

Bylaws of Association of Corporate Counsel

(As Amended June 19, 2020)

Article I: Offices

1.1 Principal Office. The principal office of the Association of Corporate Counsel (the “Association”) for transaction of its business shall be located in Washington, D.C.

1.2 Changes. The Board of Directors (the “Board”) may change the principal office from one location to another in Washington, D.C. Any such change shall be noted by the Secretary but shall not be considered an amendment of these Bylaws.

Article II: Membership

2.1. Eligibility. Individuals who are (i) engaged in the active practice of law employed on behalf of organizations in the private or public sector, (ii) do not have regulatory, enforcement or policymaking responsibilities nor work in an institution with such authority, and (iii) who do not hold themselves out to the public for the practice of law shall be eligible for membership.

2.2. Other Classes. The Board of Directors shall have the authority to designate and establish other classes of members of the Association, and the eligibility requirements and membership privileges of each such class.

2.3. Membership Dues. The Board of Directors shall have oversight and approve the policy and strategy for dues to be paid by members of the Association.

2.4. Procedures. The Board of Directors may specify procedures governing applications for membership and action thereon, and for termination of membership for nonpayment of membership dues or other good cause. The Board shall have sole and exclusive authority to determine the qualifications and eligibility of all applicants for membership and to approve or disapprove any applicant.

2.5. Interest in Property. No person, by virtue of membership, shall acquire or hold any vested right or any severable interest in any property or assets of the Association.

2.6. Contributions. The Board of Directors may specify procedures and standards for the acceptance of any contribution, devise, or bequest of real or personal property, or other assets, or any interest therein, provided that the acceptance of the same shall not be inconsistent with the purposes for which this Association is established.

Article III: Board of Directors

3.1. Number of Directors. The Board of Directors shall be composed of such number of members, not less than twenty (20), as the Board of Directors shall, from time to time, determine.

3.2. Duties. The Board of Directors shall manage, supervise, control, and direct the affairs of the Association, and shall determine its policies or changes therein. It may adopt such rules and regulations for the conduct of this business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

3.3. Election. Directors shall be elected annually by a majority of voting members of the Board of Directors. Each Director shall serve for a term of three years, expiring at the third anniversary following the date of his or her election, or until a successor has been duly elected and qualified. Directors shall be limited to uninterrupted Board membership of two three-year terms; provided, however, that this limitation shall not apply to a Director who is serving as Vice Chair or Chair when that Director's second three-year term expires; and, provided further, that any Director initially appointed or elected to fill the unexpired term of a previous Director shall be eligible to serve two full three-year terms in addition to completing such unexpired term. Notwithstanding the foregoing term limits, the Immediate Past Chair may serve for an additional one year on the Board even if he or she would otherwise be term-limited.

Members of the Board of Directors shall be chosen from a slate of candidates proposed by the Nominations and Governance Committee. In electing new Directors, the Board of Directors shall consider appropriate representation of types of organizations, size of departments, diversity, equity, and inclusion considerations, practice areas, geography, chapters and committees, so that the Board shall reflect the diversity of the members of the Association. Additionally, the Board shall specifically consider whether an individual proposed for membership on the Board (1) is a current member of the Association in good standing, and either (2) has demonstrated a commitment to the Association and a willingness to work on its behalf or (3) is a recognized leader within the in-house practice of law.

3.4. Quorum and Voting Requirements. A majority of voting Directors on the Board shall constitute a quorum for the transaction of business. A majority vote of a quorum shall be required for approval of all Board actions unless other voting requirements are specifically required by the Bylaws. All Directors shall have the right to vote except for the President.

3.5. Proxy. Voting by proxy by members of the Board of Directors shall not be permitted.

3.6. Regular Meetings. One regular annual meeting, and such other regular meetings as the Board of Directors shall deem appropriate shall be held at such times and places as may be determined by the Board.

3.7. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board or by three or more Directors. The person or persons authorized to call special meetings of the Board may fix the time and place of holding such special meetings.

3.8. Attendance. Any or all Directors may participate in a regular or special meeting by, or conduct the meeting using any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be considered to be present in person at the meeting.

3.9. Notice. Notice of any regular meeting of the Board of Directors shall be given at least ten (10) days previous thereto by written notice delivered personally or sent by mail or other mode of transmittal to each Director at his or her address as shown by the records of the Association. Notice of any special meeting shall be given at least five (5) days previous thereto, in the same manner as for a regular meeting or by telephone.

3.10. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all voting Directors consent thereto in writing or by electronic transmission and the writings or electronic transmissions are filed with the minutes of proceedings of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote. The method of voting does not in any way affect or conflict with the prohibition against proxy voting in Article III(5).

3.11. Compensation. Directors shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for the approval and payment of such expenses by designated officers of the Association. Nothing herein shall preclude a Director from serving the Association in any other capacity and receiving compensation for such services; however the Director must declare the nature and detail of the service provided and will not vote on issues related to the capacity of the service.

3.12. Resignation. Any Director may resign at any time by giving written notice to the Chair or the Secretary with copy to the President, or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time specified, at the time of acceptance thereof. Directors who fail to attend three consecutive Board meetings will be deemed to have resigned from the Board. The Board Chair will notify the Director of the conclusion of the Director's term of service.

3.13. Removal. Any Director may be removed by a two-thirds vote of the non-conflicted Directors, provided a quorum of non-conflicted Directors is present.

3.14. Qualifications. The Board of Directors may establish qualifications for eligibility for service as a Director and provide for the termination of service by any Director determined not to meet such qualifications.

3.15. Vacancies. Any vacancy resulting from resignation, removal, or any other cause may be filled for the balance of the term by vote of a majority of the remaining members of the

Board.

Article IV: Officers

4.1. Officers. The officers of the Association shall be the Chair of the Board, Vice Chair of the Board, President, Secretary, Treasurer, and such other officers, if any, as may be appointed in accordance with the provisions of Section 3 of this Article.

4.2. Election and Term of Office. Each officer, except the President, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article, shall be elected annually by the Board of Directors at its regular annual meeting, to serve until the next ensuing annual meeting, or until a successor shall have been duly elected. No officer, except the President, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article, shall serve more than two consecutive terms in such office. Any two or more offices may be held by the same person, except President and Treasurer.

4.3. Appointment of Other Officers. The Board of Directors shall appoint the President and may appoint other officers or agents, each of whom shall hold office for such period and shall have such duties as may be prescribed in these Bylaws or as the Board may determine.

4.4. Resignation or Vacancies. Procedures set forth in these Bylaws regarding resignation, removal, or vacancies in the Board of Directors shall also be applicable as to any officer.

4.5. Removal. Any officer may be removed by a two-thirds vote of the non-conflicted Directors, provided a quorum of non-conflicted Directors is present.

4.6. Duties of Officers. Except as otherwise provided in these Bylaws, the duties of the officers shall be such as may be designated from time to time by the Board of Directors.

4.7. Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Directors. In the absence of the Chair, the Vice Chair, or a Director designated by the Chair, shall preside at such meetings.

4.8. Vice Chair of the Board. In the absence of the Chair or in the event of his or her inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as may be assigned by the Chair or the Board of Directors.

4.9. President. The President shall be the chief executive officer (“CEO”) of the Association, and subject to the direction of the Board of Directors, shall have general charge of the affairs and property of the Association, and supervision of its operations. The President shall be a member *ex officio* of all committees and shall have the general powers and duties of

supervision and management usually vested in the office of president of an association. The President shall serve *ex officio* as a Director, but without the right to vote.

4.10. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of the Bylaws; keep a register of the address of each member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors. The Secretary shall appoint one or more assistant Secretaries to whom his/her duties may be delegated under the Secretary's oversight and supervision; such assistant Secretary may exercise all of the rights and duties of the office of Secretary, but shall not be a Director, and, as such, shall have no voting rights on the Board. The Secretary also shall perform such other duties as may be assigned by the Chair or the Board of Directors.

4.11. Treasurer. The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the Association full and accurate accounts of all receipts and disbursements; deposit all monies, securities, and other valuable effects in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all transactions as Treasurer and of the financial condition of the Association. The Treasurer shall appoint one or more assistant Treasurers to whom his/her duties may be delegated under the Treasurer's oversight and supervision; such assistant Treasurer shall have may exercise all of the rights and duties of the office of Treasurer, but shall not be a Director, and, as such, shall have no voting rights on the Board. The Treasurer also shall perform such other duties as may be assigned by the Chair of the Board of Directors.

4.12. Immediate Past Chair. The Immediate Past Chair shall perform such duties as are specified in these Bylaws and such other duties as may be assigned by the Chair or the Board of Directors. The Immediate Past Chair shall be a member of the Board of Directors.

4.13. Bonding of Officers and Employees. At the discretion of the Board of Directors, any officer or employee of the Association may be bonded. The expense of furnishing any such bond shall be paid for by the Association.

Article V: Committees

There shall be four (4) standing committees of the Board of Directors as outlined below, such committees which shall be comprised solely of members of the Board of Directors, and which shall be able to exercise the authority of the Board of Directors. Each committee shall be governed by a charter approved by the Board of Directors. Such charters shall include each committee's purpose, membership requirements, and specific duties, along with any other details governing their composition and operation.

The Board of Directors may prescribe to the committees of the Association regulations as to their organization, governance, and financial relationship to the Association. In prescribing such regulations, the Board of Directors shall not impose restrictions which would in any way limit the rights and privileges of members of such committees. Subject to such regulations, each committee shall conduct its affairs as it deems best suited to further and advance the purposes of the Association.

The standing committees of the Board of Directors shall be:

5.1. Executive Committee. The Chair of the Board, with the concurrence of the Board of Directors, shall annually appoint an Executive Committee, which shall consist of the Chair, Vice Chair, Secretary, Treasurer, committee chairs, and will also include at least one (1) but not more than three (3) other Directors, which shall have and exercise the power and authority of the Board of Directors in the management of the Association between meetings of the Board of Directors, subject only to such restrictions or limitations, if any, as are specified by resolution of the Board. The Committee shall be chaired by the Chair of the Board. A quorum of any such Committee shall consist of a majority of the members thereof.

5.2. Nominations and Governance Committee. The Chair of the Board of Directors, with the concurrence of the Board, shall annually appoint a Nominations and Governance Committee, which shall consist of at least five (5) members of the Board (inclusive of the three *ex officio* Directors described below).

The Nominations and Governance Committee shall be chaired by the Vice Chair of the Board, and the Association's Chair and Immediate Past Chair shall be *ex officio* members of the committee. Other members of the Nominations and Governance Committee shall be members of the Board who are in their second term of Board service and, as determined by the committee Chair, have the skills and competence to assist the Board in performing its nominating and governance oversight responsibilities.

A quorum of the Nominations and Governance Committee shall consist of a majority of the members thereof. The Nominations and Governance Committee shall, pursuant to Article III, Section 3 of the Bylaws, propose annually a slate of nominees for election to the Board, and pursuant to Article IV, Section 2 of the Bylaws, propose annually a slate of nominees for election to the offices of Chair, Vice Chair, Secretary, and Treasurer, and the Chairs of committees of the Board. In January of each year, or as soon as possible thereafter, the Nominations and Governance Committee shall solicit nominations by publishing a notice to the membership of the Association and by corresponding with chapter presidents, practice/segment network chairs, and past and current Board members requesting submission of the names and qualifications of candidates. Prior to July 31 of each year, the Nominations and Governance Committee shall create a slate of candidates to be proposed as nominees for election to the Board. The Nominations and Governance Committee shall notify candidates who are on the slate and members who submitted candidates who are not on the slate and shall publish the names of all nominees to the members of Association.

In addition, if any member of the Association presents to the Nominations and Governance Committee, at least 30 days prior to the election, a petition signed by at least 75 members of the Association, the Nominations and Governance Committee shall include the

name(s) of such member(s) on the final slate of candidates proposed to the Board of Directors for a vote pursuant to Article III, Section 3 of these Bylaws.

The Nominations and Governance Committee also shall be responsible for developing and recommending sound board governance principles and otherwise facilitating the execution of the Board's governance and oversight responsibilities.

5.3. Finance and Audit Committee. The Finance and Audit Committee shall oversee the Association's financial resources, financial reporting, the adequacy of the Association's internal controls, and other such duties as outlined in the Committee's approved charter. The Chair of the Board, with the concurrence of the Board of Directors, shall annually appoint the members of the Finance and Audit Committee, which shall be comprised solely of members of the Board and shall not have less than three (3) members. Each committee member should be generally knowledgeable in financial reporting, federal tax exemption, accounting, and auditing matters, and able to understand and analyze the Association's financial statements. The Treasurer shall serve as chair of the committee.

5.4. Compensation Committee. The Compensation Committee shall assist and support the Board of Directors in fulfilling its responsibilities regarding the performance evaluation, compensation philosophy, compensation and benefits, employment contract, hiring, disciplining, termination, and succession planning of and for the Association's President.

The Chair, Vice Chair, and Immediate Past Chair shall be the *ex officio* members of the Committee, and they shall collectively appoint one other Board member each year to serve on the committee. The Association's Vice Chair shall serve as the committee's chair.

On an annual basis, the committee shall work with an outside human resources consultant to initiate the President's performance evaluation and relay such results to the President. The committee shall have other such responsibilities as designated in its charter.

5.5. Other Committees. Other committees may be designated and appointed, or terminated, by the Chair of the Board or the Board of Directors, provided that the Board of Directors may, in any instance, reserve to itself the sole authority to designate, appoint, or terminate a committee and the members thereof. Persons designated members of such committees need not be members of the Board of Directors.

Article VI: Regions and Chapters

6.1. Regions. The Board of Directors may, within its discretion, designate geographic areas as Regions of the Association. All members of the Association having business offices within the geographic area of a Region may participate in the activities of the Region.

6.2. Chapters. The Board of Directors may also, within its discretion, designate geographic areas within a Region as Chapters of the Association. All members of the

Association having business offices within the geographic area of a Chapter may participate in the activities of the Chapter. Chapters may be established by applications submitted to and approved by the Board of Directors.

6.3. Regulations. The Board of Directors may prescribe to the Regions and Chapters regulations as to their organization, governance, and financial relationship to the Association. In prescribing such regulation, the Board of Directors shall not impose restrictions that would in any way limit the rights and privileges of members of Regions or Chapters. Subject to such regulations, each Region and Chapter shall conduct its affairs as it deems best suited to further and advance the purposes of the Association.

6.4. Changes or Revocations. The Board of Directors may change the geographic area included within the designation of a Region or Chapter, or may revoke any such designation, in each case as the Board of Directors deems necessary or advisable in the best interests of the Association. Upon any such revocation, all funds in the treasury of such Region or Chapter and all its records shall immediately be delivered to the Association.

Article VII: Practice/Segment Networks

The Board of Directors may, within its discretion, create such practice/segment networks as may be deemed desirable from time to time for the purpose, among others and without limitation, of facilitating communication among members as to specific issues or other matters of concern to the Association.

Such networks may be established, modified, or terminated by applications submitted to and approved by the Board of Directors. In addition, the Board of Directors may establish or terminate a network, or modify the terms of reference of any network, in each case as the Board of Directors deems necessary or advisable in the best interests of the Association. Upon any such termination or, if deemed appropriate by the Board of Directors in event of modification, all funds in the treasury of such network and all its records shall immediately be delivered to the President of the Association.

All members of the Association may be members of any practice/segment network. Every member of the Association may otherwise participate in the activities of the networks.

Article VIII: Contracts, Checks, Deposits, and Funds

8.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

8.2. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences or indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

8.3. Deposits. All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such banks, trust companies, or other depositories

as the Board of Directors may select.

Article IX: Indemnification

The Association shall indemnify and hold harmless any Director, officer, and employee of the Association to the maximum extent allowed by the District of Columbia Nonprofit Corporation Act (the “Act”). In providing this indemnification, the Association shall follow the procedures described in the Act.

Article X: Distribution of Assets on Dissolution

Upon the termination or dissolution of the Association, any assets lawfully available for distribution, after paying or adequately providing for the debts and obligations of the Association, shall be distributed to one or more qualifying organizations described in Section 501(c) of the Internal Revenue Code (or the corresponding section of any future Federal tax code), which organization(s) have a tax-exempt purpose which, at least generally, includes a purpose similar to the Association. The determination of which organization(s) shall receive such assets hereunder shall be made by the affirmative vote of a majority of the members of the Board of Directors then in office, subject to the approval of the Association’s voting members.

Article XI: Amendments

Any of these Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by the Board of Directors.