

**MINNESOTA RURAL EDUCATION ASSOCIATION**  
**BY-LAWS**

<b>ARTICLE I:</b>	<b>VOTING MEMBERS</b>	PAGES 3 - 4
	SECTION 1. VOTING MEMBERSHIP	
	SECTION 2. QUALIFICATION AND CLASSES OF MEMBERS	
	SECTION 3. VOTING RIGHTS	
	SECTION 4. MEMBERSHIP YEAR AND DUES	
	SECTION 5. INTEREST IN PROPERTY	
	SECTION 6. RESIGNATION	
<b>ARTICLE II:</b>	<b>BOARD OF DIRECTORS</b>	PAGES 4 - 5
	SECTION 1. COMPOSITION AND ELECTION	
	SECTION 2. TERMS	
	SECTION 3. ELECTION MECHANISMS AND QUALIFICATIONS	
	SECTION 4. REMOVAL	
	SECTION 5. VACANCIES	
<b>ARTICLE III:</b>	<b>MEETINGS OF THE MEMBERS</b>	PAGES 6 - 7
	SECTION 1. ANNUAL MEETING	
	SECTION 2. SPECIAL MEETINGS	
	SECTION 3. NOTICE	
	SECTION 4. MEMBERS LIST FOR MEETING	
	SECTION 5. VOTING AND QUORUMS	
	SECTION 6. WRITTEN BALLOT	
<b>ARTICLE IV:</b>	<b>MEETINGS OF THE BOARD OF DIRECTORS</b>	PAGES 7 - 8
	SECTION 1. REGULAR MEETINGS	
	SECTION 2. SPECIAL MEETINGS	
	SECTION 3. NOTICE	
	SECTION 4. QUORUM	
	SECTION 5. WRITTEN ACTION (ACTION WITHOUT MEETING)	
	SECTION 6. DIRECTOR CONFLICTS OF INTEREST	
	SECTION 7. CONFLICTS OF INTEREST: DEFINITIONS	
<b>ARTICLE V:</b>	<b>OFFICERS</b>	PAGE 9
	SECTION 1. OFFICERS	
	SECTION 2. TENURE OF OFFICE AND REMOVAL	
	SECTION 3. PRESIDENT	
	SECTION 4. SECRETARY-TREASURER	
<b>ARTICLE VI:</b>	<b>COMMITTEES</b>	PAGE 10
	SECTION 1. AUTHORITY	
	SECTION 2. STANDING COMMITTEES	

<b>ARTICLE VII: INDEMNIFICATION</b>	<b>PAGES 10 - 11</b>
SECTION 1. COVERAGE	
SECTION 2. INDEMNIFIED EXPENDITURES	
SECTION 3. ELIGIBILITY, ADVANCES, AND ANCILLARY RECOVERY	
SECTION 4. INSURANCE	

<b>ARTICLE VIII: MISCELLANEOUS</b>	<b>PAGE 11</b>
SECTION 1. FISCAL YEAR	
SECTION 2. ELECTRONIC COMMUNICATIONS	

<b>ARTICLE IX: AMENDMENTS</b>	<b>PAGE 12</b>
SECTION 1. AMENDMENT BY DIRECTORS	
SECTION 2. AMENDMENT BY VOTING MEMBERS	

# MINNESOTA RURAL EDUCATION ASSOCIATION

## BY-LAWS

### ARTICLE I VOTING MEMBERS

**SECTION 1. VOTING MEMBERSHIP.** Voting members shall meet the qualifications enumerated in the following section of this Article. They shall pay dues, if any, according to a schedule established by the Board. A list of the voting membership of this corporation shall be kept by the Secretary of the corporation pursuant to Article III, Section 4 of these By-Laws.

**SECTION 2. QUALIFICATION AND CLASSES OF MEMBERS.** Membership shall consist of, and be classified according to, the following structure:

- 2.1 Voting members (“Full” members -- members who have paid the entire cost of membership as established by the Board of Directors.) Eligibility for such membership is available to all public school districts within Minnesota including service cooperatives, education districts, professional organizations, post-secondary institutions, and governmental or other institutions who show an interest in MREA’s mission and values and who support the corporation’s purposes and activities. (Revised 12/15/00)
- 2.2 Associate/Individual members
  - 2.2.1 Associate members. Eligibility for such membership is restricted to any business or chamber of commerce, post-secondary institution, service cooperative, education district or educational organization (such as Education MN or MSBA), who wishes to support some portion of the corporation’s efforts and receive the corporation’s publications.
  - 2.2.2 Individual members. Eligibility for such membership is restricted to natural persons with an interest in rural education who petition for, and achieve, acceptance by the Personnel Committee.
  - 2.2.3 Lifetime members. Eligibility for such membership is restricted to persons who have served on the MREA Board of Directors or Legislative Action Committee any time since the 1996-1997 membership year and is no longer affiliated with a school district - administrator, teacher, and/or school board member - eligible for full membership. (Revised 3/6/03)

**SECTION 3. VOTING RIGHTS.** Each voting member shall have one (1) vote, with the exception of the respective voting rights of Full Members versus Associate and Individual Members relative to the election of Representative Board members, which shall be governed by Article II, Section 3.2.2. Lifetime members shall not have any voting rights. No amendment or alteration to voting members’ rights as provided by these By-Laws in this or any other Article shall be effected unless same is recommended to the membership by the Board of Directors, and same is thereafter approved by the membership.

**SECTION 4. MEMBERSHIP YEAR AND DUES.** The Board of Directors shall have the right to determine the dues or other payments to be made by the members of this corporation. The membership year for the members of this corporation shall be the same as the fiscal year of this corporation.

**SECTION 5. INTEREST IN PROPERTY.** The members of this corporation shall not, as such, have any right, title or interest in the real or personal property of this corporation.

**SECTION 6. RESIGNATION.** Any member may resign their membership at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member who resigns membership shall not be entitled to a refund of any dues or other payments made to this corporation.

## **ARTICLE II BOARD OF DIRECTORS**

**SECTION 1. COMPOSITION AND ELECTION.** Except as otherwise provided herein, the Board of Directors of this corporation shall be comprised of **twenty-one (21)** natural persons, as follows:

- a. **Four (4) seats**, hereinafter referred to as “Statewide” Directors, shall be appointed by the entire Board of Directors per Section 3.1 following.
- b. **Sixteen (16)**, hereinafter referred to as “Elected” Directors shall be elected by the membership per Section 3.2 following.
- c. The twenty-first seat on the Board shall be used only in the case of seating the individual who holds the office of “Past-President,” as defined in Article V, Section 1, if they are not already seated on the Board.

**SECTION 2. TERMS.** Subject to these By-Laws, Statewide and Representative Directors shall be elected to terms of four (4) years, and may only be elected to two (2) successive terms, with the exception noted in the following sentence -- a Director shall hold office for the terms for which he or she was elected and until the end of the meeting at which her or his successor has been elected and/or has qualified to succeed in such seat, or until the Director’s prior death, resignation or removal, or failure to meet the criteria for the seat to which they were elected.

If a Representative Director changes status of affiliation with a full member so that he or she still holds a qualifying position BUT same is no longer representing a member within the zone from which the Director was elected, such change of affiliation shall be considered a resignation by the Director effective December 31 of the year of their loss of affiliation with the school district or agency. In all cases, the individual who no longer meets the criteria for their seat shall be considered as forfeiting such seat on the 1st day of the month following their loss of affiliation with the school district or agency which had been the basis of their qualification.

**SECTION 3. ELECTION MECHANISMS AND QUALIFICATIONS.**

3.1 The four (4) Statewide Directors shall consist of two “Higher Education” positions and two “Agency” positions. The “Higher Education” positions shall be posted with post-secondary institutions in Minnesota, as chosen by the Board, with candidates invited to send resumes and letters of application. The Higher Education Directors shall be considered an individual member and shall pay individual dues for the duration of their term unless the post-secondary institution they are representing is an associate/agency member. The Board will make every effort possible to appoint one Higher Education Director from the southern two zones and one from the northern two zones.

The “Agency” positions shall be posted with Minnesota’s agencies as chosen by the Board. Candidates will be invited to submit resumes/letters of application, with only those candidates representing “full membership” agencies considered for appointment. The Board of Directors shall appoint each such Director after review of all the candidate’s applications for such seat. The Board will make every effort possible to appoint one Agency Director from the southern two zones and one from the northern two zones.

3.2 The sixteen (16) Elected Directors shall be comprised of individuals who represent one (or more) of the Corporation’s full members (at the time of election.) Each Elected Director must meet the qualification criteria to be nominated for election from one of the three zones.

3.2.1 Specifically, from each of the four (4) zones, four Directors’ seats shall be filled, one (1) each from the following categories --

Teacher	School Board Member
Administrator	At-Large Representative

3.2.2 An Elected Director is elected by the voting membership from the relevant zone after a request for nominations is sent to all members in such zone, a ballot created, and sent to all members eligible to vote, with all subject to procedures adopted by the Board of Directors.

3.2.3 Full members are eligible to cast up to three (3) votes. Associate and individual members may only cast one (1) vote each.

3.2.4 The Board of Directors shall review periodically the assignment of member districts to zones and make adjustments in assignment of member districts as needed to zones to maintain roughly equal representation.

3.3.5 The Board of Directors reserves the right to appoint members state-wide to vacant seats on the Board of Directors until the next scheduled zone elections.

**SECTION 4. REMOVAL.** Any Director may at any time be removed with or without cause by the voting members of the Corporation eligible to elect such Director. Alternatively, a Director may be removed by the Board of Directors upon absence from three (3) consecutive Board meetings or upon the Board’s subjective finding that the Board’s overall ability to operate cohesively is impeded by the participation of the Director.

**SECTION 5. VACANCIES.** Vacancies occurring because of the death, resignation or removal of a Director or failure of a Director to maintain qualification under Items 3.1 or 3.2 hereof, shall be filled, in the case of Statewide Directors, by the Board of Directors, and in the case of Elected Directors, by the Board of Directors only for the portion of the year which expires December 31; and, thereafter, for the term remaining, if any, by the voting members originally entitled to fill the seat by election. In the case of a vacancy due to the failure to maintain qualification in the period prior to being seated on the Board, the Board of Directors shall have the discretion to hold said from the list of unselected nominees who prior ran, and failed, for said seat.

### **ARTICLE III MEETINGS OF THE MEMBERS**

**SECTION 1. ANNUAL MEETING.** The annual meeting of the membership shall be held at any location within Minnesota at a date and time as determined by the Board of Directors.

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the members of this Corporation may be called at any time (a) by the President, (b) by the Board of Directors, (c) upon written request of ten percent, or fifty (whichever is less), of the voting members of this corporation.

Anyone entitled to call a special meeting of the members may make a written request to the President to call the meeting, who shall thereafter give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety days after receiving the request. If the President fails to give notice of the meeting within thirty days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided.

If a special meeting is demanded by the members, the meeting shall be held in the county where the registered office is located. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

**SECTION 3. NOTICE.** Written notice of each meeting of the members, stating the time and place thereof, shall be mailed, postage prepaid, not less than five nor more than sixty days before the meeting, excluding the day of the meeting, to each member of this Corporation at the last known address of the member. Any member may waive notice of a meeting before, at or after the meeting, orally, in writing or by attendance. Attendance by the member at a meeting is deemed a waiver by the member unless an objection is offered by such individual to the transaction of business because the meeting is not lawfully called or convened, or an objection is made before a vote on an item of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting.

**SECTION 4. MEMBERS LIST FOR MEETING.** The Board of Directors shall fix a date not more than sixty days before the date of a meeting to members entitled to notice of the meeting; whensoever the Board fails to set such a date, the date shall be the sixtieth day before the date of the meeting. After fixing a record date for the meeting, the Secretary shall prepare a list of the names (in alphabetical order) and addresses of each member entitled to vote at the meeting. Beginning two business days after notice of the meeting is given, the list shall be available at the principal office of this corporation for inspection and copying on written demand by any member

(or the agent or attorney of any member), at the member's expense, for the sole purpose of communication with other members concerning the meeting. The list shall be made available through the date of the meeting and at the meeting.

**SECTION 5. VOTING AND QUORUMS.** The presence of ten (10) percent of the voting members shall constitute a quorum at any meeting. The members present and entitled to vote at any meeting, with less than a quorum, may adjourn the meeting. A majority of the total number of votes held by the members present and entitled to vote, at which a quorum is present, must be cast to transact any business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

**SECTION 6. WRITTEN BALLOT.** An action at a regular or special meeting of members may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes Section 317A.447, as now enacted or hereinafter amended.

#### **ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS**

**SECTION 1. REGULAR MEETINGS.** Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by resolution of the Board. After the time and place of such regular meetings have been so determined, no notice of such regular meetings need be given. Meetings may be held elsewhere, or at alternative times, if the notice of the meeting clearly provides so. Notice of any change in the place or time of holding any regular meeting, or of any adjournment of a regular meeting to reconvene at a different place, shall be given personally, by mail (postage prepaid), or telephone (including facsimile communication), not less than two days before the meeting, excluding the day of the meeting, to all directors who were absent at the time such action to schedule the meeting was taken.

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the Board of Directors for any purpose or purposes shall be called by the President or at the written request of any Director. Such request shall state the purpose(s) of the proposed meeting. The President of this corporation shall give notice of all special meetings to each director, stating the time and place thereof, and the purposes for which such meeting is convened, by mail (postage prepaid), not less than five nor more than sixty days before the meeting, excluding the day of the meeting, to the Director's last known address, or by personally delivering or telephoning the director such notice, no later than two days prior to the day of the meeting. The business transacted at all special meetings of Directors shall be confined to the subject(s) stated in the notice and to matters germane thereto, unless all directors of the corporation are present at such meeting and consent to the transaction of other business.

**SECTION 3. NOTICE.** A Director may waive notice of a meeting of the Board, and such waiver is effective whether given in writing, orally, or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

ARTICLE IV, MEETINGS OF THE BOARD OF DIRECTORS, cont'd.

**SECTION 4. QUORUM.** A majority of the number of Board of Directors' seats which are not vacant shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at such meeting shall be the act of the Board, except where otherwise provided by statute or these By-Laws. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the proportion or number otherwise required for a quorum.

**SECTION 5. WRITTEN ACTION (ACTION WITHOUT MEETING).** Any action permitted to be taken at a meeting of the Directors may be taken by written action signed by all of the Directors entitled to vote on the action.

**SECTION 6. DIRECTOR CONFLICTS OF INTEREST.** This corporation shall not enter into any contract or transaction with (a) one or more of its directors, officers, or a member of the immediate family of its director or officer, (b) a director or officer of a related organization, or a member of the immediate family of a director or officer of a related organization, or (c) an organization in or of which the corporation's director or officer, or member of the immediate family of its director or officer, is a director, officer, legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the interest of the director(s) or officer(s) are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (not counting any vote that the interested director or officer might otherwise have, and not counting the interested director or officer in determining the presence of a quorum.) Failure to comply with this Section shall not invalidate any contract or transaction to which this corporation is a party.

**SECTION 7. CONFLICTS OF INTEREST: DEFINITIONS.** For purpose of the prior section, "immediate family" encompasses the following individuals: spouses, domestic-partners-in-fact, parents, children, children's spouses or children's domestic-partners-in-fact, siblings, or spouses or domestic-partners-in-fact of siblings. "Domestic-partner-in-fact" is used with respect to those designated as the intended life partner of an individual or otherwise identified as being related to that individual through intended long term ties of love, affection, responsibility, and commitment common to those undertaken in marriages recognized by any governmental authority.

"Material financial interest" encompasses, but is not limited to, an individual's relationship to an organization with respect to which rights of the individual exist, whether or not yet vested, for payment of dividends, profit-sharing, compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the organization, but, for purposes of the prior section, "material financial interest" does not include fixing the compensation of the director or fixing the compensation of any other director as a director, officer, employee, or agent of the corporation, even though the first director is also receiving compensation from the corporation.

## **ARTICLE V OFFICERS**

**SECTION 1. OFFICERS.** The officers of this corporation shall consist of a President, a Secretary-Treasurer, a President-elect, and a Past-President. The Secretary-Treasurer and President-elect shall be elected by the Board of Directors at the annual organizational meeting from the Board members then seated. As of January 1, the prior year's President-elect shall ascend to the office of President, and the prior year's President shall ascend to the office of Past-President.

**SECTION 2. TENURE OF OFFICE AND REMOVAL.** The term of office for each of the officers of this corporation shall be for one year, but in no case shall be concluded until the qualification of a successor has occurred. Any officer may be removed at any time prior to the expiration of his or her term by affirmative vote of a majority of the Directors. If the President's office is vacated, the President-elect shall ascend to such office, and the then vacated office of the President-elect shall be filled by the Board of Directors, as shall any other occurring vacancies of offices. However, the only individual eligible to fill a vacancy in the office of Past-President shall be whomsoever was the immediately preceding Past-President.

**SECTION 3. PRESIDENT.** The President shall have general management of the business of the corporation and, when present, preside at meetings of the Board and of the members; sees that orders and resolutions of the Board are carried into effect; sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by this corporation's organizational documents or by the Board to another officer or agent of the corporation; maintain records of and, when necessary, certify proceedings of the Board and the members; and perform other duties prescribed by the Board.

**SECTION 4. SECRETARY-TREASURER.** This officer, in fulfilling the Secretary's function, shall maintain a list of the members of the corporation, sees that the corporation's records and minutes are maintained, fulfills the usual duties required by such office, and performs such other duties and exercises such other powers as may be imposed upon that position by resolution of the Board.

This officer, in fulfilling the Treasurer's function, sees that accurate financial records for the corporation are maintained; sees that money, drafts, and checks in the name of and to the credit of the corporation are deposited in banks and depositories designated by the Board; sees that deposit notes, checks and drafts received by the corporation as ordered by the Board, are properly deposited, and that the disbursement of corporate funds and issuance of checks and drafts in the name of the corporation, as ordered by the Board, are according to law; and, upon request, provides the President and the Board an account of transactions by the Treasurer and of the financial condition of the corporation. These duties are fulfilled by the Treasurer except in cases in which the authority to sign and deliver is expressly delegated by this corporation's organizational documents, or by the Board, to agent/s of the corporation.

## ARTICLE VI COMMITTEES

**SECTION 1. AUTHORITY.** The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time-to-time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Committee members need not be directors.

**SECTION 2. STANDING COMMITTEES.** The Standing Committees of the corporation shall be the ~~Executive Committee and the Legislative Action Committee (LAC).~~ (Revised 12/15/00)

2.1 The ~~Executive~~ Committee shall be comprised of the Corporation's officers with a fifth member selected by the entire Board. This Committee shall act for the Board in all administrative matters of the corporation whenever the Board is not in session.

~~2.2 The Legislative Action Committee (LAC) is comprised of nine elected members; three each from each of the three MREA membership zones — an administrator, school board member and a teacher. All MREA Board members are, also, members of the LAC. Elected LAC members serve four year terms and may only be elected to two (2) successive terms.~~

## ARTICLE VII INDEMNIFICATION

**SECTION 1. COVERAGE.** To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, against the expenditures enumerated in the following SECTION 2, by reason of the former or present capacity of the person as:

- (a) a director, officer, employee, or member of a committee of this corporation, or
- (b) a governor, director, officer, partner, trustee, employee or agent of another organization (including employee benefit plans), who while a director, officer, employee, or member of a committee of this corporation, is or was serving another organization at the request of this corporation, or whose duties as a director, officer, employee, or member of a committee of this corporation involve or involved such service to another organization.

**SECTION 2. INDEMNIFIED EXPENDITURES.** Indemnification is mandatory if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

- (a) acted in good faith;

(b) received no improper personal benefit and section 317A.255 of Minnesota Statutes, 1996, as now enacted or hereinafter amended, regarding conflicts of interest, has been satisfied;

ARTICLE VII, INDEMNIFICATION, SECTION 2, INDEMNIFIED EXPENDITURES cont'd.

(c) in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and

(d) in the case of acts or omissions occurring by a director, officer, employee or member of a committee of this corporation acting in such official capacity, reasonably believed that the conduct was in the best interests of this corporation, or in the case of acts or omissions occurring by a director, officer, employee, or members of a committee of this corporation who is or was serving another organization at the request of this corporation, or whose duties as a director, officer, employee or member of a committee.

**SECTION 3. ELIGIBILITY, ADVANCES, AND ANCILLARY RECOVERY.**

Determination of eligibility for indemnification payments or advances shall be made in accord with section 317A.521, subd. 6, of Minnesota Statutes, 1996, as now enacted or hereinafter amended. Advances of expenses incurred which are payable under the preceding SECTION 2 of this Article shall not be made prior to a final disposition of a proceeding unless same are paid from insurance policies held by the corporation. Any indemnification realized other than under this Article shall apply as a credit against the indemnification provided herein.

**SECTION 4. INSURANCE.** This corporation may, to the full extent permitted by applicable law, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

**ARTICLE VIII  
MISCELLANEOUS**

**SECTION 1. FISCAL YEAR.** The fiscal year of the corporation shall be from July 1 to June 30.

**SECTION 2. ELECTRONIC COMMUNICATIONS.** A Director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among Directors or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting. Whenever it is determined that best business practices have adopted internet access on-line participation as equatable with the ability to “simultaneously hear” all others, such electronic means of communications shall be permitted.

**ARTICLE IX  
AMENDMENTS**

**SECTION 1. AMENDMENT BY DIRECTORS.** The Board may amend these By-laws by adopting, via a two-thirds (2/3) vote of all Directors then seated, a resolution setting forth the amendment, except for the following actions which are reserved exclusively to the voting members:

- a. actions to adopt, amend, or repeal a By-Law fixing a quorum for meetings of members,
- b. prescribing procedures for removing voting members or filling vacancies in the Board of Directors,
- c. fixing the number of directors or their classifications, qualifications, or terms of office,
- d. adopting, amending, or repealing a By-Law increasing or decreasing the vote required for a member action, including voting rights related to the election of Directors per Article I, Section 3.

**SECTION 2. AMENDMENT BY VOTING MEMBERS.** The membership may amend the By-Laws by adopting a resolution setting forth the amendment; same must be proposed by at least fifty members or ten percent of the members, whichever is less.