

**BYLAWS of THE HOWARD T. MARKEY INTELLECTUAL PROPERTY  
AMERICAN INN OF COURT**

**ARTICLE I. Name and Objectives**

*Section 1. Name.* The name of this association is THE HOWARD T. MARKEY INTELLECTUAL PROPERTY AMERICAN INN OF COURT (the "Inn").

*Section 2. Objectives.* The objectives of this association are set forth in the Inn's Organizational Charter No. 456, dated July 22, 2013, and are hereby incorporated by reference as if set forth herein.

**ARTICLE II. Fiscal Year and Inn Year**

*Section 1. Fiscal Year.* The fiscal year of the Inn shall be July 1 through June 30.

*Section 2. Inn Year.* The Inn Year shall be the same as the fiscal year.

**ARTICLE III. Members**

*Section 1. General Qualifications.*

Membership in the Inn is open to all members in good standing of the bar of the State of California, and to law professors and law students, who are interested in furthering the purposes of the American Inns of Court. In addition, members must reside or work in Orange County, California and should be seeking the skill and knowledge to litigate intellectual property law cases in the federal and state courts in a manner consistent with the objectives of this Inn and the American Inns of Court. Members must be nominated by the Membership Chair and approved by the Board of Directors. The membership, in accordance with the Diversity Policy of the American Inns of Court, should reflect the diversity of the Orange County legal community.

*Section 2. Types of Memberships and Specific Qualifications.*

(a) Masters of the Bench (Benchers): Members who are federal or state judges in active status or who are retired but not actively engaged in the practice of law.

- (b) Academic Masters: Members who are full-time faculty members of an ABA-accredited law school.
- (c) Masters: Members with at least 20 years of experience in the law, usually evidenced by being admitted to the practice of law for at least 20 years or possession of equivalent experience, at the beginning of their term of membership.
- (d) Barristers: Members with at least 7 years of experience in the law, usually evidenced by being admitted to the practice of law for at least seven years or possession of equivalent experience, at the beginning of their term of membership.
- (e) Associates: Members admitted to the practice of law and who do not qualify as Barristers when joining the Inn.
- (f) Students: Members currently enrolled in the study of law at ABA-accredited law schools, to be nominated by an Academic Master.
- (g) Emeritus: A Bencher, an Academic Master, or a Master whose body of work or contributions warrant special status, in the discretion of the Board of Directors.

### *Section 3. Terms of Membership.*

- (a) Academic Masters and Benchers shall have indefinite terms.
- (b) Masters and Barristers shall have terms of five years.
- (c) Associates shall have terms of three years.
- (d) Students shall have terms of one year.
- (e) Masters, Barristers, Associates, and Students must reapply for membership at the end of their terms.

### *Section 4. Duties of Members.*

- (a) Members have a duty (i) to attend each Inn meeting, subject to Article IV, Section 3; (ii) to meet as pupillage groups periodically, at times other than the Inn meetings, to foster increased professionalism, legal knowledge, and ethics among each pupillage group's members; and (iii) to participate actively in the meetings of the Inn and of their pupillage groups.
- (b) Emeritus members shall attend the Inn meetings and pupillage group meetings to the greatest extent possible.

### *Section 5. Admission.*

- (a) Each membership application must be submitted as directed by the Board of Directors.
- (b) The Board of Directors shall select new members based on a majority vote after considering the recommendations of the Membership Chair.

(c) The President or another officer to whom such responsibility is delegated shall be responsible for informing successful applicants of the decision of the Board of Directors.

*Section 6. Pupilage Groups.*

The Inn shall be divided into Pupilage Groups. To the extent possible, each Pupilage Group should have at least one Bencher, two Masters, two Barristers, one Associate, and one Student. The composition of each Pupilage Group may vary depending on the overall make-up of the Inn membership, but ideally should include at least one representative from each membership category. Academic Masters and Emeritus members may be assigned to Pupilage Groups. To the extent possible, Academic Masters and Emeritus members should be assigned to different Pupilage Groups. Assignments of individual members to Pupilage Groups shall be made by the Board of Directors before the beginning of each Inn Year.

**ARTICLE IV. Meetings**

*Section 1. Meetings.*

(a) Meetings. At the beginning of each Inn Year, the Board of Directors shall announce to the membership the meeting schedule for the Inn Year. The meetings should occur periodically beginning in September and ending in May of the Inn Year, unless modified by the Board of Directors. There should be at least six meetings in each Inn Year, excluding social gatherings. The meetings shall be held at a place designated by the Board of Directors.

(b) Suggested Format. It is suggested that gathering for the meeting begin at 6:00 p.m.; that attendance be taken, announcements made, and business conducted at 6:30 p.m.; that dinner begin at 6:30 p.m.; that presentations and discussion begin no later than 7:30 p.m.; and that the meeting conclude at 8:30 p.m. The format may be altered by the Board of Directors or by the President, as and when they deem appropriate.

(c) Conduct of Meetings. The President shall preside over all meetings. If the President is not present, the Vice-President shall preside, and if the Vice-President is not present, the Counselor shall preside. If all three of those officers are not present, another member of the Board of Directors selected in advance by the President shall preside. The Secretary shall keep minutes of each meeting and shall take attendance. The President or Vice President shall make announcements and

conduct business, immediately before dinner. Following dinner, a presentation shall be given by one of the Pupilage Groups.

### *Section 2. Notice of Meetings.*

Notice of the meetings shall be given by the Secretary of the Inn. Unless expressly cancelled in writing, the meetings of the Inn shall take place according to the schedule originally set by the Board of Directors at the beginning of the Inn year.

### *Section 3. Attendance.*

(a) Policy. As part of their duties as members of the Inn, members are expected to attend all Inn meetings and to miss meetings only when necessary to avoid dereliction of professional or personal responsibilities.

(b) Substitutes. Each member is encouraged to designate and send another judge, professor, attorney, or law student as a substitute to any meeting from which the member must be absent.

(c) Resignation for Excessive Absences.

(1) A member who has been absent from three or more meetings in one Inn Year and who has not sent a substitute to at least one of those missed meetings will be asked to tender his or her resignation at the conclusion of that Inn Year.

(2) A member who has sent a substitute to one or more meetings from which the member has been absent but who nonetheless has been absent from four or more meetings in one Inn Year will be asked to tender his or her resignation at the conclusion of that Inn Year.

(3) The Board of Directors, upon a member's application and a showing of extenuating circumstances, may in its discretion withdraw the request for resignation under subparagraph (1) or (2) above.

### *Section 4. Guests.*

Due to the nature of the Inn concept and the expense associated with the dinner portion of the meetings, guests shall be permitted only with the prior approval of the President or Treasurer.

### *Sections 5. Voting Procedures*

Whenever any action of the Inn requires members to cast a vote, preferably that vote should take place at a meeting. However, the officers may decide to allow members to cast votes by phone or by email when the circumstances so warrant. The officers may also decide whenever certain votes can be made by secret ballot.

## ARTICLE V. Officers

### *Section 1. Officers and Terms.*

The Officers shall be a President, a Vice President (President-elect), a Counselor, a Secretary, a Treasurer, a Membership Chair, and a Program Chair. No person shall hold more than one office in any Inn Year. Officers shall hold office for the entire Inn Year for which they are elected subject to maintaining their membership in good standing or removal by the Board for gross dereliction of duties or gross misconduct. No officer may serve consecutive terms in the same position. An officer, however, may serve a full term even though the officer served a portion of a preceding term when filling a vacancy pursuant to Section 3 of this Article. Moreover, an officer who served a full term may serve a portion of succeeding term when filling a vacancy pursuant to Section 3 of this Article. The Vice President shall assume the office of President after serving one year as Vice President. No other officer is presumed to succeed any other position. The President, Vice-President, and Counselor must be Benchers or Masters and the Inn should strive to have at least one Bencher serving in one of these three officer positions.

### *Section 2. Nomination; Election.*

The officers of the Inn shall be nominated by the Nominating Committee consistent with any Nomination Committee Guidelines adopted by the Inn and shall be elected by the members of the Inn. Nominations of officers for the following Inn Year should be announced by April 30 and elections should be held before May 31. The announcements and elections should be conducted at the meeting immediately preceding the deadlines.<sup>1</sup>

### *Section 3. Vacancies.*

If a vacancy occurs in an office during an Inn Year, the Board of Directors shall select a member to fill the vacancy. Whenever the office of the President becomes vacant, the Vice President shall immediately become the President and the Board shall appoint a member to be the Vice President.

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<sup>1</sup> The present officers have terms that will end on March 31, 2015. The officers elected in 2015 will have terms that commence on April 1, 2015 and end on June 30, 2016. These special terms will allow for a transition from terms that currently coincide with calendar years to terms that coincide with the Inn Year.

*Section 4. Salaries.*

The officers of the Inn shall not be entitled to salaries or other compensation, nor shall they accept gifts worth more than \$100 given because of their service as an officer of the Inn.

*Section 5. President: Powers and Duties.*

- (a) The President shall be the chief executive officer of the Inn and shall have general supervision of Inn business.
- (b) The President shall preside at all meetings of members and at all meetings of the Board of Directors, and shall discharge the duties of the presiding officer.
- (c) The President shall sign and make all contracts and agreements in the name of the Inn.
- (d) The President shall endorse these Bylaws and perform all duties incident to the position and office that are required by law.
- (e) The President shall perform all other duties as the Board of Directors may from time to time assign.
- (f) The President shall appoint the members of the Nominating Committee for each Inn year.
- (g) Upon completion of his or her term, the President shall become the Immediate Past President.

*Section 6. Vice-President (President-elect): Powers and Duties.*

- (a) The Vice-President shall, at the expiration of his or her one-year term, become president.
- (b) The Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President.
- (c) The Vice-President shall perform all other duties as the Board of Directors or the President may from time to time assign.
- (d) The Vice-President shall coordinate with the Program Chair to ensure that the programs presented at each meeting meet the goals and purposes of the Inn.

*Section 7. Counselor: Powers and Duties.*

- (a) The Counselor shall perform the duties and exercise the powers of the President and Vice President if both officers are absent at a meeting of the Inn.

- (b) The Counselor shall establish and maintain liaison with the local federal and state courts and assist in ensuring that judges are participating in the activities of the Inn.
- (c) The Counselor shall oversee the mentoring of the members.
- (d) The Counselor shall advise the Inn on long-range planning.
- (e) The Counselor shall perform all other duties as the Board of Directors or the President may from time to time assign.

*Section 8. Secretary: Powers and Duties.*

- (a) The Secretary shall take attendance at each meeting of the Inn and maintain attendance records.
- (b) The Secretary shall keep the minutes of the meetings of the Inn and of the meetings of the Board of Directors and shall be responsible for distributing copies of the minutes as appropriate.
- (c) The Secretary shall be the custodian of the records of the Inn.
- (d) The Secretary shall maintain membership records and records of the terms of each member and the terms of service of officers.
- (e) The Secretary shall sign all certificates of membership.
- (f) The Secretary shall attend to all correspondence and perform all the duties incident to the office of Secretary.
- (g) The Secretary shall keep an historical record of the members, with the names and addresses of all the members of the Inn.
- (h) The Secretary shall keep an historical list of the Officers and the Directors.
- (i) The Secretary shall be responsible for maintaining and keeping current the information posted on the Inn's website.
- (j) The Secretary shall see that any books, reports, statements, and certificates required by law are properly kept, made, and filed.
- (k) The Secretary shall perform all other duties as the Board of Directors or the President may from time to time assign.

*Section 9. Treasurer: Powers and Duties.*

- (a) The Treasurer shall have custody of all Inn funds.
- (b) The Treasurer shall keep full and accurate accounts of receipts and disbursements, and shall deposit all Inn monies and other valuable effects in the name and to the credit of the Inn in a depository or depositories designated by the Board of Directors.

- (c) The Treasurer shall disburse the funds of the Inn and shall render to the President or the Board of Directors, at least twice a year, an account of all transactions and of the financial condition of the Inn.
- (d) The Treasurer shall keep correct books of account of all of the Inn's business and transactions and such other books of account as the Board of Directors may require.
- (e) The Treasurer shall perform all duties pertaining to the office of Treasurer.
- (f) The Treasurer shall perform all other duties as the Board of Directors or the President may from time to time assign.

*Section 10. Membership Chair: Powers and Duties*

- (a) The Membership Chair shall accept all applications for membership to the Inn.
- (b) The Membership Chair shall make recommendations to the Board of Directors as to who should be accepted as members and the type of membership that should be offered to each candidate.
- (c) The Membership Chair should assist the Secretary to ensure that all membership records are current and accurate.
- (d) The Membership Chair shall perform all other duties as the Board of Directors or the President may from time to time assign.
- (e) The Membership Chair shall periodically advise the membership of the meeting attendance requirements of the Inn so that members can maintain their good standing as members of the Inn.

*Section 11. Program Chair: Powers and Duties*

- (a) The Program Chair shall supervise all programming to ensure that all programs and presentations are of the highest quality and promote the goals of the Inn.
- (b) The Program Chair should keep records of the programs to make sure that the programs are diverse, non-repetitive, and are being presented by all of the pupillage groups in an orderly fashion.
- (c) The Program Chair shall ensure that each pupillage group is on notice for its presentation.
- (d) The Program Chair shall perform all other duties as the Board of Directors or the President may from time to time assign.

*Section 12. Delegation of Duties.*

Whenever an officer is absent, or when the Board of Directors deems necessary, the Board of Directors may delegate the powers or duties of an officer to any other officer or officers, member of the Board of Directors, or regular Inn member.

## **ARTICLE VI. Board of Directors**

### *Section 1. Membership.*

The Board of Directors shall consist of the President, the Vice-President, the Secretary, and four members of the Inn who are not officers of the Inn. The members of the Board shall be nominated by the Nominating Committee, shall be elected by the Inn membership, and shall serve one-year terms. Board members may serve on the Board in consecutive years.

### *Section 2. Powers.*

The Board of Directors shall have the powers set forth in these Bylaws and shall serve as the governing and policy-making body of the Inn.

### *Section 3. Meetings.*

The Board of Directors shall meet, telephonically or in person, from time to time during each Inn year to oversee Inn activities, plan future activities, take action on various membership and attendance issues, and for other business. The President shall call for such meetings at least three times a year.

### *Section 4. Voting.*

All actions of the Board of Directors shall be by majority of the members present at a duly called meeting.

## **ARTICLE VII. Committees**

### *Section 1. Committees.*

The President, after consulting with the Board of Directors, shall appoint a Nominating Committee, and may establish other committees and appoint the

members of such other committees. All actions of a committee shall be by majority vote of the members present at a duly called meeting of the committee.

*Section 2. Nominating Committee.*

A Nominating Committee shall be appointed to nominate officers and directors of the Inn. The Vice-President (President-elect) shall serve as the Chair of the Nominating Committee. The Immediate Past President shall also serve as a member of the Nominating Committee.

*Section 3. Membership Committee.*

A Membership Committee may be appointed. The Membership Chair shall be the Chair of the Membership Committee. The President may appoint the members of the Membership Committee, which may be some or all of the members of the Board of Directors.

*Section 4. Program Committee.*

A Program Committee may be appointed. The Program Chair shall be Chair of the Program Committee. The President may appoint the members of the Program Committee, which may be some or all of the members of the Board of Directors.

## **ARTICLE VIII. Nonprofit Operations**

*Section 1. Ownership.*

The Inn will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Inn will be distributed to its members, directors, or officers without full consideration. No member of the Inn has any vested rights, interest, or privileges in or to the assets, property, functions, or activities of the Inn.

*Section 2. Political Activities.*

No substantial part of the activities of the Inn shall be to create any propaganda, or otherwise attempt to influence legislation, and the Inn shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

*Section 3. Unauthorized Activities Generally.*

Notwithstanding any provision in these Bylaws, the Inn shall not engage in any activity or exercise any powers that are not in furtherance of the purposes of the American Inns of Court.

**ARTICLE IX. Special Corporate Acts**

*Section 1. Execution of Written Instruments.*

Unless otherwise specifically determined by the Board of Directors, or otherwise required by law, formal contracts of the Inn, promissory notes, deeds, leases, assignments, and any other evidence of indebtedness of the Inn, or any other instrument and document shall be executed, signed, or endorsed by the President of the Inn. No officer or agent of the Inn, either singly or jointly with others, shall have the power to make payable any bill, note, check, draft or warrant, or other negotiable instrument, or endorse the same in the name of the Inn, or contract or cause to be contracted any debt or liability in the name of or on behalf of the Inn, except as herein expressly prescribed and provided.

**ARTICLE X. Amendments**

*Section 1. Amendments.*

The power to amend or repeal the Bylaws or to adopt new Bylaws is reserved to the Benchers, Academic Masters, Masters, and Barristers of the Inn, a majority of which must approve any such action.

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