

BYLAWS
OF
USPTO APANET

Incorporated under the laws of the Commonwealth of Virginia

ARTICLE ONE

Name, Location and Offices

- 1.1 Name. The name of this Corporation shall be: USPTO APANET.
- 1.2 Registered Office and Agent. The Corporation shall maintain a registered office in the Commonwealth of Virginia and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Virginia Nonstock Corporation Act.
- 1.3 Other Offices. The principal office and any other offices of the Corporation shall be located in such place or places, within or without the Commonwealth of Virginia, as the Board of Directors (“Board”) may determine from time to time or as the affairs of the Corporation may require or make desirable.

ARTICLE TWO

Purposes of Governing Instruments

- 2.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonstock, nonprofit corporation under the provisions of the Virginia Nonstock Corporation Act.
- 2.2 Section 501(c)(4) Only. As provided more fully in the Corporation's articles of incorporation, the Corporation shall be operated exclusively for those purposes set forth in

Section 501(c)(4) of the Internal Revenue Code of 1986 (“Code”), specifically a local association of employees.

2.3 Governing Instruments. The Corporation shall be governed by its articles of incorporation and its bylaws.

ARTICLE THREE

Members

3.1 Classes of Members. The Corporation shall have two (2) classes of members to be known as “Full” members and “Associate” members (together “members”).

A. Full Membership in the Corporation is open to all current employees of the United States Patent and Trademark Office (“USPTO”) headquartered in Alexandria, Virginia who have given generously of their resources (financial or non-financial), talents, time and labor in the spirit of commitment to the Corporation and its goals, purposes and programs. A Full Member in good standing shall be afforded all the rights, privileges, and obligations of membership, including, but not limited to, the right to vote on matters affecting the Corporation including, but not limited to, the election of directors and certain officers, the right to seek office, and participation in the Corporation’s activities.

B. Associate Membership in the Corporation is open to all former or retired USPTO employees and others who subscribe to and express a willingness to support the Corporation’s goals, purposes and programs. An Associate Member in good standing shall be afforded all the rights, privileges, and obligations of membership, except for the right to vote and the right to seek office.

C. A member is in good standing if he or she meets the qualifications for membership as set forth herein, has submitted a signed membership form or renewed his/her

membership, and has paid all required membership dues.

3.2 Designation of Initial Full Members. The Full Members of the Corporation shall be designated initially by the Board either during the organizational meeting of the directors of the Corporation or at any other meeting of the Board which shall occur within three (3) months following the incorporation of the Corporation.

3.3 Term; Resignation; Removal for Cause. Members shall continue to serve as such, provided they remain in good standing, and until their death, resignation, or permanent incapacity. A member may be removed by the affirmative vote of two-thirds (2/3) of all directors if the member has engaged in action which is materially injurious to the best interests of the Corporation and, further, has persisted willfully in such action for thirty (30) days after having been instructed by the President in writing to cease and desist.

3.4 Voting. Votes on matters for which Full Members are eligible to vote shall be by secret ballot as to which selections shall be indicated in writing on the ballot and the ballot shall be returned to the Nomination/Election Committee by the prescribed deadline. Before the ballots are canvassed, the names on the ballots shall be checked against a list of eligible Full Members and the ballots cast by eligible Full Members shall be separated from all others. A proxy vote from a Full Member in good standing shall be accepted if the proxy is delivered in writing to the Nomination/Election Committee prior to any scheduled vote.

ARTICLE FOUR

Board of Directors

4.1 Authority and Responsibility of the Board.

(a) The supreme authority of the Corporation and the government and management of the affairs of the Corporation shall be vested in the Board. All of the powers, duties and

functions of the Corporation as conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by the Board.

(b) The Board shall supervise, control, direct and manage the affairs and property of the Corporation; shall determine its policies or changes therein; shall actively prosecute its purposes and objectives; and shall supervise the disbursement of its funds. The Board may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the Articles of Incorporation and these Bylaws.

(c) The Board shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any director, officer, member or other private person or individual. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

(d) The Board, from time to time, may appoint as advisors persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Corporation.

(e) The Board is authorized to employ such person or persons, including an executive director, attorneys, directors, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

4.2 Initial and Regular Board of Directors. The Board shall consist of an odd number of directors of no fewer than three (3) nor more than twenty-five (25) directors who shall also be Full Members of the Corporation. The initial directors of the Corporation shall be the persons identified in the articles of incorporation filed with the Virginia State Corporation Commission on November 23, 2021.

The directors shall be limited to the following:

- a. the current President, Vice-President/President-Elect, Secretary, Treasurer and the Immediate Past President/Advisor as set forth in Article 7.1 below;
- b. representatives from areas representing major department offices within the USPTO; and
- c. at-large representatives, consistent with the organization or reorganization of the USPTO and the maximum number of directors set forth above.

4.3 Manner of Election; Removal; Term of Office; and Re-Election.

(a) Directors and officers shall be elected by majority vote of the Full Members prior to the annual meeting of the Full Members pursuant to Article 4.7 (b). Each director and officer shall take office as of January 1 of the calendar year following his/her election or on such other date the Executive Committee may determine from time-to-time if necessary due to extenuating circumstances.

(b) Full Members shall be permitted at any annual, special or regular meeting of the Full Members, by majority vote of all of the Full Members, to remove any director at any time during his or her term with or without cause, effective immediately, and at the same or another meeting, by majority vote of all of the Full Members, to elect his or her successor to complete

the unexpired term. There is no requirement that he or she be given an opportunity to be heard or represented at such meeting.

Additionally, except for extenuating circumstances as may be determined by the Executive Committee from time-to-time, any director who fails to attend four (or) more meetings of the Board duly called within a twelve (12) month period shall be automatically removed from the Board.

(c) Directors shall serve for a term of one (1) year or thereabouts, as the Executive Committee may determine from time-to-time is necessary due to extenuating circumstances, or until his or her successor has been elected and qualified or until his or her earlier death, resignation, retirement, disqualification, or removal.

4.4 Nominations. Any director, officer or Full Member may present to the full Nomination/Election Committee described below one or more nominations for each seat on the Board and for each office which is vacant or about to expire.

4.5 Resignation. Any director may resign by providing written notice to the Board, the President, or the Secretary of the Corporation. Such written notice shall contain the effective date of the director's resignation or shall be deemed effective upon actual receipt.

4.6 Vacancies. Any vacancy on the Board arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board. Each director so elected shall hold office for the remainder of the unexpired term.

4.7 Committees of the Board. Committees of the Board shall consist of the Executive and Nomination/Election committees. The Board may create one or more additional committees, including, but not limited to, a membership committee, a public relations committee, a treasury

committee, an education committee, a legislation committee, an advisory committee, a social committee and other committees that the Board deems necessary.

(a) The Executive Committee may exercise the powers of the Board, between meetings of the Board, as permitted by the Virginia Nonprofit Corporation Act and shall consist of the President, Vice President/President-Elect, Secretary, Treasurer and the Immediate Past President/Advisor.

(b) Except for the President and for the Immediate Past President/Advisor, and except as noted below, the Nomination/Election Committee shall nominate one or more qualified candidates for each office and directorship that is open. Written consent to hold office must be received from each person nominated. The Nomination/Election Committee shall complete its list of nominees no later than the first Tuesday of December of each year, or on such other date as the Executive Committee may determine from time-to-time due to extenuating circumstances. If a Vice-President/President-elect is not able to fulfill the duties of President the year following his/her election as Vice- President/President-elect, the Nomination/Election Committee shall nominate at least one qualified candidate for each of the office of the President and Vice President/President-elect. If the immediate past president is not able to fulfill the duties of Immediate Past President/Advisor the year following his/her serving as President, the Nomination/Election Committee shall nominate at least one qualified candidate, who shall have previously served on the Board and as an officer of the Corporation, for the office of Immediate Past President/Advisor.

(1) No later than the second Tuesday of December of each year, or on such other date as the Executive Committee may determine from time-to-time due to extenuating circumstances, the current President shall send to the Full Members a list of the candidates

nominated by the Nomination/Election Committee to be directors and officers as set forth in Article Seven. Additional nominations for directors and officers may be made by petition, signed by no fewer than ten (10) Full Members. Each petition shall be accompanied by the written consent of the nominee to run for a directorship and for office and must be received by the Nomination/Election Committee no later than the third Monday of December or on such other date as the Executive Committee may determine from time-to-time due to extenuating circumstances.

(2) No later than the third Tuesday of December, or on such other date as the Executive Committee may determine from time-to-time due to extenuating circumstances, the current President shall send to all Full Members a ballot, listing the candidates nominated for directorships and the various offices of the Corporation. Ballots shall provide space for Full Members to have the option to write in names of potential directors and officers provided that such individuals satisfy all of the qualifications to serve as directors and officers as set forth in these bylaws. Ballots shall be returned to the Nomination/Election Committee no later than the fourth Tuesday of December, or on such other date as the Executive Committee may determine from time-to-time due to extenuating circumstances, and shall be tallied by the Nomination/Election Committee and recorded by the presiding committee member. The candidates receiving the highest number of votes for the number of vacant directorships and offices shall be declared elected as new directors and officers. In case of a tie vote, the outgoing Executive Committee shall elect one of the candidates.

(3) If a candidate seeks election to more than one office during the same election and that candidate receives the most votes for two or more offices, that winning candidate may only hold one office at any given time as set forth in Article 7.1. Under such circumstances, the

winning candidate and the Nomination/Election Committee and/or the outgoing Executive Committee shall meet and mutually agree as to which office the winning candidate shall occupy. If an agreement cannot be reached, the outgoing Executive Committee shall decide which office the winning candidate shall hold. Subsequently, the candidate accruing the second most votes for the other office(s) for which the winning candidate will not serve, shall serve in such other office(s).

(4) Except for the first election at which the Full Members are permitted to vote, or if the Executive Committee determines this Article 4.7(b)(3) shall not apply due to extenuating circumstances that may exist from time-to-time, members of the Nomination/Election Committee shall not be eligible to run for office or as directors in the election, and the current year's President and/or Vice President/President-Elect shall preside over the Nomination/Election Committee.

4.8 Compensation. No director of the Corporation shall receive, directly or indirectly, any salary, compensation, or emolument for services as a director, except for the reimbursement of all reasonable expenses incurred in connection with travel, lodging, etc. to attend Board meetings or otherwise incurred in connection with performing his or her duties as a director. Persons who serve as directors and who also serve as officers or otherwise perform services on behalf of the Corporation may receive reasonable compensation for services rendered in capacities other than as directors, e.g., as independent contractor, officer, or employee.

ARTICLE FIVE

Meetings of the Board of Directors; Meetings of the Full Members

5.1 Place of Meeting. Meetings may be held at any place within or outside the Commonwealth of Virginia, as set forth in the notice thereof or in the event of a meeting held

pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Corporation. Meetings of the Board and meetings of the Full Members may be, but need not be, held on the same date and at the same place. As used in this Article Five, “meetings” refers to both forms of meetings unless otherwise distinguished as set forth herein.

5.2 Annual Meeting; Notice; Addresses. The annual meeting shall be held in January or February of each year, or at such other time as the directors shall designate, at the principal office of the Corporation or at such other place as shall be designated in the notice of meeting. Unless waived as contemplated in Articles 5.5 or 6.2, notice of the time and place of such annual meeting of the Board and of the Full Members shall be given by a member of the Executive Committee either personally, by mail, by telecopier (“fax”) or by electronic mail (“e-mail”) not fewer than ten (10) nor more than sixty (60) days before such meeting. Directors and Full Members are responsible for providing in writing, respectively, to a member of the Executive Committee their current residential or business addresses, fax numbers, and e-mail addresses. Directors and Full Members similarly are responsible for providing written updates as to any changes.

At each such annual meeting of the Board, the President shall present an annual report regarding the Corporation’s activities and operations during the previous year, the Treasurer shall present a financial report concerning the financial activities of the Corporation for the previous year and the Corporation’s current financial state of affairs, and a current director selected by the Executive Committee shall present a report concerning goals and aspirations of the Corporation for the ensuing year.

5.3 Regular Meeting; Notice. Regular meetings may be held from time to time between annual meetings, and in the case of the Board only, no less frequently than once every two months, at such times and at such places as the Board may prescribe. Notice of the time and place of each such regular meeting shall be given by the Secretary of the Corporation or other member of the Executive Committee either personally, by telephone, by mail, by fax, or by e-mail no fewer than seven (7) nor more than thirty (30) days before such regular meeting.

5.4 Special Meetings; Notices. Special meetings of the Board may be called by or at the request of the President or by at least one-third (1/3) of the Directors. Notice of the time, place and purpose of any special meeting of the Board shall be given by the Secretary or other member of the Executive Committee either personally, by telephone, by mail, by fax, or by e-mail at least forty-eight (48) hours before such meeting.

Special meetings of the Full Members may be called by twenty percent (20%) of the Full Members. Notice of the meeting shall be provided as set forth in the preceding paragraph, *mutatis mutandis*.

5.5 Waiver. Attendance by a director or Full Member at a meeting shall constitute waiver of notice of such meeting, except where a director or Full Member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

5.6 Quorum. At meetings, respectively of the Board or Full Members, a majority of the directors then in office or of Full Members shall be necessary to constitute a quorum for the transaction of business.

5.7 Vote Required for Action. Except as otherwise provided in these bylaws or by

the articles of incorporation, the act of a majority of the directors or Full Members present at a meeting at which a quorum is present at the time shall be effective for all purposes.

5.8 Action Without a Meeting. Any action required or permitted to be taken at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all directors or Full Members (as the case may be.) Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book. Consents may be provided in any written form, including by e-mail.

5.9 Telephone and Similar Meetings. Directors or Full Members may participate in and hold a meeting by means of conference telephone or any means of remote communications by which all persons participating in the meeting can hear each other and all are able to vote on matters submitted to them including having an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings. Participation in such a meeting shall constitute presence in person at the meeting, except where a director or Full Member participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

5.10 Adjournments. A meeting, whether or not a quorum is present, may be adjourned by a majority of the directors or Full Members attending to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

5.11 Robert's Rules of Order. Meetings of the Board shall be conducted in accord with the procedures set forth in the most recent edition of *Robert's Rules of Order*. The individual acting as Chair of the meeting shall be responsible for ruling on points of order, privilege, and other procedural objections or issues raised at the meeting.

ARTICLE SIX

Notice and Waiver; Writing Includes Electronic Mail for All Purposes

6.1 Procedure. Whenever these bylaws require notice to be given to any director or Full Member, the notice shall be given as prescribed in Article Five. Whenever notice is given by mail, the notice shall be sent by first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the person at his or her address as it appears on the books of the Corporation; and such notice shall be deemed to have been given at the time the same is deposited in the United States mail.

Notices provided by e-mail shall be deemed to have been given when sent electronically to the director or Full Member at the most recent e-mail address provided by the director or Full Member to the Corporation. Either (or both) postal notices or e-mail notices may be given in the discretion of the Secretary or other person providing notice. They are equally valid for all purposes, so long each is addressed to the most recent physical or e-mail address provided by the director or Full Member.

6.2 Waiver. Whenever any notice is required to be given to any director or Full Member by law, the articles of incorporation, or by these bylaws, a waiver thereof in writing signed by the director or Full Member entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE SEVEN

Officers

7.1 Number and Qualifications. The officers of the Corporation shall consist of a President, Vice President/President-Elect, Secretary, Treasurer and Immediate Past President/Advisor. Officers shall be directors. No person shall hold more than one office simultaneously.

7.2 Election and Term of Office. The officers shall be elected by the initial directors of the Corporation and shall serve until the first annual meeting of the Board of Directors and until their successors have been elected and qualified in accordance with these bylaws, except for: a) the office of President, in which the current Vice President/President-Elect shall automatically assume the office of the President at the expiration of the term of the President as set forth in Article 7.6 below, and b) the office of Immediate Past President/Advisor, in which the current President shall automatically assume the office of Immediate Past President/Advisor at the expiration of the term of the President as set forth in Article 7.9 below. Thereafter, the officers i.e., the Vice President/President-Elect, Secretary and Treasurer, shall be elected annually by the Full Members. The officers shall serve for a term of one (1) year or thereabouts, as the Executive Committee may determine from time-to-time is necessary due to extenuating circumstances, or until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification. The officers shall serve at the pleasure of the Board and may be removed by the Board at any time with or without cause.

7.3 Other Officers/Assistant Officers. The Board may appoint from time to time such other officers, including, but not limited to, one or more vice presidents, and assistant officers as it may deem necessary or desirable, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties as the Board from time to time may

determine. Such other officers and assistant officers are not subject to annual election. They shall continue in office until removed at any time, with or without cause, by the Board.

7.4 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board.

7.5 President. The President of the Corporation shall have the power, responsibility, and authority to:

(a) supervise the Corporation's administration, operations and finances and manage the Corporation's affairs including delegating powers and duties to the President, subject to the control of the Board;

(b) present an annual report concerning the Corporation to the Board and any other reports as may be required by the Board;

(c) see that all orders and resolutions of the Board are carried into effect;

(d) enter into any contract or agreement on behalf of the Corporation; and execute in the corporate name, along with the Secretary, any instrument or other writing or other documents on behalf of the Corporation.

(e) determine the agenda, with the input of other directors, for all meetings of the Board and committees and sign minutes and resolutions of the Board;

(f) serve as an *ex officio* member of all committees of the Board and coordinate the activities of all such committees;

(g) preside at all meetings of the Executive Committee and other standing committees and meetings of the Board; and

(h) have general authority to exercise all of the powers necessary for the President and shall perform such other duties and have such other powers as may be prescribed by the Board.

7.6 Vice President/President-Elect (“Vice President”)

(a) The Vice President shall assist the President in managing the operations and activities of the Corporation;

(b) Except for the election of the first President of the Corporation, the Vice-President shall automatically assume the office of President upon the completion of the then current President’s term of office, or under any circumstances resulting in a vacancy in the office of the President, e.g., due to removal, resignation, death, disability, inability of the President to act or any other absence of the President. Under such circumstances, the Vice President shall serve for the unexpired term of the then-current President and continue as President thereafter for the term during which the Vice President would have succeeded the previous President had not the office of the President been prematurely vacated for the reasons set forth above; and

(c) The Vice President shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time-to-time delegate.

7.7 Secretary.

(a) The Secretary shall attend all meetings of the Board, record all votes, actions, and the minutes of all proceedings in a book to be kept for that purpose, maintain the Corporation’s records, coordinate correspondence with members, oversee production of organizational materials and perform like duties for any executive and other committees when required.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board.

(c) The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board or the President, affix it to any instrument requiring it. When so affixed, it shall be attested by the Secretary's signature.

(d) The Secretary shall perform all duties incident to the office of Secretary and shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time-to-time delegate.

7.8 Treasurer.

(a) The Treasurer shall have the custody of the corporate funds and securities, keep full and accurate accounts of receipts and disbursements of the Corporation, and deposit all monies and other valuables in the name and to the credit of the Corporation into depositories designated by the Board.

(b) The Treasurer shall disburse the funds of the Corporation as ordered by the Board or the President and shall prepare financial statements each month or at such other intervals as the Board or the President shall direct.

(c) The Treasurer shall present a report on the financial status of the Corporation at the annual meeting of the Board and periodically as the Board may require and shall give the Corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board) for the faithful performance of the duties of that office and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Corporation.

(d) The Treasurer shall perform all duties incident to the office of Treasurer and shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time-to-time delegate.

7.9 Immediate Past President/Advisor (“Immediate Past President”)

(a) The Immediate Past President shall provide guidance, training, assistance and advice when necessary and as requested by the Executive Committee and shall assist the President in managing the operations and activities of the Corporation;

(b) Except for the election of the first Immediate Past President of the Corporation, the current President shall automatically assume the office of Immediate Past President upon the completion of the then current President’s term of office. In the event of a vacancy arising at any time and from any cause in the office of Immediate Past President, the office may be filled for the unexpired term at any meeting of the Board provided the individual selected qualifies for the office of Immediate Past President as set forth in Article 4.7(b).

(c) The Immediate Past President shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time-to-time delegate.

ARTICLE EIGHT

Contracts, Checks, Deposits and Funds

8.1 Contracts. The Board may authorize one or more officers, assistant officers, or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

8.2 Checks, Drafts, Notes, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers, assistant officers or agents of the Corporation and in such other manner as may from time to time be determined by resolution of the Board. The President, the Vice-President and the Treasurer are authorized to sign checks and withdraw funds on the Corporation's accounts with the signature, email authorization (or any other form of authorization acceptable by the financial institution) of any two of the above officers

8.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

8.4 Gifts. The Board, the President, or their designees, may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE NINE

Indemnification and Insurance

9.1 Indemnification. If any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, then the Corporation shall determine in the manner provided under Virginia law whether or not indemnification is proper under the circumstances. If it is determined that such indemnification

shall be provided, such person may be indemnified to the fullest extent now or hereafter permitted by Virginia law.

9.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Article 9.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of disinterested directors, or otherwise as to action taken in an official capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

9.3 Insurance. To the extent permitted by Virginia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation.

ARTICLE TEN

Conflict of Interest and Compensation Policy

10.1 Prevention of Conflicts of Interest. Any officer, director, member or employee of the Corporation who has a direct or indirect financial interest in a transaction or arrangement which might benefit the private interest of such officer, director, or employee of the Corporation (“Interested Person”) shall disclose the existence of such financial interest and all material facts related thereto to the Board considering the proposed transaction or arrangement. A person has a financial interest if the person has, directly or indirectly, through business, investment or family, any of the following: a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; b) a compensation arrangement with the

Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Following disclosure of the financial interest and all material facts related thereto to the Board, and any discussion with the Interested Person, the Interested Person shall leave the board meeting while the Board of Directors discuss and vote on whether a conflict of interest exists. If the Directors determine that a conflict of interest exists, they shall follow procedures addressing such conflict of interest pursuant to written Conflict of Interest and Compensation Guidelines adopted to avoid “excess benefit transactions” subject to intermediate sanctions and excise taxes under Section 4958 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

10.2 Compensation Policy. No Interested Person shall vote on any matter relating to his or her compensation, irrespective of whether said compensation is received directly or indirectly, from the Corporation. The Corporation shall endeavor to ensure that all compensation arrangements affecting Interested Persons are objectively fair, ordinary, and reasonable.

ARTICLE ELEVEN

Miscellaneous

11.1 Books and Records. The Corporation shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board and committees having any of the authority of the Board.

11.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in a standard, circular form for Virginia corporations or in such other form as the Board may from time to time determine.

11.3 Fiscal Year. The Board is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate. Initially, the fiscal year shall be the period January 1 to December 31.

11.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

11.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative.
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

11.6 Headings. The headings are for organization, convenience, and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written materials.

11.7 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

11.8 Electronic Signatures. Whenever a written instrument is required to be executed hereunder including, but not limited to, any consent of the directors pursuant to Article 5.8

hereto, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE TWELVE

Amendments to Organizational Documents

Amendments to the Articles of Incorporation and Bylaws shall be made in accordance with the Virginia Nonstock Corporation Act as amended.

ARTICLE THIRTEEN

Tax-Exempt Status

The affairs of the Corporation at all times shall be conducted in such a manner as to assure its status as an organization described in Code Section 501(c)(4) which is qualified for exemption from federal income tax pursuant to Code Section 501(a).

ARTICLE FOURTEEN

Dissolution

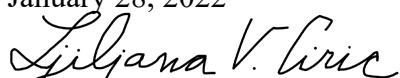
Upon dissolution of the Corporation, any assets remaining after paying or making provision for the payment of all the liabilities of the Corporation shall be disposed of in accordance with the laws of the Commonwealth of Virginia, Section 501(c)(4) of the Code, and the articles of incorporation of the Corporation.

CERTIFICATION

I HEREBY CERTIFY that the bylaws for USPTO APANET, attached hereto, are the current rules of operation.

Date: January 28, 2022

By:



Ljiljana (Lil) Cirim, Vice President/President-Elect