

Approved November 20, 2019

CHARTER OF THE
R CONSORTIUM MARKETING COMMITTEE

This Charter was adopted on July 27, 2017, by the Board of Directors of R Consortium (the “Organization”).

1. *Mission.* The mission and responsibilities of the Marketing Committee (“Committee”) are to oversee and direct all marketing functions of the Organization.

2. *Eligibility.* Except as otherwise determined by the Board of Directors, any Member may send one voting or non-voting representative to participate in the Committee, as provided in Article II of the Bylaws.

3. *Officers.* The Committee shall elect a Chair, and may elect a Vice-Chair, each of which shall be a representative of a Platinum Member, if it so desires. The Chair shall preside at each meeting of the Committee. In his or her absence, the Vice-Chair shall preside, or, if there is no Vice Chair, a person appointed for such purpose by the Chair.

4. *Meetings of the Committee.* The Committee will ordinarily hold 24 telephonic meetings per year, each when and as called by the Chair, who may also call additional telephonic or face to face meetings of the Committee for any reason.

5. *Notice of Meetings.* Notice of the time and access number (or physical location, as appropriate) of all meetings shall be given to each member of the Committee at least five days in advance (in the case of a telephonic meeting) and thirty days (in the case of a face to face meeting).

6. *Representation.* Each Member represented on the Committee shall have the right to designate one individual to serve as its primary representative on the Committee and one individual to serve as its alternate representative. The alternate representative of a Member shall, in the absence of the primary representative, have all of the rights, obligations and responsibilities of a primary representative.

7. *Quorum and Minimum Votes.* A majority of the Members, participating by phone (or in person, as the case may be) that have appointed representatives to the Committee shall constitute a quorum, and a majority of those participating when a quorum is present shall be required to approve any action.

8. *Action by Consent.* Any action that can be taken at a meeting of the Committee may be taken without a meeting if a majority of the Members then represented on the Committee approve the action by email or other electronic means.

9. *Agenda.* The agenda for all meetings of the Committee shall be as determined by the Chair with the assistance, if desired, of staff. The agenda for each meeting shall provide time for

any Member to raise any topic or matter of concern within the mission and responsibilities of the Committee.

10. Minutes. The Committee shall cause minutes to be kept at all meetings of the Committee, which minutes will be distributed to the Board of Directors and Committee a reasonable time after each such meeting.

11. Attendance. Notwithstanding anything to the contrary in this Charter, any Member shall lose its right to vote on the Committee if its Primary and Alternate Representatives both fail to attend two (2) out of any three (3) consecutive in person and/or telephonic meetings of the Committee. In such event, its voting privileges shall be restored when it has been represented at two consecutive meetings.

12. Limits on Member Authority. The Board of Directors may amend or modify this Charter or the mission or responsibilities of the members of the Committee at any time upon prior notice to the Members.

13. Applicability of Organization Policies. In carrying out their responsibilities under this Charter, all Members representatives shall abide by this Charter and adhere to the policies of the Organization, as the same may be adopted and modified from time to time by the Board of Directors, including, without limitation, the Organization's Antitrust Policy and Intellectual Property Rights Policy.