



**AMENDED AND RESTATED-BYLAWS
OF THE ASSOCIATION OF CORPORATE COUNSEL AMERICA MOUNTAIN WEST CHAPTER**

**ARTICLE I
OFFICE**

Section 1.01. Location. The Association of Corporate Counsel America Mountain West Chapter (the "Chapter") may have an office at such location as may be designated by its Board of Directors.

**ARTICLE II
BOARD OF DIRECTORS**

Section 2.01. General. The activities, property and affairs of the Chapter shall be managed, subject to the policies and procedures of the Association of Corporate Counsel America (the "ACC"), by the Board of Directors which shall consist of the President, one or more Vice Presidents, the Secretary, the Treasurer, from three (3) to fifteen (15) directors-at-large and the immediate past President.

Section 2.02. Election and Term. The election of directors-at-large to the Chapter's Board of Directors (the "Board" or "Board of Directors") shall be by vote of the members of the Chapter with a plurality of the votes cast required for election. Directors shall be elected for three (3) year terms. Vacancies occurring in the membership of the Board of Directors shall be filled in the next Annual Meeting or Annual Vote by vote of a majority of the remaining members of the Board of Directors.

Section 2.03. Directors-at-Large. From between three (3) to five (5) directors-at-large shall be elected to the Board of Directors by the members of the Chapter each year to serve three (3) years and to take the place of the retiring directors-at-large. All directors-at-large are eligible for immediate re-election.

Section 2.04. Meetings.

(a) Regular Meetings. Regular meetings of the Board of Directors shall be held at such periodic intervals as the President or the Board of Directors may deem appropriate. The Board of Directors shall meet no less frequently than once each calendar quarter.

(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 upon the written request of at least one-third of the members of the Board of Directors.

(c) Quorum; Voting; Unanimous Consent. Half its members shall constitute a quorum at meetings of the Board of Directors. Unless otherwise provided herein, the vote of more than half of the directors present at a meeting of the Board of Directors at which a quorum is present shall be required to approve any matter. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a unanimous written consent that sets forth the action is signed by each member of the Board and filed with the minutes of proceedings of the Board.

(d) Meeting by Telephone Conference. Members of the Board of Directors may participate in a meeting by means of a telephone conference or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

(e) Absences. Any member of the Board of Directors who shall be absent from three (3) consecutive regularly scheduled Board meetings, unless he or she shall present satisfactory excuses, shall be deemed to have resigned as an officer and/or as a member of the Board of Directors, as the case may be, and shall cease to be a member thereof. He or she may, however, be reinstated by a majority vote of the Board of Directors.

Section 2.05. Nominations. Candidate nominations received from the Nominating Committee for membership to the Board of Directors and officers shall be mailed or emailed by the Secretary to the members of the Chapter with the notice of the Annual Meeting, if there is one, or of the Annual Vote, if not. Other nominations for members of the Board of Directors and officers may be made in writing if signed by at least ten (10) members of the Chapter and delivered to the Secretary on or prior to September 30th, for the Annual Meeting or Annual Vote to occur in the last calendar quarter of that calendar year. These nominations shall likewise be mailed or emailed by the Secretary to the membership prior to the Annual Meeting or Annual Vote.

Section 2.06. Committees. The Board of Directors shall establish the following standing committees and may establish such other functional, standing and special committees as it

deems desirable. All members of the Chapter shall be eligible to serve on any of the committees. The Board of Directors shall appoint the members of the committees.

(a) Standing Committees.

1. Audit Committee. The Audit Committee shall consist of two (2) members of the Chapter who shall annually audit the Chapter's and Committees' financial records. The Audit Committee shall report the results of such audit to the President and the Board of Directors within sixty (60) days after the close of the Chapter's fiscal year.

2. Nominating Committee. Annually, the Board of Directors shall appoint a Nominating Committee, which shall consist of at least three (3) members of the Chapter. At least five (5) weeks before the Annual Meeting or Annual Vote, the Nominating Committee shall advise the Secretary of its nominations for officers and directors to be filled at the next Annual Meeting or Annual Vote.

3. Membership Committee. The Membership Committee shall consist of up to five (5) members of the Chapter who shall stimulate the interest of eligible candidates for membership by personal contact, descriptive literature and guest attendance at appropriate Chapter events. The Chairman of the Committee shall submit a report to the Board of Directors at its regular meetings describing the activities and results of the Membership Committee since the last regular meeting.

(b) 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.

(c) Committee Protocol. Except as otherwise provided by the Board of Directors, each Committee Chair shall be appointed by the President to serve for a period of one (1) year. Each committee shall consist of at least two (2) members of the Chapter, and establish its own rules of operation. Each committee shall act by majority vote of a quorum of its members, unless directed by the Board of Directors.

ARTICLE III OFFICERS

Section 3.01. Officers. The elective officers of the Chapter shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other elective officers as may be established by the Board of Directors.

Section 3.02. Election and Term. All officers shall be elected annually by plurality vote from among the membership of the Chapter and shall hold office until their successors have been

elected. The President shall be elected bi-annually and all other officers shall be elected either annually or bi-annually, depending on their availability to continue serving, by and from among the members of the Chapter. All terms of office shall begin on January 1 and end on December 31 of the relevant term. Neither the President nor the Treasurer shall serve in their respective offices for more than two (2) consecutive years, unless the President or Treasurer is nominated to fill the early resignation of an officer's term and is elected to serve another consecutive term in which case such officer shall not serve more than two (2) consecutive years plus the remaining term of the vacant office.

Section 3.03. Responsibilities. The elective officers shall have the responsibilities, authority and obligations as set forth below.

(a) President. The President, or in the President's absence, the Vice President (or the Vice Presidents in the order designated by the Board, if there is more than one Vice President) shall preside over all meetings of the Chapter and the 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 shall appoint the Chair of each functional committee of the Chapter and the Chair and all members of special committees unless it is specially provided or otherwise ordered by the Board of Directors. The President shall exercise general supervision over all of the affairs of the Chapter.

(b) Vice Presidents. The Vice President(s) 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(s) shall perform the duties of the President. One or more of the Vice Presidents may be also identified as the President-Elect. Even if so identified, such Vice President shall be subject to nomination by the Nominating Committee and, if so nominated, to election as President pursuant to Section 3.02 above.

(c) Secretary. The Secretary shall keep a record of all proceedings and correspondence of the Chapter and the Board of Directors. The Secretary shall send notices of meetings to the members of the Chapter or the Board of Directors, prepare ballots for the election of officers and 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 the ACC as it shall require and perform all other duties ordinarily expected of an organization's secretary.

(d) Treasurer. The Treasurer shall perform the duties ordinarily associated with this office, including maintaining accurate records of receipts and disbursements as prescribed by the ACC. The Treasurer shall make payments only for bills properly approved by the President or the Board of Directors, and all checks in an amount in excess of \$100.00 or such larger or smaller amount as is specified by the Board of Directors shall bear the signature of the President, a Vice President or the Secretary in addition to that of 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.

Section 3.04. Execution of Documents. Contracts and formal documents shall be signed by two (2) officers or one officer and one board member if the potential commitment exceeds \$1,500; otherwise, either the President or a Vice President may sign.

Section 3.05. Removal of Officers. Any officer may be removed for cause by the affirmative vote of a majority of the Board of Directors. Any officer who shall no longer be qualified for membership in the Chapter, as set forth in Article IV, shall cease to be an officer on the effective date of ineligibility.

Section 3.06. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect on the date of the notice or at any later specified time, and unless otherwise specified, the acceptance of a resignation shall not be necessary to make it effective.

Section 3.07. Vacancies. Vacancies in officer positions shall be filled by the Board of Directors.

ARTICLE IV

MEMBERSHIP: MEMBERSHIP MEETINGS

Section 4.01. Qualification; Removal From Membership. Membership in the Chapter shall be open to attorneys who are members in good standing of the ACC and who work in the state of Utah, Idaho, Montana or Wyoming or who otherwise are permitted to be members of the Chapter by the ACC who, irrespective of whether their place of employment is within such geographic boundaries, reside within them.

Section 4.02. Meetings of the Chapter.

(a) Annual Meeting. If held, the Annual Meeting of the Chapter for the election of officers and members of the Board of Directors and the transaction of the general business of the Chapter shall be held in the last quarter of the calendar year on a specific date set by the Board of Directors. Notice of the Annual Meeting shall be sent to all Chapter members at least ten (10) days prior to the date of such meeting.

(b) Special Meetings. Special meetings of the Chapter may be called at any time by the President (or in the President's absence, by any Vice President or the Secretary) or on written request of not less than ten (10) members of the Chapter.

(c) Notice. Unless otherwise provided, at least ten (10) days' notice of any meeting must be given to the members of the Chapter.

(d) Quorum. The lesser of ten (10) members or twenty-five percent (25%) of the membership, represented in person or by proxy, shall constitute a quorum at meetings of the Chapter.

(e) Voting-General. Each member in good standing shall be entitled to one (1) vote in the affairs of the Chapter. Proxy voting is permitted. Unless otherwise provided herein, an affirmative vote by a majority of those represented at a meeting at which a quorum is present shall be required to take action on matters properly before the meeting.

(f) Written Ballot. Any action required or permitted to be taken by the members of the Chapter at a meeting (including the election of Directors and Officers) may be taken without a meeting by a vote by written ballot. The form of ballot setting forth the matters to be voted on must be approved by the Board of Directors and mailed or otherwise delivered to all members at least fourteen (14) days prior to the date which is the deadline for return of such ballots. All ballots shall be returned to the Secretary or such other officer of the Chapter as is designated by the Board, who will tabulate and present the results of the balloting to the Board and file a certificate as to the results of the vote with the minutes of the meetings of the Chapter. The number of votes required for approval of any matter shall be the same number as required for a vote at a meeting. To be valid, a vote by ballot shall require the return of ballots from members at least equal to the number of members who would have been required to be present for a vote at a meeting.

ARTICLE V DUES AND FEES

Section 5.01. Amount. The dues for membership shall be the amount established from time to time by the ACC.

Section 5.02. Fees to Cover Event Costs. The Board of Directors and/or the President may from time to time determine an amount to be charged for attendance at an event intended to cover the cost of that event.

ARTICLE VI AMENDMENTS

Section 6.01. 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. No amendment, whether approved by the members of the Chapter or the Board of Directors, shall become effective until approved by the ACC.

ARTICLE VII FISCAL YEAR

Section 7.01. General; Fiscal Year. The fiscal year of the Chapter shall be October 1 - September 30.

ARTICLE VIII DISTRIBUTION OF PROPERTY ON DISSOLUTION

Section 8.01. Payment of Debts; Reversion to the ACC. In the event of revocation of the charter of this Chapter or its voluntary dissolution, the Chapter's property shall be distributed as follows: After the payment of all outstanding debts and obligations, the remaining assets of the Chapter shall be deemed the property of the ACC.