**BYLAWS OF THE
HOUSTON INTELLECTUAL PROPERTY INN OF COURT
AMERICAN INN OF COURT**

**General**

## **Purpose**

The purposes of the Houston Intellectual Property Inn of Court (the "Inn") are set forth in its Organizational Charter issued by the American Inns of Court Foundation on July 5, 2012 and any amendments that may be made thereto. In general, the purposes of the Inn are to promote ethics, civility, professionalism and legal skills in the field of intellectual property law amongst judges, law professors, lawyers, law students and others in the Houston, Texas area.

## **Location**

The Inn shall be located in the City of Houston, Harris County, Texas.

# Organization

## **Executive Committee**

The Executive Committee is composed of the Officers, the Chairs of the Membership and Program Committees, and such other members as the Inn's Masters deem necessary. The duties of the Executive Committee are set forth in the Organizational Charter, and as further set forth herein

## **Officers**

The Officers of the Inn shall be a President; at least one Judicial Counselor; an Immediate Past President; a President-Elect; a Treasurer; a Secretary; and such other officers as the Inn’s Masters deem necessary. Officers are selected in accordance with article V, section 3 below. The duties of the Officers are set forth in the Organizational Charter, and as further set forth herein. The term of each Officer is typically one year. Officers may succeed themselves.

## Committees

A. The Executive Committee may establish standing and ad hoc committees from time to time from among the active members of the Inn, and from time to time may change or discontinue committees. The Officers shall appoint committee members and chairs of committees, who shall serve one year terms, or as otherwise directed by the Officers. Committees may create ad hoc sub-committees as appropriate.

B. The following standing committees shall be established: a Membership Committee and a Program Committee. The committee members of the Membership Committee shall include at least the Officers as well as any other members appointed by the Officers. Among such other duties as may be assigned by the Executive Committee, the duties of the Membership Committee and the Program Committee are set forth in the following paragraphs.

C. The Membership Committee shall solicit and review applications for membership in the Inn, and make recommendations to the Executive Committee for membership in the Inn; shall maintain records of active members' attendance and oversee attendance in accordance with Article IV, Section 2 of these Bylaws; shall assign members to Pupillage groups in accordance with Article II, Section 4 of these Bylaws; and, shall perform such other duties as the President, the Officers or the Executive Committee may assign it from time to time.

D. The Program Committee shall oversee and approve program topics; shall assist Pupillage groups in planning their programs; to the extent appropriate for particular programs, may submit programs to the State Bar of Texas for minimum continuing legal education credit; and shall perform such other duties as the President, the Officers or the Executive Committee may assign it from time to time.

## Pupillage Groups

The Membership Committee shall assign each active member of the Inn to a Pupillage Group except that Judicial Counselors and Law School Professors need only be assigned to a Pupillage Group if they so choose. The Membership Committee shall select one or more Masters to act as the team leader of each such Pupillage Group. To the extent practical, each Pupillage Group (or each combination of a limited number of Pupillage Groups if the Program Committee, subject to the approval of the Executive Committee, establishes such combination) is responsible for presenting a program during one meeting of the Inn each year on a schedule that the Program Committee shall establish in consultation with the Executive Committee. Members of Pupillage Groups may be reassigned every year at the discretion of the Membership Committee.

# Membership

## Active Members

In accord with the Organizational Charter, active members of the Inn include four categories of judges, law professors, lawyers and law students. To qualify for the Inn, lawyers shall have a significant practice in the field of intellectual property law, and judges, law professors and law students shall have expressed a significant interest in the practice of intellectual property law. Membership shall not be denied to any person on account of race, creed, religion, color, national origin, ancestry, sex, age, marital status, disability, sexual orientation, or gender identity.. The Inn's categories of active members are as follows:

* Masters of the Bench, which category includes judges, law professors, and practicing lawyers who typically have at least seventeen years experience. Masters typically shall serve four year terms beginning on July 1 and ending on June 30 of their fourth year, each four year term being renewable upon request from a Master for renewal and an acceptance of such request by the Executive Committee. To the extent practical, such terms shall be staggered;
* Barristers, which category includes practicing lawyers (and may include judges and law professors) who typically have at least seven to seventeen years experience. Barristers typically shall serve three year terms beginning on July 1 and ending on June 30 of their third year, each three year term being renewable upon invitation from the Executive Committee. To the extent practical, such terms shall be staggered;
* Associates, which category includes practicing lawyers (and may include law professors) who typically have fewer than seven years experience. Associates typically shall serve two year terms beginning on July 1 and ending on June 30 of their second year, each two year term being renewable upon invitation from the Executive Committee. To the extent practical, such terms shall be staggered; and
* Pupils, which category includes law students, who shall serve one year terms beginning on July 1 and ending on June 30, each one year term renewable upon invitation from the Executive Committee.

## Emeritus and Honorary Members

The Executive Committee may confer Emeritus and Honorary memberships, including Honorary Emeritus memberships, in the Inn in accord with the Organizational Charter. Subject to the discretion of the Officers, Emeritus and Honorary members who attend meetings of the Inn may be charged the approximate equivalent of the cost of their attendance at such meetings, or the Officers may waive the approximate equivalent charge on a case by case basis.

**Meetings and Attendance**

## Meetings

Meetings normally shall be held at least six times during each Fiscal Year at such times and locations as the Executive Committee may determine. The Inn also will endeavor to have at least one social event each Fiscal Year to which members may invite guests

## Attendance

Each active member, other than judges and law professors, will be allowed two absences from the regularly scheduled dinner meetings in any given Fiscal Year.  The Membership Committee shall monitor attendance at dinner meetings and shall submit the names of those members who have three absences to the Officers.  After contacting each member who has had at least three absences in a Fiscal Year, the Membership Committee shall provide the Officers with the reasons for such absences and make a recommendation to the Officers as to whether it believes the member should be dropped from the rolls of the Inn at the end of the current Fiscal Year. Unless a showing of good cause shall be made to the Officers the Officers shall decide whether (a) such member shall be dropped from the rolls at the end of the current Fiscal Year, and whether (b) a presumption exists that such member will not be accepted as a member of the Inn in future years absent exceptional circumstances. The Officers or their designee shall contact each such member for the purpose of advising the member of the reasons that he or she is being dropped from the rolls of the Inn as of the conclusion of the current Fiscal Year.

**Voting and Elections**

## Masters

 A. Each Master has one vote on all matters submitted to the Masters. A majority of the voting Masters shall constitute a quorum for transacting business except in the case of adopting or amending these bylaws, which shall be in accordance with article VII below. Every act done or decision made by a majority of the Masters in attendance at a meeting shall be regarded as the act of all Masters.

B. A vote of the Masters may be conducted in person at a meeting of the Masters, or via email, facsimile, or any other reasonable means as determined by the President.

## Executive Committee

A. Each member of the Executive Committee shall be entitled to one vote on all matters submitted to the Executive Committee. In the event of a tie, the President shall have the deciding vote. A majority of the members of the Executive Committee shall constitute a quorum for transacting business. Every act done or decision made by a majority of the members in attendance at a meeting shall be regarded as the act of the entire Executive Committee.

B. А vote of the Executive Committee shall be conducted in person at a meeting of the Executive Committee, or via email, facsimile, or any other reasonable means as determined by the President.

## Elections

A. The nomination and election of Officers will occur each year during the months of March or April at a meeting of the Masters especially called for that purpose. At the end of the President’s term (and subject to any successive term of a current President the Masters may approve), the President-Elect shall, unless he or she shall have failed or been unable to act as President-Elect, automatically assume the office of President for a term of one year. Selection of the Officers shall be in accord with the Organizational Charter.

B. A Nominating Committee shall be appointed by the President in February, and announced to the Masters upon its appointment. The Nominating Committee shall include the Immediate Past President and no less than two additional Masters appointed by the President. The Immediate Past President shall chair the Nominating Committee. At the meeting called for the election of the Officers, the Nominating Committee shall first present its nominations. Thereafter the floor shall be opened for any further nominations by the Masters then present, and a vote then shall be had as to all nominees. Election of Officers shall be by majority vote of the Masters present at such meeting.

## Vacancies

When an officer position becomes vacant, the Executive Committee shall appoint an active member of the Inn to fill the vacancy until the next regular election.

# Fiscal Matters

## Fiscal Year

The Fiscal Year of the Inn shall be the same as the fiscal year of the American Inns of Court Foundation, which is July 1st of one calendar year to June 30th of the next calendar year.

## Dues

Dues shall be in an amount determined by the Executive Committee in accord with the requirements of the Organizational Charter. Dues typically shall be levied by the Treasurer during the months of July and August of each year. Failure to pay assessments and dues prior to the first meeting of the Inn in the current calendar year (or any other date set by the Executive Committee in its discretion), and after reasonable notice, may be considered by the Executive Committee as grounds for terminating membership of the person in default.

**Section 3. Banking**

All funds of the Inn shall be deposited from time to time to the credit of the Inn in such banks, accounts and depositories as the Executive Committee may select. All checks, drafts or orders for the payment of money, or notes or other evidence of indebtedness issued in the name of the Inn shall be signed by such Officer or Officers, agent or agents of the Inn, and in such manner and amount, as shall from time to time be determined by resolution of the Executive Committee.

**Section 4. Contracts**

The Executive Committee may authorize any Officer, Officers, agent or agents of the Inn to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Inn, and such authority may be general or confined to specific instances.

**Section 5. Gifts**

The Executive Committee may accept on behalf of the Inn any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Inn.

# Adoption and Amendments

## Adoption

These Bylaws will be adopted by the Inn upon approval by a majority of the Masters of this Inn and after being submitted to and approved, in writing, by the Board of Trustees of the American Inns of Court Foundation. The Masters may make valid decisions by voting by mail, facsimile, electronic mail, or other means when deemed necessary by the Executive Committee or President.

## **Amendments**

Amendments to these Bylaws may be made by a majority vote of the Masters of this Inn and must be submitted to and approved, in writing, by the Board of Trustees of the American Inns of Court Foundation. The Masters may make valid decisions by voting by mail, facsimile, electronic mail, or other means when deemed necessary by the Executive Committee or President.