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Constitution and By-Laws
Revised [202315]

**CONSTITUTION OF THE
CLEVELAND INTELLECTUAL
PROPERTY LAW ASSOCIATION**

Last Amended and Restated in [2023+5]

**ARTICLE I
NAME**

The name of this Association shall be the Cleveland Intellectual Property Law Association, doing business as CIPLA.

**ARTICLE II
OBJECTS**

The objects and purposes of this Association shall be exclusively charitable, scientific, literary, and educational, and all of the following stated objects and purposes shall be so limited and construed. The association shall not engage in any activity that would prevent it from qualifying and continuing to qualify as an association exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended. This Association will promote the development of industry and the useful arts by encouraging the establishment and maintenance of intellectual property rights; disseminating information concerning intellectual property matters affecting and interesting to inventors, manufacturers and others; providing continuing educational opportunities relating to intellectual property law for its members and others; and providing grants to support intellectual property programs in the community.

**ARTICLE III
MEMBERSHIP**

Section I. *Active Members.* Active membership in this Association shall consist of any member of the bar in any state in the United States residing in the Northern District of Ohio, Eastern District, who devotes a substantial portion of his/her professional time and interest to the practice of intellectual property law, who complies with the applicable laws and professional standards, and who has been elected into membership as provided in Article IV of this Constitution.

The Board of Directors shall determine the membership application fee and annual membership dues, and in its discretion may provide for reduced application fees and dues for Active Members who have been admitted to the bar less than five years.

Section 2. *Life Member.* The Board of Directors may award Life Membership in the Association to Active Members who have reached an age of at least sixty five years and have been an Active Member of the Association for a period of at least twenty years; or have reached an age of at least sixty five years and have made a substantial, service-oriented (i.e., non-monetary) contribution to the Association; or have completely retired from the practice of law and have been an Active Member of the Association for a period of at least twenty years. Life Members shall enjoy the privileges of Active Members and shall pay no dues.

Section 3. *Honorary Members.* The Board of Directors may extend Honorary Membership in the Association, for the term of office of the person involved, to members of the Federal Judiciary in the Northern District of Ohio and to such other persons as the Board of Directors may from time-to-time determine proper. Honorary Members shall not be required to pay application fees or membership dues, and shall enjoy all the privileges of Active Members except that of voting.

Section 4. *Associate Members.* Any member of the bar of any state in the United States residing outside the Northern District of Ohio, Eastern Division, and other qualified candidates who devote a substantial portion of his/her professional time and interest to the practice or scholarship of intellectual property law, shall be eligible for associate membership in the Association. The Board of Directors shall determine the membership application fee and annual membership dues for Associate Members and in its discretion may provide for reduced fees and dues. Associate Members shall enjoy all of the privileges of Active Members except that of voting and if not a member of the bar, of serving on committees.

Section 5. *Agent Members.* Agent membership in this Association shall consist of any person residing the Northern District of Ohio, Eastern Division, who is not a member of a bar but who is registered to practice before the United States Patent and Trademark Office, devotes a substantial portion of his/her professional time and interest to that practice, who complies with the applicable laws and professional standards, and who has applied for and been granted agent membership in this Association as provided by in Article IV hereof. The Board of Directors shall determine the membership application fee and annual membership dues for Agent Members and in its discretion may provide for reduced fees and dues. Agent Members shall enjoy all of the privileges of Active Members except that of voting and serving on committees except the Patent Law Subcommittee and the In-House Subcommittee.

Section 6. *Academic Members.* Academic membership in the Association shall consist of any person in a full-time teaching position at an accredited law school who resides in the Northern District of Ohio, Eastern Division, devotes a substantial portion of his/her professional time and interest to the scholarship of intellectual property law, who is not a member of a bar, and who has applied for and been granted academic membership in this Association as provided in Article IV hereof. The Board of Directors shall determine the membership application fee and annual membership dues for Academic Members and in its discretion may provide for reduced fees and dues. Academic Members shall enjoy all the privileges of Active Members except that of voting and serving on committees.

Section 7. *Student Members.* Student membership in the Association shall consist of any person enrolled in or graduated from an accredited law school who resides in the Northern District of Ohio, Eastern Division, who is not a member of the bar, and who has applied for and been granted student membership in this Association as provided in Article IV hereof. The Board of Directors shall determine the membership application fee and annual membership dues for Student Members and in its discretion may provide for reduced fees and dues. Student Members shall enjoy all the privileges of Active Members except that of voting.

Section 8. *Termination of Membership.* Any member of this Association who, after a full hearing by, and the affirmative vote of at least a majority of the entire Board of Directors, shall be found to be in violation of the membership requirements of this Association or to have conducted his/her professional work in an unethical manner in violation of the standards of professional ethics of this Association as identified in Article IX hereof, shall be reprimanded, suspended, or dropped from the roll of members.

ARTICLE IV ELECTION OF MEMBERS

Application for membership in this Association shall be made in writing by the applicant, together with payment to the Treasurer of such dues and fees as are then required and shall be endorsed by two members of the Association, one member acting as proposer and one member acting as seconder.

All applications shall be presented to the ~~Admissions and Membership Committee~~ Board of Directors for investigation and consideration. Upon approval of an application for membership by the ~~Admissions and Membership Committee~~ Board of Directors and the payment to the Treasurer of such dues and fees as are then required, the applicant shall be deemed elected and the applicant shall be so advised by the ~~Admissions and Membership Committee~~ Secretary which shall also inform the Secretary and Treasurer. An application may be rejected by the ~~Admissions and Membership Committee only with the ratification of~~ a majority vote of the Board of Directors. Notice of the election of each member shall be communicated to the entire membership ~~in the next meeting notice mailing to the entire membership by listing the new member in the online membership directory, unless the new member opts out from such listing.~~

ARTICLE V OFFICERS

The officers of this Association shall consist of a President, a President-Elect, a Vice President, a Secretary, and a Treasurer. The President, President-Elect, and Vice President shall hold office for a term of one year. The Secretary and Treasurer shall hold office for a term of two years, as hereinafter provided. The officers shall hold their respective offices until their successors have been fully installed. The President-Elect shall become the President effective as of the next annual meeting after his/her installation as President-Elect. In the event of a vacancy in any one of these offices or on the Board of Directors may, at its discretion, fill such vacancy, the officer or member of the Board so appointed to hold office for the balance of the term to which his/her predecessor was elected.

ARTICLE VI BOARD OF DIRECTORS

There shall be a Board of Directors of the Association consisting of the President, ~~the~~ President-Elect, the Vice President, the Secretary, the Treasurer, the past President for the next preceding year and one member of the Association (the "Director"). The Board of Directors shall have full supervision and control of the business, funds, and property of the Association during the tenure of office.

ARTICLE VII NOMINATION, ELECTION AND DUTIES OF OFFICERS AND THE BOARD OF DIRECTORS

Section 1. *Nominations.* Nominations for the office of President-Elect, Vice President, Secretary, Treasurer and Director shall be made by the Board of Directors preceding the next annual meeting of the Association as follows: i) the Board shall select from the Active Membership at least one name for the office of Director, and at least one name each for the office of President-Elect and Vice President; and ii) the Board shall select in odd numbered years only, at least one name from the Active Membership for the office of Secretary and in even numbered years only, at least one name from the Active Membership for the office of Treasurer. None of the nominees for the office of President-Elect, Vice President, Secretary and Treasurer, shall be the then incumbent of that office. The Secretary shall, at least two weeks prior to the next annual meeting of the Association, give notice in writing to the entire membership of the Association, of the ensuing annual meeting and the names of the nominees for the respective offices.

Thereafter, any group of five Active Members of the Association in good standing may, by notifying the Secretary in writing on or before the day preceding the annual meeting, nominate any other Active Member of the Association to any of the respective offices to be voted upon-, provided that such members shall not then be the incumbent of the office for which he/she is nominated and any such nominee shall be voted upon at the election along with all other nominees the same as if such nominee were selected by the Board in the manner heretofore provided.

Section 2. *Time of Election.* An election of officers and the Board of Directors shall be held at the regular annual meeting of the Association.

Section 3. *Election.* Election of the President-Elect, Vice President, Secretary or Treasurer and one Director shall be by vote taken of Active Members and Life Members in attendance at the annual meeting. The election for any office for which there is more than one nominee shall be by secret ballot taken of Active Members and Life Members in attendance and the nominee receiving the highest number of votes for the office shall be declared elected. In the event of a tie vote between candidates for President-Elect, Vice President, Secretary, Treasurer or Director, respectively, the selection shall be made by lot.

Section 4. *Duties of the President.* The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of the Board of Directors. Subject to the control of the Board of Directors, the President shall have such other powers and duties as the Board of Directors assigns.

Section 5. *Duties of the President-Elect.* The President-Elect shall act in the absence of the President and shall have such additional powers and duties as the Board of Directors assigns.

Section 6. *Duties of the Vice President.* The Vice President shall act in the absence of the President-Elect and shall have such additional powers and duties as the Board of Directors assigns.

Section 7. *Duties of the Secretary.* The Secretary shall keep at all times a complete roll of the ~~members,~~ and members and 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 of which a record shall be ordered by the Board of Directors. The Secretary shall conduct the correspondence of the Association under the direction of the President. The Secretary shall notify the officers, directors and all members of the Association of all appropriate scheduled meetings.

Section 8. *Duties of the Treasurer.* The Treasurer shall collect and, under the direction of the Board of Directors, shall disburse all funds of the Association. The Treasurer shall keep regular accounts in books belonging to the Association which shall be open for inspection of any member of the Board of Directors and the Auditing Committee at all times. The Treasurer shall at each scheduled meeting of the Board of Directors report in writing the balance of money on hand and any existing appropriations, and shall make full report of the receipts and disbursements since the previous meeting of the Board of Directors. Within thirty (30) days of the end of the fiscal year, the Treasurer during the past full

year shall prepare and submit in writing ii) a report to the Audit Committee of the Association reflecting the balance of money on hand, ii) any existing appropriations, iii) a full report of the receipt and disbursements of funds during the past fiscal year, suitably classified, iv) all outstanding obligations of the Association, and vi) an estimate of the resources and probable expenses of the coming year. The Treasurer may make any suggestion pertinent thereto that he or she may deem proper.

Section 9. *Compensation.* Officers of the Association shall not receive any compensation for their services as officers, but they may be entitled to reimbursement of reasonable and necessary costs and expenses, if any, incurred by them as officers; provided that such costs and expenses are submitted to the Treasurer with originals of appropriate receipts or other documentation of such costs and expenses in order to receive reimbursement.

ARTICLE VIII ANNUAL MEETING

The regular annual meeting of this Association shall be held in April, May, or June of each year.

ARTICLE IX PROFESSIONAL ETHICS

The conduct of any member of this Association shall be governed, wherever applicable, by the following (including future amendments):

- The Code of Professional Responsibility as adopted in Ohio;
- The rules governing practice before the United States Patent and Trademark Office; and
- The rules governing the conduct of attorneys admitted to practice in states other than Ohio.

ARTICLE X QUORUM

At any meeting of the Association, forty Active Members in good standing shall constitute a quorum.

ARTICLE XI FISCAL YEAR

The fiscal year of this Association shall begin annually on the first day of June.

ARTICLE XII AMENDMENTS

This constitution may be amended at any meeting of the Association by a two-thirds vote of those Active Members in good standing who may be present, provided that a copy of the proposed amendment subscribed to by at least five Active Members in good standing has been mailed, or otherwise provided via hard copy or electronic means to the membership not less than thirty days prior thereto.

ARTICLE XIII DISSOLUTION

In the event of dissolution of the Association, after paying or adequately providing for the debts and obligations of the Association, the then remaining assets shall be distributed to or for the benefit of an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**AMENDED AND RESTATED BYLAWS OF THE
CLEVELAND INTELLECTUAL PROPERTY
LAW ASSOCIATION**

As last amended at the Annual Meeting [~~2023-15~~]

**ARTICLE I
FEES AND DUES**

Section 1. Application Fees. An application fee shall accompany every application for membership, and this fee shall constitute the first year's dues, as follows, or in such other amounts as the Board of Directors may from time-to-time determine proper upon at least thirty days' advance written notice to the Association:

- Active Members admitted to the Bar for five years or more on May 31 of the given Association fiscal year: ~~\$4975.00~~ if the application is made in the first half of the fiscal year or ~~\$3570.00~~ if the application is made in the second half of the fiscal year.
- Active Members admitted to the Bar for less than five years on May 31 of the given Association fiscal year: ~~\$3560.00~~ if the application is made in the first half of the fiscal year, or ~~\$3055.00~~ if the application is made in the second half of the fiscal year.
- Agent Members: ~~\$3560.00~~ if the application is made in the first half of the fiscal year, or ~~\$3055.00~~ if the application is made in the second half of the fiscal year.
- Academic Members and Associate Members: ~~\$2035.00~~ if the application is made in the first half of the fiscal year, or ~~\$1530.00~~ if the application is made in the second half of the fiscal year.
- Student Members: ~~\$1025.00~~ if the application is made in the first half of the fiscal year, or ~~\$20.00~~ if the application is made in the second half of the fiscal year.

Section 2. Membership Dues. Following the first year, a membership dues shall be payable in advance from the first day of June of a fiscal year to maintain a Member in good standing in the Association, as follows, or in such other amounts as the Board of Directors may from time-to-time determine proper upon at least thirty days' advance written notice to the Association:

- Active Members who have been admitted to the Bar five years or more on May 31 of the given Association fiscal year: ~~\$4065.00~~ per year.
- Active Members who have been admitted to the Bar less than five years on May 31 of a given Association fiscal year: ~~\$3550.00~~ per year.
- Agent Members: ~~\$3550.00~~ per year.
- Academic and Associate Members: ~~\$2025.00~~ per year.
- Student Members: ~~\$1015.00~~ per year.

Section 3. Default. Any member ninety days in default of the payment of his or her dues or assessments levied by the Association may be dropped from the rolls by the Board of Directors and shall thereupon cease to be a member. Any member so dropped may be reinstated by the Board of Directors upon payment of the amount in default.

**ARTICLE II
MEETINGS**

Section 1. General Meetings. In addition to the Annual Meeting, there shall be held at least three general meetings of the Association during each fiscal year at the call of the President.

Section 2. Special Meetings. Special meetings of the Association shall be called from time-to-time upon written request to the Secretary of not less than twenty Active Members in good standing, provided the objects of such special meeting are stated in the request. The Secretary shall notify the membership of any special meeting and of the object therefor.

Section 3. Conduct of Meetings. Meetings of the Association shall be conducted by the President, and in his or her absence, by the President-Elect, and in the absence of both, by the Vice President.

ARTICLE III MEETINGS OF THE BOARD OF DIRECTORS

The President, or, ~~during the absence or inability of the President, the~~ President-Elect, ~~during the absence or inability of the President, or, at any time regardless of the presence of ability of the President,~~ any two members of the Board of Directors may call a meeting of the Board of Directors.

ARTICLE IV QUORUM FOR THE BOARD OF DIRECTORS

Three members of the Board of Directors shall constitute a quorum at any meeting for the transaction of business. A vote of a majority of the entire Board of Directors shall be required for approving any motion or resolution properly brought before the Board. Proxy votes are not permitted.

ARTICLE V COMMITTEES

Section 1. There shall be the following standing committees of the Association:

A. Program Committee (chaired by the Director with at least eight appointed members). The Program Committee shall arrange for programs and speakers for the General and Special Meetings of the Association, at the direction of and subject to the approval of the Board of Directors, on subjects of general interest to the membership. The Program Committee shall include subcommittees focused on specific aspects of intellectual property law and issues, and which from time-to-time (a) bring to the attention of the Association current legal developments, (b) prepare position papers or documents on changes to intellectual property practice; and (c) act as a liaison for the Association with other organizations similarly concerned with such subjects. Such subcommittees may include:

- i. Patent Law and Practice Subcommittee
- ii. Trademark and Unfair Competition Law and Practice Subcommittee
- iii. Copyright, Computer Software, and Media Law and Practice Subcommittee
- iv. Trade Secrets and Data Privacy/Cybersecurity Law and Practice Subcommittee
- v. International IP Law and Practice Subcommittee
- vi. IP Litigation Subcommittee
- vii. IP Licensing and Transactions Subcommittee
- viii. In-House Subcommittee

B. A Public Relations Committee (at least 1 appointed member). The Public Relations Committee shall strive to maintain and improve relations with the public at large, industry, and the general bar; to provide speakers to outside groups on request; to refer individuals seeking donations to be made by the Association; to maintain liaison with and assist public relations committees of local bar associations and the American Intellectual Property Law Association; and to stimulate publications and programs in the news media.

C. A Placement Committee (at least 1 appointed member). The Placement Committee shall assist in job placement in the intellectual property field for Association members and others in the Northern District of Ohio, Eastern Division.

D. An Admissions and Membership Committee (at least 1 appointed member). The Admissions and Membership Committee shall solicit memberships of qualified persons, ~~and shall receive and act on applications for membership as specified in Article IV of the Constitution.~~

E. An Audit Committee (at least 1 appointed member). The Audit Committee shall audit the books and accounts of the Treasurer and submit its report to the Board of Directors at the first meeting of the Board of Directors of each Association year.

F. A Continuing Legal Education Committee (at least 1 appointed member). The Continuing Legal Education Committee shall (a) advise members of applicable CLE requirements and CLE programs, (b) assist members in meeting applicable CLE requirements, including ethics requirements, and (c) assist the Program Committee in obtaining CLE authorization for Meetings.

G. A Pro-Bono Committee (at least 1 appointed member). The Pro Bono Committee shall advise members of available pro bono opportunities in the community for protecting and enforcing intellectual property rights, and encourage the membership to engage in pro bono activities in the field of intellectual property law.

H. A Women's Committee (at least 1 appointed member). The Women's Committee shall provide resources, activities and encouragement for women members of the Association to network and further develop an appreciation and understanding of the practice of intellectual property law.

H.I. A Young Lawyers' Committee (at least 1 appointed member). The Young Lawyers Committee shall provide resources, activities and encouragement for young members of the Association to network and develop an appreciation and understanding of the practice of intellectual property law.

Section 2. Members of Standing Committees:

A. The President shall appoint at least one-third of the members of all standing committees promptly after the annual meeting, to serve for three years or until successors are appointed. The President may fill vacancies at any time by appointment to fill unexpired portions of terms.

B. Each committee may invite other designated members of the Association to meet with the committee, with or without voting rights as the committee may specify.

C. The President may from time-to-time appoint such special committees as he/she may deem advisable.

**ARTICLE VI
AMENDMENT OF THE BY-LAWS**

These by-laws may be amended by a two-thirds vote of the Active Members in good standing present at any meeting of the Association.