The Rules & Regulations of the MHI Solutions Community
An Industry Group of the Material Handling Industry (MHI)

ARTICLE I. Mission Statement and Philosophy.

The mission of the Solutions Community is to understand the complex challenges of the user industries and be the go-to resource in material handling systems, services and applications throughout the supply chain.

The philosophy of the Solutions Community is to support MHI’s mission of providing a unique venue where suppliers of material handling equipment and technology can collaboratively work with the user community to improve the marketplace for all.

Participation mandates adherence to a safe harbor no-buy, no-sell environment to openly discuss topics of mutual interest, including best practices, lessons learned and other information. A basic tenet of the Solutions Community is to create a non-commercial environment that fosters networking, relationship building and the open exchange of information. All Members are responsible for promoting this environment, and are obligated to notify group leadership for failures to adhere.

ARTICLE II. Work Scope

The scope of Solutions Community operations and activities include but are not limited to:

- Promoting the exchange of professional communications among Members, Educators, Users and Invited Guests responsible for education, design, implementation and management of Material Handling and Supply Chain solutions;
- Providing a venue for the exchange of ideas concerning launching, specification, design, implementation, integration, management and continuous improvement;
- Conducting Supplier, Educator, and User programs and meetings for the benefit of the Material Handling and Supply Chain market; and,
- Promoting events and content generated by other MHI Industry Groups;

The primary source of input to the Solutions Community will be the User community. MHI will establish as many lines of communication with this community as possible in order to develop a comprehensive knowledge bank of industry problems and needed solutions.
ARTICLE III. Goals.

The goals of the Solutions Community include, but are not limited to, the following:

- To identify, develop and disseminate forward-looking value propositions for Material Handling and Supply Chain practitioners;
- To identify market trends and challenges in Material Handling and Supply Chain operations in order to develop timely and relevant solutions;
- To provide a forum for discussion of business and technology trends;
- To establish strong connections between Members of the Group with the community of Supply Chain and Material Handling product and service providers, as well as organizations and individuals interested in Solutions Community activities; and,
- To provide contacts to Members that may be developed during educational activities (presentations, publications, webinars and more).

ARTICLE IV. Programs.

The programs of the Solutions Community include, but are not limited to, the following:

- Engaging on an ongoing basis with the User community that is also focused on Material Handling and the Supply Chain;
- Engaging with adjacent communities such as Consultants, Market Research Firms, Vertical Market Organizations, supply chain associations, academia, and regulatory agencies on an ongoing basis; and
- Developing educational and seminar materials for presentation to interested communities; and
- Providing a response to needs or interests based on inquiries, market research, etc. in the form of thought leadership through committees, work groups, or by other means.

The Membership of the Community will approve a budget annually. Funding for committees or work groups not specifically identified in the approved budget will be at the discretion of the Solutions Community Board of Directors.

ARTICLE V. Definitions.

Section 1. “Member” means a Member of the Solutions Community.
Section 2. “Person” means any individual, proprietorship, partnership, firm, group, corporation, division of a corporation or other business or legal entity.

Section 3. “User” means any Person who purchases and uses a product or service after it has been fully developed and marketed.

Section 4. “Invited Guest” means any Person who is not currently a Member of MHI, but who is involved in the Material Handling or the Supply Chain. These guests are not MHI member eligible, but utilize products or services similar to those offered by MHI members. They may also represent the media and have an interest in the scope and activities of the Community.

Section 5. “Supply Chain” means any sequence or set of activities that a Person operating in a specific industry performs in order to deliver a valuable product or service for the market.

Section 6. “Material Handling” describes the movement, protection, storage and control of materials and products throughout manufacturing, warehousing, distribution, consumption and disposal.

ARTICLE VI. Membership.

Section 1.
There shall be five classes of Membership as follows:
(a) Supplier Membership. Any Person which is a Member in good standing of MHI who supplies equipment, systems or applications shall be eligible for this Membership and, if elected to Membership, shall be entitled to all rights and privileges of Supplier Members as set forth in these Rules & Regulations and shall have the right to vote on business matters including the budget of the Community. Supplier Members qualify for MHI Membership as a Manufacturer or Developer as defined in Article I of the Amended and Restate Bylaws of Material Handling Industry.
(b) Integrator Membership. Any Person which is a Member in good standing of MHI who provides a service as an integrator or consultant on Material Handling or Supply Chain solutions shall be eligible for this Membership and, if elected to Membership, shall be entitled to all rights and privileges of Integrator Members as set forth in these Rules & Regulations and shall have the right to vote on business matters including the budget of the Community. Integrator Members qualify for MHI Membership as a Systems Facilitator/Integrator, Systems Simulator, Third-Party Logistics Provider, or Consultant as defined in Article I of the Amended and Restate Bylaws of Material Handling Industry.
(c) User Membership. A Person shall be eligible to be a User Member if that Person is an Invited Guest who is elected to Membership by a majority vote of the Members at their regular or special meeting.

(d) Academic Membership. A Person shall be eligible to be an Academic Member if that Person is an Invited Guest who is elected to Membership by a majority vote of the Members at their regular or special meeting.

(e) Media Membership. A Person who has a media interest in the scope of the community.

Section 2.

(a) In the case of a parent company with divisions or wholly-owned subsidiaries, there shall be only one Member from the entire organization at any one time. In such a situation the determination of which entity shall be the Member is reserved to the parent company, division and wholly-owned subsidiary subject to the eligibility requirements for Solutions Community Membership.

(b) A Member that changes its form of organization shall not for that reason alone cease to be a Member, provided that it continues to satisfy eligibility requirements for its category of Membership after the change.

(c) A Member that has resigned in good standing from The Solutions Community may reapply for Membership within two (2) years of the date of resignation, provided it satisfies requirements for Membership eligibility at the time of reapplication and has paid all past-due dues, assessments and indebtedness.

(d) Invited Guests may attend a regular meeting one (1) time as a guest and will then be asked to apply for membership if they wish to participate further.

Section 3.

Membership Participation is critical to the success of the Solutions Community. Meaningful participation is an obligation for all Members. Participation may take many forms, including but not limited to the following:

(a) Leadership of sub-groups within the Solutions Community.

(b) Membership in a sub-group including substantive support of the sub-group’s efforts.

(c) Active involvement with any of the Solutions Community programming established for a calendar year.

(d) Volunteerism that supports and promotes the goals of the Solutions Community
Section 4.
Applications for Membership shall be made in writing to Solutions Community Management, who shall perform due diligence to assess applicant eligibility and shall report the results of that investigation to the Members. Assuming that applicants are determined to be eligible, said applications shall be referred to the Solutions Community Board for action. A favorable vote of no less than two-thirds (2/3) of the Solutions Community Board present at a regular or special meeting (present or by proxy) or by electronic ballot shall be necessary to elect an applicant to Membership in the Solutions Community.

Section 5.
Resignation of Members shall be considered effective for the purpose of attending meetings and voting as of the date on which notice of intent to resign is submitted in writing to the Group Manager provided that a Member offering its resignation shall pay its dues and assessments to the Solutions Community in full for the calendar year in which its resignation is submitted before resignation shall be deemed to be effective.

Section 6.
If requested after election to Membership, a Member shall submit to the Community Manager such evidence as may be requested establish its continuing eligibility for Membership.

Section 7.
Any Member may be suspended or expelled from Membership in accordance with the procedures set forth in the MHI Bylaws from Membership in the Community for any of the following reasons:

(a) Failure to pay dues or assessments within sixty (60) days of payment thereof being required;
(b) Failure to comply with the provisions of the Rules & Regulations of this Solutions Group and/or the Bylaws of MHI;
(c) Failure of its Delegate or Alternate Delegate to attend one (1) of two (2) regularly scheduled Membership meetings in a calendar year unless reasons satisfactory to the Solutions Community Board are provided; and / or
(d) Any conduct unbecoming a Member or calculated to bring the Solutions Community into disrepute.

Section 8.
Action of either suspension or expulsion for any of the reasons enumerated above shall be taken by the affirmative vote of two-thirds (2/3’s) of the Solutions Community Board but only after the accused Member shall have been given due notice and an adequate opportunity to respond, as set forth in the Bylaws of MHI.

ARTICLE VII. Delegates and Alternates.

Section 1.
Each Member shall designate one Delegate, who is an employee of the Member and who is certified by the Member to the Community Manager in writing to represent it with the Group and who shall exercise the voting power of the Member, and one Alternative Delegate, who is subject to the same restrictions as the Delegate and who is empowered to act on behalf of the Member in the event of the Delegate’s absence or inability to act. Only Delegates of Supplier or Integrator Members shall be eligible for nomination and election as Executive Director.

Section 2.
A Member of the Community may from time to time designate a different Delegate or Alternate by notifying the Community Manager of such change in writing accordance with these Rules & Regulations.

ARTICLE VIII. Meetings and Quorums.

Section 1.
The Members of the Solutions Community shall hold an annual meeting for the election of officers, for the approval of the next year’s budget and for the transaction of such other business as may properly come before the Community during the last four months of each calendar year at such time and place as the Community Manager shall designate. Notice of such meeting together with a brief description of the matters to be covered at the meeting shall be sent by the Community Manager to each Member at least fifteen (15) days and not more than sixty (60) days in advance of the meeting.

Section 2.
Regular and special meetings of the Members of the Community may be called by its Executive Director or Community Manager at a designated time and place. Regular Meetings of the Community shall generally coincide with the Spring Meetings and Annual Conference of MHI. Special Meetings may be conducted by teleconference, web meetings or other electronic means. Notice of such meetings together with a brief description of the matters to be covered at the meeting shall be sent by the Community Manager to each Member at least five (5) and not more than thirty (30) days in advance of the meeting.
Section 3.
The Community may conduct business at a Regular or Special Meeting if a quorum of Members is present. A quorum shall consist of the Members present at a regularly scheduled meeting, including but not limited to the meetings coinciding with the MHI Spring Meetings and Annual Conference. A quorum shall consist of all members present at a special meeting provided that notice of such meeting is provided, in writing, no less than seven (7) days prior to the special meeting. Except where otherwise provided in these Rules and Regulations, resolutions may be passed and business transacted by majority vote of the Members which are present in person or by proxy. Each Member shall have only one (1) vote regardless of the number of representatives from such Member who may be present at the meeting. A Member which is not present in person may be represented, and may vote, by written proxy. No one employed by MHI shall serve as a proxy for any Member. Proxies must be delivered to the Community Manager prior to the opening hour of the meeting at which they are to be voted.

Section 4.
A record of all meetings of the Community shall be preserved as the minutes of the meeting.

ARTICLE IX. Officers and Representatives.

Section 1.
The officers of the Community shall form the Solutions Community Board of Directors that consists of the following leadership roles, which are elected by a majority vote of the membership, with the exception of the Community Manager:

(a) Executive Director – Oversees the Board of Directors and leads the Solutions Community in conjunction with the Community Manager and leads the effort to identify new workstreams, topics, continuously improve member value, participation and recruiting. The Executive Director cannot hold a chair position in any other MHI-affiliated group while serving as Executive Director.

(b) Integrator Chair - A voting member of leadership team and voice of the integrator and consultant members; must be an Integrator Member.

(c) User Chair – A voting member of leadership team and voice of the user community; must be a User Member.
(d) Education Chair – Must be a Academic Member. In the event that no other representative is selected, the President of CICMHE shall hold this position *ex officio*, until a permanent Academic Chair is elected.

(e) Media Chair – Must be a Media Member.

(f) Supplier Chair – Oversees sub-committees and is responsible for driving the committees to achieve its mission with meaningful output in a reasonable timeframe. There will initially be three (3) sub committees enacted, however more may be added. Must be a Supplier Member.

(g) Community Manager – Manages and supervises the group, appointed by the CEO of MHI.

The officers must be Delegates or Alternate Delegates of Members, who in turn, shall alone be eligible to vote for them. The term of the Group’s officers shall be two (2) years, in each case beginning with the first day of January following election unless otherwise provided by the Membership. The Chief Executive Officer of MHI shall appoint the Community Manager and Treasurer whose offices may be held by one (1) person.

If the office of Executive Director or any of the Chairs set forth above shall become vacant prior to a regularly scheduled election, the Board of Directors may, by majority vote, appoint an interim Executive Director or Chair who will serve the remainder of the departed officer’s term of office.

Section 2.
The Executive Director shall preside at all meetings of the Community, shall appoint standing committees as well as *ad hoc* or temporary committees along with their chairs, shall be responsible for Community research activities, and shall perform such other duties as are normally exercised by the chairs of comparable organizations. A Director, as designated by the Executive Director, shall act in the absence of the Executive Director, and in the absence of all Chairs, a Delegate or Alternate Delegate of any Supplier Member who is selected by a majority of the Members present shall preside at Community meetings.

Section 3.
The Community Manager shall be the chief administrative officer of the Community and, subject to the oversight of the Members and Solutions Community Board of Directors, shall manage, supervise and exercise general executive powers concerning the business and affairs of the Community. The Community Manager shall be charged with carrying out the policies, programs, orders and resolutions adopted or approved by the Members and shall have all powers and shall perform all duties typically incident to the office of a general manager and secretary as well as any additional power or responsibilities as may be prescribed by the Members from time to time. The duties of the Community Manager shall also include, but not be limited to, the following:

(a) Attendance at all meetings of the Community in person or by a designated representative;
(b) Distribution of the agenda and notice of meetings as may be appropriate;
(c) Preparation of correspondence pertaining to the Community;
(d) Maintenance of minutes of all meetings of Members and committees; and
(e) Implementation of orders, votes and resolutions of the Executive Members.

Section 4. The Treasurer or a designee shall oversee the collection of dues and assessments from Members and shall ensure that all expenses of the Community are paid, subject to the general approval and direction of the Members. The Treasurer shall render a statement of the Community’s financial status annually or as requested by the Members. The accounts shall be audited from time to time, as may be directed by the Members, provided that no Member shall have access to figures revealing the business of any other Member. At the expiration of the term of office, the Treasurer shall deliver all books and records of the Community to the successor.

ARTICLE X. Committees.

Section 1. Appointments; Powers. All Solutions Committees of the Community shall include Members as appointed from time to time by the Executive Director or as specifically designated by these rules and regulations as Committee Members. All temporary or ad hoc committees shall consist of Members and such other Persons as shall be appointed by a member of the Solutions Community Board of Directors, provided that Persons other than Members shall not constitute a majority of any committee or subcommittee. All members of the Committees shall have the right to vote on
committee matters except as otherwise provided herein. Members may empower any committee with such authority subject to such conditions as they may deem fit and otherwise subject to restrictions of law and these rules and regulations. The Executive Director may appoint the chairs of all committees who shall in turn preside at committee meetings unless otherwise determined by these rules and regulations. Successor chairs of committees, if required, shall be appointed by the Executive Director or elected by the majority of the Members.

Section 2. Organization; Record; Finality of Action.
All committees shall determine their own organization, procedures, and times and places of meeting unless otherwise established by the Members or these rules and regulations. All committees shall keep a record of that which takes place at their meetings and shall generate a summary report with a brief description of all matters and findings which shall be distributed, electronically or physically, to the Members no more then thirty (30) days after the committees’ meetings. A member of the Solutions Community Board of Directors may request a committee to present a brief report at a subsequent regular or special meeting. Any action taken by a committee shall be subject to modification or revocation by the Members, provided that third parties shall not be materially prejudiced.

Section 3. Solutions Committees
There shall be a Solutions Committee on topics that are determined by the membership, have a broad impact and are integral to the Industry (e.g. Automation, Information Systems, Order Fulfillment, E-Commerce, Health & Safety, etc.). Solutions Committees will have a Chair and Vice Chair to be nominated from and elected by a majority of the Members of the Committee. The Chair and Vice Chair positions may be appointed by a member of the Solutions Community Board of Directors at the creation of the Committee or at other times deemed necessary. All Members of the Solutions Community are eligible to join a Solutions Committee by affirming their participation to the Committee Chair. The Vice Chair is responsible for the recording of the Committee’s activities including minutes of all meetings which are to be supplied to the Community Manager for retention and distribution. A Solutions Committee may request funding to support its mission; the request is to be made to the Solutions Community Board of Directors for approval.

Section 4. Ad-Hoc Work Groups
Ad-Hoc Work Groups may be assembled based on the topics and interests that the Membership believes are worthy of pursuing. These Work Groups are to address trends unveiled through market research, member feedback and inquiries to the Solutions
Community. An Ad-Hoc Work Group may request funding to support its mission; the request is to be made to the Solutions Community Board of Directors for approval.

**ARTICLE XI. Dues and Assessments.**

Section 1. Dues
Each Member of the Community shall pay such dues and initiation fees as have been approved by not less than fifty percent (50%) of the Members at a Meeting.

Section 2. Initiation Fees.
A one-time initiation fee shall be assessed to each new Member, along with their first annual dues payment. Any Member that was not a Member in the previous calendar year will be considered a new Member for the purposes of assessing the initiation fee.

Section 3.

The Community Manager shall report to all Members at or before any regular or special meeting of the Group the names of any Members which are at least sixty (60) days in arrears of dues or assessments. No Member so in arrears shall have its vote tabulated on any matter at such meeting or shall be counted in ascertaining a quorum. If any Member remains in default for more than thirty (30) days thereafter, the default status will serve as written notice of an intent to resign for that Member will be considered to have submitted an intent to resign and it shall automatically be deprived of all rights, privileges and activities related in any way to Membership in the Group until it is restored to good standing by payment of all dues and/or assessments in arrears.

**ARTICLE XII. General.**

Section 1.
The fiscal year of the Community shall be the calendar year.

Section 2.
The use of gender these rules and regulations shall be applicable to any other gender or to all genders as may be appropriate.

Section 3.
These rules and regulations may be amended at a meeting of the Solutions Community Board of Directors by a two-thirds (2/3’s) vote, the nature of the proposed amendment having been stated in the notice of said meeting. The requirement of advance notice of a proposed amendment may be waived by the unanimous consent of the Solutions Community Board of Directors, which are present at the meeting at which the amendment is offered.
Approved 23 May, 2017

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