

***RUSKIN HEIGHTS HOMES ASSOCIATION, INC.***  
***AMENDED BYLAWS***  
***Adopted by the Board of Directors September 13, 2016***

**ARTICLE I: NAME AND LOCATION**

The name of the corporation is **Ruskin Heights Homes Association, Inc.**, hereinafter referred to as the “Association.” The principal office of the corporation shall be located at 11229 Hickman Mills Drive, Kansas City, Missouri, County of Jackson, as may be designed by the Board of Directors.

The powers of the Association, except as limited and restricted by the Association Bylaws, shall be set forth in the “Declaration of Restrictions affecting Ruskin Heights, “Homes Association Declaration,” and the Articles of Incorporation of the “Ruskin Heights Homes Association, Inc.” as they appear of record in the Office of the Recorder of Deed of Jackson County, Missouri.

**ARTICLE II: DEFINITIONS**

**Section 1.** “Association” shall mean and refer to the **Ruskin Heights Homes Association, Inc.**, its successors and assigns.

**Section 2.** “Properties” shall mean and refer to that certain real property described in the Declaration

**Section 3.** “Common Area” shall mean all real property owned or leased by the Association for the common use and enjoyment of the Members of the Association. Specifically,

- 108th Street and Ruskin Way just East of Blue Ridge Blvd (triangle island between the 108th Street and Ruskin Way).
- Ruskin Heights Tree Arbor and Circle just across the street from Ruskin High School. 111th Street between (East of) Blue Ridge Blvd and (West of) Ruskin Way (Median between the west and east bound lanes and the circle). Also, the Ruskin Heights Homes Association Tornado Memorial Monument will be maintained.
- North of Crystal Ave and 113th Street on Ruskin Way prior to the split to East 114th Street. (triangle island between the 113th Street and Ruskin Way).
- East 114th Street just West of Bristol Ter. (triangle island between 114th Street and Bristol Ter.).
- East 112th Street and Winchester Ave (triangle island between Winchester Ave and 112th Street)
- Delmar Avenue and East 114th Street (triangle island between Delmar Ave, Sycamore Ter and 114th Street)
- East 113th Street and Eastern Avenue (triangle island between 113th Street and Eastern Ave)

**Section 4.** “Lot” shall mean and refer to any plot of land shown upon any recorded subdivision plat relating to the Properties, excepting the Common Area and land devoted to use by Commercial Units or Church Units.

**Section 5.** “Improved Lot” shall mean and refer to any Lot, as defined herein, which has a completed Dwelling unit constructed upon it.

**Section 6.** “Commercial Units” shall mean occupied premises upon which commercial business operations are conducted, without regard to whether such unit is owned or leased by the occupant, on land located within the Properties. For purposes of this instrument commercial buildings shall be considered occupied only when business activity is actually being conducted on the premises or when a valid lease to such premises in effect between the Owner and some other individual or entity.

**Section 7.** “Church Unit” Shall mean occupied premises upon which religious or similar not-for-profit operations are conducted, without regard to whether such unit is owned or leased by the occupant, on land located within the Properties. For purposes of this instrument Church buildings shall be considered

occupied only when not-for-profit activity is actually being conducted on the premises on a regular basis or when a valid lease to such premises in effect between the Owner and some other individual or entity.

**Section 8.** "Owner" shall mean any owner or owners, of legal title of record to any Lot within the limits of Ruskin Heights and Ruskin Village subdivisions of land in Jackson County, Missouri. All rights and responsibilities flowing from or associated with the ownership of a Lot within the Association shall be borne by the Owner even if the Owner has leased the Lot to a tenant or other person or entity.

### **ARTICLE III - MEMBERSHIP**

**Section 1. Membership.** Any owner or owners, of legal title of record to any lot within the limits of Ruskin Heights and Ruskin Village subdivisions of land in Jackson County, Missouri, which lot has or shall hereafter be legally or equitably restricted and subjected to the "Homes Association Declaration" recorded in the Offices of the Recorder of Deeds of Jackson County, Missouri or any extension or revision thereof, shall be a member of this Association. Membership in the Association shall run with the land and shall not be allowed to be separated from the ownership of the land itself.

**Section 2. Title held by legal entity, including Corporation or Limited Liability Company.** In case legal title to any improved lot in the subdivision is held by a legal entity, including Corporation or Limited Liability Company, and allow them to designate in writing one of its officers, members, or employees as its member representative, who shall upon filing such writing with the Office of the Association become a member.

**Section 3. Title held by joint Tenants or by Tenants in Common or Tenants by the Entirety.** In case the legal title to any improved lot in the Subdivision is held by more than one person, including a married couple, is in any form of joint Tenancy, tenancy by the entirety, or tenancy in common, the owners thereof shall be a member but shall jointly have the right to cast only one vote for each vacancy to be filled at any election or on any question, or such owners may, if they prefer, designate in writing one of them as a member in their stead who shall upon filing such writing with the Office of the Association become a member. Where a petition is signed, or ballot or vote cast by any one of the persons comprising a member under this section, it shall be assumed that the person so signing or voting did so with authority of all other persons comprising the member.

**Section 4. Title held by a minor.** In case of the legal title to any improved lot in the subdivision is held by one or more minors, then their natural or legal guardian shall be a member. If there be more than one such guardian they shall jointly have the right to cast only one vote for each vacancy to be filled at any election or on any question, or such guardian may, if they prefer, designate in writing one of them as a member in their stead, and he shall upon filing such writing with the Office of the Association become a member.

**Section 5. Voting Rights.** All voting rights shall be vested exclusively in the owners of Improved Lots and all of the owners of Improved Lots or their duly accredited representative as herein provided shall have the right to cast but one vote for each Improved Lot he, it, or they own or owns, regardless of the number of square feet in said lot or lots. Voting rights only extend to those members in good standing as defined in Section 9 herein.

**Section 6. Tenure of Membership.** Membership in this Association may continue only during the ownership of any lot within the Subdivision by the member or person or party whom he represents as herein provided. Membership shall terminate immediately upon sale or transfer of the Lot.

**Section 7. Membership Fees.** No fees or charges shall be made for the privilege of membership beyond the charge of dues and/or assessments set forth in the "Homes Association Declarations" or Bylaws of the "Ruskin Heights Homes Association, Inc."

**Section 8. List of Members.** The Office Manager shall keep a correct list of all members and their last known addresses and other contact information. All members shall notify the office of the Homes

Association of any changes of address or other contact information. Such list shall be confidential property of the Association.

**Section 9. Members in Good Standing.** Membership in the Association is in good standing when the member's current dues and assessments are paid.

#### **ARTICLE IV - BOARD OF DIRECTORS**

**Section 1. Number of Directors.** The corporate power of this Association shall be vested in a Board of up to fifteen (15) Directors called the Board of Directors.

**Section 2. Quorum.** A majority of Directors shall constitute a quorum for transaction of business at any meeting. A majority vote of the quorum shall be necessary to elect an officer or transact any other business.

**Section 3. Qualifications.** All Directors must at all times be a voting member of the Association and members in good standing.

**Section 4. Election and tenure of Directors.** Directors shall be elected annually by the members of the Association at the regular Association meeting held during the month of November. (as prescribed in Article VI) to serve for a term of two (2) years from the next succeeding first day of January after the Annual Association meeting occurred, and until their successors are duly elected and qualified.

**Section 5. Vacancies.** In case of vacancy in the office of a director occurring between annual elections, caused by the sale or transfer of property which leaves a director no longer a Member, or in the case of a permanent vacancy caused by resignation, death or other circumstances, the remaining directors may but shall not be required, at a regular or special meeting elect another eligible Member to fill the vacancy for the unexpired term and until a successor shall be duly elected and qualified.

##### **Section 6. Duties of the Board of Directors.**

A. The Board of Directors shall conduct, manage and control the property, affairs and business of the Association, and shall make all necessary rules and regulations for the guidance of officers and management of the affairs and business of the Association, not inconsistent with the Bylaws, or any duly constituted governmental authority having jurisdiction thereof including the state of Missouri and the United States of America. They shall cause to be kept a complete record of all their acts and proceedings and of the proceedings of the members at each annual meeting of its members, they shall present a complete detailed statement showing the assets, liabilities and general condition of the Association. They shall also cause to be kept a complete record of all the expenditures assets, and liabilities.

B. The Board of Directors shall employ and discharge at will all agents, and employees of the Association, prescribe their duties, fix their compensation, and at their discretion may require of any of them a bond or other security of faithful performance of their duties and fidelity.

C. The Board of Directors shall determine who shall sign and countersign checks, drafts, or other papers and documents, but no one shall sign such papers involving disburse or receipts of Association funds who is not bonded; such bond to be paid by the Association.

D. The Board of Directors shall decide all questions of membership and sufficiency of petitions and proxies. Any decision of the Board shall be final and binding upon the Association and all Members.

E. In addition to the foregoing, the Board of Directors shall do and perform any other duties that may be prescribed for them by the members of this Association at any regular or special meeting.

**Section 7. Financial Reporting.** The Association shall cause an IRS Form 990 or any other required tax form to be completed by an accountant, CPA or other qualified professional as often as required by the Internal Revenue Code or other law.

Any other financial reports deemed necessary or proper, by the Board of Directors, shall be completed by an appropriate professional, as determined by the Board of Directors, and shall be made available to the Members, upon written request, following their completion.

**Section 8. Removal of Directors.** Any Director may be removed from office of Director by a written petition signed by fifty percent (50%) of the Association members.

**Section 9. Terms of Office.** Any member of the Board of Directors may serve as many terms as member is willing and qualified to serve, and is re-elected by membership at the termination of their regular term of office.

#### **ARTICLE IV - OFFICERS AND THEIR DUTIES**

##### **Section 1. Designation of Officers and Tenure of Office.**

- A. The officers of this Association shall be President, Vice President, Secretary and Treasurer, who shall be elected by the Board of Directors. All elected officers may serve as many years as the officer is willing to serve, and is elected by the Board of Directors. The Board of Directors may also from time to time, name other or assistant officers who shall hold office at the will of the Board of Directors.
- B. The President, Vice President, Secretary, and Treasurer shall at all times be directors. No two of the above offices may be held by the same persons.
- C. The Board of Directors may appoint or remove any officer or employee at pleasure, and any vacancy caused by removal, resignation, death, or cessation of membership in the Association for any cause whatever, may be filled by the Board of Directors as it may deem advantageous.

**Section 2. President's Duties.** The President shall preside over all meetings of the members and directors, shall sign all instruments of writing to be executed by the Association, as he or she may be directed by the Board of Directors, and shall perform such other duties as may be conferred upon him or her by Board of Directors, but this authority shall be subject to the control and direction of the Board of Directors at all times.

**Section 3. Vice-President's Duties.** The duties of the Vice President shall be to do and perform all the duties of the President in the absence or inability of the President.

**Section 4. Secretary's Duties.** The duties of the Secretary shall be to keep a permanent and complete record of all proceedings of each meeting of the Board of Directors and the Association members, and to keep the officers of the Association informed of all such proceedings whenever called upon; to call special meetings of the Board of Directors and of the Association members whenever requested as hereinafter required by Article VI and VII of the Bylaws; to keep a list of all Members of the Association and their addresses; and to do and perform all other duties that usually and properly pertain to the Office of Secretary. In case of failure, absence, inability or refusal of the Secretary to perform his duties, the President may appoint someone to act in his stead until the next meeting of the Board of Directors, and in such event the Secretary shall turn over to his successor in office all papers, records, the corporate seal, and other property belonging to the Association. The Secretary shall keep any names and addresses confidential as the property of the Association. Such information shall not be available to anyone except for purposes of caring on business of the Association. At the direction of the Board of Directors the responsibilities of the Secretary may be delegated to an employee of the Association on a temporary or on-going basis. Such delegation shall allow the employee of the Association to perform the duties as proscribed by the board and supervised by the Secretary.

**Section 5. Treasurer's Duties.** The Treasurer shall have custody of all moneys and securities of the Association and shall keep regular books of account. He or she shall be furnished a bond as provided in Article III, Sec. 6, Par. (C), such bond to be not less than \$20,000. He or she shall disburse the funds of the Association as authorized by the Board of Directors in payment of just demands against the Association, taking proper vouchers for such disbursements, and shall render to the Board of Directors of the Association from time to time as may be required of him, on account of all of his transactions as Treasurer and of the

financial condition of the Association. He or she shall cooperate with any accountant, CPA or other professional in the completion of the required tax forms and accounting documents as herein provided. Upon demand by the Board of Directors he or she shall turn over all records, documents, or materials, all moneys, papers and other property belonging to the Association, to his successor in office, the Board or an outside professional. The Treasurer shall do and perform all duties incident to the office or which are properly required of the office by the Board of Directors.

**Section 6. Succession in Office.** All officers may succeed themselves in office at the discretion of the Board of Directors.

**Section 7. Compensation.** No officer shall receive any compensation for his services. Officers may be reimbursed for out of pocket expenditures made on behalf of the Board of Directors upon approval of the Board.

## **ARTICLE VI - COMMITTEES AND THEIR DUTIES**

**Section 1. Classification of Committees.** The committees of the Association shall consist of such committees or subcommittees as may be formed by resolution of the Board of Directors or Association members, as may be determined from time to time as to be necessary to handle the affairs of the Association. Such committees shall not be required to be in existence at all times and may be enacted for a specific purpose or for a general purpose as determined by the Board of Directors. All committees shall exist and serve at the pleasure of the Board of Directors.

**Section 2. Committee Membership.** Unless otherwise stated in the provisions creating a committee, or the Bylaws, appointment of Members to serve on committees of the Association shall be made by the President, subject to approval of the Board of Directors, for a term not beyond the end of the calendar year in which they are appointed, except the Chairman of each Standing Committee shall also hold office until his successor is duly appointed.

**Section 3. Committee Chairman.** Unless otherwise stated in the provisions creating a committee, or by the Bylaws, the Chairman of each committee shall be appointed by the President upon the advice and consent of the Board of Directors and shall hold office at the will of the Board of Directors.

**Section 4. Standing Committees and their duties.** The Committees of the Association and their duties may consist of:

- (A) **Restriction Committee.** This committee shall accept, hear, and investigate complaints of Association members concerning violations of the restrictions affecting Ruskin Heights, Ruskin Village, and make recommendations to the Board of Directors as to action to be taken concerning matters of the violation of restrictions. It shall keep on file at least one copy of each violation or application and the outcome of any committee action taken. It shall also have such other duties as may be prescribed by the Board of Directors.
- (B) **Assessment and Finance Committee.** This committee shall prepare and recommend to the Board of Directors a financial budget and shall counsel the Board of Directors as to the amount of assessment of the members of the Association that will be necessary to meet the obligations of the Association. This committee will access to all books, accounts and reports of the Secretary and Treasurer as necessary to perform their duties. In addition to the foregoing this committee shall have such other duties as may be prescribed by the Board of Directors.

**Section 5. Rules Governing Committees.** Except as provided in Section 6 of this Article, each committee shall fix its own rules of procedure and shall meet as provided by such rules or by resolution of the Board of Directors.

**Section 6. Minutes of Meetings of Committees.** Each Standing Committee shall select from among its members a committee Secretary who shall keep a record of the acts and recommendations made by that

committee. Such records shall be turned over to the successor committee chairman for review and be kept as part of the Association Secretary's permanent record.

**Section 7. Directors as chairman of Standing Committees.** Chairman of all standing committees shall be members of the Board of Directors and it is the preference but not mandatory that no Director shall be chairman of more than one Standing Committee.

**Section 8. Removal of Committee Chairman.** Any chairman of a Standing Committee may be removed from that committee upon written petition signed by ten percent (10%) of the Association members filed with the Secretary, or upon vote of the majority of the Board of Directors. Any Committee Chairman removed pursuant to vote of the Members of the Association, shall be disqualified from serving on that committee or its chairmanship for two (2) years after removal.

## **ARTICLE VII - ASSOCIATION MEETINGS**

**Section 1. Meetings.** Regular meetings of the Members of the Association shall be held on the second Tuesday of the months of November and June of each year or on such date of the first fifteen (15) days of November and June as the Board of Directors may designate, and on such time and place as may be fixed by the Board of Directors and set out in the notice of the meeting. The November meeting shall be considered the Annual Meeting and the June meeting shall be considered the Semi-Annual Meeting.

Special meetings shall be held at any time on call for the Board of Directors or by petition signed by ten percent (10%) of the members and filed with the Office of the Association.

**Section 2. Notice.** The Members of the Association in good standing at the time of the notice, may be notified by a printed or written notice signed by an officer of the board and mailed to the last known address of the members at least ten (10) days before the date of the Regular Meeting, stating the time and place of the meeting. In the absence of printed and mailed Notice the notice of the meeting shall be posted on the homes association website no less than 30 days before any regularly scheduled meeting or as soon as a special meeting is called for and scheduled.

Special meetings may be called in the like manner after five (5) days' notice but any such notice shall designate the purpose of the meeting. In all such cases the mailing of the notice, or posting of the notice on the association website, shall be considered as the notice required to be given and notices need only be given to members appearing such on the books of the Association and in good standing at the time of the notice.

Additional notice may be provided by the posting of a sign or signs indicating the date and time of an upcoming meeting. Said sign or signs shall be placed in front of the association office and also may be placed in any one or all of the common areas in the Association as defined herein.

All meetings shall be posted at the Ruskin Heights Homes Association website calendar, for open disclosure of all meetings. Information may therein be accessed by all members and open to the public to satisfy thirty-day notification.

**Section 3. Quorum.** At any Regular or Special Association meeting ten (10) voting members shall constitute a quorum for the transaction of business.

## **ARTICLE VIII - BOARD OF DIRECTORS MEETINGS**

**Section 1. Meeting and Notice.** Regular meeting of the Board of Directors shall be held at least once each month, except for the months of July and August, at such time and place as the Board of Directors may designate. No notice of the regular meeting of the Board of Directors shall be required to be given.

Special meetings of the Board of Directors may be held at any time on call of the Secretary, or the President, or the Vice-President, by written or telephonic notice, stating the time, place and purpose of the meeting, mailed or emailed to the last known address or email address of the Directors at least two (2) days before the date of the meeting. The mailing or emailing of such notice shall be considered as the notice

required to be given, or a like written notice may be served personally upon the Directors at least one (1) day before such meeting.

At the request of any Director the Notice of any regular or special meeting requiring notice shall be emailed to the email on file for that Director at least 2 days before the date of the meeting.

**Section 2. Absenteeism.** Should any member of the Board of Directors absent himself from the Board of Directors meetings for two (2) consecutive months without valid cause in the opinion of the Board of Directors, his office may be declared vacant on vote of the majority of all the Board of Directors.

Any Director not in attendance shall notify the President and or the Office Manager before the meeting of any planned absence and the reason for such absence. The board shall take up the validity of the excuse for missed meeting at the meeting. The decision of the Board as to the validity for missing the meeting shall be final when passed. If a Director is unable to attend by reason of an emergency the Director shall notify the President and or Office Manager as soon as practicable before or after the meeting and such will be considered at the next regular meeting.

**Section 3. Waiver of Notice.** Any Director may waive notice of the Board of Directors meeting, either before or after such meeting occurs. Such waiver shall be in writing.

**Section 4. Director's Vote.** Directors must be present in the Director's meeting to vote either in person, by electronic means as herein provided or by proxy. Upon the decision of the President

**Section 5. Director's Presence.** Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of electronic communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. This includes but is not limited to telephone, video phone, webcasting or other similar services. Any director present and participating through electronic means shall count towards a Quorum for purposes as defined herein.

**Section 6. Quorum.** A majority of the number of directors then serving, and not excused prior to the meeting, shall constitute a quorum for the transaction of business. Every act or decision done or made by the majority of the Directors present at a duly held meeting at which a quorum is present shall be deemed an act of the Board.

**Section 7. Ethics of Directors.** The following ethical policies shall apply to all Directors.

- A. It shall be the responsibility of the Directors, collectively and individually, to enforce the Associations rules, governing documents, to collect and preserve the associations of financial resources, to ensure the associations assets against loss or liability and to keep the common areas in a state of good repair.
- B. The Directors shall:
  - a. Regularly attend board meetings; and
  - b. Review material provided in preparation for board meetings; and
  - c. Review the associations financial reports; and
  - d. Use appropriate judgment in making decisions; and
  - e. Make a reasonable inquiry before making decisions.
- C. Conflicts of interest. A Director's primary duty is of loyalty and fidelity to the Association and to manage the affairs of the Association fairly, honestly and with the exercise of their best judgment at all times, it shall be the responsibility of each director to fully disclose to the Board any and all actual or potential conflicts of interest which may exist or appear to exist as to any matter or business which may come before the Board prior to any action of the Board.

The Director shall not be prohibited from responding to questions concerning the matter, nor from participating in discussion, but shall only be entitled to vote upon the matter upon

resolution of the board and entered upon the meeting minutes. Otherwise directors shall withdraw from participation in any manner in which they have a material interest.

- D. Professional conduct. Directors must conduct all business with vendors, employees, and others on behalf of the Board with honesty, truthfulness and fairness. Directors shall safeguard all confidential information belongs to the Association.
- E. Directors shall avoid self-dealing. Self-dealing shall be defined as a decision that materially benefits a Director or their immediate relatives at the expense of the Association. Relatives shall include all persons within the third degree of consanguinity both by blood and marriage, and any other person who shares the Directors residence.
- F. It shall be improper for any Director to solicit or receive any gift, gratuity, favor, or any other thing of value for themselves or their relatives from a person or company who is seeking a financial relationship with the Association.
- G. Directors shall not knowingly misrepresent facts regarding the Association or its affairs to employees, vendors, contractors, other Directors, Members, or others.

## **ARTICLE IX - VOTING**

**Section 1. Written Ballot.** Voting on matters of business of the Association shall be by written ballot, except when waived by a majority of those Members present.

### **Section 2. SUPERCEDED\***

\*This section is superseded by Article VI of the Articles of Incorporation of the Ruskin Heights Homes Association.

**Section 3. Ballots to be signed with exception.** All ballots shall be signed by the Member voting or his authorized representative stating the member's address, except, the Board of Directors may at their discretion provide a system of secret voting for members desiring to vote secretly.

**Section 4. Proxies.** Proxy voting shall be allowed provided a duly signed and dated copy of the proxy is filed with the Secretary or Office Manager of the Association before the vote is to occur. All proxies are revocable upon notice to the Office of the Association in the same manner as the proxy was provided to the Association. A proxy can be specified for a specific vote or for all votes in a specific period not to exceed three years.

## **ARTICLE X - NOMINATIONS AND ELECTIONS**

**Section 1. Nominations.** Prior to the semi-annual Homeowners' meeting in June, one Board member should be designated to co-ordinate Activities of the Nominating Committee. The Board Member should be one who is not vying for re-election in the year he serves as coordinator. Nominations shall only be made in the following ways:

- (A) A Director whose first elective term is expiring, and who wishes to serve a second term, may advise the Nominating Committee of his willingness to have his name on the ballot.
- (B) The Board of Directors shall also accept nominations of members from the floor at the Annual Meeting.

**Section 2. Introducing Candidates.** Each candidate for an office to be filled by an election shall be introduced at the Association Meeting in which the election occurs. Candidates may state their address and that they are willing to serve if elected. Campaign speeches shall be out of order on the floor of the Association meeting.

**Section 3. Ballot.** At the Association meeting in which the election occurs, each attending member or his duly qualified representative shall be furnished a ballot on which the names of the candidate for office shall be printed, together with a statement of the number of Directors to be elected. The voter will place a



cross opposite the name or names of the candidate or candidates for whom he wishes to vote. If a cross is placed opposite more than this number, the ballot shall be void. If a voter desires to write in candidates, they shall be allowed.

**Section 4. Protest.** Unless a written protest is filed with the Office of the Association within 30 days after the vote on any subject or election, all voting as to those matters shall be conclusive, after which time the ballots shall be destroyed.

#### **ARTICLE XI - POWER OF THE BOARD OF DIRECTORS TO EXPEND, OR CONTRACT FOR MONEY OR BIND THE ASSOCIATION LIMITED**

The Board of Directors shall at no time expend more money within one year than the amount of dues and assessments collected during that period in addition to any surplus held over from a previous period.

#### **ARTICLE XII - MISCELLANEOUS**

**Section 1. Restrictions.** Members of the Association shall comply with the Restrictions Affecting Ruskin Heights. Any member may appeal the decision of the Restriction Committee to the Board of Directors for its decision on a violation of the Declaration of Restrictions.

#### **ARTICLE XIII - AMENDMENTS**

These Bylaws may be amended at any Association meeting provided that Notice of such proposed Amendment has been sent to each member, as herein provided, within a period of not less than thirty (30) days prior to action at an Association meeting. Any amendment must be approved by at least two-thirds (2/3) of those voting.