

**BYLAWS**  
**ASSOCIATION of CORPORATE COUNSEL NEW JERSEY**



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*As Approved by the Board of Directors on:*

**BYLAWS  
ASSOCIATION CORPORATE COUNSEL  
NEW JERSEY**

**ARTICLE I           NAME**

The name of the Corporation is the Association of Corporate Counsel New Jersey (“Corporation”). The Corporation may be commonly called ACC New Jersey or the New Jersey Chapter of ACC (or the New Jersey Chapter of the Association of Corporate Counsel).

**ARTICLE II           PURPOSE**

The Corporation’s purposes are:

- A. To promote the common professional and business interests of attorneys who are employed to practice law by corporations, associations, and other private sector organizations by developing and disseminating information, providing educational initiatives, facilitating networking opportunities, supporting collegiality, and engaging in advocacy on behalf of the in-house bar.
- B. To maintain an affiliation with and operate as a chapter of the Association of Corporate Counsel (“ACC”).
- C. To serve other needs of the membership of the Corporation and ACC, as decided by the Board of Directors as described in these Bylaws.

**ARTICLE III         OFFICE**

The Corporation may establish an office as designated by its Board of Directors. This office may be, but does not have to be, the office of the Executive Director.

**ARTICLE IV         MEMBERSHIP**

- A. **Eligibility.** Individuals who are members in good standing of ACC and are assigned to ACC New Jersey by ACC based on: (1) their principal office or residence within the New Jersey Chapter’s service region; or (2) their decision to be members of ACC New Jersey.

B. **Other Classes.** ACC shall have the authority to designate and establish other classes of members.

C. **Meetings.**

1. **Annual Meeting.** The annual meeting of the Corporation for the election of Officers and members of the Board of Directors and/or the transaction of the general business of the Corporation shall be held during September or such other time as the Board of Directors shall set. Notice of the Annual Meeting shall be sent to all members at least fifteen (15) days prior to the date of such meeting.

2. **Special Meetings.** Special meetings of the Corporation may be called at any time by the President (or in the President's absence by the President-Elect or Vice President/Secretary) or on written request of not less than fifty (50) members of the Corporation.

3. **Notice.** Unless otherwise provided, not less than fifteen (15) days notice of any meeting must be given to the members of the Corporation, and the notice must state the purpose of the meeting.

4. **Quorum.** The lesser of twenty-five (25) members or twenty-five percent (25%) of the membership, represented in person, shall constitute a quorum at meetings of the Corporation.

5. **Voting.** Each member in good standing shall be entitled to one (1) vote in the affairs of the Corporation. 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.

6. **Proxy.** Members may not vote by proxy.

D. **Dues.** The dues shall be that amount established by ACC per year per member.

E. **Fees.** The Board of Directors may from time to time determine an amount to be charged, if any, for attendance at any event, function, activity or other service offering.

F. **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 Corporation.

## ARTICLE V BOARD OF DIRECTORS

A. **Composition.** The Board of Directors shall be composed of the Officers, the immediate past President and such number of Directors as the membership shall elect.

B. **Duties.** The Board of Directors shall manage, supervise, control and direct the affairs, activities and property of the Corporation and shall determine its policies or changes therein. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary, subject to the policies and procedures of the ACC.

C. **Election.** Directors shall be elected at the Annual Meeting by a majority of the members of the Corporation in attendance and eligible to vote. Each member in good standing shall be entitled to one vote for each person listed on the slate of candidates for Director. Each Director shall serve a term of three (3) years, expiring at the third Annual Meeting following the date of his/her election, or until a successor has been duly elected and qualified, except that Directors may from time to time, upon the recommendation of the Nominating Committee and with the approval of the Board, serve a term of one (1) year or (2) years in order to facilitate staggering of the terms. Directors may be elected to uninterrupted Board membership of two consecutive terms not to exceed three (3) years per term, with the following exceptions: (i) this limitation shall not apply to a Director who is serving as the President-Elect or the President when that Director's second three (3) year term expires; in which case that Director's term shall expire at the end of the year following the year of completion of such Director's term in the office of the President; (ii) an initial appointment as a Director to serve the remainder of an unexpired term shall not count toward the two consecutive term limit; and (iii) in order to facilitate implementation of these term limits, a Director serving on the Board at the time of their adoption may serve a third term of such period as may be set by the Board. After serving two (2) consecutive terms (or three (3) consecutive terms if serving a third term pursuant to subsection C(iii) of this section), a Director must vacate his or her position for at least one three (3) year term before seeking another term as a Director (at which time such person is eligible to serve for up to two (2) consecutive terms as set forth in this section). No Director shall serve on the Board for more than nine (9) consecutive years. The terms of Directors should be staggered so that approximately one-third of the terms of all Directors shall end each year.

Directors shall be chosen from a slate of candidates proposed by the Nominating Committee. The Nominating Committee shall seek to add at least two new candidates who have not previously served as Directors to the slate each year; and the Nominating Committee, in selecting the slate of candidates, shall seek to have the membership of the Board of Directors reflect the diversity of the membership of the Corporation and of the in-house bar as a whole within New Jersey.

A person considered to be a candidate for a Director must be a member in good standing of the Corporation and must demonstrate an ability and willingness to actively support the activities and projects of the Corporation.

D. **Quorum.** One-third of the number of current members of the Board of Directors at the time of any meetings shall constitute a quorum for the transaction of business. A majority vote of a quorum shall be required for approval of all Board of Director actions unless other voting requirements are specifically required by these Bylaws. 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 or consent is acknowledged via email or other similar means by each member of the Board. After approval, the record of the action and the vote by unanimous consent must be filed with the minutes of proceedings of the Board.

E. **Proxy.** Except as otherwise provided herein, voting by proxy by the Directors shall not be permitted.

F. **Regular Meetings.** One regular 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 of Directors, provided that the Board of Directors shall conduct at least one regular meeting every four (4) months.

G. **Special Meetings.** Special meetings of the Board of Directors may be called by the President or by the written request of five (5) or more Directors and/or Officers.

H. **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 by e-mail or other mode of transmittal to each Director and Officer at his/her address shown in the records of the Corporation. Notice of any special meeting shall state the purpose of such meeting and shall be given at least five (5) days previous thereto, in the same manner as for a regular meeting or by telephone.

I. **Action by Telephonic Communications.** Members of the Board of Directors, the Executive Board or of any committee created under these Bylaws, may participate in a meeting of such group by means of conference telephone or similar communications equipment (including videoconference) that enables all persons participating in a meeting to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

J. **Compensation.** Directors shall not receive any compensation for their services as Directors, but the Board of Directors may, by resolution, authorize reimbursement of expenses incurred by a Director in the performance of her/his duties. Such authorization may prescribe procedures for the approval and payment of such expenses by designated Officers of the Corporation. Nothing herein shall preclude a Director from serving the Corporation in any other capacity and receiving compensation for such services.

K. **Resignation.** Any Director or Officer may resign at any time by giving written notice to the President or to the Board of Directors. Such resignations shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the President or the Board of Directors.

L. **Removal.** In person or telephonic attendance at meetings of the Board of Directors is an integral obligation of each Director, although in person attendance is strongly encouraged. Any Director who fails to attend three (3) or more meetings of the Board of Directors either in person or telephonically in any twelve (12) month period shall be subject to removal by a simple majority of the Board of Directors, at the sole discretion of the Board of Directors, taking into account any extenuating circumstances on a case-by-case basis.

M. **Vacancy.** Any vacancy resulting from resignation or removal of a Director or from any other cause may be filled until the next succeeding Annual Meeting by appointment by the Executive Committee or the Board of Directors.

N. **Additional Directors.** Between annual meetings, up to three (3) additional Directors may be appointed by the Board of Directors. Such additional Director(s) shall serve only until the next annual meeting.

## ARTICLE VI OFFICERS

A. **Composition.** The Officers of the Corporation shall include a President, a President-Elect, a Vice President/Secretary, a Vice President/Treasurer, and such other Officers as may be appointed in accordance with the provisions of Section C of this Article.

B. **Election and Term of Office.** Each Officer, except such other Officers as may be appointed in accordance with the provisions of Section C of this Article, shall be elected biannually (in the case of the President) or annually (as in the case of all other Officers) by the membership at its regular meetings to serve until the next ensuing annual meeting that corresponds with the conclusion of the initial term, depending upon the established term of office, or until a successor shall have been duly elected. The President shall serve no more than one (1) two year term and no other Officer shall serve more than two (2) consecutive one year terms in such office, with the following exceptions (i) this limitation shall not apply to such Officers as may be appointed in accordance with the provisions of Section C of this Article (who shall serve such terms as may be established pursuant to such section); and (ii) an initial appointment to an office to serve the remainder of an unexpired term shall not count toward the applicable term limit.

C. **Appointment of Other Officers.** The Board of Directors may appoint other officers, committee chairs, or agents, each of whom shall hold office for such period and shall have such duties as may be prescribed in these Articles or as the Board of Directors

may determine. The President may appoint such other officers, not specifically provided for in these Articles, as may be deemed necessary, including one or more Assistant Treasurers and one or more Assistant Secretaries, with the approval or upon the authorization of the Executive Committee, to hold office for such a period as may be specified with respect to any such appointment.

D. **Resignations or Vacancies.** The procedures set forth in these Bylaws with regard to resignations or vacancies in the Board of Directors shall also be applicable as to any Officer.

E. **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.

F. **President.** The President, or in his/her absence, the President-Elect, or in his/her absence, the Vice President/Secretary, or in his/her absence, the Vice President/Treasurer, shall preside over all meetings of the Corporation 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 Corporation, as well as the Chair of special committees and all members of special committees, unless it is specifically provided or ordered otherwise by the members of the Corporation. He/she shall exercise general supervision over all of the affairs of the Corporation.

G. **President-Elect.** The President-Elect shall perform such duties as from time to time may be assigned to him/her by the Board of Directors or the President. At the request or in the absence of the President, the President-Elect or in his/her absence, the Vice President/Secretary, or in his/her absence, the Vice President/Treasurer, shall perform the duties of the President. The President-Elect shall normally succeed the President.

H. **Vice President/Secretary.** The Vice President/Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books or equivalent electronic media provided for that purpose; transmit copies of such minutes and all other notices to ACC; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporation's records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation 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 the Secretary; and perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. Notwithstanding the above, the Board of Directors may assign certain of the above functions to the Executive Director in accordance with Article VIII herein, and the assigned functions shall be overseen by the Vice President/Secretary.

I. **Vice President/Treasurer.** The Vice President/Treasurer shall have custody of all Corporation funds and securities and shall keep the books belonging to the Corporation including full and accurate accounts of all receipts and disbursements; he/she shall deposit all monies, securities and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. He/she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board of Directors, and whenever requested by them, an account of all his/her transactions as Vice President/Treasurer and of the financial condition of the Corporation. He/she shall also perform such other duties as may be assigned to him/her by the President or the Board of Directors. Notwithstanding the above, the Board of Directors may assign certain of the above functions to the Executive Director in accordance with Article VIII herein, and the Executive Director's fiscal and accounting functions shall be overseen by the Vice President/Treasurer.

J. **Bonding of Officers and Employees.** At the direction of the Board of Directors, any Officer, Executive Director or employee of the Corporation, if any, may be bonded. The expense of furnishing any such bond shall be paid by the Corporation.

K. **Execution of Documents.** Except as otherwise provided pursuant to Article IX(A) hereunder, contracts and formal documents shall be signed by the President or by one of the other Officers.

L. **Removal or Disqualification.** Any Officer may be removed for cause, by the affirmation vote of two-thirds of all members of the Board of Directors. Any Officer who is no longer qualified for membership in the Corporation as set forth in Article IV hereof, shall immediately, on the effective date of his/her ineligibility, cease to be an Officer.

## **ARTICLE VII      ADVISORY BOARD**

The Board of Directors, in its discretion, may bestow honorary Board membership, with the title of "Advisory Board Member", upon any prior Board member whose term has expired and for whom the Board deems appropriate to honor with such membership and title. The purpose of an Advisory Board Member is to provide historical knowledge and experience for the benefit of the Board. Individuals given the title of Advisory Board Member shall have no voting rights or any other rights or responsibilities associated with Board membership, and they do not count towards a quorum. Advisory Board Members may otherwise participate in any other Board and/or eligible Chapter activity, at the discretion of the Board. The term of an Advisory Board Member shall be up to one (1) year, ending at the next Annual Meeting of the Chapter for the election of officers and members of the Board. The term of an Advisory Board Member may be renewed for one or more successive annual terms as may be recommended or deemed appropriate by the Nominating Committee and approved by majority vote of the Board. The title may be



revoked at any time for any reason by a majority vote of the Board or the individual's ineligibility for ACC membership.

## **ARTICLE VIII CONFLICT OF INTEREST AND ETHICS POLICY**

A. **Conflict of Interest and Ethics Policy.** In managing the Corporation's affairs, Board members, 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 Corporate assets, and (iv) at all times, act in accordance with the highest ethical standards and in the best interest of the Corporation and its members. Real and apparent conflicts of interest sometimes occur in the course of conducting the Corporation's affairs. Conflicts occur because the many persons serving in Corporation 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 Corporation with respect to the matter.

## **ARTICLE IX COMMITTEES**

A. **Executive Committee.** The Executive Committee shall consist of the Officers and the immediate Past-President of the Corporation. The President shall act as Chair of the Executive Committee and will convene the Executive Committee from time to time. The President may also appoint up to two (2) additional members of the Board of Directors to serve on the Executive Committee. The Executive Committee shall have those duties and powers as are provided for in these Bylaws and as may be designated from time to time by the Board of Directors. The Executive Committee is authorized to act on behalf of the Corporation in between regularly scheduled meetings of the Board of Directors.

B. **Standing Committees.** The Board 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 Standing Committees. The President shall nominate and the Board shall ratify the members of the committees, unless otherwise specified.

C. **Nominating Committee.** The Board of Directors by resolution shall annually designate and appoint a Nominating Committee which shall be chaired by a Director and consist of a total of not fewer than three (3) and not more than five (5) members, who shall be selected from the then-members of the Corporation who are eligible to vote for the Board of Directors. At least (3) weeks before the Annual Meeting, the Committee shall advise the Secretary of its nominations for Officers and Directors to be filled at the next Annual Meeting.

The Nominating Committee shall, pursuant to Article V, Section C, of these Bylaws, propose annually a slate of nominees for election to the Board of Directors.

The Nominating Committee shall, pursuant to Article VI, Section B, of the Bylaws, propose annually or biannually, nominate a slate of candidates for election to Officer positions.

D. **Finance Committee**. The Finance Committee shall be chaired by the Treasurer and shall consist of a total of not fewer than three (3) and not more than five (5) members, who shall be selected from the then-members of the Corporation who are eligible to vote for the Board of Directors. The Finance Committee shall provide financial oversight for the organization, including budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies.

E. **Programming Committee**. The Programming Committee shall be chaired by a Director and include at least two other members. The Program Committee shall establish policies to guide the design and implementation of program activities, evaluate program effectiveness, assure that the programming addresses the needs of the chapter membership. The Programming Committee shall have responsibility for working with the Executive Director to obtain/maintain the Corporation's CLE provider (NJ, PA, and NY) status and with the event leaders to insure the proper paperwork (sign-in and sign-out sheets, evaluations, etc.) is prepared. The Programming Committee shall work closely with the Executive Director to keep the programming and events calendar up to date and in-line with the needs of the Corporation.

F. **Membership Committee**. The Membership Committee shall be chaired by a Director and include at least two (2) other members. The Membership Committee shall stimulate the interest of eligible candidates for membership by creating, implementing, and continuing various initiatives and programs to attract new members and to retain current members, including personal contact, descriptive literature and guest attendance at appropriate Corporation Events. Through surveys, communications, and other means, the Membership Committee will help the Board of Directors remain focused on the needs of the members. The Membership Committee will also coordinate with ACC with respect to any issues concerning the eligibility of current or prospective members. In addition, the Membership Committee will develop materials and suggest programs to acknowledge new members and to encourage participation in Corporation activities.

G. **Sponsorship Committee**. The Sponsorship Committee shall be chaired by a Director and include at least two (2) other members. The Sponsorship Committee shall review the existing sponsorship opportunities to continue implementation of the annual sponsorship program as well as maintain relationships with the existing sponsors throughout the year. The Sponsorship Committee will suggest any new renewal and application processes based on a budget goal established by the board at the annual planning session. This Committee shall engage all Board Directors in this process by

maintaining a program of contact with existing and targeted firms and companies for each board member/Director. The Sponsorship Committee shall assist the Executive Director to develop sponsorship packages for ACC New Jersey sponsors and with negotiating sponsorship arrangements with prospective sponsors on an as-needed basis. The Sponsorship Committee shall stay abreast of our economic environment, what other chapters are doing, and our events and programs, to determine that our sponsorship packages (including *ad hoc* packages) adequately meet our needs and are appropriately priced. The Sponsorship Committee shall lead initiatives to generate new prospective sponsors (by, among other things, soliciting Board members for potential prospects).

H. **Communications Committee.** The Communications Committee shall be chaired by a Director and include at least two other members. The role of the Communications Committee is to address issues surrounding the communication network created in the chapter and to keep members and prospects abreast of the chapter's activities, including programs in print (e.g., ACC New Jersey Newsletter, ACC Docket, Metropolitan Corporate Counsel Magazine), and other media, as well as coordinating articles that provide a recap of our activities and programs. The VP/Communications shall be responsible for providing updates on all such activities at the scheduled meetings of the Board of Directors.

I. **Other Committees.** Other committees (such as Diversity, Women in the House (WITH), Pro Bono and the substantive area of law networks) may be designated and appointed, or terminated, by the President or the Executive Committee by two-thirds majority vote. Persons designated as members of such committees need not be members of the Board of Directors or Officers. The Executive Director will provide annually to ACC a list of such other committees and the chairs thereof so that liaison with their national counterparts can be established.

J. **Committee Protocol.** Except as otherwise provided by the Board, each Committee Chair shall be appointed by the President or his/her designee, to serve for a period of one (1) year. Except for financial procedures as set forth by the Treasurer, each committee may establish its own rules of operation provided that meetings shall be conducted in accordance with general principles of parliamentary law.

Each committee shall establish its own rules of operation. Each committee shall act by majority vote of a quorum of its members, unless otherwise decided by the committee or directed by the Board.

## **ARTICLE X EXECUTIVE DIRECTOR**

A. **Appointment.** The Board of Directors may recruit and appoint a person or organization to act as full-time or part-time Executive Director for the Corporation. The terms of the appointment will be specified in an Executive Director Agreement, which may be executed by the President or other Officer as may be designated by the Board of Directors.

B. **Compensation.** The Executive Director may be compensated and/or reimbursed for expenses in an amount approved by the Board of Directors and as provided in the Executive Director Agreement.

C. **Duties.** The Executive Director shall be responsible for the day-to-day administrative operation of the Corporation. The Executive Director shall perform his/her duties in accordance with (i) the Executive Director Agreement, (ii) any established written policies of the Corporation and/or the ACC, and (iii) the written and/or verbal guidance of the President, Executive Committee and/or the Board of Directors; provided, however, that any such guidance does not conflict with (i) or (ii).

## **ARTICLE XI            CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

A. **Contracts.** The Board of Directors may authorize any Officer or Officers, the Executive Director, or other agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

B. **Checks, Drafts and Other Orders.** All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by (i) the President, (ii) the Vice President/Treasurer, (iii) the Executive Director or (iv) such other Officer or Officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by the Board of Directors.

C. **Deposits.** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

D. **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 Corporation is established.

## **ARTICLE XII            INDEMNIFICATION AND INSURANCE**

A. **Indemnification.** The Corporation may indemnify, in the manner and to the full extent permitted by New Jersey Law, any member of the Board of Directors, Officer, committee member, Executive Director or other "corporate agent" of the Corporation (as such term is defined in Section 15A:3-4 of the New Jersey Non-Profit Corporation Act)(the "Act") who was or is a party to, or is threatened to be made a party to, any proceeding, whether or not by or in the right of the Corporation, by reason of the fact that such person is or was a corporate agent of the Corporation. Where required by law, the indemnification provided for herein shall be made only as

authorized in the specific case upon a determination by the Board of Directors that indemnification of the corporate agent is proper in the circumstances. To the full extent permitted by law, the indemnification provided herein shall include expenses and, in the manner provided by law, any such expenses may be paid by the Corporation in advance of the final disposition of such proceeding. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, corporate resolution, or otherwise, both as to action in such person's official capacity, and as to action in another capacity while holding such office. The Board of Directors shall have the authority to implement the provisions of this Section and impose reasonable conditions upon the right to such indemnification.

B. **Insurance**. The Corporation has the power to purchase and maintain insurance to cover the Corporation, its Board of Directors, Officers, committee members, Executive Director and other agents and volunteers, whether or not they may be indemnified pursuant to Section A above.

### **ARTICLE XIII VOTING**

Voting on any matter, including the election of Directors or Officers, may be conducted in person, by telephone, e-mail, or other mode of transmittal approved by the Board of Directors. The election of a Director to the second of two consecutive terms may be conducted by communication to the membership of the renewal nomination with a comment period of at least one week for lodging any objections or "negative votes" for the proposed renewal nomination.

### **ARTICLE XIV AMENDMENTS**

These Bylaws may be amended by (i) a three-fourths majority vote of all Directors or (ii) a majority vote of the membership attending a called meeting or voting by written ballot, provided that (a) notice of such amendment or amendments and the nature thereof shall have been given to the members of the Corporation at least fifteen (15) days prior to the date of the meeting at which the amendment or amendments are to be presented for consideration, and a quorum is present at such meeting; or (b) the text of such amendment or amendments are provided with any ballot, such ballot is mailed or e-mailed at least fifteen (15) days before any deadline for submitting such ballot, and at least the lesser of twenty-five members in good standing or twenty-five percent of the membership submit proper and legible ballots. No amendment, whether approved by the members of the Chapter or the Board of Directors, shall become effective until approved by ACC

**ARTICLE XV        DISTRIBUTION OF PROPERTY ON DISSOLUTION**

In the event of dissolution of this Corporation, its property shall be distributed as follows:

After payment of all outstanding debts and obligations, its remaining property shall be deemed to be the property of the ACC or its successor organization.

**ARTICLE XVI       FISCAL YEAR**

The fiscal year of the Corporation shall be the same as that of ACC.

**ARTICLE XVII     INTELLECTUAL PROPERTY PROVISION**

The Corporation (ACC New Jersey) shall only use such logo displaying the name of the chapter, or other ACC intellectual property, as approved by the Association of Corporate Counsel.