

MICHIGAN VETERINARY MEDICAL ASSOCIATION

BYLAWS

ARTICLE I MEMBERSHIP AND MEMBERSHIP CLASSES

Section 1. Qualifications. Members in the Association must be veterinarians or others working in veterinary medicine who support the mission of the Michigan Veterinary Medical Association (hereinafter “MVMA”) and meet the criteria set forth in a class of membership in these bylaws. There are four membership classes: full, affiliate, allied, and other.

Section 2. Rights and Privileges. Full Members shall be voting members of MVMA, shall be eligible to hold office as defined in Article IV, and shall be entitled to all other rights and privileges of MVMA membership. Affiliate Members may vote and may hold office as defined in Article IV, and shall be entitled to rights and privileges of MVMA membership as deemed appropriate by the Board of Directors. Allied Members and Other Members shall be entitled to rights and privileges of MVMA membership as deemed appropriate by the Board of Directors but are not eligible to vote or hold office.

Section 3. Full Members.

Section 3a. Regular Membership. Regular Membership shall be anyone who has graduated from an accredited college or school of veterinary medicine (or the equivalency).

Section 3b. Life Membership. Life Membership shall be available to any veterinarian who is retired or age 72 or older and has completed thirty-five (35) continuous years of MVMA membership with at least thirty (30) of those years as a Regular Member (formerly Active Member).

Section 3c. Recent Graduate Membership. Recent Graduate Membership shall be available to any veterinarian who graduated from an accredited program during the previous 48 months from the time of membership application. Recent Graduate Membership will automatically progress to Regular Membership at the end of the 48-month period after graduation.

Section 3d. Post DVM Education Membership. Post DVM Education Membership shall be available to any veterinarian who is pursuing residency, PhD, fellowship, or other full-time post-doc education program in a veterinary medicine field, limited to 48 months of membership. Post DVM Education Membership will automatically progress to Regular Membership at the end of the 48-month period.

Section 3e. Organizational Membership. Organizational Membership shall be available to all organizations employing at least one veterinarian. The membership

includes all employees of that organization, including non-veterinarians. Employees shall be afforded the same rights and privileges as the membership class for which they would otherwise be eligible, if applicable. Only employees of the organization who would otherwise be eligible for full membership as defined in Article 1 Section 3a, 3c, and 3d shall be allowed to attain Life Membership, as defined in Article 1 Section 3b.

Section 4. Affiliate Membership. Affiliate Membership shall be available to any licensed professional working in veterinary medicine or anyone currently in a veterinary medical education program who otherwise does not qualify for Full Membership.

Section 4a. Veterinary Technician Membership. Veterinary Technician Membership shall be available to anyone who has graduated from an accredited program in veterinary technology or veterinary nursing.

Section 4b. Student Membership. Student Membership shall be available to any student enrolled full-time in an accredited college of veterinary medicine, or an accredited veterinary technology or veterinary nursing program.

Section 5. Allied Membership. Allied Membership shall be available to any individual who provides products or services to the veterinary industry.

Section 6. Other Membership. Other Membership may be approved by the Board of Directors subject to limitations outlined in these bylaws.

Section 7. Denial of Membership. An individual or organization may be denied membership based on either not meeting the criteria of an existing membership class or if there is reasonable cause to believe the individual or organization would work at purposes counter to the mission of MVMA.

Section 8. Termination of Membership. Any member's membership in the MVMA may be terminated for any violation of the Bylaws, policies, or code of ethics of the MVMA; or for engaging in any conduct hostile to the MVMA and the purpose for which it was formed. Ten (10) days' written notice of the reasons for membership termination shall be given to such member, requesting the member to appear before the Board of Directors and to answer any charges upon which the claim for termination is based. After given an opportunity to appear, the Board of Directors may, by 3/4 vote of those Board members present and voting, terminate such member from membership in the MVMA or take such other actions as deemed appropriate by the Board of Directors.

ARTICLE II MEMBERSHIP DUES

Section 1. Establishment of Dues. Membership dues shall be established by the Board of Directors.

Section 2. Delinquency. Any member whose dues are in arrears shall be notified of such delinquency and suspended from further membership services. If payment of dues is not made within the next succeeding thirty (30) days, membership shall be terminated, and all rights and privileges of membership shall be forfeited.

Section 3. Reinstatement. A member suspended for nonpayment of dues for less than twelve (12) months may be reinstated with continuous membership upon receipt of payment of the delinquent dues, plus the appropriate dues for the current year. A member suspended for nonpayment of dues for more than twelve (12) months may be reinstated with continuous membership, upon payment of dues for the current year plus payment for the delinquent years, but at the current dues rate.

ARTICLE III MEMBERSHIP MEETINGS AND VOTING

Section 1. Annual Business Meeting. The Annual Business Meeting of the members of MVMA shall be held at such place, date, and time as determined by the Board of Directors. The Board of Directors shall determine the agenda. A written notice of the date, time, place and agenda of the Annual Business Meeting shall be sent via electronic communications not less than thirty (30) days prior to the date of said meeting. Members may participate in the Annual Business Meeting, or any other membership meeting, by telephonic means or by other means by which all members participating are able to simultaneously hear each other and be heard during the meeting, and such participation shall constitute presence in person at the meeting.

Section 2. Special Meetings. Special Meetings of MVMA membership may be called by the Board of Directors at any time or shall be called by the President of the MVMA upon receipt of a written request by at least ten percent (10%) of the Voting Members. A written notice of the date, time, location, and the business to be transacted at the Special Meeting shall be sent via electronic communication to voting members not less than fifteen (15) days before the date of the meeting, absent exigent circumstances.

Section 3. Voting. Each voting member of the MVMA shall be entitled to one vote on all matters submitted to the membership for vote. Unless otherwise specifically provided by these Bylaws, a majority vote of the voting membership at which a quorum is present shall constitute a decision of the membership. No member may cast a vote by proxy.

Section 4. Quorum. Five percent (5%) of the members eligible to vote present at a meeting shall constitute a quorum.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of members, or any action which may be taken at a meeting of members, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by a majority of those members with voting rights.

Section 6. Rules of Order. Unless otherwise provided in these Bylaws, membership meetings shall be conducted in accordance with the current edition of *Robert's Rules of Order*.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The governing body of the MVMA shall be the Board of Directors (hereinafter "the Board"). The Board shall supervise, control, and direct the affairs of the MVMA; shall determine its policies; shall uphold its fiduciary responsibilities; and shall be responsible for the interpretation of these Bylaws. Each Board member serves to represent the interests of the MVMA, the Board of Directors, and the entire membership. The Board may adopt such rules and regulations for the conduct of its business as may be deemed advisable, and appoint such agents as may be considered necessary. The Board may create and dissolve such committees and task forces as it deems necessary and may delegate to them any of its powers, subject to the Board's power to review and revise committee and task force decisions. Unless otherwise determined by the Board, the President may appoint the members and Chairperson of each committee and task force created.

Section 2. Composition. The Board shall be composed of five (5) elected officers, one (1) Director representing each Geographic District, one (1) LVT Director, and one (1) Student Director, the Appointed Officers and the Ex-officio Directors, and, if established and appointed, the At-Large Directors. All Elected Officers and Directors shall be Full members of the MVMA with the exception of the LVT Director and the Student Director, which shall be Affiliate members. No member of the Board shall hold more than one voting position on the Board concurrently.

Section 3. At-Large Directors and Ex-officio Directors. The Board may create and dissolve At-Large Director or Ex-officio Director positions as it deems necessary. At-Large Directors may represent a specific stakeholder group and shall be voting members of the Board. Ex-Officio Directors may represent a specific stakeholder group and shall not be voting members of the Board. Prior to creating an At-Large Director or Ex-officio Director position, the Board shall discuss the qualifications of the position at a regularly scheduled meeting of the Board before voting on the matter at the next regularly scheduled meeting of the Board. Any decision to create or dissolve an At-Large Director position shall require a three-fourths (3/4) majority vote of the total number of voting members of the Board.

Section 4. Geographic District Directors. The Board shall establish Geographic Districts in the State. Members of each Geographic District shall be determined by the member's preferred mailing address, as recorded in the most current MVMA database. The voting members of MVMA in each Geographic District shall elect one member from their respective Geographic District to serve on the Board in elections held by MVMA. Prior to changing Geographic Districts, the Board shall discuss the specific changes at a regularly scheduled meeting of the Board before voting on the matter at the next regularly scheduled meeting of the Board. Any decision to change Geographic Districts shall require a three-fourths (3/4) majority vote of the total number of voting members of the Board.

Section 5. LVT Director. One LVT Director shall be elected in an MVMA election by and from the LVT defined membership.

Section 6. Student Director. One Student Director shall be elected in an MVMA election by and from the Student defined membership. The Student Director's term on the Board shall be one (1) year, commencing June 1 through May 31 of the following year. The Student Director may serve up to three (3) consecutive terms.

Section 7. Nominations for Directors. Nominations for Directors other than Ex-officio may be submitted by any MVMA member in good standing, including self-nominations, to the MVMA Leadership Development Committee for consideration.

Section 8. Election of Directors. The election of a Director to represent a Geographic District shall follow procedures outlined in Board Policy. The electorate shall be limited to voting MVMA members in the respective Geographic District, as determined by their preferred mailing address in the MVMA database. LVT Members shall vote solely for the LVT Director position. Student Members shall vote solely for the Student Director position.

Section 9. Election Procedure. The Board Policy governing election procedures shall not be changed less than sixty (60) days prior to the start of voting.

Section 9a. Uncontested Election. In the event only one (1) candidate is put forward by the Leadership Development Committee for a position, voting shall not be required. The Leadership Development Committee shall submit the names of the candidates to the President who, at the last regularly scheduled Board meeting of the year, shall declare the nominees elected.

Section 9b. Contested Election. In the event more than one (1) candidate is put forward by the Leadership Development Committee for the same position, the Leadership Development Committee shall publish and distribute to the eligible voting membership at least four (4) weeks prior to the last regularly scheduled Board meeting of the year, a ballot containing the names of all the candidates to be elected. The names of the candidates shall be listed alphabetically under the heading of the office for which they have been nominated. All ballots shall be returned at least two weeks prior to the last regularly scheduled Board meeting of the year.

Section 9c. Election Results. The candidate receiving the most votes shall be declared the winner. In the event of a tie vote, the Board shall break the tie by a majority vote at a meeting of the Board prior to the start of the term of office. Election results shall be communicated to members within 10 business days.

Section 10. Appointment of Large Directors or Ex-officio Directors. At-Large Directors or Ex-officio Directors shall be appointed to the Board by a majority vote of current Board members at the last regularly scheduled Board meeting of the calendar year.

Section 11. Term of Office and Resignation. Unless otherwise stated in these bylaws, a Director's term on the Board shall be three (3) years, commencing January 1 of the year following election through December 31, three (3) years thereafter, or until the Director's resignation or removal. A Director may resign by giving notice to the President of the Board. The resignation shall take effect at the time specified by the Director resigning or, if no time is specified, then it shall take effect immediately upon the Director giving notice. Directors' terms of office shall be staggered so that approximately one-third (1/3) of the Directors' terms expire each year.

Section 12. Re-Election. No Director who has served two full consecutive terms shall be eligible for re-election to the Board until at least one (1) year has elapsed.

Section 13. Vacancies. Any vacancy occurring among the elected Board of Directors shall be filled by the majority vote of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. If filling a vacancy for less than one-half (1/2) of the term, such Director shall be eligible to serve two (2) additional consecutive terms.

Section 14. Meetings of the Board. Regular meetings of the Board of Directors shall be held at least four (4) times each year. Notice of all such meetings shall include the date, time, location, and business to be conducted at the meeting, and shall be given to each Director not less than seven (7) days before the date of the meeting. Special Meetings of the Board may be called by the President or at the request of the majority of the Board of Directors. Notice of any Special Meeting of the Board shall be given to each Director at least two (2) days prior to the meeting date and shall include the date, time, location, and business to be conducted at the meeting.

Section 15. Action Without a Meeting, Prior Notice or Vote. Unless otherwise provided by the Articles or these Bylaws, action required or permitted to be taken pursuant to authorization voted at a meeting of the Board or a Committee thereof may be taken without a meeting if, before or after the action, all members of the Board or of the Committee consent to the action in writing. The written consents shall be filed with the minutes of the proceedings of the Board or Committee. The consent has the same effect as a vote of the Board or Committee for all purposes.

Section 16. Meetings by Telephonic or Other Means. A member of the Board may, with the approval of the presiding officer, attend any meeting of the Board by telephonic means or other technology, so long as all members of the Board participating in the meeting can hear one another. All such members shall be deemed to be present in person at such meeting.

Section 17. Voting. Each voting member shall have one vote except the presiding officer, who shall vote only in the event of a tie vote. Unless a greater majority is specifically required by the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the voting members present at a meeting of the Board at which a quorum is present and voting shall be the act of the Board.

Section 18. Quorum. At least 51% of the eligible voting members must be present in order to conduct business.

Section 19. Removal. The members of MVMA may remove any Director as is determined to be in the best interests of the MVMA and upon 3/4 affirmative vote of the members present and voting at any Regular or Special Meeting of the members. A vote for removal shall occur only after the Director has been advised of the reasons and given a reasonable opportunity to respond.

Section 20. Dissolution of At-Large Director Position. Prior to dissolving an At-Large Director position, the Board shall first discuss the matter at a regularly scheduled meeting of the Board before voting at the next meeting of the Board.

Section 21. Conflict of Interest. No member of the Board shall vote on a matter that could create a personal conflict of interest unless the nature of the possible conflict has been disclosed to the Board, and by a majority vote, the Board permits the Director to vote.

ARTICLE V OFFICERS

Section 1. Elected Officers. Elected Officers of the MVMA shall be the President, President-Elect, First Vice President, Second Vice President, and the Immediate Past President. The Officers shall automatically succeed to the next office as follows: Second Vice President to First Vice President; First Vice President to President-Elect; President-Elect to President; and President to Immediate Past President. The Second Vice President shall be elected by the Board during the last regularly scheduled Board meeting of the calendar year. Elected Officers shall be voting members of the Board.

Section 2. Appointed Officers. Appointed Officers of the MVMA shall be the Treasurer, Chief Executive (who shall serve as Secretary) and the Delegate and Alternate Delegate to the American Veterinary Medical Association (AVMA). Appointed Officers shall be *ex-officio*, non-voting members of the Board unless they already hold another seat as a voting member of the Board. Appointed Officers shall be appointed by the Board.

Section 3. Qualifications and Procedures of Elected Office. A current member of the Board or a past member of the Board who has served in the last three years, and who is also a Full member in good standing shall be eligible to be elected by the Board to an Elected Officer position. Any Member interested in election for such a position shall submit his/her interest to the Leadership Development Committee who will make its final recommendations to the Board of Directors prior to the annual election of officers.

Section 4. Term of Office and Resignation. An Elected Officer's term of office shall be one (1) year commencing January 1 of the year following election and shall continue through December 31 of that year, or until the Elected Officer's resignation or removal. An Elected

Officer may resign by giving notice to the President. The resignation shall take effect at the time specified by the Elected Officer resigning or, if no time is specified, then it shall take effect immediately upon the Elected Officer giving notice.

Section 5. Vacancy. If a vacancy occurs amongst the officers, that office may be filled according to the succession of the positions as needed and the Second Vice President by a Director elected by the Board for the balance of the term.

Section 6. Removal. The Board of Directors may remove any officer of the MVMA as it determines to be in the best interests of the MVMA and upon a three- fourths (3/4) vote of the full Board of Directors. A vote for removal shall occur only after the officer has been advised of the reasons and given a reasonable opportunity to respond.

Section 7. Officer's Duties. The duties of each officer shall be as follows:

Section 7a. President. The President shall be the Chief Elected Officer of the MVMA and shall preside at all meetings of the MVMA membership, Executive Committee and Board of Directors. Unless otherwise stated in these Bylaws, the President shall appoint, with the advice and consent of the Executive Committee, all liaisons with other organizations and shall be an *ex-officio* member of all committees and task forces created by the Board.

Section 7b. President-Elect. The President-Elect shall act in the President's absence or in the event of a vacancy in that office until such vacancy is filled in accordance with these Bylaws. The President- Elect shall assume the office of President upon completion of the term as President-Elect.

Section 7c. Other Elected Officers. If the President-Elect is unable to preside at any meeting, the First Vice President shall preside; and if the First Vice President is unable to preside, the Second Vice President shall preside. During any period of absence or disability of the President, the next presiding Elected Officer shall perform the duties and exercise the powers of the President.

Section 7d. Treasurer. The Treasurer shall oversee the financial management of the MVMA, including investments and cash reserves. The term of office shall be one (1) year. In the event that the Treasurer should become unable to fulfill the duties, a replacement shall be appointed by the Board.

Section 7e. AVMA Delegate. The Board shall have an AVMA Delegate and an AVMA Alternate Delegate to represent Michigan veterinarians in the American Veterinary Medical Association House of Delegates. Both the AVMA Delegate and the AVMA Alternate Delegate shall serve a term of four (4) years, and may each serve one additional term. After completing their term(s), the Alternate Delegate shall automatically succeed to the Delegate position. When the AVMA Alternate Delegate assumes the position of AVMA Delegate, the Board shall appoint a new AVMA Alternate Delegate. If for any reason the Alternate Delegate does not assume the

position of AVMA Delegate, the Board shall appoint a new AVMA Delegate. In the absence of the AVMA Delegate, the AVMA Alternate Delegate shall assume the duties of the AVMA Delegate. If either the AVMA Delegate or the AVMA Alternate Delegate is unable or unwilling to serve, the Board shall appoint a replacement for the balance of the unexpired term.

Section 7f. Chief Executive. The Chief Executive shall manage and direct all activities of MVMA subject to the Bylaws and policies of the Board. The term of office, authority, and responsibilities of the Chief Executive shall be determined by contract with the Board.

ARTICLE VI COMMITTEES

Section 1. Committees, Composition, and Duties. The Standing Committees of the MVMA, the composition of each Standing Committee, and their duties, are as follows:

Section 1a. Leadership Development Committee. The Leadership Development Committee shall be responsible for identifying and recommending qualified candidates to fill vacancies on the Board of Directors and shall ensure that at least one eligible candidate is presented for each open position. Nominations may be submitted by any MVMA member in good standing, including self-nominations. The Committee may evaluate and vet nominees in accordance with criteria established by the Board of Directors and shall advance those candidates it determines to be best suited for Board service. When more than one candidate is advanced for a position, an election shall be conducted in accordance with these Bylaws.

Section 1b. Executive Committee. The Elected Officers shall constitute the Executive Committee. The Executive Committee may exercise any power of the Board between meetings of the Board, unless otherwise provided by law, the Articles of Incorporation, these Bylaws, or a resolution of the Board, except that the Executive Committee may not amend the Articles of Incorporation or these Bylaws, reverse a decision previously made by the Board, and may not select or remove an Appointed Officer or Director. The President shall call Executive Committee meetings at such time and place as deemed necessary. Executive Committee meetings shall also be held as requested by three (3) members of the Executive Committee.

Section 2. Other Committees. The Board shall have the authority to create additional committees and their structures. Membership on any Committee, Subcommittee, Council, or Task Force may be reviewed and approved by the Board on an annual basis.

Section 3. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board, a majority of the members of a Committee, without counting any seats on the Committee which are then vacant, shall constitute a quorum for the transaction of business. The affirmative vote of a majority of members of the Committee at a meeting where a quorum is present shall be the act of the Committee.

Section 4. Resignation and Removal. Any member of a Committee may resign at any time by giving notice to the President. The resignation shall take effect at the time specified by the Committee Member resigning, or if no time is specified, it shall take effect immediately upon notice given to the President. A member of a Committee may be removed with or without cause by a majority vote of the Board.

Section 5. Organization and Procedures. Each Committee shall adopt its own rules governing the date, time and place of holding meetings, notices of meetings, and procedures, except as otherwise provided in these Bylaws or by resolution of the Board of Directors. The Chairperson of the Committee shall preside at all meetings of the Committee. If the Chairperson is absent from any meeting, the Committee may appoint a person to preside at any Committee meeting. The chairperson shall designate a person responsible for preparing minutes of all such meetings.

Section 6. Meetings by Telephonic or Other Means. A member of a Committee may, with the approval of the Chairperson of such Committee, attend any meeting of such Committee by telephonic or other technology, so long as all members of the Committee participating in the meeting can hear one another. All such members shall be deemed to be present in person at the meeting.

ARTICLE VII FINANCE

Section 1. Depository Accounts. All funds of the MVMA shall be placed in such depository or investment accounts as the Board of Directors may designate.

Section 2. Annual Budget. With recommendations from the Executive Committee, the Board of Directors shall adopt an annual operating budget for all activities of the MVMA.

Section 3. Bonding. The MVMA shall maintain a fidelity bond to insure all individuals entrusted with the handling of funds or property of the MVMA.

Section 4. Audit. There shall be an audit made of the books, records, and accounts of the MVMA by a certified public accountant selected by the Board at least every three years. Reports of audits shall be on file at the office of the MVMA and shall be available for inspection at all reasonable times by any voting member of the MVMA who, at the time of the inspection, is in good standing.

Section 5. Management of Funds. The Treasurer and the Chief Executive shall be the principal custodians of all funds, shall see that accurate books of account are maintained, shall ensure compliance with government tax, reporting, and other requirements, and shall provide the Board of Directors with financial reports and statements as needed. All financial records shall be open to inspection by any Director or Officer.

Section 6. Fiscal Year. The fiscal year of the MVMA shall commence on January 1 and shall end on December 31 of each year.

ARTICLE VIII BOOKS AND RECORDS

Section 1. Books and Records. MVMA shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors and all committees, and shall keep at a location determined by the Board of Directors a record of the names and addresses of the Directors. All books and records of MVMA may be inspected by any Director at any reasonable time.

ARTICLE IX INDEMNIFICATION

Section 1. Indemnification. Subject to the other provisions of this Article, the MVMA shall indemnify any Director or officer of the MVMA who was or is a party or was threatened to be made a party to any action, suit or proceeding (whether civil, criminal, administrative, or investigative, and whether formal or informal), other than an action by or in the right of the MVMA, where such person is a party because he or she is or was a Director or officer of the MVMA. The MVMA shall indemnify such person against expenses, including actual attorney fees, judgments, penalties, fines, and amounts paid in settlement which were incurred by such person in connection with the action, suit, or proceeding. Such indemnification is contingent upon such person acting in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstance and in a manner the person reasonably believes to be in the best interests of the MVMA, and further provided such person has given prompt notice of the matter to the MVMA and has given it the opportunity to provide legal counsel and to participate in resolution of the matter. With respect to a criminal action or proceeding, the person must have had no reasonable cause to believe such person's conduct was unlawful. Unless ordered by a court, any indemnification permitted under this Article shall be made only after the Board of Directors determines that the indemnification is proper under the circumstances because the person to be indemnified has met the applicable standard of conduct and evaluates the reasonableness of the expenses and of the amounts paid in settlement. This determination and evaluation shall be made by a majority vote of the Directors who are not parties or threatened to be made parties to the action, suit, or proceeding. However, no indemnification shall be provided to any Director or officer of the MVMA for or in connection with (a) the receipt of a financial benefit to which the person is not entitled; (b) any matter in which the person has been found liable to the MVMA; or (c) a knowing violation of law.

Section 2. Changes in Michigan Law. If there is any change of the Michigan statutory provisions applicable to the MVMA relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions.

Section 3. Amendment or Repeal of Article IX. No amendment or repeal of this Article shall apply to or have any effect on any Director or officer of the MVMA for or with respect to any acts or omissions of the Director or officer occurring before the amendment or repeal.

ARTICLE X AMENDMENTS

Section 1. Amendments. The Bylaws of the MVMA may be amended, in whole or in part, by the Board of Directors at any meeting duly held in accordance with these Bylaws, provided that notice of the meeting includes notice of the proposed amendment. Any proposed amendment to the Bylaws shall be discussed at three (3) consecutive meetings of the Board of Directors and shall be distributed to the membership at least thirty (30) days prior to final action by the Board of Directors. So long as the proposed amendment was timely distributed to the membership, it can be voted upon at the third (3rd) consecutive meeting. Any amendment to the Bylaws shall require a two-thirds (2/3) majority vote of the Board of Directors present and voting on the action.