
CO-ACC NEW BOARD MEMBER ORIENTATION

Welcome! The outline below is designed to give you some basic and important information about CO-ACC with a view toward helping you acclimate to your new role as a director of CO-ACC.

I. CO-ACC Basics

A. Organization

The ASSOCIATION OF CORPORATE COUNSEL CENTRAL OHIO CHAPTER (“CO-ACC” or the “Chapter”) is incorporated as an Ohio not-for-profit. It is file number 1491664 with the Ohio Secretary of State. Our Federal Tax ID # is 31-1109599. ACC HQ (defined in Article II below) handles our annual reporting in collaboration with us.

B. Not-for-Profit Status

Formation as a not-for-profit corporation does not confer actual tax exempt status; however, as part of the global ACC organization, we are also a tax-exempt 501(c)(6) organization. Note that this tax exemption differs from a classic 501(c)(3) charitable organization. We are required to pay sales taxes where applicable. Also, individuals or organizations donating funds to us do not receive tax deductions for charitable contributions (although they may be deductible as trade or business expenses). ACC HQ handles our tax matters.

C. Articles of Incorporation

Our Articles of Incorporation are a separate document.

D. Code of Regulations

Our Code of Regulations (“Regulations”) are a separate document (attached). You are encouraged to review them for your upcoming year of service, or freely use as a reference or guide should concerns arise. No changes to the Regulations can be made without the consent of ACC HQ.

E. Board of Directors

Per our regulations, 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 ACC. The Board of Directors shall consist of the Management Committee, the At-Large Directors, and the Advisory Board. Only Directors and At-Large Directors shall have the right to vote.

F. Officers

Per our Regulations, we have seven officers constituting the Management Committee: President, Vice President, Programs/Sponsorship Chair, Treasurer, Secretary, Membership Chair, and

Immediate Past President. No Director on the Management Committee shall serve for more than seven consecutive years as a Director on the Management Committee.

G. At-Large Directors

Per our Regulations, At-Large Directors are elected at the Annual Meeting and shall not serve for more than six consecutive years or for more than twelve consecutive years as a Director of the Board, including total terms as a Director serving on the Management Committee.

H. Other Committees/Networks

Per our Regulations, the Board may establish other functional standing and special committees/networks as it deems desirable. Current committees/networks include: Public Interest (Pro Bono), Marketing, Membership, Signature Event/Annual Meeting, Program [CLEs], Fellowship Program, Sponsorship, Nominating Committee, Leadership Institute, Health, Labor & Employment, Litigation, Financial Services & Insurance, Contracts/Commercial Law, Solo/Small Law Department, Digital (Technology/Privacy), CLO, Legal Ops, New to In-House, Real Estate & Environment, Corporate & Securities, Intellectual Property, and Compliance & Ethics

CO-ACC as a Chapter of ACC

As a chapter of the global Association of Corporate Counsel (“ACC”) we receive many benefits, but are also subject to a variety of requirements emanating from the ACC headquarters in Washington DC (“ACC HQ”).

A. ACC HQ Requirements

Following are some key requirements and prohibitions to which the Chapter is subject. Some of these issues may arise in the course of considering new initiatives and should always be kept in mind:

1. Because it is in our mutual best interests to avoid competition within ACC, chapters must first consult with ACC Headquarters before committing to:
 - a. Co-sponsorships with national or global organizations that compete with ACC for members or sponsors;
 - b. Chapter events or programs (excluding regularly scheduled CLE programs) that compete with ACC’s global programs (webcasts, Annual Meeting programs, and the like) due to content, timing or location; or
 - c. Chapter partnerships or initiatives that compete with ACC's global services, publications, and products (ACC Docket, ACC Surveys, Legal Resources).

2. Chapters may not agree to co-brand or endorse a program with a national or global third-party organization or with any organization if the event will be marketed outside of the chapter's general area.
3. Chapters must not hold a webcast on the same topic within ten business days as a global webcast.
4. Chapters can take positions on local issues consistent with the ACC HQ Criteria for Policy Development, but in no event can a chapter take a position inconsistent with an existing ACC HQ policy.
5. Chapters shall not enter into any joint ventures without the written permission of ACC HQ.
6. ACC has drafted a license agreement governing the use of ACC trademarks. Each chapter must sign the licensing agreement with ACC for the use of the trademarks, brands, and logos (collectively "ACC Trademarks") and shall not, at any time, use the ACC Trademarks in any manner which violates the terms of the licensing agreement or in a manner which is contrary to the instructions regarding the use of the ACC Trademarks as contained in any ACC style-guide or as directed by ACC HQ. ACC HQ must approve chapter logos in advance.
7. A chapter may not sell its membership list nor grant access to, or otherwise provide contact information for ACC membership to third parties without the permission of ACC HQ and use of a signed mail list agreement in the appropriate circumstances.
8. Chapters should communicate with members regularly regarding in-house job openings within their regions; however, openings promoted by headhunters, recruiters and other vendors should not be promoted by the chapter unless the position is also listed on ACC's In-House Jobline.

B. Benefits Provided by ACC HQ

As an ACC member, many benefits provided by ACC HQ are readily apparent, for example access to the ACC website, attendance at the Annual Meeting and membership in committees. However, the Chapter benefits from a number of other less well-known advantages. You can find out more about these resources in an excerpt from the Chapter President's Manual entitled "Resources from ACC Headquarters" (available in the Volunteer Resources section of the ACC website). Important resources include:

1. Reports/Information - ACC HQ provides a variety of chapter reports and communications, including monthly membership reports. You should begin receiving emails from ACC HQ specifically addressed to chapter leaders.

2. Leadership Development Institute (“LDI”) – These training sessions are held twice a year usually in April and then in October (at the annual meeting) and are hosted by ACC for all Chapter and Committee leaders free of charge. The sessions cover leadership succession, board development, motivating volunteers, recruiting members, managing your chapter administrator, and other topics identified by Chapter leaders.
3. Chapter Websites – Housed within the ACC website, each chapter hosts its own web page(s). Self-administered, chapters may post a calendar of events, list of officers, current news, new members, news about members, related links, sponsor information, and other items of interest. Chapters even have the ability to sell banner ads on their chapter webpages. Note that chapters may not maintain a website separate from www.acc.com.
4. Volunteer Leader Resources – Housed within the ACC website and accessed with only your standard ACC login, chapter leaders will find sample letters/documents, roster/ mailing labels as mentioned above, membership retention tips, sponsorship guidelines, the chapter presidents manual, sample newsletters, chapter roster, a guide for developing public relations, advocacy manual, required forms, award program guidelines, and much more.
5. Membership Materials – Membership brochures, applications, recruitment flyers, and ACC Dockets are available to chapters to assist in recruitment efforts.
6. Global Support – ACC HQ is a resource for each chapter. The major responsibility of the ACC Chapter Relations staff is to facilitate the success of each chapter leader, thereby ensuring each chapter is meeting its goals of serving ACC members on a local level. In addition, ACC staff acts as a clearinghouse of ideas, suggestions, and materials from the various ACC chapters

II. **Formal Chapter Policies**

A. Conflicts-of-Interest Policy

ACC HQ requires that the members of chapter boards sign a conflict-of-interest statement to ensure that they conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities. Please see the attached policy adopted by CO-ACC. As a new board member, you will be asked to sign the attached conflicts-of-interest.

B. Code of Conduct/Events Policy

ACC HQ requires that chapters adopt a code of conduct/events policy. Please see the attached policy adopted by CO-ACC.

C. Records Retention Policy

ACC HQ requires that chapters adopt a records retention policy with certain minimum retention periods. Please see the attached policy adopted by CO-ACC.

C. Short-Term Portfolio Investment Policy and Financial Policy

Please see the attached policies adopted by CO-ACC.

III. Financial and Technical Issues

A. Funding Basics

CO-ACC receives funding from three sources – dues rebates from ACC HQ, our sponsorship program and CLE programs/events.

1. Rebates - All ACC chapters are entitled to a membership rebate equivalent to \$30 for every new and renewed member in the individual category, and \$15.00 for every new and renewed corporate member. Every quarter, ACC sends to the Chapter Administrator a rebate check/wire. In addition to membership rebate funds, this check may include other small miscellaneous amounts that detailed in the cover letter notification. The payment may also contain deductions for that quarter's expenses. Expenses charged back to Chapters include services offered through ACC such as quarterly newsletters, Zoom account, etc. Rebates withheld if a Chapter does not file its annual financial report or Chapter activity report with the ACC Headquarters on time.
2. Sponsorship Program - The sponsorship program discussed in the sponsorship section below, but it is important to bear in mind that this program provides the vast majority of the Chapter's total revenue and is critical to our mission.
3. CLE Programs/Events – CO-ACC charges a small registration fee for members and non-members to attend our CLE programs.

B. Reporting Details

1. Chapters must operate on ACC's fiscal year (10/1–9/30) and make reports on a cash (rather than accrual) basis.
2. Required Reports —Chapters must submit the following annual reports to ACC Headquarters:
 - a. Chapter Leadership Reporting Form (providing names of officers and directors) (due within 10 days after any election of officers or directors);
 - b. Annual Financial Report (reporting on chapter finances) (due early November); and

- c. Chapter Budget (due to ACC HQ early November with Annual Financial Report). Note that chapter budgets must be re-submitted to ACC Headquarters after any material change in the overall chapter budget.
3. The Chapter Treasurer presents financial information at each CO-ACC board meeting.

C. Insurance

1. General Liability for U.S. and Canadian Chapters - ACC maintains a general liability insurance policy for all U.S. and Canadian Chapters. The primary policy provides protection for incidents such as slip and falls and host liquor liability insurance with limits of \$1,000,000 per policy year. ACC also maintains an umbrella policy for U.S. and Canadian chapters in the amount of \$9,000,000. In the past, when certain U.S. Chapters have held events at the third party locations, the third party (hotel, member's company, museum, etc.) has requested a certificate of insurance. Requests for certificates of insurance should be sent directly to ACC HQ. ACC HQ should also be alerted to all potential claims ASAP. The policy information is listed below:
 - a. Base Policy: Travelers Insurance Co. \$1,000,000
 - b. Umbrella Policy: Chartis \$9,000,000
2. Director and Officer Liability Insurance for all ACC Volunteer Leaders - ACC maintains \$10,000,000 in director and officer liability insurance. This policy extends to all ACC volunteer leaders. It does not extend to Chapter administrators or executive directors who are hired as consultants or employees. (Note: The CO-ACC Chapter Administrator is covered through Accent on Management's policy.) ACC may reimburse covered individuals for the deductible of the liability policy when the chapter lacks the necessary resources to do so on its own; however, it is not obligated to do so. Below is the policy information. For more specific questions, please contact ACC HQ.
 - a. Base Policy: CNA Insurance Co. \$5,000,000
 - b. Deductible: \$50,000
 - c. Umbrella Policy: Travelers Insurance Co. \$5,000,000
3. Crime Insurance - ACC's Crime Insurance protects the chapter against dishonesty, fraud, embezzlement, etc. perpetrated by employees, independent consultants and volunteer leaders.
 - a. Travelers Insurance Co., Policy No.: 105557058, \$10,000,000
 - b. Deductible: \$50,000

D. Miscellaneous

1. Chapters must not provide rebates/dividends to members or provide any compensation or benefits to chapter officers or directors. In addition, chapters must not engage in financial transactions with officers or directors or other insiders without prior guidance from ACC Headquarters.

IV. Sponsorship

A. Sponsorship Program Basics

The Chapter sponsorship program is the primary source of revenue that supports all activities of the Chapter. Pursuant to the program, we accept sponsors on an annual basis for a programming year of January 1 – December 31. The sponsors pay a one-time fee based on the tier of sponsorship. In exchange, we grant them a suite of benefits that vary by sponsor type. When you have an opportunity, consider reviewing the sponsorship package materials, which are attached.

B. Sponsorship Program Nuances

As board members, we can do a lot to make the sponsorship program successful. While we discourage sponsors from overtly marketing to our members during ACC events, we can encourage members to consider using sponsors when they need outside counsel. The Program Committee assists sponsors by helping them select timely CLE programming topics and helping to recruit in-house speakers for program panels – something we encourage whenever possible. We also attempt to give our sponsors a certain amount of exclusivity and additional benefit opportunities (as appropriate to the sponsorship tiers). As a result, we always try to consider the impact on our sponsors of undertaking new forms of programming or new third party relationships.

V. Membership

A. Membership Basics

As a bar association, the entire ACC organization is focused on members and their needs. When an in-house lawyer joins ACC, he or she is automatically assigned to a chapter based on zip code. CO-ACC is the chapter for the Central and Northwest Ohio areas. The difficulty of serving the northwest Ohio members is one with which the board wrestles. As of today, CO-ACC has over 500 chapter members.

B. Membership Criteria

1. ACC membership is open to individuals who are engaged in the active practice of law employed by organizations in either the private or public sector, do not have regulatory, enforcement or policymaking responsibilities nor work in an institution with such authority, and do not hold themselves out to the public for the practice of law. Eligible positions include full-time in-house and contract attorneys on a long-term placement. Legal operations professionals in corporate legal departments, or ACC in-house counsel

members who take responsibility for operations, are welcome to subscribe to the ACC Legal Operations section.

2. The following are ineligible for membership:

- a. Individuals whose responsibility may include selling or providing services to individuals or organizations who are not their employer. This includes individuals who work for companies that provide legal services, such as headhunters, law firms, and temporary agencies.
- b. Individuals whose responsibilities include sales, marketing, and business development in the legal market.
- c. Organizations applying for corporate membership that have regulatory, enforcement, or policymaking responsibilities.

C. Membership Forms

ACC offers four types of membership: Individual, Corporate, In-Transition and Retired. Visit <https://www.acc.com/membership/become-a-member> for details and to sign-up.

VI. **Chapter Administrator and Other Paid Chapter Support**

Nancy Waterhouse, through her company Accent on Management, is our Chapter Administrator. She assists with all Chapter event planning, financial management (in conjunction with the Treasurer), and general administration. Nancy works under contract as an independent contractor. However, she can be contacted by phone at 614-228-4716 or by email at nancy@assnoffices.com or centralohio@accglobal.com, and responds quickly to inquiries. When in doubt about Chapter affairs or protocol, ask Nancy.

Conclusion

While we cannot hope to cover everything you might need to know for your new role, we hope this has been a useful overview. Thank you for your commitment and service and welcome to the Board!