

Standing Rules for the Membership Meetings of RKIDS, Inc.

RKIDS Standing Rules: The following procedures shall apply to all membership meetings. These Standing Rules have been approved by the Board of Directors pursuant to Bylaws paragraph 6.3.

- I. **Agenda:** Prior to a membership meeting, the Membership shall be provided with an agenda that specifically addresses the topics to be covered at that meeting.
- II. **Call the meeting to order:** Chair welcomes members to the meeting.
 1. The meeting shall be hosted by the Chair or by the Vice Chair in the Chair's absence.
 2. The Chair shall govern when a member may speak and in which order members can speak.
 3. The Chair, with the assistance of the Secretary, shall announce: the membership count as of the end of the fiscal year and the number of members present, and shall then confirm that the 20% quorum requirement has been met.
 - a. **Number of Members Present:** In event of a virtual meeting, the Secretary shall take note of whomever is present by visual inspection of the screen and then verifies the current membership of each. If anyone cannot use video, the Secretary shall ask them to state their name to verify they are a member.
 - b. If there is not a quorum, all matters to be voted on at the meeting must be rescheduled.
 4. Chair introduces the members of the Board of Directors.
- III. **Report of the Chair:** The Chair shall report on the status of the corporation as required by paragraph 3.4.1, item 3 of the Bylaws.
- IV. **Report of the Treasurer:** The Treasurer shall present a report on the financial status of the corporation report for the preceding fiscal year and go over the report for the members at the meeting as required by paragraph 3.4.4, item 4 of the Bylaws.

Note: Sections V and VI of these Rules only apply if amendments to the Bylaws or other proposals requiring votes will be addressed at the meeting. Paragraph 5.1 of the Bylaws requires that written notice of the proposed amendments must be filed with the Board of Directors not later than twenty days prior to the scheduled date of the membership meeting. If there are no proposed Bylaw Amendments or other proposals, skip to Section VII.

- V. **Procedures to Be Used for Votes Taken at the Meeting that Do Not Require a Ballot:** The Chair shall designate a member of the Board of Directors to briefly review the following procedures applicable to any votes taken at the meeting, prior to their being implemented.
 1. **General Procedures:**
 - a. **Voting Procedures for a Virtual Meeting:** When it's time for a vote, if a vote is required because at least one member objects to the proposal, the Secretary shall either take a roll call of each member still present, or the Secretary shall ask those on video to raise their hands for the *Yes* votes and consecutively the *No* votes and any abstentions. The Secretary shall record who voted by either method to prevent double voting. Anyone not available by video shall be asked to speak out their vote. Members may abstain on any vote.
 - b. **Procedures for Discussion of Proposals:** For any proposal or an amendment to a proposal, discussion (debate) shall be limited: No more than two members can

speaking *for* and two *against* the change. Each member speaking will be limited to not more than two minutes.

2. Sequence of Steps when Considering a Proposal or an Amendment to a Proposal:

- a. Text of the proposal or of an amendment to the proposal shall be read.
- b. After the text is read, the floor will be open for any questions for clarification on the proposal or an amendment to the proposal. The Chair may either answer a question or refer it to an individual.
- c. After the completion of the responses to any questions for clarification, the floor will be open for any amendments to the proposal. Proposed changes must be seconded and should be considered one change at a time. If there are no amendments proposed, skip to Step 2.g. below.
- d. Discussion (debate) follows if there is any. Approval of an amendment to a proposal requires a simple majority of those voting yes or no.
- e. After completion of the process for considering proposed changes to an amendment, there will be a vote on adoption of the proposed amendment including any changes that were approved.
- f. The Chair proceeds as follows:
 - *“Is there any objection to the adoption of the amendment (as modified, if modified)?”* If there are no objections, the Chair will state: *“Hearing none, the Amendment (as modified, if modified) is adopted without objection.”*
 - If there has been an objection to the adoption of the amendment as modified, the Chair will then ask: *“Is there a request for discussion (debate) for or against the proposed amendment (as modified, if modified)?”*
 - If there is a request, discussion (debate) will be held. If there is no request for discussion, the vote on the proposal (as modified, if modified) will then be taken.
- g. The Chair will then determine if there is a need to hold a vote on the adoption of the proposal. The chair will ask: *“Is there any objection to the adoption of the proposal (as modified, if modified)?”* If there are no objections, the Chair will state: *“Hearing none, the proposal (as modified, if modified) is adopted without objection.”* If there is an objection, the Chair will proceed to take a vote on the proposal. Members may abstain on any vote. When a vote is taken, the Chair will request the *Yes* votes, the *No* votes, and finally the number of those abstaining from the vote.
 - The required majority for adoption will then depend on the subject matter of the proposal (whether it is an amendment to the Bylaws or one not addressing the Bylaws). Adoption of an amendment to the Bylaws requires a two-thirds majority of those voting yes or no, while adoption of most other proposals requires a simple majority (more than 50%) of those voting yes or no.

VI. Consideration of Proposed Amendments to the Bylaws for Which Notice Was Provided. The procedures specified in Section V above shall then be followed for each of the submitted proposals. Each proposal shall be considered separately.

Note: Section VII of these Rules is only applicable if there are elections of members to the Board of Directors. If elections are not to be held, skip to Section VIII.

VII. Election of the Members of the Board of Directors: The Chair presides during the election process. The Secretary serves as election coordinator per Bylaws §3.4.3.

1. The following process applies in the case of a face-to-face membership meeting:
 - a. The Board Secretary shall announce the number of openings on the Board of Directors.
 - b. If the number of candidates exceeds the number of openings, proceed to Step 1.e, below.
 - c. If the number of candidates is less than the number of announced openings, there is no need to take a vote. In this case the Chair will ask if there is any objection to accepting the nominees by Acclamation. If there is no objection, the nominees are elected to the Board by Acclamation.
 - d. If there is any objection, the Chair will take a vote on whether to accept the nominees by acclamation. If the motion to accept by acclamation, passes there will be no need to vote by ballot and the process of electing members to the Board is completed.
 - e. A ballot will be prepared prior to the meeting and will list all members who have notified the Chair that they are candidates for the Board of Directors at least 20 days prior to the meeting. Members present at the meeting can be nominated by others or themselves to be added as write-in candidates. The Chair will ask whether there are any nominations of members present at the meeting and if they will accept the nomination.
 - f. The pre-printed ballots will be distributed. The names of candidates nominated from the floor should be added to the pre-printed ballot by each member submitting a ballot.
 - g. The ballot will include a notation that members may vote for not more than the number of announced openings on the Board of Directors. Members will place their folded ballots in a ballot box. A ballot will not be counted if more votes are cast than the number of announced openings.
 - h. The Chair will appoint at least three non-nominee members to count the ballots. If possible, the results of the vote will be reported by the end of the membership meeting.
2. The following process applies in the case of a virtual membership meeting:
 - a. Voting for Board members shall also be done by electronic secret ballot in the case of a virtual membership meeting.
 - b. When voting for Board members is scheduled for a virtual meeting, the Board of Directors shall select a cost effective and efficient method to conduct the election by secret ballot.
 - c. The ballot, if needed, shall be prepared using the process covered in Section VII, 1.a through 1.g, above.
 - d. It shall be the responsibility of the Board's Secretary to prepare a notice to the membership of the results of the Board elections, results that may not be available until after the close of a virtual membership meeting.

VIII. New Business:

1. If there is remaining time available in the scheduled duration of the meeting, *New Business* will be conducted to consider proposals that do not address Bylaw amendments and that do not require advance notice. This applies to proposals that were either submitted prior to the meeting or that were raised under *New Business* at the meeting.
2. The procedures specified in Section V shall apply to the consideration of each proposal addressed during *New Business*.
3. Informal issues that are not proposals can be discussed during *New Business*, but the process defined in Section V does not apply.