



***BYLAWS OF THE AUSTIN CHAPTER OF THE
ASSOCIATION OF CORPORATE COUNSEL***

ARTICLE I

OFFICE

Section 1.01. ***Location.*** The Chapter may have an office at such location in or within 35 miles of Austin, Texas as may be designated by its Board of Directors.

ARTICLE II

BOARD OF DIRECTORS

Section 2.01. ***General.*** The activities, property and affairs of the Chapter shall be managed, subject to the policies and procedures of the Association of Corporate Counsel ("ACC"), by the Board of Directors which shall consist of the President, the President-Elect, the Secretary, the Treasurer, the immediate past President, and one or more Vice Presidents.

Section 2.02. ***Election and Term.*** The election of directors-at-large to the Board of Directors shall be by vote the members of the Chapter with a plurality of the votes cast required for election. Directors shall be elected for one (1) year terms. Vacancies occurring in the membership of the Board of Directors shall be filled by vote of a majority of the remaining members of the Board of Directors. No director (including officer directors and at large directors) shall serve on the Board for more than six (6) consecutive years.

Section 2.03. ***Meetings.***

(a) **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such periodic intervals as the President or the Board of Directors may deem appropriate. The Board of Directors shall meet no less frequently than once each calendar quarter.

(b) **Special Meetings.** The President may call a special meeting of the Board of Directors at any time, and a special meeting must be called upon the written request of at least one-third of the members of the Board of Directors.

(c) **Quorum: Voting; Unanimous Consent** At least half of the members of the Board, irrespective of the number of vacancies, whether present in the meeting room or present via telephone, teleconference or similar technology, shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present at any meeting, a majority of the members present may fix the time in which to adjourn, recess, or take measures to obtain a quorum.

Any action required or permitted to be taken at a meeting of the Board may be taken without a

meeting if a unanimous written consent that sets forth the action is signed or consent is acknowledged via e-mail or other similar means by each member of the Board. After approval, the record of the action and the vote by unanimous consent must be filed with the minutes of proceedings of the Board.

(d) Meeting by Conference Telephone. Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

Section 2.04. *Nominations.* The Nominating Committee shall recommend candidates for seats on the Board and officers. The nominations shall be sent via e-mail or other means in writing by the Secretary to the members of the Chapter with the notice of the Annual Meeting. Other nominations for members of the Board of Directors and officers may be made in writing if signed by at least ten (10) members of the Chapter and delivered to the secretary at least thirty (30) days before the Annual Meeting, and these nominations shall likewise be mailed, faxed, or emailed by the secretary to the membership prior to the meeting.

Section 2.05 *Committees.* The Board of Directors shall establish the following standing committees and may establish such other functional, standing and special committees, as it deems desirable. All members of the Chapter shall be eligible to serve on any of the committees. The Board of Directors shall appoint the members of the committees.

(a) Standing Committees.

1. Audit Committee. The Audit Committee shall consist of two (2) members, who shall annually audit the Chapter and Committees' financial records. The Audit Committee shall report the results of such audit to the President and the Board of Directors within sixty (60) days after the close of the Chapter's fiscal year.

2. Nominating Committee. Annually, the Board of Directors shall appoint a Nominating Committee, which shall consist of at least five (5) members of the Chapter, at least three (3) of whom shall not be members of the Board of Directors. At least five (5) weeks before the Annual Meeting, the Committee shall advise the Secretary of its nominations for officers and directors to be filled at the next Annual Meeting.

3. Program Committee. The Program Committee shall consist of at least three (3) members who shall arrange for subjects, speakers and types of meetings. The Committee shall submit a program for the following year to the Board of Directors for approval prior to the beginning of the calendar year.

4. Membership Committee. The Membership Committee shall consist of at least three (3) members who shall stimulate the interest of eligible candidates for membership by personal contact, descriptive literature and guest attendance at appropriate Chapter events.

5. Special Committees. Special committees may be appointed from time to time by the President to consider and report to the Board of Directors or the Chapter on subjects of interest to the Chapter.

(b) Committee Protocol

1. Except as otherwise provided by the Board of Directors, each Committee Chair shall be appointed by the President to serve for a period of one (1) year. Except for financial procedures as set forth by the Treasurer, each committee may establish its own rules of operation provided that meetings shall be conducted in accordance with general principles of parliamentary law.

2. Each committee shall establish its own rules of operation. Each committee shall act by majority vote of a quorum of its members, unless otherwise decided by the committee or directed by the Board of Directors.

ARTICLE III

OFFICERS

Section 3.01. **Officers.** The elective officers of the Chapter shall be a President, a President-Elect, one or more Vice Presidents, a Secretary, and a Treasurer.

Section 3.02. **Election and Term.** All officers shall be elected annually by and from among the members of the Chapter and shall hold office until their successors have been elected and duly qualified. All officers shall be elected annually to serve a term beginning on January 1 and ending on December 31. The election of each officer shall be by plurality vote. Neither the President nor the Treasurer shall serve in their respective offices for more than two (2) consecutive years.

Section 3.03. **Responsibilities.** The elective officers shall have the responsibilities, authority and obligations as set forth below.

(a) **President.** The President, or in the President's absence, the President-Elect (or the Vice Presidents in the order designated by the Board, if there is more than one Vice President) shall preside over all meetings of the Chapter and the Board of Directors. In their absence, a temporary presiding officer shall be elected from among the members of the Board of Directors present at the meeting. The President shall appoint the initial Chair of each functional committee of the Chapter and the Chair and all members of special committees unless it is specially provided or otherwise ordered by the Board of Directors. The President shall exercise general supervision over all of the affairs of the Chapter during the President's term.

(b) **President-Elect.** The President-Elect shall preside over meetings of the Chapter from which the President is absent and shall perform such duties as from time to time may be assigned by the President. At the request, or in the absence of the President, the President-Elect shall perform the duties of the President. Upon the termination of the term of office of the President, the President-Elect shall automatically serve as President for the succeeding calendar year.

(c) **Vice Presidents.** The Vice Presidents shall perform such duties as from time to time may be assigned by the Board of Directors or the President. At the request, or in the absence of the President and President-Elect, the Vice Presidents shall perform the duties of the President. Each Vice President shall hold office for a period of one year beginning January 1.

(d) **Secretary.** The Secretary shall keep a record of all proceedings and correspondence of the Chapter and the Board of Directors. The Secretary shall send notices of meetings to the members of the Chapter or the Board of Directors, prepare ballots for the election of

officers and directors including the names of all candidates nominated by the Nominating Committee and the members of the Chapter, be responsible for the administration of the rules governing memberships, keep a roll of the members of the Chapter, send such reports to the national headquarters of ACC as it shall require and perform all other duties ordinarily expected of an organization's Secretary. The Secretary shall hold office for a period of one year beginning January 1.

(e) Treasurer. The Treasurer shall perform the duties ordinarily associated with this office, including maintaining accurate records of receipts and disbursements as prescribed by ACC and prescribing those procedures to be followed by the Area of Law Committees with respect to their finances. The Treasurer shall make payments only for bills properly approved by the President or the Board of Directors. In the absence or incapacity of the Treasurer, the power to sign checks may be delegated by the Board of Directors to one of its members. The Treasurer shall hold office for a period of one year beginning January 1.

Section 3.04. ***Execution of Documents.*** Contracts and formal documents shall be signed by one officer, but only after approval by the Board of Directors.

Section 3.05. ***Removal of Officers.*** Any officer may be removed for cause by the affirmative vote of a majority of the Board of Directors. Any officer who shall no longer be qualified for membership in the Chapter as set forth in Article IV shall, on the effective date of ineligibility, cease to be an officer.

Section 3.06. ***Resignation.*** Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect on the date of the notice or at any later specified time, and unless otherwise specified, the acceptance of a resignation shall not be necessary to make it effective.

Section 3.07. ***Vacancies.*** The Board of Directors shall fill vacancies in officer positions.

ARTICLE IV

CONFLICT OF INTEREST AND ETHICS POLICY

Section 4.01 ***Conflicts of Interest and Ethics Policy.*** In managing the Chapter's affairs, Board members, officers, and committee members shall: (i) exercise care, good faith, and diligence, (ii) comply with all applicable laws, regulations, and fiduciary responsibilities, (iii) protect and ensure the proper use of Chapter assets, and (iv) at all times, act in accordance with the highest ethical standards and in the best interest of the Chapter and its members. Real and apparent conflicts of interest sometimes occur in the course of conducting the Chapter's affairs. Conflicts occur because the many persons serving in Chapter leadership positions should be expected to, and do generally, have multiple interests and affiliations and serve in various positions of responsibility. All actual or apparent conflicts by a Board member, officer, or committee member shall be disclosed promptly and fully to the Board and unless granted a waiver by a vote, such individual shall abstain from discussing, voting, or taking any direct action to influence the Chapter with respect to the matter.

ARTICLE V

MEMBERSHIP: MEMBERSHIP MEETINGS

Section 5.01. *Qualification; Removal From Membership.*

Membership in the Chapter shall be open to attorneys who are members in good standing of the Association of Corporate Counsel and who reside or work in the Austin, Texas metropolitan area or who otherwise are permitted to be members of the Chapter by the Association of Corporate Counsel. Any member ceasing to have the necessary qualifications for membership, as set forth in the Bylaws of the Association of Corporate Counsel shall be removed from the roll of membership.

Section 5.02. *Meetings of the Chapter.*

(a) Annual Meeting. The Annual Meeting of the Chapter for the election of officers and members of the Board of Directors and the transaction of the general business of the Chapter shall be held in September on a specific date set by the Board of Directors. Notice of the Annual Meeting shall be sent to all Chapter members at least ten (10) days prior to the date of such meeting.

(b) Special Meetings. Special meetings of the Chapter may be called at any time by the President (or in the President's absence, by any Vice President or the Secretary) or on written request of not less than ten (10) members of the Chapter.

(c) Notice. Unless otherwise provided, not less than ten (10) days' notice of any meeting must be given to the members of the Chapter.

(d) Quorum. The lesser of ten (10) members or twenty-five percent (25%) of the membership, represented in person or by proxy, shall constitute a quorum at meetings of the Chapter.

(e) Voting-General. Each member in good standing shall be entitled to one (1) vote in the affairs of the Chapter. Proxy voting is permitted. Unless otherwise provided herein, an affirmative vote by a majority of those represented at a meeting at which a quorum is present shall be required to take action on matters properly before the meeting.

(f) Any action required or permitted to be taken by the members of the Chapter at a meeting (including the election of Directors and Officers) may be taken without a meeting by a vote by written ballot, provided that the form of ballot setting forth the matters to be voted on is approved by the Board of Directors and is mailed or otherwise delivered to all members at least 14 days prior to the date which is the deadline for return of such ballots. All ballots shall be returned to the Secretary or such other officer of the Chapter as is designated by the Board, who will tabulate and present for the results of the balloting to the Board and file a certificate as to the results of the vote with the minutes of the meetings of the Chapter. The number of votes required for approval of any matter shall be the same number as required for a vote at a meeting and, to be valid, a vote by ballot shall require the return of ballots from Members at least equal to the number of Members who would have been required to be present for a vote at a meeting.

ARTICLE VI

DUES AND FEES

Section 6.01. *Amount.* The dues for membership shall be the amount established from time

to time by the Association of Corporate Counsel.

Section 6.02. ***Fees to Cover Event Costs.*** The Board of Directors may from time to time determine an amount to be charged for attendance at an event intended to cover the cost of that event.

ARTICLE VII

AMENDMENTS

Section 7.01. ***Amendments.*** These Bylaws may be amended by the affirmative vote, cast in person or by proxy, of the lesser of (i) a majority of the members of the Chapter and (ii) a majority of the members of the Chapter voting when at least twenty (20) votes are cast at any regular or special meeting of the Chapter, provided notice of such amendment or amendments and the nature thereof shall have been mailed or otherwise given to the members of the Chapter at least ten (10) days prior to the date of the meeting at which the amendment or amendments are to be presented for consideration. These Bylaws may also be amended by a two-thirds vote of the Board of Directors. No amendment, whether approved by the members of the Chapter or the Board of Directors, shall become effective until approved by ACC.

ARTICLE VIII

FISCAL YEAR

Section 8.01. ***General Fiscal Year.*** The fiscal year of the Chapter shall begin October 1 and end on September 30.

ARTICLE IX

DISTRIBUTION OF PROPERTY ON DISSOLUTION

Section 9.01. ***Payment of Debts. Reversion to ACC.*** In the event of revocation of the charter of this Chapter or its voluntary dissolution, the Chapter's property shall be distributed as follows:

After the payment of all outstanding debts and obligations, the remaining assets of the Chapter shall be deemed the property of the Association of Corporate Counsel.

ARTICLE X

INTELLECTUAL PROPERTY

Section 10.01. ***Restriction on Use of Intellectual Property.*** The Chapter shall only use such logo displaying the name of the Chapter or other ACC intellectual property as approved by ACC.