

**BYLAWS OF THE
SAN DIEGO CHAPTER
OF THE
ASSOCIATION OF CORPORATE COUNSEL
AMENDED AND RESTATED AS OF May 7, 2020**

Purpose

The San Diego Chapter of the Association of Corporate Counsel is the essential bar association in San Diego, recognized as the key resource for information, networking, professional development, education and social activities for in-house attorneys. With an engaged and active membership, the Chapter inspires its members to give back to the legal community and the community at large, is a public advocate for local corporate legal and business communities, and is well recognized and respected in the legal and business communities in San Diego and beyond.

Article I: Office

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 activities, property and affairs of the Chapter shall be managed, subject to the policies and procedures of the Association of Corporate Counsel, by the Board of Directors which shall consist of no less than six (6) and no more than twenty-five (25) directors, as the Board of Directors shall from time to time determine.

(1) Directors. Each Director shall serve a term of three (3) years, beginning on October 1 following the Annual Meeting at which the Director was elected, through September 30 of the final year of the Director's term. Directors shall be limited to uninterrupted Board membership of two (2) consecutive three-year terms, provided however, that this limitation shall not apply only in the following circumstances: (a) the Director is fulfilling a term as President and/or Immediate Past President of the Chapter in the year following when that Director's second three-year term expires, (b) the Director is fulfilling a term as an Officer or Director of ACC when that Director's second three-year term expires, or (c) the Director is fulfilling a term as an Officer or Director of the ACC Foundation when that Director's second three-year term expires. Any Director who is initially appointed or elected to fill the unexpired term of a previous Director shall be eligible to serve two (2) full three-year terms in addition to completing such unexpired term. Directors who have served for two consecutive three-year terms may

be re-elected to the Board for additional terms in accordance with the provisions of Article II A (2) of these Bylaws, below, following a two-year waiting period but, subject to the limited exceptions described above, in no event may a director serve for more than two consecutive three-year terms. Directors are expected to attend all Board of Directors Meetings, actively participate as a member of at least one Committee, and attend as many Chapter events as is feasible; provided, however, it is understood that it may be impracticable to achieve this goal. Accordingly, a Director's lack of participation may be reviewed and addressed by the President and/or Executive Committee; any Director may be removed by the affirmative vote of a majority of the Executive Committee, for cause as determined in the discretion of such Committee.

(2) Election. The election of directors to fill regular vacancies on the Board of Directors shall be by vote of the members at the Annual Meeting of the Chapter, with a plurality of votes cast, in person or by proxy, required for election. Vacancies occurring in the membership of the Board of Directors during the year may be filled, until the next Annual Meeting, by vote of a majority of the remaining members of the Board of Directors.

(3) Meetings.

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

(b) Special Meetings. The Chair may call a special meeting of the Board of Directors at any time. In addition, a special meeting must be called if at least one-third of the members of the Board of Directors request such a meeting in writing (which writing may include e-mail). The notice of any special meeting must state the purpose of such meeting, and the Board may take no formal action on any other topic at such meeting.

(c) Quorum. At least half of the members of the Board, irrespective of the number of vacancies, whether present in the meeting room or present via telephone, teleconference or similar technology, shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present at any meeting, a majority of the members present may fix the time in which to adjourn, recess, or take measures to obtain a quorum.

(d) Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a unanimous written consent that sets forth the action is signed or consent is acknowledged via e-mail 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) Meeting by Conference Telephone. Members of the Board of

Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other as if physically present at the meeting. Participation in a meeting by these means constitutes presence in person at a meeting.

(f) Voting. A majority vote of those Board members present either in person or by telephone at a meeting at which there is a quorum shall be required to approve any issue before the Board. In the event of a tie vote, the matter at issue shall be deemed to be disapproved.

(g) All notices provided herein to be in writing may be delivered by US Postal Service, reputable private carrier such as Federal Express, facsimile, or e-mail.

(4) Nominations. The Nominating Committee shall recommend officer candidates and candidates for seats on the Board. The nominations shall be sent via e-mail or other means in writing by the Secretary to the members of the Chapter with the notice of the Annual Meeting. Other nominations for members of the Board of Directors and officers may be made in writing if signed by at least ten (10) members of the Chapter and delivered to the secretary at least thirty (30) days before the Annual Meeting, and these nominations shall likewise be mailed, faxed, or emailed by the secretary to the membership prior to the meeting.

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

(1) Standing Committees. Each Standing Committee will consist of two or more directors.

(a) Nominating Committee. Annually, the Board of Directors shall appoint a Nominating Committee, which shall consist of at least five (5) members of the Chapter, at least two (2) of whom shall not be members of the Board of Directors but shall be current members of the Chapter. The Chapter President shall appoint the Chairman of the Nominating Committee. At least four (4) 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.

(b) Program and Events Committee. The Program and Events Committee shall oversee the Chapter's programming, including educational programs and social events.

(c) Membership Committee. The Membership Committee shall stimulate interest of eligible candidates for membership by personal contact, descriptive literature, and guest attendance at appropriate Chapter events.

- (d) Sponsorship Committee. The Sponsorship Committee shall assist the Board in managing and relationships with sponsors, including overseeing the sponsorship package opportunities.
 - (e) Executive Committee. The Executive Committee shall consist of the President, President-Elect, Secretary, Treasurer, and such other elective officers established by the Board of Directors, and shall meet regularly to: coordinate the functions of the other Standing Committees; facilitate decision-making between Board of Directors meetings and actions in time-sensitive circumstances; and exercise oversight of the Directors, Chapter Administrator, and the policies, activities, property, and affairs of the Chapter.(2) Functional Committees. Functional Committees shall be established, modified or terminated by the Board of Directors as the interest of the membership of the Chapter shall dictate. Each Functional Committee shall meet as frequently as the membership of the Committee shall determine, and shall have the right to assess a fee of its members if and as necessary to defray meeting and other expenses of the Committee. Upon establishment, the Chair of a Functional Committee or the Chapter Administrator shall notify national headquarters of the establishment of Committee so that its national counterpart, if one exists, may initiate liaison with it.
- (3) Special Committees. Special committees may be appointed from time to time by the Chair or the Board to consider and report to the Board of Directors or the Chapter on subjects of interest to the Chapter as a whole.
 - (4) Committee Protocol. Except as otherwise provided by these Bylaws or by the Board of Directors, every Committee shall conduct its affairs in the following manner: (a) each Committee Chair shall be appointed by the Board of Directors to serve for a period of one year; and (b) each Committee shall establish its own activities and rules of operation, provided (i) that the Chair may direct a Committee to act and/or report on certain matters, and (ii) that such rules of operation shall be transparent to all members of the Committee, the Board and the members and be consistent with these By-Laws.

C. Presidents' Council. In order to retain the historical knowledge of the Chapter and ACC, all Past Presidents of the Chapter shall be invited to serve on, and recognized as a member of, the Chapter Presidents' Council when their service on the Chapter Board of Directors has reached its term limit. The Presidents' Council members are encouraged to attend Chapter events and may be called-upon by the President for historical information and/or advice from time to time, as well as to be invited by the President to attend certain meetings of the Board of Directors or other special events (e.g., sponsor events, networking events) but such attendance shall be non-voting and shall not be included in determining a quorum. Any individual may remain a member of the Presidents' Council as long as they retain their membership with ACC-SD.

Article III: Officers

A. Officers. The elective officers of the Chapter shall be: a President; a President Elect; a Secretary; a Treasurer; a Vice President/Membership; a Vice President/Programs and Events; a Vice President/Sponsorships; an Immediate Past President (i.e. the individual who served as Chapter President during the prior year); and such other elective officers as may be established by the Board of Directors, (e.g., Vice President/Governance). The Vice President/Membership, Vice President/Programs and Events and Vice President/Sponsorships shall each chair the respective Board Committee of that name. In each case, the Vice-President/Committee-Chair responsibilities may be held by two individuals, serving as Co-Vice-Presidents/Co-Chairs.

- (1) Election and Term. All officers shall be elected annually, except that the Secretary and Treasurer shall each be elected biennially, by and from among the members of the Chapter and shall hold office until their successors have been elected and duly qualified, unless they have resigned pursuant to Article III D or unless they have been removed in the manner set forth in Article III C of these Bylaws. The election of each officer shall be by plurality vote of members present at the Annual Meeting. The regular term of office for each officer shall be from October 1 through September 30.
- (2) President. The President, or in the President's absence, the President Elect shall act as Chair of the Board of Directors and shall preside over all meetings of the Chapter and the Board of Directors. In the absence of these officers, 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 and all members of Special Committees unless it is specially provided or ordered otherwise by the Board of Directors of the Chapter. The President shall exercise general supervision over all of the affairs of the Chapter. The President may not serve more than two (2) consecutive one-year terms in this capacity.
- (3) President-Elect. The President-Elect shall perform such duties as from time to time may be assigned by the Board of Directors or the President. At the request, or in the absence, of the President, the President-Elect or, in his/her absence, another officer, shall perform the duties of the President. The President-Elect shall automatically succeed to the office of President the year following his or her election to the office of President-Elect.
- (4) Secretary. The Secretary shall keep a complete record of all proceedings and corporate records of the Chapter and the Board of Directors. The Secretary shall, or may direct the Chapter Administrator to, send notices of meetings to the members of the Chapter or the Board of Directors; prepare ballots for the election of officers and directors by the members including the names of all candidates nominated by the Nominating Committee and the members of the Chapter; be responsible for the administration of the rules governing memberships; send such reports to the national

headquarters of the Association of Corporate Counsel as it shall require; and perform all other duties ordinarily expected of an organization's Secretary.

- (5) Treasurer. The Treasurer shall perform the duties ordinarily associated with this office, including maintaining accurate records of receipts and disbursements as prescribed by ACC and prescribing those procedures to be followed by the Area of Law Committees with respect to their finances. The Treasurer shall make payments only for bills properly approved by the President or the Board of Directors, including as specified or permitted in these bylaws; and all payments in an amount in excess of \$7,500 (unless otherwise specified by the Board of Directors) shall be approved for issuance by the President, a Vice President or the Secretary in addition to the Treasurer. In the absence or incapacity of the Treasurer, the power to sign checks may be delegated by the Board of Directors to one of its members.
- (6) Vice President/Membership. The Vice President/Membership shall also serve as the Chair of the Membership Committee.
- (7) Vice President/Programs & Events. The Vice President/Programs & Events shall also serve as the Chair of the Programs & Events Committee.
- (8) Vice President/Sponsorship. The Vice President/Sponsorship shall also serve as the Chair of the Sponsorship Committee.
- (9) Immediate Past President. The Immediate Past President shall automatically serve a one-year term as an officer, regardless of whether his/her tenure on the Board would otherwise expire due to having served for two consecutive three-year terms, provided that such Immediate Past President remains to be a member of the Chapter.

B. Execution of Documents. Contracts and formal documents consistent with the purpose and within the budget as approved by the Board of Directors may be signed by the President or the appropriately designated committee chair or other officer (as part of such officer's or committee chair's duties), provided that:

- (1) Contracts over Two Thousand Dollars (\$2,000.00) shall be approved in writing (which may be evidenced in an email) by a second officer who is either the President, President-Elect, or Treasurer.
- (2) The Chapter Administrator may enter into contracts from time to time within the scope of the Administrator's duties and obligations to the Chapter for amounts up to One Thousand Dollars (\$1,000.00).
- (3) The Chairperson of the All Day MCLE Committee shall have the authority to sign and enter into contracts relating to that event, provided such contracts are within the budget for such event as approved by the Board of Directors.

(4) The Chairperson of the Program and Events Committee shall have the authority to sign and enter into contracts relating to the Chapter's "signature event" and other member events and programs consistent with and within the budget for such events as approved by the Board of Directors.

(5) The Chairperson of the Sponsorship Committee shall have the authority to sign and enter into contracts relating to events held for the benefit of sponsors and similar expenses consistent with and within the budget for such events as approved by the Board of Directors.

(6) The President shall have the independent authority to make discretionary spending decisions as s/he determines to be in alignment with the Purpose, activities, and/or membership of the Chapter (e.g., donations, expenditures, small events) and sign contracts and issue payments thereto of not more than five hundred Dollars (\$500.00) each fiscal year.

The maintenance of all contracts for the organization shall be overseen by the Secretary, who can delegate such responsibility to the Chapter Administrator, and who shall create a documents retention program for the Chapter.

C. Removal or Disqualification. Any officer may be removed, for any reason as determined in the discretion of the Board, by the affirmative vote of a majority of the Board of Directors. Any officer who shall no longer be qualified for membership in the Chapter as set forth in Article IV shall, on the effective date of ineligibility, cease to be an officer.

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

E. Vacancies. The Board of Directors shall fill vacancies in officer positions.

Article IV: Membership

A. Geographic Boundaries. The Chapter's geographic boundaries shall include San Diego County and Imperial County, California and such other parts of Southern California as the Association of Corporate Counsel shall deem as appropriate ("Chapter Boundaries").

B. Qualification and Admission to Membership

(1) Qualification. Membership in the Chapter shall be open to attorney members in good standing of the Association of Corporate Counsel so long as:

(a) the member's place of employment is within the Chapter Boundaries or the member, irrespective of whether their place of employment is within such Chapter Boundaries, resides within them; or

- (b) the member is otherwise permitted to be a member of the Chapter by the Association of Corporate Counsel.

Any member ceasing to have the necessary qualifications for membership as set forth in the Bylaws of the Association of Corporate Counsel shall be dropped from the roll of membership by the Board of Directors.

C. Meetings of the Chapter

- (1) Annual Meeting. The Annual Meeting of the Chapter for election of officers and members of the Board of Directors and the transaction of the general business of the Chapter shall be held on such date and time prior to the fiscal year end as the Board of Directors shall set. Notice of the annual meeting shall be sent to all Chapter members at least fifteen (15) days prior to the date of such meeting.
- (2) Special Meetings. Special meetings of the Chapter may be called at any time by the President (or in the President's absence by the President-Elect or the Secretary) or on written request of not less than ten members of the Chapter.
- (3) Notice. Unless otherwise provided, not less than seven (7) days' notice of any meeting or special meeting must be given to the members of the Chapter and the notice must state the object of the meeting. All notices provided herein to be in writing may be delivered by US Postal Service, by a reputable private carrier such as Federal Express, or by facsimile or e-mail.
- (4) Quorum. The lesser of twenty (20) members or 25% of the membership, represented in person or by proxy, shall constitute a quorum at meetings of the Chapter.
- (5) Voting. Each member in good standing shall be entitled to one vote in the affairs of the Chapter. Proxy voting is permitted if such proxy is given in a written format and provided to the Secretary for such meeting. Unless otherwise provided herein, an affirmative vote by a plurality of those represented at a meeting at which a quorum is present shall be required to take action on matters properly before the meeting.

Article V: Dues and Fees

- A. Amount. The dues for membership shall be that amount established from time to time by the Association of Corporate Counsel per year per member.
- B. Fees. The Board of Directors and/or the President may from time to time determine an amount to be charged for attendance at an event or other types of participation.

Article VI: Amendments

These by-laws may be amended by the affirmative votes, cast in person or by proxy, of (i) a majority of the members, or (ii) a majority of the members voting when at least twenty (20) votes are cast, whichever number is less, at any regular or special meeting of the Chapter, provided notice of such amendment or amendments and the nature thereof shall have been given to the members of the Chapter at least fifteen (15) days prior to the date for the meeting at which the amendment or amendments are to be presented for consideration. These Bylaws may also be amended by a majority vote at any meeting of the Board of Directors. No amendment, whether approved by the members of the Chapter or by the Board of Directors, shall become effective until approved by ACC.

Article VII: Fiscal Year

The fiscal year of the Chapter shall start on October 1st of each calendar year and continue through September 30th of the following calendar year.

Article VIII: Distribution of Property on Dissolution

In the event of revocation of the charter of this Chapter or voluntary dissolution, its property shall be distributed as follows:

After the payment of all outstanding debts and obligations, its remaining assets shall be deemed the property of the Association of Corporate Counsel.

Article IX: Conflicts of Interest and Ethics Policy

In managing the Chapter'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 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: Restriction on the Use of Intellectual Property.

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