

RULES AND PROCEDURES OF THE 2020–2025 COUNCIL OF THE CONVENTION

Approved May 20, 2021

1. GENERAL

1.01 Duties

These Rules and Procedures of the Council of the Convention (CoC Rules) are established in accordance with the Duties of the Council of the Convention (CoC) as described in Article IX, Section 3 of the [2020-2025 USP Bylaws](#).

1.02 Defined Terms

Capitalized terms not defined herein and used in the Bylaws will have the meanings given there.

1.03 Amendments

The CoC Rules will be reviewed at least annually by the CoC to determine if changes are necessary. The CoC also may undertake a review of the CoC Rules upon request by a Voting Member. All proposed amendments will be subject to Voting Member review and Board of Trustees (Board) approval as detailed in Article IX, Section 3 of the Bylaws.

1.04 Meetings: Quorum/Notes

The CoC shall meet as often as it deems necessary to fulfill the Duties described herein. A majority of members shall constitute a quorum. Meetings may be held in person or virtually. Notes shall be kept of all meetings and a summary of CoC actions and decisions shall be posted to the USP website and made available to the CoC, the Board, and the Council of Experts (CoE).

1.05 Chair and Vice Chair

The Convention President shall serve as Chair of the CoC and shall appoint a Vice Chair to chair all CoC meetings that the President cannot attend. This appointment shall be for a term of one year and may be renewed.

1.06 Code of Ethics

Members of the CoC are expected to adhere to the [USP Code of Ethics](#).

2. VOTING ORGANIZATIONAL MEMBERS

2.01 Membership Criteria

Factors to be considered by the CoC when evaluating potential Voting Organizational Members for USP Convention membership shall include the following:

- Compatibility of organization's mission, vision, focus, and breadth with that of USP
- Proven performance, i.e., organization has made significant accomplishments towards its own mission
- Demonstrated ability to positively influence the public, scientific community, and/or regulatory policy
- Sound governance structure, including appropriate board, staff, committees, etc.
- Accredited (if applicable)
- Ability to add intellectual capacity and new perspectives to the Convention membership

- Past and/or potential interactions with, and contributions to, USP (e.g., past performance as a Voting Member or Associate Member, collaborative activities, source of volunteers)

2.02 Recommendation/Approval Process

A. Source of Recommendations

Any organization may directly request that it be considered for Convention membership. In addition, organizations may be recommended by the CoC, the Board, the CoE, other Convention Members, or USP staff.

B. Process for Consideration for Convention Membership

- For any organization recommended to be considered for Convention membership as described under Section 2.02A of these CoC Rules, USP staff will communicate with the organization to assess the organization's interest in Convention membership and to explain the benefits and responsibilities of Convention membership. During these communications, USP staff will note that USP will contact the organization with additional information if the organization is approved for membership.
- USP staff will prepare a profile for the organization being considered for membership based on the criteria above and any additional factors suggested by the CoC.
- The CoC will determine if the proposed organization should be invited for membership, and if so, the CoC will present to the Board a formal recommendation for membership with the rationale behind its recommendations.
- If the Board approves the CoC's recommendation, the organization will be added to the List of Voting Organizational Members (List) with the designation "invited." If an organization that has requested membership is not recommended for membership by the CoC, or is recommended by the CoC and not approved by the Board, staff will inform that organization of the decision and the rationale behind it.

2.03 Invitation Letter/Response

USP staff will send a letter of invitation to each "invited" organization on the List. The letter will be addressed to the executive officer and copied to any other individuals within the organization as needed to facilitate the appointment process. The letter will include an Appointment Form for the organization to name its Delegate, information about the Duties and expectations of a Member/Delegate, the timeframe (i.e., twelve months) to respond and appoint a Delegate, and opportunities for engagement in the USP Convention.

If USP receives the completed Appointment Form, or any other business communication accepting the invitation or appointing a Delegate, this will be considered acceptance of USP's invitation, and USP will remove the "invited" designation from the Member's name on the List.

If USP receives a response indicating that the organization is not interested, it will remove the organization from the List and advise the organization of the removal.

Staff will send reminders as needed throughout the twelve-month period provided for response and appointment of a Delegate. If at the end of that period no Delegate has been appointed, the organization may be removed as a Member as provided in Section 2.05 below.

If the appointed Delegate has not been included in previous communications noted above in Section 2.02B, USP will provide them with an overview of the Duties of Convention Members and their Delegates.

2.04 Change of Delegate and Naming of Additional Representatives

A Voting Organizational Member may change its Delegate by submitting a new Appointment Form from its executive officer.

A Voting Organizational Member may name additional representatives with whom it wishes USP to interact; however, official Convention communications will be addressed only to the organization's Delegate and executive officer.

2.05 Removal for Cause

As provided in Article III, Section 7 of the Bylaws, a Voting Organizational Member may be removed for cause by a two-thirds vote of the Board upon recommendation by the CoC. "Cause" is defined as (i) failure by a Voting Organizational Member to name a Delegate within twelve (12) months after issuance of an invitation to become a Voting Organizational Member; (ii) failure of an appointed Delegate or alternate to attend two (2) consecutive Regular Membership Meetings; or (iii) failure of a Delegate or alternate to vote on two (2) consecutive written ballots. Before recommending the removal of any Voting Organizational Member for cause, the CoC will notify that Member's executive officer and Delegate (if appointed) of the impending removal and the grounds on which it is based. The Member will be given thirty (30) days in which to respond, and this period may be extended at the discretion of the CoC. If there is no response, or the response is deemed unsatisfactory, the CoC may recommend to the Board that the Member be removed.

2.06 Eligibility of Removed Member for Future Consideration

An organization that has been removed from membership shall not be precluded from reapplying or being reconsidered for membership.

3. ASSOCIATE MEMBERS AND HONORARY MEMBERS

3.01 Criteria for Invitation of Associate Members (organizations and individuals)

The CoC will consider an organization for Associate Member status by reviewing the same criteria outlined in Section 2.01 above. Based on such criteria, an invitation may be extended to any organization or individual the CoC deems appropriate, which may include:

- Organizations previously invited to be Members but unable to accept due to their internal procedures/restrictions
- Organizations that do not meet enough criteria to be invited for voting membership
- Individuals who express an interest in becoming Associate Members

3.02 Rules and Procedures for Associate Member and Honorary Member Participation

In keeping with its mandate under Article IX, Section 1.a.iv. of the Bylaws, the CoC will establish rules and procedures for Associate Member and Honorary Member participation in Member Meetings. The following existing rules and procedures will remain in place unless revised or expanded by the CoC.

A. Term of Associate Member

An organization or an individual that has accepted Associate Member status shall remain an Associate Member until the end of the next Regular Membership Meeting after the beginning of their term, or until any earlier time that they request termination. Associate Members may be reappointed for subsequent terms without a limit on the number of terms.

B. Associate Member Benefits

- Receipt of Member Memoranda and other Member communications
- Access to specific resources on the USP website
- Invitation to attend the next Regular Membership Meeting
- Participation in the Open Hearings for Resolutions and Bylaws at the Membership Meeting

C. Associate Member Restrictions

- No voting rights
- No participation in Membership Meeting sessions that are reserved for Delegates only

D. Appointment of a Representative for Associate Member Organizations

An Associate Member organization will be asked to appoint a Representative who will receive USP communications.

E. Honorary Members

Honorary Members shall be honorary, non-voting individual members of the Convention selected in recognition of their distinguished contributions to the Convention. Honorary Members will be invited to Regular Membership Meetings and will receive Convention communications as appropriate.

4. RESOLUTION DEVELOPMENT

4.01 Solicitation for Submissions

No later than twelve months before the Regular Membership Meeting, the CoC will solicit Resolution submissions that may advance the Purposes stated in Article II of the Bylaws. Solicitations may be extended to any entity, but will at a minimum include all Voting Organizational Members and their Delegates and Associate Members and their Representatives.

4.02 Process for Resolution Development

- USP staff will receive and acknowledge Resolution submissions, gather additional information as needed, and evaluate and submit all of them with recommendations to the CoC.
- In accordance with Article IX, Section 1.b. of the Bylaws, CoC members will work with USP staff to develop proposed Resolutions consistent with USP's strategic direction based on input from Members, the Board, and where applicable, the CoE.
- Proposed Resolutions will then be submitted to the Board and CoE for resource assessment.
- USP staff will develop background and rationale statements to accompany proposed Resolutions.
- USP staff will inform submitters of the final disposition of their submissions and provide a rationale if a submission will not progress to a proposed Resolution.
- All proposed Resolutions will be submitted to the Convention Membership, along with the findings of the Board and CoE (Resolutions Report) not later than sixty days prior to the Regular Membership Meeting.
- USP staff will conduct an open comment period prior to the Regular Membership Meeting to solicit comments to be shared at the Regular Membership Meeting.
- Discussion of proposed Resolutions will take place at the Regular Membership Meeting during an open hearing in which Convention Members also may offer comments on the proposed Resolutions; the CoC will deliberate following the opening hearing and make

any adjustments to the proposed Resolutions before they put forward the final language of the Resolutions to Members at the Regular Membership Meeting for a vote.

5. ENGAGING AND COMMUNICATING WITH THE MEMBERSHIP

5.01 Approaches and Mechanisms

At least annually, the CoC will conduct a review of approaches and mechanisms for engaging and communicating with the Convention membership between Regular Membership Meetings and will consider opportunities to improve the effectiveness of such approaches and mechanisms. Such approaches and mechanisms will include regular reporting to the membership on USP's activities, including an annual summary of USP's progress in addressing and meeting the adopted Resolutions.

6. ENSURING THE INTEGRITY, ACCURACY, AND SECURITY OF THE CONVENTION'S VOTING PROCESS

6.01 Voting Mechanisms

- A.** The CoC shall oversee the selection, validation, testing, and use of an electronic audience response system (ARS) to conduct voting at Membership Meetings, and will ensure that the system selected meets the needs of the Convention. Prior to each Membership Meeting, USP will conduct equipment validation and provide results to the CoC.
- B.** The CoC shall ensure the existence of a manual backup system and a written Standard Operating Procedure for its implementation for counting votes at each Membership Meeting. It will also brief the presiding officer on its use prior to commencement of the Meeting.
- C.** The CoC shall seek to introduce an electronic online voting system for use when a Membership vote is required outside of a Membership Meeting. It will also provide for an optional paper-ballot system, and will provide information to the Membership about using it.

6.02 Rules of Order

The CoC shall ensure that voting and all other parliamentary procedures of the Convention, whether employed at a Membership Meeting or online, comply with the latest edition of *Robert's Rules of Order, Newly Revised*.

6.03 Parliamentarian

The CoC may engage a parliamentarian, if deemed appropriate, to advise the CoC on proper procedure at a Regular or Special Membership Meeting.

7. DEVELOPING AND REVIEWING PROPOSED AMENDMENTS TO THE BYLAWS

7.01 Soliciting Input Prior to a Regular Membership Meeting

Prior to the Regular Membership Meeting, the CoC shall begin a review of the Bylaws to ensure that all provisions adequately specify Members' rights, USP's governance structure, and the flow of authority within the organization. The CoC will seek input as follows:

- At least **two years** prior to the Regular Membership Meeting, the CoC will consider input from staff on their experience with Bylaws provisions during the first three years of the cycle.
- At least **one year** prior to the Regular Membership Meeting, the CoC will solicit Voting Member input on proposed amendments and will provide an online mechanism for those Members to submit their input. Voting Members will also be given the option to provide input through the mail. The CoC will acknowledge receipt of input from individual Voting Members and will advise them of the outcome with respect to their input.
- At least **one year** prior to the Regular Membership Meeting, the CoC shall solicit input from the Board and the CoE. The CoC will inform those bodies of the outcome with respect to their input.
- The CoC will seek input from the parliamentarian that may be contracted under CoC Rule Section 6.03 to advise on parliamentary conformance of the Bylaws and proposed amendments.

7.02 Open Hearings and Business Sessions

The CoC shall develop rules for conducting open hearings and business sessions at Membership Meetings. Open hearings address proposed Resolutions and proposed amendments to the Bylaws. The rules for both procedures will ensure that impartiality, objectivity, order, and openness are maintained and that Delegates receive priority to be heard. Prior to holding open hearings and business sessions, the CoC shall present the Delegates with the corresponding proposed rules for their adoption.

8. REVIEWING PROPOSED RULES AND PROCEDURES OF THE COE AND COC

8.01 Timing of Review

The CoC shall help ensure that the Rules and Procedures (Rules) established by the CoE and CoC for the fulfillment of their respective Duties are consistent with the Bylaws. It will review those Rules as follows:

- At the beginning of a cycle when the CoE and CoC initially submit their proposed Rules
- At any time the CoE or CoC proposes any change to its Rules
- At any time a Voting Member requests a review that the CoC deems appropriate
- At any time the CoC believes a review has become necessary

8.02 Review Procedure

The CoC will not unreasonably withhold its recommendation to the Board for approval of Rules, however, it will not approve Rules that present a conflict with the Bylaws.

A. Review Procedure for Rules and Procedures of the CoE (CoE Rules)

Following receipt by the CoC of the proposed CoE Rules, or of any subsequent proposed amendments thereto, the CoC will take the following steps:

- Ensure that there are no provisions that conflict with the Bylaws and work with the CoE to resolve any conflicts found in the CoE Rules.
- Submit the CoE Rules to the Voting Members and allow them at least 90 days to comment.
- After expiration of the comment period, provide the CoE with: (a) a summary of Members' comments, if any; and (b) the CoC's comments, including any recommendations for changes and the rationale for those. The CoE will have the opportunity to make recommended changes or respond to the CoC's comments on the CoE Rules.

- Forward to the Board: (a) the CoE Rules; (b) all comments (from Membership and the CoC) provided to the CoE; (c) any responses to the comments from the CoE; and (d) a recommendation for approval.

B. Review Procedure for CoC Rules

Following the development of the proposed CoC Rules, or of any subsequent proposed amendments thereto, the CoC will take the following steps:

- Ensure that there are no provisions that conflict with the Bylaws.
- Submit the CoC Rules to the Voting Members and allow them at least 90 days to comment.
- After expiration of the comment period, provide the CoC with a summary of Members' comments, if any, and respond to those comments as appropriate.
- Forward to the Board: (a) the CoC Rules; (b) all comments from Membership provided to the CoC; (c) any responses to Membership comments from the CoC; and (d) a recommendation for approval.