



I. Article I. General

Section 1. Purpose. The purpose of the Seattle Intellectual Property American Inn of Court is set forth in its organizational charter issued by the American Inns of Court Foundation.

Section 2. Principal Location. The Seattle Intellectual Property American Inn of Court shall be located in the City of Seattle, County of King, State of Washington.

II. Article II. Organization

Section 1. The Executive Committee. The Executive Committee is composed of the officers and the chairs of the various committees formed by the Executive Committee, the immediate Past-President and such other members as are determined by the Masters and Barristers. The duties of the Executive Committee and its members are set forth in the Organizational Charter, and as set forth herein.

Section 2. The Officers. The Officers of the Inn shall be a President, a President-Elect, a Secretary, a Treasurer and such other officers as the Masters and Barristers deem necessary. The officers serve a one-year term, or as otherwise directed by the Masters and Barristers, and may succeed themselves only once. The officers are selected by the Masters and Barristers in accordance with the Organizational Charter of the Inn. In addition to other general duties, the following specific duties are delegated:

The President shall be responsible for presiding at all Inn functions, ensuring that officers and Executive Committee members perform their duties, and providing general leadership and guidance. He/she shall be responsible for the distribution of news, announcements, and other information among Members of the Inn, and to the American Inns of Court Foundation; shall be responsible for submitting program reports to the American Inns of Court Foundation; and, shall be responsible to see that articles for the Bencher are submitted from time to time.

The President-Elect shall be responsible for performing the functions of the President in his/her absence and overseeing, in conjunction with the Vice President/Programs, the operation of the Pupilage Groups and mentoring programs. He/she shall be responsible for preparing and publishing an annual calendar of Inn events by August 31 of each year and maintaining and publishing that calendar on the Inn's website with any changes during the membership year. He/she shall also be responsible for maintaining communications with local law schools, other legal organizations, and the local community in order to advise interested persons of Inn activities. Further, the President-Elect, upon his/her election, shall become the President-



Elect and shall commence his/her service as President immediately upon the termination of the term(s) of the then sitting President. In the event that the then sitting President is re-elected for a second term, the President-Elect shall also be elected a counselor for a second term and shall commence his/her service at the conclusion of such second term.

The Secretary shall be responsible for maintaining communication within the Inn with minutes, records of attendance, etc.; submitting officer information and roster information to the American Inns of Court Foundation office; and in coordination with the President, be responsible for submissions of articles to the Benchers. Further, the Secretary, upon his/her election, shall become the Secretary and shall commence his/her service as President-Elect immediately upon the termination of the term(s) of the then sitting President-Elect.

The Treasurer shall be responsible for collecting dues and paying bills; submitting officer information and roster information to the American Inns of Court Foundation office; and in coordination with the President, be responsible for federal or state filings necessary, including tax filings.

The Vice President/Membership shall be responsible for gathering and screening potential Members for recommendations to the Masters and for implementing and supervising those benefits to the Members designated by the Masters and Barristers.

The Vice President/Programs shall be responsible for the programs to be presented at each meeting as well as for assisting the Pupillage Groups in preparing and presenting suitable programs for the Members and such other duties as may be delegated by the Executive Committee from time to time.

The Vice President/Event Planning shall be responsible for scheduling, arranging locations, planning meals and collecting monies for approved events of the Inn and such other duties as may be delegated by the Executive Committee from time to time.

Section 3. Committees. 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.

- i. Initially, the following standing committees shall be established: Membership Committee, Program Committee and Event Committee. Among such other duties as may be assigned by the Executive Committee, the duties of each committee shall be as follows:



1. *Membership Committee* –The Membership Committee shall solicit and review applications and make recommendations to the Executive Committee for membership in the Inn; shall maintain records of attendance and oversee attendance in accordance with Article IV, Section 2 of these ByLaws; and, shall assign members to Pupilage Groups.
2. *Program Committee* – The program Committee shall oversee and approve program topics and shall be responsible for submitting programs for Continuing Legal Education credit.
3. *Event Committee* - The Event Committee shall be responsible for scheduling, arranging locations, planning meals and collecting monies for approved events of the Inn within the parameters as set forth by the Executive Committee.

The officers shall appoint committee member and chairs of the committee who shall serve one year terms or as otherwise directed by the Executive Committee, and may succeed themselves only once.

- ii. Committees may create ad hoc sub-committees as appropriate.

Section 4. *Pupilage Groups.* The Pupilage Group is a core activity of the Inn to fulfill the mission of mentoring, collegiality, and enhancement of the membership. All active Members will be assigned to a Pupilage Group by the Membership Committee and shall be approved by the Executive Committee. Each Pupilage Group shall be chaired by a Master appointed by the Executive Committee. The Chairs of each Pupilage Group and the members of each Pupilage Group shall be reassigned every year.

Section 5. *Administrator.* The Executive Committee may hire an Administrator to perform such duties as may be designated by the Executive Committee. The remuneration and benefits to be made available to the Administrator shall be determined by the Executive Committee.

Section 6. *Term.* Members may serve on the Executive Committee for no longer than three years unless a Member assumes an Officers position.

III. Article III. Membership

Section 1. *Active Members.* There are four classifications of members in an American Inn of Court as defined in the bylaws of the American Inns of Court Foundation and as set forth below:

- Masters – Consisting of lawyers and judicial officers with at least fifteen (15) years of legal experience.



- Barristers – consisting of lawyers with at least five (5) to fifteen (15) years of legal experience.
- Associates – consisting of lawyers with less than five (5) years of legal experience
- Pupils – consisting of law students.

Membership in this American Inn of Court shall consist of Masters, Barristers and Associates. Pupils may participate in all activities of the Inn, but will not be voting members. Masters and Barristers shall serve a term of three years, running from July 1 through June 30, thereafter their membership will be reviewed by the Membership Committee against objective criteria such as participation and payment of dues; Masters and Barristers who the Membership Committee do not consider having adequately met the standards of such criteria may, upon the sole discretion of the Membership Committee, not be invited to rejoin the Inn. Associates shall serve a term of two years, running from July 1 through June 30, or as otherwise directed by the Executive Committee. Pupils shall serve a term of one year, running from July 1 through June 30, or as otherwise directed by the Executive Committee.

Section 2. *Inactive Members.* The Executive Committee may confer Emeritus and Honorary memberships. Honorary memberships shall be conferred as set forth in the Organizational Charter. Emeritus membership may be conferred by vote of the Masters upon individuals who meet the following criteria: if fully retired, the candidate shall be a current or former Master of this Inn and with a long and distinguished legal career; if not retired, the candidate has been a Master of this Inn for not less than five full years and has attained the age of 65 years. An Emeritus member shall be exempt from the attendance requirements of these By-Laws.

Section 3. *Procedures for the Selection of Members of the Inn.* Candidates for membership shall be chosen by the Membership Committee from eligible lawyers in the greater Seattle area. The composition of membership of the Inn shall be approximately one hundred (100) active members or as determined by the Executive Committee. It is the aspiration of the Inn that its members be comprised of approximately one-third (1/3) each of Masters, Barristers, and collectively Associates and Pupils. The Membership Committee will administer the nomination and selection process of new members, as detailed in Exhibit A.

Section 4. *Termination of Membership.* Any member of the Inn may have his/her membership terminated in accordance with either Article IV, Section 2 or Article VI, Section 2. In addition, any member of the Inn may be suspended, expelled or excluded from membership for cause upon a vote of two-thirds (2/3) of the Masters and Barristers present at any regular meeting.



IV. Article IV. Meetings and Attendance

Section 1. Meetings. Meetings shall be held at least six times per year at times determined by the Executive Committee. The Inn shall endeavor to have at least one social event per year to which members may invite guests.

Section 2. Attendance. Each active member will be allowed three absences per year from the monthly meetings. The membership committee shall monitor attendance at meetings and shall submit the names of those who have three absences to the Executive Committee. The non-participating member will be contacted by the Membership Chair in order to determine if he/she wishes to remain in this American Inn of Court, and in the event another absence occurs this member may be dropped from the rolls and all dues will be forfeited. The non-participating member may appeal this decision to the Executive Committee for good cause.

V. Article V. Voting and Elections

Section 1. Master and Barristers. With the exception of Emeritus and Honorary members, each Master and Barrister shall be entitled to one vote on all matters submitted to the Masters and Barristers. A majority of voting Masters and Barristers shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the Masters and Barristers in attendance at a meeting shall be regarded as the act of all the Masters and Barristers.

Section 2. Executive Committee. 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 the transaction of business. Every act done or decision made by a majority of the members in attendance called for that purpose shall be regarded as the act of the entire Executive Committee.

Section 3. Elections. The nomination and election of the Officers shall occur each year in accordance with the following procedures.

1. *Nomination.* Each year the Membership Committee shall openly solicit nominations for the open positions on the Executive Committee for the following year. The solicitation may be by any reasonable means, such as by email or letter directed to all members or by announcement directed to all members at a Meeting.



2. *Selection.* The Executive Committee, or such other committee with the appropriate duties as delegated by the Executive Committee, shall evaluate the candidates for Officer positions and select a slate of proposed Officers and Executive Committee members for the following year. In forming the proposed slate, the committee may consider all factors deemed to be in the interests of the Inn, including prior attendance records, leadership skills, demonstrated commitment to the Inn, diversity of Officers, and other factors. The President, President-Elect, and Secretary positions shall be drawn from Masters who will have been members for at least one year and have served as Executive Committee members in any capacity prior to beginning their tenure in the President, President-Elect, or Secretary position.
3. *Vote.* The Executive Committee shall submit its proposed slate of proposed Officers for vote by the active Masters, Barristers, by any reasonable means, such as by letter or email directed to members and calling for a responsive vote by similar means, or by voice vote at a Meeting after prior notice that such a vote will be taken at the Meeting. Notwithstanding the presumptive progression provided in Article II Section 2, the President and President-Elect positions shall be included on the slate for approval by vote. In the event the slate of proposed Officers is disapproved, the Executive Committee shall reconvene and revise the slate of proposed Officers to present a revised slate in accordance the procedures of this Section. The Executive Committee may, in its discretion, submit individual proposals for Officer positions rather than a full slate.

Section 4. *Vacancies.* When a position as an officer, committee chair or master chair becomes vacant, the procedures for election and selection of officers and chairs shall be followed when the vacancy occurs; however, the duration of the vacant position shall not be counted against the new officer or chair in regards to any maximum term of service.

VI. Article VI. Fiscal Matters

Section 1. *Fiscal year.* The fiscal year of the Seattle Intellectual Property American Inn of Court shall be the same as the fiscal year of the American Inns of Court Foundation, which is from July 1, to June 30 of each year.

Section 2. *Dues.* Dues shall be in an amount consistent with the Organizational Charter and shall be levied by the Treasurer during the month of September of each year. Failure to pay assessments and dues prior to the third meeting of the Inn year and after reasonable notice may be considered by



the Executive Committee as grounds to terminate membership of the person in default.

Section 3. Expenses. This American Inn of Court shall pay all expenses approved by the Executive Committee, which includes payment to help pay the cost for one or more officers to attend the National Conference of the American Inns of Court Foundation and an administrator.

VII. Article VII. Adoption and Amendments

Section 1. Adoption. These Bylaws will be adopted by this American Inn of Court upon approval by a majority of the Masters and Barristers of this American Inn of Court and after being submitted to and approved, in writing, by the Board of Trustees of the American Inns of Court Foundation. The Masters and Barristers may make valid decisions by voting by mail, facsimile, electronic mail, and other means when deemed necessary by the Executive Committee or the President.

Section 2. Amendments. Amendments to these Bylaws may be made by a majority of the Masters and Barristers of this American Inn of Court and must be submitted to and approved, in writing by the Board of Trustees of the American Inns of Court Foundation. The Masters and Barristers may make valid decisions by voting by mail, facsimile, electronic mail, and other means when deemed necessary by the Executive Committee or the President.