

Article I Office.

The Chapter may have an office at such location as may be designated by its Board of Directors.

Article II Fiscal Year.

The Chapter shall operate on an October 1 to September 30 Fiscal Year.

Article III Membership.

A. **Qualification.** Membership in the Chapter shall be open to attorneys:

- (1) who are members in good standing of the Association of Corporate Counsel; and
- (2) whose place of employment is within the geographic boundaries of the Chapter as drawn by the Association of Corporate Counsel or who, irrespective of whether their place of employment is within such geographic boundaries, reside within them; or
- (3) who personally prefer to be members of this Chapter regardless of their place of work or residence.

Any member ceasing to have the necessary qualifications for membership as set forth in the By-laws of the Association of Corporate Counsel shall be dropped from the roll of membership by the Board of Directors.

Article IV Governance.

A. **Board of Directors.** The activities, property and affairs of the Chapter shall be managed, subject to the policies and procedures of the Association of Corporate Counsel (ACC), by the Board of Directors which shall include the President; the Vice President; the Secretary; the Treasurer; and the immediate past President (unless that individual is already holding a Board appointment).

(1) **Number.** There shall be at least seven (7) and no more than fifteen (15) Directors.

(2) **Meetings of the Board.**

- (a) **Regular Meetings.** Regular meetings of the Board of Directors shall be held at periodic intervals as the Board of Directors may deem appropriate. However, the Board of Directors shall meet no less frequently than twice a year.
- (b) **Special Meetings.** The President may call a special meeting of the Board of Directors at any time and a special meeting must be called on the written request of at least one third of the members of the Board of Directors and the notice must state the object of the meeting.

- (c) **Quorum.** Half of its members shall constitute a quorum at meetings of the Board of Directors.
- (d) **Reports.** At each Board Meeting, all Officers and Committee Chairs shall report on their activities since the last Board meeting and bring the Board up to date on their future plans and/or activities.

B. Officers. The elective officers of the Chapter shall be a President; a Vice President; a Secretary; a Treasurer; and such other elective officers as may be established by the Board of Directors. The offices of Secretary and Treasurer may be combined at the discretion of the Board of Directors.

- (1) **President.** The President, or in the President's absence, the Vice President, shall preside over all meetings of the Chapter and Board of Directors. In their absence, a temporary presiding officer shall be elected from among the members of the Board of Directors present at the meeting. The President may appoint the initial Chair pro tem of each functional committee of the Chapter and the Chair and all members of special committees unless it is specially provided or ordered otherwise by the Board of Directors of the Chapter. He shall exercise general supervision over all of the affairs of the Chapter. No one may serve as President for more than two consecutive years.
- (2) **Vice President.** The Vice President shall perform such duties as from time to time may be assigned by the Board of Directors or the President. At the request, or in the absence of the President, the Vice President shall perform the duties of the President.
- (3) **Secretary.** The Secretary shall keep a complete record of all proceedings and correspondence of the Chapter and the Board of Directors as may be required. The Secretary shall send notices of meetings to the members of the Chapter or the Board of Directors as may be required; prepare ballots for the election of Officers and at-large Directors including the names of all candidates nominated by the Nominating Committee and the members of the Chapter; be responsible for the administration of the rules governing memberships; keep a roll of the members of the Chapter; send such reports to the national headquarters of ACC as it shall require and perform all other duties ordinarily expected of an organization's secretary.
- (4) **Treasurer.** The Treasurer shall perform the duties ordinarily associated with the office including maintaining accurate records of receipts and disbursements as prescribed by ACC; prescribing those procedures to be followed by the Area of Law Committees with respect to their finances; issue a quarterly financial report of the Chapter to the Board of Directors and shall give bond if required by the Board of Directors. All checks shall bear the signature of the President or the Treasurer. In the absence or incapacity of the Treasurer, the power to sign checks may be delegated by the Board of Directors to one of its members.
- (5) **Execution of Documents.** Contracts and formal documents other than checks shall be signed by two (2) officers.

Article V Nominations, Elections, and Terms.

- A. Nominations.** Annually, the Board of Directors may appoint a Nominating Committee which shall consist of three members of the Chapter. At least five (5) weeks before the Annual meeting, the Committee shall advise the Secretary of its nominations for Officers and Directors for the vacancies on the Board of Directors to be filled at the next annual meeting. The Committee should make every effort to recruit members for the Board who have not been on the Board before or who have served the least amount of time on the Board.
- (1) Nominations received from the Nominating Committee for officers and candidates for at-large Directors of the Board of Directors shall be sent by the Secretary to the members of the Chapter with the notice of the annual meeting. Other nominations for Officers and at-large Directors of the Board of Directors may be made in writing if signed by at least ten members of the Chapter and delivered to the Secretary at least 30 days prior to the annual meeting which nominations shall likewise be mailed by the Secretary with the notice of the meeting. Nominations will also be accepted from the floor at the annual meeting.
- B. Elections and Terms.** The Officers and at-large Directors to the Board of Directors shall be elected annually by plurality vote of the membership of the Chapter at the annual meeting. The newly elected Officers and at-large Directors will assume their duties on January 1st of the calendar year following said annual meeting, and shall hold office until their successors have been elected and qualified. Written proxies in favor of a Chapter member in good standing or absentee ballots will be considered in said elections if delivered to the Secretary prior to the beginning of the annual meeting.
- C. Removal or Disqualification.** Any officer or at-large Director may be removed for cause by the affirmative vote of a majority of the Board of Directors. Any officer or at-large Director who shall no longer be qualified for membership in the Chapter as set forth in Article III (A) hereof shall, on the effective date of his/her ineligibility, cease to be an officer and/or a member of the Board of Directors.
- D. Resignation.** Any officer or at-large Director may resign at any time by giving written notice to the Board of Directors, to the President, or to the Secretary of the Chapter. Any such resignation shall take effect on the date of receipt of notice or at any later specified time, and unless otherwise specified, the acceptance of a resignation shall not be necessary to make it effective.
- E. Vacancies.** Vacancies in officer at-large Director positions shall be filled, until the next annual meeting, by a member of the Board of Directors as voted upon by a majority of the remaining members of the Board of Directors.

Article VI Committees.

In addition to the Nominating Committee the Board of Directors shall or may, as set forth below, establish the following standing committees and may establish such other functional, standing and special committees as it deems desirable.

A. Standing Committees.

- (1) **Program Committee.** The Chapter may establish a Program Committee which shall arrange for subjects, speakers, and types of meetings. The Committee shall submit a calendar year program for the following year to the Chapter Board of Directors for the approval prior to the beginning of the calendar year.
- (2) **Membership Committee.** The Chapter may establish a Membership Committee which shall stimulate interest of eligible candidates for membership by personal contact, descriptive literature, and guest attendance at appropriate Chapter events.
- (3) **Area of Law (Functional) Committees.** Area of Law Committees shall be established, modified or terminated by the President with the approval of the Board of Directors as the interest of the membership of the Chapter shall dictate. Upon establishment, the Secretary of an Area of Law Committee shall notify national headquarters of the establishment of the Committee so that its national counterpart, if one exists, may initiate liaison with it.
- (4) **Special Committees.** Special committees may be appointed from time to time by the President to consider and report to the Board of Directors or the Chapter on subjects of interest to the Chapter as a whole.
- (5) **Committee Protocol.** Except as otherwise provided by the President or Board of Directors, every Committee shall conduct its affairs in the following manner. Each committee shall elect its own Chair and such other officers as it deems appropriate to serve for a period of one year. In the event of failure of a committee to so act, the President may appoint a Chair pro tem for such committee to serve until the committee elects a Chair. Each committee shall establish its own activities and rules of operation.

Article VII Chapter Meetings.

- A. Annual Meeting.** The annual meeting of the members of the Chapter for the election of officers and at-large directors to the Board of Directors and the transaction of the general business of the Chapter shall be held on such date during the third or fourth quarter of each calendar year as the Board of Directors shall set. Notice of the annual meeting shall be sent to all Chapter members at least 30 days prior to the date of such meeting.
- B. Special Meetings.** Special meetings of the members of the Chapter may be called at any time by the President (or in the President's absence by the Vice President or the Secretary) or on written request of not less than ten members of the Chapter.
- C. Notice.** Unless otherwise provided, not less than fifteen days notice of any meeting must be given to the members of the Chapter and the notice must state the object of the meeting.
- D. Quorum.** The lesser of ten members or 25 % of the membership, represented in person or by proxy, shall constitute a quorum at meetings of the Chapter.

Article VIII Amendments.

These Bylaws may be amended by the affirmative vote, cast in person or by proxy, of the lesser of (i) a majority of the members of the Chapter or (ii) a majority of the members of the Chapter voting when at least twenty (20) votes are cast at any regular or special meeting of the Chapter, provided notice of such amendment or amendments and the nature thereof shall have been mailed or otherwise given to the members of the Chapter at least ten (10) days prior to the date of the meeting at which the amendment or amendments are to be presented for consideration. These Bylaws may also be amended by a two-thirds vote of the Board of Directors.