

**AMENDED AND RESTATED BYLAWS OF THE
INTELLECTUAL PROPERTY LAW SECTION
OF THE DALLAS BAR ASSOCIATION**

These Amended and Restated Bylaws of the Intellectual Property Law Section of the Dallas Bar Association amend and restate the original Bylaws of Intellectual Property Law Section approved by the Dallas Bar Association on August 18, 1994 and the Intellectual Property Section of the Dallas Bar on October 18, 1994.

**Article 1
Name and Jurisdiction**

1.01 Name. The name of this Section shall be the Intellectual Property Law Section (the "Section").

1.02 Purpose. The purpose of the Section shall be to promote the objectives of the Dallas Bar Association within the field of intellectual property law not assigned by the Board of Directors thereof to any other Section or to a Committee.

**Article 2
Membership**

2.01 Qualifications and Enrollment. Any member of the Dallas Bar Association, upon request to the Secretary of the Section and upon payment of the dues for the current year, shall be enrolled as member of the Section. Persons so enrolled shall constitute the membership of the Section.

2.02 Dues. Each member of the Section shall pay annual Section dues in an amount determined by the Council not to exceed \$40.00 and shall initially be set at \$20.00; dues through the end of calendar year 1994 shall, however, be \$10.00. After initial payment of a member's dues, subsequent dues shall be payable in advance on January 1 of each year. Any member of the Section whose annual dues shall be more than three (3) months past due shall thereupon cease to be a member of the Section.

2.03 Voting and Quorum. Voting at all duly-called meetings of the members and the Council shall be by a show of hands, with the Chair determining the vote, unless the members shall adopt a resolution specifying another form of ballot at the meeting in which such vote is taken. The members of the Section in attendance at any meeting shall constitute a quorum, and the vote of the majority of those in attendance shall control.

2.04 Public Affiliates. Persons who are not an attorney at law may affiliate with the Section by paying dues in an amount to be determined by the Council not to exceed \$40.00 and shall initially be set at \$20.00; dues through the end of calendar year 1994 shall, however, be \$10.00. Such affiliate shall be entitled to notice of regular monthly meetings, but shall have no voting rights, nor shall they hold an office on the Council.

Article 3

Officers

3.01 Officers. The officers of the Section shall be a Chair, Vice Chair, Secretary and Treasurer. No salary or compensation shall be paid to any officer.

3.02 Chair. The Chair shall preside at all meetings of the Section and of the Council; shall perform such other duties and acts as usually pertain to such office; and, when called upon to do so, shall represent the Section before the Board of Directors of the Dallas Bar Association. The Chair shall approve all bills incurred by the Section before payment by the Treasurer.

3.03 Vice Chair. Upon the death, resignation, or during the absence or disability of the Chair, the Vice Chair shall perform all duties of the Chair and, when so acting, shall have all of the powers of the Chair. The Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed or delegated by the Council or the Chair.

3.04 Secretary. The Secretary shall be the custodian of all books, papers, documents and other property of the Section. The Secretary shall attend all meetings of the Section and the Council and record in a book kept for that purpose all of the proceedings of such meetings at which business is transacted; minutes of Section meetings in which the sole activities involve speakers and regular announcements need not be recorded in the minutes. During the absence or disability of the Secretary, at any Section meeting, the Chair may designate a person to record such proceedings. The Secretary shall also give, or cause to be given, notice of all meetings of the Section or the Council, and shall perform all duties incident to that office and those that may be delegated by the Chair.

3.05 Treasurer. The Treasurer, in conjunction with the Chairman, shall attend generally to the business of the Section and, as Treasurer, shall keep an accurate record of all monies appropriated to, and expended for, the use of the Section and, when called to do so, shall report the financial condition of the Section to the Board of Directors of the Dallas Bar Association.

Article 4

Council

4.01 Council. The Section shall have a Council consisting of fifteen (15) members, which shall include the current officers and the immediate-past Chair, together with additional Section members. Other than the immediate-past Chair, all former Chairs of the Section shall be members *ex officio* of the Council, who may attend and participate at any meeting but shall not be included in a quorum or permitted to vote. No salary or compensation shall be paid to any Council member.

4.02 Advice to Officers. The Council shall have general supervision and control of the affairs of the Section, subject to the provisions of the Articles of Incorporation and Bylaws of the Dallas Bar Association and the Bylaws of the Section. It shall meet and advise the officers from time to time, as may be appropriate on matters that may be pertinent to its duties and to the Section and shall perform such other appropriate functions as the Chair may request in furtherance of the purposes and activities of the Section.

4.03 Meetings. Meetings of the Council may be called by the Chair or by a majority of the Council. A majority of the Council shall constitute a quorum and a majority of those present and voting shall constitute binding action of the Council.

4.04 Committees. The Council may appoint committees, or authorize the Chair to appoint committees, from among its members or Section members or both, to perform such duties and exercise such powers as the Chair or the Council may direct, subject to the limitations in these Bylaws or in the Bylaws of the Dallas Bar Association.

4.05 Filing Vacancies in Offices or on Council. During the interim between elections at annual meetings, the Council may fill vacancies in its own membership or the offices of Secretary or Treasurer. The Council also may fill the office of Chair in the event that the offices of Chair and Vice Chair both become vacant. Any person so selected shall serve until the end of such calendar year.

4.06 Declaration of Vacancy for Non-Attendance. If any elected member of the Council shall fail to attend three (3) successive meetings of the Council, the Council may, in its discretion, consider the office held by such member to be vacated, and the Council may fill the vacancy for the unexpired term.

Article 5

Nomination and Election of Officers and Council

5.01 Election of Officers and Council; Terms of Office. The Chair, Vice Chair, Secretary, Treasurer and the Council shall be elected for a calendar-year term at the annual meeting.

5.02 Nominating Committee. Not less than sixty (60) days before the annual meeting, the Chair shall appoint, with the approval of the Council, a Nominating Committee of at least three (3) members of the Section. A majority of the Nominating Committee shall constitute a quorum; and, if less than a quorum is present, the Chair shall appoint new members sufficient to constitute a quorum. Not less than forty-five days (45) before the annual meeting, the Nominating Committee shall report and make to the Council its slate of candidates for each officer and Council position in the Section.

5.03 Slate of Nominations. If the Nominating Committee's slate of candidates for each officer and Council position is approved by the Council, then that slate of candidates for the officer and Council positions shall be presented at the annual meeting for election and approval by the members of the Section.

5.04 Notice of Nominations. The Council shall notify the membership of its proposed slate of candidates for officer and Council by posting on the Section's web site, or in any other manner by which notice may be provided under these Bylaws, not less than thirty (30) days before the annual meeting.

5.05 Alternative Slate of Candidates. An alternative slate of candidates for officer and Council positions may be proposed for election at the annual meeting by any active member in good standing only if that alternative slate of candidates is submitted in writing signed by at least ten (10) active members in good standing to the then-current Secretary of the Section not less than fifteen (15) calendar days before the date of the annual meeting. Any alternative slate of candidates for the officer and Council positions submitted herein shall include the current (or acting) Chair as the Immediate Past Chair and one candidate for each of the other officer and Council positions. The Secretary shall determine if the alternative slate satisfies the requirements for submission set forth herein and satisfies all the requirements for the officer and Council positions set forth in the Bylaws; and, if so, that alternative slate of candidates shall also be presented in competition with the slate of nominations identified in Section 5.03 above at the annual meeting for election and approval by the members of the Section.

Article 6 **Meeting of Members**

6.01 Annual Meeting. Except as provided herein with respect to the initial organization of the Section, during the last three (3) months of each calendar year or within the month of January thereafter, an annual meeting of the Section shall be held at such date and at such time as the Chairman designates. The annual meeting shall be held at Dallas, Texas with such program and order of business as may be arranged by the Chair.

6.02 Regular Meetings. Regular meetings shall be held approximately once every month, upon notice to the members of the Section, at the headquarters of the Dallas Bar Association on such date and at such time or at such other place as may from time to time be selected by the Chair.

6.03 Special Meetings. Special meetings of the Section may be called by the Chair at such time and place as the Chair may determine.

Article 7 **General Provisions**

7.01 Fiscal Year. The fiscal year of the Section shall be the same as that of the Dallas Bar Association.

7.02 Board Approval Required. Any action or resolution of the Section that could be interpreted as the action or resolution of the Dallas Bar Association must be approved by the Board of Directors of the Dallas Bar Association before being effectuated. Any resolution adopted or action taken by the Section may, on request of the Section, be reported by the Chair of the Section to any meeting of the Board of Directors of the Dallas Bar Association.

7.03 Severability. If any part of these Bylaws shall be invalid or inoperative for any reason, then the remaining parts, so far as possible and reasonable, shall be valid and operative.

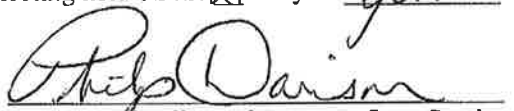
7.04 Caption and Plurality. The headings used in these Bylaws have been inserted for convenience only and do not constitute matter for interpretation. Whenever the context so requires, the singular case shall include the plural; and conversely.

7.05 Effective Date. These Bylaws shall become effective upon approval thereof by the members of the Section and the Board of Directors of the Dallas Bar Association.

7.06 Amendments. These Bylaws may be altered or amended by the affirmative vote of a majority of the members of the Section present and voting at an annual meeting or other meeting of the Section member called for such purpose, for which notice has been given that such alteration or amendment is to be considered; provided that such proposed amendment shall first have been approved by the Council; and provided, further, that no change so adopted shall become effective until approved by the Board of Directors of the Dallas Bar Association.

APPROVED:

The Intellectual Property Law Section at a meeting held on the 27th day of June 2014.


Secretary, Intellectual Property Law Section

The Dallas Bar Association Board of Directors at a meeting held on the 17th day of July, 2014.


Secretary, Dallas Bar Association