

OFFICER AND DIRECTOR CHARTER

GENERAL COUNSEL

The General Counsel is appointed at the discretion of the Board of Directors in accordance with Board of Directors Resolution 2006-57, adopted April 8, 2006, as modified by the approval of this Charter on July 29, 2006. Annually at the first meeting of the Board, the Executive Director will nominate a General Counsel for approval by a majority vote of the Board.

AUTHORITY

The General Counsel is delegated specific authority for NCMA legal matters.

The General Counsel is a non-voting, *ex officio* member of the Board of Directors and, as such, is expected to attend Board of Directors and other NCMA leadership meetings, conferences, etc., participate in Board and other committee activities, and, on behalf of NCMA, provide advice and counsel to the President, the Executive Director and other staff, other elected or appointed officers, and Board members and committees.

As an appointed Officer, the General Counsel has such authority to perform duties as may be set forth in the National Bylaws, including those required by law, as general usage would dictate, or as specified by an affirmative vote of a majority of the Board of Directors.

DUTIES AND RESPONSIBILITIES

The General Counsel shall:

- Serve as legal counsel to the NCMA and, in furtherance thereof, confer with the President, the Executive Director, the Board of Directors, and other officers and staff on a wide range of issues, including governance, corporate law (Virginia Non-Stock Corporation Act), labor and personnel law, contracts, and such other legal matters as NCMA may require;
- Provide legal advice and counsel and keep NCMA informed of new and emerging trends and requirements in law or regulation, the legal implications of establishing or changing NCMA policy or procedure, structuring new ventures or making new or changed product or service offerings;
- Working closely with the Executive Director and staff, coordinate outsourced legal work;
- Prepare special reports, statistics, and other projects or analyses as requested by the President or the Executive Director;
- Develop and present recommendations to the Board of Directors on matters requiring Board action and, as necessary, submit reports to the Board of Directors;

- Serve as a participant on Board of Directors committees as appointed in accordance with committee or NCMA policies;
- Maintain direct contact with NCMA chapters and members to ensure an awareness of the needs and interests of the membership as a whole; and
- On behalf of and as requested by the President or the Executive Director, represent NCMA to officials of government agencies, industry, nonprofit and educational organizations, and associations and societies.

REQUIRED QUALIFICATIONS

The General Counsel ideally shall have the knowledge, skills, abilities, and professional credentials representing at least 10 years of law practice in a firm, government agency, for-profit or not-for-profit corporation or organization and should normally be an NCMA member with prior NCMA governance experience at the national level. The incumbent must be a member of the Virginia State Bar or qualify as a Virginia Corporate Counsel pursuant to Virginia Supreme Court Rule 1A:5 immediately upon and throughout the term of his/her appointment.