

Bylaws of the
WASHINGTON METROPOLITAN AREA
CORPORATE COUNSEL ASSOCIATION, INC.

(Incorporated under the District of Columbia Non-Profit Corporation Act)

ARTICLE I
Name, Affiliation, and Location

Section 1. **Name.** The name of this corporation shall be the WASHINGTON METROPOLITAN AREA CORPORATE COUNSEL ASSOCIATION, INC. (“WMACCA”), a non-profit corporation incorporated in the District of Columbia. WMACCA was incorporated on October 1, 1980.

Section 2. **Affiliation.** WMACCA became a chapter of the Association of Corporate Counsel (“ACC”)(then known as the American Corporate Counsel Association) on January 27, 1984.

Section 3. **Offices.** The office of WMACCA shall be located at such location(s) as may be determined by the WMACCA Board of Directors (the “Board”).

ARTICLE II

Purpose

WMACCA is organized and operated to assist in-house corporate counsel in their professional endeavors through the identification, discussion, clarification, and sharing of legal information and related matters pertinent to individuals in the Washington, D.C., metropolitan area (including portions of Maryland and Virginia) who are engaged in the active practice of law inside of organizations in the private sector and do not hold themselves out to the public for the practice of law.

Objectives

The objectives of WMACCA are:

1. To provide a forum for discussion of the concerns of corporate legal counsel in the Washington, D.C., metropolitan area.
2. To provide research, educational programs, publications, and the exchange of information with respect to legal matters of general interest to corporate counsel.

3. To gather and transmit information affecting corporate legal counsel to members of WMACCA and to other concerned corporate counsel.
4. To foster and promote education and advanced knowledge about the in-house practice of law, as it relates to matters involving or affecting corporations or other private-sector organizations, and to advocate on regulations and/or issues concerning in-house practice and practitioners.
5. Such other and further means as may be necessary and proper to accomplish the aforesaid purposes, including the raising of funds through grants, gifts, devises, bequests or otherwise for the carrying out of said purposes and objectives.

WMACCA shall accomplish these purposes and objectives by sharing information, experiences and methods, furnishing assistance to corporate counsel, and through the establishment and maintenance of close cooperation among all members of WMACCA.

ARTICLE III

Membership

Section 1. **Membership.** Membership in WMACCA shall be open to attorneys who are members in good standing of ACC and who reside or work in the zip code range of 20000-20599; 20700-20999; or 22000-22399, or who otherwise are permitted to be members of WMACCA by ACC. Any WMACCA member ceasing to have the necessary qualifications for membership as set forth in the Bylaws of ACC shall be removed from the roll of membership.

Section 2. **Resignation.** Any WMACCA member may resign by filing a written resignation with ACC, or the Secretary or the Executive Director of WMACCA.

ARTICLE IV

Board of Directors

Section 1. **Authority and Responsibility of the Board of Directors.** The responsibility for the general conduct of the affairs of WMACCA between meetings of the membership shall be vested in a board, known as the Board of Directors, which shall be the governing body of WMACCA. The Board of Directors shall have the full power and authority to do all acts and perform all functions which WMACCA might do or perform, except it shall not have the power to modify the substance of official action taken by the membership or to amend the Articles of Incorporation. The activities, property and affairs of WMACCA shall be managed, subject to the policies and procedures of ACC, by the Board of Directors of WMACCA. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may grant or delegate its authority and responsibility to the officers of WMACCA, to Board committees, and to its Executive Director.

Section 2. Composition of Board Membership and Terms of Office. Only WMACCA members shall be eligible to serve as members of the Board of Directors, which shall consist of not more than eighteen (18) members. The Board of Directors shall include the President, the President-Elect, Vice-President(s), Secretary, Treasurer, the Immediate Past-President, and twelve (12) Directors-at-large (collectively, the “Directors”).

Each Director shall serve on the Board so long as he/she is a WMACCA member for a term of three (3) years, except that Board members may be elected to terms of less than three (3) but not less than one (1) year. A Board member may not be elected to more than two (2) successive terms. Each member of the Board of Directors shall hold office until his or her successor has been duly elected.

Any WMACCA member shall be eligible to attend and to participate in the discussion of the Board of Directors, but shall not have voting privileges.

Section 3. Meetings of the Board. A regular meeting of the Board of Directors shall be held no less than once each year at such time and such place as the Board may prescribe. Notice of all such meetings shall be given to the Directors not less than thirty (30) days before the meeting is held. Members of the Board of Directors may hold or participate in a meeting by means of a telephone or Internet conference, 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.

Special meetings of the Board shall be called by the President, or at the request of five (5) Directors, by notice mailed (including by electronic mail and facsimile), delivered, telephoned or telegraphed to each member of the Board of Directors not less than twenty-four (24) hours before the meeting is held, and fixing the time, place and object of such special meeting of the Board of Directors. Any Board member may waive notice of any meeting.

Each Director shall have one (1) vote.

Section 4. Quorum. Except as otherwise provided by the Bylaws, at any meeting of the Board of Directors, or any committee, no less than one-third of the Board members shall constitute a quorum for the transaction of business and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of these present and voting, except as may be otherwise specifically provided by statute, the Articles to Incorporation, or these Bylaws. If a quorum shall not be present at any meeting of the Board, the Directors present thereat may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 5. Voting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a unanimous written consent that sets forth the action is signed (in person or electronically) by each member of the Board and filed with the minutes of proceedings of the Board.

Section 6. **Vacancies.** Vacancies of the Board of Directors shall be filled by the Board or the general membership at annual meetings. The Board may deem a Director to have vacated his/her position if the Director fails to attend three consecutive Board meetings.

Section 7. **Compensation.** Directors and elected officers shall not receive any compensation for any service, except they may be reimbursed for any expenses incurred in connection with the business of WMACCA.

ARTICLE V

Committees

Section 1. **Committees.** The Board of Directors shall establish the following committees and may establish such other functional, standing and special committees as it deems desirable. All members of WMACCA shall be eligible to serve on any of the committees. Unless otherwise provided by these Bylaws, the Board of Directors shall appoint the coordinators for the committees. Other than the Executive Committee, as described below, such committees shall not have the full authority of the Board of Directors.

- a. Nominating Committee. Each year, the President shall appoint a Nominating Committee which shall consist of at least three members of the Board of Directors. The Nominating Committee shall be responsible for developing a slate of candidates for the following year's officers and any vacancies on the Board of Directors. The number of positions on the Board for which candidates shall be nominated shall be established by the Nominating Committee at least five (5) weeks before the Annual Meeting. The Nominating Committee shall then choose nominees for officers and candidates for the Board of Directors to be elected at the next Annual Meeting, and notice of these nominations shall be mailed by the Secretary or his/her designee to the members of WMACCA with the notice of the Annual Meeting at least thirty (30) days in advance of the Annual Meeting. The Board of Directors shall establish the procedures for the election of the directors at the Annual Meeting.
- b. Membership Committee. The Membership Committee shall stimulate the interest of eligible candidates for membership by personal contact, descriptive literature, organizing special membership development programs or events, and guest attendance at appropriate WMACCA events.
- c. Committee on Finance and Audit. The Committee on Finance and Audit shall consist of two (2) Members of WMACCA who shall review and audit WMACCA's financial records. Each year, the President, with the approval of the Board of Directors, will appoint the members of that year's Audit

Committee at least thirty (30) days prior to the close of WMACCA's fiscal year. The Audit Committee shall report the results of such audit to the President and the Board of Directors within thirty (30) days of the close of WMACCA's fiscal year.

d. Area of Law (Functional) Committees. Area of Law Committees, known as Forums, shall be established, modified, or terminated by the President, with the approval of the Board of Directors, as the interest of the membership of WMACCA shall dictate. Each of the Forums will be responsible for holding programs and providing networking opportunities for WMACCA members interested in its area of law.

e. Committee on Board Operations. The Committee on Board Operations shall be responsible for ensuring that WMACCA follows best practices in its governance, as well as complies with applicable laws and regulations.

f. Special and Ad Hoc Committees. Special and Ad Hoc committees may be appointed from time to time by the President, with the approval of the Board, to consider and report to the Board of Directors or to WMACCA on subjects of interest to WMACCA members.

g. Executive Committee. The duties and operations of the Executive Committee are described more fully in Section 2 below.

Section 2. **Executive Committee.** There shall be an Executive Committee consisting of the President, the President Elect, Vice President(s), the Secretary, and the Treasurer. During the intervals between meetings of the Board of Directors, the Executive Committee shall have all the powers vested in the Board of Directors by law or by these Bylaws in the management of the property, business and affairs of WMACCA, provided, however, that the Executive Committee shall not have the power or authority of the Board of Directors in reference to electing, appointing or removing any member of said committee of the Board of Directors, or any officer required to be elected by the Board of Directors, or in reference to amending or repealing the Articles of Incorporation of WMACCA, or these Bylaws, or in reference to any matter which under these Bylaws or the District of Columbia Non-Profit Corporation Act is vested exclusively in the Board of Directors and may not be exercised by any committee of the Board of Directors.

The Executive Committee may exercise all such powers in such manner as it shall deem for the best interests of WMACCA in all cases in which specific directions have not been given by the Board of Directors. Any action taken by the Executive Committee shall be subject to revision or alteration by the Board of Directors at the meeting of the Board of Directors at which any such action shall be reported to the Board of Directors, provided, however, that such revision or alteration shall not affect any action taken by an officer or employee of the corporation or by any third party, or any rights of third parties which shall have vested, in reliance upon any action or direction of the Executive Committee.

The meeting notice provisions of these Bylaws regarding the Board shall also apply to the Executive Committee. A majority of the members of the Executive Committee shall constitute a quorum for a meeting of the Executive Committee.

The Executive Committee shall keep a record of all action taken by it, and shall report such action to the Board of Directors at the next Board meeting. Any action which may be taken at a meeting of the Executive Committee may be taken without a meeting if a unanimous written consent that sets forth the action is signed (in person or electronically) by each member of Executive Committee and filed with the minutes of proceedings of the Executive Committee.

ARTICLE VI

Officers

Section 1. **Selection of Officers.** The officers of WMACCA shall be a President, a President-Elect, Vice President(s), a Secretary, and a Treasurer, and such other elective officers as may be established by the Board of Directors. The President-Elect shall succeed, without further election, to the office of President at the first annual meeting following the annual meeting at which the President-Elect is elected to the position of President-Elect. Each officer shall serve until his/her successor has been duly elected and/or assumes office.

Section 2. **Qualifications for Office.** Any individual who is a member of the Board of Directors of WMACCA shall be eligible for any elective office in WMACCA, except that the President shall succeed from the office of President-Elect.

Section 3. **Election of Officers.** The WMACCA members at the annual meeting of the WMACCA, by a plurality of those present and voting, shall elect each of the officers of WMACCA, other than the President. Any person so elected shall have given his/her prior consent to election as an officer.

Section 4. **Term of Office.** The President Elect shall be elected for a term of one year; shall succeed the President at the time of election of the officers in the ensuing year; and shall not be eligible to succeed him or herself in either office. If the office of President-Elect is vacant at the time of election of other officers, both a President and a President-Elect shall be then elected for a term of one (1) year. The Vice President(s) shall be elected for terms of one (1) year each, and the Secretary and Treasurer shall be elected for terms of two (2) years each and shall hold office until a successor has been duly elected.

Section 5. **Duties of President.** The President shall serve as Chairman of the Board of Directors and shall also serve as a member, ex-officio, with right to vote, on all committees. The President shall make all required appointments of standing and special committees unless specially ordered or provided otherwise by the Board of Directors or the majority of members of WMACCA. The President shall exercise general supervision over all of the affairs of WMACCA, shall preside at all meetings of the WMACCA Board of Directors and WMACCA

members, and shall perform all duties ordinarily incident to the office. The President shall recommend such actions to WMACCA and to the Board of Directors as he or she deems proper.

At the Annual Meeting and at such other times as he/she shall deem proper, the President shall communicate to the WMACCA members and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of WMACCA. He/she shall perform other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

Section 6. Duties of President-Elect. There shall be a President-Elect, who shall be a member of the Board of Directors. The President-Elect shall work in close cooperation with the President, shall perform such duties as the President shall assign to him/her, or in the absence or incapacity of the President shall be vested with all powers and perform all the duties of the President. In addition, the President-Elect shall, in case of resignation, death or removal of the President, become President of WMACCA for the unexpired term. The President-Elect shall be a member ex-officio of every standing and special committee. The President-Elect shall serve as Chair of the Committee on Board Operations.

Section 7. Duties of Vice-President(s). There shall be a Vice-President, who shall be the Program Chair and a member of the Board of Directors. The Vice-President shall work in close cooperation with the President, shall perform such duties as the President shall assign and shall play the leading role, along with such program co-chairs as the President may designate, in organizing, publicizing, and administering such professional, educational and social events as may further the purposes of WMACCA. In addition, the Vice-President/Program Chair shall, in case of resignation, death or removal of the President-Elect, become President-Elect of WMACCA for the unexpired term. The Board may designate such other Vice Presidents as may be required to carry out the affairs of the corporation.

Section 8. Duties of Secretary. The Secretary of WMACCA shall be a member of the Board of Directors and shall be responsible for the proper and legal mailing of notices to WMACCA and Board members; shall see to the proper recording and publishing of proceedings of meetings of WMACCA, the Board of Directors and all committees; shall approve and direct the dispatch of required and proper notices, and shall carry into execution all orders, votes and resolutions not otherwise committed. The Secretary shall see that accurate records are kept of all members, and he/she shall keep the seal of WMACCA.

The President may appoint an Assistant Secretary to act for the Secretary. The Assistant Secretary need not be a member of WMACCA, the Board of Directors, or any committee of the Board.

Section 9. Treasurer. The Treasurer shall be a member of the Board of Directors, shall collect all WMACCA member fees and/or assessments, shall establish proper accounting procedures for the banking of WMACCA funds, and shall be responsible for the keeping of the funds in such banks, trust companies and/or investments as are approved by the President and/or the Board of Directors. The Treasurer shall make payments only for bills properly approved by the Board of Directors, and all checks shall bear the signature of either the Treasurer or another

officer. The Treasurer's power to sign checks may be expressly delegated by the Board of Directors to one of its members or the Executive Director.

The Treasurer shall report on the financial condition of WMACCA at all meetings of the Board of Directors and at other times when called upon by the President. At the end of each fiscal year as Treasurer, he/she shall cooperate with the Committee on Finance and Audit in its review and audit of WMACCA's financial records for that year. The Treasurer shall then prepare a year-end report that shall include the results of the audit. The Treasurer is responsible for annually reporting on the financial condition of WMACCA to ACC. The Treasurer is responsible for filing all relevant state and federal tax returns and related corporate statements.

The Treasurer or his/her designee is the official repository of all official filings, corporate books, record, and archives of the corporation. At the expiration of the Treasurer's term of office, he/she shall deliver over to his/her successor all books, money, and other property in his/her charge, or, in the absence of a successor, he/she shall deliver such properties to the President.

Section 10. Past-President. The immediate Past-President who is a member of WMACCA, shall be a member of the Board of Directors and shall have such duties as directed by the President.

Section 11. Execution of Documents. Contracts and formal documents shall be signed by two officers or the Executive Director under authority expressly delegated to him/her by the Board of Directors.

Section 12. Removal or Disqualification. 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 WMACCA shall immediately, on the effective date of his/her ineligibility, cease to be an officer.

Section 13. Resignation. Any officer may resign at any time giving written notice to the Board of Directors, to the President, or to the Secretary of WMACCA. Any such resignation shall take effect at the date of the receipt of this 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 14. Vacancies. Vacancies in officer positions shall be filled first by the members of the Board of Directors.

ARTICLE VII

Executive and Staff

Section 1. Appointments. The Board by contract may employ, or retain as an independent contractor, an individual and/or company to provide facilities, staff, and an

Executive Director. The terms and conditions of that retention shall be specified by the Board and reviewed periodically by the Board of Directors.

Section 2. **Executive Director Duties.** The Board of Directors may appoint an Executive Director. The terms of appointment, including salary and other benefits of the Executive Director, shall be as determined by the Board of Directors.

Under the direction of the Board of Directors and the President, the Executive Director shall be responsible for:

- a. The collection, review, collation and dissemination to members of WMACCA of information relating to the legal affairs of corporations.
- b. Liaison with the ACC National Office, federal and state agencies and state and national associations relevant to the practice of law of WMACCA members, in order to keep the membership of WMACCA informed about significant developments and the proposed developments of interest to WMACCA members.
- c. The management of the WMACCA office.
- d. Such other assignments as may be made by the Board of Directors or the President.

In carrying out these assigned duties, the Executive Director may be authorized to establish bank accounts under the direction of the Treasurer, and to make other contractual commitments appropriate to the maintenance and operation of the WMACCA office, and WMACCA events, all under such terms and conditions as the Board of Directors shall provide.

The Executive Director shall manage and direct all activities of WMACCA according to general policies established by the Board of Directors and shall be responsible to the Board. He/she shall retain staff in order to carry on the work of WMACCA and shall fix their compensation within the approved budget. As Executive Director, he/she shall define the duties of staff, annually supervise their performance, establish their titles and delegate those responsibilities of management as, in his/her judgment, shall be in the best interests of WMACCA.

ARTICLE VIII

Meetings of WMACCA Members

Section 1. **Annual Meeting.** The Annual Meeting of WMACCA for the election of officers and members of the Board, and the transaction of general business of WMACCA, shall be held at such place on such dates as may be determined by the Board of Directors. During the Annual Meeting, the President and the Treasurer shall report matters of interest to WMACCA members.

Section 2. **Special Meetings.** Special Meetings of WMACCA may be called by the President or by five (5) members of the Board of Directors at any time. The business to be transacted at any Special Meeting shall be stated in the notice thereof, and no other business may be considered at the meeting. Written notice of a Special Meeting shall be mailed (or sent by

overnight delivery, courier, email, or facsimile) to each member of WMACCA at least three (3) days in advance of the meeting.

Section 3. Notice of Meetings. Written notice of the Annual Meeting of WMACCA shall be mailed (or sent by overnight delivery, courier, email or facsimile) to the last known address of each WMACCA member not less than ten (10) nor more than fifty (50) days before the date of meeting.

Section 4. Cancellation of Meetings. The Board of Directors by a majority of the members present and voting may postpone any Annual Meeting or postpone or cancel any Special Meeting.

Section 5. Rules and Order. The meetings and proceedings of WMACCA shall be regulated and controlled according to the latest edition of ROBERTS RULES OF ORDER for parliamentary procedure, except as may be otherwise provided by the Bylaws or Articles of Incorporation of WMACCA.

Section 6. Quorum. Five (5) percent of the members of WMACCA, represented in person or by proxy, shall constitute a quorum for meetings of WMACCA members.

Section 7. Voting by Members. Each WMACCA member in good standing shall be entitled to one (1) vote in the affairs of WMACCA. Proxy voting is permitted.

Unless otherwise provided herein, 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 before a meeting.

Section 8. Motions and Resolutions. Motions and Resolutions shall, upon request of the President, be reduced to writing and may be referred to an appropriate Committee, unless otherwise directed by a majority of WMACCA members present.

ARTICLE IX

Indemnification

WMACCA shall indemnify any officer, Committee member, the Executive Director or member of the Board of Directors, or any person who may have served on behalf of WMACCA at its request or by its election as a director or officer of another association or corporation, whether for profit or non-profit, to the fullest extent to which non-profit corporations are empowered to indemnify such persons under the District of Columbia Non-Profit Corporation Act as it may, from time to time, be amended. Indemnification shall include expenses actually incurred by the person in connection with the defense of any action, suit, or proceeding in which the person is made a party by reason of being or having been such officer, Board of Directors member or director, except in relation to matters as to which the person shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of a

duty. The Board of Directors shall have the authority to implement the provisions of this Article and impose reasonable conditions upon the right to such indemnification. This Article shall not be deemed to limit any power of WMACCA or the Board of Directors to provide any additional or other indemnity to any other person.

ARTICLE X

Dues and Fees

Section 1. **Establishment of Dues.** The amount of annual dues and other membership fees shall be established by, and payable to, ACC.

Section 2. **Fees to Cover Event and Activities Costs.** The Board of Directors and/or the President may from time to time determine an amount to be charged for attendance at an event or activity intended to at least cover the cost of the event or activity.

Section 3. **Publications and Materials.** The Board of Directors and/or the President may from time to time determine an amount to be charged for publications and materials of WMACCA intended to at least cover the cost of these materials.

ARTICLE XI

Finance

Section 1. **Fiscal Period.** The fiscal period of WMACCA shall begin on October 1 and end on September 30th.

Section 2. **Budget.** The Board shall adopt in advance of the next fiscal period an annual operating budget covering all activities of WMACCA. Financial obligations shall be incurred on the basis of the budget. The budget shall be prepared by the Executive Director under the general guidance of the Treasurer and the Board of Directors. If no Executive Director is employed, the budget shall be prepared by the Treasurer.

Section 3. **Audit.** The accounts of WMACCA shall be audited not less than annually by the Committee on Finance and Audit, as specified in Article V, Section 1(c) above.

ARTICLE XI

Dissolution

Section 1. WMACCA shall use its funds only to accomplish the objectives and purposes specified in the Articles of Incorporation, and no part of said funds shall inure, or be distributed, to members of WMACCA. In the event of revocation of the charter of WMACCA or its

voluntary dissolution, WMACCA's property shall be distributed as follows: After the payment of all outstanding debts and obligations, the remaining assets of WMACCA shall be deemed the property of ACC.

ARTICLE XII

Amendments

Section 1. Amendment of Bylaws. The Board of Directors shall adopt Bylaws for the conduct of the affairs of the Association not inconsistent with the Articles of Incorporation. Any of these Bylaws may be amended or repealed, and new Bylaws may be adopted, either (a) by a two-thirds vote of the Board of Directors members present and voting at any meeting duly called, notice of such proposed changes having been sent in writing to the members of the Board at least ten (10) days before such meeting; or (b) by a two-thirds vote of all Board members voting by a thirty-day mail ballot; or (c) by a two-thirds vote of the members of WMACCA present and voting at any meeting duly called, notice of such proposed changes having been sent in writing to the members of WMACCA at least ten (10) days before such meeting. No amendment of the Bylaws, whether approved by the members of WMACCA or the Board of Directors, shall become effective until approved by ACC.

Section 2. Amendment to Articles of Incorporation. The Articles of Incorporation may be amended by a two-thirds (2/3) vote of the members present at any Annual Meeting of WMACCA provided that any such proposed amendment shall have been filed in writing with the Secretary of WMACCA at least thirty (30) days prior to the Annual Meeting and shall have been submitted by the Secretary in writing promptly to the Board of Directors and the Board of Directors shall have submitted said proposed amendment in writing at the Annual Meeting together with its recommendation for approval or disapproval. The Board of Directors of its own volition at any Regular or Special Meeting held prior to such Annual Meeting may propose amendments for consideration by the membership at such Annual Meeting. No amendment of the Articles of Incorporation, whether approved by the members of WMACCA or the Board of Directors, shall become effective until approved by ACC.