

By-Laws of:

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 Service Provider; 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, serving on a Standing Committee, 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.

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. 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 and Service Provider Members. Any person who is a graduate of a paralegal certification course or actively practicing as a paralegal in the field of Intellectual Property, or is actively engaged in the provision of intellectual property related services 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 and Service Provider membership. IP Paralegal and Service Provider 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 an application to an administrator designated by the Board of Directors for supporting MIPLA activities (hereinafter "MIPLA Administrator"). The MIPLA Administrator shall review the application. Upon request by the MIPLA Administrator, the applicant may be required to document that he or she qualifies for the class of membership applied for and shall pay the dues associated therewith. 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 President and the Secretary.

SECTION 8. Admission Fees and Annual Dues. Admission fees and annual dues of Active or Intellectual Property Paralegal and Service Provider 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 MIPLA Administrator or from the Treasurer. If any Active, Paralegal and Service Provider fails to pay the assessed dues within thirty (30) days after the same shall become payable, the MIPLA Administrator 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. The Board

of Directors may grant a one-year exemption from payment of the annual dues upon written request to the Board of Directors due to hardship.

Every application for Active, Paralegal and Service Providers 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. 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 MIPLA Administrator 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.

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 (collectively, "Elected Officers") shall be elected by a majority vote of the Active and Emeritus Members at the annual meeting of the Association. No one who, at the time of election, is not a member in good standing of MIPLA may be nominated or stand for election as an Elected Officer.

SECTION 2: Election of Officers and Directors. It shall be the duty of the Vice President, with the advice of the currently Elected Officers and directors, to make any nominations he or she wishes to put forth for all elective offices, including the President, the terms of which begin July 1 following the end of the Vice President's term. A request for nominations shall be sent to Members of the Association shall be sent at least forty-two (42) days before the annual meeting. The deadline for submitting nominations will be twenty-eight (28) days before the annual meeting. Any nominations other than those made by the Vice President must be made by at least three (3) Members of the Association and in writing. The Vice President shall notify the Secretary at least

fourteen (14) days before the annual meeting of the nominations being made for the following year. 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 Vice President. In case of any vacancy in the nominations, the Vice President 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 *Terms of Office.* The President, the Vice President, the Secretary, and the Treasurer shall hold the respective 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. 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 4. *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 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 5. *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 of the committee appointments that have been made within the timing schedule outlined in Section 2 of ARTICLE 5.

SECTION 6. *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 7. *Duties of the Treasurer.* The Treasurer shall, in conjunction with the MIPLA Administrator, 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 MIPLA Administrator, 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 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 or otherwise made available 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 – as designated in ARTICLE XI of these By Laws, and no less than two (2) additional elective directors positioned on the Education and Social Committees of ARTICLE VI, each of whom shall be elected by the Members of the Association from among the Active Members of the Association. The AIPLA IP Law Associations Committee Representative and the Association's Representative to the MSBA Assembly shall hold office for no more than two (2) consecutive terms of three (3) years. The elected term of the elective directors and officers of the Association shall commence beginning July 1 following their election. In case of vacancy in any position on the Board of Directors by removal or resignation, it shall be filled by appointment by the Board of Directors for the unexpired portion of the term of the departed officer or director.

SECTION 3. AIPLA IP Law Associations Committee. The AIPLA IP Law Associations Committee (hereinafter within this Section, "the Committee") Representative and an optional 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 any Alternate shall serve for a term designated above.

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. As applicable, 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 designated above.

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: an Education Committee; a Social Committee; a Committee on Ethics; and an Auditing Committee.

SECTION 2. *Education Committee.* The Education Committee shall consist of Active Members of the Association and shall be appointed by the Vice President. The Vice President shall also appoint the Education Committee's Chair, who must be a duly elected or appointed member of the Board of Directors and be serving during the Vice President's term as President. Any vacancies in the Education Committee shall be filled by appointment of the Vice President, with the advice and consent of the then-current Elected Officers. The President shall be a de facto member of the Education Committee. The role of the Education Committee is to promote, organize, execute, and monitor those events, resources, and activities of the Association that have to do with the continuous learning of all aspects of intellectual property law and practice.

SECTION 3. *Social Committee.* The Social Committee shall consist of Active Members of the Association and shall be appointed by the Vice President. The Vice President shall also appoint the Social Committee's Chair, who must be a duly elected or appointed member of the Board of Directors and be serving during the Vice President's term as President. Any vacancies in the Social Committee shall be filled by appointment of the Vice President, with the advice and consent of the then-current Elected Officers. The President shall be a de facto member of the Social Committee. The role of the Social Committee is to promote, organize, execute, and monitor those events, resources, and activities of the Association that have to do with building up the camaraderie, professional relationships and cultural awareness among the members of the Association in the context of all aspects of intellectual property law and practice.

SECTION 4. 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 5. Auditing Committee. The Auditing Committee may 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. An audit of accounts shall be deemed sufficient, without engaging outside professional auditors, so long as at least three (3) members of the Audit Committee have reviewed the available accounting records and agree on the form of report.

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 membership 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 membership 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. 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 term designated in Section 2 of ARTICLE V 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, including by remote participation to the extent permitted by ARTICLE VII, 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.

Approved the 7th of June, 2023.