

REUSE MINNESOTA BYLAWS

~~January 28, 2013~~

~~Restated October 10, 2014~~

~~Restated February 14, 2016~~

Restated: May 6, 2019

A Minnesota Nonprofit Corporation

Offices

1.01 **Principal Office.** The principal office of Reuse Minnesota, Inc. a nonprofit corporation (hereinafter referred to as the "Corporation"), shall be located at: 200 Oak Street S.E., Suite 350, Minneapolis, Minnesota 55455. The Corporation may relocate the principal office, and may also establish such other offices, as the Board of Directors shall direct if the business of the Corporation so requires.

1.02 **Registered Office and Agent.** The Corporation shall maintain a registered office and a registered agent within the State of Minnesota in accordance with the requirements of the Minnesota Nonprofit Corporation Act and the Internal Revenue Code, Section 501(c)(3). The location of the registered office and the designation of the registered agent shall be approved by the Board of Directors.

Purpose

This Corporation is a nonprofit corporation and is not organized for the private gain of any person. The organization is organized exclusively for purposes subsequent to section 501 (c)(3) of the Internal Revenue Code. The Corporation's specific purposes shall be:

Mission: To increase the visibility of Minnesota's reuse sector, highlighting the environmental, social and economic benefits to businesses and consumers.

We achieve this mission by:

a) Providing opportunities to network for individuals, businesses, and organizations that work or advocate for reuse.

b) Working together to educate the public, reduce barriers to reuse, and to increase reuse actions in Minnesota.

c) Working in partnership with the MPCA to standardize and collect data to document the environmental impacts of the reuse, repair, and rental industry.

Members

3.01 Classes. This Corporation shall have four (4) classes of members, designated Organizational, Government, Individual, and Student members. Membership shall be conferred upon application and on compliance with the standards and requirements set forth below and approval by majority vote of the Board of Directors.

3.02 Qualifications and Voting Rights of Member Classes. The specific qualifications for and voting rights, if any, of each class of members are as follows:

3.02.1 Organizational Members. Organizational membership shall consist of organizations operating in or in support of the reuse sector. Organizational members pay membership dues, have voting privileges, and may hold office. Each organization shall have one vote; up to three (3) individuals from the organization can participate in the Corporation's activities as Organizational Members.

3.02.2 Individual Members. Individual membership shall consist of individuals interested in promoting the reuse sector. Individual members pay membership dues; have voting privileges and may hold office.

3.02.3 Student Members. Student membership shall consist of individuals enrolled as students in high school or post-secondary school or higher. Student members do not pay dues; have no voting privileges and may not hold office.

3.03 Member Dues and Fees. Each Member must pay, within the time and on the conditions set by the Board of Directors, any dues, fees or assessments established by the Membership Dues Structure Policy or which may be established by the Board of Directors from time to time.

3.03.1 Annual Dues. Each Member shall pay annual dues in an amount set periodically by the Board of Directors as set forth in section 3.03.

3.04 Good Standing. Any Member who shall be in arrears in the payment of any dues, fees or assessments more than 39 days after the date due shall not be in good standing and shall not be entitled to vote as a Member.

3.05 Termination. A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the Member;
- (b) The Member's failure to pay dues, fees or assessments as set by the Board of Directors within one year after they become due and payable;
- (c) Any event that renders the Member ineligible for membership.

3.07 Annual Business Meeting. An annual business meeting of members shall be held on such date and at such time as may be fixed by the Board of Directors. At the meeting, members of

the Board of Directors shall be elected and other proper business may be transacted. The annual business meeting may be conducted electronically.

3.08 Special Meetings. The Board of Directors, the President, or 20 percent (20%) or more of the Members having a right to vote may call a special meeting of the Members for any lawful purpose at any time.

3.09 Procedure for Calling Special Meetings. A special meeting called by Members pursuant to Section 3.08 shall be called by written request, specifying the general nature of the business proposed to be transacted and signed by the required number of Members, and submitted to the President or any Director of the Corporation. The Secretary shall cause notice of any special meeting to be given promptly to the members entitled to vote stating that a meeting will be held at a specified time and date fixed by the Board of Directors, provided, however, that the meeting date shall be at least 10 but no more than 60 days after receipt of the request.

3.10 Place of Meetings. Meetings of the Members shall be held at any place designated by the Board of Directors and specified in the meeting notice and may be conducted electronically.

3.11 Notice. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Section 3.13 of these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual business meeting, the notice may generally state the matters, if any, that the Board of Directors, at the time notice is given, intends to present for action by the members. However, the failure of the notice to set forth a particular matter shall not preclude the Board of Directors from presenting that matter or resolution to the Members for action at the annual business meeting. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting, other than the annual business meeting, at which officers are to be elected shall include the names of all persons who are nominees when notice is given.

Approval by the members of any of the following proposals is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (a) Removing an officer or member of the Board of Directors unless proposed by the Board of Directors;
- (b) Amending the articles of incorporation or these Bylaws unless proposed by the Board of Directors; or
- (c) Electing to merge the Corporation with another entity, electing to dispose of all or substantially all of the Corporation's assets, and electing to wind up and dissolve the Corporation.

3.12 Time and Manner of Notice. Notice of any meeting of members, other than the annual business meeting, shall be in writing or sent electronically and shall be given to each Member entitled to vote at least 10 but no more than 60 days before the meeting date. Notice of the

annual business meeting of Members shall be in writing or sent electronically and shall be given to each Member entitled to vote at least 60 days before the meeting date.

3.13 Voting Rights. Each member in a class of members entitled to vote shall have the right to vote on members of the Board of Directors of the Corporation, on the amount of dues and fees, on the disposition of all or substantially all of the Corporation's assets, on any merger and its principal terms and any amendment of those terms, on any amendment of these Bylaws or the Corporation's Articles of Incorporation, on any election to dissolve the Corporation, on any resolution properly brought before the Members for action pursuant to Section 3.20 of these Bylaws, and on any other matter required by law or these Bylaws to be voted on by the members. Each Member entitled to vote shall be entitled to one vote on each matter submitted to a vote of the voting members. Members who are not in good standing or whose memberships have been suspended under these Bylaws shall not be entitled to vote on any matter.

3.14 Quorum. Ten percent (10%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members or electronic vote. "Voting power" means those Members in good standing entitled to vote.

3.15 Continuing Without a Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

3.17 Voting. The members entitled to notice of any meeting or to vote at any such meeting shall be only those persons in whose name memberships stand on the records of the Corporation on the record date for notice determined pursuant to section 3.18 of these Bylaws. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by law or by the Articles of Incorporation. In any election of members of the Board of Directors, the candidates receiving the highest number of votes are elected.

3.171 Electronic Voting. If approved by the Board of Directors members may cast ballots electronically. For any votes taken electronically, the voting period will be designated by the board at least 10 but no more than 60 days. The required participation shall be the same quorum as defined in 3.14.

3.18 Record Date. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the record date for sending notice of a meeting shall be the date notice is sent; for voting at a meeting shall be ten days before the date of the meeting; for voting by written ballot shall be ten days before the mailing of written ballots; and for taking

any other action shall be ten days before that action. Electronic voting does not require advanced notice.

3.19 Adjournment. Any members' meeting, whether or not a quorum is present, may be adjourned to another time and place by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than 60 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

Board of Directors

4.01 Board of Directors. The Corporation's affairs and activities shall be managed, and all corporate powers shall be exercised, by or under the direction of a Board of Directors. The Board of Directors shall be charged with the control and management of the affairs, business and properties of the Corporation. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, an Executive Director or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction and authority of the Board of Directors.

4.02 Rules. The Board of Directors may adopt such rules and regulations for the conduct of its meetings as it may deem proper so long as such action is not inconsistent with the laws of the State of Minnesota, the Articles of Incorporation, or these Bylaws.

4.03 Specific Powers of the Board of Directors. Without prejudice to the general powers conferred by Sections 4.01 and 4.02 and the other powers conferred by the Articles of Incorporation and these Bylaws, it is hereby expressly declared that the Board of Directors shall have the following powers:

First: To adopt and amend rules and regulations, including disciplinary rules and procedures applicable to Members, not inconsistent with these Bylaws, for the management of the Corporation's business and affairs.

Second: To borrow money and incur indebtedness on the Corporation's behalf and to create, make, and issue mortgages, bonds, deeds of trust, trust agreements, and negotiable or transferable instruments and securities, secured by mortgage or otherwise, and to perform every other act necessary to effectuate the same.

Third: To appoint and, at its discretion, remove or suspend such subordinate Officers, agents, or servants, permanently or temporarily, as it may deem appropriate, to determine their duties and to specify their salaries or emoluments, and to require security in such instances and in such amounts as the Board deems appropriate.

Fourth: To confer upon any appointed Officer of the Corporation, by resolution, the power to choose, remove, or suspend such subordinate Officers, agents, or servants.

Fifth: To determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents.

Sixth: To change the registered office in Minnesota from one location to another; to appoint and approve a registered agent for the Corporation; to establish a principal office in such location as deemed reasonable and to change the location of the principal office from one location to another; to cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country; and to conduct its activities in or outside the state of incorporation.

4.04 Number and Qualification of Members of the Board of Directors. The authorized number of members of the Board of Directors shall be no less than five (5) and no more than fifteen (15), as may be determined from time to time by the Board of Directors, unless changed by amendment of the Articles of Incorporation or these Bylaws. The members of the Board of Directors shall be the President, the Vice President, Secretary, the Treasurer, and Board Members at Large. Members of the Board must be dues-paying Members in good standing of the Corporation. No more than two (2) individuals from a single Organizational Member may serve as Members at Large of the Board of Directors simultaneously.

4.05 Manner of Election and Term of Office. The Members of the Board shall be elected by the Members entitled to vote. The Board Members at Large shall each serve a two year term of office. Board Members at Large shall serve on a staggered basis so that one Board Member at Large is elected each year. Each member of the Board of Directors shall take office upon election and shall hold office until a successor has been elected and qualified. If the annual meeting is not held or the directors are not elected at such meeting, the directors may be elected at any special meeting of Members held for that purpose.

4.06 Nomination. The Board of Directors may adopt rules governing the nomination of persons as members of the Board of Directors. In the absence of any such rules nominations for election of officers and members of the Board of Directors may be made from the floor at the annual business meeting by members in good standing entitled to vote.

4.07 Annual Meeting of the Board of Directors. The Board of Directors shall meet at least once prior to the annual business meeting of the Members to consider matters to be presented to

the Members at the annual meeting. Notice of the annual meeting of the Board of Directors shall be given to each member of the Board a reasonable period of time prior to the meeting. Notice of the Annual Meeting shall conform to the requirements of sections 3.11 and 3.12 above.

4.08 Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors, other than the annual meeting, shall be held at such dates and times as may be set by the Board of Directors. Notice of regular board meetings shall conform to the requirements of sections 3.11 and 3.12 above.

4.09 Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the President or any other member of the Board of Directors. Special meetings may be held on five days' notice by mail or electronically or on 48 hours' notice delivered personally or by telephone (including a voice message system or other system or technology designed to record and communicate messages), facsimile, telegraph, electronic mail, or other electronic means.

4.10 Telephonic Meetings. Any meeting of the Board of Directors, other than the annual meeting, may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this section shall constitute personal presence if each member participating in the meeting can communicate concurrently with all other members; each member has the capacity to propose or object to specific action to be taken by the Corporation; and it can be verified that the persons participating in the meeting via telecommunications equipment are members entitled to participate in the meeting and that the actions of or votes by the members so participating are taken or cast only by the member.

4.11 Quorum at Meetings of the Board of Directors; Voting. One-half plus one of the members of the Board of Directors shall be necessary at all times to constitute a quorum for the transaction of any business. If a quorum is present, the affirmative vote of a majority of the members of the Board of Directors present shall be deemed the act of the Board of Directors unless the vote of a greater number of members is required by law, the Articles of Incorporation, or these Bylaws; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of voting members if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles or these Bylaws.

4.12 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting through electronic means providing no less than 5 and no more than 10 days for a response.

4.13 Compensation of Directors. No member of the Board of Directors shall receive any salary or compensation for their services as a member of the Board of Directors except that they may

be reimbursed for reasonable expenses incurred in conducting the business of the Corporation subject to the approval of the Board of Directors.

4.14 Conduct of Meetings. The President or, in their absence, the Vice President, will preside at meetings of the Board of Directors.

4.15 Adjournment. A majority of the members of the Board of Directors present at a meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the voting members who were not present at the time of the adjournment.

4.16 Removal of Members of Board of Directors. Any member of the Board of Directors may be removed from office at any time by a majority vote of the voting members of the Corporation whenever in their judgment removal is in the best interests of the Corporation.

4.17 Resignation of Members of Board of Directors. Any member of the Board of Directors may resign effective upon giving written notice to the President, the Secretary or to the Board of Directors. The notice may specify a later effective date of the resignation. If the resignation is to be effective at a later date, a successor member may be elected to take office when the resignation becomes effective. The acceptance of a resignation shall not be necessary to make it effective.

4.18 Vacancies on the Board of Directors. A vacancy on the Board of Directors occurs on the death, resignation or removal of a member of the Board; and whenever the authorized number of members of the Board is increased. Except as otherwise provided in these Bylaws, vacancies on the Board, except for the office of President, shall be filled by appointment by the President until the next annual business meeting of the Members of the Corporation. Should the office of President become vacant, the Vice President shall assume the office of President.

4.19 Reduction in the Number of Board of Directors Members. Any reduction in the authorized number of members of the Board of Directors shall not result in any member of the Board being removed from office prior to the expiration of the term of their office.

4.20 Committees. Subject to the provisions of Section 4.21 below, in the event that the Board of Directors determines that the management of the Corporation would be benefited by the establishment of one or more standing or special committees or by an executive committee, the Board may from time to time establish one or more such committees. The establishment of a standing or special committee or an executive committee shall be effected by a resolution of the Board of Directors approved by the vote of a majority of the members of the Board then in office, which specifically sets forth the powers and duties delegated to such committee. The designation of any such committee and the delegation to it of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility under the law.

4.21 Limitations Upon Committees of the Board of Directors. No committee of the Board of Directors, including any executive committee, shall have any of the authority of the Board of Directors with respect to a) the approval of any action required by law as also requiring the approval of the Members; b) the filling of vacancies on the Board of Directors or on any committee of the Board; c) the amendment or repeal of Bylaws or the adoption of new Bylaws; d) the amendment or repeal of the articles of incorporation or the adoption of new articles; e) adopting a plan of merger or consolidation; f) recommending to the Members the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation; or g) recommending to the members a voluntary dissolution of the Corporation or a revocation thereof.

Officers

5.01 Authorized Officers; Manner of Election and Terms of Office. The Officers of the Corporation shall be a President, Vice President, Secretary, and a Treasurer. The Officers shall be elected by majority vote of the Board of Directors at the first regular Board meeting following the annual member meeting or an election of Board Members. The Officers shall serve one-year terms of office. Each elected officer shall be a member of the Board of Directors as set forth in section 4.04 of these Bylaws. Each officer shall take office upon election and shall hold office until the next regular Board meeting following the annual meeting of Members. The Board of Directors may establish such other officers as are necessary to transact the business of the Corporation. No two offices shall be held by the same person, except that if the Secretary assumes the office as President pursuant to section 4.18, that person may hold both offices until the next election of officers.

5.02 President. The President shall be the Chief Executive Officer of the Corporation and shall preside as Chairman at all meetings of the Board of Directors and of the Members. The President shall see that the rules of order and decorum are properly enforced in all deliberations of the Corporation, and shall sign the approved minutes of each meeting. The President shall have general superintendence and direction of all of the other Officers of the Corporation and shall see that their duties are properly performed. The President shall perform such other duties as the Board of Directors may direct.

5.03 Vice President. The Vice President shall preside as Chairman at all meetings of the Board of Directors in the absence of the President. The Vice President shall perform such other duties as the Board of Directors may direct.

5.04 Treasurer. The Treasurer shall supervise all dues collections and the accounts of the Corporation; shall ensure that full and accurate accounting records are maintained at all times; and shall present such reports, including an annual report of the Corporation's financial condition, as the Board of Directors may direct. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the President.

5.05 **Secretary.** The Secretary shall keep minutes of all meetings of the Board of Directors and of the Members; shall attend all sessions of the Board of Directors; shall report unfinished business requiring action from prior meetings; shall supervise correspondence of the Corporation; and shall give, or cause to be given, notice of all meetings of the Board of Directors.

5.06 **Other Officers.** The Board of Directors or the President may designate such other subordinate officers with such duties as may be necessary or advisable for the conduct of the Corporation's affairs.

5.07 **Resignations of Officers.** Any Officer may resign their office at any time, such resignation to be made in writing and to take effect from the time the same is received by the Corporation, unless some later time is specified in the resignation, and then from that date. The acceptance of a resignation shall not be necessary to make it effective.

5.08 **Vacancies in Office.** Except as otherwise provided in these Bylaws, vacancies in offices, except for the office of President, shall be filled by appointment by the President until the next annual business meeting of the Members of the Corporation. Should the office of President become vacant, Vice President shall assume the office of President.

5.09 **Compensation of Officers.** Officers of the Corporation shall serve without compensation except that they may be reimbursed for reasonable expenses incurred in conducting the business of the Corporation subject to the approval of the Board of Directors.

Indemnification of Officers and Directors

6.01 To the fullest extent permitted by law, this Corporation shall indemnify its directors and officers, including persons formerly occupying any such positions, against all expenses (including attorney's fees), judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been a director or officer of the Corporation, except that no person shall be entitled to indemnification for any liability in connection with a proceeding by or in the right of the Corporation, except for reasonable expenses incurred in connection with the proceeding, or for any liability arising out of conduct constituting any of the following:

- a) receipt by an officer or director of a financial benefit to which the officer or director is not entitled;
- b) an intentional infliction of harm upon the Corporation; or
- c) an intentional violation of law.

Insurance

7.01 This Corporation shall purchase and maintain insurance to the fullest extent permitted by law on behalf of its Officers, Directors, employees and other agents, to cover liability asserted

against or incurred by any Officer, Director, employee or agent in such capacity or arising from the Officer's, Director's, employee's or agent's status as such, and whether or not the Corporation has the power to indemnify or advance expenses to such person under these Bylaws or applicable law.

Conflict of Interest; Contracts With Directors and Officers

8.01 No Member of the Board of Directors or Officer of this Corporation, nor any corporation, firm, association or other entity in which one or more of this Corporation's Directors or Officers have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation, unless (a) the material facts regarding that Director's or Officer's financial interest in such contract or transaction or regarding such common directorship, officership or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board of Directors prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose without counting the votes of the interested Director(s); c) before authorizing or approving the transaction, the Board of Directors considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This section does not apply to a transaction that is part of an educational or charitable program of the Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (b) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation. No loan shall be made by the Corporation to any of its Officers or Directors.

Corporate Records, Contracts and Accounts

9.01 **Books and Records.** The Corporation shall keep correct and complete books and records of account, and shall keep written minutes of the proceedings of its Members, Board of Directors, and any committees having any of the authority of the Board of Directors. In addition, the Corporation shall keep at its registered office or principal office a record of the names and addresses of its Members entitled to vote. All books and records of the Corporation may be inspected by any Member, or the Member's agent or attorney, for any proper purpose at any reasonable time. Without imposing any duty to provide photocopies of its books and records, the Corporation shall be entitled to charge a reasonable fee for providing photocopies of any book or record requested by or on behalf of a Member.

9.02 **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

9.03 **Checks.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by the Treasurer.

9.04 **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

9.05 **Dissolution.** The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose per section 3.08 through 3.19 of these bylaws. If approved by the Board of Directors members may vote on dissolution without being present at the meeting.

In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Amendments

10.01 Any proposed adoption, alteration, repeal or amendment of any provision of these Bylaws shall first be approved by the Board of Directors. If approved by the Board of Directors, the proposed bylaw adoption, alteration, repeal or amendment shall be presented to the Members for approval at the next regularly scheduled Member meeting. The approval of a majority of the voting Members at a meeting at which a quorum is present shall be required for the adoption, alteration, repeal or amendment of any bylaw. Notwithstanding the foregoing, any proposed adoption, alteration, repeal or amendment of a bylaw bearing the signature of at least ten Members in good standing and submitted to the Board of Directors at least thirty days prior to the next regularly scheduled meeting of Members must be submitted to the Members for action at that meeting. The Board of Directors may adopt, alter, amend or repeal the bylaws provided that no such action shall become effective until approved by a majority of the voting Members at the next regularly scheduled meeting of Members.