

ASSOCIATION OF CORPORATE COUNSEL
NONPROFIT ORGANIZATIONS COMMITTEE
CHARTER

I. MISSION STATEMENT

The mission and purpose of the Nonprofit Organizations Committee (hereinafter the “Committee”) shall be to act as a coordinated and collaborative resource and collective voice for the practice of law in the nonprofit sector. The purpose of the Committee is to facilitate education and knowledge-sharing among its members, to raise the profile and standards of the practice of law in the nonprofit sector and to support members in their professional growth. The Committee will provide its members with opportunities to develop professional expertise and to discuss issues and concerns. The Committee members represent the broad range of nonprofit organizations and part of its mission is to advance the important contributions of this sector to society. To this end, the Committee will monitor and discuss legal and policy developments affecting the nonprofit sector and, when appropriate and in compliance with the advocacy policies of the Association of Corporate Counsel, submit comments to policy-makers, opinion leaders or the general public.

II. COMMITTEE STRUCTURE:

The Committee shall be comprised of all those registered with ACC as members of the Committee (“Members”). While the Committee will operate via consensus when possible, each Member of the Committee shall have one vote in any matter in which a formal vote is taken. The Committee shall meet in person at each ACC Annual Meeting and in between, by monthly teleconference, on such regular dates and times as may be scheduled by the elected Officers, typically the second Tuesday of each month at 3:00 P.M. Eastern Time. The Committee shall elect its Officers at each annual meeting and may approve other business by majority vote of those present at a duly authorized monthly or annual meeting.

Committee Officers

The Officers of the Committee shall consist of a Chair, Vice-Chair, Secretary and a Program Chair. The qualifications to be an Officer of the Committee are 1) membership in good standing with the ACC and 2) membership in the Committee for at least one year. Said Officers shall be elected by majority vote of the Members present at the Annual Meeting and shall serve a term of one ACC business year (Annual Meeting to Annual Meeting) unless otherwise determined by vote of the Committee, with service in any one elected Office limited to no more than two consecutive terms. Although not required, the Chair is typically succeeded by the Vice Chair who may be succeeded by the Secretary.

In the absence of the Chair at any regular in-person or telephonic meeting of the Committee, the Vice-Chair shall act as Chair. In the absence of both, the Secretary shall act as Chair. In the event of the resignation or subsequent inability of any Officer (other than the Chair) to complete of his/her term of office, the Chair may appoint a replacement from the Committee to serve the remainder of the term. Such interim appointments shall be approved by the Members. Should the Chair resign or no longer be able to complete his/her term of office, the Vice Chair shall have the option of succeeding to the role of Chair, failing which a new Chair shall be elected from the Committee membership at the next regular scheduled meeting of the Committee.

At any time and for any reason, any officer of the Executive Committee may be removed by a majority vote of the Executive Committee, with any tie being decided by the Chair; provided, however, with respect to the Chair, the Executive Leadership of the ACC Council of Committees will break any tie vote.

The Chair, with the advice and consent of the members, may appoint additional individuals to serve in designated capacities to assist in the work of the Committee.

Executive Committee

The Executive Committee of the Committee shall consist of the elected Officers, and such other ACC members as may be appointed by the Chair with the advice and consent of the Members. The role of the Executive Committee is to lead and coordinate the efforts and activities of the Committee, provide a central organizational and administrative function, and, with input from the Members, establish a common vision for the Committee. The Committee may from time to time develop ad hoc or standing subcommittees as deemed appropriate by majority vote of the Members present at a regular monthly or annual meeting. The Executive Committee shall meet by telephone monthly typically on the fourth Tuesday of each month at 3 P.M. Eastern Time.

III. AFFILIATION

The Committee is affiliated with the ACC and will adhere to all policies and regulations by the Council of Committees and the ACC Board of Directors.

IV. COMMITTEE LEADERSHIP RESPONSIBILITIES

The Chair shall oversee all meetings of the Committee and act as the principal contact between the Committee, ACC leadership, ACC staff, and ACC local chapters; provided that the Chair shall have the right to delegate to such other Committee member(s) any of his/her responsibilities as Chair other than voting. The Chair and the Vice Chair shall serve on the ACC Council on Committees.

The Vice Chair shall perform such duties as requested by the Chair and in the Chair's absence shall perform the responsibilities of the Chair.

The Secretary shall be responsible for working with ACC staff to ensure timely notice of teleconference meetings of the Executive Committee and the Committee as well as preparing comprehensive minutes of such meetings. [The Secretary will work with the Chair to develop and circulate the agenda for annual and teleconference meetings in advance thereof.]

The Program Chair shall be responsible for working with Committee membership and ACC staff to plan and present programs of interest to members at the ACC Annual meeting.

V. AMENDMENTS

All amendments to this Charter must be approved by the Services Committee of the ACC Board of Directors before implementation occurs.