

Revised 10/15/2021

Charter of the
COMPLIANCE AND ETHICS NETWORK
Association of Corporate Counsel

MISSION STATEMENT

ACC's Compliance and Ethics Network's goal is to explore and contribute to the professional dialogue regarding different approaches to addressing compliance and ethics issues. The Network's activities are directed at enabling in-house lawyers and legal departments to provide legal services efficiently and effectively to their corporate clients on compliance and ethics matter including, but not limited to, the development and implementation of effective compliance and ethics standards, policies, and programs.

MEMBERSHIP

The Network will be composed of ACC members who practice in, or are concerned with issues relating to corporate compliance and ethics. The Network's members may practice in small or large corporate law departments, and their practice may focus on or include domestic or international corporate compliance and ethics issues.

GOALS AND ACTIVITIES

The Network will arrange formal and/or informal programs and resources for ACC members' benefit relevant to practitioners with an interest in corporate compliance and ethics issues. The Network will disseminate information through ACC publications and Network publications, website, email, conference calls and programs. Further, the Network will function within the ACC organization (through coordination with staff, leadership, chapters and other national committees) to ensure issues within its scope are appropriately addressed.

AFFILIATION

The Network is affiliated with ACC and will adhere to all policies and regulations promulgated by the ACC Council of Committees and the ACC Board of Directors. This Charter and the activities of the Network will at all time remain consistent with the Bylaws of ACC.

LEADERSHIP

Chair

The Chair is responsible for the overall direction, motivation and administration of Network activities. The chair also has overall responsibility for adhering to ACC's Network Activity Guidelines and for acting as the Network's liaison with ACC's headquarters. Term of office for the Chair is one year (unless extended because of

resignation or vacancy as described below). The Chair will be succeeded by the Vice Chair at the Network's business meeting at ACC's Annual Meeting.

Vice Chair

The Vice Chair is the deputy to the Network Chair. The Vice Chair has primary responsibility for the development and submission of proposed panels from the Network for ACC's Annual Meeting. The Vice Chair also has primary responsibility for overseeing the process of identifying program organizers and speakers for each of the Network panels selected by ACC for the Annual Meeting. The term of office of the Vice Chair is one year (unless extended because of resignation or vacancy as described below). The Vice Chair will be succeeded by the Network Secretary at the Network's business meeting at ACC's Annual Meeting.

Secretary

The Secretary is responsible for keeping minutes of all Network and Executive board meetings. The secretary will maintain a history of the Network's activities. The secretary is an ex officio member of each subcommittee. Term of office of the Secretary is one year after (unless extended because of resignation or vacancy as described below) after which time the Secretary is succeeded by an individual named at the Network's business meeting at ACC's Annual Meeting. A new Secretary will be nominated by the outgoing Chair, subject to the approval of the Network. However, any other Network member may stand for election for the position of Secretary by submitting a self nomination or being nominated by another Network members with notice to the Chair sixty (60) days before the annual business meeting held in conjunction with the ACC Annual Meeting. If there are two (2) or more persons nominated for the position of Secretary, the Secretary will be elected by a majority vote of Network members present at the annual business meeting.

Membership Subcommittee

The Membership Subcommittee is responsible for promoting the Network and its activities for the purpose of increasing Network membership and activity. The Subcommittee is also responsible for maintaining the Network membership including: ensuring that the membership records are kept current; conducting periodic membership surveys to determine needs and interests; and, organizing member networking opportunities. A Subcommittee Chair will administer this Subcommittee. The term of office of the Subcommittee Chair is one year. The Subcommittee will solicit additional members to participate as needed on the Subcommittee. The successor to the Subcommittee Chair will be named at the Network's business meeting at ACC's Annual Meeting. Selection of the new Subcommittee Chair will be made by the outgoing Chair of the Subcommittee with the advice and input of the current, Chair, Vice Chair and Secretary. The current Subcommittee Chair may serve a successive term is approved by the current Chair.

Programs Subcommittee

The Program Subcommittee is responsible for organizing and producing programs of import and interest to the Network in accordance with the ACC Network Activity Guidelines. A Subcommittee Chair will administer this Subcommittee. The terms of office of the Subcommittee Chair is one year. The Subcommittee Chair will solicit additional members to participate as needed on the Subcommittee. The successor to the Subcommittee Chair will be named at the Network's business meeting at ACC's Annual Meeting. Selection of the new Subcommittee Chair will be made by the outgoing Chair of the Subcommittee with the advice and input of the current Chair, Vice Chair and Secretary. The current Subcommittee Chair may serve a successive term if approved by the current Chair.

Publications /Information Resources Subcommittee

The Publications/Information Resources Subcommittee is responsible for the organization and production of practice resources for the membership in accordance with the ACC Network Activity Guidelines including the Network's webpage, ACC Docket articles, books, manuals, videotapes, and other similar resources. A Subcommittee Chair will administer this Subcommittee. The term of office of the Subcommittee Chair is one year. The Subcommittee Chair will solicit additional members to participate as needed on the Subcommittee. The successor to the Subcommittee Chair will be named at the Network's business meeting at ACC's Annual Meeting. Selection of the new Subcommittee Chair will be made by the outgoing Chair of the Subcommittee with the advice and input of the current Chair, Vice Chair and Secretary. The current Subcommittee Chair may serve a successive term if approved by the current Chair.

Advocacy Subcommittee

The Advocacy Subcommittee is responsible for supporting ACC's Advocacy efforts by identifying Network policy and advocacy priorities, communicating those priorities to ACC, and assisting ACC in determining how best to promote and pursue those priorities. The Subcommittee Chair acts as the liaison between the Network and ACC advocacy by participating in advocacy chair working sessions and other similar groups. A Subcommittee Chair will administer this Subcommittee. The term of office of the Subcommittee Chair is one year. The Subcommittee Chair will solicit additional members to participate as needed on the Subcommittee. The successor to the Subcommittee Chair will be named at the Network's business meeting at ACC's Annual Meeting. Selection of the new Subcommittee Chair will be made by the outgoing Chair of the Subcommittee with the advice and input of the current Chair, Vice Chair and Secretary. The current Subcommittee Chair may serve a successive term if approved by the current Chair.

Additional Subcommittees

The Chair may create additional subcommittees and appoint a Subcommittee Chair from the Network membership to lead each additional subcommittee. Additional subcommittees will remain in existence only during the term of the current Chair.

Subcommittee Chairs of these additional committees will not be part of the Executive Board.

OPERATING PROCEDURES

Executive Board

The Executive Board ensures implementation of the Network's activities based upon input from members during the regularly scheduled conference calls. The Executive Board will also engage in strategic planning for the Network. The Executive Board is composed of the Network Chair, Vice Chair, Secretary, the immediate past Network Chair, and the Chairs of each of the Subcommittees (other than Additional Subcommittees created by the Chair).

The Executive Board will work closely with ACC Staff to advance the goals of ACC and to comply with the minimum activity guidelines for the committees. Executive Board members will display professionalism at all time to provide an example to the membership of the Network. Failure to do so will have a negative impact on the ability of the Network to meet its objectives and could be the basis for removal from the Executive Board.

Sponsor

The Network may have a Sponsor from time to time, as authorized by the ACC. The Executive Board shall collaborate with such Sponsor, through its designated representative, to further the mission and activities of the Network, consistent with the Sponsor's agreement with the ACC.

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 amendments to this Charter must be approved by the Services Network of the ACC Board of Directors before the amendment become effective.

Resignation/Vacancy

In the event of vacancy in the role of Chair before the end of the term of office (by resignation or otherwise), such position will be filled at that time by Vice Chair (or if such position is vacant, by the Secretary). In the event of vacancy in the role of Vice Chair before the end of the term of office (by resignation or otherwise), such position will be filled by the Secretary. In the event of vacancy in the role of Secretary before the end of the term of office (by resignation or otherwise), the highest-ranking officer will appoint a replacement from the Network membership to fill the role.

If any officer decides to decline succession to the next-highest ranking office in the event of a vacancy created by a resignation or otherwise, then a special election will take place to fill the vacant position. The remaining members of the Executive

Board will determine and implement an election process to fill the open position. In each of these situations, the term of office of the officer will be the remainder of the existing term plus the next full year term starting with the Network business meeting at the ACC Annual Meeting.

In the event of a vacancy in the role of Subcommittee Chair (by resignation or otherwise) prior to the end of the term of office, or if the process described above in this Charter for identifying the successor to the role is not completed or otherwise fails, the Chair will appoint a replacement from the Network membership.

Removal from Office

Failure of an officer to meet the responsibilities set forth in this Network Charter may result in removal from office in accordance with the following procedure:

1. Any Executive Board member may request a special meeting to consider removal of another Executive Board member.
2. A special meeting will be called by the Executive Board to consider the removal request. Attendees at the special meeting must include: the Executive Board member requesting the special meeting, the Executive Board member being considered for removal, a majority of the remaining Executive Board members, and at least two officers from the ACC Council of Committees. If the Executive Board 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 Board), the special meeting can proceed without him or her in attendance. The Executive Board member in question will be provided notice of the special meeting in writing 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 Board 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 Committees Executive officers in attendance will make the determination.