

**RESTATED AND AMENDED CODE OF REGULATIONS  
("REGULATIONS")  
OF ASSOCIATION OF CORPORATE COUNSEL CENTRAL OHIO CHAPTER**

Effective January 2, 2013

**Article I: Office.**

The corporation shall be known as Association of Corporate Counsel Central Ohio Chapter (the "Chapter"). The Chapter may have an office at such location as may be designated by its Board of Directors.

**Article II: Board of Directors.**

A. Board of Directors. The business, activities, and property of the Chapter shall be managed by or under the direction of its Board of Directors, consistent with the policies and procedures of the Association of Corporate Counsel, Inc. ("ACC"). Each Director shall be a natural person who is a member in good standing of ACC as determined pursuant to its bylaws, policies and procedures and the Chapter under Article (IV)A of these Regulations. The number of voting Directors of the Chapter shall be not less than six (6) or more than fifteen (15). The Board of Directors or "Board" or "Directors" shall consist of (i) the Management Committee; (ii) the At-Large Directors, if any, and (iii) the Advisory Board (as described below), if any. Only Directors serving on the Management Committee and At-Large Directors shall have the right to vote on Board matters. In the event of a tie vote on a matter, the President shall have the right to an extra vote to break the tie.

(1) The Management Committee and At-large Directors. The Management Committee and the At-Large Directors shall be elected to the Board by the members of the Chapter, to serve their respective terms following the election, as provided in these Regulations.. Directors serving on the Management Committee will not be considered At-Large Directors.

(2) Management Committee; Term. The Management Committee shall consist of the Officers of the Chapter who shall be elected at the Annual Meeting by the members of the Chapter to serve a one (1) year term for the calendar year following the election. Each Director on the Management Committee shall serve until the expiration of the term or

until his or her successor is elected or qualified. No Director on the Management Committee shall serve for more than seven (7) consecutive years as a Director on the Management Committee.

- (3) At-Large Directors; Classes and Term. Each At-Large Director shall be elected at the Annual Meeting by the members of the Chapter to serve a one (1) year term for the calendar year following the election. Each At-Large Director shall serve until the expiration of the term or until his or her successor is elected and qualified. No At-Large Director shall serve for more than six (6) consecutive years or for more than twelve (12) consecutive years as a Director of the Board, including the total terms as a Director serving on the Management Committee.
- (4) Advisory Board Directors. Up to twelve (12) members may be appointed to the Advisory Board, as set forth herein, though no Advisory Board Director shall be a voting director of the Board. Prospective Advisory Board Directors shall be nominated by the Nominating Committee to serve multiple successive or non-successive one (1) year terms. The Advisory Board role is to assist the Management Committee and/or Board as a whole as requested by them from time to time. The Advisory Board Directors shall be appointed by majority vote of the voting Directors of the Board at the meeting when the Nominating Committee takes its recommendation for the slate of the Management Committee and At-Large Directors. The Advisory Board members shall not be counted for Board meeting quorum purposes, because they serve in a non-voting capacity. Each Advisory Board member shall receive all notices served to the Board, and all shall be invited to all Board meetings and functions. Each shall be listed on any Chapter stationary or other publications that list voting members of the Board.
- (5) Election. The Management Committee shall be elected in accordance with Article III herein. The At-Large Directors shall be elected annually by the membership of the Chapter (based on the membership as constituted in the Chapter records on that date which is forty-five (45) days prior to the date of the scheduled Annual Meeting for such fiscal year), with a majority of votes cast required for election of each candidate. Vacancies occurring on the Board may be filled until the next Annual Meeting by vote of a majority of the remaining voting Directors.
- (6) Meetings.
  - (a) Regular Board Meetings. “Regular Board Meetings” shall be held

at periodic intervals, as the Board may deem appropriate. However, there shall be no less than four (4) Regular Board Meetings in any fiscal year (as defined in Article VIII).

- (b) Special Board Meetings. A “Special Board Meeting” may be called by (i) the President, or (ii) the Board, upon the written request of at least one-third (1/3) of the voting members of the Board. In either case, the Special Board Meeting shall be subject to the other provisions set forth herein regarding Board Meetings.
- (c) Quorum. A quorum of the Board shall consist of a majority of the voting Directors. Unless otherwise provided herein or by law, actions of the Board shall be taken by a majority vote of those present and voting at a meeting at which a quorum is present.
- (d) Notice. Not less than seven (7) days’ written notice of any Board Meeting must be given to the Directors unless such notice is waived as provided in Article II, A, 6 (f) below. The notice must state the object of the meeting. Such written notice may be given by mail or in electronic format.
- (e) Action Without a Board Meeting. Any action required or permitted to be taken at any Regular or Special Board Meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the voting Directors and filed with the Secretarial records. Such consent may be given electronically.
- (f) Waiver of Notice. When notice is required to be given to the Board (or individual Board members), a waiver thereof in writing, signed by the Director(s) entitled to such notice, shall be deemed equivalent to proper notice. This shall be the case whether such written waiver is signed before, on, or after the date (i) by which the notice should have been served, or (ii) if applicable, the meeting took place. If a Board member attends any Board Meeting without protest of lack of proper notice of such meeting (meaning no protest having been made prior to or at the commencement of the meeting), that Board member shall be deemed to have waived the right to proper notice.
- (g) Attendance. Attendance (i.e., being considered “present”) at Regular or Special Board Meetings may be in person, or when necessary by telephone or other electronic means.

(h) Nominations. The Immediate Past President shall serve as the Nominating Committee Chair, but if for some reason there is no Immediate Past President (or such individual unable to serve as head of the Nominating Committee), the Board shall appoint another voting Director to chair the Nominating Committee. Nominations received from the Nominating Committee (defined in Article II Committees, Section B (2) below) for the voting Directors shall be sent (by mail or electronic means) by the Secretary to the members of the Chapter at least thirty (30) days before the scheduled date of the Annual Meeting. Other nominations for the voting of Directors may be made in writing if signed by at least ten (10) of the members of the Chapter and delivered to the Secretary at least sixty (60) days prior to the scheduled date of the Annual Meeting. Along with the notice of the Annual Meeting that the Secretary shall send the member, the Secretary shall include: the Nominating Committee proposed slate, ballots and/or proxies, member nominations timely delivered to the Secretary, and the list of appointments of any Advisory Board Directors.

B. Committees.

- (1) Management Committee. The Management Committee shall and may conduct the affairs of the Chapter during the intervals between meetings of the Board.
- (2) Nominating Committee. At the first Regular Board Meeting held in each calendar year, provided such meeting is held at least ninety (90) days prior to the Annual Meeting of such year, the Board shall appoint the members of the Nominating Committee (other than the Committee Chair, unless such position will not be filled by the Immediate Past President or some other reason is vacant). Such committee shall consist of at least two (2) Chapter members who are not voting Directors and at least one (1) voting Director. At least forty-five (45) days before the scheduled date of the Annual Meeting, the Nominating Committee Chair shall advise the Secretary of the proposed slate for the voting Directors for Board approval and endorsement, recognizing that nominees for Management Committee positions be identified by the proposed officer position and Chair, respectively. Also, the Nominating Committee Chair shall advise the Board of any proposed Advisory Board Directors to be appointed for the coming calendar year so that the Board may approve and appoint such Advisory Board Directors. After

the Board has approved and endorsed or modified the proposed slate, the slate shall be presented to the general membership as described elsewhere herein. Votes shall be collected and counted by method agreed upon by the then current Board. Election of Management Committee, At-Large Directors, and the appointment of Advisory Board Directors shall be announced at each Annual Meeting.

- (3) Other Committees. The Board may establish other functional standing and special committees as it deems desirable, including “area of law” or “practice area” committees. However, the chairs of such committees do not automatically serve on the Board unless they were otherwise duly elected to serve on the Board by the members. Each chair of a committee will be invited to attend Board meetings as a non-voting participant.
  - (4) Committee Protocol. The President shall nominate the chair of each committee (except for the Membership Chair and Program Chair, which are elected). The nominees shall be ratified and approved by the Board. In the event of a vacancy of a committee, the President may appoint a chair *pro tempore* for such committee to serve until the Board approves a new chair. Each chair shall serve for one (1) year terms for the calendar year following the appointment. Each committee shall establish its own activities and rules of operation, except as otherwise decided by the President or by resolution of the Board.
- C. Removal or Disqualification. Any member of the Board or any committee chair may be removed for cause by the affirmative vote of a majority of the voting Directors (recognizing that the individual who is the subject of the vote may partake in such vote if he or she is a voting Director). On the date any individual loses his or her eligibility to be a member of the Chapter (as set forth in Article IV or for failure to pay membership dues as required in Article V), such individual shall also cease to be a member of the Board or the chair (or other member of) any committee.
- D. Resignation. Any Board member or committee chair may resign at any time by giving written notice to the Board, to the President, or to the Secretary of the Chapter. The resignation shall take effect on the date of receipt of such notice, unless the President or Board allows the individual resigning to choose some later time specified in such notice. A resignation shall not be rendered void or rescinded on the basis that it was not “accepted” by the recipient, even if the notice contains such a stipulation.
- E. Vacancies. Vacancies on the Board and any committee chair position shall be

filled by the Board as provided in these Regulations.

### **Article III: Officers**

A. The Officers of the Chapter shall be a President, a Vice President, a Secretary, a Treasurer, Immediate Past President, Program Chair and Membership Chair and other elective officers as may be established by the Board through amendment of these Regulations. Except as otherwise provided in this Article III or elsewhere in these Regulations, in the calendar year following a President's term in office, that individual shall become the Immediate Past President and have such duties and rights as are set forth in these Regulations. An individual who would otherwise become Immediate Past President for any calendar year shall not become Immediate Past President if (i) for that same calendar year, such individual is elected to another Officer position; or (ii) the Board determines that it is in the best interests of the Chapter that such person not serve in such position.

(1) Election and Term. Except for the Immediate Past President which shall be in accordance with Article III(A) above, each Officer shall be elected annually by the membership of the Chapter (based on the membership as constituted in the Chapter records on that date which is forty-five (45) days prior to the date of the scheduled Annual Meeting for such fiscal year). Members may vote and/or attend the Annual Meeting or any Special Chapter Meeting in person or by proxy. Elected Officers shall be those that receive a majority of the votes cast in the election. Elected Officers shall hold office in the calendar year following their election. Neither the President nor the Treasurer shall serve in their respective offices for more than two (2) consecutive years.

(2) President. In addition to any other duties set forth elsewhere in these Regulations, the President, or in the President's absence, the Vice President, shall preside over all meetings of the Chapter's members and Board. In their absence, a temporary presiding officer shall be elected from among the Board of Directors present at the meeting. The President shall also exercise general supervision over all of the affairs of the Chapter and make every effort to attend the programs and social functions of the Chapter. In addition, the President shall be the Chapter spokesperson for any media inquiry, except as the President may delegate such responsibility on a case-by-case basis.

(3) Vice President. The Vice President shall perform such duties from time to time as may be assigned by the President or the Board. At the request or in the absence of the President, the Vice President shall perform the duties of the

President. The Vice President shall also lead the planning for the Annual Meeting, making arrangements for the facility and speaker, and providing at least ninety (90) days notice to the President and Secretary of the date of the Annual Meeting so that appropriate and timely notice may be sent to the membership of the Chapter. The Vice President shall be an authorized signer on the checking account (or any equivalent status regarding Chapter funds) for emergency purposes, and shall only utilize such signing capacity in the event that the Treasurer is unable to perform the Treasurer's duties, as determined by the Board. The Vice President shall assist the President with grant applications, special projects, and other reports to ACC as required by ACC and/or directed by the President or Board.

- (4) Secretary. The Secretary shall:
- (a) keep a complete record of all proceedings and correspondence of the Chapter and the Board as may be required;
  - (b) send or transmit written or electronic notices of meetings to the members of the Chapter or the Board, as applicable, as may be required for the Annual Meeting, Special Chapter Meetings, Regular Board Meetings and/or Special Board Meetings; recognizing however that Program Chair shall be responsible to mail or transmit written or electronic notices regarding Chapter programs;
  - (c) prepare and mail or transmit electronically the Annual Meeting notice and all items and information required to be included in such notice per Article II A, 6 (h);
  - (d) be responsible for the administration of the rules governing membership;
  - (e) keep a roll of the members of the Chapter for recordation;
  - (f) send newsletter and web site information and reports to ACC as it shall require, except for financial reports, which the Treasurer shall submit; and
  - (g) perform all other duties ordinarily expected of an organization's "Secretary".

In the absence or incapacity of the Secretary, an Acting Secretary or a clerk *pro tempore* may be designated by the President or Board to perform the Secretary's duties.

- (5) Treasurer. In a responsible and professional manner commiserate with the nature of the elected position and heightened importance of all matters involving the finances of the Chapter, the Treasurer shall ensure that:
- (a) the Chapter funds are secure at all times;
  - (b) full and accurate accounts of receipts and disbursements are kept in books

- belonging to the Chapter;
- (c) all monies and other valuable effects of the Chapter are deposited in the name and to the credit of the Chapter in such depositories as may be designated by the Board;
  - (d) directives of the Board to disburse Chapter funds are implemented;
  - (e) proper vouchers for such disbursements are taken and retained;
  - (f) the Treasurer render to the President and the Board an account of all his or her transactions as Treasurer and of the financial condition of the Chapter, and do so as and when requested by the President or the Board (which might include is not limited to providing such information at meetings of the Board and/or the membership); and
  - (g) all reports to ACC regarding finances of the Chapter are timely filed, and that copies of same are distributed to the Board, and, when appropriate, to the members of the Chapter.

All checks or other forms of disbursement of Chapter's funds need only be signed or otherwise authorized by the Treasurer (or in his or her absence or inability or refusal to act, the Vice President). In the event of the Vice President's inability or refusal to act, such duties shall be assumed by any one of the other duly elected Officers of the Chapter per appointment by the Board for such purpose.

- (6) Membership Chair. The Membership Chair shall be elected by the members of the Chapter to serve as part of the Management Committee and as such also a Director of the Board. The Membership Chair is responsible for membership growth and activities related thereto, including publication of materials for promotional purposes, provided the Board has approved all materials. The Membership Chair shall keep the membership records and provide one annual report to the Secretary to file with the Chapter's records.
- (7) Program Chair. The Program Chair shall be elected by the members of the Chapter to serve as part of the Management Committee and as such a Director of the Board. The Program Chair is responsible to suggest and organize programming, especially that which is relevant for members to fulfill their obligations as licensed practitioners (which as of the effective date of these Regulations are commonly referred to as continuing legal education ("CLE") credits). The Program Chair will strive to provide low cost, high quality and effective CLE programs. The Program Chair shall timely submit applications to the appropriate certifying institutions to ensure CLE credits are available for the majority of the programs. The Program Chair will plan relevant programs based upon his or her own thoughts and



ideas, as well as the suggestions of the Board and members of the Chapter. The Program Chair will strive to provide members as much advance written notice of the date of a program as possible or deemed appropriate by the President or Board, but in no event less than seven (7) days prior written notice. Upon reasonable request, the Board will help the Program Chair with program planning. The Program Chair will coordinate payment of any program related expenses with the Treasurer.

#### **Article IV: Membership**

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

- (1) who are members in good standing of ACC; and
- (2) whose employer, place of employment, or place of residence is within the regional boundaries of the Chapter as set forth by ACC.

Any member ceasing to have the necessary qualifications for membership as set forth in the Articles of Incorporation and Bylaws of ACC shall be removed from the roll of membership by the Board.

##### **B. Meetings of the Chapter.**

- (1) Annual Meeting. The Annual Meeting of the Chapter for the announcement and installation of Officers and Directors, and the transaction of the general business of the Chapter shall be held on second Tuesday of the month of December or at such other time as the Board shall set. Written notice of the Annual Meeting shall be sent to all members of the Chapter at least thirty (30) days prior to the date of the Annual Meeting, along with all items and information required to be included in such notice per Article II A, 6 (h).
- (2) Special Chapter Meeting. A Special Chapter Meeting 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 percent (10%) of the members of the Chapter. Special Chapter Meetings require at least thirty (30) days advance written notice to the members of the Chapter.
- (3) Notice. Except for the notice for Annual Meetings and Special Chapter Meetings as specified above in Article IV B (1) and (2), members shall receive at least seven (7) days prior written notice of any general member meetings, social events, or programs, subject to the provisions provided for in Article IV B (4) and (5) below. The written notices shall state the object of the meeting and notices may be mailed or electronically transmitted.

- (4) Action Without a Meeting. Any action required or permitted to be taken at any Annual Meeting or Special Chapter Meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members and filed with the Secretarial records of the Chapter.
- (5) Waiver of Notice. When notice is required to be given to a member, a waiver thereof in writing, signed by the member entitled to such notice, shall be deemed equivalent to proper notice. This shall be the case whether such written waiver is signed before, on, or after the date (i) by which the notice should have been served, or (ii) if applicable, the meeting took place. If a member attends a meeting without protest of lack of proper notice of such meeting (meaning no protest having been made prior to or at the commencement of the meeting), that member shall be deemed to have waived the right to proper notice.
- (6) Quorum. The lesser of fifteen (15) members or twenty-five percent (25%) of the membership, represented in person or by proxy, shall constitute a quorum at meetings of the Chapter.
- (7) Voting. 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 in these Regulations, an affirmative vote by a majority of those represented in person or by proxy at the Annual Meeting or Special Chapter Meeting at which the quorum is present shall be required to take action on matters properly before the meeting of the Chapter.

- C. Chapter Delegates. The President and Vice President shall serve as the two (2) Chapter delegates to represent the Chapter and to vote on matters presented at the Annual Meeting of ACC (the "ACC Meetings"). For any delegate unable to serve, the Board shall approve a Director in good standing to substitute as a delegate. The Chapter shall pay the registration cost (only) for the ACC Meeting on behalf of the two (2) delegates. Each delegate shall be responsible for any other expenses and costs he or she incurs to attend the ACC Meetings. The President or Secretary shall, on a timely basis, inform the Secretary of ACC (as applicable) of the names of the delegates who will be representing the Chapter.

**Article V: Dues and Fees:**

The dues for membership shall be that amount established from time to time by ACC and shall be administered and collected per its policies and procedures.

**Article VI: Code of Regulation Amendments:**

- A. Regulation Amendment(s) by the Members. These Regulations may be amended by the affirmative votes, cast in person or by proxy, by a majority of the members present in person or by proxy at any Annual Meeting or Special Chapter Meeting, provided written notice of such amendment(s) and the nature thereof shall have been given to the members of the Chapter at least thirty (30) days prior to the date of the meeting at which the amendment(s) are to be presented for consideration; and provided further, that such amendment(s) shall not become effective until approved by ACC.
- B. Regulation Amendment(s) by the Board. These Regulations may also be amended by two-thirds (2/3) vote of the Board, subject to the provisions of Article II, 6, 4 (except those stating that a majority vote is sufficient to approve a matter); provided that such amendment(s) shall not become effective until approved by ACC.

**Article VII: Distribution of Property on Dissolution.**

In the event of revocation of the Articles of Incorporation of this Chapter or voluntary dissolution, and after the payment of all-outstanding debts and obligations, any remaining assets of the Chapter shall become the property of ACC.

**Article VIII: Fiscal Year.**

The fiscal year of the Chapter shall be from October 1 to September 30.

**Article IX: Conflict of Interest and Ethics Policy.**

In managing the Chapter's affairs, Directors, Officers, and committee members shall: (i) exercise care, good faith, and diligence, (ii) comply with all applicable laws, regulations, and fiduciary responsibilities, (iii) protect and ensure the proper use of Chapter assets, and (iv) at all times, act in accordance with the highest ethical standards and in the best interest of the Chapter and its members. Real and apparent conflicts of interest sometimes occur in the course of conducting the Chapter's affairs. Conflicts occur because the many persons serving in Chapter leadership positions should be expected to, and do generally, have multiple interests and affiliations and serve in various positions of responsibility. All actual or apparent conflicts by a Board member, officer, or committee member shall be disclosed promptly and fully to the Board and unless granted a waiver by a vote, such individual shall abstain from discussing, voting, or taking any direct action to influence the Chapter with respect to the matter.

**Article X: Intellectual Property.**

The Chapter shall only use such logo displaying the name of the Chapter or other ACC intellectual property as approved by ACC.

ADSI DM: 71259.3