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# BYLAWS OF AGING SERVICES OF MINNESOTA\*

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## ARTICLE I NAME

The name of this corporation is Aging Services of Minnesota.

## ARTICLE II PHILOSOPHY, MISSION AND PURPOSE

Section 1. Philosophy: Aging Services of Minnesota (Aging Services) is a statewide, not-for-profit corporation which represents providers of housing, health care and community services for the elderly and disabled. On behalf of its membership, Aging Services helps to shape state and federal legislation, negotiates regulatory changes with government agencies and constantly analyzes the strengths and needs of its members in order to assist them in providing effective and efficient housing and long term care services. Aging Services of Minnesota is dedicated to the development of a continuum of care which meets the physical, spiritual, emotional and social needs of aging persons while providing the individual with options and a means of achieving maximum independence. Aging Services encourages its members to achieve high professional standards and provide innovative approaches to the delivery of quality services that are both effective and efficient and which result in the enhancement and enrichment of the lives of those served.

Section 2. Mission: In order to carry out this philosophy, Aging Services of Minnesota has established that its mission is to enhance the ability of its members to provide for the well-being of older people in their communities through residential, supportive living, and health care services.

Section 3. Purpose: The purposes of Aging Services are as follows:

- A. to promote the welfare of people by helping to make available long-term care services of such quality and quantity to best benefit the residents of Minnesota;
- B. to encourage continuing improvement of administrative and professional standards of the membership;
- C. to promote the increased efficiency and effectiveness of these organizations;
- D. to conduct educational programs for the improvement of personnel;
- E. to encourage scientific research and professional education;
- F. to support and encourage efforts of related organizations;
- G. to represent member organizations to voluntary and public agencies and organizations as well as to the general public;
- H. to encourage the enactment of laws and regulations that are in the best interest of the residents served by member organizations; and
- I. to conduct programs of fact finding and reporting.

Any conflict between the Articles of Incorporation and the Bylaws with respect to the purposes or powers of Aging Services shall be resolved in favor of the Articles.

### **ARTICLE III** **MEMBERSHIP**

Section 1. Classes of Membership: Membership in Aging Services on an organizational or a personal basis, as the case may be, may be available to organizations and individuals meeting the requirements and objectives of Aging Services, on application and upon election as provided below. Voting and office holding are privileges of Voting Members only.

A. Voting Membership: Voting membership in Aging Services of Minnesota shall be available to:

1. Licensed not-for-profit nursing homes and not-for-profit board and care homes in the state of Minnesota, which meet the established requirements of the Association.
2. All housing for the elderly not licensed as a nursing home or board and care home in the state of Minnesota, which meet the established requirements of the Association. Housing members not licensed as nursing homes comprise Aging Services Housing Division.
3. All housing for the elderly not licensed as a nursing home or board and care home in the state of Minnesota and not included in category 2 above and which are owner occupied.

If the prospective member is part of a multi-facility organization, all eligible facilities of that organization shall be members. In the case of a housing organization affiliated with a nursing home as an owned or controlled entity, both the housing organization and the nursing home must be members of Aging Services. The Board of Directors may at its discretion modify the provisions of this requirement for a multi-facility organization for a specified period of time.

B. Associate Membership: Associate Membership shall be available to organizations and individuals interested in the mission and purposes of Aging Services, but not eligible for Voting Membership. An Associate Member is entitled to the same privileges of membership as a Voting Member, including the right to serve on committees, but may not vote, hold office or be a Director. This class of members shall be divided into ten types.

Type A - shall include Active Institutional Members of the Minnesota Hospital Association which do not have long-term care (C&NC) units.

Type B - shall include homes and related long-term care institutions in the planning stage or under construction.

- Type C - shall include organizations who are interested in the mission and purposes of Aging Services and meet criteria set forth by the Board of Directors.
- Type D - shall include agencies for planning of long-term care facilities, elderly housing and services.
- Type E - shall include licensed proprietary nursing homes and board and care homes.
- Type F - shall include providers of non-institutional services to the elderly.
- Type G - shall include individuals interested in the mission and purposes of Aging Services. Membership in this category is limited to individuals whose organization would not be otherwise eligible for membership.
- Type H - shall include organizations which only manage housing projects for the elderly, where these projects are not owned or sponsored by the managing organizations.
- Type I - shall include faculty of, and full-time students in, accredited post-secondary long-term care and housing management who are not also full-time employees of any long-term care or housing facility.
- Type J - shall include nursing homes which are licensed, but are eligible for neither Medicaid nor Medicare certification and exclude facilities that have been involuntarily terminated from certification. If the prospective member is part of a multi-facility organization, all eligible Minnesota facilities of that organization shall be members.

- C. Business Partners: Business Partners shall be persons or organizations doing business with Aging Services or its members. A Business Partner is entitled to the same privileges of membership as a Voting Member including the right to serve on committees, but may not vote, hold office or be a Director.
- D. Honorary Membership: Honorary members shall be persons of distinction who may be elected to honorary membership of Aging Services of Minnesota by the Active Institutional Membership following nomination by the Board of Directors. Honorary members shall pay no dues, and may participate in meetings without power to vote. They may attend Institute and other functions of Aging Services without payment of registration fees.

Section 2. Election: Applications for membership shall be made to the Chief Executive Officer in writing. The applicant shall become a member upon a majority vote of those present at a meeting of the Board of Directors, and upon payment of dues for the first year as hereafter provided.

Section 3. Expulsion and Reinstatement: The Board of Directors may censure, suspend or expel any member for cause after giving such member an opportunity to have a hearing. Any member suspended or expelled may be reinstated by the affirmative vote of a majority of the members of the Board of Directors.

Section 4. Restrictions: There is no restriction on the minimum or maximum number of members. Membership rights may not be transferred, assigned or devised. No member, by virtue of membership, shall have any right, title or interest in or to any property of the corporation.

## **ARTICLE IV**

### **DUES**

Section 1. Establishment of Dues: Dues for Voting, Associate and Business Partners shall be established by the Board of Directors, through recommendations of the Finance and Audit Committee. Changes in the mechanism by which dues are calculated shall be subject to the approval of the voting membership at its annual meeting or at a special meeting called for that purpose by the Board of Directors. Any change in dues rates proposed by the Board of Directors shall be in writing to the membership at least ten (10) days prior to the membership vote. Members admitted to membership prior to April 1st in any year shall pay dues for the full calendar year. Dues of all members joining Aging Services after April 1st of any year shall be pro-rated on the basis of the number of whole months remaining in their first membership year from the date of admission to membership until December 31 next following.

Section 2. Special Assessments: Special assessments may be levied to members upon recommendation of the Finance and Audit Committee and the Board of Directors, and shall be subject to the approval of the voting membership. Proposed assessments shall be in writing to the membership at least ten (10) days prior to the meeting for membership vote.

Section 3. Default in Payment of Dues: If dues are not paid within sixty (60) days of the date on which they become due and payable, the Chief Executive Officer shall notify each member in arrears; and if said dues are not paid within thirty (30) days thereafter, all privileges of membership shall be suspended until all arrears are paid in full. At any time within three years after the date when dues are first required to be paid, a member who has been suspended may be reinstated upon the payment of the 90 days dues which were in default at the time of reinstatement. The Board of Directors may at its discretion modify the provisions of this section effective for such period as the Board shall determine.

## **ARTICLE V**

### **MEETINGS**

Section 1. Annual Meeting: There shall be an annual meeting of Aging Services. The time and place shall be designated by the Board of Directors and announced at least sixty (60) days before the date so fixed. The annual meeting shall include an educational program and the annual

membership business session. Officers and members of the Board of Directors and other candidates standing for election will be elected. Annual reports of Aging Services operations and succeeding budget shall be presented. Other business properly brought before the membership shall be transacted.

Section 2. Special Meetings: Special meetings of Aging Services may be called by the Board of Directors or by the Chairperson upon the request of at least 10% of voting representatives, hereafter referred to as delegates, of Voting Members. Notice of any special meeting shall be mailed to each member at his/her last recorded address at least ten (10) days in advance, announcing the time and place and information as to the subject or subjects to be considered at such special meeting. Voting by mail ballot shall only be permitted for special meetings of Aging Services. Voting by proxy is allowed for special meetings of the membership.

Section 3. Business Sessions of Meetings:

- A. Presiding Officer: The Chairperson or, in his/her absence, the Chairperson-Elect shall preside at business sessions.
- B. Rights and Privileges: Each Voting Member shall be entitled to one (1) delegate at business sessions of Aging Services membership or in any referendum conducted by Aging Services and each delegate shall be entitled to one vote. For purposes of this section, a multi-facility organization shall be accorded one vote for each affiliate paying dues as a separate facility. Delegates shall be specified by each Voting Member in advance of business sessions. Members of Aging Services of Minnesota, other than Voting Members or their delegates, may attend business sessions and shall be entitled to the same rights and privileges as delegates, except that they shall not have the right to vote.
- C. Voting: Cumulative, proxy and telephone voting are prohibited.
- D. Closed Business Session: Upon motion of the presiding officer or any delegate of a Voting Member, a request may be made to hold a closed business session. Such motion shall have precedence over all other motions, is debatable, and requires a two-thirds (2/3) majority vote of the delegates of the Voting Members present for passage. If such a motion is passed, all persons present, except delegates of Voting Members, shall be asked to leave before business is continued.
- E. Quorum: To constitute a quorum at any business session duly convened, at least 25% of the Voting Members must be represented in person.
- F. Parliamentary Rules: When not in conflict with these bylaws, the usual parliamentary rules in *Robert's Rules of Order* shall govern all deliberations.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

Section 1. How Constituted: There shall be a Board of Directors which shall consist of at least twenty-two (22) natural persons including five (5) officers, seven (7) District Directors and nine (9) Directors-at-Large, four (4) of which shall be Housing members, one of which shall be a

member of the Housing Leadership Council. A minimum of eleven (11) of the twenty-two (22) Directors must represent not-for-profit Aging Services members. The officers shall be Chairperson, Chairperson-Elect, Immediate Past Chairperson, Secretary/Treasurer and the President/Chief Executive Officer of the Association. The officers elected annually by the membership shall be the Chairperson, Chairperson-Elect and the Secretary/Treasurer. Seven (7) Directors shall be elected by the Districts. The nine (9) Directors-at-Large shall be elected by Aging Services membership.

In addition to the twenty-two (22) Directors, any Minnesota Delegate to the American Association of Homes and Services for the Aging shall be a voting member of the Board. AAHSA Delegates must be elected by a vote of the membership.

In addition to the voting directors, there may also be a non-voting director appointed. This non-voting director may be appointed by the Aging Services Chairperson for a term determined solely at the Chair's discretion. The purpose of this position is to permit the Chair, if they deem it appropriate, to seek specialized expertise to enhance the Board's diversity, marketplace perspective or other facets of Board composition which the Chair in his or her sole discretion deems advisable. This non-voting director serves solely at the pleasure of the Aging Services Chair. While non-voting, this director position shall have all the obligations of loyalty, responsibility and duties to the organization as would any other director including, but not limited to, attendance requirements, disclosure of real or potential conflict of interests and the obligation to hold proprietary and trade secret information in strict confidence.

Section 2. Election of Directors: At each annual meeting, Aging Services membership, by a majority of the duly authorized representatives present and voting, shall elect no more than four (4) Directors-at-Large. Each of seven (7) Districts shall elect one (1) Director to the Board of Directors. The terms of office of the District Directors shall be established so that no more than three expire in the same year.

Section 3. Eligibility: Officers, District Directors, and Directors-at-Large shall be persons affiliated with a Voting Member of Aging Services and shall be an administrative officer of that corporate body or a member of its governing body.

Section 4. Limitations: Directors will serve three-year terms and Officers one-year terms. The Chairperson and the Chairperson-Elect may be elected for up to two (2) successive one-year terms. The Secretary/Treasurer may be elected for up to three one-year terms. A Director may serve two (2) successive three-year terms but then shall not be eligible for re-election as Director until at least one (1) year shall have elapsed since the Director's membership on the Board. A Board member who is a District Director or Director-at-Large shall vacate that office if elected Chairperson-Elect or Secretary/Treasurer and shall be ineligible to be elected a District Director or a Director-at-Large during the term of Chairperson-Elect, Chairperson, Immediate Past Chairperson or Secretary/Treasurer. No Board member may serve as the result of being a member and an officer more than nine (9) consecutive years, including partial terms unless they are less than one (1) year or except as a result of succession from Chairperson-Elect to Chairperson to Immediate Past-Chairperson. The foregoing notwithstanding, no Board member who is not an officer may serve

more than six (6) years except if such person succeeds to a partial term less than one (1) year in length.

Section 5. Unfilled Terms: If the office of a Director-at-Large of the Board of Directors or AAHSA Delegate position shall become vacant before the term has expired, such office may be filled temporarily by the Board of Directors until the next annual meeting, at which time the membership shall elect a member for the unexpired term. If the office of a District Director shall become vacant between regular annual meetings, such office may be filled by the district as prescribed in its bylaws.

Section 6. Term: Terms of office for Board Officers and Directors commence January 1 following their election.

Section 7. Quorum: A majority of the Board of Directors shall constitute a quorum.

Section 8. Expulsion and Reinstatement: A member of the Board of Directors shall be replaced for more than two (2) unexcused absences per year from scheduled meetings. Further, the Board reserves the right to remove any Board Member for conduct contrary to the objectives of Aging Services after giving such Director an opportunity to have a hearing. Such Director suspended or expelled may be reinstated by the affirmative vote of a majority of the Directors of the Board of Directors.

Section 9. Powers: The executive power of Aging Services shall be vested in the Board of Directors, in accordance with the Articles of Incorporation or by the statutes of the State of Minnesota. The Board of Directors shall be authorized to develop Aging Services regulations in accordance with these bylaws.

Section 10. Meetings: The Board of Directors shall meet at least six times per year.

## **ARTICLE VII** **OFFICERS**

Section 1. Election: The Chairperson, the Chairperson-Elect and Secretary/Treasurer of the Board of Directors shall be elected from the membership at each annual meeting by a majority of duly authorized representatives in good standing present and voting. The Chairperson-Elect may be elected to serve two (2) consecutive one-year terms and may successively be elected to serve two (2) consecutive one-year terms in the office of Chairperson and succeed to the position of Immediate Past Chairperson. The Secretary/Treasurer may be elected for up to three one-year terms.

The Chairperson-Elect shall fill any vacancy in the office of Chairperson; should the Chairperson-Elect be unable to assume the office of Chairperson, the office of Chairperson may be filled by the Board of Directors for the remainder of the term. If the office of Chairperson-Elect or Secretary/Treasurer shall become vacant, the office may be filled by the Board of Directors for the

remainder of the term. The office of Immediate Past Chairperson shall be filled by the most Immediate Past Chairperson still active in Aging Services.

Section 2. President: The Board of Directors shall employ a President who shall function as the Chief Executive Officer of Aging Services. The President shall be an officer of the Board of Directors.

## **ARTICLE VIII** **DUTIES OF OFFICERS**

Section 1. Chairperson: The Chairperson shall preside at all meetings of the Board of Directors and members, perform such duties as are defined in the job description and other duties specifically assigned to him or her from time to time by the Board of Directors. The Chairperson shall submit an annual report in writing to the Membership.

Section 2. Chairperson-Elect: The Chairperson-Elect shall, in the absence of the Chairperson, preside at all meetings of the Board of Directors and members, perform such duties as are defined in the job description and which are considered preparatory to assuming the duties of Chairperson and other duties specifically assigned to him or her from time to time by the Board of Directors.

Section 3. Immediate Past Chairperson: The Immediate Past Chairperson shall, in the absence of the Chairperson and Chairperson-Elect, preside at all meetings of the Board of Directors and members, perform such duties as are defined in the job descriptions and other duties specifically assigned to him or her from time to time by the Board of Directors.

Section 4. Secretary/Treasurer: The Secretary/Treasurer shall be elected from the membership and be responsible for the custody of the corporate funds and securities, for supervision of the financial operations of Aging Services, for the recording of the minutes of meetings of the Board of Directors and the membership and for custody of books and records of Aging Services. The Secretary/Treasurer shall perform such other duties as are defined in the job description and other duties specifically assigned to him or her from time to time by the Board of Directors.

Section 5. President: The President shall be the Chief Executive Officer and shall be responsible to manage the business affairs of Aging Services subject to the direction of the Board of Directors, and shall see that all of the policies and resolutions of the Board of Directors are carried into effect. The President shall perform other duties and functions as are defined in the job description and specifically assigned to him or her by the Board of Directors.

**ARTICLE IX**  
**COMMITTEES & HOUSING LEADERSHIP COUNCIL**

Section 1. Executive Committee: There shall be an Executive Committee of the Board of Directors composed of the Chairperson, the Chairperson-Elect, the Immediate Past Chairperson, the Secretary/Treasurer, and the President. The Executive Committee shall have the power to act on behalf of the Board of Directors between meetings of the Board, when, in the judgment of the Committee, necessity requires action, subject to any prior directions and limitations imposed by the Board of Directors. Actions of the Committee are reviewable by the Board. The Executive Committee shall coordinate the efforts of employing the Aging Services' President. Whenever a vacancy occurs, the Committee may advertise, receive applications, screen, evaluate and rate the applicants and ultimately make the Committee's recommendation for employment to the Board of Directors for their ratification.

The Executive Committee shall annually evaluate the performance of the President. The Chairperson, after consultation with other committee members, shall conduct a performance appraisal with the President. Recommendations on changes in salary, benefits and employment status pertaining to the President shall be reported to the Board of Directors for ratification.

Section 3. Finance and Audit Committee: The Finance and Audit Committee shall be responsible for monitoring and supervising the financial operation of Aging Services, including the development of an annual budget, annual audit implementation and oversight, overseeing the investment of Aging Services' funds and long-term financial planning. The Committee shall periodically review and approve Aging Services' personnel administration program, including salary structure and other matters relating to employee benefits. Recommendations for action shall be made to Aging Services Board of Directors.

The Finance and Audit Committee shall be composed of the Aging Services Board Secretary/Treasurer, who will Chair the Committee, the Aging Services Board Chair-Elect, and five to nine additional Aging Services members, the simple majority of whom will be Board members or former Board members who are actively involved in Aging Services, appointed by the Board Chair for two-year staggered terms. Committee members will be appointed based on their expertise in a diversity of service lines and structures, as well as financial and management accounting expertise.

Section 4. Nominating Committee: The Nominating Committee shall annually review the representational requirements of the Aging Services Board of Directors and solicit candidates from the membership for Aging Services officers, as well as eligible director and American Association of Homes and Services delegate positions. Taking into account the representational needs of the association, the Committee shall place in nomination at the Annual Meeting candidates for Chairperson, Chairperson-Elect, Secretary/Treasurer and Directors-At-Large subject to the provisions of these bylaws. Nominees shall be individuals who will provide sound leadership and equitable representation to the Aging Services membership as a whole, and collectively Board members shall represent a diversity of perspective reflective of Aging Services membership.

The Nominating Committee shall consist of a Committee Chair who shall be the Immediate Past Chair, one Board Member Emeritus who is active in the field, three Board members who collectively represent perspectives from housing and care centers, and one at-large Aging Services member (non-Board member) who is elected by membership at the Aging Services Annual Meeting. No member of the Nominating Committee shall be eligible for nomination to an office.

Section 5. Other Committees: Other committees may be appointed from time to time as need is determined by the Board of Directors. Task forces may be appointed for special purposes and limited times. Any other committee and task force as described above which may be appointed from time to time should insure that all Aging Services member interests are appropriately and fairly represented. The Housing Leadership Council shall be a standing committee appointed by the Aging Services Chair.

Section 6. Appointment: Committees, except as specified otherwise, shall be appointed by the Chairperson, drawing from suggestions from the Districts, the Housing Leadership Council and the Board of Directors.

**ARTICLE X**  
**AMERICAN ASSOCIATION OF HOMES AND SERVICES FOR THE AGING**  
**DELEGATES**

Section 1. Election: Minnesota delegates to the House of Delegates of the American Association of Homes and Services for the Aging (AAHSA) shall be elected in accordance with the bylaws of that Organization at a time determined by the Aging Services Board of Directors. AAHSA Delegates shall be elected by the membership from among current members holding joint membership in Aging Services and AAHSA. Aging Services officers are eligible to serve as an AAHSA Delegate. AAHSA Delegates shall serve as voting members of the Aging Services Board of Directors.

Section 2. Terms: AAHSA Delegates shall serve and their terms of office for AAHSA functions commence in accordance with the bylaws of the American Association of Homes and Services for the Aging. AAHSA Delegates shall be eligible to serve up to two, three-year terms. Appointment to a second three-year term shall be based on factors including, but not limited to, consistent performance of Delegate responsibilities including attendance at AAHSA meetings. The question of consistent performance shall be determined solely at the discretion of the Aging Services Nominating Committee. In the event that an AAHSA Delegate's term as Director-at-Large should expire before his or her term as AAHSA Delegate, he or she shall attend meetings of the Board of Directors as an invited guest until the conclusion of his or her term of office.

Section 3. Expulsion: An AAHSA Delegate shall stand for recall election by the Board for more than one (1) absence from the House of Delegate meetings in any two years. If not re-elected

as an AAHSA Delegate, such member shall serve the remainder of his/her term on the Board of Directors for which elected.

## **ARTICLE XI**

### **FISCAL MANAGEMENT**

Section 1. Fiscal Year: The fiscal year of Aging Services shall begin on the first day of January in each year.

Section 2. Books and Accounts: Books and accounts of Aging Services shall be kept under direction of the Secretary/Treasurer of Aging Services. All financial records of Aging Services shall be audited annually by a certified Public Accounting Agency selected by the Finance and Audit Committee.

Section 3. Execution of Corporate Documents: The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of Aging Services and such authority may be general or confined to specific instances.

Section 4. Loans: No loan shall be contracted on behalf of the Association nor evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5. Deposits: All funds of Aging Services not otherwise employed shall be deposited from time to time to the credit of Aging Services in such bank or banks or other depositories as the Board of Directors may elect.

Section 6. Checks, Drafts, etc.: All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Aging Services shall be signed by such officer or officers, agent or agents, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7. Indemnity: To the extent permitted by Minnesota law, each officer, director or employee of Aging Services shall be indemnified by Aging Services against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a part by reason of his or her being or having been an officer, director or employee of Aging Services, except in relation to matters as to which he or she shall be finally adjudged in such action, suit, or proceeding to have acted in bad faith or be found liable for his or her own willful misconduct or for receiving an improper personal benefit in the performance of his or her duty.

**ARTICLE XII**  
**AFFILIATION**

Section 1. Affiliation Agreements: Aging Services may enter into agreements of affiliation with the American Association of Homes and Services for the Aging, the Minnesota Hospital Association, and state or national associations of older adult services groups.

Such affiliation shall be undertaken in view of the mutual interests of the participating associations and shall be designed to improve the effectiveness of the associations concerned in accomplishing their mutual objectives.

**ARTICLE XIII**  
**DISTRICTS**

Section 1. District Structure: The membership of Aging Services of Minnesota shall be divided into seven (7) Districts which shall be formally organized parts of Aging Services. Each District is empowered to establish its own bylaws subject to the approval of the Board of Directors of Aging Services of Minnesota. Districts shall hold meetings no less frequently than twice a year. Each District shall elect its own officers, including a District Chairperson.

Section 2. District Membership: To be eligible for membership in any one of the Districts, the organization must be a member in good standing of Aging Services of Minnesota. Other membership in the District shall be at the discretion of the district subject to eligibility criteria no less stringent than that of Aging Services of Minnesota. Only voting members in good standing can be officers of the District. Non-voting members in good standing can serve on committees but may not serve as officers.

**ARTICLE XIV**  
**AMENDMENT**

Section 1. Amendments: The Board of Directors may propose an amendment to these bylaws by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the members. Any five (5) members may set forth a proposed amendment by petition signed by all of them and filed with the Secretary/Treasurer of Aging Services. Notice of the meeting of members, stating the purpose, including the proposed amendment, shall be given to each member entitled to vote and to each Officer and Director. The proposed amendment shall be adopted when it receives the affirmative vote of two-thirds (2/3) of the members voting. The above notwithstanding, the Board of Directors shall be empowered to make and amend Association regulations by a majority vote unless such power is withdrawn by an affirmative vote of two-thirds (2/3) of the members voting.