

## **SAFECode Rules of Procedure**

Approved 24 October 2013

### **1. Purpose**

This document is intended as a companion document for the SAFECode Bylaws. It offers procedural guidance for the SAFECode Board of Directors, its Committees and any Working Groups or Project teams. In case of any conflict, the Bylaws shall have precedence.

### **2. Board Voting Items**

The Board shall conduct formal votes on the following items:

- Change of Bylaws
- Acceptance of Member Applications
- Removal of a Director from the Board
- Board Minutes approval
- Annual operating budget
- Formation or disband of a Board committee
- Formation of a Working Group or Project
- Approval of a Working Group or Project Charter
- Approval of any deliverable from a Working Group, Project Team or staff that will be published to non-members.

Voting thresholds (e.g., Majority or Super Majority) shall be according to the Bylaws. Board members shall be given at least ten (10) business days to review a voting item before being expected to vote on it (either during a meeting or via electronic ballot), except that this review period may be shortened at the discretion of the Chair of the Board, provided that the shortened review period must be at least five (5) business days.

### **3. Working Group and Project Scoping**

Once formed by the Board, a Working Group or Project shall not start work until it has developed, and the Board has approved, a charter for its work. Such a charter shall include the following elements at minimum:

- Problem Statement (i.e., why was this group formed?)
- Summary of scope
- Listing of any items out of scope
- Listing of deliverables (i.e., what this group shall produce)
- Time plan (i.e., when materials are expected to be produced)
- Participation rights – which classes of members may participate in the group (as determined by the Board) (e.g., Charter member only or open to all members)

Once approved by the Board, Working Group or Project scope document should be available to all members which have the ability to participate in the group.

#### **4. Working Group and Project Decision Making**

In general, Working Groups and Project teams shall operate by consensus. Straw polls may be used by a group chair to help determine the group's position on a topic or deliverable. Should the chair of a group feel that a vote is required to cure an impasse, he or she shall raise that matter to the Board for resolution.