

CHARTER
OF
THE INTERNATIONAL LEGAL AFFAIRS COMMITTEE
OF THE
AMERICAN CORPORATE COUNSEL ASSOCIATION

ARTICLE I

Purpose

The primary purpose of The International Legal Affairs Committee ("Committee") shall be to provide an organized forum within the American Corporate Counsel Association ("ACCA") to (1) facilitate the identification, review, discussion and analysis of international legal issues that are of particular interest to corporate counsel; (2) formulate comments, recommendations and alert members with respect to international legal issues; (3) advance the professional development of corporate counsel practicing internationally; and (4) to represent ACCA on the U.S. Secretary of State's Committee on Private International Law.

ARTICLE II

Relationship with the American Corporate Counsel Association

This Charter and the activities of the Committee shall at all times be subject to the Bylaws and policies of ACCA.

ARTICLE III

Membership

Any member of ACCA in good standing may become a member of the Committee by giving notice to ACCA Staff.

ARTICLE IV

Dues and Other Fees

Subject to the approval of ACCA's Board of Directors, the Committee may establish dues or other fees to help fund the activities of the Committee. All dues and fees must be approved by the Executive Council of the Committee and shall be collected through ACCA's national office. Continued membership in the Committee is conditioned upon the timely payment of all dues and fees as may be approved from time to time by the Executive Council.

ARTICLE V

Organization

A. Executive Council

- (1) Constitution and Duties. Subject to the approval and guidance of ACCA's Board of Directors, the activities, property and affairs of the Committee shall be managed by the Executive Council. All activities, policies and plans of Subcommittees shall be subject to oversight review and approval of the Executive Council. The Executive Council shall be composed of all Officers of the Committee, plus each Subcommittee Chair. The immediate past Committee Chair shall be an ex officio member. Meetings of the Executive Council may be called by the Chair. The Chair of the Committee shall preside over meetings of the Executive Council. In the event a vacancy occurs in any elected office of the Committee, the Executive Council shall have the

authority to elect any member of the Committee to fill the vacant office for the unexpired portion of the current term.

- (2) Quorum and Voting. Three members of the Executive Council duly convened to conduct business shall constitute a quorum of the Executive Council, and the vote of a majority of the members present and voting shall constitute the action of the Executive Council. At the discretion of the Chair, any meeting or other business of the Executive Council may be accomplished by conducting a videophone or telephone conference call or by obtaining the written consent of the members of the Executive Council.

B. Officers

- (1) Chair. The Chair shall be elected by the Committee membership and shall preside at all meetings of the Committee and the Executive Council. In addition, the Chair shall have the power to appoint and remove each Subcommittee Chair, call meetings as deemed necessary, serve as liaison with ACCA, present at ACCA's annual meeting a report of the work of the Committee for the year ending, represent ACCA before the U. S. Secretary of State's Advisory Committee on Private International Law, and perform all such other acts and duties that generally pertain to the chief executive officer of an organization with a similar nature. The Committee Chair shall serve for a term of one year.

- (2) Vice-Chair. The Vice-Chair shall perform such duties as are assigned by the Executive Council and shall assist the Chair in such manner as the Chair may request and shall act in the Chair's stead in the event of the Chair's absence or inability to act. The Vice-Chair shall be elected for a term of one year.
- (3) Secretary. The Secretary shall keep minutes of all meetings of the Committee and of the Executive Council. In addition, the Secretary shall maintain a roster of committee members, assist in communications between the Executive Council and the membership and perform such other duties as may be assigned by the Chair or Executive Council. The Secretary shall be elected for a term of one year.
- (4) Other Offices and Duties. The Chair, with the concurrence of the majority of the Executive Council, may create such other offices (whether elected or appointed) as deemed necessary. The Chair shall have the authority to appoint any member to any such newly-created office to serve until the next annual meeting of ACCA. The duties of each office shall be as designated from time to time by the Executive Council.

ARTICLE VI

Elections and Committee Meetings

The Officers of the Committee shall be elected at the annual meeting of the Committee; after such election other business may be transacted. The annual meeting of the Committee shall be held at or in conjunction with the annual meeting of ACCA. Special meetings of the Committee may be called by the Chair. All members of the Committee attending the annual or a special meeting may vote at such Committee meeting and those present shall constitute a quorum. The vote of a majority of the members present and voting shall constitute the action of the Committee. At the discretion of the Chair, matters, other than the election of Committee Officers, may be submitted to the members of the Committee for vote by mail. In such an event, the majority of the votes received from members voting shall constitute the action of the Committee.

ARTICLE VII

Subcommittees

The Committee Chair may designate subcommittees as deemed necessary or desirable to promote the activities of the Committee. A Subcommittee Chair shall be appointed by the Committee Chair.

The initial subcommittees established by the Committee are:

- (1) Membership Network Subcommittee
- (2) Program Subcommittee
- (3) U.S. Secretary of State's Advisory Committee on Private International Law Subcommittee
- (4) Nominating Subcommittee
- (5) Publication Subcommittee

The duties of the Subcommittee shall be approved by the Executive Council and filed with the minutes of the Committee.

ARTICLE VIII

Amendments

This Charter may be amended at any time by a majority vote of the Executive Council. Any Committee member may propose an amendment for consideration by the Executive Council by submitting to the Secretary a petition signed by five members supporting the proposed amendment. At the discretion of the Executive Council, any proposed amendment may be submitted to the vote of Committee members. All amendments shall be promptly distributed to the Committee membership.

ADOPTED THIS _____ DAY OF _____, 1991
AT Washington, D.C.