

Governing Board and Steering Team Operating and Voting Procedures

1. The Governing Board
2. The Governing Board (BOD) is established according to the procedures set forth in the Participation Agreement
 - a. Additional members
 - i. The Board can appoint up to four additional Governing Board members who, because of their expertise, would significantly add value and experience to the Board.
 1. Appointments will be for one year term and may be renewed
 2. At least one member will be appointed from among the Leadership Level Participants
 3. At least one member will be appointed from among the Basic Level participants.
 - b. Responsibilities
 - i. Approve the annual program plan
 - ii. Accept or reject applications for participation
 - iii. Approve and monitor an annual budget
 - iv. Establish Steering Teams, approve Steering Team leaders, initiate Steering Team projects and monitor their work product
 - v. Determine the collective policies and recommend public positions taken by the Consortium
 - vi. Determine the benefits and fees of each class of participation
 - vii. Propose modification of the Participation Agreement, if required.
 - viii. Propose and approve modifications to the operating procedures, if required.
 - c. Structure
 - i. The BOD will elect a chair as set forth in the Participation Agreement. The Chair's duties will include:
 1. Preside over all meetings of the BOD
 2. Create and distribute BOD meeting agendas.
 3. Ensure the progress of assigned BOD tasks and deadlines are met
 4. Ensure proper minutes are taken and distributed
 5. Take roll call and record attendance for the purpose of establishing a quorum if votes are taken
 6. Conduct votes and track voting for the record
 7. Communicate deadlines
 8. Communicate with other BOD members on an ongoing basis.
 - ii. The BOD may create subcommittees as is deemed necessary (don't need this)
 - d. Meetings
 - i. The BOD shall meet periodically on a schedule determined by the Chair in consultation with the Members.
 - e. Quorums and Voting
 - i. Regular and Teleconference Meetings
 1. Quorum: A quorum within the BOD will be attained if fifty percent (50%) of the Participants eligible to vote are present. Eligibility means that the member company is no more than 60 days behind in dues payments.
 2. Majority Vote: A majority vote is defined as greater than 50% of yes or no votes from those present and eligible to vote, provided that the number of abstentions is less than 50% of those present and eligible to vote. A tie vote is deemed null and void.

3. The BOD votes shall be conducted on a “one company equals one vote” basis.

ii. On-line Ballots & Voting

1. Quorum: All BOD members have access to ballots via online voting, therefore a quorum shall consist of 100% of members.
2. Sec 6 i) (2) and (3) apply to on-line ballots and voting
3. It is the responsibility of a Member of the Board Of Directors to vote for one of the options given on an on-line ballot; (1) Yes (2) No or if offered (3) Abstain

3. Steering Teams

a. Creation

- i. The BOD has the sole authority to create Steering Teams (STs) to conduct activity on behalf of the consortium

b. Charter

- i. Each ST is created and designated with a specific area of focus in the 3D value chain. Teams will focus and review the areas of the 3D value chain that they are assigned based on the approved 3D workflow document. An overall statement should be created to define the objectives of the ST. Such document will be placed in the appropriate section of the 3D at Home Consortium website.
- ii. Boundaries: While focus should remain on the area of 3D assigned to each team, no boundaries should exist. It is recognized that many aspects of technology depend on a wider scope. Therefore, communications between STs is encouraged.
- iii. STs operate within the terms and conditions of the Participation Agreement, insuring that member value, rights and responsibilities are respected at all times.

c. Membership

- i. Each member company in good standing may identify at least one representative to each team. Companies can have more than one representative on the STs.

d. Structure

- i. STs will be assigned a Chair approved by the BOD. A Co-Chair may be considered on a case by case basis and is subject to BOD approval.
- ii. The Chair's duties include:
 1. Preside over all meetings
 2. Create and distribute meeting agendas.
 3. Ensure the progress of assigned tasks and that deadlines are met.
 4. Ensure proper minutes are taken and distributed
 5. Take roll call and record attendance for the purpose of establishing a quorum if votes are taken
 6. Conduct votes and track voting for the record
 7. Communicate deadlines
 8. Communicate progress and any issues or challenges to the BOD
 9. Communicate with other ST Chairs on an ongoing basis.
- iii. STs can divide into as many project teams as is deemed necessary by the members.
 1. Project Teams created report to the ST Chair
 2. The ST Chair will appoint a Project Team Leader
 3. Project Team Leader duties will be the same as those of the ST Chair for the scope of the project.

e. Duties

- i. STs provide overall project direction and investigate the needs of the industry to help drive adoption of acceptable 3D product, content and services.
- ii. STs should strive to create solutions and reach consensus on the solutions.
- iii. STs may reach outside of the member base to gather information, which can help in the task undertaken.
- iv. Resources gathered by each ST are considered useable by any member.
- v. Documents and discussion are available to all Members through the 3D at Home Consortium website

f. Quorums, Voting and Dispute Resolution

i. Regular and Teleconference Meetings

1. Eligibility – Prior to joining an ST, a member company will declare itself either a “Voting Participant” or an “Observer”
2. Quorum: A quorum within the STs and any sub-teams established will be attained if fifty percent (50%) of the Voting Participants eligible to vote within that team are present.

ii. The ST and any Project Teams established shall be conducted on a “one company equals one vote” basis.

1. Majority Vote: A majority vote is defined as greater than 50% of yes or no votes from those present and eligible to vote, provided that the number of abstentions is less than 50% of those present and eligible to vote. A tie vote is deemed null and void.

iii. On-line Ballots & Voting

1. Online voting shall require votes from all Voting Participants.

iv. Resolving negative Votes and Dispute Resolution

1. All negative votes to a ballot shall be addressed by the project teams and the STs. The goal is to resolve negative votes to a ballot.
2. In the event that a dispute within a meeting cannot be resolved, the issue will be raised to the next level of organization, i.e., disputes within project task teams will be elevated to the Steering Team for resolution, Steering Team disputes will be elevated to the Governing Board for resolution.
3. After efforts to resolve a negative vote have been exhausted, and should no acceptable resolution to the negative vote be found, the objection can be declared “without foundation”. The ballot will then be re-issued and the status of the organization casting the vote can be changed to “Observer” by the chair.

v. Voter Eligibility within Steering Teams and Project Teams

1. Requirements:
 - a. Only the primary representative (or designated alternate) of the Voting Participant in a steering team has the right to vote.
 - b. Attendance will be recorded by the ST chair or co-chair
 - c. The ST chair can assign “Observer” status to a “Voting Participant” if that member company fails to vote on a duly authorized ballot.

g. Meetings

- i. Meetings will be conducted in a professional manner.
- ii. The Chairman sets the agenda and is responsible for maintaining order and focus to help achieve the objectives of each meeting
- iii. Meeting notices will be sent to team members using the 3D at Home Consortium website and will include telephonic and Web access information.
- iv. Meeting notices should be sent a minimum of 1 week in advance. Updates should be sent as early as possible.
- v. Meeting agenda should include the following:
 1. Call to order
 2. Review prior meeting minutes, corrections, additions deletions
 3. Review Agenda
 4. Proceed with Old Business
 5. New Business
 6. Announcements
 7. Review next meeting time
 8. Adjournment

h. Budget

- i. Steering Teams are subject to the budget established by the BOD.

- ii. Requests for special projects can be made at any time and are subject to Finance Committee and BOD approval.
- i. Success Measures:
 - i. Each ST should have a clear agenda of deliverables available for review by a member.
 - ii. The use of the 3D at Home Consortium website is mandatory to ensure a single point of reference.
 - iii. ST Chairs should understand the needs of the membership and seek to undertake projects which bring member value back to the participants. This helps ensure healthy interaction and attendance at meetings.

Addendum

This section is for guidance purposes only

- While business can be conducted in Steering Teams (STs) and Project Teams (PTs) without a quorum, for voting purposes a quorum must be in place.
- A quorum is defined as 50% of the Voting Participants present or participating in a conference call.
- A majority is defined as >50%.
- A ballot can pass with a simple majority, e.g. 3-2, 8-7, etc.
- Each “no” or negative vote should be addressed by the STs or PTs, with the goal of achieving consensus. This is achieved by having the “no” or negative withdrawn and re-cast as “yes” or in the affirmative or “abstain”
- If a sufficient amount of members do not cast a ballot, the chair is obligated to contact members in order to obtain their ballot.
- If members refuse to ballot, their status can be changed by the ST chair to “observer”, but the ballot must then be re-issued.