



Policy and Procedure Manual

Certified Licensing Professionals, Inc.

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Section 1.00: Organization

1.01: Status of Certified Licensing Professionals, Inc.

Certified Licensing Professionals, Inc. (CLP) is a certifying body for professionals engaged in “the domestic or international licensing, technology transfer, commercialization or other transfer of technology and intellectual property rights” here referred to as “IP Licensing.” CLP is a Section 501(c)(6) nonprofit organization incorporated under the laws of the State of New York, and is solely responsible for all matters pertaining to certification. CLP derives its responsibilities and authority from the *CLP Bylaws (See attached Addendum A)*. CLP is headquartered in Alexandria, VA, or other location as determined by the Board of Governors. Certified Licensing Professionals, Inc. may sometimes be referred to in documents and publications as CLP.

1.02: Operation of the Board

CLP conducts its business in accordance with the CLP Bylaws, these policies and the various laws and regulations that apply to nonprofit corporations in the state of New York and all other jurisdictions, whether specifically itemized in the CLP Bylaws or not, and in accordance with the policy provisions contained herein. If there is any conflict between the CLP Bylaws and this document, the CLP Bylaws control.

The CLP sets the fiscal year of January 1 through December 31.

The organizational chart of the CLP shall be kept current and available on the CLP website at the following link http://licensingcertification.org/images/CLP_ORGANIZATIONAL_CHART.pdf or its successor site.

1.03: Relationship of the Board and CLP Administrative Staff

The Board of Governors (here referred to as the “Board of Governors,” “BoG,” “Governors” or “Board”) is responsible for the development and administration of corporate policies. The Governors may delegate the implementation and administration of all policies and the supervision of programs to CLP administrative staff (Staff).

1.04: Committees

CLP has the following standing Committees:

- Executive Committee – comprised of the BOG officers and other Governors as appointed by the President & Chair.
- Examination Development & Administration Committee - The committee is responsible for recommending policies to the BOG related to the development, maintenance and administration of the exam. The committee also participates in ongoing exam development activities. Committee members are Subject Matter Experts (SMEs) in the licensing industry.
- Standards, Admissions, and Recertification Committee - The committee is primarily responsible for establishing and reviewing the requirements for initial certification and recertification and recommending any changes to the BOG.

- Marketing & Outreach Committee - The committee is responsible for communications/promotions with current and potential certificants with the goal of increasing the number of CLP applicants.
- Appeals, Ethics & Discipline - The committee is primarily responsible for establishing and reviewing the code of ethics and disciplinary policy and recommending any changes to the BOG. The committee will review and investigate any complaints regarding certificants as defined in the Ethics Complaints Procedures (section 3.06) or appeals filed by certificants.
- Audit Committee – The committee is primarily responsible for managing the annual financial audit and presenting the final audit report to the BOG.
- Nominations Committee – The committee is primarily responsible for distributing the call for Board nominations and for recruiting, screening, and presenting qualified candidates to the Governors for approval.

Committees meet on a periodic basis to discuss and implement charges set forth by the CLP BoG. CLP will distribute a call for volunteers, including criteria/qualifications, to certified individuals and other professionals, as selected by the Committee Chair or BoG. The BoG President & Chair appoints committee chairs.

1.05: Nominations

The Nominations Committee is comprised of at least three Governors. The Vice President & Vice Chair of the BOG will serve as Chair of the Nominations Committee.

The committee will distribute a call for nominations, including criteria/qualifications, annually to all certified individuals in good standing. The Committee will also seek nominations from non-certified individuals as determined by the members of the committee.

The Chair of the Nominations Committee will present the slate of candidates for approval by the BoG. Governors are elected by a simple majority vote of the current BoG for a two-year term.

The Chair of the Nominations Committee will request nominations from the current BoG to fill the officer positions of President & Chair, Vice President & Vice Chair, Secretary, and Treasurer. Officers are determined by a majority vote of the BoG.

Section 2.00: Fiscal Management

2.01: Annual Operating Budget

The Board shall cause to be prepared, through the Treasurer, an annual operating budget for CLP. After the year 2012, a fiscal objective for CLP should be a balanced yearly budget.

2.02 Funding Options

Options for funding shall be reviewed and determined as appropriate or inappropriate by the Board; however, preliminary deliberation on these matters may be delegated to the Treasurer and/or Staff at the discretion of the Board.

The Board shall obtain the necessary revenues for conducting the business of CLP. These revenues shall be obtained through the assessment of certification/testing fees, recertification fees, sale or licensing out of printed or electronic materials, grants, contracts for services and donations.

The Board may authorize negotiation of loans as necessary. Application for such loan(s) will be completed in accordance with appropriate banking and corporate laws. Application for loan(s) shall be approved by the Board upon the recommendation of the Treasurer and should be limited to a specific purchase or purpose.

2.03: Accounting and Reporting

A system of accounts shall be maintained. The system of accounts will provide an accurate record of receipts and expenditures, in accordance with generally accepted accounting practices and procedures.

The Board shall authorize an audit of CLP accounts as required by law or as deemed appropriate from time to time.

Section 3.00: Certification

3.01: Purpose of Certification

CLP certification is a designation intended to confirm to the public that a person with appropriate educational qualifications and experience has demonstrated the knowledge, expertise in, and skills required of an IP Licensing Professional by passing the CLP examination, or has met the requirements for CLP grandfathering as established by the Governors.

CLP develops, reviews and updates the certification examination(s) in accordance with test specifications based upon a validated job analysis or role delineation study (each of these items are described more fully in later portions of this manual). CLP uses a criterion-referenced passing point for the examination. A criterion-referenced passing point is defensible rationale for identifying a cutoff (or passing) score for a certification exam.

CLP has complete authority to certify individuals who qualify under its standards for Certified Licensing Professionals and any other designations as may be defined from time to time by the Board. CLP shall have control over all matters related to certification of individuals and the certification process/criteria.

The certification activities of CLP are carried out under its established policies.

CLP certification provides:

1. Confirmation that individuals earning the Certified Licensing Professional designation have met the certification standards as established by CLP;
2. Increased stature in the licensing profession;
3. Increased opportunities for career advancement;
4. Opportunities for job assignments in those situations where there are policies, practices, regulations, or contract provisions that require certification.

3.01(1): Significance of Certification

Certification is awarded to individuals who have appropriate training and work experience and who pass the CLP examination. Certification is broad in scope. Therefore, rather than being dependent on the unique aspects of laws and regulations that may be found in any single state or nation, the foundation for the CLP certification program is in broadly applicable subject matter, work practices and experience, and technology.

Certification is a means for individuals to indicate to employers, peers, the general public, and others that they have met the standards of an impartial, nationally/internationally recognized organization in the licensing profession by virtue of their knowledge and experience.

3.01(2): Altering Certification Requirements

The Board, through its Standards, Admissions, Recertification and Examination Development Committee, shall conduct a review of the standards for certification to ensure currency and appropriateness every three years, or more frequently if necessary. From time to time, the Board may find it necessary to review and change requirements for certification. In order for the Board to understand and affirm the changes, the Board will provide a forum for review and discussion.

The Standards, Admissions, Recertification and Examination Development Committee will consider the rationale for, and the possible impact of, any proposed changes and make recommendations for adoption. When considering its recommendations for adoption, the committee will evaluate the impact of the proposed changes on the education and experience of current Certified Licensing Professionals and future CLP candidates, on training programs, and on the credibility and integrity of CLP.

3.01(3): Wording of Certificates

All certificates issued by CLP, will be alike in design and wording. The certificate shall note the certificant's name, certification number, certification date, which is the first day of the month

following the test administration window (for example, the certificate of candidates who test in October are dated as November 1, xxxx), and certification expiration date.

3.01(4): Waiver and Release of Information

Individual applicants and certificants may authorize CLP and its agents to communicate essential information relating to the application, certification, and review of these items to employers, state and federal authorities, other applicants and certificants, educational programs, and others by means of a newsletter or otherwise ONLY upon receipt of a written and signed authorization.

Examination scores are confidential and will not be disclosed to any third party unless CLP is directed to do so by subpoena or court order, or when a candidate or certificant requests in writing that his/her scores be sent to a third party, indicating which particular scores are to be disclosed, identify specifically the person or organization to whom the scores should be sent, and pay any fees required by CLP for sending said scores.

Information regarding disciplinary action taken against a Certified Licensing Professional may be made public as indicated elsewhere in this Policy and Procedures Manual. Please refer to policy 3.06 regarding disciplinary action.

GUIDELINES FOR IMPLEMENTATION

Release of Information

1. All communication with certification candidates must be through CLP headquarters, Staff or the offices of its testing contractor (collectively, the "CLP Group").
2. General information about the following topics will be published and available to all current and potential candidates:
 - a) How the examination is developed
 - b) Examination content outline
 - c) How the examination is scored
 - d) Test administration rules
 - e) Information regarding special accommodations as described in Section 3.03
 - f) Information about admission to the examination
 - g) Appeals and test disclosure information
3. CLP will advise candidates of any potential deviation from the published requirements for certification. All parties at CLP headquarters should be notified of such deviations to ensure that correct information is provided to candidates. Proper CLP decision-making procedures must be followed in order to declare that a deviation has occurred.
4. Candidates may receive test site information and/or directions to test sites via web/internet access, electronic mail, fax, or the postal service. All candidates must show proof of identity (i.e., a current, government-issued document with photograph and signature together) before receiving permission to enter the examination room.

5. All requests for certification status and/or examination results should be given in writing to the CLP Group. Responses to such requests must also be made in writing and sent in paper form.
6. CLP staff or its testing contractor shall answer all routine inquiries. For all inquiries other than routine certification inquiries, the person(s) handling such inquiry(ies) shall require that the request be in writing.
7. Whenever an application for certification is denied and additional requirements for certification are imposed, CLP shall communicate to the candidate the additional requirements and reference CLP's regulations and requirements.

3.01(5): Record Retention and Disposal

The CLP Group shall maintain all applications, memoranda, forms, documents, minutes, and correspondence sent or received by CLP. The CLP Group shall keep by name a record of CLP actions with respect to every applicant presenting for admission to the certification process.

All papers, incomplete application materials, and correspondence not pertaining to the current business operation of CLP, and pre-dating any current fiscal year by seven (7) years may be discarded and/or destroyed. Exams, item banks, job analysis studies, cut score studies (as described further in Section 3.04(3)), exam results, active certificant files, audits, meeting minutes, and other exam development materials may be retained indefinitely.

When they are eligible to be discarded or destroyed, confidential materials shall be destroyed through a secure process. Confidential materials include test scores, certification applications, education records, copies of certificates, and information obtained through the certification application process or gained through validation of education and Full-Time Employment in the IP Licensing field. "Full-Time Employment" refers to someone working full-time in a position (at least 30 hours per week) that involves, as a significant part of their responsibilities, IP Licensing and/or technology transfer.

All records of certified professionals shall be kept in accordance with the laws governing the state in which the Certified Licensing Professional organization is incorporated.

3.01(6): Equal Opportunity

All administrative practices and procedures will be nondiscriminatory on the basis of race, creed, color, religion, lifestyle, national origin, gender, age, or sexual orientation.

3.02: Certification Requirements

The CLP candidate must meet certain requirements of satisfactory completion of appropriate education and licensing experience. The candidate should provide all requested information with the CLP application. Applications will not be considered complete without the following information, and the candidate will not be allowed to take the examination if this information has not been provided:

1. Provide proof of work experience.
 - Minimum three (3) years of professional-level experience in licensing (defined as including identification, evaluation, valuation, development, use, transfer, marketing, and/or management of intellectual property / assets). Certified Licensing Professionals are people of good ethical reputation who subscribe to the *CLP Rules of Conduct* and have significant IP Licensing responsibilities in their professional activities. Licensing professionals work in a variety of settings, including, but not limited to, health care; high tech; chemicals, energy, and materials; financial markets; consumer products; university, research organizations, government; and as service providers to the above.
 - The candidate must work in the IP Licensing field at the time of submission of their CLP examination application, or have worked in the IP Licensing field within the preceding twelve (12) months.
 - The candidate must have at least three (3) years of full-time professional-level experience in IP Licensing.
 - The candidate must have accumulated the three (3) years of experience in IP Licensing within the prior eight (8) years.
2. Provide proof of education.
 - The candidate must have received a Bachelor's degree in the United States, or the equivalent outside the United States, from an accredited university. On the application, candidates must list education completed in chronological order, starting with the Bachelor's degree and including all higher degrees.
 - Applications will be randomly selected for auditing. If audited, the candidate is responsible for submitting proof of education. Proof of education may be an original or copy of an official transcript or diploma from the academic institution where the Bachelor's degree (or its equivalent outside the United States) or higher degree was earned.
3. Agree to comply with the *CLP Rules of Conduct* and disciplinary procedures established by CLP. The rules of conduct are available online at <http://www.licensingcertification.org/examcandidates/rulesofconduct.html>, or its successor site.
4. Submit three (3) references.
 - The candidate must provide three (3) professional references who can attest to the candidate's licensing experience. On the application, candidates must list relevant work experience completed in order, starting with the current or most recent employer.
 - If the candidate's application is audited, the candidate authorizes the references listed in the professional reference section to provide the CLP Group with

information substantiating the candidate's current or previous education, Full-Time Employment in IP Licensing, and experience.

5. Complete the certification application and remit the applicable fee.
6. Pass the CLP examination.
 - Unless otherwise qualified and approved by the Board of Governors, all candidates are required to pass the CLP examination, based on role delineation study and criterion-referenced passing standard approved by the Board. The examination will sample the knowledge required for minimally-competent performance for Certified Licensing Professionals. The Board of Governors will publish the procedure for qualifying and approving candidates.

3.02(1): Limitations

CLP provides information on its certification procedures and objectives so that training courses can be developed specifically to help persons planning to take the CLP examination, however CLP does not develop, endorse, certify, or accredit training programs.

3.03: Examination Policies

Upon receipt of the completed application, the CLP Group will review the information and assess the candidate's eligibility to take the examination.

- Applications must be submitted online at <http://www.castleworldwide.com/clp/> or its successor site.
- Candidates must sign an attestation regarding the veracity of the information submitted, and applications will not be accepted from candidates who do not respond affirmatively to the attestation.
- If a candidate's application is selected for audit, the candidate is expected to provide documentation as required. If the candidate does not comply, he/she will be considered ineligible. If a candidate passes the CLP exam before the audit is conducted, the CLP designation may be withdrawn if the candidate does not provide the required documentation.
- Once compliance with the criteria has been verified, eligibility lasts for thirteen (13) months or two (2) testing attempts, whichever event comes earlier; thereafter, a new application must be filed, any applicable fees paid and the candidate must meet the requirements in effect at the time of re-application.
- Candidates may reschedule a testing session up to five (5) business days in advance of the testing appointment. To reschedule a testing session, the candidate must:
 - Contact CLP's testing contractor in writing (mail or email) to cancel or reschedule the session.
 - Pay the applicable rescheduling fee at the time of the written request (provided the rescheduling request is received by CLP or its testing contractor at least five (5) business days prior to the testing appointment).
 - If the rescheduling request is made less than five (5) business days in advance of the testing appointment, the candidate will be considered a no-show and the full testing fee will apply.
- A candidate who does not appear for his or her testing appointment, and has not contacted CLP or CLP's testing contractor to reschedule, will be considered a no-show and the full testing fee will apply.
- After learning that they have failed their initial CLP examination, applicants for certification will have three (3) months (from the date of their receipt of said notification) to apply to CLP or CLP's testing contractor to re-take the examination at a later date.

3.03(1): Examination Administration

CLP must follow test administration guidelines as approved by the Board of Governors and in consultation with its testing contractor. The CLP will determine the examination dates and locations available through the testing contractor's network of testing sites.

For each test administration, CLP (or its testing contractor) will provide necessary and qualified test center personnel, including proctors and supervisors, and appropriate physical facilities. The testing environment should not detract from the ability of CLP candidates to take the examination. Testing environments must be safe, secure, and compliant with reasonable expectations for CLP candidates.

CLP complies with the provisions of the Americans with Disabilities Act (42 U.S.C. §12101 *et seq.*), the Title VII of the Civil Rights Act, as amended (42 U.S.C. §2000e *et seq.*), or the equivalent in other nations in accommodating individuals who need reasonable accommodations to take the examination.

The candidate must submit documentation of accommodation needed provided by an appropriate, licensed medical or other relevant professional on the professional's letterhead. The documentation must include the candidate's name, address, and Social Security Number as well as a diagnosis of the disability and specific recommendations for accommodations. Requests must be received by the CLP Group at least forty-five (45) days prior to the testing appointment date. Once CLP reviews the request, the approval for reasonable accommodations will be forwarded to its testing contractor.

Candidates must comply with the rules for exam administration from the test administrator (outside testing contractor).

3.03(1)(1): Appeal Policy

Adverse decisions by CLP may include, but are not limited to:

1. Denial of candidate application;
2. Denial of certification for an individual;
3. Denial of certification renewal for an individual; and
4. Revocation of certification.

In the event of an adverse decision in the areas outlined above, CLP shall advise the individuals involved of the decision and of the procedure for appealing the adverse decision. Individuals will also be notified of the appeal policy in the Candidate Handbook, on the CLP web site, and/or in other published sources. The individual desiring to appeal CLP's adverse decision must adhere to the following procedure.

The request (more about which is described in the "Appeals" section below) must be received within sixty (60) days of the date that notice of the adverse decision was issued by CLP. The candidate is responsible for demonstrating with clear and convincing evidence that the appeal should be granted. CLP shall review the request and notify the applicant of its determination.

All administrative practices and procedures, including appeals, will be non-discriminatory on the basis of race, creed, color, religion, lifestyle, national origin, gender, age, or sexual orientation.

GUIDELINES FOR IMPLEMENTATION

Appeals

The following procedure has been established to provide for prompt and equitable resolution of all appeals. These steps must be followed in the order listed:

1. The grievant will submit a signed, written statement of the grievance to the CLP Appeals, Ethics, and Discipline Committee. The statement of the grievance will include:
 - a) Name of the grievant.
 - b) Statement of the facts giving rise to the grievance.
 - c) Identification of the provisions of policy or of state or federal statutes, regulations or guidelines purportedly being violated.
 - d) State the contention of the grievant with respect to the alleged violation.
2. The CLP Appeals, Ethics and Discipline Committee will review the complaint and provide a decision to the grievant within thirty (30) days after the next regularly-scheduled Governors or Appeals, Ethics and Discipline Committee meeting, provided that the completed, accepted grievance is received ten (10) days or more before said meeting.
3. The grievant may petition for reconsideration or review of the Appeals, Ethics and Discipline Committee's decision on the initial complaint, on the grounds that CLP has ruled erroneously by:
 - a. Disregarding the established criteria for certification.
 - b. Failing to follow its established procedures.
 - c. Failing to consider relevant evidence and documentation presented by the grievant in grievant's submission.
4. An individual may petition to the CLP Board of Governors to review the decision of the Appeals, Ethics and Discipline Committee by filing a written petition for reconsideration with the CLP BoG. The written petition shall include a statement of the grounds for reconsideration, and documentation, if any, in support of the petition.
 - a. CLP must receive such petition within ninety (90) days of the date on which the Appeals, Ethics and Discipline Committee announced the decision in question.
 - b. The affected party may, at the discretion of the Board, be invited to appear at the next regular meeting of the Board.
 - c. The Board will reach a final decision. This decision will be delivered in writing by mail to the individual not more than thirty (30) days after the next regularly-scheduled Board meeting, provided that the completed, accepted petition is received ten (10) days or more before said Board meeting.

3.03(1)(2): Refund Administration

Certification fees are nontransferable and nonrefundable. No refunds will be considered for candidates who have taken the certification examination or for those who did not provide the necessary cancellation/ rescheduling request to CLP.

GUIDELINES FOR IMPLEMENTATION

Refunds

1. All requests for refunds must be in writing and must be postmarked at least **thirty (30) days** prior to the scheduled test date.
2. If approved, refunds will be issued for the amount paid minus a processing fee.
3. Refund requests must be sent to CLP's headquarters directly.

3.03(1)(3): Re-examination Policy

The application fee includes the processing of the application and two testing opportunities within a thirteen (13)-month period that begins with the application submission. If the candidate fails the first examination, and the candidate has another testing window available during his/her thirteen (13)-month eligibility, then the candidate can schedule a second testing appointment. To schedule another testing appointment, the candidate must return to CLP testing contractor's scheduling system (using the link provided in the e-mail containing the initial notice to schedule the examination). To schedule a second testing appointment, the candidate must contact CLP's testing contractor (using the link provided to the candidate by CLP's testing contractor in the initial scheduling e-mail).

Applicants for certification may apply for retesting within three (3) months after their initial test.

3.04: Examination Development / Role Delineation Studies

The examinations used to test individuals for CLP certification are based on a current role delineation study or other appropriate job analysis. A role delineation study refers to the validated definition of the elements of knowledge, skill, and other abilities necessary for an individual to practice at a minimum level of competence.

Job analysis also refers to the determination of those tasks typically performed by job incumbents that are important to competent performance. Job analysis studies also are commonly referred to as a "practice analysis" or a "role delineation study." CLP uses the results of the job analysis to develop the test blueprint, or test specifications. The blueprint guides the item development and examination assembly processes and ensures that the examination accounts for the relative importance of the required knowledge and skills.

3.04(1): Examination Item Development

CLP item writing panels prepare test questions for the certification examinations. The panel members are subject matter experts (SMEs) representing different sectors of the licensing profession. Each item writer will be trained in writing, reviewing, and editing high-quality questions. Each question is:

1. Validated by at least three independent content experts who serve on the item writing panel;
2. Referenced to current resources from the literature on or related to the licensing profession; and
3. Periodically validated by Certified Licensing Professionals for technical accuracy.

Each question is also subjected to editing for grammar, clarity, and psychometric integrity by expert psychometric consultants to CLP.

Thus, content experts write the questions and validate their appropriateness for the examination, and experts in testing review the questions to ensure that the questions perform as intended.

3.04(2): Passing Point and Equating

The passing point used by CLP in its certification examination(s) must be criterion-referenced.

Since the certification examination(s) are revised annually with items being replaced or revised, the difficulty level of an examination may change. The CLP equates the different versions of its examination(s) using appropriate psychometric procedures.

3.04(3): Scoring the Examination(s)

The passing point used in the CLP examination is a criterion-referenced approach called the Angoff Modified Technique. This technique is currently considered by the testing profession to be one of the most commonly used criterion-referenced methods available for setting passing points. Once the examination forms have been equated, a procedure called *scaling* is used to convert the actual number of correct answers, or raw scores, to a uniform scale. These converted scores are called scaled scores. Scaled scores ensure that all examinees demonstrate the same level of ability in order to pass the examination.

Following verification of scores after the close of each testing window, official individual score reports will be printed and distributed to candidates.

Questions concerning the scoring of the examination should be directed to the CLP office (or its testing contractor). Except for grandfathered designees, candidates must pass the examination in order to be awarded certification. The application fee includes the processing of the application and two testing opportunities within a thirteen (13)-month period that begins with the date CLP or CLP's testing contractor receives a completed application submission.

If the candidate fails the first examination, and the candidate has another testing window available during his/her thirteen (13)-month eligibility, then the candidate can schedule a second testing appointment. To schedule another testing appointment, the candidate must return to CLP testing contractor's scheduling system (using the link provided in the initial notice to schedule email). When the candidate returns, he/she will be able to schedule a second testing appointment.

3.04(4): Examination Conduct and Prohibitions

Candidates are expected to conduct themselves in a professional manner at all times at the testing site. Test site personnel will ask disruptive candidates to leave the site if, in the opinion of the staff, the candidate is disturbing other candidates, etc. Please refer to policy 3.03(1) for additional information.

3.04(5): Examination Format and Content

CLP examinations are composed of multiple-choice questions. Three hours will be allotted for the CLP examination.

Testing conditions are consistent for all candidates. The examination is secure so that no candidate gains an advantage over other candidates by having prior access to the actual examination content.

Examination questions are written in such a way that there is no foreseeable inherent disadvantage on minority or other identified group of candidates for the examination.

The quality and currency of the examination content and procedures are monitored and improvements are made when needed.

3.04(6): Examination Disclosure

CLP certification examinations, item banks, scoring keys and other related materials remain the sole property of CLP. These materials are confidential and are not available for review by any person or agency outside CLP for any reason unless required by subpoena or court order.

3.04(7): Confidentiality

CLP Group protects the confidential information of applicants and/or certificants. In addition to personal information submitted in the application, exam results are also considered confidential. Confidential information will only be released to the individual applicant/certificant unless a signed release is provided. Aggregate exam statistics (including the number of candidates, pass/fail rates, and total number of certificants) will be published periodically.

Volunteers and consultants working on behalf of CLP are required to protect confidential information and documents related to the certification programs. All confidential information, including electronic files, distributed to Governors, committee members, or other volunteers will remain the property of CLP and will be kept in a secure manner until returned or destroyed as appropriate.

Volunteers, including but not limited to, members of the Exam Development Committee and certification board, who participate in exam development activities (including item writing, item review, and exam form review) have access to confidential exam information. To protect the integrity and validity of the exam, these volunteers may not teach courses or develop educational materials designed to prepare candidates for the CLP exam for a minimum of three years after completion of their volunteer service.

3.05: Recertification
Updated April 20, 2011
Updated July 5, 2011
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The continuing competence of certified licensing professionals is a major interest of the CLP, Inc. Certified Licensing Professionals (CLPs) are required to demonstrate continued competence in their field to maintain their certification status. The CLP Board of Governors has determined, after considering a large scope of issues that face licensing professionals and the frequency at which information is updated and expanded, that the CLP credential will be recognized for a period of three (3) years from the last day of the month in which certification was earned. If certification is not renewed, it expires the last day of the month, three (3) years after certification was initially earned.

Individuals who hold the CLP designation can renew their credential by completing and submitting an online renewal application attesting to 40 continuing education (CE) credits before their credential expires. CLP encourages recertification candidates to submit their application at least one month prior to their expiration date to allow time for the committee to review the application. CLP accepts CE credit related to the field of licensing and the content covered on the CLP exam. The exam content outline is available online at: <http://licensingcertification.org/examinformation/examcontent.html>.

Additionally, renewal candidates must still be active in the licensing field and must pay the renewal fee of \$400 to qualify for renewal. In order to renew, you must have at least three (3) years of full-time licensing experience within the prior eight years. "Full-time employment" refers to someone working fulltime in a position (at least 30 hours per week) that involves, as a significant part of its responsibilities, licensing and/or technology transfer.

To ensure that the renewal process contributes to the professional development of CLP certificants across a variety of issues, CLP CE credits can be obtained from the following areas:

1. Attendance and/or participation in industry events on topics relevant to the licensing industry including:

- National conferences such as the Licensing Executives Society (USA and Canada), Licensing Executives Society International (LESI), the Association of University Technology Managers (AUTM), Biotechnology Industry Organization (BIO), and others. If the conference is offered by or accepted for continuing education from the following organizations, then it can also be used for CLP CE:
 - *American Intellectual Property Law Association (AIPLA)*
 - American Law Institute – American Bar Association (ALI-ABA)
 - Academic Impressions
 - American Conference Institute (ACI)
 - American Economic Association (AEA)
 - American Institute of Certified Public Accountants (AICPA)

- Association of European Science and Technology Transfer Professionals (ASTP)
- Association of University Technology Managers (AUTM)
- BNABar Associations (national and local)
- Canadian Bar Association (CBA), Intellectual Property National Section
- Centre d'Etudes Internationales de la Propriété Intellectuelle (CEIPI)
- Chartered Institute for Patent Attorneys (CIPA)
- European Patent Institute (EPI)
- Institut Européen Entreprise et Propriété Intellectuelle (IEEPI)
- Institute of Continuing Legal Education
- Institute of Trademark Attorneys (ITMA)
- International Association for the Advancement of Teaching and Research in Intellectual Property (ATRIP)
- International Association for the Protection of Intellectual Property (AIPPI)
- International Federation of Intellectual Property Attorneys (FICPI)
- Intellectual Property Institute of Canada (IPIC)
- Intellectual Property Owners Association (IPO)
- International Trademark Association
- Japan Intellectual Property Association (JIPA)
- Japan Patent Attorneys Association (JPAA)
- Licensing Executive Society (USA/Canada) Meetings (local, regional and national)
- Licensing Executives Society International
- LESI Society Meetings
- Progressive Business Publications
- National Association of College and University Attorneys (NACUA)
- National Association of College and University Business Officers (NCUBO)
- National Business Incubation Association (NBIA)
- Swiss Technology Transfer Association (swITT) Association Curie
- Technology Transfer Organization (TTO)
- Training Institute on Intellectual Property (IEEPI)
- University Industry Demonstration Project (UIDP)
- World Intellectual Property Organization

Please note: This is not an exhaustive list of potential CE opportunities. CLP will consider other events that are educational in focus and related to licensing, with content focused on one of the eight domains covered on the CLP exam. The exam content outline is available online at

<http://licensingcertification.org/examinformation/examcontent.html>.

- Regional conferences/meetings (see above for a sample of acceptable organizations).
- Educational workshops, webinars, seminars, conference sessions and other similar educational offerings relevant to the licensing industry.
- Seminars, workshops, or other similar educational offerings from corporations or law firms.

Value of Attendance and Participation in Industry Events

One clock hour of participation in the events outlined above is equivalent to one CLP continuing education (CE) credit. For example, if a candidate participates in a one-day seminar totaling eight hours in one of the areas above, they would earn eight CLP CE credits.

Please note: recertification candidates must include the name and location of the meeting, title of the session(s) they attended, and short description of the session(s) they attended.

2. **Presentations/Speaking engagements related to licensing at international, national, regional, or local conferences, workshops, seminars, webinars, or similar educational offerings through industry organizations, corporations, law firms, or universities.** Presentations given at or sponsored by an accredited college or university or any of the organizations listed under item 1 above are accepted.

Value of Presentations/Speaking Engagements

One hour of participation as a presenter or faculty member in the events outlined above is equivalent to three continuing education (CE) credits. CE credits may be claimed for repeated presentations. (CLP, Inc. assumes two hours of preparation for every hour presented/taught which is equivalent to two hours of continuing education (CE) credit.) For example, if a candidate taught an eight-hour workshop, they would receive 24 CLP CE credits.

Please note: recertification candidates must include the name and location of the meeting, title of the session(s) they presented, and short description of the session(s) they presented.

3. Writing and publishing written materials on relevant topics in the industry including articles, book chapters, textbooks, etc.

Value of Publishing

- Writing an article for a company newsletter or self-publishing that is not peer-reviewed* is equivalent to 5 CLP CE credits.
- Writing an article for a third party that is not self-published and not peer-reviewed* is equivalent to 15 CLP CE credits.
- Publishing** an article for a peer-reviewed journal is equivalent to 30 CLP CE credits.
- Publishing** a chapter for a book is equivalent to 30 CLP CE credits.
- Publishing** a book or textbook is equivalent to 40 CLP CE credits.

**Peer-reviewed means that the article is distributed to a group of reviewers who are selected by the editorial board. The reviewers are "peers" of the author, and are selected for their special knowledge and/or experience relevant to the subject of the article.*

***Published is defined as material that is published by an independent, commercial publisher. Self-published materials are not accepted for CLP CE credits except where specifically noted.*

4. Full-time employment as a licensing professional

Full-time employment as a licensing professional is in an office that is dedicated to the transfer of technology, where a principal part of the employment duties include the negotiating of licenses. To receive full credit the individual must personally contribute to no less than 3 such licenses, or where the person was a manager in such an office of a team of persons who collectively contributed to no less than 6 such licenses.

Value of full-time employment

12 months of full-time employment as defined above is equivalent to 6 CLP CE credits per year. 1 CLP CE Credit is awarded per two months of full-time employment.

5. Service as an expert witness or arbiter on a licensing matter by a court.

Value of Service as an Expert Witness or Arbiter

One clock hour of participation serving as an expert witness or arbiter is equivalent to one CLP continuing education (CE) credit. For example, if a candidate serves as an expert witness or arbiter for one day totaling eight hours, they would earn eight CLP CE credits. Candidates may not earn more than 18 hours per year for this CE activity.

CLP CE Summary Table:

Topic Area	Activities	CLP CE Credit
Attendance and participation in industry events	<ul style="list-style-type: none"> National conferences Regional conferences/meetings Educational workshops, webinars, seminars, etc. 	1 clock hour of participation = 1 CLP CE credits
Presentations/speaking engagements	<ul style="list-style-type: none"> Related to licensing At conferences, workshops, seminars, webinars, etc. 	1 clock hour of participation as a presenter = 3 CLP CE credits
Writing/publishing on relevant industry topics	<ul style="list-style-type: none"> Company newsletter article Self-publishing 	1 article = 5 CLP CE credits
	<ul style="list-style-type: none"> Published article that is not peer-reviewed 	1 article = 15 CLP CE credits
	<ul style="list-style-type: none"> Peer-reviewed journal article 	1 article = 30 CLP CE credits
	<ul style="list-style-type: none"> Published book chapter 	1 chapter = 30 CLP CE credits
	<ul style="list-style-type: none"> Published book/textbook 	1 book = 40 CLP CE credits
Full-time employment	<ul style="list-style-type: none"> 12 months of full time employment as defined above. 1 CLP credit is awarded per 2 months of full-time employment. 	12 months = 6 CLP CE credits per year 2 months = 1 CLP CE credit per year
Expert witness or arbiter	<ul style="list-style-type: none"> Serve as an expert witness or arbiter on licensing matter in court 	1 clock hour of participation as an expert witness = 1 CLP CE credit (candidates may not earn more than 18 hours annually for this activity)

CLP, Inc. will send you specific instructions, dates, and criteria for recertification after you become certified, however it is your responsibility to submit documentation of your CE points by the deadlines outlined above. There are no exceptions to the deadline for renewal based on failure to receive renewal application materials. It is also your responsibility to update your profile and contact information with the CLP. Send changes to:

CLP, Inc.
1800 Diagonal Road
Suite 280
Alexandria, VA 22314

Tel: 888/391-7719

Fax: 877/619-9885

Email: clpinfo@licensingcertification.org

Recertification candidates must submit their recertification application using the online application. You may access by visiting www.licensingcertification.org. CLP will NOT accept paper (hard copy) recertification applications. Candidates may submit their application up to one year before their expiration date. Candidates who submit their application early and earn CLP CE credits between the date that they submit their recertification application and their original certification renewal date may carry over these credits into the next three year renewal period.

Candidates may also access the system throughout their certification cycle to track their CE activity.

Once all renewal requirements are met and certification has been renewed, CLP, Inc. will issue a renewal letter and written certificate to the individual stating that certification has been renewed.

Failure to Recertify

CLP renewal every 3 years is mandatory. Individuals who fail to meet the renewal requirements will have their certification revoked and must follow the reinstatement policy to regain the use of the CLP credential. A decision to revoke certification may be appealed (see CLP Policy 3.03(1)(3) Appeal Policy).

Reinstatement

An individual whose CLP credential has expired for 1 year or less may reinstate by meeting all of the renewal requirements, submitting a renewal application, paying the renewal fee of \$400 and an additional administrative fee of \$100 (total of \$500). After CLP, Inc. approves the renewal application the CLP will be sent a new certificate. The expiration date of the reinstated certification will be the same as if the certification had been renewed on time.

An individual whose CLP credential has expired for more than 1 year must re-apply for certification. To re-apply the individual must meet all eligibility requirements in place at the time of re-application, must pay the initial application fee, and must pass the CLP exam.

Verification

To maintain the integrity of the CLP renewal process, renewal applications will be audited to determine compliance with the renewal requirements. Approximately 4% of renewal applications will be audited each year. Individuals whose renewal applications are selected for

audit will be required to submit evidence that all requirements have been sufficiently met. For CE credit based on full-time employment a letter from your employer may be required for verification. Failure to submit appropriate documentation may result in the revocation of the certification.

3.06: Ethics Complaint Procedures

The Ethics Complaint Procedures of CLP are intended to assist and inform certificants and candidates for certification as to professional conduct and disciplinary procedures. CLP conducts a certification program for IP Licensing professionals and has established recertification requirements. CLP affirms that a candidate having the stated prerequisites and having successfully passed the certification examination meets the standards for entry into certification. CLP does not express an opinion on the competence or warrant the job performance of certificants. However, it is expected that a certificant or candidate for certification will comply at all times with the *CLP Rules of Professional Conduct*.

Persons concerned with possible violations of *CLP Rules of Professional Conduct* or other standards or requirements of CLP may identify in a written statement to CLP the person(s) alleged to be involved and the facts concerning the alleged conduct in as much detail and specificity as possible, with available documentation. The statement must include the name, address, and telephone number of the person making the statement and others who may have knowledge or facts concerning the alleged violation.

3.06(1): Disciplinary Standards

The Board, in its sole discretion, may revoke or otherwise take action with regard to the application or certification of an individual in the case of:

1. Ineligibility for certification;
2. Irregularity or misbehavior in connection with any certification examination;
3. Unauthorized possession, use, access, or distribution of certification examinations, score reports, answer sheets, certificates, or certificant or applicant files, documents or other materials;
4. Material misrepresentation or fraud in any statement to CLP or to the public including, but not limited to, résumé fraud or any statements made to assist the applicant, certificant, or another person to apply for, obtain, or retain certification, renewal of certification, or employment as a licensing professional;
5. Any condition, including but not limited to, substance abuse or any related illegal use, which impairs competent performance as a licensing professional;
6. Gross or repeated negligence or malpractice in professional work, including but not limited to, releasing to third parties without authorization the confidential information of clients, competitors, or others with whom the certificant or applicant has a professional relationship;
7. The conviction of, plea of guilty, or plea of *nolo contendere*, to a felony or misdemeanor that is directly related to a candidate's or certificant's education, training, or employment, or competent performance as a licensing professional;

8. Not adhering to the *CLP Rules of Professional Conduct* or other professional standards of practice if the applicant or certificant is in possession of other professional certification(s); or
9. Filing a complaint with CLP against an applicant or certificant if and only if the Hearing Panel determines after a previous complaint was without merit and that the complaining individual has a retaliatory motive or brought the complaints before CLP in bad faith.

3.06(2): Disciplinary Panels

1. The Board of Governors, by a majority vote, shall elect persons who are Certified Licensing Professionals to form: (i) a Review Panel; (ii) a Hearing Panel; and (iii) an Appeals Panel. These panels will consider alleged violations of any application or certification standard set forth in these procedures. These panels may be established as standing panels.
2. Each of these panels shall be composed of three (3) full-voting members and up to four (4) non-voting (substitute) members. The terms of all panel members shall be three (3) years and may be renewed. A full or substitute member may not serve more than two (2) terms consecutively and may not serve on more than one (1) Review, Hearing, or Appeals panel at a time.

If a full or substitute member serves as a member on one (1) or more panels, he/she may not consider the same matter while serving on a different panel.

A full or substitute member may not serve in any situation where his or her impartiality or the presence of actual or apparent conflict of interest might reasonably be questioned. Examples of such conflicts may include but are not limited to existing or prior employment, consulting, representation, or partnership relationships with any of the parties, prior disputes or litigation of any type with any of the parties, service on a Review, Hearings, or Appeals panel in a matter related to one of the parties, or any family relationship with any of the parties. Any Panel member may withdraw and be replaced at his or her request without further question.

3. The President & Chair of the Board of Governors shall select the chair for each panel when it is formed or, if ongoing, at the beginning of each year.
4. A quorum consists of three (3) full-voting members, and panel action shall be determined by a majority vote.
5. Where a vacancy of a full-voting member occurs in any of the panels as a result of resignation, unavailability, or disqualification, the Board shall designate a full-voting member from the substitute members.
6. All panel members will perform their duties in good faith and in accordance with the applicable rules and procedures. Members will retain in confidence all information learned in any procedure under these rules unless such information is or becomes otherwise available to the public or is required to be disclosed pursuant to judicial process, provided the receiving party first gives the relevant panel sufficient opportunity to oppose such disclosure.

3.06(3): Disciplinary Review Procedures

Whenever CLP receives written allegations from a complaining individual or legal entity against an applicant or certificant that raise an issue under the disciplinary review procedures, CLP shall transmit such allegations to the chair of the Review Panel. The chair of the Review Panel at his/her discretion, or upon the request of any two (2) members of the Review Panel, may

request an opinion or statement of the application of CLP rules, policies, or guidelines from an appropriate CLP committee, through the relevant CLP committee chair. Examples of such committees include but are not limited to the Appeals, Ethics and Discipline Committee; the Standards, Admissions, and Recertification Committee; the Exam Development and Administration Committee; and the Executive Committee. If the Review Panel determines that no good cause exists to question eligibility or compliance with the standards, no adverse action shall be taken and the complaining individual or legal entity shall be notified of this finding in writing by certified mail or courier delivery with return receipt requested.

If the Review Panel determines by majority vote that good cause does exist, the Review Panel shall direct communication to the applicant or certificant by certified mail or courier delivery with return receipt requested. The Review Panel shall provide the factual allegations constituting the alleged violation and disciplinary standard allegedly violated, and shall also include the following recitation of rights and procedures:

1. That the applicant or certificant has the right to an oral hearing if he/she disputes the truthfulness of the allegations and the applicant or certificant must bear his/her own expenses in connection with any such hearing;
2. That the applicant or certificant must appear in person or by telephone at the hearing;
3. That the applicant or certificant may be represented by counsel at the hearing; may present evidence on his or her own behalf; and may examine or cross-examine any witness under oath, all at his or her own expense;
4. That the applicant or certificant shall have thirty (30) days from receipt of notice to notify the chair of the Review Panel in writing by certified mail or courier delivery with return receipt requested, whether: a) he/she disputes the allegations; b) requests an oral hearing; and c) has any comments regarding appropriate sanctions;
5. That sanctions may be imposed if the applicant or certificant fails to submit a timely written response within thirty (30) days of receipt of notice or if the allegations are determined to be true by a disciplinary panel;
6. That the applicant or certificant will be deemed to have consented to the imposition of sanctions by the Review Panel if he/she does not dispute the truthfulness of the allegations in writing within thirty (30) days of receipt of notice.

Whenever the Review Panel determines that there is cause to believe that a threat of immediate and irreparable damage exists, the Review Panel shall forward the written allegations to the Hearing Panel with an explanation of the threat of immediate and irreparable damage.

The Hearing Panel shall hear the matter by immediate, or as soon as reasonably practical, conference call, videoconference or similar contact, or other expedited notice and hearing procedure with the applicant or certificant. Following such notice and opportunity by the complaining individual or legal entity to be heard, if the Hearing Panel determines that a threat of immediate and irreparable damage exists, certification may be temporarily suspended for up to sixty (60) days pending a full hearing under the procedures described herein.

3.06(4): Disciplinary Hearing

If an applicant or certificant disputes the allegations or requests a hearing:

1. The Chair of the Review Panel shall:
 - a) Forward the written allegations and the applicant or certificant's response to the Hearing Panel;
 - b) Schedule a hearing of the Hearing Panel after the request is received; and
 - c) Send by certified mail or courier delivery with return receipt requested, a Notice of Hearing to the applicant or certificant. The Notice of Hearing shall include a statement of the time and place of the hearing as selected by CLP, after consultation with the chair of the Hearing Panel.
2. The Hearing Panel shall obtain and maintain a verbatim written transcript of the Hearing Panel proceedings.
3. CLP and the applicant or certificant may make opening statements, present documents and testimony, present and/or examine and cross-examine witnesses under oath, including but not limited to the complaining individual or legal entity, be granted redirect examination or the opportunity to present rebuttal testimony or other rebuttal evidence, make closing statements, and present written briefs, including short post-hearing briefs, as scheduled by the Hearing Panel.
4. In addition to their acceptance of the terms of Section 3.06(7): Disciplinary Decision as a condition of participation in the hearing, all parties shall also agree in writing that the Hearing Panel shall determine all matters relating to the hearing; the hearing and related matters shall be determined on the record by majority vote; formal rules of evidence shall not apply; relevant evidence may be admitted; and disputed questions shall be determined by majority vote of the Hearing Panel.
5. Any participant may petition the Hearing Panel to hold any specific evidence, including but not limited to testimony transcript records, as private and confidential (subject to court order) if the petitioner timely provides to the Hearing Panel within thirty (30) days of the disclosure of such evidence, a written statement of what evidence record is to be held confidential along with a written explanation of the harm that may or will result from availability of the evidence in the record. Following review and consideration, the Hearing Panel may then hold confidential or otherwise seal the specific evidence by a majority vote, also marking it "Confidential" and taking any other legal and proper steps it believes are appropriate to restrict access and assure privacy. The final decision of the Hearing Panel may only be made confidential or otherwise sealed at the request of one or more members of the Hearing Panel followed by a majority vote of the Hearing Panel to do so, but any party may petition any or all members of the Hearing Panel to enter such a request for them.
6. After the Hearing Panel has made its determinations, all parties will be notified of the Hearing Panel decision in writing by certified mail or courier delivery with return receipt requested along with written notice of their right to appeal through a written appeals statement mailed to CLP within thirty (30) days of receipt of the decision in accordance with 3.06(6): Disciplinary Appeal Process.

3.06(5): Sanctions

Sanctions for violation of any CLP standard(s) may include one or more of the following:

1. Denial or suspension of eligibility
2. Revocation
3. Non-renewal
4. Censure
5. Reprimand
6. Suspension
7. Training or other corrective action
8. Unpublished confidential reports maintained in CLP records
9. Conditions relating to any of the above
10. Any of the above sanctions may also be applied against a complaining individual or legal entity if and only if a majority of the Hearing Panel determines, after at least one (1) prior complaint against the same applicant or certificant, that both the first and any subsequent complaint by the complaining individual or legal entity is deemed to be frivolous by the Hearing Panel, and that the complaining individual or legal entity has a retaliatory motive or brought the complaints before CLP as an act of bad faith.

3.06(6): Disciplinary Appeal Process

The applicant or certificant may appeal to the Appeals Panel a decision by the Hearing Panel regarding the truthfulness of the allegations, apparent misunderstanding or misrepresentation of material facts presented as evidence, or material procedural error, and may appeal a decision by either the Review Panel or the Hearing Panel. An applicant or certificant must submit to CLP a written appeals statement of not more than thirty (30) pages (including any exhibits) explaining the nature of, or basis for, the appeal requested within sixty (60) days of his or her receipt of the Review Panel or Hearing Panel decision.

CLP may file a written response of not more than thirty (30) pages to the appeals statement of the applicant or certificant within sixty (60) days after receipt of the appeals statement.

The Appeals Panel shall render a decision. The decision of the majority of the Appeals Panel shall be final.

3.06(7): Disciplinary Decision

Disciplinary decisions of the Review, Hearing, and Appeals panels shall be rendered in writing. Each such decision shall contain factual findings, may include conclusions of law, and any sanctions applied. It shall be transmitted to the applicant or certificant by certified mail or courier delivery with return receipt requested.

As previously described, the individual gives up certain rights to privacy as a condition of application for or granting of CLP certification.

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Addendum A

BYLAWS
for
CERTIFIED LICENSING PROFESSIONALS, INC.

ARTICLE I
NAME, DEFINITION AND OFFICE

1.01 Name. The name of this organization shall be Certified Licensing Professionals, Inc. ("CLP").

1.02 Definition. CLP is a Section 501 (c) (6) nonprofit organization incorporated under the laws of the State of New York, and is financially and administratively independent and solely responsible for all matters pertaining to certification of licensing professional taken under its direction. CLP has licensed the CLP trademarks from LES USA and Canada under the terms and conditions as described in the attached Certification Program Trademark, Copyright & Know-how License Agreement.

1.03 Office. CLP shall maintain a registered office with the same address as that of its registered agent, who must either be an individual who resides in New York and whose office is identical to the registered office, or a domestic business or nonprofit corporation whose office is identical to the registered office.

ARTICLE II
PURPOSE AND FUNCTION

2.01 Purpose. CLP is a certifying body for professionals engaged in the domestic or international licensing or other transfer of technology and intellectual and industrial property rights. The purpose of CLP is to improve the trade and business of intellectual property by certifying those professionals who specialize in the practice of intellectual property transfer and licensing. CLP shall establish, maintain and operate a certification program designed to acknowledge knowledge and expertise in the field of intellectual property transfer and licensing. Upon satisfaction of certification requirements, professionals will receive a certification evidencing their proficiency in the field of intellectual property licensing.

2.02 Function. CLP shall manage all matters related to certification and recertification of licensing professionals. This includes, but is not limited to, the authority to:

- (a) establish eligibility and application requirements;
- (b) determine the structure and content of a certification examination;
- (c) establish policies regarding the administration and scoring of a certification examination;
- (d) establish all examination fees assuring a self-supporting certification process;
- (e) issue certificates representing fulfillment of established certification requirements;

- (f) establish and administer a program of periodic renewal of certification;
- (g) conduct a periodic evaluation of the validity and reliability of the testing process;
- (h) review and update guidelines periodically;
- (i) establish standing or ad hoc committees, when necessary, to study and make recommendations to CLP on specific certification issues;
- (j) establish investigatory and disciplinary procedures to regulate professional conduct of certificants related to the certification issues;
- (k) marketing and outreach concerning the certification process;
- (l) distribute information concerning the certification process; and
- (m) explore activities and issues related to certification.

2.03 Non-Discrimination. CLP shall conduct all business and consider all prospective certificants without regard to age, race, creed, color, religion, lifestyle, national origin, gender, sexual orientation, veteran status, or disability. Examinations will be administered under all applicable laws, including the Americans with Disabilities Act.

ARTICLE III MEMBERS

3.01 CLP shall have no members.

ARTICLE IV BOARD OF GOVERNORS

4.01 Powers and Duties. The affairs of CLP shall be managed by a Board of Governors, who shall establish performance standards, determine the Board policies and procedures, and actively pursue its purposes and supervise and control its property. No individual Governor of CLP shall have any power or authority to act on behalf of CLP unless specifically authorized and empowered by the Board of Governors to so act.

4.02 Number. The Board of Governors shall consist of eleven (11) elected Governors, or such greater number as determined by the Board of Governors from time to time. The past two (2) Chairs of the Board of Governors shall serve as ex-officio members of the Board of Governors.

4.03 Election and Term of Office. Governors shall be elected by the Board of Governors of CLP by a simple majority vote of the Governors, with each Governor having a term of two (2) years.

No Governor shall be eligible to serve more than two (2) consecutive two-year terms. Terms of office may be modified until proper rotation can be achieved, thereby affecting the terms of office a Governor can serve. The terms shall begin and end at the Annual Meeting of each year, or as soon thereafter as conveniently possible.

4.04 Qualifications. A majority of the Governors must be Certified Licensing Professionals in good standing.

4.05 Annual Meeting. The Board of Governors shall meet at least one (1) time a year, preferably in the fall, at a time and place to be determined by the Board of Governors, and at such other times as necessary to accomplish its mission and functions. Notice of such regular meetings shall be delivered to each Governor not less than ten (10) days in advance of such meeting, unless otherwise provided by law or these Bylaws.

4.06 Special Meetings. Special meetings of the Board of Governors may be called by the Chair or upon written request of any two (2) other Governors. The person(s) calling a special meeting of the Board shall fix the time and place of any such meeting and shall state in the notice the purpose(s) for which the meeting is called. Notice of such special meetings shall be delivered to each Governor not less than five (5) days in advance of such meeting, unless otherwise provided by law or these Bylaws.

4.07 Quorum. Sixty (60) percent of the Governors present at a meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Governors, provided that if less than sixty (60) percent of the Governors are present at any meeting, a majority of the Governors present may adjourn the meeting from time to time without further notice until a quorum is obtained.

4.08 Manner of Acting. Every decision made by a majority of the Governors present and voting in person or by electronic means at a meeting at which a quorum is present shall be the act of the Board of Governors, unless as otherwise specified in these Bylaws.

4.09 Proxies. No Governor may act by proxy on any matter.

4.10 Attendance by Telephone. Governors may participate in and act at any meeting of CLP through use of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can communicate with each other or through any technology allowable under law, but only to the extent allowed by the Board of Governors. Such participation in the meeting shall constitute attendance in person at the meeting.

4.11 Compensation/Expense Reimbursement. Governors serving on the Board shall receive no compensation for their services but may be reimbursed for their documented reasonable expenses.

4.12 Voluntary Resignation. Any officer or Governor may resign from his/her position at any time by written notice delivered to the Chair and/or CLP Staff, and such resignation shall be effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.

4.14 Removal. Any officer or Governor may be removed with or without cause by a two-thirds (2/3) vote of the full Board of Governors at any regular, special or any other acceptable meeting as defined by these Bylaws, provided written notice of the meeting is delivered to all Governors stating that the purpose of the meeting is to vote on removal of the named Governor(s).

4.15 Vacancies. Any vacancy occurring in the Board of Governors may be filled by the affirmative vote of a majority of the Governors. A Governor elected to fill a vacancy shall serve for the unexpired term of his/her predecessor.

ARTICLE V **OFFICERS**

5.01 Officers. The officers of the Board of Governors shall be a Chair, Vice Chair, Secretary, and Treasurer, and may include such other officers as may be determined appropriate by a majority vote of the Board of Governors. An officer must be a Governor, and shall have voting rights.

5.02 Election and Term of Office. The Board of Governors shall elect the officers at the Annual Meeting of the Board of Governors following the annual election of new Governors. The manner of this election shall be prescribed by the Board of Governors. The Chair, Vice Chair, Secretary and Treasurer shall be elected by a majority of the Board of Governors. Each officer shall be elected to a term of one (1) year. The Chair shall not be eligible for re-election. The Vice Chair shall become the Chair at the next Annual Meeting. The Secretary and Treasurer may be reelected for a maximum of one (1) additional one-year term, for a total term of two (2) years.

5.03 Qualifications. Any Governor is qualified to be an officer after 1 year as a Governor.

5.04 Duties of the Chair. The Chair of the Board of Governors shall preside at and prepare agenda for all meetings of the Executive Committee and the Board of Governors, and with the Board of Governors make all required chair appointments of all standing and ad hoc committees created, supervise the conduct of Board of Governors business and its activities, perform such other duties as prescribed by these Bylaws and the Board of Governors from time to time.

5.05 Duties of the Vice Chair. The Vice Chair shall preside at meetings of the Executive Committee and the Board of Governors in the absence of the Chair.

5.06 Duties of the Secretary. The Secretary shall give notice of all meetings of the Board of Governors in accordance with these Bylaws, record the proceedings and maintain minutes of all meetings of the Board, certify and keep a copy of these Bylaws as amended or otherwise altered to date, perform such other duties as are usual for such office or as the Chair or Board of Governors may request and/or delegate from time to time.

5.07 Duties of the Treasurer. The Treasurer shall monitor and report on the financial health of the organization at regularly scheduled Board of Governors meetings, arrange for a financial review or audit of CLP's books as directed by the Board of Governors and/or Executive

Committee, perform such other duties as are usual for such office or as the Chair or Board of Governors may request and/or delegate from time to time.

5.08 Vacancies. Any vacancy occurring on the Executive Committee due to resignation, removal, death or the like, shall be filled with a Governor from the Board of Governors selected by the Chair, subject to majority approval of the Board of Governors, for the unexpired term of his/her predecessor. In the case of a vacancy in the Chair, the Vice Chair will assume that position for the remainder of the term of the Chair.

ARTICLE VI **COMMITTEES**

6.01 Executive Committee. The Executive Committee shall be comprised of the officers, as well as other Governors as may be appointed by the Chair. The Executive Committee may transact business which may arise between scheduled meetings of the Board of Governors and may act for the Board of Governors except in matters prohibited by law or these Bylaws. All proceedings and actions of the Executive Committee shall be recorded and reported to the Board of Governors at the next regularly scheduled meeting of said Board. The establishment of the Executive Committee may be modified until proper election and rotation can be achieved.

6.02 Standing Committees. The Standing Committees of CLP may include, but are not limited to, the following:

- (a) Examination Development and Administration Committee**
- (b) Standards, Admissions, and Re-Certification Committee**
- (c) Appeals, Ethics and Discipline Committee**
- (d) Outreach and Marketing Committee**
- (e) Audit Committee**

The purpose, operation and performance standards of these committees are defined in the CLP Policies & Procedures manual.

6.03 Other Committees. The Board of Governors may create any committee deemed necessary or convenient to serve the purposes of CLP on such terms and conditions as from time to time the Board may require. The Chair, with the approval of the Executive Committee, shall appoint and/or remove all standing and ad hoc committee chairs.

6.04 Committee Members. Committee members shall be selected by the Committee Chair, who shall also determine when said committee shall meet. Additionally, the Board of Governors may assign at least one Governor as a liaison to each standing committee. The Governor's assignment shall be for a term of at least one year, and the Governor shall be responsible for ensuring that the leadership of the committee adheres to CLP performance standards, as well as all other CLP Policies and Procedures.

6.05 Authority. These Committees shall have no independent authority, but shall report all activities, findings and recommendations to the Board of Governors for approval or necessary action.

6.06 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.07 Manner of Acting. Each committee shall act in manner consistent with these Bylaws or with policies and procedures adopted by the Board of Governors.

6.09 Dissolution of Committees. The Chair shall monitor actions of the committees and shall recommend to the Board of Governors on a regular basis the creation, consolidation and dissolution of these bodies.

ARTICLE VII LIABILITY, INDEMNIFICATION AND INSURANCE

7.01 Limitation of Liability. No Officer, Governor, committee chair or member, employee, or agent of CLP acting in his/her official capacity shall be liable for damages resulting from the exercise of judgment or discretion in connection with their duties or responsibilities except to the extent dictated by law.

7.02 Indemnification. CLP shall indemnify and hold harmless to the extent permitted by law any person or entity who is or was acting in his/her official capacity, on behalf or at the request of CLP, as an Officer, Governor, committee chair or member, employee or agent of CLP. Such indemnification shall include, but not be limited to, court costs, attorney's fees, cost of settlements, or other incidental costs which the Executive Committee, in its sole discretion, shall determine are appropriate.

7.03 Insurance. CLP shall purchase and maintain insurance for such indemnification of Officers, Governors, committee chairs and members, employees or agents of CLP against any liability asserted against such person and incurred in any such capacity, or arising out of such person's status as such, regardless of whether CLP would have the power to indemnify against such liability under the provisions of this Article VII.

ARTICLE VIII GENERAL PROVISIONS

8.01 Contracts. The Executive Committee may authorize any Officer(s) or agent(s) of CLP to enter into any contract, execute and deliver any instrument, publish documents, and disseminate information in the name of and on behalf of CLP, as required to support certification activities, and such authority may be general or confined to specific instances.

8.02 Fiscal year. The fiscal year of CLP shall be as determined by the Board of Governors.

8.03 Budget. An estimated budget for the fiscal year shall be proposed by the Treasurer or whomever the Board of Governors designates to prepare said budget, and shall be presented for approval to the Board of Governors prior to the fiscal year.

8.04 Financial Accountability. The Audit Committee shall annually determine the level of auditing required and appoint an independent Certified Public Accountant to examine and prepare the audit of the financial records of CLP.

8.05 Authority to Accept Gifts. CLP may accept any contribution, gift, bequest, or devise of money or property or the income therefrom for the general purposes of CLP, or for such uses as may be prescribed by the donor or testator, and shall determine the advisability of accepting such contribution, gift, bequest or devise under the New York Not For Profit Corporation Act and applicable provisions of the Internal Revenue Code. The acceptance of any contribution or gift that could be construed as a conflict of interest or would serve to undermine the credibility of CLP is strictly forbidden.

8.06 Books and Records. CLP shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Governors and Committees, and shall keep a record giving the names and addresses, both physical and electronic, of all Governors and Committee members.

8.07 Delivery of Notice. Any notice required to be given by law, the Articles of Incorporation or these Bylaws, shall be deemed to be delivered according to the following rules: upon personal delivery; if by mail, when deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid; if by facsimile, when the facsimile is sent via the facsimile number shown for the Governor or Committee member in the records of CLP; if electronically, when transmitted to such address shown for the Governor or Committee member in the records of CLP; and if by overnight mail, when deposited with the shipping company in a sealed envelope, properly addressed, with shipping charges prepaid or billed to sender's account.

8.08 Waiver of Notice. A written waiver of any notice required to be given by statute, the Articles of Incorporation or these Bylaws, signed by the person(s) entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

8.09 Use of Funds. CLP shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation, and no part of its funds shall inure or be distributed to the Governors or Committee members of CLP, except as provided in Article 4.11. Excess revenues from operations may be distributed to qualified not for profit tax exempt organizations whose missions are substantially the promotion of intellectual property transfer and licensing, at the discretion of the Board of Governors.

8.10 Dissolution. In the event CLP should desire to dissolve, such intent being ascertained by a two-thirds (2/3) affirmative vote of the full CLP Board of Governors, the CLP Board of Governors, after seeking and receiving the written consent of the CLP Board of Governors to

such dissolution, shall by a majority vote, after paying or making provisions for the payment of all debts and liabilities of CLP, distribute all of the remaining net assets to a qualified not for profit tax exempt organization whose missions are substantially the promotion of intellectual property transfer and licensing in the manner specified in the Articles of Incorporation of CLP.

8.11 CLP Staff. The Board of Governors may employ or retain a person(s) and/or firm to administer, manage, and direct all functions and activities of CLP; formally evaluate their performance; and approve any dismissal of said person(s). The CLP Staff shall be responsible to the Board of Governors, and shall perform such other duties as the Board of Governors may assign from time to time.

8.12 Legal Counsel. The Board of Governors shall retain Legal Counsel for CLP upon such terms and conditions as the Board shall deem advisable.

ARTICLE IX

ETHICS COMPLAINT PROCEDURES

9.1 Authority. The Board of Governors reserves the right and has the sole expressed authority and power to receive and investigate complaints from members of the public, take appropriate action upon those complaints, and process and decide appeals on disciplinary matters as they pertain to certified licensing professionals. This authority is exercised as described in the Ethics Complaint Procedures as published and/or amended.

ARTICLE X

AMENDMENTS TO BYLAWS

10.01 Amendments. These Bylaws may be amended or repealed by a two thirds (2/3) vote of the full CLP Board of Governors at any regular or special meeting, if at least thirty (30) days' written notice is given of intention to amend, repeal or adopt new Bylaws at such a meeting.

11.02 Effective Date. An amendment so made shall be effective immediately upon adoption unless an effective date is specifically adopted at the time the amendment is enacted.