

S&PL RULES OF ORDER

Purpose

The purpose of this document is to establish the rules, procedures, and framework of conducting an AEM committee meeting. The rules and recommendations in this document will allow for a timely, fair, and productive committee meeting.

MEETING BEST PRACTICES

The following section outlines the best practices and guidelines for holding an AEM meeting. This includes the order of meeting items, the quorum rules required for committee votes, and the general best practices to follow when debating issues during a meeting.

Guidelines for the Order of Business

1. Call to order
2. Roll call (in-person only)
3. Determine Quorum.
4. Anti-Trust Statement
5. Adoption of the Agenda
6. Approval of the Minutes of the Previous Meeting
7. Agenda Items
 - a. Old Business
 - b. New Business or future projects
 - c. Announcements
 - d. Future Meetings
 - e. Action and Task Review
8. Adjournment

Definitions

1. **Council:** A permanent oversight body which manages, directs, and reviews the ongoing work of the committees, working groups, and task forces under its purview. General council business includes hearing updates, providing guidance and strategic direction, approving industry level communications (e.g., white papers, position papers) and making recommendations to the AEM boards when board level approval is required (e.g., spending, work related to board level initiatives). Councils may form new member led bodies to address issues, concerns, and items important to industry. Councils may also disband any committee, working group, or task force under its purview. Councils are comprised of member company representatives. Each council must have an AEM staff member present to conduct its work. Councils are subject to quorum and voting rules. All subject matter councils (CEC, AEC, SCC, PSC, TIC) report to the S&PL Council.
2. **Committee:** A semi-permanent body of member company representatives assigned to address specific industry issues associated with delegated product types and machine forms. Committees have the authority to carry out AEM business as well as vote on and approve work items (e.g., standards related work, regulatory comments, best practice guides). Committees may form

working groups and task forces to address specific industry issues. Committees may disband working groups and task forces under its purview. Each committee must have an AEM staff member present to conduct work. Committees are subject to quorum and voting rules. All committees report to a corresponding Council.

3. **Working Group:** A temporary body of member company representatives working to address specific industry issues. These activities may include comment writing, regulatory engagement, best practice documents, strategy papers, and research projects. Working groups must have an AEM staff member present to conduct work. Working groups are not subject to quorum and voting rules. All working group deliverables must be reviewed by the overseeing committee or council for final approval.
4. **Task Force:** A temporary body of member company representatives delegated to address a specific industry task. Task force business should involve producing a single deliverable for review by an overseeing committee or council. Task forces must have an AEM staff member present to conduct work. Task forces are not subject to quorum and voting rules. All task force deliverables must be reviewed by the overseeing committee or council for final approval.
5. **Quorum:** The minimum number of members of a council or committee that must be present during a meeting to make the proceedings of that meeting valid. Councils and committees must meet quorum to carry out official AEM business.
6. **AEM Business:** Any item, statement, paper, standard, article, comment, video, project, communication, or document which speaks on behalf of the off-road equipment manufacturing industry using the AEM brand, logo, letterhead, or signature or any AEM staff resources.

Quorum rules

1. Prior to the meeting, council/committee officers and AEM staff will decide which agenda items require a quorum to reach a decision.
 - a. Not all votes require a quorum. Those votes require a simple majority vote of present attendees.
2. Council level groups require a minimum of 10 separate member companies to meet and conduct AEM related business.
 - a. Councils can still meet to discuss general updates and share information but cannot forward motions or conduct official AEM council business unless they meet the quorum requirements.
3. Committees require a minimum of 5 separate member companies to meet and conduct AEM related business.
 - a. Committees can still meet to discuss updates and share information but cannot forward motions or conduct official AEM committee business unless they meet the quorum requirements.
4. Working groups or task forces do not need to operate under normal quorum rules. These groups complete projects alongside AEM staff, but the end results will be voted on and approved by the parent committee/council.
5. Quorum is achieved when the smaller of the following two options is met:
 - a. 50% of the committee roster participating, or
 - b. A minimum of 20 voting members
6. If quorum is not achieved, the council or committee cannot conduct or approve AEM business as defined in this document.

7. When voting on an AEM business during a council/committee meeting, member companies only possess one vote, regardless of how many representatives from each company sit on the committee.
8. In each council/committee each member company shall appoint ONE Representative and may, if desired appoint one or more (preferably not more than two) Alternates. Other member company personnel may accompany the Representatives and/or Alternates at meetings, as guests.
9. When voting on AEM business during a council/committee meeting, each Member Company shall have one vote, which may be cast by the Representative or, in their absence, by their Alternate.
10. The Safety & Product Leadership Council has the authority to change the quorum rules through a 2/3^{rds} vote.

Quorum Examples

1. A large council consisting of 120 different member companies meets with only 50 different member companies present during a specific meeting is looking to vote on an industry position. 35 members vote to affirm the position with 5 voting in the negative and 5 abstaining.
 - a. Quorum Determinations:
 - i. As a council they needed more than 10 members to meet to start business,
 - ii. They need the smaller of either condition - 20 members or 50% of the committee to vote on the motion (they have more than 20 members), and
 - iii. More than 2/3^{rds} voted to approve the motion
2. A small committee consisting of 15 member companies votes on a position. All members vote, with 12 voting to affirm the position and 3 abstaining.
 - a. Quorum Determinations:
 - i. As a committee they need more than 5 members to meet to start committee business,
 - ii. They need the smaller of either condition – 20 members or 50% of the committee to vote on the motion (they have over 50% of members), and
 - iii. More than 2/3^{rds} voted to approve the motion

General Rules of Debate

1. Speaking and debate privileges are limited to AEM members of the committee.
 - a. Non AEM members may speak during committee meetings with the consent of the chair and vice-chair.
 - b. If an AEM member on the committee does not want a non-AEM member to speak during a committee meeting, the member may call for a simple majority vote among the voting committee members.
2. Prior to committee business being discussed, all virtual participants should sign in their name and company affiliation into the chat function.
3. When committee participants first speak during a meeting, they should say their name and who they represent.
4. Non-members who desire to be recognized by the committee should raise their hands and address the chair or vice chair after debate has started on an agenda item.
 - a. There does not need to be a committee vote to approve of their participation.
5. All discussion must remain relevant to the immediate topics at hand.

6. When hands are raised, no member may speak a second time until every member who wishes to speak has had the opportunity to do so. Enforcing this rule will remain with the discretion of the committee officers and AEM staff.
7. It is not permissible to speak against one's own motion, but one can vote against one's own motion.
8. Debate must address issues not personalities – no one is permitted to make personal attacks or question the motives of other speakers.
9. When possible, the chair should let the floor alternate between those speaking in support of and those speaking in opposition to the motion at hand.
10. When a large number of people wish to speak on a motion it may be advisable for the chair to make a speakers' list.
 - a. If the meeting is virtual, S&PL staff recommend using the raised hand feature on TEAMs.
11. Members may not disrupt the assembly.
12. The Chair or Vice-Chair may reasonably limit debate time in order to maintain the scheduled agenda.
13. The rules of debate can be changed by a two-thirds vote by the Safety & Product Leadership Council.
14. During large meetings it is highly recommended that participants wishing to speak raise their hand on the virtual meeting. AEM staff or the committee officers will call on these individuals as needed.
15. If a chair or vice-chair are absent during the same meeting, the committee cannot carry out normal committee business. They may carry out discussions and updates, but cannot vote on industry positions or assign new work for the committee.

ROLES AND LEADERSHIP

The purpose of this section is to outline the roles and responsibilities of the individuals participating in AEM's committees.

The Chair, Vice Chair, AEM Staff, and Member Responsibilities

CHAIR

1. The Chair has the authority to move a motion, second a motion, debate a motion and vote.
2. The Chair's responsibilities include coordinating meetings, preparing/approving the draft agenda, calling the meeting to order, recognizing members to speak, facilitating votes, maintain order, keeping the meeting on topic, and protecting the minority from the majority.
3. The Chair may assist with committee projects as needed.
4. All meetings should follow AEM's Rules of Order.
5. Chairs serve as the committee officer for 2 years.
6. Chairs can serve consecutive terms if re-elected.

VICE CHAIR

1. The Vice-Chair serves in the absence of the Chair. They are required to fulfill the general duties and responsibilities of the Chair during their absence.
2. The Vice-Chair should participate in coordinating meetings.
3. Vice-Chairs serve as the committee officer for 2 years.

4. Chairs can serve consecutive terms if re-elected.

AEM STAFF – ROLE OF STAFF LEAD

1. Schedule meetings
2. Record meeting attendance, provide meeting invites and accessibility options.
3. Take minutes with as much detail as time permits, submit for approval and circulate when approved.
4. Manage records, reports, and official correspondence.
5. Keep the bylaws, rules, and minutes for reference to support the chair as needed.
6. Prepare the agenda, order of business and relevant notes for the chair.
7. Help facilitate the work of the committee.
8. Indicate whether an agenda item requires additional action or is for discussion only.
9. Identify the person who is presenting each item.
10. Electronically record the meeting if necessary.
11. Staff should remain impartial to the industry-related decisions of the members.
12. Staff are not allowed to vote on agenda items.
13. Assist, mediate, and encourage discussion.

COMMITTEE MEMBER

1. Review all relevant committee materials prior to meetings.
2. Attend committee meetings and voice objective opinions on issues.
3. Pay attention to association activities that affect, or are affected by, the committee's work.
4. Support the efforts of the Chair and carry out individual assignments made by the committee.
5. Work as part of the committee and AEM staff to ensure that the committee's work and recommendations are in keeping with the general association mission and goals.

TIME COMMITMENT

1. Committee members and officers are encouraged to attend as many meetings as possible.
2. Councils must meet, either in person and/or virtual, at least twice per year, but may meet as many times as necessary.
3. committees meet as necessary.
4. Participation by proxy is strongly discouraged.
5. AEM strongly encourages In-person meeting attendance.

COMMITTEE OFFICER POSITON GOOD STANDING CONDITIONS

On occasion, due to scheduling, job role adjustments, retirements, and other real-world events, a council, committee, or working group may need to vote on changing the officer positions. This section looks to ensure that all S&PL's committees follow consistent rules when addressing this issue when it arises.

1. If a committee or council officer's participation meets the following criteria, the committee may vote to change that role to a new member.
 - a) If the officer misses 3 meetings in a row, or
 - b) If the officer misses more than 50% of meetings during a calendar year, or
 - c) AEM staff make a recommendation to the committee for consideration

OFFICER TERM MANAGEMENT

In the event that a member’s officer term is ended early, the S&PL staff member shall hold a new election for that position as soon as possible. The new officer’s term will run out the rest of pre-existing officer’s term, and end once the original term is complete.

1. Example: If a committee chair leaves the role after serving for 1-year into a 2-year term, the new chair will serve for the final year of that term. If they would like to continue on in that role, they would then need to have the committee vote to affirm them to a new 2-year term.

MOTIONS

The orderly process of conducting committee business rests on formal procedures, voting thresholds, and the clear expression of member intent. This section outlines the rules and procedures for properly executing committee motions. Motions are required to ensure committee decisions and actions accurately reflect the needs and wishes of AEM’s membership.

Main Motion

Introduces new business or action item to the committee for discussion.

MOTION	ACTION	SECOND NEEDED	IS IT DEBATABLE	CAN IT BE AMENDED	VOTE NEEDED
Adjourn meeting	“I move that we adjourn”	Yes	No	No	Majority
Lay aside temporarily without debate	“I move to table the discussion”	Yes	No	No	Majority
Stop debate and move to a vote	“I move for a vote”	Yes	No	No	Two-Thirds
Give closer study to issue	“I move to refer the matter to the committee”	Yes	Yes	Yes	Majority
Change issue or question discussed	“I move to amend the motion by...”	Yes	Yes	Yes	Majority
Introduce New Business	“I move for a motion to introduce (issue) as an item of new business”	Yes	Yes	Yes	Majority
Request information	“Point of information”	No	No	No	No vote, Chair obtains appropriate information
Begin discussion on issue previously tabled	“I move to take from the table...”	Yes	No	No	Majority
Enforce rules	“Point of Order”	No	No	No	None
Cancel previous action	“I move to rescind....”	Yes	Yes	Yes	Two-Thirds
Approve an industry position	“I make a motion....”	Yes	Yes	Yes	Two-Thirds

NOTE: Abstentions will be counted towards the final vote. Total voting of yes/no need to meet the quorum requirements.

Subsidiary Motions

These motions affect the main motion, or are used to alter another motion.

Ex: “I move that we lay the motion on the table.” This indicated the members desire to end debate on an identified motion and move on. This action requires a vote by the committee.

SUBSIDIARY MOTION OPTIONS

Postpone Indefinitely	Stops the motion, all conversations, voting and further consideration of the motion stops permanently
Amend	Changes to the main motion before voting takes place
Refer to committee	To send motions to committee for consideration
Limit Debate	Limiting time or extending time to speak on a motion <i>(This is only done after the rules were already adopted, essentially you are requesting to change the rules)</i>
Table the Discussion	Places the discussion item on hold

PRIVILEGED MOTIONS

These motions are **not** debatable and are used with importance and urgency.

TO DO THIS	WHEN TO USE IT	HOW TO SAY IT	SECOND NEEDED
Enforce the rules (a point of order)	A member of the assembly is breaking the rules, procedures, or processes	<i>“Point of order”</i>	No
You need more information or have information to share with the assembly (point of information)	You need to share additional information to help the assembly make a fully informed decision before voting	<i>“Point of information”</i>	No
Ask a question (a point of inquiry)	A motion to ask a question for clarity	<i>“Point of inquiry”</i>	No
Enforce the agenda	A member of the assembly (or the assembly as a whole) is discussing something unrelated to the main motion	<i>“I call for the orders of the day”</i>	No
Recess or take a break	You need to take a short break before returning	<i>“I move to recess [for X minutes]”</i>	Yes

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End the meeting (adjourn)	It's time to end the meeting or it has overrun	"I move to adjourn"	Yes
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MEETING PARTICIPATION

Committee work frequently requires the participation of individuals that are either independent of, or indirectly associated with, AEM's member companies. It is in the best interest of industry to ensure these specific groups and individuals can contribute to the business of the association. This section outlines AEM's committee participation requirements for non-AEM member groups and individuals. These rules intend to protect AEM's member company's interests, ensure fairness, and encourage productive collaboration during committee meetings.

Consultants

1. Consultants representing member companies are allowed to attend AEM meetings if they meet the following criteria:
 - a. Hold a member company email address, or
 - b. A letter specifying the consultant's relationship and role with a member company.
 - i. Letter must be renewed on an annual basis.

AND

 - c. Consultants must sign a confidentiality statement prior to participating on any AEM committee.

Non-AEM Member Company

2. Non-AEM member companies are allowed to attend AEM meetings if they meet the following criteria:
 - a. Participation for any non-AEM member company comes from the approval of the committee officers and assumes no member company opposition to their attendance.
 - b. Any AEM member company participating on the committee may require the non-AEM member company to leave the meeting at any time.

Non-AEM Member Organization

3. Non-AEM member organizations are allowed to attend AEM meetings if they meet the following criteria:
 - a. Participation for any non-AEM member organization comes from the approval of the committee officers and assumes no member company opposition to their attendance.
 - b. Any AEM member company participating on the committee may require the non-AEM member organization to leave the meeting at any time.

Use of Artificial Intelligence During Meetings

4. Meeting participants are not allowed to use artificial intelligence software to take notes, record, transcribe, or reproduce any of the information shared during an official AEM meeting.

- a. As the trade association representatives, AEM staff are the only meeting attendees that are allowed to record the meeting for the purposes of taking notes and ensuring the meeting minutes are accurate.
- b. AEM asks that members refrain from using AI to record meetings or take notes. If a member is discovered using AI to take notes during a meeting, they will be asked to stop using this software immediately.
- c. If a member discovered using AI to record a meeting does not comply with the request, AEM staff will remove them and the AI notetaking software from the meeting.
- d. The committee does not need to vote on actions a - c.

WORKING GROUP & TASK FORCE

Informal, ad-hoc, and formal working groups or task forces are essential components of conducting industry business. This section outlines the procedure for creating, and the role of, these bodies within AEM's overarching committee structure.

Working Groups & Task Forces

1. When deemed desirable and warranted, a parent committee may establish one or more bodies to accomplish specific committee tasks or projects.
2. Working group projects are items that the oversight council does not want to work on during the main council meeting.
3. Working groups do not require the maintenance of agendas, minutes, or rosters. The committee may favor the use of informal notes to track work.
4. AEM staff must participate in working groups to ensure that AEM by-laws are followed.
5. The working group must report to the overarching committee or council on all major activities and, when necessary, requires committee approval prior to taking any new actions.
6. Companies may assign more than one representative to participate in a working group.
7. Working groups may consist of members outside the committee roster. Outside members may consist of external subject matter experts or other industry stakeholders.
8. Working groups should dissolve/disband once the assigned work is completed.
9. Similar to a working group, a task force produces work for an overarching committee or council, except that they tend to produce a single deliverable before disbanding.