

BYLAWS  
OF  
THE GREATER RICHMOND INTELLECTUAL PROPERTY LAW ASSOCIATION

The Association is organized and operated as a non-stock, non-profit corporation for the purposes stated in its Articles of Incorporation, without pecuniary gain or profit to its members, directors, officers or to any private individual.

ARTICLE I

Members

Section 1. The members of the Association shall be those who appear on the membership books. An individual shall not be eligible to be listed in the membership books until he or she has been nominated by an existing member, and approved by a majority of the Active Members of the Association, in accordance with the Articles of Incorporation. Membership fees may be charged by the Association upon the recommendation of the Board of Directors.

Section 2. A special meeting of the members of the Association may be held at any time, at such place in or out of the Commonwealth of Virginia as shall be designated in the notice of said meeting, upon the call of the President, or by order of the Board of Directors, whenever they deem it necessary, or by call of the Secretary whenever so requested in writing signed by members holding at least twenty percent of all members entitled to vote on any issue proposed to be considered at the special meeting and describing the purpose or purposes for the proposed meeting.

Section 3. Written notice of the place, day and hour of any annual or special meeting of the members shall be mailed to the address of, or be delivered to, each member of record entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days prior to the date of such meeting, unless otherwise required under Virginia law.

Section 4. To constitute a quorum at any meeting of the members, annual or special, at least ten (10) Active Members must be present either in person or by proxy. The departure of any member after a quorum is established for the meeting, as determined by the President or other presiding officer, shall not defeat the quorum or any action taken by the members at the meeting after such departure. Less than a quorum may adjourn the meeting to a fixed time and place with no further notice of any adjourned meeting being required.

Section 5. An Active Member of the Association shall be entitled to one vote. Such vote may be cast at a membership meeting either in person or by duly authorized proxy on the member's behalf. Except as hereinafter provided, should a quorum exist to vote on any matter at the meeting of members, action on such matter is approved if the votes cast favoring the action exceed the votes cast opposing the action, with votes of abstention not being counted. Where the purpose of the meeting is to act on an amendment to the Articles of Incorporation, or a plan of dissolution, such action shall be approved by more than two-thirds of all the votes entitled to be cast at the meeting. Directors shall be elected by a plurality of the votes cast by the Active Members entitled to vote at the meeting.

## ARTICLE II

### Board of Directors

Section 1. The affairs and business of the Association shall be under the management and control of the Board of Directors, which shall be composed of not less than five (5) nor more than nine (9) directors, or such other number as may be fixed from time to time by the members. The members shall have the authority to remove a director with or without cause by a majority of members entitled to cast a vote at a special meeting called for such purpose. Directors must be Active Members of the Association. Subject to any limitations contained elsewhere herein, the Board of Directors may elect, employ or appoint such officers and agents as it deems necessary.

Section 2. The directors shall be elected for a term of two (2) years at the annual meeting of the members. Each director shall hold office until his or her death, resignation, disqualification or removal, or until his or her successor is elected and qualified at the expiration of his or her term. No individual shall be named or elected as a director without his or her prior consent. Vacancies in the Board, whether caused by death, resignation, or otherwise, may be filled by the Board of Directors, and the persons so elected shall hold office until the next annual meeting of the members, or until their successors are elected; provided, however, that nothing herein shall prevent the members from filling any such vacancies existing at the time of any meeting of the members, annual or special, or created at the time of such meeting by resignations accepted, or otherwise, or additional places created by an increase in the Board authorized at such meetings. The members may increase the Board of Directors from time to time and may provide that the additional places shall be filled by the Board of Directors at such time as they may deem proper. Should the number of directors at any time be increased, the resulting additional places shall be considered vacancies to be filled, as above provided, by the Board of Directors or members. Until any such additional places shall have been filled by the election of directors, the total number of directors of the corporation for the purposes of determining a quorum, shall be the number of directors actually elected and serving at the time of any given meeting.

Section 3. The Board of Directors shall hold its regular meetings at such time and place as shall be designated by them, or in the absence of designation by the Board of Directors, at such place as shall be designated in a notice to the directors. A regular meeting of the Board of Directors shall be held immediately following the annual meeting of members for the purpose of electing officers and transacting such other business as may come before the meeting, of which no further notice need be given. A special meeting may be called at any time by any director. At least three (3) days notice of the time, place and purpose of each special meeting of the directors shall be given by the Secretary,

or in his or her absence or inability to act, by the President, personally, or by mail, telephone or telegraph, to all directors; provided, that special meetings of the Board of Directors may be held at any time without notice if all the directors are present and no director objects to the holding of such meeting, or if a majority of the Board is present and those not present waive notice in the manner prescribed by law. A majority of the number of directors as may be fixed or prescribed pursuant to these bylaws shall constitute a quorum at any regular or special meeting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4. Notwithstanding any other provisions of these bylaws, whenever notice of any meeting for any purpose is required to be given to any director a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. Such waiver shall be delivered to the Secretary of the Association for inclusion in the minutes or filing with the corporate records. A director who attends a meeting shall be deemed to have had timely and proper notice of the meeting unless at the beginning of the meeting he objects to holding the meeting or transacting business at the meeting.

Section 5. Any action which is required to be, or which may be, taken at a meeting of the Board of Directors, may be taken without a meeting if one or more consents in writing, setting forth the action so taken, shall be signed by each of the directors and delivered to the Secretary of the Association for inclusion in the minute book. Any action so taken shall be deemed effective as of the date on which the last director executes the written consent thereto unless a specific effective date is expressly set forth therein, in which case the actions so taken shall be effective as of such date regardless of whether such date is before or after the date on which any or all of the directors executes such consent; provided, however, that each director shall indicate the date on which he executed such consent.

Section 6. Any or all of the members of the Board of Directors, or of any committee designated thereby, may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting.

### ARTICLE III

#### Signatures

All checks, notes, drafts, bonds, deeds, contracts and other written obligations given by the Association in the course of its business shall be signed in the name of the Association by and in such manner as may be designated by the Board of Directors from time to time.

### ARTICLE IV

#### Corporate Seal

The corporate seal of the Association shall consist of a circular design with the words "Greater Richmond Intellectual Property Law Association" inscribed within and around the circumference thereof, and the word "SEAL" across the center thereof.

### ARTICLE V

#### Amendments

Section 1. Except to the extent that any future proposed amendment to the bylaws contained herein would be contrary to Virginia law, any of these bylaws may be altered, amended or repealed by a vote of a majority of the number of directors present at any regular or special meeting of the

Board of Directors, or by a majority of the number of Active Members entitled to vote at any annual or special meeting of the members, provided that the proposed alteration, amendment or repeal has been provided to the directors or Active Members in a notice calling a special meeting of the Board of Directors or special meeting of the members, unless such notice is duly waived in the manner prescribed by law. The Active Members may prescribe that any bylaw made by them shall not be altered, amended or repealed by the directors.

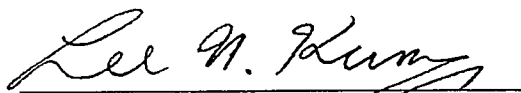
Section 2. In the event that any of these bylaws are subsequently altered by act of the General Assembly of Virginia, the remainder hereof which are not affected by such legislation shall remain in full force and effect until and unless altered or repealed in accordance with Section 1 above.

#### ARTICLE VI

##### Construction of Terms

In construing the provisions of these bylaws, the masculine shall be deemed to include the feminine and neuter, and the singular shall be deemed to include the plural, and vice versa, as may be appropriate under the circumstances.

Certified to be the original of the bylaws duly adopted by the Board of Directors on Aug 28, 1996.

  
LEE N. KUMP, Secretary