

## **PTAB Bar Association**

### **ARTICLES OF INCORPORATION**

Section 1.     Name. The name of the corporation is the PTAB Bar Association (the "Association").

Section 2.     Purpose. The purpose of the Association is to promote the interests and improve the general business conditions of the stakeholders who appear before the Patent Trial and Appeal Board (the "PTAB"). In furtherance thereof, the Association is organized to preserve and promote the highest professional and ethical standards among stakeholders who appear before the PTAB. The Association is dedicated to helping secure the just, speedy and inexpensive resolution of every PTAB proceeding, and to maintaining or improving the reputation and stature of the legal profession and community associated with the PTAB. The Association will be economically self-sustaining and work to fulfill its vision through education, outreach, collaboration and advocacy. The Association will serve as an avenue for constructive dialogue between the bar community, the PTAB and other stakeholders.

Section 3.     Powers. The Association is a nonprofit corporation organized under the Virginia Nonstock Corporation Act (the "Act"). The Association is authorized to engage in any lawful act or activity for which a corporation may be organized under the Act. In furtherance thereof, the Association shall have all the general powers enumerated in Section 13.1-826 of the Act, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

Section 4.     Operations.

(a)     The Association is organized and operated exclusively as a business league or trade association within the meaning of Section 501(c)(6) of the United States Internal Revenue Code of 1986, as amended (the "Code"). Notwithstanding any other provision of these Articles, the Association shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from federal income taxation as a corporation as described in Section 501(c)(6) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation under Section 501(c)(6) of the Code.

(b)     No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Members, Officers or other private persons within the meaning of the prohibition contained in Section 501(c)(6) of the Code, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2 hereof.

(c)     The activities of the Association shall be directed towards the promotion of the interests and improvement of the general business conditions of the stakeholders appearing before the PTAB, as well as toward the related objectives as articulated in Section 2 above, as distinguished from the performance of particular services for Members or other individual persons.



Section 5. Classes of Members. The classes of members and the members' qualifications and rights are as set forth in the Association's bylaws, as amended from time to time (the "Bylaws").

Section 6. Action 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.

Section 7. Election of Directors and Officers. The directors and officers shall be elected as follows:

(a) 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-Office Director from the regular members in good standing of the Association, including any member of the Board of Directors subject to Section 7(e). 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.

(b) 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.

(c) Election. Subject to Section 7(f), 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.



(d) 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.

(e) Term. Subject to Section 7(f), 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 7(f). In case of a vacancy in the Board, the Board may, at its discretion, fill such vacancy for the balance of the unexpired term.

(f) 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 Sections 7(a) through (c). 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 7(e). 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 7(e). 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 7(e). 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.

Section 8. Removal of Directors. Directors may be removed only with cause by a vote of the members at a special meeting of the Association.


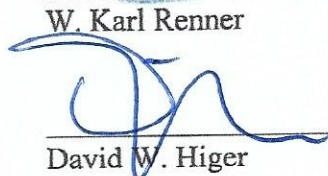
Section 9. Amendment of the Bylaws. The Bylaws may be amended or repealed at any meeting of the Association by two-thirds vote of the members present, provided that the proposed amendments shall have been approved by a majority vote of the Board of Directors or by fifty voting members, in writing, at 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 the Bylaws, the Board shall also have the authority to amend the Bylaws by two-thirds vote of the Board.

Section 10. Dissolution. 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.

Section 11. Registered Agent. The name of the Association's registered agent is The Coulter Companies. The registered agent is a domestic stock corporation authorized to transact business in Virginia. The registered agent's address is 7918 Jones Branch Drive, Suite 300, McLean VA 22102.

Section 12. Registered Office. The Association's initial registered office address is 7918 Jones Branch Drive, Suite 300, McLean VA 22102. The registered office is located in Fairfax County.

Section 13. Incorporators. The incorporators are:

 W. Karl Renner	<u>2/5/2019</u> Date
 David W. Higer	<u>28 March 2019</u> Date