

STATEMENT OF POLICY
Governing Release of MIPLA Mailing List and
Advertising in Annual Directory and *New Matter*
And Co-sponsorship of Educational Events

1. RESOLVED: That, subject to the conditions and suggestions provided below, the President or Vice-President may approve the release of the MIPLA Mailing List (including e-mail and postal mailing address lists) to Bar, Continuing Legal Education (“CLE”), educational institution, or Inventors’ organizations (collectively referred to as “Requesting Organization”) that intend to use the MIPLA Mailing List for purposes consistent with the MIPLA Object (as provided in Article II of the MIPLA By-Laws). The MIPLA Mailing List will not be released to any other organization, or under any other conditions, without approval of the Board of Directors.

- (a) *Statement of Principle.* MIPLA Members value the privacy of their mailing address information. As such, MIPLA desires to limit the release of the MIPLA Mailing List to those situations in which the MIPLA Membership may benefit from the use of the MIPLA Mailing List information. Members may benefit by being made aware of programs offered by non-MIPLA organizations relating to the MIPLA Object and by paying a reduced rate for a particular program.
- (b) *Conditions.* The MIPLA Mailing List shall only be released to a Requesting Organization that:
 - (1) States the purpose for which the MIPLA Mailing List will be used and agrees that the MIPLA Mailing List will be used only once and only for the stated purpose;
 - (2) Agrees that MIPLA’s name will not be used in connection with any mailing associated with use of the MIPLA Mailing List unless specifically authorized;
 - (3) Agrees to reimburse MIPLA for any reasonable expenses incurred by MIPLA in connection with use of the MIPLA Mailing list (e.g., mailing labels, postage, etc.);
 - (4) Agrees that the MIPLA Mailing List will not be released to any other organization or party; and
 - (5) For instances in which the Requesting Organization intends to use the MIPLA Mailing List in connection with a CLE or other comparable educational program, the subject matter of the educational program must not conflict with possible CLE-related offerings then planned by the MIPLA CLE Committee.
- (c) *Suggestions.* Though not required, it is suggested that the Requesting Organization agree to:
 - (1) Where applicable, provide a discount to MIPLA Members attending the program being offered in connection with use of the MIPLA Mailing List;

- (2) Allow non-attorney MIPLA Members to attend the program being offered in connection with use of the MIPLA Mailing List; and
- (3) If requested by MIPLA, provide the Requesting Organization's mailing list for similar purposes and under comparable terms.

2. RESOLVED: That MIPLA will accept advertising for placement in its annual roster. Advertisements may be either one-half page or a full page in size and will be placed at the end of the roster. Rates for such advertising will be set from time to time by the Board of Directors. The Board of Directors reserves the right to reject any advertisement submitted that it considers offensive or otherwise contrary to the interest or mission of MIPLA. The Board of Directors may further reject advertisements in order to limit the amount of roster space devoted to advertising.

3. RESOLVED: That MIPLA will accept advertising for placement in *New Matter*. Advertisements may be either one-half page or a full page in size. Rates for such advertising will be set from time to time by the Board of Directors. The Board of Directors reserve the right to reject any advertisement submitted that it considers offensive or otherwise contrary to the interests or mission of MIPLA. The Board of Directors may further reject advertisements in order to limit the amount of *New Matter* space devoted to advertising.

MIPLA will accept from MIPLA members ads to be placed in an unclassified advertisement section of *New Matter*. No ads for professional service, other than "help wanted" or "position wanted" ads will be accepted. Such ads must be typed on 8 1/2 by 11" paper with one inch margins and may not exceed five lines in length. There will be no charge to members for such ads.

4. RESOLVED: That the President or Vice-President may agree to allow MIPLA's name to be used in connection with a CLE or other comparable educational event offered by another organization, such as designating MIPLA as a co-sponsor of the educational event, provided that the President or Vice-President, upon whatever advice of the Board they deem prudent, considers the propriety of such educational event with regard to an appropriate balancing of the following criteria:

- (a) The subject matter of the educational event is consistent with the MIPLA Object, as provided in Article II of the MIPLA By-Laws;
- (b) The subject matter of the educational event does not conflict with possible CLE-related offerings then planned by the MIPLA CLE Committee;
- (c) MIPLA is not required to fund any portion of the educational event (or that any such funding is in accordance with MIPLA policy);
- (d) To the extent possible, a discount is given to MIPLA Members attending the educational event;
- (e) Non-attorney MIPLA Members be allowed to attend the educational event; and
- (f) Any promotional mailings associated with the educational event include a statement relating to MIPLA's purpose and instructions for joining MIPLA.

STATEMENT OF POLICY
Governing Participation in Inventors' Congresses

RESOLVED: Members of the Association may, upon request by an inventors' congress, be designated to attend on behalf of the Association. The sponsoring agencies for the inventors' congress shall be requested to refrain from promotional activities that directly or indirectly indicate that the Association is a sponsor to the inventors' congress and to identify the Association merely as a "cooperating organization" whenever the Association is mentioned in connection with the inventors' congress.

Members participating on behalf of the Association in scheduled addresses, information booths, panel discussions or the like at an inventors' congress shall be identified merely by name and as members of the Association. Members may give business cards to participants if requested, but members participating on behalf of the Association should otherwise refrain from promotional activities. Information furnished to congress participants should be of a general nature only. Where a response to a specific question requires more than limited and preliminary guidance of a general nature only, the questioner should be advised to procure the services of a patent attorney or agent, and shown or told where to locate the roster of Patent Attorneys and Patent Agents published by the U.S. Patent and Trademark Office.

STATEMENT OF POLICY
Governing Reports, Recommendations, Amicus Briefs
and Other Actions

RESOLVED: That reports, recommendations, amicus briefs, or other actions (hereinafter Action) of any Minnesota Intellectual Property Law Association (MIPLA) duly appointed committee (hereinafter Body) may be published as the Action of such Body only after the Body provides to the President of MIPLA a complete copy of the Action, a written explanation as to how the Action is germane to the business of the Body, and certifies to the President of MIPLA:

- (a) the vote totals on the Action, that every member of such Body has received a copy of such proposed Action and has been given an opportunity to comment on such Action and that the Action is supported by a majority of those voting for that Body;
- (b) that the Action is consistent with MIPLA's bylaws;
- (c) that the Action is not contrary to any current position of MIPLA or its Board of Directors;
- (d) that the Action does not affect an issue pending consideration by MIPLA or on the agenda of the Board of Directors; and
- (e) that the Action identifies in writing that it does not necessarily represent the views of MIPLA if the Action is approved by a Body other than MIPLA.

The Action shall be deemed received if sent to one or more of each ~~a~~-member's addresses listed in the MIPLA directory (e.g., via private courier, U.S. mail, facsimile machine, or e-mail).

When there is a difference of opinion among those authorized to determine the position of the Body, the position of the minority may also be presented by the minority at any time and place at which the majority position is presented provided that a statement is made giving the percent of the Body which voted and the percent by which the Action was approved.

The President shall make a determination on the accuracy of the certification. If the certification is acceptable to the President, the President shall so confirm to the Body and publication of the Action is thereby authorized.

No Action shall be considered as the Action of MIPLA unless and until it has been approved by the Board of Directors to be presented to all members of MIPLA entitled to voting privileges and approved by a majority of those casting a ballot. Before an Action shall be considered by the Board of Directors it must be considered by the relevant duly appointed committee and presented to the Board of Directors with an indication of that committee's recommendation.

The President or the President's designee shall present the Action of MIPLA. No other member may present the Action of MIPLA without prior authorization from the President.

**Articles of Incorporation
of
The Minnesota Intellectual Property
Law Association, Inc.**

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317, adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be "The Minnesota Intellectual Property Law Association, Inc."

ARTICLE II

This corporation is organized and shall be operated exclusively for professional purposes, including the purposes of (a) maintaining the honor and dignity of intellectual property law; (b) promoting the development and administration thereof; (c) promoting and enhancing the professional competence of the members; (d) cooperating with other intellectual property law associations; and (e) cultivating professional associations among the members of the Association. For such purposes, this corporation shall have all powers as are reasonably consistent with the foregoing purposes, and which are afforded to the corporation by the Minnesota Nonprofit Corporation Act, and any further laws amendatory thereof and supplementary thereto.

ARTICLE III

This corporation does not and shall not, incidentally or otherwise, afford pecuniary gain to its members, directors, or officers. No part of the property of this corporation or any other pecuniary gain shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any member, director, or officer, or any other person having a personal and private interest in the

activities of the corporation. Notwithstanding any other provision of these articles, this corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended.

ARTICLE IV

The period of duration of this corporation shall be perpetual.

ARTICLE V

The registered office of this corporation in the State of Minnesota shall be located in ~~St. Paul~~ Minneapolis, Minnesota.

ARTICLE VI

In the event of dissolution of this corporation, all of its then assets, if any, shall be distributed by a liquidating receiver designated by the Board of Directors and confirmed by order of a district court pursuant to Minnesota Statutes, 317.45 (1976), as now enacted or as hereafter amended. Distribution of said assets shall be made to the Minnesota State Bar Association or in such other manner as, in the discretion of the liquidating receiver, shall accomplish the general purposes for which the corporation was organized.

ARTICLE VII

The names and addresses of the incorporators, each of whom is a natural person of full age, are:

<u>Name</u>	<u>Address</u>
Cruzan Alexander	P.O. Box 33427 St. Paul, Minnesota 55113
Irving S. Rappaport	3055 Old Highway 8 Minneapolis, Minnesota 55418
Thomas J. Nikolai	P.O. Box 3525, M.S. U2F26 St. Paul, Minnesota 55165

ARTICLE VIII

The first Board of Directors of this corporation shall consist of seven (7) persons, and the names and addresses of each of them are as follows:

<u>Name</u>	<u>Address</u>
Class A Directors: Cruzan Alexander	P.O. Box 33427 St. Paul, Minnesota 55133
Irving S. Rappaport	3055 Old Highway 8 Minneapolis, Minnesota 55418

Thomas J. Nikolai P.O. Box 3525, M.S. U2F26
St. Paul, Minnesota 55165

Richard O. Bartz 1300 Foshay Tower
Minneapolis, Minnesota 55402

Lew Schwartz 4200 IDS Tower
Minneapolis, Minnesota 55402

Class B Directors:

LeRoy M. Rice Honeywell Plaza
Minneapolis, Minnesota 55408

Henry L. Hanson Honeywell Plaza
Minneapolis, Minnesota 55408

Class A Directors shall consist of current officers of the corporation and the immediate past President, and shall hold their respective offices until their successors are elected and have qualified.

Class B Directors shall be elected by the members of the Association and shall each hold office for staggered two (2) year terms from the date of their election. Leroy M. Rice's initial term of office shall expire in 1977 and Henry L. Hanson's initial term of office shall expire in 1978.

From time to time, the number of directors of any class of this corporation may be increased or diminished by vote of the members or of the Board of Directors of this corporation in accordance with the By-laws of this corporation but shall be no less than three (3) nor more than twenty (20) in number.

ARTICLE IX

Members, directors, and officers of this corporation shall not be personally liable to any extent whatsoever for obligations of this corporation.

ARTICLE X

This corporation shall have no capital stock, either authorized or issued.

IN TESTIMONY WHEREOF, The undersigned incorporators have hereunto set their hands this 28th day of September, 1977.

In Presence of:

**By-Laws
The Minnesota Intellectual Property
Law Association, Inc.**

ARTICLE I

Name

This corporation shall be called "THE MINNESOTA INTELLECTUAL PROPERTY LAW ASSOCIATION, INC." (for purposes of these By-Laws, this corporation shall be referred to herein as the "Association").

ARTICLE II

Object

The Association is established to maintain the honor and dignity of the practice of intellectual property law, to promote the development and administration thereof, to promote and enhance the professional competence of the members, to cooperate with other intellectual property law associations, and to cultivate professional associations among the Members.

ARTICLE III

Members

SECTION 1. *Membership.* There shall be five (5) classes of membership in the Association: Honorary; Active; Emeritus; IP Paralegal; and Student/Graduate. Membership is renewable on a yearly basis. The membership year shall be July 1-June 30.

SECTION 2. *Honorary Members.* All judges of the United States District Court for the District of Minnesota, all judges of the United States Court of Appeals for the Eighth Circuit and all judges of the United States Court of Appeals for the Federal Circuit shall be ex officio Honorary Members of the Association. The Board of Directors of the Association shall have the power to elect other persons as Honorary Members. All Honorary Members shall be entitled to all privileges, except those of voting and holding elective office, and shall be exempt from payment of dues.

SECTION 3. *Active Members.* Any lawyer admitted to the Bar in any State of the United States or the District of Columbia and actively engaged in the practice of intellectual property law, or any persons registered to practice before the United States Patent and Trademark Office shall be eligible for election to Active Membership. The practice of intellectual property law shall include, but not be limited to, a practice related to any of the areas of patents, trademarks, copyrights, or trade secrets. A lawyer eligible for membership in the Minnesota State Bar Association hereafter referred to as "MSBA" shall, as a condition of membership in the Association, be a member in good standing of the MSBA. However, on a showing of good cause, the Board of Directors may, on written petition from a Member or applicant, grant an exemption to the requirement of MSBA membership.

SECTION 4. *Emeritus Members.* Any Member who shall have been an Active Member of the Association in good standing for a period of at least ten (10) years prior to applying for Emeritus

membership and shall have been in the active practice of intellectual property law or who shall have practiced before the United States Patent and Trademark Office for a period of at least fifteen (15) years and who is no longer engaged in the active practice of intellectual property law or in active practice before the United States Patent and Trademark Office, may, upon written application to and approval by the Board of Directors, be designated an Emeritus Member. Any such lawyer Member who retains a Minnesota Supreme Court license to practice law shall also be a member in good standing of the MSBA. However, on showing of good cause, the Board of Directors may, on written petition from a Member or applicant, grant an exemption to the requirement of MSBA membership. Emeritus Members shall be entitled to all privileges except those of holding elective office and serving on a Standing Committee and shall be exempt from payment of dues.

SECTION 5. *Student/Graduate Members.* Any person who is enrolled in, or a recent graduate of, an ABA accredited law school who is not otherwise qualified as an Active Member and who professes an interest in the practice of intellectual property law shall be eligible for admission to Student/Graduate membership. Student/Graduate Members shall be entitled to all privileges, except those of voting, serving on a Standing Committee and holding elective office. A Student/Graduate Member who fails to qualify for Active membership by the end of the second full membership year following graduation from law school shall, under authority of the Board of Directors, be considered for continued membership or maintained on the membership rolls as applicable, as a Student/Graduate Member.

SECTION 6. *Intellectual Property Paralegal Members.* Any person who is a graduate of a paralegal certification course or actively practicing as a paralegal in the field of Intellectual Property, but is otherwise not qualified as an Active Member, and who professes an interest in the practice of intellectual property law shall be eligible for admission to IP Paralegal membership. IP Paralegal Members shall be entitled to all privileges, except those of voting, serving on a Standing Committee and holding elective office.

SECTION 7. *Admission of Members.* Each new applicant for membership shall submit a signed application to an administrator designated by the MSBA or the Board of Directors for supporting MIPLA activities (hereafter "MIPLA Administrator") stating that the applicant qualifies for the class of membership applied for and shall pay the dues associated therewith. The MIPLA Administrator shall review the application. If the MIPLA Administrator is satisfied that the application is complete and the applicable membership fee paid, the applicant shall be deemed admitted to the class of membership applied for and the applicant's membership shall commence. The MIPLA Administrator shall place the so-admitted applicant on the list of members and notify the applicant. The MIPLA Administrator's membership duties will be carried out under the direction of the Secretary.

SECTION 8. *Admission Fees and Annual Dues.* Admission fees and annual dues of Active and Student/Graduate Members shall be fixed from time to time by the Board of Directors. Dues shall be payable by each such Member upon receipt of a statement therefor from the MSBA or from the Treasurer. If any Active or Student Member fails to pay the assessed dues within thirty (30) days after the same shall become payable, the MSBA or the Treasurer shall notify the Member of the default and unless such dues are paid within thirty (30) days thereafter, the Member's name and a statement of the amount due shall be laid before the Board of Directors, which Board of Directors shall have the right to strike from the roll the name of the Member continuing in default, provided that upon the Member's written application and the payment of all dues to the date thereof, the Board of Directors may reinstate such Member as a Member in good standing of the Association.

Every application for Active and Student/Graduate membership (other than application for transfer from Student/Graduate to Active membership) shall be accompanied by an admission fee. If an application for Active membership is made after July 1 and prior to January 1, the admission fee shall be equal to the annual dues then applicable. If an application for Active membership is made on or after January 1 and prior to July 1, the admission fee shall be equal to one-half (1/2) the annual dues then applicable. The admission fee for Student/Graduate membership shall remain the same regardless of the date of application. If the applicant is admitted into the Association, the admission fee shall constitute the annual dues for the membership year in which the application is made. If the applicant is not admitted to membership, the Treasurer or the MSBA shall arrange for a return of the admission fee to the applicant.

SECTION 9. *Transfer from Student/Graduate to Active Membership.* Any Student/Graduate Member who is admitted to the Bar in any State of the United States or the District of Columbia and actively engaged in the practice of intellectual property law, or is registered to practice before the United States Patent and Trademark Office, shall be eligible for Active membership, upon written application to the MIPLA Administrator or the Board of Directors. Any Student /Graduate Member who desires admission to Active membership may send to the MIPLA Administrator the Member's name together with the Member's business or home address, as applicable, and also such statement as shall be necessary to show the Member's qualifications for Active membership. On receipt of such statement, or receipt of certification from the Minnesota Supreme Court that the Member has been admitted to practice law in the State of Minnesota, the applicant shall be deemed admitted to Active membership. The MIPLA Administrator shall change the Member's status to Active membership. A Student/Graduate Member changing to Active membership shall not be liable for payment of any additional dues for the membership year during which the change in status occurs.

SECTION 10. *Memorials.* Upon learning of the death of a member, the President or Treasurer may authorize an expenditure of funds, not to exceed an amount to be set by the Board of Directors from time to time, to provide a suitable memorial.

ARTICLE IV

Officers

SECTION 1. *General.* The officers of this Association shall be a President, a Vice President, a Secretary and a Treasurer. The Vice President, Secretary and Treasurer shall be elected by a majority vote of the Active and Emeritus Members at the annual meeting of the Association.

SECTION 2. *Terms of Office.* The President, the Vice President, the Secretary, and the Treasurer shall hold office for one year and shall enter upon their duties on July 1 next following their election at the annual meeting of the Members of the Association. The terms of all officers holding their offices as of December 31, 1988 shall be extended to June 30, 1989. In case of vacancy in any elective office, it shall be filled by appointment by the Board of Directors until the next following July 1.

SECTION 3. *Duties of the President.* The President is the Presiding Officer of the Association and of the Board of Directors. As the Presiding Officer of the Association, the President shall fill all vacancies on all committees, other than the Committee on Nominations, the Committee on Ethics and the Auditing Committee, as may be necessary, and may invite members

of the Association to volunteer for any vacancy. The President shall be responsible for implementing the decisions of the Board of Directors and shall make a report of the year's work at the annual meeting of the Members of the Association. The President shall have, during his or her term, the authority to appoint Special Committees to hold office during his or her term.

SECTION 4. *Duties of the Vice President.* The Vice President shall, in the absence or disability of the President, have the power to perform the duties of the President. The Vice President shall succeed the President in Office. The Vice President (President-elect) shall, for his or her ensuing term in office as President, appoint all committees other than the Committee on Ethics and the Auditing Committee. It shall be the duty of the Vice President to notify the Secretary at least thirty (30) days before the annual meeting of the committee appointments that have been made.

SECTION 5. *Duties of the Secretary.* The Secretary shall keep a record of the proceedings of the meetings of the Association and of the Board of Directors and a record of all other matters for which a record shall be ordered by the Board of Directors. The Secretary may conduct the correspondence of the Association. Any correspondence of the Association prepared by the Secretary shall be done under the direction of the President. The Secretary may notify the officers and all members of committees of their election or appointment, may issue notices of meetings, and, in the case of special meetings, shall add a brief note of the object of the special meeting.

SECTION 6. *Duties of the Treasurer.* The Treasurer shall, in conjunction with MSBA, keep at all times a complete roll of the Members. The Treasurer shall arrange for collection of membership dues, including overseeing collection of membership dues by the MSBA, and, under the direction of the Board of Directors of the Association, shall disburse funds of the Association. The Treasurer shall keep regular accounts in books belonging to the Association that shall be open to the inspection of any Member of the Board of Directors or of the Auditing Committee at all times. The Treasurer shall, at the annual meeting, report in writing the balance of money on hand and any existing appropriations, and shall make a full report of the receipts and disbursements of the past year, suitably classified, and of all outstanding obligations of the Association, with an estimate of the resources and probable expenses of the coming year, and the Treasurer may make any suggestions pertinent thereto that may seem proper.

The Treasurer shall, at the end of the fiscal year, arrange for the preparation and submission to both the State and Federal authorities all reports required by law or regulation to be submitted to them. These reports, along with an accounting of the full report of the receipts and disbursements of the year ending June 30, shall be submitted to the Auditing Committee for its approval prior to September 1.

ARTICLE V

Directors and Representatives

SECTION 1. *Board of Directors.* The Board of Directors shall manage the affairs of the Association subject to the Articles of Incorporation and these By-Laws.

SECTION 2. *Composition of the Board.* The Board of Directors shall be comprised of all current officers of the Association, the immediate past President, the AIPLA IP Law Associations Committee Representative, the Association's Representative to the MSBA Assembly, and two (2) additional elective directors, each of whom shall be elected in alternate years by the Members of the Association from among the Active Members of the Association. Each of the two (2) elective directors of the Board of Directors shall hold office for two (2) years. The elective directors and

officers of the Association shall hold their respective offices beginning July 1 following their election. In case of vacancy in any position on the Board of Directors, it shall be filled by appointment by the Board of Directors for the unexpired portion of the term.

SECTION 3. *AIPLA IP Law Associations Committee.* The AIPLA IP Law Associations Committee (hereinafter within this Section, “the Committee”) Representative and an Alternate shall be appointed by the membership and shall be the Association’s representative to the Committee. The Committee Representative shall attend, remotely or in person, or shall have the Alternate attend, each meeting of the Committee and shall report the action(s) and relevant activities of the Committee to the Board of Directors and to the Association. The Committee Representative and the Alternate shall serve for two (2) years following their appointment or until their successor is designated thereafter.

SECTION 4. *Other MIPLA Representatives and Liaisons.* The Board of Directors may appoint individuals to act as MIPLA’s representative or liaison to other intellectual property or law-related organizations, including an individual representing one of the Minnesota-based law schools. With regard to said law schools, the Board of Directors may appoint one (1) Student/Graduate Member as a liaison for the law school they are presently attending or from which they recently graduated. Any so-appointed representative and/or law school liaison may attend meetings of the Board of Directors as a non-voting attendee, or functions of the designated organization and shall report the action(s) of the designated organization to the Board of Directors and/or to the Association as a whole. It is the intent of the foregoing that these positions be offered to the schools on a rotating basis. Each MIPLA representative or liaison shall serve for a term concurrent with the term of the President or until a successor is designated thereafter.

SECTION 5. *Powers of the Board.* Three (3) members of the Board of Directors shall constitute a quorum. The Board of Directors shall have power to make such regulations and take such action, not inconsistent with the Articles of Incorporation, these By-Laws and recorded actions of the Association, as, in its judgment, may be necessary for the welfare of or to promote the objectives of the Association. With respect to Board decision making, the Board may make decisions based upon voting done outside of a formal meeting so long as all Board members are notified in advance of the decision making and a quorum of the Board votes in favor of the decision. All disbursements of funds of the Association must be made or approved by a majority vote of the Board of Directors or by a majority vote of the Members of the Association at the annual meeting or any special meeting.

SECTION 6. *Meetings.* Meetings of the Board of Directors shall be held promptly after the annual meeting of the Association and thereafter upon call of the President, the Secretary or any three (3) Members of the Board of Directors.

ARTICLE VI

Committees

SECTION 1. *Standing Committees.* The Standing Committees of the Association shall be as follows: a Committee on Nominations; a Committee on Ethics; and an Auditing Committee.

SECTION 2. *Committee on Nominations.* The Committee on Nominations shall consist of five (5) Active Members of the Association and shall be appointed by the Vice President to hold office during the Vice President’s term of office as President. The Committee on Nominations shall fill its own vacancies occurring during its term of office. It shall be its duty to make

nominations for all elective offices, except the President, the terms of which begin July 1 following the appointment of the Committee on Nominations. The Committee on Nominations shall notify the Secretary at least thirty (30) days before the annual meeting of the nominations it has made. The Secretary shall arrange for notification of all Active and Emeritus Members of the Association, at least ten (10) days before such annual meeting, of a list of the nominations made by the Committee on Nominations. Any nominations other than those made by the Committee on Nominations must be made by at least five (5) Members of the Association and submitted to the Secretary in writing not less than ten (10) days prior to the annual meeting and the Secretary shall arrange for mailing to all Active and Emeritus Members, at least six (6) days before the annual meeting, a list of such nominations. In case of any vacancy in the nominations, the Committee on Nominations may fill the vacancy by a later nomination, in which event the Secretary shall be notified of such other nominations at least six (6) days before the annual meeting, and the Secretary shall arrange for notice thereof to be sent (e.g., delivered via courier, U.S. mail, facsimile machine, or e-mail) to all Active and Emeritus Members at least three (3) days before the annual meeting.

SECTION 3. *Committee on Ethics.* The Board of Directors shall constitute the Committee on Ethics. The duties and functions of, and procedures to be followed by, the Committee on Ethics are set forth in Article VIII of these By-Laws.

SECTION 4. *Auditing Committee.* The Auditing Committee shall be appointed by the Board of Directors and serve for a term commencing and concurrent with the officers of the Association. The Auditing Committee shall be comprised of three (3) Active Members, at least one (1) of whom shall have served as Treasurer of the Association. The Auditing Committee shall audit the accounts of the prior year's Treasurer and shall submit its report to the Board of Directors and to the membership at the meeting next following the end of the term of the Treasurer.

ARTICLE VII

Meetings of the Association

SECTION 1. *Annual Meeting, Special Meetings.* The annual meeting of the Association shall be held during the month of May or June of each year upon such day as is designated by the President. Other special meetings of the members of the Association may be held from time to time on the call of the President or Secretary or of any four (4) members of the Board of Directors or of any twenty (20) Active or Emeritus Members of the Association.

SECTION 2. *Notice.* Written notice of each meeting of the Association shall be sent to one or more of each present member's addresses listed in the MIPLA directory by suitable means (e.g., via private courier, U.S. mail, facsimile machine, or e-mail) not less than ten (10) days before the date of each meeting and shall state place, date, and hour of the meeting and, if for a special meeting, shall also state the purpose or purposes for which the meeting is called.

SECTION 3. *Voting.* In the transaction of business at any meeting of the Association, a majority vote of the Active and Emeritus Members represented in person shall decide. The Presiding Officer shall only vote in case of a tie vote to cast the deciding vote. Voting by proxy shall not be permitted during an annual meeting of the Association. Other than the annual meeting of the Association, remote participation of a member via visual and/or audible means including voting privileges, shall be permitted unless the member or members organizing such meeting forbids remote participation.

SECTION 4. *Quorum.* At any meeting of the Association, five percent (5%) of the Active and Emeritus membership shall constitute a quorum.

SECTION 5. *Presiding Officer.* At all meetings of the Association the President shall be the Presiding Officer. In the absence of the President, the Vice President shall be the Presiding Officer, or in the absence of the Vice President any Member of the Board of Directors may be the Presiding Officer, or in the absence of all of the Members of the Board of Directors, any Active Member selected at the meeting may be the Presiding Officer.

SECTION 6. *Order of Business.* At each stated meeting of the Association the recommended order of business shall be as follows:

1. Reading, approved as previously published, or waiver of reading of minutes of the preceding meeting.
2. Report of Board of Directors.
3. Report of Treasurer.
4. Reports of the Standing Committees (when appropriate).
5. Reports of the Representatives (when appropriate).
6. Reports of Special Committees (when appropriate).
7. Unfinished and new business.
8. Elections (when appropriate).

SECTION 7. *Rules.* Each meeting of the Association shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VIII

Suspensions and Expulsions

SECTION 1. *General.* Any Member of the Association may be suspended or expelled from this Association for violation of the Articles of Incorporation of the Association or these By-Laws and in the manner prescribed herein.

SECTION 2. *Complaints against Members.* Complaints against a Member of the Association for violation(s) of the Articles of Incorporation of the Association or these By-Laws may be made by any Member of the Association or by an interested party. Every such complaint shall be in writing subscribed by the complaining party and shall state plainly the basis for the complaint. If the Board of Directors shall deem such complaint of sufficient importance, it shall cause a copy thereof, together with a notice of the time and place where the Committee on Ethics will meet for the consideration thereof, to be served upon the Member complained against and to be delivered to the complainant at least five (5) days before the meeting. At the time and place appointed, the Committee on Ethics shall proceed to the hearing of the case under such regulations as the Committee on Ethics may approve. The Committee on Ethics, by the affirmative vote of at least four (4) of its Members, all of whom must have heard the case, may find the accused Member to be guilty of the charge against such Member and may adjudge that such Member be expelled or suspended from this Association. But the expulsion or the suspension by the Committee on Ethics shall not become effective until the next meeting of the Association after such action shall have

been taken, and may be set aside by a majority vote of the Members of the Association at such meeting.

SECTION 3. *Disbarment or Suspension from Practice.* Any Member of the Association who shall be disbarred or suspended from practice, or who shall be convicted of a felony, may be suspended or expelled from the Association by the affirmative vote of a majority of the Committee on Ethics. The disbarment, suspension from practice, or conviction may be by any court, State or Federal, or by the United States Patent and Trademark Office.

ARTICLE IX

Canons of Ethics

The current Minnesota Rules of Professional Conduct, the Code of Professional Responsibility of the MSBA, and the United States Patent and Trademark Office Code of Professional Responsibility shall collectively constitute the Canons of Ethics of this Association.

ARTICLE X

Property

All interests in the property of the Association of persons resigning from the Association or otherwise ceasing to be Members of the Association shall vest in the Association.

ARTICLE XI

Affiliation with Minnesota State Bar Association

SECTION 1. The Association became affiliated with the MSBA effective 1 July, 1990.

SECTION 2. A Representative to the MSBA Assembly who shall serve for a two (2) year term shall be elected by a majority vote of the Active and Emeritus Members at the annual meeting of the Association. The Board of Directors may fill vacancies for the remainder of any unexpired term and appoint one or more Alternate MSBA Assembly members.

ARTICLE XII

Amendments

These By-Laws may be amended, but only by a two-thirds (2/3) vote of the Active and Emeritus Members present in person at an annual meeting of the Association or at a special meeting called in accordance with the provisions of these By-Laws after notice has been sent to one or more of each member's addresses as listed in the MIPLA directory (e.g., via private courier, U.S. mail, facsimile machine, or e-mail) not less than ten (10) days before the meeting to each Active and Emeritus Member of the Association, such notice to contain a copy of the proposed amendment with a statement of the purpose thereof.