

Appalachian Search and Rescue Conference, Inc.

**ARTICLES OF INCORPORATION
AND
BYLAWS**

As revised by the Membership at the annual meeting of 17 July 1983. This printing supersedes all previous editions.

Reprinted March 1986

CONTENTS

Articles of Incorporation

Article I - Name	3
Article II - Purposes	3
Article III - Non-Profit Status	4
Article IV - Membership	4
Article V - Board of Directors	4
Article VI - Membership Meetings	5
Article VII - Dissolution	5
Article VIII - Mutual Aid and Protection	5
Article IX - Amendments	6

Bylaws

Article I - Organization	7
1. Groups	7
2. Board of Directors	7
Article II - ASRC Membership	9
1. Applications and Roster	9
2. Training Officers	9
3. Certified Members	10
4. Trainee Members	10
5. Associate Members	11
6. Auxiliary Members	11
7. Sustaining Members	11
8. Termination of Membership	12
Article III - Operations	13
1. Board Meetings	13
2. Membership Meetings	13
3. Groups	14
4. Association with Other Organizations	15
5. Parliamentary Authority	15
Article IV - Finances	16
1. Sources	16
2. Distribution of Funds	16
Article V - Amendments	20

**ARTICLES OF AMENDMENT
RESTATING
THE ARTICLES OF INCORPORATION
OF THE
APPALACHIAN SEARCH & RESCUE
CONFERENCE, INC.**

17 July 1983

ARTICLE I - NAME

The name of this corporation is the Appalachian Search & Rescue Conference, Inc., hereinafter referred to as the Corporation.

ARTICLE II - PURPOSES

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law. The specific purposes of the Corporation are:

- A. To provide wilderness search and rescue capability, and special technical rescue capability, within the Commonwealth of Virginia and other regions as necessary;
- B. To conduct training programs in subjects related to wilderness search and rescue and special technical rescue;
- C. To conduct training programs in subjects related to wilderness safety and survival;
- D. To serve as a coordinating agency for related rescue and survival information, equipment, and resources; and
- E. To conduct and carry out the work of the Corporation, not for profit, but exclusively for humanitarian, educational, and public service purposes.

ASRC Articles of Incorporation

ARTICLE III - NON-PROFIT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV - MEMBERSHIP

The qualifications and rights of the classes of membership shall be set forth in the Bylaws. The classes of membership shall be as follows:

- A. Certified Members,
- B. Trainee Members,
- C. Associate Members,
- D. Auxiliary Members, and
- E. Sustaining Members.

ARTICLE V - BOARD OF DIRECTORS

- A. Directors must be Certified members, and shall be elected by the Certified Membership in accordance with procedures specified in the Bylaws.
- B. The Board of Directors shall have power and authority over the business of the Corporation between meetings of the Membership, but the Board shall be subject to the orders of the Membership, and none of the Board's acts shall conflict with action taken by the Membership.
- C. At each Membership Meeting, the Chairman of the Board shall report to the Membership all actions taken by the Board since the last Membership Meeting; this report may be in written form.
- D. The Board shall perform additional duties as specified in the Bylaws.
- E. The number of Directors, not less than three, shall be fixed by the Bylaws and in the absence of a bylaw fixing the number shall be four.

ARTICLE VI - MEMBERSHIP MEETINGS

- A. General Meetings - General Membership Meetings shall be held at least once per calendar year at such time and place as shall be determined by the Board of Directors.
- B. Special Meetings - Special Membership Meetings shall be held in accordance with procedures set forth in the Bylaws.
- C. Any action required to be taken at a meeting of the Membership or Board of Directors, or which may be taken at a meeting of the Membership or Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, or all of the Directors, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE VII - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the same time shall qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII - MUTUAL AID AND PROTECTION

Due to the inherent hazards and special requirements of search and rescue activities, the Board of Directors is authorized and empowered to establish agreements with appropriate Federal, State, and local authorities, and other organizations as necessary, to assure mutual aid, benefit, and protection in pursuance of the purposes of the Corporation. Furthermore, the Board of Directors shall establish appropriate arrangements to minimize or prevent undue personal loss or hardship by the members, officers, or directors of the Corporation during, or resulting from, the proper performance of their duties.

ARTICLE IX - AMENDMENTS

A. Amendments to these Articles shall be made in the following manner:

1. The Board of Directors shall adopt a resolution setting forth the proposed amendment, finding it to be in the best interests of the Corporation, and directing that it be submitted to a vote at a meeting of the Membership.
2. The proposed amendment shall be adopted upon receiving more than two-thirds of the votes entitled to be cast by members present or represented by proxy at the meeting.

B. Written notice stating the place, day, and hour of the meeting where the proposed amendments shall be considered shall be delivered, either personally or by mail, to each Certified Member, not less than twenty-five nor more than fifty days before the date of the meeting, and this notice shall be accompanied by a copy of the proposed amendment, or a summary thereof.

C. The Articles of Amendment shall be executed by the Chairman and Secretary of the Board, and shall set forth the name of the Corporation, the amendment so adopted, and a statement setting forth the date of the meeting of the Board at which the amendment was found to be in the best interests of the Corporation and directed to a vote at a Membership Meeting, the date or dates when notice was given to each Certified Member and how that notice was given, that a quorum was present at that meeting, and that such amendment received more than two-thirds of the votes entitled to be cast by members present or represented by proxy at such Membership Meeting.

ASRC BYLAWS

17 July 1983

ARTICLE I - ORGANIZATION

1. GROUPS

The Appalachian Search & Rescue Conference, Inc. (ASRC) shall be divided into field organizations called "Groups." Each Group shall provide for itself whatever name, organization, operating procedures, and training it deems appropriate, provided it adheres to the Articles of Incorporation, Bylaws, operational procedures specified in the ASRC Operations Manual, and training requirements and standards specified in the ASRC Training Guide.

2. BOARD OF DIRECTORS

2.1 The administrative and executive authority of the ASRC shall be vested in a Board of Directors. The responsibilities of the Board of Directors shall be:

- a. to coordinate the efforts of the various Groups and to provide liason among them;
- b. to establish, publish, and enforce standards of procedure for search and rescue operations in the form of an ASRC Operations Manual;
- c. to establish, publish, and enforce standards of competence for ASRC members in the form of an ASRC Training Guide;
- d. to solicit monetary and material contributions for the support of the ASRC, and to draft and administer its budget;
- e. to inform the appropriate civil and military authorities of the activities and capabilities of its Groups, and to cooperate with those authorities in making the services of the ASRC available to the public;
- f. to inform other search and rescue and related organizations of the ASRC and its Groups, and to cooperate with those organizations in the effort to provide an effective search and rescue capability to the public;
- g. to fulfill other incidental duties specified in these Bylaws; and
- h. to fulfill the requirements of the Articles of Incorporation.

2.2 The Board of Directors shall have no power over the conduct of Group business, except for enforcing the Articles of Incorporation, Bylaws, operational procedures specified in the ASRC Operations Manual, and the training requirements and standards specified in the ASRC Training Guide.

ASRC Bylaws

2.3 The responsibilities of the Chairman shall be:

- a. to call and conduct meetings of the Board of Directors in accordance with the provisions of Article III;
- b. to call and conduct meetings of the Membership in accordance with the provisions of Article III;
- c. to oversee the administration of the ASRC and to ensure that the provisions of Article I, Section 2.1 of these Bylaws are carried out; and
- d. to serve as President of the ASRC.

2.4 The responsibilities of the Vice Chairman shall be:

- a. to serve as Chairman in the absence or incapacitation of the Chairman; and
- b. to fulfill other duties as designated by the Chairman.

2.5 The responsibilities of the Secretary shall be:

- a. to record the proceedings of the meetings of the Board of Directors and of any Membership Meetings;
- b. to maintain the Conference Roster;
- c. to maintain the records and correspondence of the ASRC; and
- d. to serve as Chairman in the absence or incapacitation of both the Chairman and Vice Chairman.

2.6 The responsibility of the Treasurer shall be to keep the financial records and accounts of the ASRC.

2.7 Only ASRC members with conference voting rights shall be eligible for office on the Board of Directors.

2.8 Selection of the Board of Directors shall be as follows:

- a. Each Group shall elect from its membership two delegates to be installed 1 April of each year.
- b. At the first meeting of the Board after 1 April, the delegates shall elect from among themselves the officers of the Board of Directors.

2.9 In the event a Board delegate's position becomes vacant, that delegate's Group shall hold a special election to fill that vacancy.

2.10 In the event a Board Officer's position becomes vacant, the remaining Board members shall elect from their membership a replacement.

ARTICLE II - ASRC MEMBERSHIP

1. APPLICATIONS AND ROSTER

- 1.1 Each Group may accept applications for, and grant memberships to, applicants for all types of ASRC membership, in accordance with procedures specified in these Bylaws and in accordance with the requirements and standards specified in the ASRC Training Guide.
- 1.2 The ASRC Membership or Board of Directors may accept applications for, and grant memberships to, applicants for at-large membership in all types of ASRC membership, and may revoke such memberships.
- 1.3 Each Group shall maintain its own personnel records. Each Group shall supply the Secretary with a Roster of its members, including the following information for each member:
 - a. name;
 - b. kind of membership, date it was conferred, and by whom;
 - c. mailing address; and
 - d. telephone numbers.
- 1.4 Changes to the Conference Roster shall be reported to the Secretary within 90 days of the time changes are effective.
- 1.5 The Secretary shall maintain a Conference Roster of the total membership if the ASRC, with information for each member as described in Section 1.3 (above). Access to the Conference Roster shall be open to any member with Conference voting rights. The Secretary shall keep a permanent record of all Conference Rosters.

2. TRAINING OFFICERS

- 2.1 Within each Group having Certified Members, the Board shall appoint a Certified Member, or shall approve a Group-appointed Certified Member, as Group Training Officer. This Training Officer shall be charged with:
 - a. enforcing the procedures, standards, and requirements of the ASRC Training Guide;
 - b. evaluating applicants and members for compliance with the standards and requirements of the ASRC Training Guide, in accordance with procedures specified therein;
 - c. acting as executive agent of the Board of Directors in conferring the various types of membership to Group members and applicants;
 - d. proposing to the Group for a vote all applicants for types of membership requiring a vote by the Group or a part thereof; and
 - e. informing the Secretary of the ASRC Board of Directors of all membership actions taken by the Training Officer, within 90 days of such action.

ASRC Bylaws

- 2.2 The Board may, with just cause, reverse a decision of a Training Officer regarding the membership status of an individual.
- 2.3 The Board may, with just cause, remove or replace a Training Officer.
- 2.4 In the case of applicants for at-large Trainee or Certified Membership, the Board shall charge a Training Officer from one of the Groups with examining the applicant and with reporting to the Board regarding the suitability of the applicant for that membership category. Further, this Training Officer or his successors shall be responsible for continued monitoring of this individual's compliance with the provisions of the ASRC Training Guide and these Bylaws, should the individual be granted such membership by the Board of Directors.

3. CERTIFIED MEMBERS

- 3.1 Certified Membership shall be conferred upon those applicants who meet, as a minimum, the standards and requirements for Certified Membership set forth in the ASRC Training Guide, as determined by the Group Training Officer, and who (except in the case of Certified Members-at-Large) are elected by the Certified Members of the Group to which they apply. In the case of a Group with no Certified Members, or of a new Group, or for applicants for at-large Certified Membership, applicants may be certified directly by the Board of Directors.
- 3.2 All Certified Members shall have all rights of voting and of eligibility for office in the ASRC and in the Groups in which they hold membership.

4. TRAINEE MEMBERS

- 4.1 Trainee Membership may be offered to applicants who wish to become Certified Members, but who have not yet met the standards and requirements for Certified Membership specified in the ASRC Training Guide.
- 4.2 Trainee Membership shall be granted to any applicant who secures a simple majority of the votes cast in a scheduled membership meeting of the Group to which he applies, and meets the standards and requirements for Trainee Membership specified in the ASRC Training Guide.
- 4.3 Trainee Members may vote in all general elections of their Group, but shall not vote in Conference elections, including the election of new Certified Members and the election of Group delegates to the ASRC Board.
- 4.4 Trainee Membership shall be valid for a period of one year unless extended as follows.
- a. A Group Training Officer may extend a Trainee's membership by six months.
 - b. Extension of a Trainee's membership beyond a total of eighteen months requires both the recommendation of the Training Officer and an affirmative simple majority vote at a regular business meeting of the Trainee's Group, or for Trainees-at-Large, of the Board of Directors of the ASRC.

5. ASSOCIATE MEMBERS

- 5.1 Associate Membership may be offered by each Group, or by the Board or Membership of the ASRC, to applicants who possess some skills useful to the individual Group or to the ASRC, but who are unable or unwilling to meet the standards and requirements for Certified Membership.
- 5.2 Associate Membership shall be granted to these applicants who meet the requirements of section 5.1 (above) and who secure a simple majority of the votes cast in a scheduled membership meeting of the Group to which they apply, or who secure an affirmative vote of the Board of Directors.
- 5.3 An Associate Member may enjoy the privilege of voting and holding office in his Group, but not in the Conference, only by securing three-fourths of the votes cast for that privilege by the Membership of his Group in a regularly scheduled membership meeting of that Group.

6. AUXILIARY MEMBERS

- 6.1 Auxiliary Membership may be offered by each Group to those applicants who wish to be available for search operations.
- 6.2 Auxiliary Membership shall only be granted to applicants who:
- a. meet the standards and requirements for Auxiliary Members set forth in the ASRC Training Guide; and
 - b. sign the Waiver of Liability for Auxiliary Members. (The signature of the applicant's legal guardian is required if the applicant is a minor.)
- 6.3 Auxiliary Members may only be employed as searchers, litter bearers over non-technical terrain, and in support tasks. Further restrictions may be imposed by the ASRC Operations Manual.
- 6.4 Auxiliary Members shall have neither right to vote nor to hold office in the ASRC or its Groups.

7. SUSTAINING MEMBERS

- 7.1 Sustaining Membership may be offered by the ASRC and by each of its Groups to those organizations and individuals who wish to contribute monetary or material support to the ASRC or to one of its Groups.
- 7.2 The ASRC Board of Directors shall establish standard membership fees for Sustaining Members who contribute financial support, and shall establish guidelines for the distribution of these monies within the ASRC and its Groups.
- 7.3 The ASRC Board of Directors shall establish guidelines for awarding Sustaining Memberships to those individuals or organizations which contribute material support to the ASRC or one of its Groups.

8. TERMINATION OF MEMBERSHIP

- 8.1 Any member may resign his membership upon written notice by him to the Training Officer of his Group or to the Secretary of the Board.
- 8.2 If in the estimation of a Group Training Officer (or of the Secretary of the Board for at-large members) a member has shown neither interest in the activities of the ASRC nor contact with it over a period of one year, the Training Officer or Secretary shall provide him written notice, at the address listed for him on the Conference Roster, that his membership status is under review and that it will be revoked in six months unless the member demonstrates to the satisfaction of the Training Officer or the Secretary a commitment to fulfill the obligations of membership. If, six months after the notice, the member has not satisfied the Training Officer or Secretary of his commitment to fulfilling the obligations of membership, the Training Officer or Board of Directors may revoke his membership.
- 8.3 No Certified Member's certification may be revoked without written notice to that individual within 90 days of the revocation.
- 8.4 Certified Members must continue to maintain compliance with the current standards and requirements for Certified Membership set forth in the current ASRC Training Guide, as determined by the appropriate Training Officer. Any Certified Member found to be deficient will be so notified in writing; if, six months after the written notice, the Certified Member has not redressed the lapse to the satisfaction of the Training Officer, the Training Officer shall change the member's status to that of Associate Member without the right to vote in Group elections.
- 8.5 (Expulsion.)
- a. A member may be expelled from a Group only after three-fourths of the members with the right to vote in elections of that Group vote for his expulsion.
 - b. Voting on questions of expulsion shall be by written ballot, with vote by proxy accepted.
 - c. A record of the number of votes shall be made at the request of any member with the right to vote in Group elections.
 - d. A Group vote for expulsion may be reversed by a decision of the ASRC Board of Directors.
 - e. Any member expelled from a Group shall become an at-large member; any Certified Member expelled from a Group will become an at-large Associate Member.

ARTICLE III - OPERATIONS

1. BOARD MEETINGS

- 1.1 Meetings of the Board of Directors shall be held at least once in each quarter of the calendar year.
- 1.2 The Secretary shall publish the date, time, and place of Board Meetings at least thirty days in advance.
- 1.3 Board Meetings shall be open to all interested parties.
- 1.4 The Secretary shall make the minutes of each Board Meeting available within sixty days of the meeting.

2. MEMBERSHIP MEETINGS

- 2.1 General membership meetings of the ASRC may be called when deemed appropriate by the Board of Directors or by petition of twenty-five percent of the membership with Conference voting rights.
- 2.2 Written notice stating the place, day, and hour of a meeting, and in case of a special meeting, the purpose or purposes for which it is called, shall be delivered, either personally or by mail, to each member entitled to vote at such meeting. Notice shall be delivered not less than twenty-five nor more than fifty days before the meeting.
- 2.3 At least twenty-five days before each membership meeting, the Secretary shall publish the agenda.
- 2.4 A report on the membership meeting, including reports of the Groups, Committees, and other pertinent information shall be prepared by the Secretary within ninety days of the meeting.
- 2.5 Membership meetings shall be open to all interested parties.
- 2.6 A quorum for general and special membership meetings shall be one-third of members with Conference voting rights.
- 2.7 At the direction of the Board of Directors, or by petition of ten percent of the members with Conference voting rights, a motion may be distributed to the membership in accordance with Article VI, Section C of the Articles of Incorporation. In the event of a petition by the membership, the Secretary shall distribute the notice within thirty days of receipt of the petition at the expense of the ASRC.

ASRC Bylaws

3. GROUPS

3.1 A Group shall be chartered by the Membership if:

- a. a nearby Group will sponsor the applicant group and vouch for its interest and capabilities, or if the group undergoes unit testing by the ASRC; and
- b. the applicant group indicates to the Membership a commitment to meet and maintain the standards and requirements of an ASRC Group as specified in the Articles of Incorporation, Bylaws, Training Guide, and Operations Manual; and
- c. the Group completes a probationary period of eighteen months (or longer if extended by an affirmative vote of the Board of Directors); and
- d. the probationary Group obtains a vote of two-thirds of the members with Conference voting rights voting on the question in a membership meeting.

3.2 A Group in probationary status shall have all rights of an ASRC Group, except:

- a. The probationary Group's delegates to the ASRC Board may hold office, but shall not vote on the Board.
- b. the probationary Group shall identify itself as a probationary member Group of the ASRC on all correspondence and publications bearing the ASRC logo or name by adding (*membership pending).

3.3 All Certified Members of a probationary Group shall have full voting rights in the ASRC.

3.4 Violations of a Group's responsibilities as designated in the Articles of Incorporation, Bylaws, Training Guide, or Operations Manual may be cause for the Group's charter to be revoked by the ASRC Board. A Group's charter shall be revoked by a vote of three-fourths of the Board of Directors, or by a vote of two-thirds of the members with Conference voting rights. All members of a Group which has had its charter revoked, except for Auxiliaries and Sustaining Members, shall become Associate members-at-large. All Auxiliaries and Sustaining Members shall become similar members of the nearest chartered Group.

3.5 Each Group will maintain as a minimum the standards of certification and operational readiness and capability specified in the ASRC Training Guide and Operations Manual.

4. ASSOCIATION WITH OTHER ORGANIZATIONS

- 4.1 The Board of Directors is empowered to enter into cooperative agreements, formal or informal, with other organizations and agencies, provided:
- a. such agreements are in the best interest of providing enhanced search and rescue or rescue-related service to the public;
 - b. such agreements do not conflict with the Articles of Incorporation or Bylaws;
 - c. such agreements do not impair the effectiveness of the ASRC in providing services to the public;
 - d. such agreements do not make the ASRC, its Groups, or its members more liable for prosecution;
 - e. such agreements do not restrict ASRC officers or members in caring for the safety of victims or search and rescue personnel; and
 - f. such agreements do not place ASRC personnel involuntarily under the direction of leaders not ASRC Certified, such that the ASRC personnel cannot decline to follow directions they consider unnecessarily dangerous to victims or search and rescue personnel, or deleterious to the goals of the mission.

5. PARLIAMENTARY AUTHORITY

- 5.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the ASRC in all cases to which they are applicable and in which they are not inconsistent with the ASRC Articles of Incorporation, Bylaws, or any special rules of order the ASRC may adopt.
- 5.2 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Groups in all cases to which they are applicable and in which they are not inconsistent with the ASRC Articles of Incorporation, these Bylaws, and any other Constitution, Bylaws, special rules of order, or other governing rules a Group shall adopt.
- 5.3 Copies of the Articles of Incorporation, Bylaws, and any special rules of order of the ASRC shall be made available to every member of the ASRC, excepting Auxiliaries and Sustaining Members.
- 5.4 Copies of any Group Constitution, Bylaws, special rules of order, or other governing rules shall be available to any Group member, except Auxiliary and Sustaining Members, and copies shall be kept on file with the Secretary of the ASRC.

ARTICLE IV - FINANCES

1. SOURCES

- 1.1 The Board of Directors shall provide for the financial needs of the ASRC by approving fund raising projects, soliciting donations of funds, equipment and services, dues, and administrative fees.
- 1.2 Neither the ASRC, its Groups, nor its members shall permit use of any name, symbol, or other identification of the ASRC or its Groups for the purpose of commending or endorsing any commercial product or service, except when such commendation or endorsement will contribute directly to the purposes of the ASRC, as determined by the ASRC Board of Directors.
- 1.3 All donations shall be acknowledged in writing.

2. DISTRIBUTION OF FUNDS

- 2.1 ASRC funds shall be used only to advance the purposes of the ASRC.
- 2.2 ASRC funds may be used to:
 - a. provide for the administrative functions of the ASRC, including publications and mailings;
 - b. provide for the costs associated with the ASRC level of operations as defined in the ASRC Operations Manual;
 - c. purchase needed equipment to be issued to ASRC Groups or operational stations;
 - d. provide for outdoor safety education programs; and
 - e. provide additional funding to Groups exhibiting special needs.
- 2.3 No expenditures shall be made without the approval of the Treasurer or the approval of a majority of the Board of Directors.
- 2.4 A detailed financial report shall be submitted as part of the Treasurer's Report at each general membership meeting, and ASRC financial records shall be public record.

ARTICLE V - AMENDMENTS

1. Amendments to these Bylaws must be proposed by the Board of Directors or by petition of at least ten percent of members with Conference voting rights, or by proposal from the floor at a membership meeting.
2. Amendments must receive a vote of two-thirds of members with Conference voting rights to be enacted.