

# **Bylaws of Association of Corporate Counsel**

## **(As Amended)**

### **Article I: Offices**

1. Principal Office. The principal office of the corporation for transaction of its business shall be located in Washington, D.C.

2. Changes. The Board of Directors may change the principal office from one location to another in Washington, D.C. Any such change shall be noted by the Secretary, but shall not be considered an amendment of these Bylaws.

### **Article II: Membership**

1. Eligibility. Individuals who are engaged in the active practice of law on behalf of organizations in the private sector and who do not hold themselves out to the public for the practice of law shall be eligible for membership.

2. Other Classes. The Board of Directors shall have the authority to designate and establish other classes of members of the corporation, and the eligibility requirements and membership privileges of each such class.

3. Dues. The Board of Directors may establish the dues to be paid by members.

4. Procedures. The Board of Directors may specify procedures governing applications for membership and action thereon, and for termination of membership for nonpayment of dues or other good cause. The Board shall have sole and exclusive authority to determine the qualifications and eligibility of all applicants for membership and to approve or disapprove any applicant.

5. Interest in Property. No person, by virtue of membership, shall acquire or hold any vested right or any severable interest in any property or assets of the corporation.

6. Contributions. The Board of Directors may specify procedures and standards for the acceptance of any contribution, devise, or bequest of real or personal property, or other assets, or any interest therein, provided that the acceptance of the same shall not be inconsistent with the purposes for which this corporation is established.

### **Article III: Board of Directors**

1. Composition. The Board of Directors shall be composed of such number of members, not less than twenty (20), as the Board of Directors shall, from time to time, determine.

2. Duties. The Board of Directors shall manage, supervise, control and direct the affairs of the corporation, and shall determine its policies or changes therein. It may adopt such rules

and regulations for the conduct of this business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

3. Election. Directors shall be elected annually by two-thirds of the then-voting members of the Board of Directors. Each Director shall serve for a term of three years, expiring at the third anniversary following the date of his or her election, or until a successor has been duly elected and qualified. Directors shall be limited to uninterrupted Board membership of two three-year terms, provided, however, that this limitation shall not apply to a Director who is serving as Vice Chair or Chair when that Director's second three-year term expires; and, provided further that any Director initially appointed or elected to fill the unexpired term of a previous Director shall be eligible to serve two full three-year terms in addition to completing such unexpired term. Notwithstanding the foregoing term limits, the immediate Past Chair may serve for an additional one year on the Board.

Members of the Board of Directors shall be chosen from a slate of candidates proposed by the Nominating Committee. In electing new Directors, the Board of Directors shall consider appropriate representation of types of organizations, size of departments, minorities and women, practice areas, geography, chapters and committees, so that the Board shall reflect the diversity of the members of the corporation. Additionally, the Board shall specifically consider whether an individual proposed for membership on the Board (1) has demonstrated a commitment to the corporation and a willingness to work on its behalf, or (2) is a recognized leader within the in-house practice of law.

4. Quorum. One-third of the number of Directors comprising the Board at the time of any meetings, but in no event less than ten (10) Directors, shall constitute a quorum for the transaction of business. A majority vote of a quorum shall be required for approval of all Board of Director actions, unless other voting requirements are specifically required by the Bylaws.

5. Proxy. Voting by proxy by members of the Board of Directors shall not be permitted.

6. Regular Meetings. One regular annual meeting, and such other regular meetings as the Board of Directors shall deem appropriate shall be held at such times and places as may be determined by the Board.

7. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board or by three or more Directors. The person or persons authorized to call special meetings of the Board may fix the time and place of holding such special meetings.

8. Notice. Notice of any regular meeting of the Board of Directors shall be given at least ten(10) days previous thereto by written notice delivered personally or sent by mail, or facsimile or other mode of transmittal to each Director at his or her address as shown by the records of the corporation. Notice of any special meeting shall be given at least five (5) days previous thereto, in the same manner as for a regular meeting or by telephone.

9. Compensation. Directors shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for the approval and payment of such expenses by designated officers of the corporation. Nothing herein shall

preclude a Director from serving the corporation in any other capacity and receiving compensation for such services.

10. Resignation. Any Director may resign at any time by giving written notice to the Chair, the Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time specified, at the time of acceptance thereof as determined by the Chair or the Board.

Any Director may be removed by a majority vote of all members of the corporation.

The Board of Directors may establish qualifications for eligibility for service as a Director, and provide for the termination of service by any Director determined not to meet such qualifications.

Any vacancy resulting from resignation, removal, or any other cause may be filled for the balance of the term by vote of a majority of the then members of the Board.

#### **Article IV: Officers**

1. Officers. The officers of the corporation shall be a Chair of the Board, a Vice-Chair of the Board, a President, a Secretary, a Treasurer, and such other officers as may be appointed in accordance with the provisions of Section 3 of this article.

2. Election and Term of Office. Each officer, except the President, and such other officers as may be appointed in accordance with the provisions of Section 3 of this article, shall be elected annually by the Board of Directors at its regular annual meeting, to serve until the next ensuing annual meeting, or until a successor shall have been duly elected. No officer, except the President, and such other officers as may be appointed in accordance with the provisions of Section 3 of the article, shall serve more than two consecutive terms in such office. Any two or more offices may be held by the same person, except President and Secretary.

3. Appointment of Other Officers. The Board of Directors shall appoint the President and may appoint other officers or agents, each of whom shall hold office for such period and shall have such duties as may be prescribed in these Bylaws or as the Board may determine.

The Chair of the Board may appoint such other officers, not specifically provided for in these Bylaws, as may be deemed necessary, including one or more assistant treasurers and one or more assistant secretaries, with the approval or upon the authorization of the Board of Directors, to hold office for such period as may be specified with respect to any such appointment.

4. Resignation or Vacancies. Procedures set forth in these Bylaws with regard to resignation, removal, or vacancies in the Board of Directors shall also be applicable as to any officer.

5. Removal. Any officer may be removed by a two-thirds vote of all members of the Board of Directors.

6. Duties of Officers. Except as otherwise provided in these Bylaws, the duties of the officers shall be such as may be designated from time to time by the Board of Directors.

7. Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Directors. In the absence of the Chair, the Vice-Chair, or a Director designated by the Chair, shall preside at such meetings.

8. Vice-Chair. In the absence of the Chair or in the event of his or her inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as may be assigned by the Chair or the Board of Directors.

9. President. The President shall be the chief operating officer of the corporation, and, subject to the direction of the Board of Directors, shall have general charge of the affairs and property of the corporation and supervision of its operations. The President shall be a member ex officio of all committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

10. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of the Bylaws; keep a register of the address of each member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

11. Treasurer. The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; deposit all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all transactions as Treasurer and of the financial condition of the corporation.

The Treasurer shall also perform such other duties as may be assigned by the Chair or the Board of Directors.

12. Bonding of Officers and Employees. At the discretion of the Board of Directors, any officer or employee of the corporation may be bonded. The expense of furnishing any such bond shall be paid by the corporation.

#### **Article V: Committees of the Board of Directors**

1. Executive Committee. The Chair of the Board, with the concurrence of the Board of Directors, may designate and appoint an Executive Committee, which shall consist of the Chair,

Vice Chair, Secretary and Treasurer and such number of other Directors, but not less than three, as the Chair may specify, which shall have and exercise the power and authority of the Board of Directors in the management of the corporation between meetings of the Board of Director, subject only to such restrictions or limitations, if any, as are specified by resolution of the Board. The Committee shall be chaired by the Chair of the Board of Directors. A quorum of any such Committee shall consist of a majority of the members thereof.

2. Nominating Committee. The Chair of the Board of Directors shall annually designate and appoint a Nominating Committee or subcommittee which shall consist of at least seven members who shall be selected from the then-members of the corporation, a majority of whom shall themselves be members of the Board of Directors. In designating and appointing the members of the Nominating Committee, the Chair must ensure that the Nominating Committee reflects the geographic dispersion, the type and principal business interest of the organization clients of the members, and the size of the law department in which the members are engaged in the active practice of law.

The immediate past Chair of the Board of Directors shall serve as Chair of the Committee, provided that he or she shall be a member of the Board of Directors. In the event the immediate past Chair is unable to serve as chair of the committee, the Chair of the Board shall designate a chair, who shall be a member of the Board of Directors.

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

The Nominating Committee shall, pursuant to Article III, Section 3 of the Bylaws, propose annually a slate of nominees for election to the Board of Directors, and pursuant to Article IV, Section 2 of the Bylaws, propose annually a slate of nominees for election to the offices of Chair, Vice Chair, Secretary and Treasurer and the Chairs of such board committees, as designated by the Board. In January of each year, or as soon as possible thereafter, the Nominating Committee shall solicit nominations by publishing a notice to the membership of the corporation and by corresponding with Chapter Presidents, National Committee Chairs and past and current Board members requesting submission of the names and qualifications of candidates. Prior to July 31 of each year, the Nominating Committee shall create a slate of candidates. The Committee shall notify candidates who are on the slate and members who submitted candidates who are not on the slate and shall publish the names of all nominees in the next appropriate national publication of the corporation.

In addition, if any member of the corporation presents to the Nominating Committee, at least 30 days prior to the election, a petition signed by 75 members of the corporation, the Nominating Committee shall include the name of such member on the final slate of candidates proposed to the Board of Directors pursuant to Article III, Section 3 of the Bylaws.

4. Other Committees. Other committees (such as Board Affairs, Finance and Audit, Operations and Policy Committees) may be designated and appointed, or terminated, by the Chair of the Board or the Board of Directors, provided that the Board of Directors may, in any instance, reserve to itself the sole authority to designate, appoint, or terminate a committee. Persons designated members of such committees need not be members of the Board of Directors.

## **Article VI: Regions and Chapters**

1. Regions. The Board of Directors may, within its discretion, designate geographic areas of the United States as Regions of the corporation. All members of the corporation having business offices within the geographic area of a Region may participate in the activities of the Region.

2. Chapters. The Board of Directors may also, within its discretion, designate geographic areas within a Region as Chapters of the corporation. All members of the corporation having business offices within the geographic area of a Chapter may participate in the activities of the Chapter. Chapters may be established by applications submitted to and approved by the Board of Directors.

3. Regulations. The Board of Directors may prescribe to the Regions and Chapters regulations as to their organization, governance and financial relationship to the corporation. In prescribing such regulation, the Board of Directors shall not impose restrictions which would in any way limit the rights and privileges of members of Regions and Chapters as members at large of the corporation. Subject to such regulations, each Region and Chapter shall conduct its affairs as it deems best suited to further and advance the purposes of the corporation.

4. Changes or Revocations. The Board of Directors may change the geographic area included within the designation of a Region or Chapter, or may revoke any such designation, in each case as the Board of Directors deems necessary or advisable in the best interests of the corporation. Upon any such revocation all funds in the treasury of such Region or Chapter and all of its records shall immediately be delivered to the President of the corporation.

## **Article VII: Committees of the Corporation**

1. Practice/Segment Committees. The Board of Directors may, within its discretion, create such practice/segment committees as may be deemed desirable from time to time for the purpose, among others and without limitation, of facilitating communication among members as to specific issues or other matters of concern to the corporation.

Such committees may be established, modified, or terminated by applications submitted to and approved by the Board of Directors. In addition, the Board of Directors may establish or terminate a committee, or modify the terms of reference of any committee, in each case as the Board of Directors deems necessary or advisable in the best interests of the corporation. Upon any such termination or, if deemed appropriate by the Board of Directors in event of modification, all funds in the treasury of such committee and all of its records shall immediately be delivered to the President of the corporation.

All members of the corporation may be members of any practice/segment committee. Every member of the corporation may otherwise participate in the activities of the national committees.

2. Other Committees. Other committees (including ad hoc committees) and the members thereof may be designated and appointed, modified, or terminated, by the Chair of the Board or the Board of Directors, provided that the Board of Directors may, in any instance, reserve to itself the sole authority to designate, modify, or terminate a committee and the members thereof.

3. Regulations. The Board of Directors may prescribe to the committees of the corporation regulations as to their organization, governance and financial relationship to the corporation. In prescribing such regulations, the Board of Directors shall not impose restrictions which would in any way limit the rights and privileges of members of such committees as members at large of the corporation. Subject to such regulations, each committee shall conduct its affairs as it deems best suited to further and advance the purposes of the corporation.

#### **Article VIII: Contracts, Checks, Deposits, and Funds**

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

2. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences or indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

3. Deposits. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **Article IX: Indemnification**

The corporation shall provide for indemnification by the corporation of any or all of its Directors, or officers, or former Directors or officers and may, by resolution of the Board of Directors, indemnify any professional employees, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors, or officers or professional employees or former Directors or officers or professional employees of the corporation, except in relation to matters as to which such Directors, or officers, or professional 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 X: Mail Voting**

Voting on any matter, including the election of Directors or officers, may be conducted by e-mail, mail, facsimile or other method authorized by the Board and consistent with the laws of the District of Columbia. The method of voting does not in any way affect the prohibition against proxy voting in Article III (5).

#### **Article XI: Distribution of Assets on Dissolution**

The Board of Directors is authorized to adopt a plan of distribution as provided for in the Nonprofit Corporation Act of the District of Columbia (Title 29, Sections 1048 and 1049 of the

District of Columbia Code) as the same now exists or as it may be amended from time to time; however, its assets, if any, remaining after payment (or provisions for payment) of all liabilities of the corporation, shall be used or distributed exclusively for purposes within the intendment of Section 501(c) of the Internal Revenue Code as the same now exists or as it may be amended from time to time, and none of the property or funds of the corporation shall be divided among or paid to its members, Directors, officers, or other private person.

**Article XII: Amendments**

Any of these Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a vote of a majority of all of the members of the Board of Directors, at any regular or special meeting of the Board, or by a mail vote upon authorization of such mail vote by the Board of Directors, or the Chair of the Board, or the Chair of the Executive Committee.