

Sports & Entertainment Group Charter

I. Mission Statement

The mission and purpose of the Sports & Entertainment Law Group (hereinafter "S&E" or the "Committee") of the ACC shall be to provide materials, training, continuing educational opportunities and resources for all Association of Corporate Counsel (hereinafter "ACC") members with an interest in sports and entertainment law, and to connect those attorneys working in-house at companies in or affiliated with the entertainment and sports industries. The Committee will offer relevant educational opportunities for its members that will enable them to provide effective and efficient services to their internal clients. The Committee will seek to create liaisons with other specialty organizations that also focus on various aspects of sports and entertainment law.

II. Membership

Any ACC Member is eligible for membership. Members of the S&E Committee are encouraged to join and actively participate in at least one (1) Subcommittee to cultivate and foster future leadership. Members are also encouraged to attend the monthly teleconferences and annual meeting, led by the Executive Committee.

III. Affiliation

The S&E Committee is affiliated with the ACC and will adhere to all policies and regulations promulgated by the Council of Committees and the ACC Board of Directors.

IV. Committee Leadership Structure

The Sports & Entertainment Committee is led by its Executive Officers. The role of the Executive Officers is to coordinate the Committee's networking and educational activities, to provide a central organizational and administrative function, and to provide a Committee vision.

A. Executive Officers

The Executive Officers shall be elected from the Committee's membership and consist of five positions: Chair, Vice-Chair, Secretary, Program Chair and Membership Chair; however, any one or more of the Executive Officer positions may be jointly held as Co-Chairs or multiple Vice Chairs. The initial Executive Officer leadership shall serve a term of two (2) years. Thereafter, any Executive Officer shall serve a term of one (1) year in a position, with the eligibility to be elected to no more than two (2) consecutive terms in the same position. The Chair is succeeded typically by the Vice Chair who shall be succeeded typically by the Secretary. A new

slate of officers will be nominated by the outgoing Chair, subject to the approval by the Committee. However, any other committee member may stand for election for an Executive Office by submitting, a self nomination or being nominated by another Committee member with notice to the Chair thirty (30) days before the annual business meeting held in conjunction with the ACC annual meeting. If there are two (2) or more persons nominated for an officer position, the new officer will be elected by a majority vote of S&E members present at the annual business meeting or the nominees can be elected and serve as Co-Secretaries or Co-Vice Chairs. The Executive Officers shall meet by teleconference once a month. The Secretary shall keep minutes of meetings held by the Executive Officers.

The Chair

The Chair will serve as the principal contact between the Committee, the ACC national office and local chapters, and is responsible for adhering to the ACC's National Committee Activity Guidelines. The Chair is responsible for the overall direction, motivation and administration of the Group. He or she may delegate his or her tasks to the Vice Chair or any other member of the Executive Committee [or the membership of the Committee]. The ACC staff will work with the Chair to develop and circulate the agenda for all teleconferences and meetings.

Vice Chair

The Vice Chair will execute such duties as requested by the Chair. In the Chair's absence, the Vice Chair will perform the duties of the Chair. In addition, the Vice Chair will coordinate and report to the Chair and the S&E Committee, and be primarily responsible for securing Quick Hit topic sponsors for monthly conference calls. The Vice Chair shall also attend, whenever possible, the ACC Council of Committees monthly calls.

Secretary

The Secretary will perform such duties as requested by the Chair and will be responsible for working with the members of the ACC staff to ensure timely notice of all teleconference meetings as well as preparing minutes from such meetings.

B. Subcommittees

Each of the following Subcommittees shall have a Chair or Co-Chairs appointed by the Chair of the S&E to serve one (1) year terms, which may be renewed at the discretion of the Chair of the Committee for additional one (1) year terms. The Subcommittee Chairs or Co-Chairs are responsible for carrying out Subcommittee tasks and functions, representing the Subcommittee at the Committee's Executive Committee, and enlisting the assistance of other members of the S&E and ACC professional staff, as needed.

Program Chair

The Program Chair will be responsible for conceptualizing and organizing the educational programming offered by the Group, and for other tasks as shall be delegated to him or her by the Chair and Vice Chair.

Membership Chair

The Membership Chair will be responsible for creating advocacy and awareness of the Committee. In addition, the Secretary shall be responsible for maintaining current S&E membership records.

V. Committee Membership

Membership in the Sports & Entertainment Law Committee is open to members of the ACC that work in as in-house lawyers in the sports and entertainment industries, deal with sports and entertainment related issues, or have an interest in sports and entertainment law. The members of the Committee will participate in monthly teleconferences to discuss Committee business and to participate in a relevant educational update to be conducted by a Committee sponsor. In addition, these monthly teleconference calls will be open to non-ACC in house counsel until the committee leadership votes otherwise.

The members of the Committee will convene at the annual meeting of the ACC. This meeting will be presided over by the Chair and the Executive Officers for the purpose of conducting general Committee business.

VI. Leadership Responsibilities

All Executive Officers must act and behave with professionalism and respect to one another and all affiliates at all times to provide an example to the membership. Failure to do so will have an impact on the objectives set forth by the committee for the benefit of the membership and could be the basis for removal from the Executive Committee.

VII. Operating Procedures

Any portion of this Charter may be revised at any time by vote of a majority of the membership in attendance at an annual meeting or teleconference.

The Committee will sponsor at least one industry-specific educational session at each annual ACC meeting.

Members of the Committee will encourage new membership and active participation in Committee events and in the ACC.

A. Resignation/Vacancy

In the event of any vacancy in the Chair (by resignation, end of term or otherwise), such position shall be filled by Vice Chair (or if such position is vacant, by the

Secretary). In the event of any vacancy in the Vice Chair (by resignation, end of term or otherwise), such position shall be filled by the Secretary. In the event of resignation of the Secretary prior to the completion of his/her term of office, the highest-ranking officer shall have the authority to appoint a replacement from the Committee membership to serve the remainder of the term. If any Officer decides to not ascend to the next-highest ranking office in the event of a vacancy created by a resignation, then a special election will take place and such position shall be elected by a majority of the S&E membership present in a manner to be decided by the remaining Executive Officers. Subcommittee Chairs can be replaced by the Chair.

B. Removal from Office

Failure of an officer to meet responsibilities set forth in the Committee Charter may result in removal from office in accordance with the following procedure:

1. Any Executive Officer position may be brought to consideration by another Executive Officer .
2. A special meeting will be called by the Executive Officers to hear each side present their case. Both the Executive Officer in question and the party that requested the special meeting must be present at the time of the meeting, as well as a majority of Executive Officers and Council of Committees Executive Leaders. The Executive Officer in question will be provided notice of the special meeting in writing and such writing shall specify the concerns raised. It should be noted that the special meeting is not a formal hearing and no due process rights attach.
3. The decision to remove the individual in office will be decided by a majority vote of the Executive Officers, with any tie being decided by the Chair. If the Chair's position is in question, the ACC Council of Committees Executive Leaders will break any tie vote.

C. Other

Robert's Rules of Order will be the guide for all operating procedures not specifically defined in this Charter.

VIII. Leadership Objectives

The Executive Officers of the S&E shall work closely with ACC Staff to advance the goals of ACC and to comply with the minimum activity guidelines for the committees, including, but not limited to, the following:

1. Plan and conduct at least one (1) major substantive program each year for ACC's Annual Meeting.

2. Plan and conduct at least one (1) webcast on substantive sports and entertainment law related issue.
3. Encourage new membership and active participation in all S&E events and in ACC.
4. Develop productive working relationships with chapter presidents, other national committees, ACC Board of Directors, and ACC staff.
5. Periodically disseminate information and materials of general interest to the ACC membership in the form of Infopaks or other publication formats.

IX. Amendments

All amendments to this Charter must be approved by the Services Committee of the ACC Board of Directors before implementation occurs.