

**Approved, by consent, by the Board of Governors on September 18, 2024.**

**BY-LAWS-OF THE  
INTELLECTUAL PROPERTY LAW SECTION  
OF THE PENNSYLVANIA BAR ASSOCIATION**

**ARTICLE I  
Name and Purpose**

Section 1: This Section shall be known as the Intellectual Property Law Section

Section 2: The purpose of this Section shall be to promote the objectives of the Pennsylvania Bar Association ("PBA") within the particular fields designated by the name of the Section, and, to that end, to further the development of the law and procedures related to Intellectual Property; to stimulate and extend the study of these fields; to cooperate in obtaining uniformity with respect to both legislation and administration in all matters concerning the law and procedures related to Intellectual Property; and to simplify and improve the application of justice in these fields of the law.

**ARTICLE II  
Membership**

Section 1: Each member of the Section shall pay to the PBA annual dues in an amount to be determined from time to time by the Section Council, with any necessary approval by the Board of Governors of the PBA. Any member of the PBA, upon request to the Secretary of the PBA and upon payment of dues the current year, shall be enrolled as a member of this Section. Thereafter, said dues shall be paid in advance each calendar year. Any member of this Section whose annual dues shall be more than six months past due shall thereupon cease to be a member of this Section. Members so enrolled whose dues are so paid shall constitute the membership of this Section.

**ARTICLE III  
Officers, Council, and Committees**

Section 1: The Officers of this Section shall be a Chair, a Chair-Elect, a Vice Chair, a Secretary, a Treasurer, the Immediate Past Chair and the Section Delegate to the PBA House of Delegates. The Chair-Elect shall succeed the Chair.

Section 2: There shall be a Council, which shall consist of the Section Officers set forth in Section 1 of this Article, and the former Chairs of the Section who shall serve in an ex-officio capacity, and any Standing and Special Committee chairs, selected pursuant to Section 3 of this Article.

Section 3: The Section Chair shall appoint for his or her term, with the approval of the majority of the current members of the Council at the time of appointment, such Standing and Special Committee Chairs of the Section relating to the subject matters within the Section's field of activities, with such powers, duties and procedures as the Council may from time to time determine, and which shall prepare and submit an annual report to the Section Chair. All reports of Standing or Special Committees shall be transmitted to the Section Chair by the Chair or other authorized member of the Committee. No report or any part thereof shall be made public unless and until approved by a majority vote of the Council and Authorized and approved by the PBA. The Section Officers shall be nominated and elected in the manner hereinafter provided at each annual meeting of the PBA, to hold office for a term beginning at the close of the annual meeting at which they shall have been elected and ending at the close of the next succeeding annual meeting of the PBA, and shall serve until their successors shall have been elected and qualified.

Section 4: Any vacancy existing in any membership on the Council by reason of death or resignation shall be filled by appointment by the Chair. Such replacement member of the Council shall serve only to the end of the term to which his or her predecessor had been elected.

Section 5: No person shall serve as a Chair of more than one Standing Committee. No person shall be eligible for election as a member of the Council, other than as a Section officer, if he or she is then a member of the Council and has been such member continuously for a period of four years or more.

Section 6: If any member of the Council shall fail to attend three successive meetings of the Council, and such failure has not been excused for cause by the Chair or the majority vote of the Council, the Chair shall by letter to all Council members declare such member to have automatically resigned, and the member shall be replaced by the Chair's appointee for his or her unexpired term as provided in Section 4 of this Article.

#### **ARTICLE IV**

##### **Nomination and Elections**

Section 1: The Section Chair shall appoint a temporary nominating committee not to exceed (5) members of the Section to submit to the Section at its annual meeting nominations for Chair-Elect, Vice Chair, Secretary, Treasurer and Section Delegate. Other nominations for any such officers may be made by any member of the Section at the annual meeting following the submission of the report of the nominating committee.

Section 2: At the annual meeting the election of officers shall be held. In the event that there is more than one nominee for any office, the vote shall be by written ballot the person receiving the majority of the votes cast shall be elected to that position.

#### **ARTICLE V**

##### **Duties of Officers**

Section 1: Chair. The Chair or, in absence of the Chair, the Chair-Elect shall preside at all meetings of the Section and of the Council. The Chair shall formulate and present at each annual meeting of the PBA a report of the work of the Section for the then closing year. The Chair shall appoint such Special Committees as are deemed appropriate to carry on the work of the Section. The Chair shall perform such other duties and acts as usually pertain to the office. For the first year of existence of this Section, the Office of Chair may be held by two people serving as Co-Chairs.

Section 2: Chair-Elect. The Chair-Elect shall perform duties as directed by the Chair and shall, upon the Chair's inability or refusal to act, perform the duties of the Chair for the remainder of the existing term, except in the case of the Chair's disability, only during so much of the term as the disability continues.

Section 3: Vice-Chair. The Vice-Chair shall perform duties as directed by the Chair and shall, upon the Chair and Chair-Elect's refusal to act, perform the duties of the Chair for the remainder of his or her term, except in case of disability of the Chair and Chair-Elect, and then only during so much of the term as the disability continues.

Section 4: Secretary. The Secretary shall be the custodian of all books, papers, documents, and other property of the Section. The Secretary shall keep a true record of the proceedings of all meetings of the Section and of the Council whether assembled or acting under submission. The Secretary, in conjunction with the Chair and as authorized by the Council shall attend generally to the business of the Section.

Section 5: Treasurer. The Treasurer shall collect all dues of the Section and receive all monies appropriated to the Section. The Treasurer shall keep an accurate record of all monies received and expended for the use of the Section. The Treasurer shall submit a monthly report of the status of the Section finances to the members of the Council for review and approval.

Section 6: The Chair and the Treasurer shall be empowered to sign requisitions upon the PBA treasury for disbursement of Section funds.

Section 7: Immediate Past Chair. The Immediate Past Chair shall assist the Council and the Chair in maintaining the continuity of policies and initiatives adopted by the Section and the Council. The immediate Past Chair shall perform such further duties as may be designated by the Council or the Chair.

Section 8: Section Delegate. The Section Delegate to the PBA House of Delegates shall attend each meeting of the PBA House of Delegates and represent the positions adopted by the Section and the Council.

## **ARTICLE VI**

### **Duties and Powers of the Council**

Section 1: The Council shall have general supervision and control of the affairs of the Section, subject to the provisions of the Constitution and By-Laws of the PBA and the By-Laws of this Section. It shall specifically authorize all commitments or contracts which shall entail the payment of money, and shall authorize the expenditure of all monies appropriated for the use or benefit of the Section. It shall not, however, authorize commitments or contracts which shall entail the payment of more money during any fiscal year than the amount which shall be received from dues and previously appropriated to the Section for such fiscal year; provided, however, any monies, excluding unexpended appropriations, remaining in the Section's reserve fund shall be considered as monies received by the Section and subject to be used by Council action as aforesaid.

Section 2: A majority of the Council shall constitute a quorum, which is required for the transaction of all business. Decisions shall be made with a majority vote of the members constituting the quorum. Members of the Council when personally present or participating via teleconference at a meeting of the Council shall vote in person, but when absent, communicate their vote in writing or via electronic mail, upon any proposition, to the Secretary and have it counted, with the same effect as if cast personally by said member at such meeting.

Section 3: The Council may authorize the Chair to appoint Special Committees from Section members to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these By-Laws and the By-Laws of the PBA.

Section 4: The Chair may, and upon the request of any member of the Council shall, submit or cause to be submitted in writing, to each of the members of the Council, any proposition upon which the Council may be authorized to act, the members of the Council may vote upon such proposition or propositions so submitted, by communicating their vote thereon, in writing over their respective signatures, by telephone, or electronic mail, to the Secretary, who shall record upon the minutes each proposition so submitted, when, how, at whose request it was submitted, and the vote of each member of the Council thereon, and keep on file such written and signed votes. If the votes of a majority of the members of Council so recorded shall be in favor of such proposition or if such majority shall be against such proposition, such majority shall constitute the binding action of the Council.

Section 5: The Council shall have complete authority to act on behalf of and to bind the Section on any and all matters arising between annual meetings of the Section subject to the review of the PBA.

## **ARTICLE VII**

### **Meetings**

Section 1: The annual meeting of the Section shall be held in-person as part of the Annual Meeting of the PBA, or as a virtual meeting at some point during that same calendar week, with such time, location, program, and order of business to be determined by the Council. At no time, however, should the annual meeting of the Section interfere with other scheduled PBA-related events or meetings.

Section 2: Special meetings of the Section may be called by the Chair upon approval of Council, at such time and place as the Council may determine.

Section 3: The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 4: All binding action of the Section shall be by a majority vote of the members present.

#### **ARTICLE VIII Miscellaneous Provisions**

Section 1: The fiscal year of the Section shall be the same as that of the PBA.

Section 2: All bills incurred by the Section, before being forwarded to the PBA for payment, shall be approved by the Chair or the Secretary, or, if the Council shall so direct, by both of them.

Section 3: No salary or compensation shall be paid to any officer, council member or member of a committee.

Section 4: Any action by this Section must be approved by the PBA before it becomes effective as the action of the PBA. Any resolution adopted or action taken by this Section may, on request of the Section, be reported by the Chair to the Board of Governors or House of Delegates of the PBA for the PBA's action thereon. All actions, reports or resolution shall be kept confidential until approved by the PBA.

Section 5: These By-Laws shall become effective upon the adoption thereof by the membership of the Section after approval by the Board of Governors of the PBA.

#### **ARTICLE IX Amendments**

These By-Laws may be amended with prior notice to members at any meeting of the Section by a two-thirds vote of the members of the Section present and voting, provided such proposed amendment shall first have been approved by a two-thirds of the Council, and provided further that no amendment so adopted shall become effective until approved by the Board of Governors of the PBA.