

**BYLAWS
OF
WASHINGTON STATE PATENT LAW ASSOCIATION (“WSPLA”)**

PURPOSES

The purposes for which this corporation, a nonprofit business organization (referred to herein below as the “Association”) is formed are:

To advance the understanding of Patent and other Intellectual Property Law among professionals and lay persons; to stimulate interchange of thought on all lines of common interest among its members; to educate the general public on the usefulness and importance of establishing and maintaining industrial property rights, including patent, trademark and copyright protection; to aid in the institution of improvements in the law relating to patents, trademarks, copyrights and unfair competition and to protect the administration of such laws; to advance the best interests of the public which this association serves; to discuss and take appropriate action in connection with any of the objects of this Association, and generally to consider and act upon such other similar or related matters as may be consistent with the objects of this Association; and

To engage in any other lawful activity which may hereafter be authorized, from time to time, by the Board of Directors, provided, however, that the purposes for which the Association is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the “Code”), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

**ARTICLE I.
OFFICES**

1.1 Registered Office and Registered Agent. The registered office of the Association shall be located in the State of Washington at such place as may be fixed, from time to time, by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

1.2 Other Offices. The Association may have other offices within or outside the State of Washington at such place or places as the Board of Directors may, from time to time, determine.

**ARTICLE II.
MEMBERS**

The Association shall have four (4) classes of members:

Honorary Members. Invitations may be extended by the Association to the federal judges of the United States District

Court for the Western and Eastern Districts of Washington and of the United States Court of Appeal for the Federal Circuit, and such other distinguished persons, as the Association shall, from time to time, deem proper, to become honorary members of the Association. Persons elected as honorary members shall be entitled to all privileges of membership, except that of voting, and shall be exempt from payment of dues.

Voting Members. Any person of good character who is admitted to the practice of law in the State of Washington or who is a registered patent lawyer, intellectual property attorney or patent agent, and who is actively engaged in the practice of law relating to patents, trademarks or copyrights, and, in connection with such practice, spends at least part time within the State of Washington, shall be eligible for election to voting membership in the Association in accordance with ARTICLE IV hereof.

Associate Members. Any person of good character who is not eligible for admission as a voting member but who is either a former voting member and is no longer a resident of the State of Washington or is a resident of the State of Washington and is interested in any phase of the practice of patent, trademark or copyright law shall be eligible for associate membership. Associate members shall pay dues equal to one-half of the current dues for voting members, and shall have the powers and privileges of voting members except that of voting and those expressly limited to voting members by the Articles of Incorporation or by the Bylaws of the Association.

Student Affiliates. Persons who are regularly enrolled as candidates for a professional law degree in a law school within the State of Washington approved by the Association of American Law Schools and would be otherwise qualified for voting or associate membership if a member of the Bar may make application for enrollment as a student affiliate. Student affiliates shall not be entitled to vote or to hold office, but shall be entitled to other privileges of membership and duties thereof, except that student affiliates shall pay nominal dues.

All membership fees and qualifications shall be determined by the Board of Directors on an annual basis. Only Voting Members shall be entitled to one vote on matters submitted to a vote of the Association's members.

2.1 Election to Membership. Election to membership in the Association of an Honorary Member shall be made by sponsorship of the applicant by a voting member and by approval by two-thirds (2/3) of the voting members present at any regular meeting of the

Association. A secret ballot may be called by the President upon request by two voting members of the Association. Membership of a voting member upon retirement from active practice shall be automatically transferred to associate membership.

2.2 Application for Membership. All members having paid annual membership fees to the Washington State Patent Law Association and who otherwise meet the requirements of this Article II shall be entitled to maintain their status. Persons wishing to become Voting Members, Associate Members, or Student Affiliates and meeting the qualifications of this Article II shall be accepted as members upon filing a completed application with the Secretary and paying the membership fee for the first year in which membership is sought.

2.3 Termination of Membership. Any member of the Association may be suspended, expelled or excluded from membership for cause upon a vote of two-thirds (2/3) of the Voting Members present at any regular meeting. Membership is automatically terminated for any member of the Association who fails to pay an annual membership fee to the Association.

ARTICLE III. MEMBERS' MEETINGS

3.1 Meeting Place. All meetings of the members shall be held at the registered office of the Association, or at such other place as shall be determined, from time to time, by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

3.2 Annual Meeting Time. The annual meeting of the members for the transaction of such business as may properly come before the meeting shall be held each year at noon on the third Wednesday of May, or other day and time as may be determined by the Board of Directors.

3.3 Annual Meeting--Order of Business. At the annual meeting of members, the order of business shall be as follows:

- (a) Calling the meeting to order
- (b) Proof of notice of meeting (or filing of waiver)
- (c) Reading of minutes of last annual meeting
- (d) Reports of officers
- (e) Reports of committees
- (f) Miscellaneous business
- (g) Election of officers

3.4 Regular Meetings. Regular meetings of the Association shall be held, when feasible, in September, November, January, and March. The feasibility of a regular meeting is determined at the sole discretion of the Board of Directors.

3.5 Special Meetings. Special meetings of the members, for any purpose, may be called at any time by the President or Board of Directors.

3.6 Notice.

(a) Notice of the time and place of the annual meeting of members and of regular meetings other than the annual meeting shall be given by delivering personally, or by mailing or emailing a written or printed notice of the same, at least ten (10) days, and not more than fifty (50) days, prior to the meeting to all voting members.

(b) At least ten (10) days and not more than fifty (50) days prior to the meeting, written, electronic, or printed notice of each special meeting of members, stating the place, day, and hour of such meeting, and the purpose or purposes for which the meeting is called, shall be delivered personally, emailed, or mailed.

3.7 Waiver of Notice. A waiver of any notice required to be given any member, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

3.8 Voting. A member may only vote in person or by ballot (paper, electronic, email, facsimile or postal mail). All ballots must be received by the end of the day on which the vote was held. No proxy shall be valid after eleven (11) months from the date it is executed, unless otherwise provided in the proxy.

3.9 Quorum. One-fifth (1/5) of the members entitled to vote must be represented at a meeting in person or by proxy (or in the case of election of Directors one-fifth (1 /5) of the members entitled to vote must vote by ballot) to constitute a quorum for the transaction of business. Once a quorum is established, a simple plurality of the votes cast will determine the outcome unless a higher number is specifically required by the Bylaws.

ARTICLE IV. BOARD OF DIRECTORS

4.1 Number and Powers. The management of all the affairs, property, and interests of the Association shall be vested in a Board of Directors consisting of the five (5) persons who are the officers of the Association as set forth in Article V, Officers, below; namely, the President, Immediate Past President, Vice President, Secretary and Treasurer together with up to two (2) At Large Directors as may be elected at an Annual Meeting of the Association. While not officers of the Association, At Large Directors may participate fully in every Meeting of the Board of Directors, including registering a vote or a dissent to any issue presented to the Board of Directors. Directors must be Voting Members. Absent action to the contrary by the Voting Members, the Board of Directors shall be comprised of the officers of the Association as duly

elected by the Voting Members at each Annual Meeting. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members of the Association.

4.2 Change of Number. The number of Directors may, at any time, be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director.

4.3 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum of the Board of Directors. A Director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

4.4 Regular Board Meetings. Regular meetings of the Board of Directors may be held at the registered office of the Association or at such other place or places, either within or without the State of Washington, as the Board of Directors may, from time to time, designate. The annual meeting shall be held without notice at the registered office of the Association, at Noon of the third Wednesday of May of each year, or at such other time and place as the Board of Directors shall designate by written notice. In addition to the annual meeting, there shall be regular meetings of the Board of Directors held, with proper notice, not less frequently than once each calendar quarter.

4.5 Special Board Meetings. Special meetings of the Board of Directors may be called at any time by the President or upon written request by any two Directors. Such meetings shall be held at the registered office of the Association or at such other place or places as the Directors may, from time to time, designate.

4.6 Notice. Notice of all special meetings of the Board of Directors (and of all regular meetings other than the annual meetings to be held at the place and time designated in Section 4.4) shall be given to each Director by three (3) days' prior service of the same by letter, by email, or personally. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting.

4.7 Quorum. A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. Meetings of the Board of Directors may be held by teleconference, and Directors may participate in any such meeting by telephone.

4.8 Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by a Director, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

4.9 Registering Dissent. A Director who is present at a meeting of the Board of Directors, at which action on an Association matter is taken, shall be presumed to have assented to such action unless the Director shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by mail or e-mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

4.10 Executive and Other Committees. The Board of Directors may appoint, from time to time, from its own number and WSPLA members, standing or temporary committees each of which will be assigned at least one (1) Director referred to as the "Board Liaison." Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors. No such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any trustee or officer of the Association; amending the Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the Association other than in the ordinary course of business; authorizing the voluntary dissolution of the Association or adopting a plan for the distribution of the assets of the Association; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall regularly deliver them to the Board for electronic retention. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

4.11 Remuneration. No stated salary shall be paid Directors, as such, for their service.

4.12 Loans. No loans shall be made by the Association to any Director.

4.13 Removal. Any Director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the votes cast by members having voting rights with regard to the election of any Director represented in person or by proxy at a meeting of members at which a quorum is present.

4.14 Action by Directors without a Meeting. Any action required or permitted to be taken at a meeting of the Directors, or of a committee thereof, may be taken without a meeting by a written consent, or email setting forth the action so to be taken, consented to by all of the Directors, or all of the members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the Directors or by unanimous consent.

ARTICLE V. OFFICERS

5.1 Designations. The officers of the Association shall be a President, the Immediate Past President, a Vice President, a Secretary and a Treasurer. All officers shall be elected for terms of one year by the Voting Members. Such officers shall hold office until their successors are elected and qualify.

5.2 President. The President presides at all meetings of the Board of Directors, has general supervision of the affairs of the Association, and performs such other duties as are incident to the office or are properly required of the President by the Board of Directors. General guidelines for the duties of the President are provided below. These duties may be altered or delegated to other members of the Board of Directors by the President or by the Board of Directors.

1. Establish the agenda for, and conduct all meetings of, the Board of Directors.
2. Schedule meetings of the Board of Directors not less than once each calendar quarter, excluding the months of July – September.
3. Arrange for at least 5 CLE luncheons for members of WSPLA in the current year, preferably in September, November, January, March and May.
4. Conduct the Annual Meeting at the May WSPLA meeting.
- 5.
6. Supervise the filing of the annual form with Washington State by May 31, or applicable deadline.
7. Establish an agenda for and conduct at least one annual meeting of the Board of Directors to discuss strategic planning for the organization. This strategic planning meeting may occur as part of the regularly scheduled meetings of the Board of Directors as provided for in paragraph 2 above.
8. Annually review the insurance coverage of the organization and provide a report to the Board of Directors.
9. In concert with the Secretary, undertake a review of the organization By-Laws and Articles of Incorporation periodically (preferably triennially)

and present the Board of Directors with a report including any recommended changes.

10. Arrange for a gift for the Immediate Past President to be presented at the Annual Meeting.

5.3 Vice President. During the absence or disability of the President, the Vice President shall exercise all the functions of the President. If the President, for any reason, cannot or will not serve, then the Vice President shall assume all of the duties of the President. The Vice President shall have such powers and discharge such duties as may be assigned to him or her, from time to time, by the Board of Directors. General guidelines for the duties of the Vice President are provided below. These duties may be altered or delegated by the Vice President to other members of the Board of Directors as appropriate.

1. Develop a draft calendar for the next WSPLA year to be presented to the Board of Directors by June which calendar shall provide a tentative scheduling of at least the meeting dates and location, and if possible the meeting topics and speakers for the upcoming year.
2. Manage the content placed on the WSPLA website and ensure that a calendar detailing: (a) membership meetings including CLE luncheons; (b) the Annual Meeting; (c) regularly scheduled meetings of the Board of Directors is maintained on the site.

5.4 Secretary. The Secretary shall issue notices for all meetings, except for notices of special meetings of the members and the Board of Directors which are called by the requisite number of Directors, shall keep minutes of all meetings, shall have charge of the seal and the Association books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors. General guidelines for the duties of the Secretary are provided below. These duties may be altered or delegated by the Secretary to other members of the Board of Directors.

1. Supervise and approve the minutes of Director meetings and the Annual Meeting.
2. Have charge of the corporate seal.
3. Arrange for the Conflict of Interest form to be completed by each Director by September 30th of each year.
4. Assure that electronic records are being kept in compliance with the WSPLA record retention policy.

5. Review said record retention policy annually and before the expiration of the third calendar quarter, provide a report to the Board of Directors advising of the results of the review and any recommended changes to the record retention policy.
6. Maintain a current electronic copy of the Association by-laws and Articles of Incorporation and such other official non-financial records as appropriate.
7. Conduct an annual review of the contents of the electronic database of WSPLA official documents and recommend to the Board of Directors any desired changes.
- 8.

5.5 Treasurer. The Treasurer shall have the custody of all monies and securities of the Association and shall keep regular books of account. The Treasurer shall disburse the funds of the Association in payment of the just demands against the Association or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors, from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the Association. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors. General guidelines for the duties of the Treasurer are provided below. These duties may be altered or delegated by the Treasurer to other members of the Board of Directors.

1. Complete a year end statement each July (WSPLA Year is July 1 to June 30).
2. File the prior year's taxes, and in particular Form 990, no later than November 15th.
3. Review all fundraising to make certain it complies with the guidelines for a 501(c)(3) organization.
4. Keep track of any re-imbursements of Directors above \$1,000; and any events which are jointly sponsored.

5.6 Immediate Past President. The Immediate Past President should chair the search committee for the new At Large Director and shall fulfill such other duties as may be delegated to him or her, from time to time, by the President. General guidelines for the duties of the

Immediate Past President are provided below. These duties may be altered or delegated by the Immediate Past President to other members of the Board of Directors as appropriate.

1. Preside over the Nominating Committee (comprised of the Immediate Past-President and the 1st and 2nd Year Directors at Large) for identifying interested candidates for Director positions which are, or will become, open.
2. Supervise, tally and report out the results of, the voting for election of the Board of Directors and any other voting authorized to be conducted at the Annual Meeting.

5.7 1st Year at Large Director.

1. The 1st Year at Large Director should serve on the Nominating Committee.
2. The 1st Year at Large Director should perform such other reasonable duties as the Board of Directors or the President may assign.
3. The 1st Year at Large Director should review the organization By-Laws and Articles of Incorporation upon being appointed to the Board.

5.8 2nd Year at Large Director.

1. The 2nd Year Director at Large should serve on the Nominating Committee.
2. The 2nd Year at Large Director should perform such other reasonable duties as the Board of Directors or the President may assign.
3. The 2nd Year at Large Director should review the organization By-Laws and Articles of Incorporation upon being appointed to the Board

5.9 Non-officer Administrator. The Association, through its Board of Directors may hire an Administrator to assist in the duties described above, and for such other administrative tasks as may be assigned by the Board of Directors, at its sole discretion. General guidelines for duties that may be assigned to the Administrator are provided below.

1. Take the meeting minutes.
2. Keep regular books of account.

3. Provide a sign-in sheet for each CLE.
4. Submit to WSBA the necessary information for attendees to receive CLE credit.
5. Accept reservations and payment for each CLE.
6. Collect and deposit monies received for or in connection with various WSPLA events into the WSPLA account.
7. Prepare name tags for each CLE.
8. Receive any bills for WSPLA and attend to getting them paid.
9. Regularly check the WSPLA post office box.
10. Maintain the WSPLA website and electronic database of WSPLA official documents.

5.10 Delegation. If any officer of the Association is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may, from time to time, delegate the powers or duties of such officer to any other officer or any trustee or any other person it may select. An officer of the Association may delegate the performance of his or her duties to a person or persons contracted by the Board so long as the officer assumes and recognizes that proper execution of those duties is ultimately the responsibility of the officer.

5.11 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board, subject to ratification by the Voting Members at any regular or special meeting. Alternatively, the Board may vote to operate with the vacancy until the annual meeting in which two (2) or more new directors will be elected as needed, provided that the duties and responsibilities of the vacant director(s) are assigned to other director(s) during the period of vacancy.

5.11 Other Officers. The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined, from time to time, by the Board of Directors.

5.12 Term-Removal. The officers of the Association shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Voting Members may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the whole Board of Directors or by a majority of the Voting Members, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If such officer of the Association also happens to be a Director, then the provisions of Section 4.13 above shall still be required prior to removing him or her as a Director.

5.13 Bonds. The Board of Directors may, by resolution, require any and all of the officers to provide bonds to the Association, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may, from time to time, be required by the Board of Directors.

**ARTICLE VI.
DEPOSITORIES**

The monies of the Association shall be deposited in the name of the Association in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

**ARTICLE VII.
NOTICES**

Except as may otherwise be required by law, any notice to any member or Director may be delivered personally, by mail, or by e-mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last-known address in the records of the Association, postage prepaid.

**ARTICLE VIII.
SEAL**

The corporate seal of the Association, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the Association.

**ARTICLE IX.
INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS**

The Association shall indemnify its officers, Directors, employees, and agents to the greatest extent permitted by law. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

**ARTICLE X.
BOOKS AND RECORDS**

The Association shall keep correct and complete books and electronic records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered Office or principal place of business, a record of its Directors, giving the names and addresses of all Directors.

ARTICLE XI.
WSPLA MEMBER LIST & EMAIL

WSPLA frequently receives requests for copies of its member list or to send out emails to current members on behalf of third parties. These include notices of events, such as continuing educational programs, surveys, promotions and the like. WSPLA values its members' privacy and shall take reasonable actions to prevent its own mailings from becoming spam in the eyes of its members. General guidelines for this topic include:

1. WSPLA will not give out its member list to any other organization or entity.
2. WSPLA will not email its members third party surveys or promotions, except those promotions which the President believes would directly and substantially be a benefit to the members.
3. WSPLA will not email its members notices of third party events unless the Board of Directors approves such notices, having deemed such notices to be of benefit to the members.
 - a. Examples include notices for Licensing Executives Society ("LES"), WSBA and local area law schools to the extent they are holding an event that relates to patent or trade secret issues.

ARTICLE XII.

AMENDMENTS

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this Association and may exercise such power at any regular or special meeting of the Board.

Adopted by resolution of the Association's Board of Directors on Dec. 18, 2013



Secretary
President