

ASSOCIATION OF CORPORATE COUNSEL

NETWORK LEADERSHIP COUNCIL RESTATED CHARTER

I. MISSION STATEMENT

The mission and purpose of the Network Leadership Council (hereinafter the “NLC” and or “Council”) shall be to act as a coordinated and collaborative resource and collective voice for Networks and Interest Groups (separately, “Member Network”, and collectively “Networks”) formally authorized by the Board of Directors (“Board”) of the Association of Corporate Counsel (“ACC”). The NLC shall promote communication and cooperative efforts between and among the Networks, ACC Chapters, ACC staff and the Board to advance the goals of the ACC, to foster the development and success of the Networks, and to fulfill the collective objective to provide world-class programs and services to the membership of the ACC.

II. STRUCTURE:

The NLC shall be comprised of one voting representative from each of the Member Networks and the Executive Committee of the NLC. Each Member Network shall have one vote. The NLC shall meet in person at each ACC Annual Meeting and in between, by monthly teleconference, on the first Monday of each month at 3:00 P.M. Eastern Standard Time, or at such other noticed date and time as may be scheduled at the discretion of the Chair of the NLC. Any business of the NLC shall be approved by majority vote of the Networks present at a duly authorized monthly or annual meeting at which a quorum of 50% of the Networks are present. The Chair is authorized to, and at his/her discretion, may call for approval of NLC business by electronic mail discussing the business to be approved and asking for an electronic vote of a majority of the Member Networks.

Council Officers

The officers of the NLC shall consist of a Chair, Vice-Chair, and Secretary (separately, an “Officer”, and collectively, “Officers”).

Qualifications: The qualifications to be an Officer of The NLC are 1) membership in good standing with the ACC and 2) current or past service as a chair or co-chair of a Member Network.

Restrictions: The Chair may not concurrently hold the position of Chair of a Member Network or be a member of the ACC Board.

Procedures:

- Officers shall be elected by majority vote of the Member Networks present at the Annual Meeting.
- The term of said Officers shall be from one annual meeting to the next succeeding annual meeting, and until their qualified respective successors have been elected,

- with service in any one elected Office limited to no more than two consecutive terms.
- Although not required, the Chair is typically succeeded by the Vice-Chair who is typically succeeded by the Secretary.
 - The Officers are non-voting members of the NLC except that the Chair of the NLC shall have a vote in the event there is a tie in any vote of the Networks.
 - In the event of the resignation or subsequent inability of the Vice Chair or Secretary of the NLC to complete his/her term of office, the Chair may appoint a replacement from the NLC or ACC membership to serve the remainder of the term.
 - Such interim appointments shall be approved by a majority vote of the Networks.
 - Should the Chair resign or no longer be able to complete his/her term of office, the Vice Chair shall have the option of succeeding to the role of Chair, failing which a new Chair shall be elected by a majority vote of all the Member Networks at the next regularly scheduled meeting of the NLC.

Executive Committee

The Executive Committee of the NLC shall consist of the elected Officers and such other ACC members, if any, as may be appointed by the Chair with the approval of the Member Networks (the "Executive Committee").

The role of the Executive Committee is to (i) lead and coordinate the efforts and activities of the NLC, (ii) provide a central organizational and administrative function, and (iii) with input from the Member Networks, establish a common vision for the NLC.

The NLC may from time to time develop ad hoc or standing subcommittees as appointed by the Chair.

III. COUNCIL LEADERSHIP RESPONSIBILITIES

The Chair shall preside over all meetings of the NLC, and act as the principal contact for the NLC with the ACC leadership, ACC staff, and ACC Chapters; provided that the Chair shall have the right to delegate to such other NLC or Executive Committee member(s) any of his/her responsibilities as Chair other than voting in the event of a tie on any vote regarding NLC business.

Upon request from membership of a Member Network (whether from a member of the general membership or leadership of such Member Network), the Executive Committee of The NLC shall have the right, upon a majority vote of the Executive Committee, to remove from a Member Network a person in a leadership role (i) who has acted in an unprofessional manner or with unprofessional behaviors and/or (ii) where such Member Network leaders are concerned about personal or professional retaliation.

The Chair or his/her designee shall serve on the ACC Advisory Board for Annual Meeting

Programs and such other Advisory Boards (e.g. Corporate Counsel University Advisory Board) or ad hoc Networks as may be established from time to time by ACC Staff. ACC staff will work with the Chair to develop and circulate the agenda for Council meetings.

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.

The Secretary shall be responsible for working with ACC staff to ensure timely notice of teleconference meetings of the Executive Committee and the NLC as well as preparing comprehensive minutes of such meetings.

Ad hoc Subcommittee chairs may be appointed by the Chair of the NLC to serve for a term of one year or to the next succeeding annual meeting, whichever is earliest. Such appointments may be renewed at the discretion of the Chair for an additional one-year term not to exceed two years. Subcommittee Chairs shall be responsible for coordinating the activities of their Subcommittees, and representing the NLC as directed by the Chair.

In the absence of the Chair at any meeting of the NLC, the Vice-Chair shall preside and, in the absence of both, the Secretary shall preside. In the absence of all elected Officers, an ACC designated staff liaison or other designee of the Chair shall preside.