

CHARTER

ACC LAW DEPARTMENT MANAGEMENT NETWORK

REVISED OCTOBER 22, 2020

I. Mission Statement and Purpose

The primary purpose of the Law Department Management Network (“LDMN” or “Network”) is to provide an organized forum within the Association of Corporate Counsel (“ACC”) to facilitate the identification, review, discussion and analysis of issues relating to the management and leadership of a law department, that are of particular interest to in-house corporate counsel.

LDMN’s mission is to advance the professional development of in-house corporate counsel by sharing information and resources, developing continuing legal educational programs, and developing ties to foster communication between corporate counsel practitioners, with respect to developing leadership and strategy skills to increase the operational efficiencies of their law departments.

II. Operating Procedures

The LDMN shall work closely with ACC Staff to advance the goals of ACC and to comply with the minimum activity guidelines for the Networks, including, but not limited to, the following:

- (1) Plan and conduct at least one major substantive program each year at ACC’s Annual Meeting;
- (2) Submit at least one article every year for publication in the *ACC Docket*;
- (3) Periodically disseminate information and materials of general interest to Network members;
- (4) Encourage new membership and active participation in all Network events and in ACC; and
- (5) Develop productive working relationships with chapter presidents, other headquarters committees, ACC Board of Directors, and ACC staff.

III. Membership

Any member of ACC in good standing is eligible for Network membership. Members of the Network are encouraged to join and actively participate in at least one Subcommittee. The Network shall convene at least one general membership meeting per year to be held in connection with ACC’s Annual Meeting that will be presided over by the Network Chair and Executive Council for the purpose of conducting general Network business, electing Officers (Chair, 1st Vice Chair, 2nd Vice Chair, Secretary), recruiting new leaders, and developing initiatives for the following year.

IV. Network Leadership Structure

A. The Executive Council

The Executive Council (“EC”) shall consist of the Network Officers, Subcommittee Chairs, and the Immediate Past Chair of the Network. Subcommittee chairs shall be appointed by the Chair. The role of the EC is to lead and coordinate the efforts and activities of the Network at large and the Subcommittees, provide a central organizational and administrative function, and establish a common vision for the Network. The EC shall meet by teleconference or videoconference as needed, with the stated goal of meeting at least monthly.

B. Network Officers

The officers of the Network (the “Officers” or “Officer” in the singular) shall be elected from the Network’s membership and shall consist of a Chair, 1st Vice Chair, 2nd Vice Chair and Secretary.

Chair

The Chair is responsible for the overall direction and administration of Network activities. The Chair also has overall responsibility for adhering to the guidelines and operating procedures outlined in the ACC's Network Leadership Manual and for acting as the Network liaison with ACC’s headquarters. The Chair shall also attend, whenever possible, the monthly calls of the ACC’s Network Leadership Council (“NLC”)

1st Vice Chair

The Vice Chair shall perform such duties as requested by the Chair, and in the Chair’s absence shall perform the responsibilities of the Chair. In addition, the 1st Vice Chair shall attend, whenever possible, the NLC’s monthly calls.

2nd Vice Chair

The Network will have an option to select a 2nd Vice Chair, who shall be selected from another Subcommittee like Annual Programs, Monthly Programs or Membership, and who will additionally perform duties as requested by the Chair and 1st Vice Chair. If elected, in the absence of the 1st Vice-Chair, the 2nd Vice Chair shall perform the responsibilities of the 1st Vice-Chair and also attend, whenever possible, the NLC’s monthly calls.

Secretary

The Secretary shall perform such duties as requested by the Chair and shall be responsible for preparing and distributing minutes for all monthly Network member and Network leadership teleconference meetings. The Secretary shall work with the Chair, 1st Vice Chair and 2nd Vice Chair to finalize the agenda for all Network meetings. The Secretary is an ex officio member of each Subcommittee.

C. Subcommittees

The EC may elect to create Subcommittees to facilitate the work of the Network. The Network will have Subcommittee chairs or co-chairs appointed by the Chair. The Subcommittee chairs and/or co-chairs are responsible for carrying out Subcommittee tasks and functions, and for enlisting the assistance of other Network members and ACC professional staff. These Subcommittees shall include at least the following:

Communications

Responsible for working with Officers and Subcommittee Chairs to generate monthly newsletters, linking and promoting Network content, partnerships and events via digital media like LinkedIn, YouTube and acc.com to globally promote Network activities that facilitate and heighten member engagement.

External Relations

Responsible for coordination with ACC, developing relationships with Chapters and other Networks on a goal of identifying or helping to develop new content, partnerships and engagements. Works with the Long Term Strategy & Operations Subcommittee to produce strategic events. Leads annual survey of members, providing constructive feedback to the Network. Subject to approval by the EC and the ACC's Board of Directors, submits comments or proposals on international, federal or state legislative actions with impact to Network members, corporate practices and in-house law department managers.

Long Term Strategy & Operations

Responsible for keeping abreast of ACC Strategic Plan and initiatives, and for developing or updating the Network's strategic plan for operations on an annual and/or multi-year basis based on direction given by the EC. Helps to organize and produce programs and events to implement Network's and ACC's Strategic Plan objectives that are developed and presented in conjunction with ACC's Networks and Chapters globally. Identifies metrics for the purpose of increasing the Network's membership, membership engagement, and impact, including working with External Relations Chair and ACC on an annual and other surveys to determine members' needs and interests.

Membership

Responsible for promoting the Network and its activities for the purpose of increasing membership, including working with the ACC, EC and Network Subcommittee Chairs on an annual survey to determine members' needs and interests, welcoming new members to the Network, and organizing networking opportunities.

Programs– Annual Meeting

Responsible for soliciting and submitting to the ACC a series of substantive programs related to the Network's interests for the ACC Annual Meeting. Members of the Subcommittee also recruit program organizers for all Network presentations at the Annual Meeting and support program organizer responsibilities by helping to recruit speakers.

Programs– Monthly (Legal Quick Hits & Webinars)

Responsible for coordinating with the Network sponsor and/or other law firms, vendors and members to secure speakers, organizing and producing programs of import and interest for the monthly Legal Quick Hits (“LQH”) – typically, a 30-40 minute substantive presentation delivered via webcast on the Network’s monthly membership calls.

Publications & Technology

Responsible for coordinating with the Network sponsor and/or law firms, vendors and members to produce at least one Network sponsored article in the *ACC Docket*, and other practice resources such as Top Tens and Quick Counsel articles. In addition, the Publications Chair oversees and coordinates the publication of the Network’s quarterly newsletter.

Resources

Responsible for collecting up resources internally for the EC and Subcommittee Chairs to make powerpoints, “ICYMI” and other written, audio or visual resources available to Network leadership and Network members. Consolidates essential documents governing Network activities, events and engagements for use and distribution by ACC, Network leaders and the Network’s membership, including working with ACC to obtain and share relevant data and information.

Social Media

Responsible for promoting the Network and its activities for the purpose of increasing membership. Activities include cross-posting original content and secondary resources produced or made available to the Network, working with ACC and other Network Subcommittee chairs to help organize social media, networking and professional development opportunities.

V. Election

When practicable, the outgoing Chair will be succeeded by the 1st Vice Chair. In the event the 1st Vice Chair is unable to succeed the Chair, the 2nd Vice Chair will succeed to the office of 1st Vice Chair and be put forth for election as the Chair to be confirmed by majority vote of the Network members present (e.g. in person, electronically or telephonically) during the annual business meeting of the Network. The 1st Vice Chair and Secretary are elected at the Network business meeting at the ACC Annual Meeting. Nomination(s) for such election will be made by the vote of the current Chair, 1st Vice Chair, and Secretary of the Network, after which the Vice 1st Chair, and Secretary will be elected by majority vote of the Network members present at the meeting. Nominations for 1st Vice-Chair and Secretary will also be accepted from the members present at the Network’s annual business meeting

VI. Term Limits

Officers will each serve a term of one (1) year. Subject to the provisions of Section V, Officers may be elected for any number of successive terms. The chairs of the Subcommittees are appointed to serve for a term of one (1) year. Subcommittee chairs may

serve for additional terms without limitation.

VII. Meetings

Meetings of the EC may be called by the Chair or, in the Chair's absence or incapacity, by the 1st Vice Chair, 2nd Vice Chair or by agreement of a majority of the EC. At the direction of the Chair, any meeting or other business of the EC may be accomplished by telephone conference call. A quorum consists of three members of the EC.

VIII. Resignation/Vacancy

In the event of resignation of an Officer or other vacancy of any Officer position prior to the completion of his/her term of office, the EC, by majority vote, may appoint a replacement from the Network to serve the remainder of the term; provided however, should the Chair resign in-term, the 1st Vice Chair followed by the 2nd Vice Chair has the option of succeeding to the role of Chair, failing which a new Chair will be appointed from the Network membership by the Chair of the NLC.

IX. Removal from Office

- A. EC Members. The Chair may remove members of the EC (who are not also Officers) at his or her discretion for failure to properly perform their duties.
- B. Officers. Failure of an officer to meet the responsibilities set forth in this Charter and/or failure to comply with ACC policies and procedures may result in removal from office in accordance with the following procedure:
 - 1. Any member of the EC may request a special meeting to consider removal of a Network Officer.

2. A special meeting will be called by the EC to consider the removal request. Attendees at the special meeting must include: the EC member requesting the special meeting, the Officer being considered for removal, a majority of the EC, and at least two officers from the NLC. If the Officer 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 EC members in attendance), the special meeting can proceed without such Officer in attendance.

The Officer in question will be provided notice of the special meeting in writing no less than 5 business days before the meeting, and such writing will specify the reasons for the requested meeting.

3. The decision to remove the Officer will be decided by a majority vote of the EC and the NLC officers in attendance, with any tie being decided by the Chair. If the Chair's position is in question, the NLC officers in attendance will break any tie. ▸

4. The NLC officers may, by a majority vote, remove any Network Officer without a special meeting or special notice as required above for the following reasons:

a) The other EC members fear personal or professional retaliation from a request for removal; or

b) The other EC members cannot or are not able to engage the Officer after making a reasonable effort to do so.

X. Amendments

This Charter may be amended at any time by majority vote of the EC in attendance at the Network business meeting, at the ACC Annual Meeting, or at any regularly scheduled Network teleconference. All proposed amendments to this Charter must be approved by the Services Committee of the ACC Board of Directors prior to implementation.

XI. Intellectual Property

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