

**THIRD AMENDED AND RESTATED BYLAWS**  
**OF**  
**SEARCH, RESCUE, AND RECOVERY RESOURCES OF**  
**MINNESOTA**

**ARTICLE 1. PURPOSE**

- 1.1 Vision (Overall Philosophy). Search, Rescue, and Recovery Resources of Minnesota (“SRRRMN”) is a Minnesota non-profit corporation and a confederation of autonomous groups and individuals who are dedicated to providing quality search, rescue, and recovery services to assist and support public, private, and/or governmental agencies. The purposes of this organization are to promote and develop search, rescue, and recovery capabilities and resources in the State of Minnesota with the underlying principle of saving lives and reducing suffering.
- 1.2 Mission (Broad Goals). The corporation has the following purposes:
- 1.2.1 Bring Groups Together. To bring various search, rescue, and recovery groups and individuals together from within Minnesota for common goals:
- 1.2.1.1 To form a cohesive search, rescue, and recovery community.
- 1.2.1.2 To collaborate and cooperatively address issues common to member organizations such as: improving the safety, efficiency, effectiveness, communication, cooperation, and coordination of search, rescue, and recovery operations; and to promote the exchange of ideas, information, and expertise.
- 1.2.1.3 To foster excellence among SRRRMN members.
- 1.2.2 Provide Information Regarding Search, Rescue, and Recovery Resources.
- 1.2.2.1 To support and assist public, private, and governmental agencies in the location of lost and missing persons, in the rescue of ill and injured persons involved in technical rescue incidents, and/or in evidence, body, and disaster recovery operations.
- 1.2.2.2 To develop, promote, and disseminate a statewide directory of specialized search, rescue, and recovery resources.
- 1.2.2.3 To provide a liaison between SRRRMN’s member organizations and public service agencies.

- 1.2.2.4 To promote regional search, rescue, and recovery primary service areas and mutual aid standards.
- 1.2.3 Training.
  - 1.2.3.1 To develop, promote, and disseminate search, rescue, and recovery curriculum.
  - 1.2.3.2 To educate key decision-makers among public, private, and governmental agencies as to the function and use of search, rescue, and recovery resources.
  - 1.2.3.3 To provide a forum for SRRRMN members to interact, train together, and conduct an on-going information exchange.
  - 1.2.3.4 To educate the public in search, rescue, and recovery issues.
- 1.2.4 Funding. To encourage financial support in the form of donations, gifts, endowments, and bequests for the purpose of attaining or furthering any of the organization's objectives.
- 1.2.5 Other.
  - 1.2.5.1 To carry out other projects and programs of mutual interest that will advance the objectives of SRRRMN.
  - 1.2.5.2 To enter into Memorandums of Agreement with public, private, and governmental agencies.

**ARTICLE 2. LOCATION**

The principal office of SRRRMN, at which the general business of the organization will be transacted and where the records of the organization will be kept, shall be at such location in the State of Minnesota, as may be fixed from time to time by the Board of Directors of SRRRMN.

**ARTICLE 3. MEMBERSHIP**

3.1 Membership Eligibility.

- 3.1.1 Membership shall be open to all organizations, agencies, and individuals involved in search, rescue, and recovery activities or actively supporting such operations; provided, however, that (1) such organizations, agencies or individuals meet the membership standards established by or under the direction of the Board of Directors from time to time and (2) the contribution of *solely* financial or in-kind donations to SRRRMN shall be insufficient to become a member of SRRRMN. For the avoidance of doubt, only the Board of Directors can approve the admission of new members to SRRRMN and those organizations, agencies or

individuals who make financial or in-kind donations to SRRRMN shall not automatically become members of SRRRMN.

- 3.1.2 Applicants shall be voted into membership by the Board of Directors after submitting the required application to SRRRMN, which application shall be reviewed and evaluated by the Board (or, at the Board's direction, by the Membership Committee or an officer of SRRRMN), and after such applicant is accepted into membership of SRRRMN upon approval by the Board of Directors.
- 3.1.3 SRRRMN shall not discriminate in any manner on the basis of race, color, religion, age, sex, sexual orientation, or national and ethnic origin in administration of its programs.
- 3.1.4 Membership shall be voluntary.
- 3.1.5 The Board of Directors has the right to determine the dues or other payments to be made by the members of SRRRMN from time to time. The membership year for the members of SRRRMN is the same as the SRRRMN fiscal year.

3.2 Membership Classes. The membership of SRRRMN shall be divided into the following categories:

- 3.2.1 Organizational Member – Any organization or association involved directly in or a provider of search, rescue, or recovery services in the State of Minnesota which meets the current standards established by the Board of Directors.
- 3.2.2 Individual Member – Any person involved in search, rescue, and recovery activities and not affiliated with an organization conducting such activities. Individuals who are members of Organizational Members in SRRRMN may become Individual Members if they are otherwise accepted into Membership in accordance with the procedures described in Section 3.1 above, provided, however, that such individuals cannot vote as an Individual Member and as the voting delegate for their Organizational Member (as described in Paragraph 3.3.2 below).
- 3.2.3 Affiliate Member – Any organization, association, or individual involved indirectly with search, rescue, or recovery activities or interested in supporting the mission of, or share similar goals and objectives as SRRRMN.
- 3.2.4 Provisional Member – Organizations or individuals whose applications are being evaluated or processed by SRRRMN.

3.2.5. Exceptions – Exceptions to the membership limitations in this Section may be made by a majority of the Board if, in the Board’s view, the service provided by an organization or individual is of such unique nature, or if exceptional circumstances otherwise exist, that such organization or individual warrants membership in SRRRMN on such terms and conditions as a majority of the Board shall agree.

3.3 Voting Membership. Voting membership shall consist of Organizational and Individual Members. They have the privilege of attending meetings, voting, nominating, presenting motions or resolutions, resigning, or participating in other business. Affiliate Members and Provisional Members shall not have voting privileges.

3.3.1 Each Organizational Member (as defined in 3.2.1) shall have a single vote. The Individual Members (as defined in 3.2.2) shall have a single vote as a block.

3.3.2 Each Organizational Member shall appoint one (1) individual to serve as its voting delegate at meetings of the membership. These individuals will serve as delegates until successors are appointed. The names of these individuals shall be submitted in writing to the SRRRMN offices by no later than one (1) month prior to the annual election meeting. Replacement delegates may be appointed by member organizations by notifying SRRRMN's office in advance of scheduled meetings. The block vote for the Individual Members shall be determined by tallying the vote of the Individual Members and submitting the outcome as a single vote.

3.4 Termination of Membership. A membership may be terminated by:

3.4.1 Resignation. Any member may resign by filing with the Secretary, a written declaration of intent. Such resignation shall not relieve the resigning member of assessments or other charges theretofore accrued and unpaid and will not entitle the member to reimbursement of dues.

3.4.2 Procedural. Provisional memberships may be terminated by the Board of Directors if the Board determines that the applicants do not meet the criteria for Organizational, Individual, or Affiliate Membership as established by the Board of Directors or such other reason as the Board of Directors may determine in its business judgment.

3.4.3 Lapsing. A member will be considered as lapsed and automatically terminated if such member’s dues remain unpaid for three (3) months. This action shall not prejudice the organization, association or individual against readmission to full voting status provided they meet all other criteria for becoming a voting member or other category of member of SRRRMN at the time of readmission.

3.4.4 Expulsion/Removal A membership may be terminated by expulsion through a disciplinary procedure determined by the Board of Directors. Removal may be with or without cause and includes, but is not limited to, the following:

- Any act, illegal or otherwise, that brings or may bring discredit to SRRRMN or exposes it to liability.
- A significant violation of SRRRMN's Third Amended and Restated Bylaws, Second Amended and Restated Bylaws, Amended and Restated Articles of Incorporation, policies, rules, regulations, or Code of Conduct.
- Significant conduct detrimental to the objectives or interests of SRRRMN.

Any organization, association or individual removed from the membership may re-apply after a one year waiting period.

#### **ARTICLE 4. MEETING OF MEMBERS.**

4.1 Frequency of Meetings. There shall be at least two general membership meetings per year. One of the general membership meetings shall be the annual election meeting (as described in Section 4.2). General membership meetings shall be called by a resolution adopted by the Board of Directors. References herein to "general membership meetings" shall include the annual election meeting.

4.2 Annual Election Meetings. The annual election meeting of SRRRMN shall be held in the first quarter of the year. The Board of Directors shall set the specific date for the annual meeting no later than December 31 of the year preceding such annual meeting. The members shall transact such business of SRRRMN as may properly come before them.

4.3 Notice of General Membership Meetings. It shall be the duty of the Secretary to mail (electronically or via post) a notice of each general membership meeting stating the purpose thereof, as well as the time and place where the meeting is to be held. The notice shall be sent to each delegate at the latest address appearing on the records at the SRRRMN offices. The notices of general membership meetings shall be sent so as to be received at least thirty (30) calendar days prior to such meeting.

4.4 Special Meetings. Special meetings of the membership may be called by the President, by the President or Chair as directed by a resolution adopted by the Board of Directors, or upon a written request of at least 50 members with voting rights or 10% of the members with voting rights, whichever is less. The notice of any special meeting shall state the time, the place, and the purpose of such meeting.

4.5 Notice of Special Meeting. It shall be the duty of the Secretary to mail (electronically or via post) a notice of each special meeting stating the purpose thereof, as well as the time

and place where the meeting is to be held. The notices of special meetings shall be sent as to be received at least five (5) calendar days prior to such special meeting. In determining the notice period for a special meeting, the Secretary shall give notice of a special meeting no later than ninety days after receiving the request for a special meeting from the President, the President or Chair as directed by the Board of Directors or the members. If the Secretary fails to give notice of the meeting within thirty days from the date on which the request is received, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner provided herein. 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 must be limited to the purposes stated in the notice of the meeting.

- 4.6 Place of Meetings. Meetings of the membership shall be held at such suitable places in Minnesota as designated by the Board of Directors or its designees. A member not physically present in person or by proxy at a general membership meeting or special meeting of the members may participate by one or more means of remote communication if the Board of Directors adopts a resolution that authorizes such participation. The Board of Directors may also determine that a meeting of the members shall not be held at a physical place, but instead solely by means of remote communication if all members are given notice. Participation by remote communication constitutes presence at the meeting.
- 4.7 Presiding Officer. The Chair of the Board of Directors of SRRRMN shall be the presiding officer of all meetings of the membership. In the absence of the Chair, the President of SRRRMN shall preside. In the absence of both persons, the Vice President of SRRRMN shall preside. In the absence of all three such persons, the delegates may elect a Chair Pro Tem for that one meeting.
- 4.8 Waiver of Notice. A delegate may waive notice of the date, time, place, or purpose of a meeting of the members. A waiver of notice by a delegate entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, by authenticated electronic communication, or by attendance. Attendance by a delegate at a meeting, including attendance by means of remote communication, is a waiver of notice of that meeting, unless the delegate objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and if such member does not participate in consideration of or the vote on the item at that meeting.
- 4.9 Quorum. The presence, at any time, in person, electronically or by proxy of fifty percent (50%) of the Organizational Members shall constitute a quorum. Where the computation results in a fractional number, it shall be rounded upward to the next whole number.

- 4.10 Voting. Except as otherwise provided by law, each voting delegate shall be entitled to cast one vote on each question. The vote of the simple majority (51%) of those delegates present shall decide any questions brought before the meeting, unless the question is one upon which, by law, the Amended and Restated Articles of Incorporation, the Second Amended and Restated Bylaws, or these Third Amended and Restated Bylaws, a different vote is required, in which case such express provisions shall govern and control.
- 4.11 Proxies. A delegate may cast or authorize the casting of a vote by (a) filing a written appointment of a proxy, signed by the delegate, with an officer of SRRRMN at or before the meeting at which the appointment is to be effective, or (b) by telephonic transmission or authenticated electronic communication, whether or not accompanied by written instructions of the delegate, of an appointment of a proxy with SRRRMN at or before the meeting at which the appointment is to be effective.
- 4.12 Action Without Meeting. Any action required or permitted to be taken at a meeting of the members of SRRRMN may be taken without a meeting by written action signed, or consented to by authenticated electronic communication by all of the members entitled to vote on that action. The written action is effective when it has been signed, or consented to by authenticated electronic communication, by all of those members, unless a different effective time is provided in the written action.
- 4.13 Written ballot. An action that may be taken 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.
- 4.14 Procedures. Robert's Rules of Order will be the authority for all questions and procedures at any meetings of SRRRMN.

## **ARTICLE 5. BOARD OF DIRECTORS AND OFFICERS**

- 5.1 Number and Qualifications. As provided in the Amended and Restated Articles of Incorporation, the Board of Directors of SRRRMN shall be composed of seven (7) directors. To be eligible to be a Board member, an individual shall be in good standing as an Individual Member or a member of an organization which holds an Organizational Membership in SRRRMN.
- 5.2 Advisory Board. The Board of Directors may appoint a non-voting Advisory Board. The Advisory Board may be composed of outside experts or interested parties representing skills or knowledge that are beneficial to the interests or activities of SRRRMN to counsel the Board on matters relating to SRRRMN's operations, funding and procedures .
- 5.3 Governing Powers. The Board of Directors shall have all the powers and duties necessary or appropriate to manage the business and affairs of SRRRMN. The Board

shall elect annually the officers of SRRRMN. Persons serving as officers must be members of SRRRMN as provided in Sections 3.2.2 or 3.2.3 of these Third Amended and Restated Bylaws but need not be Directors of SRRRMN. The officers elected by the Board shall include President, Vice President, Secretary, and Treasurer (each as described in Section 5.14 hereto), and, if the Board determines from time to time, such other officers as the Board of Directors, in its sole discretion, determines are necessary or appropriate. Nothing in these Third Amended and Restated Bylaws or this Section 5.3 shall prohibit the Board, in its sole discretion, from combining any two of the foregoing officer positions or titles (except for the office of President) should the Board determine to do so from time to time. The Board of Directors may engage in such acts and do such things as are not prohibited by a law, the Amended and Restated Articles of Incorporation, the Second Amended and Restated Bylaws, or these Third Amended and Restated Bylaws.

5.4 Election and Term of Office.

5.4.1 Directors shall be elected at the annual election meeting for a term of two (2) years. Elections shall be so arranged that approximately one-half of the total number of Directors is elected each year. Each Director shall hold office until his or her successor has been elected and qualified. Unless elected to fill a vacancy, the term of office of a Director shall commence on the first of the month following the respective election by the membership. The Board of Directors shall elect annually one of its members to be Chair, who will then serve as the presiding member of the Board and will have the rights, authority and responsibilities of such office under these Third Amended and Restated Bylaws for as long as such person serves as Chair.

5.4.2 Officers shall be elected by the Board of Directors to serve for terms of one (1) year and until their respective successors are elected and have qualified, and may at any time be removed by a majority of the Board of Directors with or without cause. Any officer may resign at any time by giving written notice to the Chair or to the President or Secretary. The resignation shall be effective without acceptance when the notice is received by the Chair or the President or Secretary, unless a later effective date is specified in the notice. The same person may hold more than one office at the same time, except for the offices of (a) President and Vice President, and (b) President and Secretary.

5.5 Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the membership shall be filled by a vote of the majority of the remaining Directors. Each person so elected shall be a Director until that person or a successor is elected by the members at the next annual meeting.

5.6 Removal of Directors.



- 5.6.1 At any duly called meeting of the membership, any one or more of the Directors may be removed with or without cause by a vote of the majority of the entire voting delegates of record. A successive Director may then and there be elected to fill the vacancy thus created. Any director whose removal has been proposed shall be given at least thirty (30) days notice of the intent to take such action and an opportunity to be heard at this meeting.
- 5.6.2 After two unexcused absences per term, a Director will automatically be removed from the Board. Such Director may be reinstated by a vote of the majority of the Board.
- 5.7 Compensation. No member of the Board of Directors shall receive compensation for his or her services but the Board may authorize reimbursement of expenses incurred in the performance of duties.
- 5.8 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. The Board of Directors shall meet at least four (4) times each year, approximately quarterly. The notices of meetings shall be sent so as to be received at least fifteen (15) calendar days prior to such meeting.
- 5.9 Special Meetings. Special meetings of the Board of Directors may be called by the President or Chair upon at least five (5) working days notice to each Director. This notice shall be given personally, by mail, email, or telephone. The notice shall state the place, time and the purpose of the meeting. The Secretary of SRRRMN in like manner and in like notice shall call a special meeting upon the written request of at least three Directors.
- 5.10 Quorum. At all meetings of the Board of Directors, fifty one percent (51%) of the Directors of record shall constitute a quorum for the transaction of all authorized business. Where the computation results in a fractional number, it shall be rounded upward to the next whole number. The acts of a simple majority (51%) of the Directors present at a meeting at which a quorum exists shall be the acts of the Board of directors, except where a larger number is required by law, the Amended and Restated Articles of Incorporation, the Second Amended and Restated Bylaws, or these Third Amended and Restated Bylaws.
- 5.11 Waiver of Notice; Previously Scheduled Meetings. A director may waive notice of the date, time and place of a meeting of the Board of Directors. A waiver of notice by a director entitled to notice is effective whether given before, at or after the meeting, and whether given in writing, orally, by authenticated electronic communication, 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 thereafter does not participate in the meeting. If the day or date, time and place of a Board meeting have been provided herein or announced at a previous meeting of the Board, no notice is required.

5.12 Action Without Meeting. Any action of the Board of Directors, other than an action requiring member approval, may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective time is provided in the written action. If written action is taken by less than all directors, then all directors shall be notified immediately of its text and effective date.

5.13 Participation by Remote Communication. A director may participate in a Board meeting by conference telephone or by any other means of remote communication through which the director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. A director so participating is deemed present at the meeting.

5.14 Duties of Officers.

5.14.1 President. The President shall be the principal officer of SRRRMN. Subject to the direction and control of the Board, the President shall see that the resolutions and directives of the Board are carried into effect, and, in general, shall discharge all duties incident to the office of President and as prescribed by the Board. The President shall preside at all meetings of the Board of Directors and at all meetings of the membership, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation. The President may execute for the corporation all contracts, deeds, conveyances, mortgages, bonds, and other instruments in writing that may be required or authorized by the Board of Directors. The President shall appoint members to stand committees, establish and appoint members to other committees.

5.14.2 Vice-President. It will be the duty of the Vice-President to act in the absence or disability of the President and to perform such duties as may be assigned to him or her by the President.

5.14.3 Secretary. The Secretary of SRRRMN shall be responsible for keeping the organization's records. He or she shall keep (or cause to be kept) the minutes of all meetings of the Board of Directors and of the membership. The Secretary shall give or cause to be given all notices of the meetings of the Board of Directors and other notices required by law or by these by-laws. The Secretary shall be

responsible for the keeping of all books, correspondence, committee minutes and papers relating to the business of SRRRMN, except those of the Treasurer.

5.14.4 Treasurer. The Treasurer shall be responsible for preparation of the proposed annual budget, handle day to day fiscal responsibilities, and shall keep (or cause to be kept) financial records belonging to SRRRMN. The Treasurer will present to the membership and to the Board of Directors at their respective annual meetings a report of the finances of SRRRMN and will from time to time make such other reports to the Board of Directors or members as they may require.

5.14.5 Other Duties. Any officer of SRRRMN, in addition to powers conferred on him or her by these Third Amended and Restated Bylaws, may have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

## **ARTICLE 6. COMMITTEES**

6.1 Committees. The Board of Directors may act by and through one or more committees established by resolution of a majority of the Board. The types of committees may include, but shall not be limited to, a Membership Committee and an Audit Committee. Any committee established by the Board of Directors shall have and may exercise such duties and responsibilities provided, and, if specified, for the purpose or time period, in the resolution which established the committee and shall at all times be subject to the control and direction of the Board of Directors. Dissolution of any such committee shall be accomplished by a resolution of the majority of the Board as a whole.

6.2 Committee Members. Committee members may be Individual Members, members of an organization or association which holds an Organizational Membership, Affiliate Members, or members of the Advisory Board.

6.3 Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the committee Chair, or by the Board of Directors. Notice of meetings shall be given to the members of the committee at least five (5) working days in advance of the meeting unless all members agree to a shorter notification period.

## **ARTICLE 7. FISCAL MANAGEMENT**

7.1 Fiscal Year. The fiscal year of SRRRMN shall begin on the first day of January in each year.

7.2 Books and Accounts. Books and accounts of SRRRMN shall be kept under the direction of the Treasurer of SRRRMN.

- 7.3 Execution of SRRRMN's Documents. The Board of Directors may authorize the President, or if specified by the Board any other officer or the Chair, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of SRRRMN. Such authority may be general or confined to specific instances.
- 7.4 Loans. No loans shall be contracted on behalf of SRRRMN nor shall evidences of indebtedness be issued in its name unless recommended by the Board of Directors and authorized by resolution of the membership. Such borrowing authority shall then be granted to the Board of Directors and be general or confined to specific instances.
- 7.5 Deposits. All funds of SRRRMN not otherwise employed shall be deposited from time to time to the credit of SRRRMN in such bank or banks or other depositories as the Board of Directors may elect.
- 7.6 Conflicts of Interest. The Board of Directors may adopt a formal policy relating to Conflicts of Interest, but, in general, the Board shall not enter into nor authorize SRRRMN to be bound by any contract or transaction with (a) one or more of its directors, (b) a director of a related organization or (c) an organization in or of which a director of SRRRMN is a director, officer or legal representative, or in some other way has a material financial interest unless:
- That interest is disclosed or known to the Board of Directors in advance, and
  - The Board approves, authorizes or ratifies the action in good faith,
    - The approval is by a majority of directors (not counting the interested SRRRMN director), and
    - At a meeting where a quorum is present (not counting the interested director).

The interested SRRRMN director may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

- 7.7 Checks, Drafts, Etc. All checks, drafts and other orders for payment of funds will be signed by such Officer(s) or such other persons as the Board of Directors shall designate in its approved financial policies.
- 7.8 Indemnity. SRRRMN shall indemnify its directors and officers and committee members, against such expenses and liabilities, in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Section 317A.521, subd. 2,

as amended from time to time, or as required by other provisions of law; provided, however, that SRRRMN shall not indemnify any person with respect to any claim, issue or matter as to which that person is adjudged to be or admits to being liable to SRRRMN.

7.9 Examination by Directors. Every director of SRRRMN shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places where usually kept, all books and records of SRRRMN and make extracts or copies there from.

7.10 Corporate seal. SRRRMN has no seal.

## **ARTICLE 8. AMENDMENTS**

8.1 Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation may only be amended pursuant to the provisions of Minnesota Statutes, Chapter 317A, and any successor statute thereto.

8.2 Third Amended and Restated Bylaws. The Board of Directors may propose an amendment to these Third Amended and Restated Bylaws by adopting a resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the members. An amendment to the Third Amended and Restated Bylaws may also be proposed by written petition signed by at 25% of the voting members and delivered to the Secretary. Each proposed amendment shall be considered at a meeting of the members, and an amendment shall be adopted upon the affirmative vote of two-thirds of the members present and entitled to vote at the meeting. Notice of the meeting shall include a copy or summary of each proposed amendment. The members have no power to amend the Third Amended and Restated Bylaws except as described in this section.