

**ASSOCIATION OF CORPORATE COUNSEL
NONPROFIT ORGANIZATIONS NETWORK CHARTER**

I. MISSION STATEMENT

The mission and purpose of the Association of Corporate Counsel (“ACC”) Nonprofit Organizations Network (“Network”) shall be to act as a coordinated and collaborative resource and collective voice for the practice of law in the nonprofit sector. The purpose of the Network is to facilitate education and knowledge-sharing among its members, to raise the profile and standards of the practice of law in the nonprofit sector and to support members in their professional growth. The Network will provide its members with opportunities to develop professional expertise and to discuss issues and concerns. The Network members represent the broad range of nonprofit organizations and part of its mission is to advance the important contributions of this sector to society. To this end, the Network will monitor and discuss legal and policy developments affecting the nonprofit sector and, when appropriate and in compliance with the advocacy policies of the ACC, submit comments to policymakers, opinion leaders or the general public. The Network also is strongly committed to developing programs, networking opportunities, and resources that help foster an inclusive, equitable, and welcoming environment for our Network members, actively seeking and engaging a broader range of voices in our work.

II. MEMBERSHIP:

The Network shall be comprised of all those registered with ACC as members of the Network (“Members”). While the Network will operate via consensus when possible, each Member of the Network shall have one vote in any matter in which a formal vote is taken. The Network shall meet in person at each ACC Annual Meeting (unless held virtually) and in between, by monthly Zoom or teleconference (typically for monthly “Legal Quick Hit” calls), on such regular dates and times as may be scheduled by the elected Officers. The Network shall elect its Officers at each annual meeting and may approve other business by majority vote of those present at a duly authorized monthly or annual meeting. (The Network Leadership additionally will meet monthly in-person, or by Zoom or teleconference call, typically the second Thursday of each month at 2:00 P.M. Eastern Time.)

III. AFFILIATION

The Network is affiliated with the ACC and will adhere to all policies and regulations by the Council of Networks and the ACC Board of Directors.

IV. NETWORK LEADERSHIP STRUCTURE

A. Network Officers

The officers of the Network shall be elected from the Network’s membership and shall at least consist of a Chair, Vice Chair, Secretary.

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 Council of Networks monthly calls. The Chair also will maintain regular communication with the Network sponsor and ACC staff, keeping other Network leaders generally apprised of those discussions.

Vice Chair

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. In addition, the Vice Chair shall coordinate and report to the Chair the activities of any established subnetworks. The Vice Chair shall also attend, whenever possible, the Council on Networks 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 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 subnetwork.

B. Other Network Leaders

Network Officers may establish additional Network leadership roles over time in consultation with ACC staff. Additional leadership roles may include, but are not limited to:

- ***Annual Meeting Chair(s)***: Responsible for overseeing planning of Network program sessions at ACC Annual Meeting.
- ***Legal Quick Hit Chair(s)***: Responsible for working with the Network sponsor to plan Legal Quick Hit programming for the Membership.
- ***Webcast Chair(s)***: Responsible for working with the Network sponsor to plan longer-format webcast programming for the Membership.
- ***Forum Chair(s)***: Responsible for engaging Membership through Network's online forum, including, but not limited to, alerting Members to upcoming programs.
- ***Publications Chair(s)***: Responsible for working with sponsor and other Members to develop for the Network publications, forms and templates, and other written resources.
- ***Membership Chair(s)***: Responsible for efforts to further engage and expand Network membership.

While the Membership elects the Network Officers, the Network Officers may appoint any of these additional leadership roles, provided the Network Officers timely update the Membership with such information. This is typically done on or around ACC Annual Meeting, with additional leadership roles having a term of one year, which may be renewed.

C. Subnetworks

Network Officers may elect to create subnetworks to facilitate the work of the Network. Each subnetwork will have a subnetwork chair or co-chairs appointed by the Chair. The subnetwork chair and or co-chairs are responsible for carrying out subnetwork tasks and functions, and for enlisting the assistance of other Network members and ACC professional staff. Subnetworks will timely report their activities to the Network Officers.

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, a new Chair will be elected by majority vote of the Nonprofit Organizations Network members present (e.g. in person, electronically or telephonically) during the annual business meeting of the Nonprofit Organizations Network. The Secretary is succeeded by an individual elected at the Network business meeting at the ACC Annual Meeting. Nomination(s) for such election will be made by the vote of the current Chair, Vice Chair, and Secretary of the Network, after which the Chair, Vice Chair, and Secretary will be elected by majority vote of the Nonprofit Network members present at the meeting.

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 subnetworks 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 Network leadership 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 Network leadership. At the direction of the Chair, any meeting or other business of the Network leadership may be accomplished by Zoom or telephone conference call. A quorum consists of three members of the Network leadership.

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. Subnetwork chairs can be replaced by the Chair, failing which a new Chair can be appointed from the Network membership by the Chair of the Council of Networks.

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 Network leadership to consider the removal request. Attendees at the special meeting must include: the Network member requesting the special meeting, the Network leader being considered for removal, a majority of the remaining Network leaders, and at least two officers from the ACC Council of Networks. If the Network leader 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 Network leadership), the special meeting can proceed without him or her in attendance.

The Network leadership 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 Network leadership and the Council of Network members in attendance, with any tie being decided by the Chair. If the Chair's position is in question, the ACC Council of Networks Executive officers in attendance will make the determination.

4. The ACC Council of Networks Executive officers may, by a majority vote, remove any Network leader without a special meeting or special notice as required above for the following reasons:

- a) The other Network leadership members fear personal or professional retaliation from a request for removal; or
- b) The other Network leadership members cannot or are not able to engage the Network leadership 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 the Network leadership in attendance at the Network business meeting at the ACC Annual Meeting or at any regularly scheduled Network leadership Zoom or 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.