



BOARD RESOLUTIONS – August 2026 EDITION

Federation of Defense & Corporate Counsel
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I. PREAMBLE

A. Resolution Defined

A Resolution is a policy statement which guides and empowers the Board of Directors, the Executive Committee, and the membership of the Federation of Defense & Corporate Counsel (“FDCC” or the “Federation”) to conduct the business activities of the organization or sets forth a formal position statement of the Federation.

B. Manual of Board Resolutions

The Secretary-Treasurer and the Executive Director shall maintain and preserve documents containing those resolutions of the Board of Directors relating to the administrative and financial affairs of the FDCC. These shall be properly indexed and maintained annually and posted on the FDCC Website. The Bylaws and Resolutions shall be provided to any member who requests a copy. (July 1997 and as amended July 2009)

C. Federation Historian

In commemoration of the 70th Anniversary of the FDCC, a history of the Federation was commissioned and undertaken by the FDCC Special Projects Committee. The project members realized that important information about the earlier years of the FDCC had not been maintained within the organization’s records. As it is in the best interests of the FDCC to maintain historical information for future reference purposes, the FDCC shall strive to maintain historical records as may be reasonable and appropriate with such records being maintained under the domain of the Executive Director.

Therefore, the President may appoint a Federation Historian whose role it will be to advise the Executive Director on records to be maintained with the Federation Historian responsible, on an annual basis, for providing a narrative summary of the year’s accomplishments. (July 2006)

II. MEMBERSHIP

A. Limitations on Category Defense Counsel Members from a Single Firm

1. Law firms having more than 100 attorneys are allowed to have up to a total of 8 FDCC members, without regard to branch offices. Law firms, with less than 100 members, are allowed to have a number of FDCC members proportionate to their size. The following tiers for FDCC membership limits, based on the number of attorneys in a firm, are:

5 attorneys or fewer	1
6-10 attorneys	2
11-15 attorneys	3
16-30 attorneys	4
31-50 attorneys	5
51-75 attorneys	6
76-100 attorneys	7
More than 100 attorneys	8

(June 2002)

Attorneys, who are 65 years of age or older, shall not be included when counting the number of attorneys in a firm for purposes of this rule. (July 1981)

2. If, by reason of merger or new associations of lawyers, there are more than the allowable number of Defense Counsel FDCC members in one firm, all such members may remain FDCC members with all rights and privileges of such membership. However, new Defense Counsel members shall not be admitted from any such firm so long as any such new member shall cause the total Defense Counsel membership within the firm to exceed the number allowed by the existing Bylaws or Resolutions of the Board of Directors. (August 1988)

3. Approved Awaiting Admission

a. Should the total number of Defense Counsel Members reach the maximum number permitted under the Bylaws, including any additional members admitted under the authority granted by the Bylaws Article II, Section 2(a), the Board of Directors may continue to consider nominations of qualified nominees.

b. The Board may determine that a nominee is qualified for admission as a Defense Counsel Member and that the nominee shall be designated as Approved Awaiting Admission.

c. The Executive Director shall maintain a list, [not to exceed sixty (60) individuals] of those nominees designated as Approved Awaiting Admission.

d. As the total number of Defense Counsel Members are reduced below the maximum number permitted by the Bylaws, including any additional members admitted under the authority granted by Article II, Section 2(a), individuals designated as Approved Awaiting Admission shall be admitted into membership, in the order in which they were so designated, subject to an update of their qualifications at the Board's discretion.

e. A nominee designated as Approved Awaiting Admission may attend one Annual Meeting and one Winter Meeting as a guest and will be subject to all fees and assessments generally incurred by guests. (July 2005)

4. For any potential qualified nominee who is seeking admission to the FDCC, and who currently practices in a firm, that has reached its allotment (in any category), that prospect's name first shall be submitted, reviewed and approved by the Executive Committee before submission to the Admissions Committee to determine if an exception should be made to exceed the presumptive numerical limit. Consideration will be given by the Executive Committee to diversity, geographical diversity and any other factors of importance determined by the board in accord with the FDCC's strategic plan. (March 2017)

B. Photographs of Nominees for Membership

No nominee shall be asked to submit a photograph before his/her nomination has been acted upon favorably by the Board of Directors. However, no nominee for membership in any category (Defense Counsel, International Counsel, Corporate Counsel, or Industry) shall become

a member unless a 3” x 5” photograph that can be included in the membership roster is received by the Executive Director along with payment of the Admission Fee and dues after election to membership. (July 2000)

C. Expedited Procedure for Corporate Counsel and Industry Member Nominations

1. Nominees for Corporate Counsel and Industry membership will be forwarded **immediately** by the Executive Director, after the initial paperwork is completed, to the Chair of the Admissions Committee for review and evaluation. These nomination forms are to be sent even after any deadline set by the Admissions Chair for receipt of membership nomination forms has expired.

2. The Admissions Committee may, upon the approval vote of its Chair and two Vice Chairs, approve and recommend to the Board Chair, at any time, the admission of a nominee for membership as a Corporate Counsel or Industry member. Upon receiving such a recommendation from the Admissions Committee, the Board Chair is authorized to submit the recommendation to the Executive Committee which, in its discretion, may consider such a recommendation as being an “urgent matter” upon which the Executive Committee has the authority to act for the Board during those intervals between meetings of the membership as provided by the Bylaws, Article IV, Section 2(a). Upon approval of two-thirds of the membership of the Executive Committee, the Corporate Counsel or Industry member nominee shall be admitted to membership. (August 1990).

3. Industry Members: To be eligible for election to Industry Membership, an individual must: (1) have responsibility for and/or devote a substantial amount of professional time to the administration, management or defense of civil litigation within or outside the United States or is otherwise involved in handling legal matters for their employer and have responsibilities that are at

least regional within the country in which the corporation, insurance company, or business entity is located; and (2) be of high professional standing and good moral character. (August 2014) (August 2016)

4. The Board of Directors shall develop and implement appropriate ways and means to obtain additional qualified Corporate Counsel and Industry members. (July 1995)

D. Transfer from One Membership Category to Another

1. A member who ceases to be qualified for the category of membership to which he or she was elected must notify the President of this fact. If the member believes that he or she is qualified for another category of membership in the Federation, he or she should make that request to the President and the following process will be followed:

a. The President shall refer the request to the Admissions Committee, which shall gather preliminary information from the member on whether the member is qualified for the new category of membership. The Admissions Committee, in its discretion, can request additional information or authorize an investigation to ensure that the member meets all of the qualifications for the new category of membership.

b. The Admissions Committee shall review the member's qualifications for the new category of membership and provide a recommendation to the President on whether (1) to transfer the member to a different membership classification, or (2) to seek his or her removal from the Federation's membership. The President shall then provide the recommendation to the Executive Committee, which shall decide whether to accept or reject the recommendation of the Admissions Committee. If the Executive Committee determines that the member should be transferred to a different membership category, the member will be advised and the Executive Director shall change the membership category in the roster and adjust the member's dues for the balance of the year.

c. If the Executive Committee determines that the member should be removed from the Federation's membership, the member may seek reconsideration by the Board of Directors by written request to the President within 30 days of notice of the decision. Upon receipt of such a request, the President shall afford the member an opportunity to be heard before the Board of Directors at the next Annual or Winter Meeting. If a two-thirds (2/3) majority of the Board determines that the member fails to meet the requirements for continued membership as provided in this Article or otherwise in these Bylaws, the member shall be removed from membership in the Federation. (July 2012)

E. Emeritus Membership Procedure

Emeritus Member status is reserved for those members who have rendered exemplary service to the Federation; who have made outstanding contributions to the organization in comparison to their peers; whose exceptional efforts have advanced the objectives and purposes of the organization; whose dedication to the defense bar and community has served the purposes and objectives of the Federation; and, who are not engaged in activities inconsistent with those objectives and purposes.

A member may be considered for Emeritus status when such member has been:

1. A Defense Counsel Member of the Federation in good standing for over twenty (20) years, and has retired from the active practice of law; or,
2. An International Member of the Federation in good standing for over twenty (20) years, and has retired from the active practice of law.
3. A Corporate Counsel, Industry or Special Member of the Federation in good standing for over fifteen (15) years, has resigned or retired as an officer or employee of a private corporation or business entity, and is not actively engaged in the practice of law.

A member seeking election to Emeritus Member status shall submit a written request to the President of the Federation, who shall bring the request to the Emeritus Committee. The written request shall include information in sufficient detail to allow the Emeritus Committee to fairly consider the request.

a. Emeritus Committee

The Emeritus Committee shall consist of the following six persons: (1) Chair of the Board of Directors; (2) President; (3) President-Elect; (4) Secretary-Treasurer; (5) one Past President, who shall be appointed by the President, and who has been a Past President for more than five years; (6) a Director, appointed by the President.

b. Board Action

Upon submission of a recommendation by the Emeritus Committee, selection for Emeritus Members status shall be by a vote of not less than two-thirds (2/3) of the Board of Directors. An Emeritus Member shall retain the rights and privileges of his/her prior membership classification and shall not be required to pay dues. (February 2009)

F. Roster of Members - Home/Residence Telephone Numbers

In the FDCC Roster of Members, the work/residence/cell phone numbers of all members, unless the member requests otherwise, will be published. E-mail addresses of spouses and/or significant others of each member will be published, with permission. (July 1995, as amended May 2009, February 2018)

G. Attendance at Meeting within Two Years of Election

1. The requirement that a new Defense Counsel (U.S.) Member must attend a meeting within two (2) years of election is not satisfied by attendance at the meeting at which the member was elected to membership, or by attendance at a meeting where such member was designated as Approved Awaiting Admission. (July 2005)

2. The Executive Committee is authorized to grant an extension of the two-year period in which new members must attend a Winter or an Annual Meeting when, in the judgment of the Executive Committee, good cause for such an extension has been shown. (February 1998)

H. State and International Representatives

The President shall annually appoint a State Representative for each state. The work of the State Representatives should be assigned, coordinated and guided by the Membership Development and Retention Committee, and would include, but not be limited to: seeking out qualified new members in certain geographical areas and in international, state and local defense associations; seeking out qualified corporate and insurance industry members; and retaining existing members.

State and International Representatives shall be appointed so as to promote the goals of the FDCC including the development and retention of membership in the FDCC as well as promote efforts of Lawyers for Civil Justice within their given state or country. Each such representative shall serve a term of two (2) years and may serve subsequent terms as appointed by the President. The work of the State and International Representatives shall be administered by coordinators who shall report to a Vice-Chair of the Projects and Objectives Committee. The specific responsibilities of the State/International Representatives can be found on the FDCC's website. Such duties are reflected in a memorandum dated December 12, 2005 which should be updated on a periodic basis and any such changes will be posted on the FDCC's website. (March 2006)

I. Death of a Federation Member

In the event of the death of a Federation member, the member's spouse will continue to receive all FDCC publications for two years. During such time, his/her spouse will be given the opportunity to attend the Annual and/or Winter Meetings at their own expense. No dues will be

charged to the spouse during this two-year period. Should his/her spouse desire to continue to participate in the FDCC after the two-year period has expired, he/she may request, in writing, permission to the President who will decide what, if any, arrangement would be appropriate going forward. (July 2006)

J. Logo Usage

1. Who May Use Logo: Only FDCC members may use the FDCC logo, unless otherwise permitted.
2. Where to Use Logo: The logo may be used on the profile/bio page of an FDCC member and on communications sent by a member, by regular mail or email. The logo may not be used at any other location on a firm or company website. (February 2018)
3. How to Use Logo: The logo must include a hyper-link to FDCC's home page: <http://www.thefederation.org>. The logo should only be used in a manner that supports the FDCC's mission.
4. Altering Logo is Not Permitted: The logo's size, color and design may not be altered in any way. Its size may be changed but not the proportions of the logo.
5. Right to Change or Cancel: The FDCC reserves the right to change or cancel these guidelines at any time.

K. Change of Board Names and Terms

The amendment to Article IV of the Bylaws, implemented as of March 9, 2012, changed the names and terms of Vice Presidents (now Directors) and Directors (now Senior Directors). (February 2018)

III. FDCC DUES

Dues will be determined by the Board on an annual basis and published to the members.

(Amended February 2018)

Special provisions regarding dues for Corporate Counsel and Industry members:

1. The initiation fee will be waived for new Corporate Counsel and Industry members.

IV. ADMINISTRATIVE COMMITTEES

A. General Rules

1. Expenses

Chairs of Administrative Committees may seek reimbursement and can be reimbursed for reasonable and necessary administrative expenses. Photocopying charges shall not exceed .15 per copy. (July 1993).

2. Appointments

- a. Appointing administrative and ad-hoc committee chairs involves many considerations, including:

- (1) Matching the skills and attributes of the appointee with the task;
 - (2) Providing opportunities for the nine (9) Directors and members-at-large to develop and demonstrate their leadership skills;
 - (3) Allowing the nine (9) Senior Directors to demonstrate their leadership skills and to work closely with a broad cross-section of the FDCC members during their approximately three years of Board service prior to the time they may seek the office of Secretary-Treasurer;
 - (4) Ensuring that the nine (9) Senior Directors have sufficient time to devote to policy considerations and administrative oversight;

(5) Ensuring, to the extent possible, that the committee chairs reflect diversity, including but not limited to, with respect to race, national origin, gender, sexual orientation, and disability/accessibility.

b. These considerations may, from time to time, be in conflict, obligating those making the appointments to weigh and balance them against each other.

c. Accordingly:

(1) With the exception of the Projects & Objectives Committee, the Membership Development Committee, the Membership Recruitment Committee, the Finance and Budget Committee, and the Bylaws and Resolutions Committee, the President should appoint individuals other than an Officer or the nine (9) Senior Directors to Chair the FDCC's administrative committees, absent exceptional circumstances; and

(2) The President should give due respect to the above considerations, including striking a proper balance and diversity, when appointing chairs for all the administrative and ad-hoc committees. (July 2005; amended February 2012; amended August 2023)

B. Specific Committees

1. Admissions Committee

The Admissions Committee will consist of up to fifty (50) members to review and evaluate nominations to membership and submit recommendations for admission to membership to the Board of Directors. The President shall appoint at least six (6) members to the Committee each year for a term of five years and shall appoint the Chair and Vice Chairs. The Chair and Vice Chairs shall serve one-year terms at the pleasure of the President. (February 2018)

2. Contracts Committee

a. The Contracts Committee will review all contracts or other binding obligations involving \$5,000 and above proposed to be entered into by the FDCC. Additionally, it is the discretion of the Contracts Committee to determine on a case-by-case basis whether or not a contract should contain an "Arbitration clause." (July 1996)

b. All proposed contracts, or other binding obligations involving more than \$5,000.00 shall be submitted to the Executive Committee for review and approval prior to execution. (July 1991)

3. Finance and Budget Committee

a. The President and Secretary-Treasurer are authorized to establish and maintain bank accounts with a bank of his/her selection in the name of the Federation of Defense & Corporate Counsel, Inc. for the deposit and withdrawal of funds and the President and/or Secretary-Treasurer are authorized on behalf of the Federation to execute, on behalf of the FDCC, a corporate resolution establishing such an account.

b. Budgets Required Annually from Committees/Projects:

Each committee or project of the FDCC shall submit to the President and the President-Elect and Secretary-Treasurer each year by July 1 or as otherwise specified by the President or President-Elect each year, a budget setting forth projected income and expenses for the upcoming fiscal year and a recapitulation of the past year. The budget shall contain an itemized detail of income and expenses, which shall document all proposed disbursements and sources of income. The budget shall be submitted for approval to the Finance and Budget Committee.

c. Presentation Of Budget By Incoming President:

Each incoming President shall, before the commencement of his/her term, present before the Finance and Budget Committee and the Board of Directors, a budget for the upcoming year.

After discussion, the budget must be approved by a majority vote of the Board. After discussion, the budget must be approved by a majority vote of the Board.

In order to facilitate compliance with this requirement, the incoming President, the Federation's Finance Director and Meeting Planner and Convention Chairs for the coming year's Winter and Annual Meetings shall be involved in this process from its beginning. The following calendar shall apply:

June 1, 20XX: Draft *pro forma* Budgets for the coming year's Winter and Annual Meetings and for the coming year's Annual Budget shall be presented to the Officers for review;

June 15, 20XX: Draft Operating budgets for the coming year's Winter and Annual Meetings and for the coming year's Annual Budget shall be combined and presented to the Officers review and input;

July 1, 20XX: Committee and Project budgets submitted per paragraph (b) above shall be combined into the Draft Operating Annual Budget and such Draft Budget thereafter submitted to the Officers. The Secretary-Treasurer then shall submit the Draft Budget as a proposal to the Finance and Budget Committee for approval and recommendation to the Board for discussion and approval by a majority vote of the Board before commencement of the incoming President's term.

Once approved, additional line items may be added to the budget only with the advice and approval of the Executive Committee and, in the event the additional line item is budgeted at \$20,000 or more, the approval of the Board after presentation to the Finance and Budget Committee. The President shall report actual performance against budget on an interim basis to the Executive Committee and at the Winter Meeting to the Finance and Budget Committee, which shall in turn report to the Board regarding same. (February 29, 2000; amended July 2022)

d. Payments of FDCC Funds:

(1) Authorization

The authority of the officers to authorize payment of FDCC funds

shall be as follows:

- Up to \$5,000. per transaction may be approved by the Executive Director or Chief Financial Officer or any FDCC officer, but transactions totaling more than \$50,000. in any one calendar month must be approved by either the President or Secretary-Treasurer.
- Between \$5,000 and \$25,000 per transaction: requires approval of the President or Secretary-Treasurer.
- All general fund payments in excess of \$25,000.00 must be approved by at least two officers of the Board of Directors.

Authorization, as referred to in this section requires that the Executive Director or Chief Financial Officer to obtain specific approval for each such payment via email for each individual payment by emailing the request for payment, along with any back-up materials substantiating that payment, to the approving officer and receive a response email from the officer(s) approving such payment. The Executive Director or Chief Financial Officer shall maintain records of these email requests and approvals. (October 2020)

e. Check Signing Authorization

(1) Upon receipt of authorization as set forth in the preceding section e, all checks, drafts, orders, and other payment authorizations on any or all accounts in the name of the Federation with any bank, brokerage house or other financial institution, shall be signed by the Chief Financial Officer or Executive Director, or by the Secretary-Treasurer or, in his/her absence or inability to act, by the Board Chair, or the President. (February 2018; amended October 2020)

(2) Specifically excluded from the authorizations above are transfers of funds to FDCC Cash Investment Reserves or from one Federation savings account to another; such transactions and transfers (other than transfers from savings into checking accounts)

shall be reported to the Secretary-Treasurer and President in advance. (March 1984 and as amended July 2025)

f. FDCC Cash Investment Reserves:

Investment funds of the FDCC are to be invested in the following allocation: 20% (+/-5%) in cash, 30% (+/- 5%) in Stocks, and 50% (+/- 5%) in AAA rated bonds. The investment allocation shall be reviewed by the Finance and Budget Committee at each convention. (July, 2009)

g. Convention Surplus Funds:

Any surplus funds generated from a Convention, as that term is defined in the Resolutions, is to be placed in a Convention Surplus Fund. This fund shall be shown as a separate line item in future budgets and other financial records. The Finance and Budget Committee shall monitor the Convention Surplus Fund. Those monies may be used for General Fund operations including outreach efforts, and other such programs and projects but only if there are no other funds available. The Finance & Budget Committee, after having heard from the Executive Committee, should recommend to the Board when and to what extent the Convention Surplus Funds may be used for General Fund operations, for future conventions, or returned to the membership and in what form, e.g., special events, donation to the Foundation, etc. (July, 2004)

h. Special Project Surplus Funds:

Any surplus funds generated by a special project may be placed in an escrow account at the discretion of the Finance & Budget Committee. Such excess funds shall be utilized to fund future special projects at the request of the President, with the advice and consent of the Finance & Budget Committee and approval by the Board; and, such excess funds shall be administered similarly to the Convention Surplus Fund. Surplus funds are defined as excess over return of Foundation seed money and money needed for continuing operations of that project. (February, 2007)

i. Convention Deposit Account:

A Convention Deposit Account in the amount of \$200,000 shall be established for the purpose of funding deposits for future conventions. This account shall be shown as a separate line item in future budgets and other financial records and shall be an interest-bearing account. The Convention Deposit Account shall be funded with investment income generated through the FDCC Cash Investment Account. These funds, considered to be an advance to be repaid, shall be kept separate from the funds in the FDCC Cash Investment Account so that they are not included in the FDCC Cash Investment Account allocations as set forth in IV.B.3.f.

The Convention Deposit Account shall maintain a balance of \$200,000. In each year when investment income is generated in the FDCC Cash Investment Account, funds necessary to maintain \$200,000 in the Convention Deposit Account shall be transferred from the FDCC Cash Investment Account to the Convention Deposit Account. Any remaining investment income shall be rolled into the principal of the FDCC Cash Investment Account. Removal of funds from the Convention Deposit Account shall be approved by the Executive Committee. In the event convention deposit funds are needed in addition to those funds maintained in the Convention Deposit Account, and the additional funds sought are from the FDCC Cash Investment Account, the Finance & Budget Committee, after input from the Executive Committee, shall make a recommendation to the Board for a final vote regarding the transfer of funds.

When funds from the Convention Deposit Account are used as a deposit for a convention, those funds shall be replenished to the Convention Deposit Account, on a quarterly basis, from that convention's registration fees until such time as the deposit amount is repaid in full. (July 2025)

j. FDCC Cash Investment Account:

The Finance & Budget Committee shall monitor the FDCC Cash Investment Account ("Investment Account"). In addition to the use of the funds as set forth in Resolution IV.B.3.i

above, funds within the Investment Account may be used for General Fund operations if there are no other funds available. Unless otherwise directed in the Resolutions, the Finance & Budget Committee, after input from the Executive Committee, should make recommendations to the Board for a final vote when and to what extent funds within the Investment Account may be used for the General Fund operations or other purposes. (July 2025)

4. Nominating Committee

a. Campaign Policy

(1) The FDCC encourages its members to appear before the Nominating Committee and endorse a particular candidate (or candidates) for Federation office.

(2) However, candidates for office shall not solicit FDCC members to commit themselves to support a particular candidate. Candidates, nevertheless, may inform FDCC members of their candidacy, and urge them to appear before the Nominating Committee to speak on their behalf if they see fit. (February 2000, and as amended June 2000)

(3) It is extremely important that the members of the Nominating Committee strictly keep confidential all statements, submittals, and presentations made by FDCC members to the Committee, as well as the deliberations and voting tallies of the Committee, and that such information not be revealed to anyone outside the Committee. (July, 1997)

(4) In order to allow the FDCC membership ample time to consider potential leadership candidates for officer and Board of Directors positions, the following procedures have been established:

b. Declarations

(1) Secretary/Treasurer candidates must declare their intention to be considered for nomination at the annual meeting by 5:00 p.m. local time of the day before

the business meeting of the FDCC's Winter Meeting preceding the annual meeting in which they seek to be nominated.

(2) Should there be only one declared candidate, and such individual becomes unable or unwilling to serve prior to being elected by the membership at large, the President, after consulting with the Officers, will determine the methods and procedures to be employed under such circumstances.

(3) Those eligible to serve on the Board of Directors are not required to make any prior declaration of intent to be considered for such position. However, all

eligible candidates will be publicized pursuant to paragraph c. herein.

The Nominating Committee is not limited by those seeking a Board of Directors position or those proposed by individual members of the Federation.

(4) Director candidates are encouraged to notify the President of their desire to serve 30 days prior to the annual meeting, enabling the President to notify the membership of those candidates who have expressed a desire to be considered. However, the Nominating Committee is not limited to those seeking a Director position or those proposed by individual members of the FDCC. (as amended February, 2012)

c. Publication of Candidates

(1) Secretary/Treasurer candidates will be disclosed to the membership-at-large at the Winter business meeting the next morning after disclosure of their intention to seek office. The names and photographs (if available) of such individuals will then be placed on the FDCC's website, along with a biographical summary of their work in the Federation. Each candidate will also be pictured in the Spring Federation Flyer, Members will be directed to the website to review the biographical information of each candidate. The candidates will also be

announced during the opening session of the Annual Business Meeting at which the Nominating Committee will consider their candidacy.

(2) Senior Director candidates will be disclosed to the membership-at-large at the annual business meeting the next morning after disclosure of their intention to seek office. The names and photographs (if available) of such individuals will then be placed on the FDCC's website, along with a biographical summary of their work in the FDCC. Each candidate will also be pictured in the Spring Federation Flyer. Members will be directed to the website to review the biographical information of each candidate. The candidates will also be disclosed during the opening session of the Annual Meeting at which the Nominating Committee will consider their candidacy. (as amended February, 2012)

(3) Any Director candidate, who declares within the time period set forth above, shall provide an FDCC CV to the Executive Director to be made available on the FDCC's website for the membership-at-large. All candidates, who have declared by the opening session of the annual meeting, will be announced to the membership-at-large. (as amended February, 2012)

(4) Nothing in this publication procedure should be construed as a limitation or restriction upon the Nominating Committee or on any member seeking office as a Senior Director or Director beyond the qualifications set forth in the Bylaws. (as amended February, 2012)

d. Procedures for Addressing the Nominating Committee

To minimize the waiting time of those who wish to speak to the Nominating Committee, the Secretary/Treasurer, in conjunction with the Executive Director, will place a sign-up sheet in the Convention Registration area which will permit anyone to sign up to speak to the committee. Electronic sign-up will also be available prior to the Annual Meeting dates. The order of the first

presenters to the Nominating Committee will be fixed. The order will be as follows, unless otherwise agreed by the officers; President, President-Elect, Secretary/Treasurer, declared Senior Director Candidates, declared Secretary/Treasurer candidates, and declared Director Candidates. Once the Nominating Committee has heard from the officers and candidates, any member who has signed in may speak on a first-come, first-served basis. The allocation of time for each of the time slots will be determined by the officers prior to the board being posted for sign-up. Each FDCC member is encouraged to provide a contact number (preferably a cell phone number) and an email address for the committee to reach them if it is necessary to advise that the committee is either available to see them sooner or is delayed.

(1) Any member, who is unable to attend the Annual Meeting, is encouraged to provide input on candidates to the nominating committee. Members should provide comments in writing to the FDCC President. Such comments should be considered confidential. The President will provide all input to the Chair of the Nominating Committee. (as amended February, 2012)

5. Publications Committee

a. No law firm advertising is permitted in any of the FDCC publications. (July 1997, as amended February 2018)

6. Social Media Committee

a. A Social Media Committee has been established to provide social media editorial oversight. Annually, the President shall appoint, in addition to the Website Editor, three Assistant Website Editors and such other members as the President deems appropriate to carry out the responsibilities of the committee. (February 29, 2000)

7. Corporate Counsel Symposium Committee

a. The Corporate Counsel Symposium (“CCS”) Committee shall be composed of a Chair, Vice Chair, and Deans of Curriculum and Marketing. When possible, the CCS should be held in conjunction with the Fall Projects and Objectives Meeting. Programming for the CCS should be geared toward Corporate Counsel and Risk Managers. The CCS should act as a forum and educational program that enables corporate counsel, risk managers, nationally known lawyers, judges, professors, and experts to meet and candidly discuss the defense and management of litigation.

8. Amicus and Public Policy Committee

An Amicus and Public Policy Committee has been established for the purpose of preparing and submitting appellate briefs on core issues to the Federation, as determined by the Executive Committee after full and careful; under the following guidelines:

a. Member Request:

(1) A written request must be submitted to the Amicus Committee Chair providing details as to timing and contents, as well as providing a summary of the issue and the briefs filed to date. Upon receipt, the Committee shall convene and vote upon the request. This vote shall occur expeditiously. Upon the Committee’s decision, the Chair should provide the results and requisite information to the President for submission to the Executive Committee. Included within the submission to the Executive Committee shall be a summary of the issues. The Executive Committee will make the final determination as to whether the FDCC will participate in filing an Amicus and will consider the Court in which the action is pending.

b. Issues Presented:

(1) The issues upon which the Federation participates in preparing an Amicus brief shall be issues common to the members of the FDCC. Such issues shall

include, but not be limited to: Attorney/Client Privilege, Attorney Work Product, Daubert Issues, Punitive Damages, and the application and implementation of the Rules of Civil Procedure.

c. Preparation of Brief:

(1) If the Executive Committee decides to participate in the filing of an Amicus brief, the Amicus Committee Chair shall appoint a member/members to author the brief. Upon final approval of the brief by the editors, the brief shall be filed. The state representatives of the FDCC, or members of the Appellate Committee within the designated state, shall assist the Committee with the logistics of the filing of the brief.

d. Members of the Committee:

(1) The Committee Chair shall be a member of the Appellate Law Section of the Federation. Members of the Amicus and Public Policy Committee shall also be members of the Appellate Law Section of the Federation. The President of the FDCC shall appoint the members of the Amicus and Public Policy Committee. The President shall appoint two or three individuals to serve as the final editors. These individuals shall be active in appellate practice and familiar with the intricacies thereof. (July 2007)

9. Projects and Objectives Committee

a. Meetings

One Projects and Objective Committee Meeting per year may be scheduled at a time other than the Annual or Winter Meeting of the FDCC. The President, Board Chair, President-Elect, and Secretary-Treasurer, together with the Chair, Vice-Chairs, and all sitting members of the Committee (or their designees), shall be invited to the meeting. The transportation, lodging, and group meal expenses of those attending shall be paid by the FDCC. (August 1985)

10. Meeting Sites Committee (July 2023)

a. The Sites Committee shall be chaired by a Past President and shall include at least one Senior Director that has been Chair of a Convention, a Director, and a member at large that has attended at least two (2) Winter Meetings and (2) Annual Meetings in the past eight years.

b. The Sites Committee should have at least the next eight meetings (four Annual and four Winter meetings) approved by the Board at any given time. (as amended Oct. 2023)

c. The Sites Committee shall hold regular meetings at the Winter and Annual Meetings in person and as otherwise necessary.

d. At each Annual or Winter meeting the Committee should be prepared to:

(1) Present to the Board for a formal vote two or more recommended sites for the next open meeting together with its analysis of the pros and cons of each recommended site. Any such approval should be given subject to final negotiation of an appropriate contract.

(2) Solicit Board input for other possible future meeting sites, including sites the Chair, in consultation with the Meeting Planner, and the Committee have vetted as possible locations for at least the next open meeting on the Federation's schedule.

e. RFPs for the next open meeting should go out within a month of the Annual or Winter meeting. Such RFPs should be reviewed with the Officers and with any Board members that have been convention chairs to identify any revisions or modifications needed based upon recent experiences, changed circumstances or priorities, or similar considerations.

f. I-3, CCS and other meeting sites should be reviewed by the Committee and approved by the Board to ensure consistent vetting and process.

V. COMMITTEES OF THE BOARD OF DIRECTORS

A. Evaluation Committee

1. The Evaluation Committee shall not hold more than one meeting per fiscal year without the prior approval of the Board of Directors.

2. The Chair of the Evaluation Committee shall, after consultation with the Board Chair, determine the place and dates of the meeting. Expenses for transportation, lodging and meals for the Committee members and their spouses or significant others over the official meeting dates shall be reimbursed by the FDCC. (February 1998)

VI. SECTIONS

A. General/Rules

1. Annual Reports

Prior to the end of each calendar year, each Section Chair shall submit to the Chair of the Projects and Objectives Committee a written report of the section's activities and proposed activities. The Projects and Objectives Committee Chair shall then provide an overall report to the Board at the Winter Meeting. (July 1991)

2. Expense Reimbursement

a. Section Chairs and Vice Chairs are not to be reimbursed by the FDCC for ordinary expenses such as postage, copying, telephone, and the like. (February 27, 2001)

b. Extraordinary expenses for special projects may be reimbursed by the FDCC if prior approval is obtained from the Board or the Executive Committee. (July 1991)

3. CLE Required

Recognizing that the Plenary CLE Session may be two (2) hours each morning, each substantive law section shall be required to offer at least one hour of CLE at one of its meetings each year. See also, VIII, CLE.

4. Submission of Convention Agendas

The Section Chair shall advise the Program Chair, who in turn shall advise the Convention Chair President, of agenda items that will be included in the Schedule of Events. (July 1993)

5. Meeting Topics

Each substantive law section is required to provide, as part of its meeting agenda, a format of emerging or cutting-edge issues to be covered and discussed at each substantive law section meeting, and to consider (and act on, if appropriate) outreach efforts that may be suitable for the Section (e.g., the Construction Law Section and the American Concrete Association.)

VII. EXPENSES OF BOARD OFFICERS and BOARD MEMBERS

A. Meetings of Sister Organizations

1. The FDCC shall reimburse the expenses of the President, the President-Elect, and their spouses (or significant others) for registration, transportation, lodging, and meals related to attending the ADTA, IADC, LCJ, DRI, DRI Board Meetings (to the extent that those expenses are not reimbursed by the DRI), and other meetings of sister or related organizations to which the President or President Elect is invited. (February 27, 2001; Revised August 2026)

2. The FDCC shall reimburse the expenses of an FDCC Past President and his/her spouse (or significant other) for transportation, lodging, and meals in attending an LCJ Board of Directors Meeting while serving as a member of the LCJ Board of Directors or as a current or prospective LCJ Officer, to the extent that those expenses are not reimbursed by the LCJ.

B. Conventions (Annual and Winter Meetings)

1. The FDCC shall pay or reimburse the expenses of the Board Chair, the President, the President-Elect, and the Secretary-Treasurer, and their respective spouses or significant others, for registration, transportation, lodging, and meals (including any surcharges for meals) in attending the Annual and Winter Meetings. Officer expenses – but not spouse or

significant other expenses – are reimbursed for auxiliary meetings such as CCS and I-3, as well as for those costs reasonably necessary for the entertainment of members and guests of the FDCC in the performance of the Officers’ official duties. Such reimbursement shall not, however, include personal expenses such as golf, tennis, telephone, etc. (August 1985; amended August 2021; revised August 2026)

2. The FDCC shall reimburse the transportation expenses of members of the Board of Directors (but not their spouses or significant others) in attending the Annual and Winter Meetings and FDCC Board Meetings. (August 1985; Revised August 2026)

C. Meetings of Professional, Business, or Governmental Bodies at Which FDCC Should Be Represented

The President, after consultation with the Board Chair, may attend, or may designate any other FDCC member to represent the FDCC in his/her stead, at any professional business, governmental meeting, hearing, or other function, at which, in the President’s judgement, the FDCC should have representation. The expenses for transportation, lodging, and meals incurred by the person attending shall be reimbursed by the FDCC.

D. Professional Meetings to Which an FDCC Representative Is Invited

The FDCC shall reimburse the expenses of the President for transportation, lodging, and meals for his/her attendance at professional meetings to which an FDCC representative is invited if, in the President’s judgement, it is in the FDCC’s interest to have representation at such meeting. The President, in his/her sole judgment, may designate another FDCC member (preferably the Board Chair or President-Elect) to attend any such meeting in his/her stead. (August 1985; Revised August 2026)

E. Officers’ Office Expenses

The following four Officers will receive the indicated annual stipend for their office expenses (July 1996)

Chair, Board of Directors	\$ 1,000.00
President	\$ 6,000.00
President-Elect	\$ 5,000.00
Secretary-Treasurer	\$ 1,000.00

F. Procedure for Reimbursement of Expenses

1. All requests for reimbursement of expenses shall be submitted to the Executive Director no later than thirty (30) days after the expenses are incurred. Any requests submitted after thirty (30) days shall not be reimbursed unless an Officer (other than the Officer requesting that reimbursement, if an Officer is requesting the reimbursement)) expressly determines that good cause has been shown. (July 1991) With the exception of travel outside the contiguous United States and Canada, such reimbursement requests shall not be submitted until after such meeting, but shall be submitted within 30 days of the conclusion of the meeting. For meetings outside the contiguous United States and Canada, Officer and Board Members (if applicable) shall purchase their travel tickets no later than 120 days before the meeting and may submit their requests for reimbursement before the meeting. If approved by the Secretary -Treasurer and the President, such reimbursement shall be paid within 30 days of the submission of the reimbursement request.

2. All requests for reimbursement of expenses shall be presented with an expense reimbursement form, copies of the airline itinerary, or other information showing the cost for airfare and copies of car rental billing forms (if a car has been rented), together with other appropriate documentation for any expense exceeding \$50 for an individual item should be attached. Receipts shall be considered appropriate documentation. (August 1985; Revised August 2026)

3. Should a Board Member not attend a meeting for which he/she has received reimbursement for any reason, he/she shall refund any expenses paid within 30 days after the meeting ends. (Amended August 2026)

G. Definition of “Transportation” Expenses

1. Reimbursement for transportation is limited to the following:

a. The lower of the actual airfare or round-trip coach airfare between the person’s place of residence and the meeting site; however, if the travel is outside the contiguous United States and Canada, the Chairman of the Board, President, President-Elect and Secretary Treasurer shall be reimbursed for business class airfare or lower for travel for themselves and their respective spouses or significant others. Any additional request for reimbursement in excess of coach fare must be approved in writing by the President or Secretary-Treasurer and only for special circumstances. (amended October 2022; August 2026)

b. The cost of transportation between the destination airport and the meeting site by taxi, ride share, or rental car (with rental car costs to be limited to the cost of taxi or ride share between the destination airport and the meeting site.) (August 2026)

c. The cost of transportation between the person’s residence and the departure airport, including long-term parking for the period of the meeting. If transportation between the person’s place of residence and the meeting site is by personal auto, reimbursement shall be at the then current approved IRS rate per mile or in the amount of the round-trip coach airfare, whichever is less. (July 1993, amended July 1995)

VIII. CLE

A. General Procedures

1. The FDCC shall pay the sponsor fee required by any state where such fee is less than \$100 annually.

2. The registration forms for the Winter and Annual Meetings shall include a space for the member to insert his or her State Bar ID number.

3. The Convention Chair shall have extra copies of the attendee registration list at each educational session which should be initialed by each member attending to verify his or her

attendance. These lists will then be given to the CLE Coordinator to use in verification of attendance in connection with application for credit to the various states. (February 1989)

4. CLE program materials shall be available in electronic format. The Program Chair shall copyright the CLE program “materials” in the name of the FDCC and shall further secure a written copyright release from all authors. The copyright should provide that reproduction of materials for purposes other than for sale is granted. Each paper shall have a title page and

curriculum vitae of the presenter, prepared in accordance with the form contained in the Program Chair's Manual. (February 1994).

5. All convention materials shall include information regarding the topics, speakers, and CLE offerings of the various substantive law sections.

6. The Winter and Annual Meetings should be self-sustaining to cover all CLE, program costs, and expenses through the registration fee. (July 1994)

7. The plenary CLE session programs should involve topics that are of general interest and not be focused on a particular substantive law section interest. The topics for the Plenary Session should not be deferred to the substantive law sections, but should be the product of a joint effort by the Section Chairs, the Projects and Objectives Committee, the CLE Committee and the Program Chair. The Program Chair should be responsible for the coordination of these efforts.

8. The primary focus of the final morning program should be special and/or featured speakers, the business meeting and promotion of the next meeting. Therefore, other presentations scheduled for the final morning should be limited.

IX. CONVENTIONS

A. Scheduling

1. The principal events of the Annual and Winter Meetings shall be scheduled on the chosen hotel's availability and/or the determination of the Board. (February 1991, and as amended February 2018)

B. Budgets

1. A standard form, used for the budget and final financial report, will itemize all of the categories of income and expenses that are charged against that income. Also included will be a separate itemization of all expenses to be charged to the General Fund.

2. All requests by any person (including, but not limited to the Convention Program Chair) for a particular expense be charged to the Convention or the FDCC and be paid from either Convention funds or FDCC funds shall be submitted to the Convention Chair in writing. If the Convention Chair approves the request, in whole or in part, he/she shall so indicate forwarding the request to the President who, if he/she concurs, shall so indicate. Only that portion of the requested expenses so approved by both the General Convention Chair and the President shall thereafter be paid from Convention funds or FDCC funds.

3. Before the final financial report for any convention is submitted to and approved by the Board, the General Convention Chair shall submit a draft of the final report, together with the originals or copies of all paid and unpaid invoices, and all records of receipts, to the Secretary-Treasurer. The Secretary-Treasurer shall review all the invoices and records of receipts to ensure that they are in conformity with the resolutions and policies by the Board.

4. Meeting registration forms and registration fees will be processed by the Executive Director's office. (February 1994)

In respect to the Winter and Annual Meetings:

a. Any financial surplus of a Winter or Annual Meeting shall be retained by the FDCC as part of its Convention Surplus Fund to protect the organization against possible future losses or extraordinary expenses;

b. The Winter and Annual Meetings are to be budgeted so as to fully cover all Convention-related expenses and not to sustain any loss. Convention-related expenses include pre-convention site visits made by the President, the Convention Chair, the Executive Director, and/or the Program Chair, as well as the officers' suites at the Convention. If the General Fund has advanced Convention-related funds to the Convention Chair, the Convention income shall be sufficient to reimburse the General Fund for such advances. Profit or loss for any

Convention shall be calculated after repayment of these advances.

c. Indirect expenses associated with the Convention, which are the responsibility of the General Fund, are:

- Meals at all Board and Committee meetings;
- Meals at the FDCC Foundation Board meeting;
- All expenses associated with the Past Presidents Dinner;
- All expenses associated with Special Friends, including the Special Friends Dinner and gifts.

d. These indirect expenses shall be included in the Convention budget, but shall not be considered in the determination of profit or loss for any Convention. (February 29, 2000)

e. If during a Winter or Annual Meeting, the Convention Chair and the President conclude that a surplus is going to occur, they may utilize a portion of the anticipated surplus to provide additional amenities and provisions to the attendees. (July 1997)

C. Winter/Annual Meeting Registration Fees

Each year, the FDCC Board will determine the registration fees for the Winter and Annual Meetings. (February 2018)

1. Spousal Member

a. If the “Spouse” of a Member is also a Member, then only one will be required to pay the Member Registration Fee, while the other will pay the Spouse Registration Fee, but will still be regarded as a Member. (July 1995)

2. Charms

b. A charm will be made available for a fee. (September 2014)

D. Registration Fee Winter/Annual Meeting - Cancellation/Refund Policy

The Federation of Defense & Corporate Counsel (FDCC) is committed to providing high quality educational, networking, and social events for its members. To plan and execute these programs effectively, the Federation must enter contractual commitments with hotels, venues, caterers, transportation providers, and other vendors well in advance of each event.

Once the FDCC submits attendance guarantees for offsite excursions, meals, receptions, and other event-related activities to a venue or service provider, the associated costs become contractually committed and generally cannot be recovered, even if a registered attendee subsequently cancels. Accordingly, the following cancellation policy applies:

1. **Cancellation More Than 30 Calendar Days Before the Event** – Members, Guests, and Spouses who cancel their registration more than thirty (30) calendar days before the opening day of the scheduled event are eligible for a refund of registration fees, less a **\$125 administrative fee** to cover processing and planning costs the Federation has already incurred. (August 2026)

2. **Cancellation Between 30 and 15 Calendar Days of the Event** – Members, Guests and Spouses who cancel their registration less than thirty (30) days but within fifteen (15) calendar days of the opening day of the event are eligible for a refund of registration fees, less **50% of the registration fee per person** to cover processing and planning costs already incurred by the Federation.

3. **Cancellation Within 15 Calendar Days of the Event** – **No refunds will be granted for cancellations received fewer than fifteen (15) calendar days of the opening day of the event.** At that point, attendance guarantees and financial commitments have typically been finalized and submitted to vendors, and the FDCC cannot recover the costs associated with the member's participation.

4. **Exceptional Circumstances** – The FDCC reserves the right, in its sole discretion, to evaluate extraordinary circumstances on a case-by-case basis. However, the Federation is under no obligation to provide refunds when cancellation requests are received within the fifteenth (15) calendar day preceding the event.

5. Activity surcharges may or may not be refunded, at the discretion of the Convention Chair, depending on financial commitments. (July 1995)

6. Winter and Annual Meetings registration fees are not to be permanently set at the same amount for each meeting. The Convention Chair for each meeting should include, as part of the budget for the meeting submitted to the Board, a recommendation as to what the registration fees should be. (July 1997)

By registering for an FDCC event, members acknowledge and agree to the terms of this Cancellation and Refund Policy. (Preamble and Paragraph 1-4, August 2026)

E. Expenses of General Convention Chair and Program Chair

1. The FDCC shall pay the expenses of the General Convention Chair and his/her spouse or significant other, and the Program Chair and his/her spouse or significant other for transportation, lodging and meals at the Convention and it shall treat it as an expense of the

Convention. Additionally, the registration fees of the General Convention Chair and the Program Chair and their spouses or significant others shall be waived.

2. The FDCC shall reimburse the reasonable expenses of the General Convention Chair and his/her spouse or significant other the President and his/her spouse or significant other, and the Program Chair and his/her spouse for transportation, lodging, and meals in connection with pre-convention site visits, and it shall treat them as an expense of the Convention and reflect it in the Convention Budget. The number, timing, and cost of the pre-convention site visits shall be agreed upon between the General Convention Chair and the President and reflected in the Convention Budget, and the costs for the pre-convention site visits shall be approved by the Finance & Budget Committee. The first of said site visits should be made well in advance of the cancellation cut-off date for the Convention and not later than twelve (12) months before the scheduled commencement date of the Convention. (August 1985; amended July 1996, February 2018, and August 2023)

F. Expenses of Sites Committee Chair

Expenses of the Sites Committee Chair for transportation, lodging, and meals in accompanying the Executive Director on a pre-convention visit to the site shall be borne by the General Fund, if such visit by the Sites Committee Chair is approved in advance by the President. (February 1982; amended August 1985)

G. Registration Fees for Emeritus Members

Registration fees are waived for Emeritus Members and their spouses (or significant others) but all of these individuals are responsible for any additional fees and charges incurred (such as for hotel rooms, activities, charms, SAC changes, etc. etc.) in attending a Convention. This waiver of registration fees shall not be applicable to Honorary Members. (July 1993 and as amended February 2018)

H. Registration Fees for Member of FDCC for 50 years

1. Any person, who has been a FDCC member for 50 or more years, will be invited to attend a Winter Meeting of the Federation and such member and his or her spouse (or their significant others) or companion will have their registration fee waived. This registration fee waiver will only apply to one meeting following the member's 50th year of membership. All anniversary members attending a Winter Meeting will be specially recognized as decided by the President." (November 2006)

I. Expenses That Are to Be Paid Out of General Fund

1. The following expenses are to be paid out of the General Fund:
 - a. Transportation, lodging, and meal expenses of the Executive Director, and any additional staff as approved (in advance) by the Executive Committee (August 1985, amended August 2015 and February 2018)
 - b. All expenses that go to the benefit of the entire membership and which apply to the general operations and governance of the FDCC. (July 1991)

J. Records

The General Convention Chair shall have access to all Convention financial records, including those which itemize and summarize Convention income and expenses, for four years. (July 1986)

K. Complimentary Airline Tickets

The Secretary-Treasurer, along with the Executive Director, shall assume responsibility of allocating the use of complimentary airline travel tickets, however earned, for FDCC purposes, including but not limited to, executive and administrative leadership, officers and directors travel, sites committee members, and convention purposes. The Executive Director shall account for

ticket use, report to the Board of Directors, and be responsible for the care and custody of the tickets. (February 1992)

L. Guests From Other Organizations And Individual Guests

1. Registration fees for guests of the FDCC - and, if reciprocal, surcharges for FDCC group functions - shall be waived. The determination of guests to be invited should be in accordance with the accepted practice of this organization and on an approximately reciprocal basis with sister organizations. The decision in individual cases as to invitations to any particular convention should be made by the President after consultation with the Board Chair and the President-Elect.

2. In special cases, the President, after consultation with the Board Chair and the President-Elect, may cause the FDCC to pay other expenses of such FDCC guests, such as lodging and meal charges. In such event, that decision shall be reported to the members of the Board at the next Board meeting. (August 1985)

M. Special Friends Dinner

The invitees to the Special Friends Dinner should include the following persons and their spouses or significant others: the four (4) elected officers of the FDCC, the Convention and Program Chairs, the Executive Director, the invited representatives of the sister organizations, the principal invited outside speakers, and other appropriate individuals at the reasonable discretion of the President. (July 1993 and as amended February 2018)

N. Prestigious Speakers

Convention Program Chairs are encouraged to arrange for a prestigious speaker, preferably on the final day of each Annual or Winter Meeting. The selection of each such a speaker, however, must be approved by the Convention Chair and the President, since the fee paid for the speaker

such speaker will be deemed to be an expense of the meeting and paid from the revenues of that meeting. (July 1996)

O. Hotel Contracts

1. If at all possible:

a. Hotel contracts which contain a “liquidated damage” provision for cancellation beyond one (1) year of the scheduled meeting date shall not be accepted. If a hotel contract contains a cancellation clause, it must provide identical rights, including damage provisions for both the FDCC and the hotel. (July 1996)

P. Convention Sponsors

1. It shall be the responsibility of the Executive Director, assisted by the Sponsors Committee, and with the oversight and approval of the Officers to identify, manage, and retain Sponsors for FDCC meetings. All Board Members should participate in identifying potential Sponsors that could bring value to our members.

2. Preserving the tenor and tone of FDCC meetings is an important criteria that must be considered in the identification, management and retention of Sponsors. This should include communication about the culture of the FDCC, emphasizing the relationship-building and trust aspects of the Federation and discussing the inappropriateness of overt sales at Federation meetings.

3. Existing arrangements with current longtime Sponsors should be considered and managed carefully, including consideration of grandfathering current "exclusivity" arrangements in a product or service area, such as the current arrangements for Platinum Sponsors, but also with due consideration of the health and financial well-being of the organization and its long-term goals, as well as recruitment of new Sponsors in different product or service areas.

4. Except as set forth below, the number of Sponsors at the Winter and Annual Conventions shall be limited to twelve (12). The Board will review this number on an ongoing basis, informed by the experiences of future conventions and meetings, to optimize the preservation of the tenor and tone of FDCC meetings, attendance and costs of meetings, and the financial health of the Federation.

5. The Executive Director shall negotiate the details of Sponsorship arrangements, including but not limited to, the amounts charged for various Sponsorships and Sponsorship levels, subject to the advice and consent of the Officers.

6. The Executive Director, in consultation with President and the Convention Chairs of the Winter and Annual Meeting (and other meetings or events), shall determine and review the tastefulness of the Sponsor presentations, the physical area and locations required, and the number of representatives of the Sponsor. Each Sponsor shall be limited to two individuals in the Sponsor's location.

7. The location of Sponsor displays should not be in the plenary meeting room.

8. Each Sponsor shall be limited to two representatives and such representative's spouse or significant other. A Sponsor may bring up to two (2) additional representatives to meetings. Such representatives will have to pay defense counsel registration fees (and any significant others will have to pay the spouse(s) fee). (Adopted July 27, 2004 and as amended July 2009)

9. The Sponsors will complete the registration form but will not be charged the convention registration fee nor will they receive convention materials. Upon request, the Sponsors shall receive the list of registrants. The Sponsors' spouse or significant others will be permitted to attend the President's Reception, Group breakfasts, the Theme Party, the Dessert Party, and the Formal Dinner Dance. Attendance at other FDCC events (e.g. golf, tennis or any

surcharged event) will depend upon availability, at the discretion of the General Convention Chair and payment of the appropriate fee for said event.

10. The FDCC must expressly convey the fact that it is not endorsing the Sponsor's goods and services.

11. An FDCC member whose organization may be a potential Sponsor is not entitled to any preference by virtue of membership in the FDCC. (October 2020)

Q. Law Firm Sponsored Receptions

Contributions from law firms of FDDC members to fund receptions or other social events at the Annual and Winter Meetings shall not be solicited.

R. International Activities

Meetings in foreign venues shall be held, to the extent financially possible, in intervals of not less than approximately every seven years for either an Annual or Winter Meeting. Meetings at Canadian and Mexican venues shall not be counted in the seven year calculation. (July 2002 and as amended February 2018)

S. Hotel Contracts-Commissionable Room Rates

The Sites Committee Chair shall attempt to negotiate hotel contracts for the Annual and Winter Meetings that provide for a commissionable room rate, provided that the room rate obtained is the lowest possible negotiable rate. In the event commissionable rates are negotiated, the membership will be advised of that fact and assured that the additional funds received will be applied toward convention expenses, thus holding down the overall cost of conventions. (July 2002)

T. Convention Review Committee

1. The Convention Review Committee will be comprised of the four immediate past FDCC Presidents, the Sites Committee Chair, and the Secretary-Treasurer, who shall

serve as the Committee's Chair. The Executive Director shall be fully apprised of the Convention Review Committee's results once completed. (Amended July 2006)

2. A section will be added to the FDCC website to allow members to provide any Convention feedback they wish to give. The information provided shall be forwarded to the Chair of the committee.

3. Within thirty days of the conclusion of any convention, the Convention Chair shall provide the committee with a report on the Convention. The report should be limited to providing the Chair's insight into things they believe worked at their Convention that should be carried forward, and those things which future Convention chairs should avoid.

4. The Committee shall meet twice a year. The meetings will be held by conference call as soon as practicable following receipt of the Convention Chair's report. The Committee can seek the input from the Convention Chair, who should be prepared to address any questions identified by the Committee during the conference call.

5. The Committee shall generate a brief report outlining any future recommended practices and items to avoid. These reports shall be archived and should be reviewed by all future Convention Chairs as part of their responsibilities as Convention Chair. (February 2003)

U. Drinking Age Resolution

Service of alcoholic beverages at any FDCC function shall be limited to those persons 21 years of age and older. The limit shall apply to all FDCC functions at any venue irrespective of the legal drinking age of the venue's jurisdiction. There will be no exceptions to this resolution. (February 26, 2007)

Signage will be placed at the entrance to FDCC events and on the bars at our functions. Convention materials will advise FDCC members of the policy and those attendees under the age of

21 will have a different color nametag – to be determined by the Executive Director. (Approved by the Executive Committee, March 2007)

X. GIFTS, PLAQUES AND AWARDS

A. Gift and Plaque for Retiring President and Gift for His/Her Spouse

Gifts, costing no more than a total of \$750, shall be presented by the Incoming President to the retiring President and his/her spouse (or significant other) at the Annual Meeting concluding his/her term of office. At the same time, a plaque shall be presented to the retiring President. (February 2000 and as amended February 2018)

B. Plaques for Other Officers and Directors

Following completion of their services in that office, Senior Directors, Directors, and the Board Chair shall be publicly presented with a plaque commemorating their service, including the number of years of their service, at the Annual Business Meeting. (February 1991)

Awards

1. FDCC Awardee

a. The Federation may honor an “Awardee of the Year” by presentation of a plaque to a person who has rendered distinguished service to industry and to the community and who is recognized for dedication to the American ideal of free enterprise.

b. Selection of any Awardee shall be made by the Executive Committee upon the recommendation of any of the officers. (Reconstructed August 2001, amended March 2017)

c. Any reimbursement of expenses of the FDCC Awardee shall be determined by the Executive Committee upon recommendation of any of the officers. (As amended, August 2001 and March 2017)

d. The FDCC shall not solicit any form of donation or contribution from the Awardee or the Awardee's employer, company, organization, or association. (July 1995)

e. Past FDCC Annual Awardees should be sent a packet of registration material for the Annual Meeting with a special invitation from the President to attend the Annual Meeting at their own expense. (July 1997)

2. Andrew Hecker Award

The Andrew Hecker Award shall be given annually to the author(s) of the most outstanding article written submission during the year. The award is to be limited to FDCC members. The expenses of the recipient of the award to attend the Annual Meeting to receive the award are not reimbursed by the FDCC. (March 1995; amended August 2015, February 2026)

3. John Alan Appleman Award

Each year, the FDCC shall award the John Alan Appleman Award to the outstanding Substantive Law Section Chair. The selection of the recipient shall be made by the President upon the recommendation of the Chair and Vice Chairs of the Projects and Objectives Committee. (July 1984)

4. FDCC Lifetime Achievement Award (added Marc, 2017)

a. The Federation may honor a member with the FDCC Lifetime Achievement Award. The award is not necessarily intended to be given annually and is intended to be given only at the recommendation of a committee comprised as set out in paragraph (b) immediately below who shall make recommendations for such an award based on the nominations discussed herein. If the committee does not feel that any of the nominations meet the criteria, then no recommendation would be needed.

b. The committee shall be comprised of four (4) members at large appointed by the President and three (3) past presidents of the Federation. One of the past

presidents shall act as the chair. The recommendation shall only be made if the vote is unanimous.

c. A candidate must be a present or former member of the Federation, who stands out amongst his or her peers in the legal community at large. He or she must have devoted his or her career to the defense of civil litigation, contributed substantially to the Federation as well as other legal communities.

d. Selection Process

(1) No later than November 15th of each year, the President shall cause a notice to be provided to all FDCC members inviting nominations for the Lifetime Achievement Award and explaining the criteria for consideration for the award and informing the membership that each nomination must be accompanied by supporting documentation and an explanation as to the qualifications of the nominee.

(2) All nominations must be received by the Executive Director no later than midnight on December 31st of that year.

(3) Nominations should include any supporting documentation and explanations attached. A nominator must provide sufficient detail to support a nomination (a thoughtful narrative). Merely submitting a name without sufficient basis for the nominees being worthy of the award will likely result in a nominee not being chosen. A nomination should include the name and address of the individual, a description of his or her activities in the Federation, the profession and the community and the reasons why the nominee is being put forward. Nominations should be directed to the chair of the Lifetime Achievement Award Committee (LAAC) c/o the Executive Director.

e. Basis for Selection

(1) The candidate must stand out amongst their peers in the legal community at large. Their “over and above” contributions will be measured against the other exceptional lawyers both within and outside of the Federation. It is the Federation’s intent to honor

those individuals who are above and beyond in every facet of their life; and are seen as giants in their legal communities, the Federation and their community at large.

(2) She/he should have a history of embodying the values of the Federation (knowledge, fellowship and professionalism) within the Federation as well as in the legal community at large and in the community in which they live.

(3) The distinguished service for which the candidate is considered may consist either of particular conduct or service over a period of time.

(4) The candidate may be honored for recent conduct or for service in the past.

f. The committee shall screen the nominees and submit its recommendation to the officers of the Federation in sufficient time before the mid-winter meeting to allow them to determine if any candidate should be bestowed the award at the mid-winter meeting.

g. The Lifetime Achievement Award shall be made in the sole discretion of the officers after considering the recommendation of the committee, when the officers deem an award appropriate but not more frequently than annually. It is anticipated there may be years in which an award is not given.

h. The recipient shall receive an appropriate engraved plaque, crystal pyramid or other form of recognition commemorating the award at the mid-winter meeting.

XI. ELECTRONIC COMMUNICATIONS

A. Broadcast E-Mail Procedures/Guidelines

1. Scope and Methodology

In the electronic age of communications, it is necessary to have policies and procedures concerning using the FDCC e-mail addresses of its members. For purposes of this policy,

“broadcast e-mail” refers to an e-mail sent to the entire FDCC membership. The following are procedures and guidelines to transmit broadcast e-mails:

2. Procedures/Guidelines

a. System-wide electronic messages should be reserved for rare and truly emergency notices.

b. Authority to use such lists should also be limited and should rest with the President or any other officer, except in the case of authorization under XI. B. 2(g)(5), in which event three of the four Officers must approve.

c. The policy shall be published on the FDCC website, and compliance with it shall be monitored in the following manner: Requests for broadcast e-mail shall include the requested text of the message and shall be directed to Executive Director’s e-mail address. The Executive Director will forward the request for compliance with this policy to the Chair, the President, or another Officer (except in the case of authorization under paragraph XI. B. 2(g)(5), in which event three of the four Officers must approve) with recommendation for immediate approval or rejection. The address for Requests for broadcast e-mail shall be published on the Website.

d. All e-mails must comply with relevant federal and state laws.

e. The message shall be brief and a link may be included to provide recipients with a source for additional information.

f. Messages should include the original sender’s name and affiliation, and shall bear a subject line describing the message- e.g. "re: announcement of member death," which is sufficient to permit a reader to decide whether the message text is relevant to him or her.

g. A broadcast e-mail shall not be sent except under the following conditions:

(1) Crises/urgent announcements from FDCC (e.g. the announcement that all FDCC members were accounted for after September 11 was appropriate);

(2) Emergency or important announcements regarding conferences --these should be kept to a minimum- e.g. e-mail announcing on-line registration now available and registration packets have been mailed, deadline for hotel blocks, critical changes in logistics or programs;

(3) Major policy or procedural changes which must be communicated quickly; e.g. a policy to be considered at an upcoming executive meeting, where the Executive Committee desires member feedback;

(4) The death of a member, a member's spouse, or a member's child. We consider ourselves a community and therefore this type of information is appropriate. It is important that these messages are brief and that they refer the reader to linked material regarding detail. Thus, the privacy of members will be protected (only those who knew them will go further);
or

(5) Under other exceptional circumstances, three of the four Officers in agreement may authorize a broadcast e-mail to the membership, as they deem appropriate.

h. Inappropriate subjects include:

(1) Commercial Use;

(2) Political or religious solicitation of any type (this includes a request for prayers); and

(3) Issues that are not relevant to the entire membership.

Committees, Sections or other definable groups should consider ways to communicate news within their membership via their Committee/Section list serves in a similar manner, e.g. notification of

Committee or Section member illness, etc.

i. Additional Recommendations:

(1) There will be no ability to respond to broadcast e-mails, the danger of "Replies to All" is too great. If responses are requested or solicited, a reply e-mail address shall be included in the message; e.g. "If you wish to comment or respond, reply to broedder@mcdowellknight.com." Clicking on the address will provide a pop-up message form which will address solely to the single recipient.

(2) As to convention related material, the Convention Chair shall have authority to authorize broadcast e-mails (with approval of the President); from the date registrations are mailed to the date of Conference commencement, without the necessity of following this procedure. Such e-mail shall be kept to a minimum.

j. The individual actually responsible for sending broadcast e-mails (e.g. shall maintain a log of all broadcast e-mails, so they may be reviewed annually. (March, 2017)

XII. FEDERATION FOUNDATION

A. Surplus Funds

1. Surplus funds, if any, from special projects fund ed in-whole or in part by the Foundation, shall be returned to the Foundation until it has received an amount equal to the seed money provided by it and subsequent profits, if any, shall belong entirely to the Federation. Any variance from this policy shall be approved in advance by the Board of the Foundation and the Board of the Federation.

B. Contributions and Funding

1. The FDCC shall periodically (at least annually) review all pertinent information to determine whether (and if so, in what amount) a contribution should be made to the

Foundation and make such contribution as the FDCC deems appropriate.

2. Prior to each Annual and Winter Meeting, the Foundation shall advise the FDCC of the requests it has received for funding. The Executive Committee of the FDCC shall promptly advise the Foundation of the manner in which the FDCC would prioritize those requests. (July 2002)

XIII. MEMORIAL DONATIONS

Upon notification of the death of any current member, the Executive Director shall send a fifty-dollar (\$50) donation to the FDCC Foundation in the name of the deceased member. Any other donations shall be determined by the Executive Committee. (1994 Annual Meeting)

XIV. LAWYERS FOR CIVIL JUSTICE EXECUTIVE COMMITTEE

1. General Procedures

1. The FDCC is entitled to have four members on the Lawyers for Civil Justice (“LCJ”) Board of Directors. These positions will be filled each year by the following:

- a. the current FDCC Board Chair;
- b. the current President of the FDCC;
- c. the current President-Elect of the FDCC; and
- d. a Past President of the FDCC who serves as an officer of the LCJ as

set forth in XIV (2). (As amended, February 1996 and July 2009)

2. The selection of the Past President to secure as an officer of the LCJ shall be made by the President of the FDCC with the advice and consent of his or her fellow officers when the vacancy occurs. This selection shall then be communicated to the LCJ’s Executive Committee for approval by the LCJ Board. (July 2009)

3. Whether the FDCC will continue its annual support of the LCJ shall annually be considered by the Executive Committee which will make a recommendation to the

Board of Directors. (July 1995 and as amended February 2018)

XV. DRI BOARD

Since 1984, the FDCC has been entitled to have two voting members and one non-voting member on the DRI Board of Directors. Each directorship is for a term of three years. In addition, one of the two voting members is to be a member of the DRI Executive Committee. These positions will be filled each year by the following:

Non-Voting Director: President-Elect of the FDCC

Voting Director: President of the FDCC

Voting Director and Member of the Executive Committee: FDCC Chair of the Board

(July 1997)

XVI. REGISTERED OFFICE AND AGENT

A. Officer Information

1. The Registered Office for the Federation of Defense & Corporation Counsel, an Illinois Not-For-Profit Corporation, shall be 222 North LaSalle Street, #300, Chicago, IL 60601.

2. Dan McGrath of the law firm of Hinshaw & Culbertson, LLP shall be the Registered Agent for the corporation. (As amended, July, 2025)

XVII. HISTORICAL RESOLUTIONS

The FDCC archives all resolutions passed by the organization, even if they are no longer active and/or necessary to be maintained in the current FDCC Resolutions, see “FDCC Historical Resolutions”. The “FDCC Historical Resolutions” are available to every member on the FDCC’s Website. (July 2009)