

## Part I: Introduction/General Board & Director Duties

Welcome to the ACC Great Philadelphia Board of Directors Handbook, a **guide** for prospective, new and continuing Board Members as **to Director roles and responsibilities**.

### **What does the Board do?**

The By-Laws of the Chapter lay out the general role of the Board, which is **to manage the “property and affairs” of the Chapter**.

*Section 2.01. **General.** The activities, property and affairs of the Chapter shall be managed, subject to the policies and procedures of the Association of Corporate Counsel (“ACC”), by the Board, which shall consist of the President, one or more Vice Presidents, the Secretary, the Treasurer, and the immediate past President (the “Past President”)(collectively, the “Officers”), and three (3) or more directors-at-large (“Directors-at-Large,” and collectively with the Officers, the “Directors”).*

The Board establishes standing, functional and special **committees**.

*Section 2.05. **Committees.** The Board shall establish the following standing committees and may establish such other functional, standing and special committees, as it deems desirable.*

The Board **ratifies** the President’s nominees to committees (and, in some cases, nominates members itself to certain committees).

*Section 2.05. The President shall nominate and the Board shall ratify the members of the committees, unless otherwise specified.*

And the Board **oversees the general fitness of Officers** of the Chapter and, in the case of an Officer vacancy (through removal or resignation), fills that vacancy.

*Section 3.05. **Removal of Officers.** Any Officer may be removed for cause by the affirmative vote of a majority of the Board. 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.*

*Section 3.07. **Vacancies.** The Board shall fill vacancies in Officer positions, in the event of an Officer removal or resignation.*

### **How does the Board fulfill its duty to oversee the Chapter?**

The Board oversees the Chapter primarily through regular **Board meetings**, where individual committees and Officers report to the Board.

*Section 2.03. **Meetings.** (a) Regular Meetings. Regular meetings of the Board shall be held at such periodic intervals as the President may deem appropriate, or in his/her absence, as the Board determines. The Board shall meet no less frequently, however, than once each calendar quarter.*

In practice, **the Board typically meets monthly**, although certain months may be skipped (August is typically skipped due to scheduling difficulties due to vacations, etc.), as determined by the President. In

practice, **Board meetings have alternated between telephonic** (call-in) **and in-person** meetings (although calling-in is still permitted), and our in-person meetings usually are paired with other Chapter activities (such as a Meet Your Counterparts event), so that the Directors can meet and then adjourn to the event.

Special meetings may also be called.

*Section 2.03. **Meetings.** (b) Special Meetings. The President may call a special meeting of the Board at any time, and a special meeting must be called upon the written request of at least one-third of the members of the Board.*

### What do the individual Directors do (what are their duties)?

In addition to regular Board meeting attendance, which is the Director's primary way of directing Chapter operations, each Director typically chairs or co-chairs one or more standing committees, as nominated by the President (a full list of the Chapter's standing committees can be found in the Committee Leadership list). Directors may also have special projects or other duties as directed by the Chapter's President.

## Part II: Being a Director

### How much time does being a Director take?

The basic time demands on Directors are generally fairly modest, consisting of attending (or calling-into) Board meetings and preparing for these meetings. Board members are also expected to attend any special meetings, including the annual strategy session, which typically is a half or full day. As previously discussed, Directors also chair or co-chair one or more Chapter committees, each of which carries its own time commitments, which can vary widely depending upon the committee.

### Why would I want to be a Director?

Becoming a Director of the Chapter is a **great way to give something back** to the in-house and greater legal community. ACC Greater Philadelphia could not offer the amount and quality of CLE and other events that it does without the efforts of our volunteer leaders. Being a Director, however, does offer other benefits, including the **opportunity to work with other experts** in your area of practice, to make **connections** with other in-house practitioners and our sponsoring law firms, and to obtain some professional recognition.

### What are the important things for Directors to know?

The Chapter normally provides new Board members training at the beginning of their terms. In addition, while the Chapter typically operates very informally, there are a number of documents you should familiarize yourself with:

- **By-Laws:** The Bylaws of the Chapter, which have been referred to here in a number of places, is the Chapter's governing document. The By-Laws have been approved by the Board, as well as ACC.
- **Chapter Policies:** The Chapter has a number of formal Board-approved policies that are collected in one document.
- **Board of Directors Handbook:** This is the document you are reading right now.

- **Area of Practice Committee Chair Handbook:** A companion document to this document, the Committee Chair Handbook outlines the general responsibilities of our practice group committee chairs.
- **Event Planning Guide:** The Event Planning Guide is a comprehensive guide for practice group committee chairs on running CLEs and roundtables.
- **Officer and Director Contact List:** The Officer and Director Contact List contains the contact information for all the Chapter's Officers and Directors, as well as the Chapter Administrators. It also contains a summary list of the duties of the Chapter's Officers and a listing of the Chapter's Past Presidents.
- **Committee Leadership List:** This is a companion to the Officer and Director Contact List, and contains the contact information for all the committee chairs. The List also provides a handy guide to all the 34 (as of 10/1/2016) existing standing committees, a listing of the specific duties (by Chapter Policy) of the Chapter's Officers, lists the current chair assignments for Directors and lists the Chapter's Past Presidents.
- **Regular Board Documents:** In addition to these documents, you'll also receive regular **Treasurer's Reports** at each Board meeting, which document the Chapter's finances and inflows and outflows, and **Meeting Minutes**, which document the past Board meeting(s).
- While the above are all ACC Greater Philadelphia Chapter documents, **the ACC Global website also contains a number of important resources for volunteer leaders**, including the President's Manual (after signing into the ACC website, go to Chapters, then Resources for Volunteer Leaders).

### Are there any requirements I should be aware of?

**Regular Board attendance** is required.

*Section 2.03. **Meetings.** (e) Absences. Any member of the Board who shall be absent from three (3) consecutive meetings, unless he or she shall present satisfactory excuses, shall be deemed to have resigned as an Officer and/or as a member of the Board, as the case may be, and shall cease to be a member thereof. He or she may, however, be reinstated by a majority vote of the Board, unless he/she has already been replaced.*

As the Board needs a quorum of members to conduct a meeting, you should let the Chapter President and the Chapter Secretary know as far in advance as possible if you're not going to be able to attend a scheduled Board meeting or if you're going to be late (or have to leave early).

In addition, Directors must remain **members** of the ACC and Chapter **in good standing**.

*Section 5.01. **Qualification; Removal From Membership.** Membership in the Chapter shall be open to attorneys who are members in good standing of the Association of Corporate Counsel and who reside or work in southeastern Pennsylvania, southern New Jersey and Delaware, generally including: the Philadelphia metropolitan area, the Lehigh Valley (Allentown, Bethlehem and Easton area), Reading and surrounding areas in Pennsylvania; Camden, Cherry Hill, Atlantic City and surrounding areas in southern New Jersey; and the entire state of Delaware including the cities of Wilmington, Dover and Newark; or who otherwise are permitted to be members 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 removed from the roll of membership.*

### **How long do Directors serve?**

Board of Directors generally serve three-year terms and then must step down from the Board for at least one year, although a Director who has been selected/elected to serve out the remainder of a partial (less than three-year) term, is eligible to serve a subsequent full term (without having to step down).

*Section 2.02. Election and Term. The election of Directors-at-Large to the Board shall be by vote of the members of the Chapter with a plurality of the votes cast required for election. Directors-at-Large shall be elected for terms not to exceed three (3) years. Vacancies occurring in the membership of the Board shall be filled by vote of a majority of the remaining members of the Board. No Directors-at-Large shall serve on the Board for more than one consecutive full term (in addition to any vacancy/partial term a Director-at-Large may have been appointed to fill prior to his/her full term), and no Officer shall serve for more than one year in each Officer position, unless otherwise approved by the Board.*

## **Part III: Getting Involved**

### **What do I do if I want to join the Board?**

The Chapter generally seeks new/replacement Directors annually, typically sometime in the late summer or the fall. When the Chapter is seeking new Directors, it sends an email out to all members seeking nominations (including self-nominations), along with a Board Questionnaire, which asks a number of questions about your background and your desire to serve on the Board. For more information, you can also always reach out to any of the current Officers or Directors, who are always happy to talk to any prospective Board members.

### **Is there life after being a Director?**

As discussed above, the term of a Director is three years. After serving a full term, a Director must step down for at least one year, after which they are eligible to again apply for the Board. In addition, the Chapter typically has Chair openings for various committees, most of which do not require Board membership. Finally, the Board generally chooses the Officers from the ranks of current Board members, typically from those Directors who are in their last year of Board membership. The Chapter currently has seven Officers; Secretary, Treasurer, 3<sup>rd</sup> Vice President, 2<sup>nd</sup> Vice President, 1<sup>st</sup> Vice President, President and the Immediate Past President, with each Officer moving up one position each year (or more than one position, if a superior Officer resigns or otherwise vacates his/her position).

## In Closing...

**If you're a current Director, I want to thank you for your efforts!** As we've said before, **our Chapter couldn't offer the amount and quality of events we do without your hard work.** **And, if you're a prospective Director, I thank you for considering coming aboard - and I heartily recommend that you do!** While the monetary compensation is nonexistent, if you talk to current or former Directors I think you'll find that the other rewards are more than worth it.

I hope this brief handbook has been useful to provide you some guidance on what the Chapter's Directors do and your responsibilities as a current or prospective Director. **If you have any questions** about this Handbook - or about the Chapter or ACC in general, **see the current 1<sup>st</sup> VP** (in 2016, it's Mike Crane, [Mike.Crane@CapitalOne.com](mailto:Mike.Crane@CapitalOne.com)), or the President (in 2016, it's Kevin Chu, [Kevin.Chu@SAP.com](mailto:Kevin.Chu@SAP.com)).

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