

REAL ESTATE COMMITTEE CHARTER

ADOPTED: FEBRUARY 18, 2010

I. MISSION STATEMENT

The Real Estate Law Department Committee (the “Committee”) of the Association of Corporate Counsel (“ACC”) will arrange formal and/or informal sessions at each ACC Annual Meeting, and will collect and develop information of particular interest to in-house real estate law practitioners and generalists. Information will be disseminated through ACC and Committee publications, the ACC Internet website, electronic email, conference calls, programs and other appropriate means determined by the Committee’s officers. Further, it will function within the ACC organization (through coordination with staff, leadership, chapters and other national committees) to ensure issues concerning real estate law are appropriately addressed.

The ultimate goals of the Committee will be (i) the development and exploration of practice methods by which attorneys in law departments that regularly practice real estate law can most effectively and efficiently provide these legal services to their corporate clients via the mutual sharing of nonproprietary information, processes, knowledge and documents by Committee members, and (ii) the provision of real estate related resources and information to ACC members who do not regularly practice real estate law.

II. MEMBERSHIP

The Committee will be comprised of ACC members whose practice may focus on or include the acquisition, development, management, financing, ownership and/or operation of real estate inside and/or outside the United States.

Members of the Committee are encouraged to join and actively participate in the Committee and any subcommittees that are formed from time to time. The general membership of the Committee will convene once per year for an annual meeting to be held in connection with ACC’s Annual Meeting; this meeting shall be presided over by the Committee Chair and Executive Council for the purpose of conducting general Committee business, electing officers and developing initiatives for the following year.

III. COMMITTEE LEADERSHIP STRUCTURE

A. The Committee Officers

The officers of the Committee shall consist of a Chair, Vice Chair, Secretary, Communications Director, Membership Director and Program Director.

B. The Executive Council

The Executive Council shall consist of the Committee officers, the immediate past Chair of the Committee, along with such other members of the Committee as invited by the Chair. The role of the Executive Council is to lead and coordinate the efforts and activities of the Committee at large and any Subcommittees, provide a central organizational and administrative function, and establish a common vision for the Committee. The Executive Council shall meet by teleconference at least once a month.

C. Advisory Subcommittee

At the discretion of the Chair, the Committee shall have an Advisory Subcommittee composed of not less than ten (10) members of the Committee, at least four (4) of whom shall be the following members in *ex officio* capacity: (a) Committee Chair, (b) Immediate Past Committee Chair, (c) Committee Vice Chair and (d) Committee Membership Director. The other members of the Advisory Subcommittee shall be selected by the Committee Chair in consultation with the Vice Chair, Secretary and Membership Director. The Committee Membership Director shall act as Chair of the Advisory Subcommittee. The Advisory Committee shall provide strategic guidance and advice to the Executive Council.

IV. LEADERSHIP RESPONSIBILITIES

A. Chair

The Chair of the Committee shall be elected at the annual business meeting and serve a term of one year, to be succeeded by the person serving as Vice Chair prior to the annual business meeting. In addition to the responsibility he/she shares with other members of the Executive Council, the Chair acts as the principal contact between the Committee, ACC leadership, the ACC national office and ACC local chapters; provided that the Chair shall have the right to delegate to such other Committee member(s) as he/she shall determine any of his/her responsibilities as Chair. ACC staff will work with the Chair to develop and circulate the agenda for such teleconferences and meetings. The Chair shall be the liaison to the counsel of ACC committees.

B. Vice Chair

The Vice Chair of the Committee shall be elected at the annual business meeting and serve a term of one year, to be succeeded by the person serving as Secretary prior to the annual business meeting. 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.

C. Secretary

The Secretary of the Committee shall be elected at the annual business meeting and serve a term of one year. The Secretary shall be responsible for working with ACC staff to ensure timely notice of teleconference meetings of the Executive Council and any Committee meetings, as well as, preparing any minutes of such meetings.

D. Directors

The Committee shall have the following Directors which shall be appointed by the Chair in consultation with the Vice Chair and Secretary, each of whom shall be considered an officer of the Committee and serve one year terms which may be extended at the discretion of the Chair:

1. Communications Director

The Communications Director shall ensure an effective system of communication among the committee members, oversee maintenance of the committee webpage (including insuring all materials are timely and accurately posted), oversee and encourage greater use of the Committee's telecommunications resources and serve as the contact person for potential Docket articles.

2. Membership Director

The Membership Director shall seek ways to increase membership and encourage and facilitate greater participation among existing members and serve as the primary contact for new members. The Membership Director shall also act *ex officio* as the Chair of the Advisory Subcommittee unless another Chair is duly appointed.

3. Program Director

The Program Director shall encourage and oversee webcasts and infopaks, and manage the process by which Annual Meeting panels are submitted to ACC and the process by which panelists are selected, in consultation with the Executive Council. The Program Director shall also act as primary contact person for ACC relating to Annual Meeting panels until such responsibilities are assumed by a panelist.

E. Succession

In the event of any vacancy in the Chair, such position shall be filled by the Vice Chair (or if such position is vacant, by the Secretary). In the event of any vacancy in the Vice Chair, such position shall be filled by the Committee's Secretary. In the event of any vacancy in the Secretary, the highest-ranking officer shall have the authority to appoint a replacement from the Committee membership to serve the remainder of the term. If any officer decides to not ascend to the next-highest ranking Officer position at the end of his or her term, then such position shall be elected by a majority of the Committee membership present at the Annual Meeting (in person or via teleconference). In the event of any vacancy by any Director, a replacement shall be appointed by the Chair in consultation with the Vice Chair and Secretary.

V. OPERATING PROCEDURES

The Committee shall work closely with ACC Staff to advance the goals of ACC and to comply with the minimum activity guidelines for national committees, including, but not limited to, the following:

- A. Plan and conduct at least one major substantive program each year at ACC's Annual Meeting.

- B. Submit at least one article every year for publication in the *ACC Docket*.
- C. Periodically disseminate information and materials of general interest to Committee members.
- D. Encourage new membership and active participation in all Committee events and in ACC.
- E. Develop productive working relationships with chapter presidents, other national committees, ACC Board of Directors and ACC staff.

VI. OTHER

This Charter and the activities of the Committee are subject to the Bylaws and policies of the ACC. A quorum for official business meetings of the Committee shall be at least 5 non-Officer members and 2 Officers of the Committee (present in person or via telephone conference). This Charter may be amended by a majority vote of the Committee, subject to the Bylaws and policies of the ACC.