

ASSOCIATION OF CORPORATE COUNSEL LITIGATION COMMITTEE CHARTER

I. Mission Statement

The mission of the Litigation Committee shall be to provide an organized forum for in-house counsel with responsibility for litigation and litigation management for the purpose of:

- Enhancing professionalism by:
 - developing members' expertise through training and continuing education opportunities in relevant subject areas;
 - exploring the changing relationships between in-house and outside counsel;
 - facilitating the understanding of business objectives in the in-house litigation practice and, conversely, defining the proper role of litigation in business strategy;
- Discussing and analyzing litigation-related legislative or policy issues as they affect our clients, and, when appropriate, facilitate the advocacy of public positions on such issues by ACC or the Committee as directed by the ACC Advocacy Committee of the Board of Directors.
- Providing, where possible, a vehicle for change to the judicial system and other dispute resolution forums to better meet our clients' needs.
- Facilitating networking among members by providing various forums for information sharing; and
- Serving as a resource to the ACC Chapters.

II. Membership

Any ACC member is eligible for membership. The general membership of the committee will convene once per year at the ACC Annual Meeting for the purpose of conducting general committee business, electing officers (Vice Chair, Secretary), and developing initiatives for the following year.

III. Organization

The Executive Council (EC) of the Litigation Committee shall have the following officers: Chair, Vice Chair, Secretary, and all chairs of such subcommittees (e.g. programs, webcasts, nominating) as the EC may appoint, by a majority vote, from time-to-time, with the Chair breaking any tie vote. Any one or more of the offices may be jointly held as Co-Chairs, multiple Vice Chairs or multiple Assistant Secretaries. The Immediate Past Chair shall be an *ex officio* member of the EC.

The Chair, Vice Chair and Secretary will each serve for a minimum one-year term with eligibility to be elected no more than two consecutive terms in the same position.

At the Litigation Committee's meeting during the ACC Annual Meeting, the outgoing Chair will be automatically succeeded by the Vice Chair, and the incoming Chair will

preside over the meeting. In the event the Vice Chair is unable to succeed the Chair, a new Chair will be elected by majority vote of the Litigation Committee members present (e.g. in person, electronically or telephonically) at the annual business meeting of the Litigation Committee.

The incoming Vice Chair and the Secretary each will be elected by a majority vote of the Litigation Committee members present (e.g. in person, electronically or telephonically) at the annual business meeting of the Litigation Committee, with any tie being decided by the incoming Chair. Any Litigation Committee member may run for the Vice Chair or Secretary position by submitting a nomination request to the then current Chair no less than thirty (30) days before the annual business meeting.

IV. Vacancy

In the event there is a vacancy for either Vice Chair or Secretary prior to the ACC Annual Meeting, the EC will appoint, by a majority vote of the EC, a new officer to serve in the vacant role for the remainder of the applicable term, with the Chair breaking any tie vote. Should the Chair position become vacant mid-term, the Vice Chair has the option of succeeding to the role of Chair.

V. Removal from Office

A. At any time and for any reason, any member of the EC may be removed by a majority vote of the EC, in accordance with the following procedure:

1. Any EC member may request a special meeting to consider removal of another EC member.
2. A special meeting will be called by the EC to consider the removal request. Attendees at the special meeting must include: the committee leader requesting the special meeting, the committee leader member being considered for removal, a majority of the remaining EC members, and at least two officers from the CoC. If the EC member under consideration for removal fails to appear at the special meeting or fails to make himself or herself reasonably available for a special meeting (as determined by a majority of the other members of the EC), the special meeting can proceed without him or her in attendance.

The EC member in question will be provided notice of the special meeting in writing no less than five business days before the meeting, and such writing will specify the reasons for the requested meeting.

3. The decision to remove the individual in office will be decided by a majority vote of the EC and the CoC members in attendance, with any tie being decided by the Chair. If the Chair's position is in question, the Executive Officers of the CoC in attendance will make the determination.

B. The ACC Council of Committees Executive officers may, by a majority vote, remove any EC without a special meeting or special notice as required above for the following reasons: (a) The other EC members of the Committee fear personal or professional retaliation from a request for removal; or (b) The other EC members of the Committee cannot or are not able to engage the member being considered for removal due to that member's unprofessional actions.

VI. Roles

The roles of officers and the EC are as follows:

- The **Chair** is responsible for the overall direction, motivation and administration of the Litigation Committee activities. The Chair also has overall responsibility for adhering to ACC's Committee Guidelines and for acting as the Litigation Committee's liaison with ACC's headquarters. The Chair will serve as the primary contact with ACC staff and the Litigation Committee sponsor, attend ACC Council of Committee monthly meetings, and serve as the leader of the Litigation Committee.
- The **Vice Chair** is the deputy to the Litigation Committee Chair. The Vice Chair has oversight responsibility for the development and submission of proposed programs for the ACC's Annual Meeting. The Vice Chair will perform other duties as assigned by the Chair from time to time.
- The **Secretary** will prepare and distribute all minutes of each Litigation Committee meeting as appropriate, work with the Chair and Vice Chair to submit agendas to members in a timely fashion and perform other duties as assigned by the Chair from time to time.
- The **Programs Chair – Annual Meeting** is responsible for soliciting and submitting to the ACC a series of substantive programs related to the Committee's interests for the ACC Annual Meeting. The position also recruits program organizers for all Committee presentations at the Annual Meeting and supports program organizer responsibilities by helping to recruit speakers.
- The **Programs Chair – Legal Quick Hits** is responsible for coordinating with the Committee sponsor and/or other law firms, vendors and members to secure speakers, organizing and producing programs of import and interest for the monthly Legal Quick Hits (LQH) – typically, a 30-40 minute substantive presentation delivered via webcast on the Committee's monthly membership calls.
- The **Advocacy Chair** is responsible, subject to the approval of the EC and the ACC Advocacy Committee of the Board of Directors, for submitting comments or proposals on international, federal or state legislative actions that impact Committee members and corporate practices.

- The **Communications Chair** is responsible for coordinating quarterly Committee newsletters (as applicable), reviewing the Committee webpage, and reviewing and/or sending monthly email/eGroup announcements regarding upcoming LQH topics and Committee news.
- The **Publications Chair** is responsible for coordinating with the Committee sponsor and/or law firms, vendors and members to produce at least one Committee sponsored article in the ACC Docket, and other practice resources such as Top Tens and Quick Counsel articles.
- The **Webcast Chair** is responsible for coordinating with the Committee sponsor and/or other law firms, vendors and members to secure speakers, organizing and producing substantive programs of import and interest for ACC members delivered via webcast.
- The **Membership Chair** is responsible for promoting the Committee and its activities for the purpose of increasing membership, including working with the ACC on an annual or bi-annual survey to determine members' needs and interests, welcoming new members to the committee, and organizing networking opportunities in concert with a member volunteer or Chapter Liaison Chair.
- The **Chapter Liaison Chair** is responsible for organizing and producing programs and events, and implementing Strategic Plan objectives that are developed and presented in conjunction with ACC's Chapters globally.

The Executive Council is authorized to act on behalf of the Litigation Committee, and report directly to the Chair. The EC ensures implementation of the Litigation Committee's activities, and will engage in strategic planning for the Litigation committee.

VII. Meetings

Meetings of the EC may be called by the Chair or, in the Chair's absence or incapacity, by the Vice Chair or by agreement of a majority of the EC. At the direction of the Chair, any meeting or other business of the EC may be accomplished by telephone conference call. A quorum consists of three members of the EC.

VIII. Affiliation

This Charter and the activities of the Litigation Committee will at all times be subject to the Bylaws and policies of the ACC.

IX. Amendments

This Charter may be amended at any time by majority vote of Committee members in attendance at the Committee business meeting at the ACC Annual Meeting or at any regularly scheduled Committee teleconference. All proposed amendments to this Charter must first be approved by the Services Committee of the ACC Board of Directors prior to implementation.

X. Intellectual Property

The Committee shall only use such logo displaying the name of the Committee or other ACC intellectual property as approved by ACC.