

BY-LAWS OF THE BENJAMIN FRANKLIN AMERICAN INN OF COURT

APPROVED April 19, 2011

ARTICLE I
RELATION TO ORGANIZATIONAL CHARTER

These By-laws shall be interpreted, to the extent possible, to be consistent with the Organizational Charter of the Benjamin Franklin American Inn of Court (hereafter “this (or the) Inn”), a copy of which is attached hereto as Appendix A. Unless explicitly indicated to the contrary, any inconsistency between these By-laws and the Organizational Charter shall be governed by the Organizational Charter.

Any change in these By-laws or in the Organizational Charter shall be made only upon a majority vote of all of the Members of the Inn.

ARTICLE II
MEMBERSHIP

Eligibility:

Any judge, any attorney admitted to practice in any jurisdiction in the United States, and any student in any law school in the United States, whose jurisdiction or practice or prospective practice includes or is expected to include significant involvement with Intellectual Property Law, including specifically patents, trademarks, copyrights, trade secrets, and related unfair competition, contract, or computer law, is eligible to be a member of this Inn.

Classes:

The Membership shall be classified as follows:

Honorary: Judges;

Masters of the Bench (Masters): practitioners with at least fifteen (15) years of experience in practice with significant involvement in Intellectual Property Law;

Barristers: practitioners with five (5) to fifteen (15) years of experience in practice with significant involvement in Intellectual Property Law;

Associates: practitioners with zero (0) to five (5) years of experience in a practice or prospective practice that includes significant involvement in Intellectual Property Law; and

Pupils: Law Students with an interest in a prospective practice including significant involvement in Intellectual Property Law (Pupils may not be Officers or Board Members and may not participate in the election of officers). If the Board, in its discretion, determines that the number of Pupils shall be limited, preference shall be given to third year or fourth year (evening) law students.

Membership shall be on a yearly basis, beginning June 1 each year, and shall not be continued from year-to-year; rather, membership shall be renewable each year upon application and payment of dues.

Dues:

The annual dues payable upon time of application for membership shall be determined each year by the Board.

Limitation on Membership:

At the discretion of the Officers and the Board, Membership may be limited within specific classes of membership in order to ensure a balance of such classified members as the Officers and Board may deem appropriate.

ARTICLE III
GOVERNING AUTHORITY

Board of Directors:

The Inn shall be governed by a Board of Directors which shall consist of the Officers, the Immediate Past President, and four (4) additional Board Members At Large, at least one of whom shall be a Barrister and at least one of whom shall be an Associate.

It shall be the duty of the Board as a whole to conduct the business of the Inn, either directly or by delegation, and to make such changes in organizational operation and programs as it deems best suited to meet the objectives of the Inn.

Officers:

The Officers shall consist of a President, a President-Elect, a Vice-President, a Treasurer and a Secretary, all of whom shall be Honorary, Master or Barrister Members.

It shall be the duty of the President to call and chair meetings of the Board and to delegate to the President-Elect, Vice President, Treasurer, Secretary, and other Directors such duties as they may mutually agree upon. Any other Officer or Director may also call a Board Meeting, upon notice to all other Officers and Directors and a majority vote of all other Officers and Directors.

It shall be the duty of the Secretary to send, to all Members, all program, meeting, and nomination/election notices and to send, to a special mailing list maintained for this purpose, an invitation to apply for membership in the ensuing year. This invitation shall be sent each year in June, with a follow-up reminder in July. The special mailing list maintained for the purpose of inviting applications for membership shall include, at a minimum, all members of the Inn within the prior three years. The Treasurer shall be responsible for collecting dues, maintaining bank accounts, paying expenses of the Inn upon authorization by the President and one other Officer, paying dues to the National Inn of Court Foundation, and making periodic financial reports to the Board.

Terms:

The terms of all Officers and Directors shall be one (1) year, beginning June 1.

Nomination and Election:

Election of all Officers and Directors for the ensuing year shall be conducted as follows:

No later than March 15 of each year, the President shall appoint a Nominating Committee of no less than three (3) Members. The Secretary shall announce to all Members the names of the members on this Nominating Committee, with the invitation that any suggestions concerning possible nominees be forwarded to one of those committee members. The Nominating Committee will meet, within the ensuing thirty (30) days, then formulate and present to the President a slate of proposed candidates for each Officer and Director position.

No later than May 1 of each year, the Secretary shall send to all Members a Notice of Nominations, listing the nominees and informing all Members that unless additional candidates are nominated within fifteen (15) days from the date of such Notice, the nominees shall be considered to be have been elected by acclamation and that those nominees shall assume office as of June 1. That Notice of Nominations shall also inform all Members that, within fifteen (15) days of the Notice, any Member, other than Pupils, may propose additional nominees for any position upon written petition to the President signed by no less than fifteen (15) percent of the then-current membership, including Honorary but not Pupil Members.

If there are more qualified nominees for any position than the number of that position to be elected, the Secretary shall so advise all members in writing, at the time of the annual invitation to apply for membership in the ensuing year, and shall include with that invitation:

an outer return envelope addressed to the Secretary and marked with the name of the prospective new or renewal Member,

an inner, unmarked return envelope addressed to the Secretary and a ballot to be inserted in that inner envelope, by which each prospective new or renewal member may vote for all candidates.

Members shall be informed that only such ballots as are received within five weeks of the date of the invitation, with valid, completed applications for Associate, Barrister, or Master membership (including any necessary dues payment) in the ensuing year, shall be considered valid votes. Those inner envelopes shall remain sealed until opened and counted by an executive committee consisting of the previous year's Secretary, President, and all Master, Barrister, and Associate members of the Board. The nominee having the most votes for each office in question shall then immediately assume office.

ARTICLE IV MEETINGS AND ACTIVITIES

All meetings and activities of the Inn shall be open to all Members, to other members of the Bar, and to Law Students.

The membership shall be organized by the President into Pupillage Groups for purposes of program presentations and for pupillage and counseling among Masters, Barristers, Associates, and Pupils, and for Pupillage Group meetings assembled for that purpose by the Pupillage Group Leader, at that Leader's discretion. To the extent possible, the President shall make every effort to identify all members with a Pupillage Group no later than October 1 each year and shall

publish the membership of all such Pupillage Groups as soon as possible thereafter.

Program Planning

The Officers and the Board shall make every effort, both directly and by delegation to appropriate Members, to plan and to organize regular program meetings of the Inn, not fewer than six (6) per year. Each individual Pupillage Group shall be expected, for at least one meeting per year, to plan and present an inter-active program identifying and including an educated discussion of issues pertaining to Intellectual Property Law and ethical and professional responsibility aspects thereof, and including some balance between the various forms of Intellectual Property Law and between counseling, patent and trademark solicitation, transactional advice, and litigation.

For purposes of program planning and mutual assistance among the Pupillage Groups, the President shall delegate, before the end of a program year, to a member or another Officer the duties of program planning for the ensuing year and those duties shall be completed in conjunction with a committee of all Pupillage Group Leaders. That responsibility shall continue through the ensuing year.

To the extent possible, meetings and programs shall be held in facilities provided by Members and Members' employers and every effort shall be made to minimize the cost of attendance at such meetings to individual Members.

The annual invitation for applications to renew or to establish membership shall make it clear that Members are expected to participate actively in their Pupillage Group activities and in all programs and meetings of the Inn, to the extent they can possibly do so. Upon persistent or unexplained failure of any Member to do so, the Board may, in its discretion, reject a Member's application to renew membership or may request a Member to withdraw from membership because of such failure to participate.