

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

**ARTICLE I
OFFICES**

SECTION 1. *PRINCIPAL OFFICE*

The principal office of the Chapter shall be located in Austin, Texas.

SECTION 2. *CHANGES*

The President may change the principal office from one location to another in the Austin, Texas metropolitan areas. Any such change shall be noted by the Secretary, but shall not be considered an amendment of these Bylaws.

**ARTICLE II
MEMBERSHIP**

SECTION 1. *QUALIFICATION*

Membership in the Chapter shall be open to all attorneys who are members in good standing of the American Corporate Counsel association ("ACCA"). Any member ceasing to have the necessary qualifications for membership as set forth in the Bylaws of the ACCA, and who is dropped from the roll of membership of ACCA, shall be so dropped from the roll of membership by the Chapter.

SECTION 2. *MEETINGS OF CHAPTER*

- A. Annual Meeting. The annual meeting of the Chapter for the election of officers and the transaction of the general business of the Chapter shall be held at the regularly scheduled meeting in the month of September or such other time during September as the President (or in the President's absence, the President-Elect or the Secretary) shall set. Notice of the annual meeting shall be sent to all Chapter members at least 30 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 the President-Elect 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 special meeting should be given to the members of the Chapter, and the notice must state the purpose of the special meeting. Meetings may be conducted by conference call.

- D. Quorum. The lesser of fifteen (15) members, or 25% of the membership represented in person or by proxy, shall constitute a quorum at meetings of the Chapter.
- E. Voting. Each member in good standing shall be entitled to one vote in the affairs of the Chapter. Voting by written proxy 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.

ARTICLE III **OFFICERS**

SECTION 1. *OFFICERS*

The activities, business, property and affairs of the Chapter shall be managed, subject to the policies and procedures of ACCA, by the duly elected officers of the Chapter. The officers of the Chapter shall consist of the President, the President-Elect, one or more Vice Presidents, the Secretary, the Treasurer, and the immediate Past President, as more specifically described below, and such other elective officers as may be established by the majority vote of those represented at a meeting of the Chapter at which a quorum is present.

- A. Election and Term. All officers shall be elected at the Annual Meeting by majority vote of a quorum, as determined pursuant to Article II, Section 2.D., and, subject to the provisions of Articles III.1.H and III.1.I., shall hold office for a one-year term beginning on the January 1, next following the Annual Meeting at which such officers were elected and continuing until December 31st of such year and until their successors have been duly elected and qualified.
- B. President. The President, or in the President's absence, the President-Elect, shall preside over all meetings of the Chapter. In their absence, a temporary presiding officer shall be elected by a majority of the officers present at the meeting. The President may appoint the Chair and members of any committee unless it is specially provided or ordered otherwise by majority vote of those represented at a meeting of the Chapter at which a quorum is present, and shall otherwise exercise general supervision over all of the affairs of the Chapter.
- C. 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.

- D. Vice President. Each Vice President shall perform such duties as from time to time may be assigned by the President. The Vice President designated by the President shall also be responsible for setting up meetings in the absence of a Committee Chair performing such function.
- E. Secretary. The Secretary shall keep a complete record of all proceedings and correspondence of the Chapter as may be required; send notices of meetings to the members of the Chapter as may be required; be responsible for the administration of the rules governing membership; keep a roll of the members of the Chapter; send such reports to the national headquarters of ACCA as it shall require; and perform all other duties ordinarily expected of an organization's secretary.
- F. Treasurer. The Treasurer shall perform the duties ordinarily associated with this office, including maintaining accurate records of receipts and disbursements as prescribed by the ACCA. The Treasurer shall make payments only for bills properly approved by the President. In the absence or incapacity of the Treasurer, the power to sign checks may be delegated by the President to the President-Elect, a Vice President or Secretary.
- G. Immediate Past President. The immediate Past President shall serve an advisory role to the other officers and perform such duties as from time to time may be assigned by the President.
- H. Execution of Documents. Contracts and formal documents shall be signed by two (2) officers.
- I. Removal or Disqualification. Any officer may be removed for cause by the affirmative vote of a majority of those represented at a meeting of the Chapter at which a quorum is present. Any officer who shall no longer be qualified for membership in the Chapter as set forth in Article II hereof shall, on the effective date of his or her ineligibility, cease to be an officer, unless a majority of the remaining officers vote otherwise due to special circumstances.
- J. Resignation. Any officer may resign at any time by giving written notice to the President or the Secretary of the Chapter. Any such resignation shall take effect on the date of receipt of notice or at any later specified time. Acceptance of a resignation is not necessary.
- K. Vacancies. Vacancies in officer positions shall be filled by the vote of a majority of the remaining officers; provided however, that a vacancy in the office of President or President-Elect shall be filled from the remaining officers then serving.

ARTICLE IV COMMITTEES

SECTION 1. *NOMINATING COMMITTEE*

A majority of the officers of the Chapter shall annually designate and appoint a Nominating Committee which shall consist of five (5) members who shall be selected from the then-members of the Chapter. The Nominating Committee shall elect one from its number who shall serve as Chair of the Committee.

A quorum of the Committee shall consist of a majority of the members thereof.

The Nominating Committee shall pursuant to Article III, Section 1.A. of the Bylaws, propose annually a slate of nominees for election to the offices of President-Elect, Vice President, Secretary and Treasurer. If, as the result of any prospective resignation or other unexpected event, the office of President would otherwise be vacant, the Nominating Committee may also propose a nominee for the office of President.

SECTION 2. *OTHER COMMITTEE*

Other committees may be designated and appointed, or terminated, by the President or by a majority of the officers of the Chapter. Except as otherwise provided by the President or by a majority of the officers of the Chapter, every Committee shall conduct its affairs in the following manner: The President or a majority of the officers of the Chapter shall appoint each Committee Chair. Each Committee shall establish its own activities and rules of operation, but the President or a majority of the officers of the Chapter may direct the Committee to act/report on certain matters.

**ARTICLE V
INDEMNIFICATION**

The Chapter may, by resolution adopted at an Annual Meeting or Special Meeting, provide for indemnification by the Chapter of any or all of its officers or employees or former officers or employees against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been officers or employees or former officers or employees of the Chapter, except in relation to matters as to which such officers or employees shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of their duties and as to such matters as shall have been settled by agreement predicated on the existence of such liability for negligence or misconduct.

**ARTICLE VI
DUES AND FEES**

SECTION 1. *AMOUNT*

The dues for membership shall be that amount established from time to time by the ACCA per year per member.

ARTICLE VII
AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the Chapter by the majority vote of a quorum, provided notice of such amendment or amendments and the nature thereof shall have been given to the members of the Chapter in accordance with Article II, Section 2; and provided further such amendment shall not become effective until approved by ACCA.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Chapter shall begin on January 1 of each year.

ARTICLE IX
DISTRIBUTION OF PROPERTY ON DISSOLUTION

In the event of the involuntary revocation of the Charter of this Chapter or involuntary dissolution, its property shall be distributed as follows:

After the payment of all outstanding debts and obligations, its remaining assets shall be deemed the property of the ACCA.