the newsletter. The Membership Committee chairperson is further responsible for serving as the initial liaison to all recently-joined new members, and for reaching out to encourage new members to join.

3.3. Nominations for and Election to Honorary and Life Membership:

Any Attorney or Agent member may nominate someone for Honorary or Life membership in the MIPLA. The Board of Managers will, in their sole discretion, approve or deny any such nominations. The Membership Committee chairperson will provide notice of any approved nomination in a subsequent general membership newsletter. At any meeting following the notice, the membership will vote upon the nomination. No quorum is necessary for the election of Honorary or Life members. Rather, the affirmative vote of three-fourths of those present and eligible to vote at such meeting is necessary to elect a nominee for Honorary or Life membership.

3.4. Dues Are Not Prorated:

Persons joining or renewing their MIPLA membership after the beginning of the fiscal year are required to pay the full amount of any dues, fees, and assessments then in effect. There will not be any prorating. The Secretary and Treasurer do, however, have the discretion to determine a date after which any payments made will be deemed to have been made for the coming fiscal year.

3.5. Removal of Members for Unfit Conduct:

All Attorney, Agent, and Out-of-State members must conform to the relevant Rules of Professional Conduct for their licensing body. Any member, applicant or nominee may be found unfit for membership because of their conduct. Any member may recommend that the Board of Managers, in its sole discretion, rule upon the conduct of any member, applicant or nominee. The Board of Managers may appoint an Ethics and Grievances Committee to conduct an investigation. Upon determining that a person's conduct is unbecoming membership in the MIPLA, the Board of Managers may recommend to the membership that the person in question be suspended or barred from membership. Due notice of such intention to suspend or bar must be provided to both the membership and the person in question. A vote of three-fourths (75%) of all members present and entitled to vote at the noticed meeting is required to suspend or bar a member, or to deny membership to an applicant or nominee.

4. THE OFFICERS AND BOARD OF MANAGERS

4.1. Officers and Their Duties: The officers of the MIPLA, and their respective duties, are:

- a. President: the presiding officer at all meetings of the membership and of the Board of Managers. Only the President, or his/her designee, may act as the official representative for the MIPLA.
- b. First Vice-President: responsible for assuming the duties of the President at such time as may be required by the absence or incapacity of the President, or in the event of a vacancy occurring in that office. The First Vice President must work closely with and assist the President wherever and whenever requested to do so.
- c. Second Vice-President: responsible for assuming the duties of the First Vice President as may be required by the absence or incapacity of the First Vice President, or in the event of a vacancy occurring in that office. The Second Vice President also serves as Chairperson of the Program Committee.
- d. Secretary: responsible for establishing and maintaining the membership rolls. The Secretary, or his/her designee, distributes all newsletters and notices, and records minutes of all the regular and annual meetings of the MIPLA and the Board of Managers where a vote is taken. The Secretary conducts all official correspondence for the MIPLA and performs such other duties from time to time as the Board and the membership may require. The Secretary has the authority to disburse MIPLA funds in the absence or disability of the Treasurer.

e. Treasurer: responsible for establishing and maintaining the financial records and accounts for the MIPLA in accordance with prudent practices. The Treasurer is responsible for maintaining current officer signature cards with the appropriate financial institutions. The Treasurer is also responsible for filing all relevant state and federal income tax returns, and for maintaining the incorporation and tax-exempt status of the MIPLA with the State of Michigan and with the Internal Revenue Service. The Treasurer is responsible for collecting and depositing all fees, dues and assessments from the members. The Treasurer has authority to disburse MIPLA funds as required to pay the Association's obligations.

4.2. Board Of Managers: The Board of Managers consists of the five officers named above, together with the two most recent past presidents of the MIPLA. The Board manages the business affairs of the MIPLA and performs such other duties as herein specified. However, in no event are any actions of the Board binding personally the officers or members of the MIPLA. Four members of the Board of Managers present at any Board meeting constitutes a quorum. Any vacancies in the Board of Managers caused by the resignation, removal or incapacity of a past president will be filled by the next most recent past president.

4.3. Terms of Office, Vacancies: The term of office for the President, First Vice President and Second Vice President is one year. The term of office for the Secretary and the Treasurer is two years, with the election of the Secretary and Treasurer occurring on alternate years. Each immediate past president will serve two years on the Board of Managers following their term as President. The remaining members of the Board of Managers may appoint any eligible member to fill any vacancies occurring in the offices of Second Vice President, Secretary or Treasurer. The appointee will serve the remaining unexpired term of their appointed office. Thereafter, the membership will elect the successor officer in the normal course of elections.

4.4. Nomination and Election of Officers: The Nominating Committee will present a slate of officers to the membership at the annual meeting. Voting members present at the annual meeting may also nominate from the floor additional candidates not placed on the slate. A quorum of the members eligible to vote must be present, either in person or through written proxy, to conduct the election. A majority of the vote is required to elect each officer. In case of a contest for any office, the Association will use a secret ballot. The officers will enter upon their duties immediately upon election.

5. COMMITTEES

5.1. The MIPLA has four (4) standing committees, as indicated below. Any member may indicate interest in serving on any standing or ad hoc committee of general membership. The President, upon consent of the Board of Managers, will appoint the member of his/her choice to serve as chairperson of a committee where the bylaws do not designate a chairperson.

a. Attendance – Responsible for advising the membership of the location, time, program subject and cost (if any) of the regular meetings. The committee coordinates all reservations for these meetings. The committee checks-in all attendees at the door and accounts to the Treasurer for the costs (if any) of the meeting.

- b. Membership – Solicits new members and welcomes recently-joined members. Those serving on the committee are encouraged to regularly visit the law schools and the meetings of other bar associations to solicit and secure new MIPLA members.
- c. Nominating – Determines in its sole discretion the slate of officers for all elections. The members comprise the three immediate past presidents, the two most recent of which are serving on the Board of Managers and the third of which most recently concluded his/her service on the Board of Managers. The most immediate past president serves as Chairperson of the Nominating Committee. No other persons may serve on the Nominating Committee, however the committee is encouraged to thoughtfully consider the suggestions of other members eligible to vote.
- d. Program – Determines the program for each regular meeting during the Association year. The Program Committee also arranges for any special events. The Second Vice President serves as chairperson of the Program Committee.

5.2. The President, upon consent of the Board of Managers, may create and disband ad hoc committees throughout the year, as he/she deems necessary to carry on the work of the MIPLA. Such committees may include, but are not limited to:

- a. Advisory and Policy - to confer with and advise the Board of Managers regarding amendments of MIPLA policies, practices and bylaws.
- b. Legislation - to study, consider and report to the membership any proposed changes in Federal or State legislation or in administrative Rules of Practice of the Patent and Trademark Office which are likely to affect intellectual property practitioners.
- c. Newsletter – to assist the Secretary in securing newsworthy articles, job announcements, news about members, and other interesting and informative material.
- d. Public Relations - to publicize the activities of the MIPLA to the larger Bar and public.
- e. Chemical and Biotechnology Practice - to study ways and means of improving Patent and Trademark Office procedure with respect to matters specifically related to the fields of chemical and biotechnology patents, and to report to the membership thereon.
- f. Computer and Internet Law Practice - to study ways and means of improving all forms of protection for the fields of computer and internet-related technologies, and to report to the membership thereon.
- g. International Harmonization – to study ways and means of improving the harmonization of intellectual property laws throughout the world, and to report to the membership thereon.

- h. Trademark Practice - to study ways and means of improving Patent and Trademark Office procedures in and to report to the membership concerning matters specifically related to the field of trademarks.

6. FISCAL YEAR

The fiscal year of the MIPLA runs from June 1 through May 31 of each year.

7. MEETINGS AND QUORUM REQUIREMENTS

7.1. Regular Meetings: From September through April, the Association may hold one or more regular meetings at times and places to be determined. Members attending such meetings may be assessed an attendance fee to cover the Association's expenses for the meeting. The Attendance Committee chairperson has the discretion to determine the level of the assessment.

7.2. Annual Meeting:

- a. The MIPLA ordinarily holds its Annual Meeting on the first Tuesday of May. If this day is not chosen by the Board of Managers, the Annual Meeting must be scheduled on a day between April 1st and May 31st, unless a demand for an earlier time is received.
- b. Any voting member may demand the Annual Meeting to be held before April 1st of any given year upon presentation to the Secretary of a petition containing the valid signatures of no less than five (5) members eligible to vote. The demand must include the reason the members are seeking an early scheduling of the Annual Meeting.
- c. The Association must provide due notice of the Annual Meeting to the membership, regardless of whether the Association scheduled such meeting in the ordinary course or because of a demand for an earlier date.
- d. Members attending the Annual Meeting may be assessed an attendance fee to cover the Association's expenses for the meeting. The Attendance Committee chairperson has the discretion to determine the level of the assessment.

7.3. Quorum Requirements for Regular and Annual Meetings: The presence of ten percent (10%) of the members eligible to vote constitutes a quorum at any meeting.

7.4. Meetings of the Board of Managers: The President may call a meeting of the Board of Managers at any time. The President may call a meeting in his/her discretion or upon written request of at least three (3) members of the Board of Managers. The Board of Managers may conduct any acts on behalf of the Association without seeking concurrence or affirmation from the membership, except as otherwise provided in these bylaws. A majority of the Board of Managers is required for any vote of the Board to be effective.

7.5. Special Events: The Association may plan one or more special events throughout the year. Such events may or may not coincide with a regular or annual meeting of the Association. Members attending any special events may be assessed an attendance fee to cover the Association's expenses for the event. The chairperson of the committee sponsoring the event has the discretion to determine the level of the assessment.

8. FEES, DUES AND ASSESSMENTS

8.1. Annual Dues: The Association may charge annual membership dues for all members, except for Honorary and Life members who are exempt from dues. Annual dues are payable on the first day of each fiscal year, or upon such later date as set by the Secretary or Treasurer in a general notice to the membership. Scientist members are required to pay only fifty percent (50%) of any relevant annual dues.

8.2. Other Assessments: The Association may charge other assessments of its members on a regular or ad hoc basis as needed to maintain the fiscal integrity of the MIPLA. Scientist members are required to pay only fifty percent (50%) of any relevant additional assessments; except, however, that Scientist members are required to pay the full amount of any attendance fees for any regular or annual meetings or special events they choose to attend.

8.3. Current Amounts, and Future Changes in Fees and Dues: As of December 1, 2000, the current annual dues are fifty dollars (\$50.00). Aside from attendance fees for meetings and special events, which vary according to costs, the Association is not currently charging the members any other regular or ad hoc assessments. However, the Association may add, delete or change the amount of any fee, due or assessment at any time without formal amendment of these bylaws. Except for any relevant meeting or special event attendance fees, which may be set without membership approval, the Board of Managers must provide notice to the membership of any proposed change in fees, dues and assessments. The Board must provide notice of the proposed change at least ten (10) days before the regular meeting at which the membership is to vote upon such change. The change becomes effective upon approval thereof by a majority of those members present and entitled to vote at that meeting. No quorum is required.

8.4. Members in Arrears for Dues, Fees and Assessments: The Attendance Committee chairperson may refuse admittance to any member failing to pay, either in advance or at the door, the attendance fee of a meeting. Any member more than thirty (30) days in arrears for any fees, dues, and assessments may be lapsed from the membership rolls.

8.5. Resignation or Lapsing of Membership: Any active, agent, associate or affiliate member who resigns, or who the Association lapses from the rolls because of arrearage, may reapply for membership. The Association will treat all such resigned and lapsed members as if they were new applicants, as set forth, above, in section 3.2.

9. AMENDMENT OF THE BYLAWS

9.1. The Board of Managers must approve all proposed amendments to the bylaws. If approved by the Board of Managers, the Association must provide the membership at least ten (10) days notice of the need to vote upon the proposed amendments. A quorum of the membership must be present at the meeting where the Association conducts the vote. A vote of three-fourths (75%) of all present members who are eligible to vote is required to amend the bylaws.

10. PARLIAMENTARY AUTHORITY

The MIPLA will conduct its meetings using Roberts' Rules of Order.