

# **PTAB Bar Association**

## **BYLAWS**

### **ARTICLE 1**

#### **Name of Association**

Section 1.1 The name of the organization shall be the PTAB Bar Association (the “Association”).

### **ARTICLE 2**

#### **Classes and Election of Members and Affiliates**

##### Section 2.1 Members and Affiliates.

(a) The regular membership shall consist of persons who are interested in or practice before the Patent Trial and Appeal Board (the “PTAB”) of the U.S. Patent and Trademark Office (the “USPTO”), and who are members in good standing of the bar of a court of record of the United States or any State or Territory thereof or of the District of Columbia or have a registration in good standing to practice before the USPTO (collectively, the “Bar”). Regular membership shall also include members of the Bar who devote their work activity, substantially full time, to teaching in a law school approved by the Association of American Law Schools. Regular members shall have the right to vote and hold office as a Director or Officer.

(b) The judicial membership shall consist of Administrative Patent Judges of the PTAB and persons who are employed full-time as a judge in any other court, agency or office of the United States or any State or Territory thereof or of the District of Columbia and who have an interest in patent law. Judicial members shall not be entitled to vote or hold office as a Director or Officer.

(c) Affiliates shall consist of persons who are not qualified for regular or judicial membership but who are interested in the PTAB. Persons who have been disbarred or suspended from the practice of law in any jurisdiction are not eligible to be Affiliates. Affiliates shall not be entitled to vote or hold office as a Director or Officer.

(d) The Board shall have the authority and discretion to create additional member or affiliate classes or sub-classes, including any requirements for the class or sub-class (e.g., qualification criteria), rights of the class or sub-class (e.g., voting rights) and obligations of the class or sub-class (e.g., payment of dues).

##### Section 2.2 Election of Members and Affiliates.

(a) Application for membership as a member or affiliate shall be made in writing to the Board and shall include the applicant’s statement that he/she qualifies for the class of membership for which he/she applied. The application shall be signed by the applicant. Dues are to be sent with the application. Applicants during a fiscal year may be charged dues in prorated amounts, which the Board will determine. Membership shall be effective upon receipt of the completed membership application and dues, subject to Board approval. The names of all new

members shall be published to all members at each business meeting of the Association or at such other times as the Board shall set.

(b) Application for reinstatement to membership by a former member or affiliate shall be made in writing and shall be subject to all the requirements for new applications stated above. However, prior to reinstatement, the applicant shall be required to pay any arrears in dues existing at the date of the applicant's prior separation from membership, unless waived by the Board.

### **ARTICLE 3**

#### **Dues**

Section 3.1 Amount of Dues. The dues payable for each year by any class or sub-class of members or affiliates shall be fixed from time to time by the Board at such amount as it deems desirable for the best interests of the Association. In the event of any change in the dues payable by any class or sub-class, the individuals in that class or sub-class shall be notified thereof at least forty-five days prior to the effective date of the change.

Section 3.2 Payment of Dues. The dues payable for each year shall be payable in advance on the first day of March. Any member or affiliate sixty days in default in the payment of dues shall be notified in writing of such default, and if still in default sixty days after such notice, may be dropped from membership by the Board and shall thereupon cease to be a member or affiliate.

Section 3.3 Suspension (Nonpayment or By Request). In lieu of dropping any member or affiliate for non-payment of dues, the Board may, upon request of the member or affiliate in arrears in the payment of dues, suspend the member or affiliate until the end of the current fiscal year. Any member or affiliate in good standing may request in writing to the Board a temporary suspension of membership for one year or more for good cause shown, such as a work sabbatical for professional or personal reasons or service in the Armed Forces. The suspended member or affiliate shall be denied all privileges of the Association until a written request to reinstate the member or affiliate is approved by the Board. Any member or affiliate under suspension shall be excused from payment of dues during the remainder of the current fiscal year. Any waiver of dues which may have accrued must be by an express action of the Board and shall not be implied by dropping or suspending the member or affiliate.

### **ARTICLE 4**

#### **Disciplining Members**

Section 4.1 Committee on Ethics and Grievances. All charges against members or affiliates shall be presented to the Board which shall convene a Committee on Ethics and Grievances to make such investigation into the charge as it deems appropriate. The Committee on Ethics and Grievances shall consist of the President, President-Elect, Vice President and two additional Directors. Should the President, President-Elect, or Vice President be the subject of an investigation under this Section 4.1, that individual would not sit on the Committee on Ethics and Grievances and an additional Director would sit in their place. Any member or affiliate of the Association who, after such investigation, is found by a majority vote of the Committee on Ethics and Grievances to have conducted his or her professional work in an unethical manner, or participated in an unprofessional or unethical manner in the activities of the Association, may be reprimanded, suspended or dropped as a member or affiliate upon an affirmative three-fourths vote of the Board. Except as required by ethical obligations,

the Board shall keep all such charges and proceedings strictly confidential, and any publication thereof shall rest solely in the discretion of the Board.

## **ARTICLE 5 Board of Directors**

Section 5.1 General Powers. The business and affairs of the Association shall be conducted under the direction of, and the control and disposal of the Association's properties and funds shall be vested in, the Board. The Board shall have authority to act for the Association on all matters except those expressly required by law, these Bylaws or the Articles of Incorporation to be submitted to the Association. The Board shall have the power to determine the duties and compensation of any employees or agents of the Association. Upon recommendation of the President, the Board shall have the power to employ and discharge any employees or agents of the Association.

Section 5.2 Number and Qualification of Directors. The Board shall consist of seventeen individuals (the "Directors"), which includes five Officers and twelve non-Officers, subject to transitional numbers and categories of Directors implemented here and in Sections 10.5 and 10.6. All Directors shall be regular members of the Association, and shall be a voting member of the Board of Directors. No more than two Directors shall be from the same law firm or organization at the time of their election. Subject to Section 10.6, no more than one candidate for non-Officer Director in a given year shall be from the same law firm or organization. The Officers of the Association shall be selected in accordance with Section 7.1 and 10.5, or Section 10.6.

Section 5.3 Honorary Directors. In addition to the Directors, the following persons shall be appointed as "Honorary Directors" of the Association: (i) the Under Secretary of Commerce for Intellectual Property; (ii) the Chief Judge of the PTAB; (iii) the Immediate Past President; and (iv) any other individuals that the Board may designate. Honorary Directors shall be permitted to attend and participate in meetings of the Board and be entitled to receive notice of meetings of the Board to the same extent as Directors; provided, however, that Honorary Directors shall not be entitled to vote on matters before the Board, be considered a Director or have any other rights or privileges accorded Directors except as set forth in the Articles of Incorporation or these Bylaws; provided, further, that no Honorary Director shall be appointed without his or her consent.

Section 5.4 Meetings. The Board shall meet at places and times, and in the manner, as ordered by it. Regular meetings of the Board shall be held in conjunction with each meeting of the Association and at such other times during the year as the Board may determine. Including the meetings specified in these Bylaws, the Board shall hold at least three regular meetings a year. Other meetings of the Board may be held upon the call of the President or of any three Directors.

Section 5.5 Notice of Meetings. Except as provided elsewhere in these Bylaws or in applicable law, no notice of the annual meeting or any regular meeting of the Board shall be required. Notice of each special meeting shall be mailed to each Director's residence or usual place of business at least three days before the date of the meeting or given by facsimile, telephone or electronic mail at least one day before the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or any waiver of notice of the meeting, except that notice of a meeting at which removal of a Director is to be proposed shall state that the purpose, or one of the purposes, of the meeting is removal of the Director.

Section 5.6 Waiver of Notice. A Director may waive any required notice before or after the date and time stated in the notice, and such a waiver shall be equivalent to the giving of the

notice. A Director's attendance at or participation in a meeting waives any required notice of the meeting to that Director unless the Director, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business there and does not thereafter vote for or assent to action taken at the meeting. The waiver of a Director who does not attend or participate in the meeting must be in writing, signed by the Director and filed with the minutes or corporate records.

Section 5.7 Quorum. At least nine Directors shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time without notice until a quorum shall be present. The existence of a quorum at the beginning of a Board meeting shall be considered to constitute a quorum throughout that meeting unless the number of Directors drops below seven.

Section 5.8 Participation in Meetings. The Board may conduct a meeting through the use of any means of communication by which all Directors may simultaneously hear each other during the meeting. Upon three days advance notice to the Secretary, Directors may be represented at a meeting by an alternate member in good standing of the Director's choice for purposes of expressing the Director's point of view on any issues. The Director shall not delegate any of his or her authority to the alternate, such alternate shall not count toward a quorum and such alternate may not vote on any issue being considered by the Board.

Section 5.9 Actions without Meeting. Any action that may be taken at a meeting of the Board may be taken by the Board without a meeting if a consent in writing, setting forth the actions so to be taken, shall be signed by all of the Directors before or after the action is to become effective. The Directors' consent shall have the same force and effect as a unanimous vote.

Section 5.10 Proceedings Confidential. The deliberations of the Board on all matters coming before it shall be treated as confidential by the Directors and any other attendees and only the conclusions, decisions, and actions taken by the Board, as a result of its deliberations, may be disclosed or published; provided, however, that the Board, Executive Committee or President shall have the right, in the exercise of sound discretion, to disclose or publish to the membership the deliberations of the Board on any such matters.

## **ARTICLE 6**

### **Committees of the Board**

Section 6.1 Designation of Board Committees.

- (a) The following shall be committees of the Board ("Board Committees"):
  - (i) Executive Committee
  - (ii) Audit Committee
  - (iii) Finance, Budget and Development Committee

(b) Each Board Committee shall consist of three or more Directors, except for the Executive Committee, which shall have at least five Directors.

(c) Subject to Section 10.6, members of the Board Committees shall be appointed for a one-year term commencing on the close of the annual meeting and shall be appointed by the President whose term commences on that date.

(d) The Board may also establish additional Board Committees at its discretion. Each such Board Committee may exercise the authority granted to it by the Board's enabling resolution and shall be constituted in accordance with the same.

Section 6.2 Executive Committee. The Executive Committee shall consist of the President, who shall serve as the chair of the Executive Committee, the President-Elect, the Vice President, the Secretary and the Treasurer.

(a) During the intervals between meetings of the Board, the Executive Committee shall, subject to this Section 6.2, possess and may exercise all the powers and functions of the Board in the management and direction of the affairs of the Association in all cases in which specific direction shall not have been given by the Board.

(b) All material actions of the Executive Committee shall be reported to the Board at its next meeting succeeding such action. A record of the Executive Committee's decisions shall be kept.

(c) The Executive Committee shall evaluate the appropriateness of compensation for any employees or agents of the Association and assure that compensation decisions are tied to performance in meeting predetermined goals and objectives.

Section 6.3 Audit Committee. The Audit Committee shall consist of at least three Directors, who are appointed by the President. The members of the Audit Committee shall be free from any relationship that would interfere with the exercise of their independent judgment on behalf of the Audit Committee and shall not be members of the current Executive Committee, an employee or agent of the Association or a person authorized to sign the Association's checks or otherwise direct expenditures of corporate funds. The President shall appoint one member of the Audit Committee to serve as the chair. The Audit Committee shall retain an independent auditor on an annual basis to audit the financial records of the Association and shall act as a liaison with the outside accounting firm that reviews and audits the Association's financial books and records and compliance with federal and state audit requirements. The Audit Committee shall select any other services needed for the financial management, reviewing reports and determining adequate procedures and controls and reviewing financial performance.

Section 6.4 Finance, Budget and Development Committee. The Finance, Budget and Development Committee shall be the Board Committee principally charged to develop the proposed budget each year and will provide financial oversight for the Board throughout the year. In addition, the Finance, Budget and Development Committee shall review existing income to the Association and investigate additional revenue streams to support the Association's goals and objectives. The Finance, Budget and Development Committee shall consist of the Treasurer, who shall serve as the chair, the President-Elect and the other Directors who are not members of the Executive or Audit Committees.

Section 6.5 Limitation on Board Committee Powers.

(a) No Board Committee shall have the authority of the Board to amend, alter or repeal these Bylaws; to elect, appoint or remove any member of any such Board Committee or any Officer or Director of the Association; to amend the Articles of Incorporation of the Association; to restate the Association's Articles of Incorporation; to adopt a plan of merger or

adopt a plan of consolidation with another entity; to authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; to authorize the voluntary dissolution of the Association or to revoke proceedings therefore; to adopt a plan for the distribution of the assets of the Association; to amend, alter or repeal any resolution of the Board; to fill Board vacancies; or to take any other actions as otherwise may be prohibited by law.

(b) No Board Committee shall have the authority of the Board without its delegation to authorize the filing of amicus briefs on behalf of the Association or to approve an audit of the Association's financial records.

(c) Any Board Committee taking an action delegated to it by the Board shall report that action promptly to the Board.

Section 6.6 Board Committee Meetings. Meetings of Board Committees may be called by the respective chairs thereof or by any two members of the Board Committee. At all meetings of any Board Committee, a majority of the members of the Board Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the Board Committee present at any meetings thereof at which there is a quorum shall be the act of the Board Committee.

## **ARTICLE 7**

### **Officers and Executive Director**

Section 7.1 Designation. The officers of the Association shall be a President, a President-Elect, a Vice President, a Secretary and a Treasurer (each an "Officer" and together, the "Officers"), all of whom shall be Directors of the Association. Subject to Section 10.6, these Officers shall serve for a term of one year, commencing at the close of the annual meeting of the Association at which their election is reported, but shall hold their respective offices until their successors shall have been elected and installed. No two Officers may be from the same law firm or organization at the time of their election. In case of a vacancy in any one of these offices, the Board may, at its discretion but subject to the one Officer per law firm or organization limit, fill such vacancy for the balance of the unexpired term from amongst one of the sitting Directors.

Section 7.2 The President. The President shall be the chief executive officer of the Association and shall be primarily responsible for implementing the policies and procedures established by the Board. The President shall preside at meetings of the Association, the Board and the Executive Committee, supervise and direct any employees or agents of the Association and other Officers, perform such other duties as may be prescribed from time to time by the Board and have all other powers and duties that pertain to the position of chief executive officer. In the President's absence from any meeting, one of the Officers, in the order in which they are designated in Section 7.1, shall preside. Subject to Section 10.6, the President shall automatically become the Immediate Past President at the close of the next succeeding annual meeting after the date of installation as President.

Section 7.3 The President-Elect. The President-Elect shall assist the President in carrying out the programs of the Association and, subject to Section 10.6, shall become the President at the close of the next succeeding annual meeting after the date of installation as President-Elect.

Section 7.4 The Vice President. The Vice President shall assist the President in carrying out the programs of the Association and shall become the President-Elect at the close of the next succeeding annual meeting after the date of installation as Vice President.

Section 7.5 The Secretary. The Secretary or the Secretary's designee shall keep a record of the proceedings of all meetings of the Board and of the Association, of all referendum votes and of such other matters as may be deemed worthy of record. The Secretary shall provide for the notification of the members and Directors of the Association of their respective meetings in accordance with these Bylaws, shall be custodian of the corporate records and seal, shall furnish certifications of Board actions, Bylaws and organizational documents and shall perform such other duties as may be assigned by the Board or the President.

Section 7.6 The Treasurer. The Treasurer shall collect and, under the direction of the Board, arrange for the care and distribution of all funds of the Association and the keeping of full and regular accounts, which shall at all times be open to the inspection of any Officer or Director. The Treasurer or the Treasurer's designee shall, with the annual report, submit for approval of the Board a proposed budget from the Finance, Budget and Development Committee for the ensuing fiscal year, and the Treasurer from time to time shall report to the Board the state of expenditures with reference to the budget. The Treasurer shall present to the Association at its annual meeting a financial report for the past fiscal year. The fiscal year shall be from February 1 to January 31.

Section 7.7 The Immediate Past President. The Immediate Past President shall serve in an advisory capacity to the President for one year and shall perform such other functions as may be designated for him or her by the Board. The Immediate Past President automatically will be an Honorary Director for one year until the automatic succession of the current President to this position, subject to transitional provisions in Section 10.6 of Group A Directors who retain their status as a regular Director until the expiration of their term as Director.

Section 7.8 Employees and Agents. The Board in its discretion may hire an Executive Director or other employees or agents it deems necessary or appropriate to further the Association's business. The Board shall set the duties, compensation and other terms of employment or agency for any such individual.

Section 7.9 Removal of Officers, Employees and Agents. In accordance with these Bylaws, any employee or agent may be removed with or without cause whenever the Board in its sole discretion by a majority vote consistent with Section 5.7 shall consider that the removal will serve the best interests of the Association. Any agent appointed otherwise than by the Board may be removed with or without cause at any time by any Officer having authority to appoint the agent whenever that Officer in the exercise of his or her sole discretion shall consider that the agent's removal will serve the best interests of the Association. In accordance with these Bylaws, any Officer or Director may be removed with cause whenever the Board in its sole discretion by a majority vote shall consider that the removal will serve the best interests of the Association. Election or appointment of an Officer, Director or agent shall not of itself create contract rights.

Section 7.10 Absence, Resignation and Delegation of Duties. The President shall preside over all meetings of the Association and of the Board of Directors, except that in his or her absence the President-Elect shall preside, and in the absence of both the President and the President-Elect the Vice President shall preside. Upon resignation of the President or his or her inability to act, the duties of the President shall be performed by the President-Elect. If the President-Elect resigns or becomes unable to act while the office of President is still vacant or the holder thereof is still unable to act, the President's duties shall be performed by the Vice-President. As set forth in this Section 7.10, the President-Elect or Vice President shall act as President until the vacancy in the office of President or President-Elect, respectively, is filled or the inability of the holder thereof to act ceases.

## **ARTICLE 8**

### **Member Committees**

Section 8.1 Designation of Standing Committees. The standing committees of the Association shall be designated by the Board no later than the meeting of the Board immediately preceding the annual meeting of the Association. The chairs of the standing committees shall be appointed by the President-Elect and shall serve (i) a one-year term beginning at the close of the succeeding annual meeting or (ii) until their successors shall have been appointed. A chair of a standing committee may be re-appointed for consecutive terms. Members and affiliates in good standing of the Association may be members of standing committees of the Association, in accordance with guidelines the Board may from time to time establish. Any Director may be a non-voting member of any standing committee, and after the annual meeting the President shall designate at least one Director as a Board Liaison to each standing committee.

Section 8.2 Change in Standing Committees. The standing committees of the Association may be changed by the Board, upon recommendation of the President, to add, delete or modify the standing committees and the duties thereof at any time a new standing committee is deemed necessary to render specific services beneficial to the Association or at any time the constitution or duty of a standing committee no longer serves the Association.

Section 8.3 Special Standing Committees. Special standing committees of the Association and their chairs may be appointed by the President at any time to render specific services in connection with a particular matter. The term of service on a special committee may exceed one year and may be for the duration of the matter referred to it or for such lesser term as shall be specified by the Board and the appointment of each special committee, its assignment and term shall be announced at the business meeting of the Association held next after its creation.

Section 8.4 Authority of Standing Committees. All standing committees shall report from time to time to the Board, or to the Association whenever requested to do so by the Board or by the Association. The Board shall have the duty of taking such steps as may be appropriate to make effective the final action of the Association on the subject matter of the standing committee reports. No standing committee shall take any action on behalf of the Association or publicly release any recommendation without first obtaining favorable Board action thereon. Final action, for and on behalf of the Association, may be taken by the Board on any standing committee report.

Section 8.5 Contents of Standing Committee Reports. A report by a standing committee to the Board shall begin with a succinct statement of the Board action, if any, recommended by the standing committee. It shall include a statement of the manner in which the matter reported on was considered by the standing committee, the final vote of the standing committee, a brief exposition of the arguments advanced in support of and in opposition to the report and a specific reference to any past action known to have been taken by the standing committee itself, by any other standing committee, by the Board or by the Association relating to the same matter.

Section 8.6 Supervisory Committee. The Board shall discharge the function of a supervisory committee on standing committees for the Association and shall determine finally all questions of standing committee jurisdiction that may arise.

**ARTICLE 9**  
**Meetings**

Section 9.1 Time, Place, and Conduct. Except as hereinafter provided, the business meetings of the Association shall be held at places and times as ordered by the Board. All business meetings of the Association shall be run in accordance with the parliamentary procedures adopted by the Board (e.g., Robert's Rules of Order) and a description of those procedures shall be sent to all members entitled to vote in accordance with Section 9.5.

Section 9.2 Date of Annual Meeting. Unless otherwise decided by the Board, the annual meeting of the Association shall be held in March, April or May each year.

Section 9.3 Member Proposals. Any member, at the annual meeting, may place before the Association any matter relating to the business, objects or activities of the Association, provided that written notice thereof setting forth the nature of the matter to be presented and the proponent's proposal is given to the President and Secretary at least fourteen days before the date of the meeting.

Section 9.4 Special Meetings. Special meetings may be called at any time by the Board or shall be called by the President upon the written request of one hundred members of the Association.

Section 9.5 Notice. Written notice to all members entitled to vote at an annual or special meeting shall be given in advance of such meeting by the Association no less than ten days and no more than sixty days before the meeting date. At special meetings, no business shall be transacted which is not embraced within the scope of those matters included in the notice thereof.

Section 9.6 Quorum. At least fifty members or ten percent of members, whichever is less, shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the members present or represented by proxy at any meeting at which a quorum is present shall be the act of the Association.

Section 9.7 Participation in Meetings. A Member may participate in meetings through the use of any means of communication by which such Member's identity may be verified and such Member shall have a reasonable opportunity to participate. Members may vote by proxy.

Section 9.8 Actions without Meeting. Any action that may be taken at a meeting of the Association may be taken by the Association without a meeting if a consent in writing, setting forth the actions so to be taken, shall be signed by members having voting power to cast not fewer than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all members entitled to vote thereon were present and voted. If such action is to be taken by fewer than all the members entitled to vote on the action, the Association shall give written notice of the proposed action, not less than five days before the action is taken, to all voting members.

**ARTICLE 10**  
**Election of Directors and Officers**

Section 10.1 Nominations Committee. At the penultimate Board meeting prior to the annual meeting, the President-Elect shall select members to serve on a committee to nominate candidates to stand for election as Vice President, Secretary, Treasurer and the non-Officer Directors for the

upcoming year (the “Nominations Committee”). The Nominations Committee shall consist of a chair and six other members. No two members of the Nominations Committee shall be from the same law firm or organization. The Nominations Committee shall select the candidates for the succeeding Vice President, Secretary and Treasurer, and the candidates for non-Officer Director from the regular members in good standing of the Association, including any member of the Board of Directors subject to Section 10.5. The Nominations Committee shall submit its nominations to the Board for approval at the Board’s final meeting prior to the annual meeting. Written assent by the nominee must be secured by the Nominations Committee and accompany the nomination when filed with the Board.

Section 10.2 Notice. The Nominations Committee shall report its approved nominations to the Secretary, and notice of such nominations shall be mailed to all members entitled to vote at least fourteen days before the annual meeting. Candidates other than those presented by the Nominations Committee may be nominated by petition signed by any twenty voting members of the Association and filed with the Secretary not less than seven days before the annual meeting. In case more than one candidate shall be nominated for any office, the Secretary shall have reproduced an official ballot for the annual election designating the nominees for the offices for which they are standing, the names of those nominated for the same office to be placed in alphabetical order, and shall cause to be mailed a copy of such ballot to each member at least three days before the annual meeting.

Section 10.3 Election. Subject to Section 10.6, the election shall take place at the annual meeting of the members. The candidates for the succeeding Vice President, Secretary, Treasurer and other Directors shall be included in the notice thereof. The election of Officers and Directors shall be decided by a plurality of the votes cast at the annual meeting by the members entitled to vote in the election.

Section 10.4 Commencement of Duties. Newly elected Officers and Directors shall commence their duties at the close of the annual meeting of the Association at which their election is reported and shall hold their respective offices until their successors have been elected and installed.

Section 10.5 Term. Subject to Section 10.6, the terms of the President, President-Elect, Vice President, Secretary and Treasurer shall be one year or until their successors have been elected or automatic succession occurs at the annual meeting. All Officers shall be elected annually except for the President and President-Elect. The Vice President shall automatically assume the office of President-Elect, the President-Elect shall automatically assume the office of President and the President will become Immediate Past President at the closing of the annual meeting of the Association each year. The Secretary and Treasurer are eligible to be re-elected for consecutive terms of service. The terms of the non-Officer Directors shall be three years or until their successors have been elected. No individual shall be eligible for reelection to the Board as a non-Officer Director for a period of one year after the expiration of his/her second consecutive term of service as a non-Officer Director. The non-Officers shall be grouped into three classes serving annually staggered three-year terms. Four non-Officer Directors shall be elected each year, subject to Section 10.6. In case of a vacancy in the Board, the Board may, at its discretion, fill such vacancy for the balance of the unexpired term.

Section 10.6 Interim Directors and Officers, and Transitions. The fifteen interim Directors of the Association shall be selected by majority vote of the members of the bylaws working group. The selection shall occur within fourteen days of incorporation. The interim Directors shall serve until their successors have been elected and installed at the close of the 2017 annual meeting. The interim Directors shall vote for the interim Officers from among the group of individuals selected as interim Directors and no more than one interim Officer shall be from the same law firm or organization. The interim Officers shall serve terms lasting until their successors have been elected and installed at the close of the 2017 annual meeting. The interim President-Elect shall not automatically become President at the

close of the 2017 annual meeting. At the 2017 annual meeting, all fifteen Directors and all five Officer positions shall be elected pursuant to Section 10.1, Section 10.2 and Section 10.3. The terms for these Directors shall be broken into three groups of five: A, B and C. Group A shall be comprised of the five Directors elected to be Officers commencing at the close of the 2017 annual meeting and shall serve as Directors from selection until their four non-Officer Director successors have been elected and installed at the close of the 2020 annual meeting in accordance with Section 10.5. Group B shall be comprised of the five Directors who receive the highest vote totals of non-Group A Directors and shall serve as Directors from selection until their four non-Officer Director successors have been elected and installed at the close of the 2019 annual meeting in accordance with Section 10.5. Group C shall be comprised of the remaining five Directors and shall serve as Directors from selection until their successors have been elected and installed at the close of the 2018 annual meeting. The five Directors installed at the close of the 2018 annual meeting shall serve as non-Officer Directors until their four successors have been elected and installed at the close of the 2021 annual meeting in accordance with Section 10.5. Any individual who serves as an interim Director or interim Officer, who remains a member in good standing of the Association, shall be eligible for election to and service on the Board installed at the close of the 2017 annual meeting. All Officer and non-Officer Directors installed at the close of the 2018 annual meeting or earlier shall complete their originally elected Director term. If a Director serves as an Officer Director for a portion of that term, the Director will be considered to serve in a dual role as an Officer Director and as a non-Officer Director. If any of the originally elected Director term remains when a Director's role as an Officer Director concludes, that Director will continue to serve as a non-Officer Director until the end of the originally elected Director term.

## **ARTICLE 11**

### **Amendments**

Section 11.1 Subject to the quorum requirements of Section 9, these Bylaws may be amended or repealed at any meeting of the Association by two-thirds vote of the members present, provided that the proposed amendments shall have been approved by a majority vote of the Board of Directors or by fifty voting members, in writing, at least seven days prior to the meeting. Notice of the proposed amendments with a copy of the same shall be mailed to each member at least five days before such meeting. As necessary to create any additional member or affiliate classes in accordance with Section 2.1(d), the Board shall also have the authority to amend these Bylaws by two-thirds vote of the Board.

## **ARTICLE 12**

### **Use of Electronic Communication**

Section 12.1 Notice. Unless prohibited by law or otherwise specified in these Bylaws, any action to be taken or notice to be delivered either in writing or by mail under these Bylaws may be taken or transmitted by electronic means, including by electronic mail to an address on file with the Association, if consented to by the recipient.

Section 12.2 Signatures. Unless prohibited by law or otherwise specified in these Bylaws, any Bylaw requirement that a document be signed may be signed either by hand or by such electronic means as the Board of the Association shall authorize.

**ARTICLE 13**  
**Dissolution**

Section 13.1 The Association may be dissolved by an affirmative vote of three-fourths of all its members; upon such dissolution, all property then owned by the Association, after paying all indebtedness, shall be distributed in such manner as the Association may direct to one or more entities organized and operated exclusively for charitable, religious, scientific, literary, educational or business league purpose and described in Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax law) when distributions are made to them.