

Articles of Incorporation

(As Amended and Restated Through January 30, 2024 (redline changes approved by the Board December 4, 2023)[±])

Pursuant to the provisions of Chapter 10 of Title 13.1 of the Code of Virginia to amend and restate the Articles of Incorporation for the following nonstock corporation:

(a) The name of the corporation is AMERICAN INTELLECTUAL PROPERTY LAW ASSOCIATION, INC. hereinafter referred to as the corporation.

(b) The purposes for which the corporation is formed are: to maintain a high standard of professional ethics among its members; to promote social intercourse among its members; to aid in the institution of improvements in laws relating to patents, trademarks, copyrights, unfair competition and other intellectual property, and the proper interpretation thereof by the Courts and other offices or tribunals charged therewith; to aid in the institution of improvements in the practice and procedure in the courts; to take action concerning amendments to the law relating to patents, trademarks, copyrights, unfair competition and other intellectual property, and the Rules of Practice of the Patent and Trademark Office, the Copyright Office or other offices or tribunals charged with the administration of such laws; to protect the administration of such laws against practices and practitioners tending to impose upon the public or otherwise to bring the patent, trademark, or copyright systems into disrepute; to aid in the institution and maintenance of improvements in legal education involving the laws relating to patents, trademarks, copyrights, unfair competition and other intellectual property; to provide the public with worthwhile information on the patent, trademark, and copyright systems generally; to consider and act upon such other similar or related matters as may be of common interest; and further to conduct any and all lawful affairs, not required to be specifically stated in the articles of incorporation, for which corporations may be incorporated under Chapter 10 of Title 13.1 of the Code of Virginia.

(c) The categories of members, the qualifications and rights of each are set forth in the Bylaws.

(d) The Board of Directors and Officers shall be elected by the corporation as follows:

(1) ~~At No later than the In the Mid Winter Stated Meeting of the corporation first quarter of each calendar year there, the President Elect shall be elected~~ appoint a Committee on Nominations consisting of a chairman, and six other members, ~~selected by the President Elect,~~ whose duty it shall be to nominate one or more candidates for the succeeding President-Elect, First Vice President, Second Vice President, Secretary, Treasurer, and the members of the Board of Directors to be elected by the corporation. The Committee on Nominations ~~shall meet during the Spring Stated Meeting of the corporation each year. Its, and following such meeting, shall submit its~~ shall be submitted to the Board of Directors ~~at its next regular meeting following the Spring Stated Meeting~~ or to the Executive Director who shall submit the nominations to the Board of Directors, on or before June 15.

(2) Within 15 days following the submission of nominations to the Board, the Secretary or his/her designee, shall notify all members by electronic or first-class mail (or by any other means designated by the Board of Directors) of the nominations made by the Committee. Additional nominations to any vacancy to be filled may then be made by petition in writing submitted to the Board of Directors within 45 days following the submission of nominations to the Board, signed by any fifteen members of the corporation who have not previously signed a petition of nomination to the same vacancy and no more than five of whom have offices in the same state or in the District of Columbia.

(3) Written assent by the nominee must be secured by the Committee on Nominations or by the group of members nominating the candidate, as the case may be, and accompany the nomination when filed with the Board.

(4) The Secretary or his/her designee shall then ~~mail by first class~~send by electronic mail to every member within 50 days following the submission of the nominations to the Board, a ~~printed~~ ballot containing the names of all of the candidates nominated, the offices for which they have been nominated, and the manner in which each was nominated.

(5) ~~When sending the printed ballot to the members, the Secretary or his/her designee shall also send two envelopes, one of which shall be plain, except for appropriate instructions for sealing and mailing, and the other addressed to the Secretary. The voting shall be by secret ballot, and the member shall enclose his/her marked ballot in the plain envelope, seal the same and enclose it in the envelope addressed to the Secretary placing his/her signature on the last named envelope. All ballot envelopes not accompanied by such validating signature shall be rejected by the Secretary. Ballots may be submitted by electronic mail or by submitting ballots through the Association's website or by any other means designated by the Board of Directors.~~

(6) Ballots which ~~reach the Secretary~~are submitted more than 30 days after the ~~mailing by the Secretary~~date of distribution shall not be counted; provided, however, that if the 30th day shall fall on a legal holiday in ~~the District of Columbia~~Virginia then ballots received on the next succeeding business day shall be counted.

(7) As soon as possible after the 30th day following the ~~mailing~~distribution of the ballots ~~by the Secretary~~, the Secretary shall ~~proceed forthwith to the~~ count of the ballots, to determine the results of the election and to report the same to the corporation at the annual meeting. If there is a tie vote, the officer presiding at the annual meeting shall submit the matter to the vote of those present at said meeting.

(8) In the event no more than one candidate is nominated for each of the various elective offices, the Secretary shall cast a ballot on behalf of the members in favor of the nominees of the Committee on Nominations, in which case the provisions of Subsections (4) through (8) inclusive, shall be rendered inoperative. In such cases, the Secretary shall report the results of the election to the corporation at the annual meeting.

(9) Newly elected officers and Board members shall commence their duties at the close of the annual meeting of the corporation at which their election is reported and shall hold their respective offices until their successors have been elected and installed.

(10) The terms of office of the members of the Board of Directors elected by the corporation, and who are not officers, shall be three years, or until their successors have been elected. ~~Unless a member of the Board is an officer, that member shall not be eligible for reelection to the Board for a period of at least one year after the expiration of that Board member's term of services, provided that any such retiring member of the Board shall at any time be eligible to election as an officer of the corporation, and no member of the Board not an officer and not elected by the Board shall be eligible for reelection to the Board for a period of one year after the expiration of his/her term of services, provided that any such retiring member of the Board shall at any time be eligible to election as an officer of the corporation.~~ Four members of the Board shall be elected each year. In case of a vacancy in the Board of Directors, the Board may, at its discretion, fill such vacancy for the balance of the unexpired term. All other officers shall be elected annually except for the President and Immediate Past President. The President-Elect shall automatically assume the office of President and the President will become Immediate Past President at the closing of the annual meeting of the corporation each year.

~~(e) The post office address of the registered office is: 1400 Crystal Drive, 2001 Jefferson Davis Highway, Suite 600203, Arlington, Virginia 22202-3694. The name of the county in which the registered office is located is the County of Arlington. The name of the initial registered agent is CT Corporation Michael K. Kirk who is a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized~~

~~to transact business in the Commonwealth of Virginia, resident of Virginia and a member of the Virginia State Bar, whose business address is the same as the registered office of the corporation.*²~~

(~~e~~f) The corporation shall not engage in any activity for profit for itself or any of its members. No compensation shall be paid to any Director or Officer of the corporation for serving in the capacity except that reasonable compensation may be paid to bona fide employees for services rendered to the corporation.

(~~f~~g) These Articles of Incorporation may be amended in accordance with the provisions of the Code of Virginia, Section 13.1 – 886 or any amendment thereto.

~~*AIPLA officially changed the postal address of the registered office to: 1400 Crystal Drive, Suite 600, Arlington, VA 22202. The current official registered agent is CT Corporation and both were formally registered by the State of Virginia on August 19, 2016.~~