

AIPPI-US DIVISION OF AIPLA
OPERATING PROCEDURES

1. NAME

The name of this committee shall be the AIPPI-US DIVISION OF AIPLA, hereinafter referred to as the "Division". The Division is recognized as the Group of the "Association Internationale pour la Protection de la Propriete Intellectuelle (AIPPI)" in the United States of America.

2. MISSION

The mission of the Division includes promoting better understanding of the degree of protection accorded to inventions, trademarks, service, certification, collective and all other commercial marks, industrial designs and models, mask works, copyrights and commercial names, by domestic laws and international arrangements; assisting in suppression of unfair competition and the use of false marks of origin and other fraudulent marks for goods or services; promoting research concerning the subject matter thereof; and cooperating with the AIPPI in the fulfillment of its purposes and objectives.

3. MEMBERSHIP

a. Subject to the eligibility requirements set forth herein, any active member of AIPLA, as defined by AIPLA, shall be eligible to be a member of the Division, by applying in writing. Any person who is eligible to become a member of AIPPI under its international statutes, who has an interest in any field of activity of AIPPI, but who does not otherwise qualify for membership in AIPLA shall be eligible to be a non-AIPLA member of the Division by applying in writing and upon approval of the Division Steering Committee and confirmation by the AIPLA Board of Directors. Non-AIPLA Members of the Division shall be entitled to the benefits of membership in AIPPI and the Division, but not the general benefits of membership in AIPLA. Only persons who (A) are citizens of the United States or (B) reside in or have their primary professional or business activity in any of the States, Territories, Possessions or the District of Columbia of the United States, may be members of the Division. Each member shall have the right to one vote at all meetings of the Division.

b. Admission to Membership.

Any individual possessing the requisite qualifications for membership, desiring to secure admission to membership in the Division shall make written application to Division. Any active member of AIPLA meeting the eligibility requirements set forth herein shall be eligible to become a member of the Division automatically.

Applications to become a non-AIPLA member of the Division shall be approved or rejected either at the meeting of the Steering Committee next following receipt of the said application by the Steering Committee, or by any other plan of procedure as may be adopted by the Steering Committee.

c. Dues.

The annual dues of members shall be recommended by the Steering Committee, subject to the approval of the AIPLA Board of Directors. All dues shall be collected on the Division's behalf by AIPLA and shall be separately accounted for.

d. Rights and Liabilities.

The annual dues of the Division shall be due and payable on or before the deadline set by the Steering Committee in coordination with AIPLA, to enable sufficient time to pay annual subscription fees to AIPPI each year. New members joining during a year shall be liable for the full dues of that year, except that those joining after the AIPPI Congress or AIPPI Executive Committee Meeting of that year shall not be liable for dues until the following year. No member shall have the right to vote until that member's dues are paid.

e. Nonpayment of Dues.

The Treasurer shall advise the Steering Committee of members whose dues remain unpaid at the end of each year so that the Steering Committee may take appropriate measures. These measures may include dropping such members from membership.

4. STEERING COMMITTEE

a. Eligibility and Powers.

The control and management of the affairs of the Division shall be vested in a Steering Committee, which shall comprise (a) all officers of the Division, (b) members of the Division who are also members of the Bureau of AIPPI, and (c) not less than six nor more than sixteen members elected from the membership of Division, with all Officers of the Division and members of the Division who are also members of the Bureau of AIPPI not being included among the not less nor more than sixteen members elected from the membership of the Division. All actions, positions, resolutions, and communications of the Division shall be coordinated with the Board of Directors of AIPLA in accordance with AIPLA procedures. The President of AIPLA shall be a member of the Division, and an ex officio member of the Steering Committee, unless he/she is already an Officer of the Division.

b. Elections.

An election of Steering Committee members shall be held each year at the Annual Meeting. At each such election, a number of members shall be elected as may be determined by the outgoing Steering Committee for terms of one or two years, subject to the limitations set forth in paragraph 4a above.

c. Terms.

The normal term of elected Steering Committee members shall be two years. For the purpose of staggering the terms of Steering Committee members to provide overlap

and continuity among Steering Committee members' terms, the Steering Committee may determine that some members' terms be set at one year and some at two years from time to time. Elected members shall serve no more than two consecutive full terms or four years, whichever is greater, except that time served as an Officer shall not be counted for this purpose. Any member made ineligible for reelection by this term limit may, however, be considered for nomination at a later regular election.

d. Vacancies.

Interim vacancies on the Steering Committee shall be filled by the President, on recommendation of the Steering Committee, and confirmed by election by the members of the Division.

e. Quorum.

Forty percent (40%) of the members of the Steering Committee shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the members of the Steering Committee present at any meeting at which there is a quorum shall be the act of the Steering Committee.

5. OFFICERS

a. Election and Tenure.

The Officers of the Division shall include: a President; a President-Elect, who shall automatically succeed the President in office at the conclusion of the term of the President; a Chair, who shall manage the activities of the Division on a day to day basis, shall chair meetings of the Steering Committee, and shall serve as the deputy of the President at congresses and other meetings; a Vice Chair; an Immediate Past Chair, who was the last previous Chair prior to being succeeded by the current Chair; a Secretary, who shall be in charge of the records and minutes of the Division; a Treasurer, who shall be in charge of the financial records of the Division; and such other officer(s) as the Division chooses to create from time to time.

All Officers and members of the Steering Committee shall be nominated by the President-Elect of the AIPLA, based on the recommendation of the Nominating Committee of the Division, and thereafter elected by the members of the Division. An election of the Officers of the Division shall be held each year at the Annual Meeting. Each Officer shall be elected for a term of one year or until his or her successor is appointed and qualified, unless sooner displaced or unless elected to fill an unexpired term due to a vacancy, in which case such officer shall be elected only for the remainder of the unexpired term. The term of office for each Officer shall begin at the conclusion of the Annual Meeting and shall run until the conclusion of the next Annual Meeting. In the event of the death, resignation or inability of any Officer to perform his duties, the Steering Committee has power to appoint a successor to serve until the next Annual Meeting of the Division or until a successor shall have been elected and shall have assumed the duties of the office.

b. President.

The President shall serve as the head of the AIPPI United States Group for purposes of representing the organization at congresses and other international meetings and making representations to governmental and intergovernmental bodies, as well as to national, regional, and international organizations. In the event that the President cannot so serve, the President-Elect, or such other member of the Division as the President shall select, shall serve as the Acting President for the purposes specified above.

c. Division Chair.

The Division Chair shall: (i) preside at all meetings of the members of the Division and of the Steering Committee; (ii) be a member ex officio of all regular and special committees; (iii) perform all such other duties as pertain to the office of Division Chair and see that all resolutions of the members and of the Steering Committee shall be carried into effect; (iv) be invited to attend all AIPLA Board Meetings held at stated meetings of AIPLA (other than Executive Sessions) as an observer.

d. Vice Chair.

The Vice Chair shall in the absence or disability of the Chair perform the duties and exercise the powers of the Chair and shall perform such other duties as the Steering Committee or the members shall prescribe by resolution.

e. The Immediate Past Chair.

The Immediate Past Chair shall serve in an advisory capacity to the Chair and shall perform such other functions as may be designated for him or her by the Steering Committee.

f. Secretary.

The Secretary shall: (i) keep a correct list of the names and addresses of the members of the Division, in coordination with the administrative staff of AIPLA; (ii) attend meetings of the members and of the Steering Committee, and keep a correct record of all the transactions at such meetings; (iii) oversee the maintenance of the Division records, except those appertaining to the office of Treasurer; (iv) send out notices of the Annual Meeting and of meetings of the members of the Steering Committee; (v) perform such other duties as pertain to the office of Secretary and as required of him or her by resolution of the members of the Division and the Steering Committee.

g. Treasurer.

The Treasurer shall cooperate with AIPLA administrative staff who are responsible for the collection and administration of all funds of the Division and with the AIPLA Treasurer. Expenditures of Division funds may be made only with the approval of AIPLA. The Division Treasurer shall: (i) notify the Secretary of all delinquencies in the payment of dues by members; (ii) render a full and complete report of the financial condition of the Division to the members of the Division at the Annual Meeting; (iii)

perform all other duties required of him or her by resolution of the members of the Division and the Steering Committee and perform all duties as pertain to the office of Treasurer. All dues amounts and any changes to dues are subject to approval by the AIPLA Board of Directors.

- h. Delegates to the International Executive Committee of the Association Internationale pour la Protection de la Propriete Intellectuelle.

The Delegates and Alternates of the Division to the International Executive Committee of the "Association Internationale pour la Protection de la Propriete Intellectuelle" shall be nominated by the Steering Committee at any meeting of the Steering Committee, subject to approval by the President, who shall serve as the head of the delegation. Additional or substitute Delegates or Alternates, as may be required, may also be nominated by the Steering Committee or by the President in consultation with the Chair when no meeting of the Steering Committee can reasonably be convened.

6. COMMITTEES

- a. Nominating Committee and Elections.

The Chair, in consultation with the President-Elect of the AIPPI-US, shall appoint a Nominating Committee comprising five members of the Division in good standing, two of whom are not members of the Steering Committee. At least one member of the Nominating Committee shall be a former Chair or Vice Chair of the Division or former President or Vice-President of the predecessor organization of the Division, and at least one other member shall be a member of the Executive Committee or Board of AIPLA who is also a member of the Division. The Nominating Committee shall serve until the next Annual Meeting of the Division or until their successors are appointed, and its Chairman shall be designated by the Chair of Division, in consultation with the President-Elect of the AIPPI-US. It shall hold meetings from time to time whenever it shall deem necessary and a majority of its members shall constitute a quorum for the purposes of any meeting. It shall be the duty of the Nominating Committee to make recommendations on behalf of the Division to the President-Elect of the AIPPI-US for approval of the nominations for the Officers and members of the Steering Committee to succeed those incumbents whose terms of office expire at the next Annual Meeting, and after the recommended nominations are approved to notify the Secretary of the Division at least 90 days in advance of the Annual Meeting of the nominations made.

Within 15 days following the submission of nominations to the Secretary, the Secretary or his/her designee, shall notify all members of the Division by email or any other electronic means of the nominations made by the Nominating Committee and the President-Elect of the AIPPI-US. Within 15 days of this notification, additional nominations to any vacancy to be filled may then be made by any member of the Division in good standing by petition in writing submitted via electronic means to the Secretary. Within 10 days of receipt of a petition for additional nomination(s), the Secretary shall notify the Steering Committee, which shall verify the accuracy of the petition and standing of the additional nominee and, if verified, then confirm the additional nominations to the Secretary within 10 days.

Written assent (electronic or otherwise) by the nominee must be secured by the Nominating Committee or by the group of members nominating the candidate, as the case may be, and accompany the nomination when filed with the Secretary.

The Secretary or his/her designee shall then send by email or any other electronic means to every member within 10 days following the confirmation of the additional nominations, if any, a complete list of the names of all of the candidates nominated, the offices for which they have been nominated, and the manner in which each was nominated. Notice should be provided not less than 20 days before the Annual Meeting.

If there is more than one candidate for a position, the officer presiding at the Annual Meeting of the Division shall submit the matter to the vote of those present at the meeting. In the event no more than one candidate is nominated for each of the various elective offices, the Secretary of the Division shall cast a ballot at the Annual Meeting on behalf of the members in favor of the nominees of the Nominating Committee. The Secretary shall report the results of the election at the Annual Meeting.

Newly elected Officers and Steering Committee members shall commence their duties at the close of the Annual Meeting at which their election is reported and shall hold their respective offices until their successors have been elected and installed.

Nominations other than those made by the President-Elect of the AIPLA may be made by any member of the Division, in good standing, through the nomination process mentioned above.

7. MARKETING

All marketing activities of the Division shall be done in coordination with the membership marketing department of AIPLA.

8. MEETINGS

a. Meetings.

There shall be an Annual Meeting of the Division and an Annual Meeting of the Steering Committee.

b. Annual Meetings.

The Annual Meeting of the Division for the election of the Steering Committee members and Officers and for the transaction of such other business as may come before the meeting shall be held on such date and place as the Steering Committee may determine. To the extent possible, however, the Annual Meeting of the Division and the Annual Meeting of the Steering Committee of the Division shall be held in conjunction with a stated meeting of AIPLA.

c. Special Meetings.

- d. Special Meetings of the Division shall be held at such times and places as the Steering Committee shall determine. Special Meetings shall also be called by the Chair upon the request in writing of not less than ten percent of the members, who shall specify in their request the business which they desire to be considered at the proposed meeting Notice of Meetings

Adequate and timely notice of all Meetings shall be given to all members of the Division, and the Executive Committee and Executive Director of AIPLA.

- e. Quorum.

Twenty or more members of the Division represented in person shall constitute a quorum for purposes of any meeting of the Division. If twenty or more members are not present at any meeting, the members present in person shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the requisite number of members shall be present. At such adjourned meeting at which the requisite number of members shall be represented, any action may be taken which might have been transacted at the meeting as originally notified.

- f. Voting.

In the transaction of business at any meeting of the Division, a majority vote of the members present in person, or participating by telephonic means, shall decide. In the case of a tie vote, the Presiding Officer of the meeting shall cast the deciding vote.

- g. List of Members.

A complete list of the members entitled to vote at an election, arranged in alphabetical order, with the address of each, shall be prepared and available from the Secretary, and shall at all times during the usual hours for business, and during the whole time of any election, be open to the examination of any member at the place of such election.

- h. Order of Business.

The order of business at meetings of the members shall be set forth in an agenda prepared by the Chair, and may include:

- i. Reading and approval of minutes of previous meetings.
- ii. Receiving and acting upon reports of the Officers.
- iii. Reports of committees.
- iv. Unfinished and new business.
- v. Election of members of the Steering Committee.
- vi. Election of Officers.

Where procedure is not otherwise provided, Robert's Rules of Order shall control.

i. Nature of Meetings and Releases.

Meetings of the Division and all bulletins issued by the Division shall not be confidential unless otherwise decided by the Steering Committee. Any external communication, bulletins, releases, press statements, resolutions, etc. intending to be made by the Division shall be made in coordination with the communications staff of AIPLA.

9. REMOVAL, SUSPENSION AND EXPULSION

a. Removal of Steering Committee Members and Officers.

Any member of the Steering Committee or Officer of the Division may be removed from office by a vote of two-thirds of all the members of the Steering Committee and confirmation by the AIPLA Board of Directors for failure or refusal to perform properly his or her duties or for conduct bringing the Division into disrepute.

b. Suspension and Expulsion of Members.

Any member may be suspended or expelled from the Division by a vote of three-fourths of all the members of the Steering Committee for conduct bringing the Division into disrepute.

10. FISCAL YEAR

The fiscal year of the Division shall coincide with the fiscal year of AIPLA, if possible.

11. AMENDMENTS

These Operating Procedures and any amendments or alterations thereof may be altered, amended or repealed at any regular or special meeting of the members of the Division, by a two-thirds vote of the members present and entitled to vote, provided notice of such proposed alteration, amendment or repeal shall have been communicated by mail or electronic means to each member at least fifteen days before the date of such meeting. Such amendments or alterations shall be subject to approval by majority vote of the AIPLA Board of Directors.

Amended October 24, 2014; October 23, 2015; and October 28, 2016.