

**CHS INC.**  
**RULES GOVERNING ANNUAL AND  
SPECIAL MEETINGS OF MEMBERS**

**I. RULES OF ORDER**

- 1. DEFINITIONS.** Whenever the word “delegate” or “delegates” is used in these rules, it shall mean delegate or delegates of a Cooperative Association Member or Patrons’ Association or their alternate or alternates, if the delegate or delegates are not present; when the words “Individual Member” or “Individual Members” are used, they shall mean all Individual Members who are certified and registered.
- 2. METHOD OF SEATING.** All delegates and Individual Members shall sit in the section so designated by the Chairman and shall only be eligible to vote when seated in said section.
- 3. CALLING CONVENTION TO ORDER.** The Chairman shall take the Chair at the hour to which the meeting shall have been led to convene, or at the hour to which it shall have adjourned, and shall immediately call the meeting to order, and on the appearance of a quorum shall proceed with the regular order of business.
- 4. POINTS OF ORDER.** The Chair shall preserve order and decide all questions of order. Any decision of the Chair on a point of order may be appealed to the meeting. A majority vote of the total number of votes held by the delegates and Individual Members present and voting, may over-rule the Chair.
- 5. RECOGNITION BY THE CHAIR.** Every delegate and Individual Member, before speaking, shall rise from his/her seat and address the Chair and remain standing before proceeding to speak, until recognized by the Chair; however, the Chair may request a delegate or Individual Member to identify himself/herself and/or to advise the Chair of the purpose for which such delegate or Individual Member requests recognition.
- 6. WHO IS RECOGNIZED.** When two or more delegates or Individual Members rise at the same time to speak, the Chair shall designate the delegate or Individual Member who is to speak.
- 7. RULES AS TO SPEAKING, NUMBER OF TIMES, AND DURATION.** No delegate or Individual Member shall speak more than twice on the same subject without permission of the Chair; nor more than once until every delegate or Individual Member choosing to speak on the subject pending shall have spoken; nor shall any delegate or Individual Member occupy more than five minutes at the first time, nor more than three minutes at the second time, without the consent of the Chair.
- 8. RESOLUTIONS.** Delegates and Individual Members shall present proposed resolutions to the Resolutions Committee at any time during the Committee’s meeting session.

Copies of the proposed resolutions recommended by the Resolutions Committee shall be clearly marked “proposed,” and shall be made available for distribution to delegates and Individual Members at the registration desk in the meeting hall by 9:00 o’clock A.M. on the day of the presentation to the meeting of the proposed resolutions by the Resolutions Committee.

Resolutions presented by the Resolutions Committee are adopted if approved by a majority of the total number of votes held by the delegates and Individual Members present and voting; and may be amended by the affirmative vote of two-thirds of the total number of votes held by the delegates and Individual Members present and voting. The Chair can accept a motion that all proposed resolutions from the Resolutions Committee be approved as printed (therefore not requiring a reading by the Committee).

Resolutions may also be presented from the floor of the meeting. Any such resolution so presented shall require the affirmative vote of two-thirds of the total number of votes held by the delegates and Individual Members present and voting to be adopted. Resolutions from the floor must be provided in writing to the Resolutions Committee or Chair prior to the meeting to ensure clarity and format of the resolution or amendment.

**9. MOTIONS TO BE SECONDED AND RESTATED.** Every motion, including an amendment to a motion, must be seconded before it is debated or put to a vote. The Chair shall restate the motion before the debate and again before the vote. The Chair may require that the motion be reduced to writing.

**10. MOTION MAY BE WITHDRAWN.** If a motion has been restated by the Chair, it shall be deemed in the possession of the meeting; however, any such motion in the possession of the meeting may be withdrawn by the delegate or Individual Member offering it, with the consent of the delegate or Individual Member seconding it, at any time before amendment of, or vote on, the motion.

**11. MOTIONS ON DEBATE AND PROCEDURE.** When a motion is under debate, no motion shall be received but: To adjourn, to recess, to postpone indefinitely, to postpone to a time certain, to lay on the table, to amend, and to substitute, all of which motions shall require a majority vote of the total number of votes held by the delegates and Individual Members present and voting to be adopted. In addition, the motion “to move the previous question,” which means to stop debate, shall be privileged but the vote required for adoption shall be two-thirds of the total number of votes held by the delegates and Individual Members present and voting.

**12. MOTIONS TO RECESS OR ADJOURN, IN ORDER, WHEN.** Motions to recess or adjourn shall always be in order, except when a delegate or Individual Member is addressing the Chair or a vote is being taken.

**13. AGENDA.** An agenda for the meeting shall be prepared by the Chair and the Chair shall make sure that the agenda is covered in the meeting in an orderly and expeditious manner.

**14. PROCEDURES FOR ELECTION OF DIRECTORS.** For purposes of the election of a director or directors of this Association held under Sections 3 and/or 4 of Article III of the Bylaws of this Cooperative, if more than one director is to be elected, each vacancy shall be voted on separately. That is, the directorship presently held by a specified person shall first be filled, by nomination or nominations and elections. Then the other directorship shall be filled in the same way. If there are more than two nominees for any directorship, and no majority is attained by a nominee on the first or any succeeding election ballot, the nominee receiving the fewest number of votes will be dropped. All other nominees will proceed to the next ballot.

**15. PRIVILEGES OF NON-CERTIFIED AND UNREGISTERED INDIVIDUAL MEMBERS AND ALTERNATES NOT ACTING IN THE STEAD OF DELEGATES.** After it is ascertained by the Chair that time and the expeditious adherence to the agenda allows and obtains, the Chair may permit non-certified and unregistered Individual Members of this Cooperative and alternates not acting in the stead of delegates to address the meeting for a specific purpose and time.

**16. PRIVILEGES OF NON-DELEGATE MEMBERS OF THE RULES/CREDENTIALS COMMITTEE AND THE RESOLUTIONS COMMITTEE.** Non-delegate members of the Rules/Credentials Committee shall be authorized to make or submit motions and otherwise address the meeting with respect to the rules embodied herein, and with respect to matters germane to the Rules/Credentials Committee's activities. Similarly, non-delegate members of the Resolutions Committee shall be authorized to make or submit motions and otherwise address the meeting with respect to matters germane to the Resolutions Committee's activities.

**17. CONDUCT.** The ushers, appointed by the Chair, at the direction of the Chair shall maintain order in the meeting hall, shall keep cleared the aisles of the meeting hall, and shall keep cleared and closed the doors to the lobby of the meeting hall, at all times when the meeting is in session.

**18. CONTINUING RULES.** The rules embodied herein shall be deemed to be continuing rules for the governing of this Annual Meeting of Members and all adjournments hereof, and all Annual or Special Meetings of Members and adjournments thereof hereafter, to stand in full force and effect until such time as this Annual Meeting of Members or such future Annual or Special Meetings of Members shall hereafter amend or suspend a specified rule or rules, by a two-thirds majority of the registered votes; except that after the adoption or re-adoption of these rules by each Annual Meeting of Members there shall be no amendment during the course of the same Annual Meeting.

**19. ROBERT'S RULES OF ORDER.** Robert's Rules of Order, latest revision, shall govern on any point not covered by the rules embodied herein.