

ASSOCIATION OF CORPORATE COUNSEL

SMALL LAW DEPARTMENT NETWORK CHARTER

I. MISSION STATEMENT

The primary purpose of the Small Law Department Network is to provide an organized forum within the Association of Corporate Counsel to facilitate comradery and support, as well as the identification, review, discussion and analysis of issues that are of particular interest to in-house corporate counsel working in legal departments of 1-8 attorneys.

The Network's mission is the development and exploration of practice methods by which attorneys in small law departments can most effectively and efficiently provide legal services to their corporate clients.

II. OPERATING PROCEDURES

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

- (1) Plan and conduct at least one major substantive program each year at ACC's Annual Meeting.
- (2) Submit at least one article every year for publication in the *ACC Docket*.
- (3) Periodically disseminate information and materials of general interest to SLD Network members.
- (4) Encourage new membership and active participation in all SLD Network events and in ACC.
- (5) Develop productive working relationships with chapter presidents, other headquarters networks, ACC Board of Directors, and ACC staff.

III. MEMBERSHIP

Any member of ACC in good standing who works in a small law department (defined for the purposes of SLD resources as a legal department of eight or less members) is eligible for network leadership. Members of the Network are encouraged to join and actively participate in at least one subcommittee. The general membership of the Network will convene once per year for an annual meeting to be held in connection with ACC's

Annual Meeting and this meeting shall be presided over by the Network Chair and Executive Committee for the purpose of conducting general network business, electing a Secretary), recruiting new leaders, and developing initiatives for the following year.

IV. NETWORK LEADERSHIP STRUCTURE

The **Executive Committee** (Chair, Vice Chair and Secretary, with Programs Chair and Membership Chair *ad hoc*) is responsible for establishing a three year Strategic Plan (reviewed annually) and implementing the Plan to meet Network goals. This committee meets at least every two months to discuss initiatives, programs, and succession.

In addition, the Chair of SLD attends meetings of the Network Leadership Council (formerly Council on Committees), and the Vice-Chair and Secretary are encouraged to attend the calls. Every year, the outgoing Chair and incoming Chair, Vice Chair and Secretary attend the Leadership Development Institute.

A. Network Officers

The officers of the Network shall be elected from the Network's membership and shall consist of a Chair, Vice Chair, and Secretary. In the SLD Network line of succession, the Secretary is the only officer that stands for election at the Annual Meeting and automatically moves to Vice Chair and then Chair.

Chair

The Chair is responsible for the overall direction and administration of Network activities. The chair also has overall responsibility for adhering to the guidelines and operating procedures outlined in the ACC's Network Leadership Manual and for acting as the Network liaison with ACC's headquarters. The Chair shall also attend, whenever possible, the ACC Network Leadership Council's (NLC) monthly calls.

Vice Chair

The Vice Chair is responsible for coordinating with the Network 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 Network's monthly membership calls.

The Vice Chair shall also perform such duties as requested by the Chair and in the Chair's absence shall perform the responsibilities of the Chair. The Vice Chair shall also attend, whenever possible, the NLC monthly calls.

Secretary

The Secretary shall perform such duties as requested by the Chair and shall be responsible for preparing and distributing minutes for all monthly network member and leadership teleconference meetings. The Secretary shall work with the Chair and Vice

Chair to finalize the agenda for all network meetings. The secretary is an ex officio member of each subcommittee.

B. Subcommittees

The Executive Committee may elect to create subcommittees to facilitate the work of the Network. Each network will have subcommittee chairs or co-chairs appointed by the Chair. The Network Chairs and/or Co-Chairs are responsible for carrying out subcommittee tasks and functions, and for enlisting the assistance of other network members and ACC professional staff.

Advocacy

Subject to approval by the Executive Committee and the ACC's Board of Directors, responsible for submitting comments or proposals on international, federal or state legislative actions that impact Network members and corporate practices.

Chapter Relations: Responsible for facilitating the establishment of SLD micro-groups at the Chapter level, to help build relationships and provide camaraderie between SLD members at the local level.

Communications Subcommittee: Responsible for all network communications, including the quarterly Newsletter and any social media channels established by the Network.

Docket/Top 10 Subcommittee: Responsible for assisting members who wish to write articles for The Docket. Also responsible for working with Network Sponsor to develop Top 10 and other written resources.

eGroups Subcommittee: Responsible for monitoring eGroup activity, reporting back to Chair of Online Learning, and Chair and Vice Chair any topics that are good prospects for future programs, and responding to requests for information regarding SLD.

Membership Subcommittee: Responsible for promoting the Network and its activities for the purpose of increasing Network membership and activity, and conducting periodic membership surveys.

Online Learning Subcommittee: Responsible for on-line learning, including Webcasts and Virtual Roundtables.

Programs Subcommittee: Responsible for organizing and producing programs of importance, relevance and interest to the Network, in accordance with the National Committee Activity Guidelines

V. ELECTION

The outgoing Chair will be succeeded by the Vice Chair, who will be succeeded by the Secretary. In the event the Vice Chair is unable to succeed the Chair, the Secretary will become Chair. The Secretary is the only position elected at the Network business meeting at the ACC Annual Meeting. The normal succession is Membership Chair, two years as Program Co-Chair, then nomination to the Secretary position. This succession provides experience in several areas of importance to the Network before moving into the position of Chair.

VI. TERM LIMITS

The Chair, the Vice Chair, and the Secretary will each serve a term of one (1) year, with the eligibility to be elected to no more than two (2) consecutive terms. The chairs of the subcommittees are appointed by the Chair to serve for a term of one (1) year, which may be renewed at the discretion of the Chair for additional one (1) year terms without limitation.

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. RESIGNATION/VACANCY

In the event of resignation or other vacancy of any officer prior to the completion of his/her term of office, the highest-ranking officer has the authority to appoint a replacement from the Network membership to serve the remainder of the term. Should the Chair resign mid-term, the Vice Chair has the option of succeeding to the role of Chair.

IX. REMOVAL FROM OFFICE

Failure of an officer to meet the responsibilities set forth in the Network Charter and/or failure to comply with ACC policies and procedures may result in removal from office in accordance with the following procedure:

1. Any Network leader member may request a special meeting to consider removal of another Network leader.
2. A special meeting will be called by the Executive Committee to consider the removal request. Attendees at the special meeting must include: the Executive Committee member requesting the special meeting, the Executive Committee member being considered for removal, a majority of the remaining Executive Committee members, and

at least two officers from the ACC NLC. If the Executive Committee 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 Executive Committee), the special meeting can proceed without him or her in attendance.

The Executive Committee member in question will be provided notice of the special meeting in writing no less than 5 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 Executive Committee and the NLC members in attendance, with any tie being decided by the Chair. If the Chair's position is in question, the ACC NLC Executive officers in attendance will make the determination.

4. The ACC NLC Executive Officers may, by a majority vote, remove any Executive Committee Member without a special meeting or special notice as required above for the following reasons:

- a) The other Executive Committee members of the Network fear personal or professional retaliation from a request for removal; or
- b) The other Executive Committee members of the Network cannot or are not able to engage the Executive Committee Member being considered for removal due to that member's unprofessional actions.

X. AMENDMENTS

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

XI. INTELLECTUAL PROPERTY

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