

# SNEMN Bylaws Revision

Revised as of 8/5/2020

## PREAMBLE

*We Believe:*

*That we are to 1) to evangelize the lost, 2) worship God, 3) to disciple believers, and 4) show compassion; and*

*That, the members of the body, the church ekklesia of Jesus Christ, are enjoined to assemble themselves together for worship, fellowship, counsel and instruction in the Word of God, the work of the ministry, and for the exercise of those spiritual gifts and offices provided for New Testament church order; and*

*That, the General Council of the Assemblies of God has made provision for the care and development of local assemblies through the agency of network councils, and*

*That as a duly recognized network of the General Council of the Assemblies of God we agree to be governed by the Constitution and Bylaws of the General Council of the Assemblies of God and the Bylaws of the Southern New England Ministry Network.*

## Article I. Name

The name of this body shall be the SOUTHERN NEW ENGLAND MINISTRY NETWORK OF THE ASSEMBLIES OF GOD, INC.

## Article II. Territory

The Network shall include Massachusetts, Rhode Island and Connecticut.

## Article III. Relationships

This Network is an integral part of the General Council of the Assemblies of God, hereinafter referred to as Assemblies of God. Therefore, the principles of voluntary unity and cooperative fellowship as set forth in the Constitution of the General Council of the Assemblies of God, are the principles which shall govern this Network.

## Article IV. Tenets of Faith

*As Tenets of Faith, this Network adopts the STATEMENT OF FUNDAMENTAL TRUTHS OF THE GENERAL COUNCIL OF THE ASSEMBLIES OF GOD.*

## Article V. Prerogatives

In connection with its purpose to promulgate the Gospel of Jesus Christ at home and abroad by all available means, to encourage and promote the worship of God, and to promote the edification of believers, this *Network* shall have the following rights:

**Section 1.** To supervise all activities of the Assemblies of God in its prescribed field, in accordance with the rights conferred by Article X of the Constitution of the General Council of the Assemblies of God.

**Section 2.** To examine candidates for the ministry, and to *recommend* those who have met the requirements *for credentials*.

**Section 3.** To elect its own officers and committees, to arrange for its own meetings and govern itself. It shall be subordinate to the General Council and amenable thereto in all matters of doctrine and the conduct of its ministers who shall have the network endorsement.

**Section 4.** To establish and maintain such *ministries* for the Network as may be required *to serve its purposes*.

**Section 5.** Incidental to and in connection therewith, it shall have the right to the same extent as natural persons might or could do, to purchase or otherwise acquire and to hold, own, maintain, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in any interest in real estate or real property and in any personal or mixed property necessary, convenient or appropriate for any of the purposes expressed.

## Article VI. Purpose for Fellowship

*The Southern New England Ministry Network exists to identify, resource and network ministry leaders of the Assemblies of God in MA, RI, and CT.*

## Article VII. Membership

Section 1. Ministers: All certified, licensed, and ordained ministers holding accredited fellowship certificates from the General Council of the Assemblies of God, and having their permanent residence within the boundaries of the Network, along with those holding accredited fellowship certificates who are serving as evangelists, or at general headquarters, and those teaching at or attending colleges or Bible schools, serving as missionaries, retired ministers, or those serving in the armed services or chaplaincy, are considered members of the Southern New England Ministry Network.

Section 2. Assemblies: All General Council and *Network* affiliated churches, the individual members of which are considered members of the Assemblies of God, are considered to be member churches. Each assembly has the right of representation at the Annual Network Council according to the provisions in Article *XII. Section 3* of the Southern New England Ministry Network Bylaws.

## Article VIII, Ministry

Section 1. Ministry Described. Christ's gifts to the Church include apostles, prophets, evangelists, pastors, teachers (Ephesians 4:11), exhorters, administrators, leaders and helpers (Romans 12:7,8). Recognition of candidates for the ministry in the fellowship of the *Network* shall be granted to all those who give evidence of having received a call for service and who have been filled with the Holy Spirit according to (Acts 2:4). In terms of maturity of ministry, three classifications of ministry are recognized, the ordained minister, the licensed minister, and the certified minister.

Section 2. Qualifications. *The qualifications for ministerial credentials with the Assemblies of God shall be determined by the General Council of the Assemblies of God.*

Section 3. Process. *The process for obtaining credentials through the Southern New England Ministry Network is described in the Network Operation Manual.*

## Article IX. Assemblies

### **Section 1.** Organization of Assemblies

*Groups of believers that have assembled for the purpose of establishing a local church and are interested in affiliation with the Assemblies of God shall be encouraged to seek the help and counsel of the Executive Presbytery in order to become affiliated with the Network in accordance with network policies.*

### **Section 2.** Network Affiliated Assemblies

A Network Council affiliated assembly is a congregation which has not reached sufficient maturity to attain the status of General Council affiliation.

#### A. Parent Affiliated Church

*Provision shall be made by the Network for parent affiliated assemblies which shall be under the supervision of a parenting church, in accordance with the parenting church's governing documents,*

#### B. Network Affiliated Assemblies

A Network affiliated assembly is one that is still developing, maturing and striving to meet the requirements for becoming a General Council assembly or one for which the Network holds a financial liability.

##### 1. Requirement

They shall adopt and maintain *bylaws approved by the Executive Presbytery.*

##### 2. Relationship

They shall be under the supervision of the Network Superintendent and the *Executive* Presbytery.

**Section 3. General Council Affiliated Assemblies**

Local assemblies, which have matured sufficiently to accept their full share of responsibility for the maintenance of scriptural order and have at least 20 members, shall be entitled to make application for recognition as a General Council affiliated assembly.

1. Requirements

- a. They shall accept the tenets of faith of the Assemblies of God.
- b. They shall have a membership standard which shall be determined by agreement with the Network.
- c. They shall have a minimum active voting membership of 20 persons who shall accept their full share of responsibility for the maintenance of scriptural order in the local body.
- d. They shall adopt a constitution and bylaws compatible with those recommended by the Network council.
- e. They shall have an adequate number of spiritually qualified members to fill the offices of the church called for in its constitution and bylaws.
- f. They shall make provision for a pastor who is a credentialed minister in good standing with the General Council and the Network.
- g. They shall hold all their properties and mortgages in the church's name.

2. Relationship

The Network recognizes the sovereignty of the local church in accordance with Article XI of the General Council Constitution.

3. Privileges

- a. It shall be the privilege of all assemblies to have the advice and help of the *Executive* Presbytery in all vital matters that affect them. Other benefits may be made possible through the *Executive* Presbytery.
- b. In the event of pastoral change, it is recommended that these assemblies seek the advice and assistance of the Superintendent or the Superintendent's designee to safeguard both pastors and assemblies.

**Section 4. Duties**

It shall be the duty of all assemblies to maintain scriptural order in doctrine and conduct. Assemblies shall be expected to have a part in the World Ministries program of the General Council. Should difficulties arise within an assembly which might threaten its peace and welfare, it shall be the duty of the assembly to seek the help and advice of the Network Superintendent *or the Superintendent's designee*, looking toward an amicable settlement.

Article X. Network Leadership

**Section 1. Leadership Structure and Function**

*A. Executive Leadership Team*

*The Executive Leadership team shall be the Superintendent, Assistant Superintendent and Secretary. These officers shall serve as corporate officers in the role of President, Vice President and Secretary. They shall have authority to act when the full Executive Presbytery is not in session. They shall also serve as General Presbyters to the General Council by virtue of their offices.*

*B. Regional Executive Presbyters*

*There shall be a minimum of three Regional Executive Presbyters who shall serve on the Executive Presbytery and who will serve churches in a judicatory role.*

*C. At Large Executive Presbyters*

*There shall be a minimum of three At Large Executive Presbyters who shall serve on the Executive Presbytery and give voice to diverse ministerial constituencies to promote the vision and strategy of the Network. These At Large Executive Presbyters include a female leader, a leader under 40 and an Intercultural leader.*

*D. Executive Presbytery.*

*The Executive Presbytery shall consist of the Executive Leadership Team, the Regional Executive Presbyters and the At Large Executive Presbyters. Together, they shall have authority to act when the Network Council is not in session.*

*E. Ministry Presbyters.*

*There shall be Ministry Presbyters who shall serve segments of credentialed ministers as determined by the Executive Presbytery.*

*F. Non-Resident Executive Presbyters.*

*The General Council requires periodic nominations from regional networks for two national elections. These nominations are filled by the current Superintendent and Assistant Superintendent.*

*G. Corporate Treasurer*

*The Corporate Treasurer for the Network will be appointed by the Executive Presbytery following the conclusion of each Annual Network Conference from among its members. Each term will last one year with no limits on successive terms served.*

**Section 2. Qualifications**

The Executive Presbytery shall be ordained ministers of mature experience, sound judgment, recognized ability, proven accountability and Christian character. (I Timothy 3:6-7; Deuteronomy 34:9; Acts 6:3; Daniel 1:3, 11; I Peter 4:11; Philippians 2:15; Acts 24:16) They shall be chosen from the membership having ministered within the Network for at least two years.

**Section 3. Duties and Terms of Office**

*1. Executive Leadership Team Duties*

*a. Superintendent.*

*The Superintendent shall be the president of the corporation, preside at all meetings of the Annual Network Conference, the Executive Leadership Team, and the full Executive Presbytery, function as a General Presbyter and serve as ex officio member of all committees. The Superintendent will appoint and supervise ministry leaders as needed and fulfill other areas of responsibility, governance and ministry in keeping with unique personal giftings, interests and the needs of the Network.*

*b. Secretary*

*The Secretary shall be the secretary of the corporation, keeping official minutes of all Executive Leadership Team, Executive Presbytery and Annual Network Council meetings and serve as the custodian of all records pertaining to credential holders and assemblies for the Network. The Secretary shall function as a General Presbyter by virtue of office, will issue credentials under the direction of the General Council Credentials Committee and will fulfill other areas of responsibility, governance and ministry in keeping with unique personal giftings, interests and the needs of the Network.*

*c. Assistant Superintendent*

*The Assistant Superintendent shall be a non-resident, lead pastor and shall serve as Vice President of the corporation and therefore will preside at all meetings of the Network in the absence of the Superintendent. In addition to working as a member of both the Executive Leadership Team and the Executive Presbytery, the Assistant Superintendent will function as a General Presbyter as well as fulfill other areas of responsibility, governance and ministry in keeping with unique personal giftings, interest and the needs of the Network.*

*d. Executive Leadership Team Duties*

*The Executive Leadership Team shall act between sessions of the Executive Presbytery in an advisory capacity to the superintendent and shall have the right to make any necessary decisions between meetings of the Executive Presbytery excluding the acquisition and disposal of local church real property and the disbursement of funds above a limit set and reviewed periodically by the Executive Presbytery. Executive Leadership Team actions are to be*

reported to the Executive Presbytery at their next regular meeting.

*e. Executive Leadership Team Terms of Office*

*Terms. The Superintendent, Assistant Superintendent and Secretary shall be elected to four-year terms, such term to begin 60 days after election or earlier if the Executive Presbytery so decide. The Superintendent and Secretary shall serve as full time, resident officers. The term of office of the Assistant Superintendent shall coincide with the Superintendent. The term of office of the Secretary shall occur two years subsequent to the other Executive Leadership Team elections. All Executive Leadership Team officers may serve successive terms without limitation.*

*2. Regional and At Large Executive Presbyter Duties*

*a. The Regional Executive Presbyter shall be a current lead pastor. Both At Large and Regional Executive Presbyters shall represent the Network in the fulfillment of its mission, values, work, interests and concerns and shall be members of the Executive Presbytery. As such, both At Large and Regional Executive Presbyters shall fulfill other areas of responsibility, governance and ministry in keeping with unique personal giftings, interest and the needs of the Network.*

*b. Regional and At Large Executive Presbyters Terms of Office:*

*Regional and At Large Executive Presbyters shall be elected to serve a three-year term.*

*3. Reelections and Reappointments of the Executive Presbytery*

*All individual members of the Executive Presbytery shall confer with the full Executive Presbytery prior to reelection or reappointment to determine both interest and fit as a returning candidate for office.*

*4.. Executive Presbytery Duties*

- a. The Executive Presbytery shall have the general oversight of the activities of the Network between Annual Network Council sessions and shall be authorized to act for the Network in all matters that affect its interest and to execute its decisions. It shall arrange for its own meetings, and its decisions shall be final and binding on the Network.*
- b. A two-thirds majority of the Executive Presbytery shall constitute a quorum at any meeting.*
- c. A summary report of actions of the Executive Leadership Team or the Executive Presbytery that are deemed important and of interest to the Network constituency by the Network superintendent or Executive Presbytery shall be disseminated within 60 days of said action.*
- d. The Executive Presbytery shall act as the Network Credentials Committee.*
- e. The Executive Presbytery shall serve as a nominating committee as directed by the Bylaws*

*5. Ministry Presbyters Duties and Terms of Office*

- a. Presbyters shall represent the Network in the fulfillment of its mission, values, work, interests and concerns within a segment of the network as defined by the Executive Presbytery. Ministry Presbyters shall establish and maintain appropriate systems of nurture, training and counsel among the ministers under their care.*
- b. Ministry Presbyters shall be appointed for a term of one year by the Superintendent and ratified by the Executive Presbytery.*

*6. Network Finance Director Duties*

*The Network Finance Director shall be an individual qualified in the areas of finance, accounting, and administration and therefore, will serve as custodian of all Network funds, keep an accurate record of all funds received and disburse, provide monthly and annual reports to the Executive Presbytery and full Network at the Annual Network Conference, and oversee periodic audits as required.*

**Section 4. Nomination, Elections and Appointments of Network Leadership**

*A. Nominations of Executive Leadership Team*

*All nominees for Network Superintendent, Assistant Superintendent and Secretary must receive at least five*

*nominations from ordained ministers within the Southern New England Ministry Network. These nominations are to be accomplished through a postal or electronic ballot postmarked on or after March 1 and no later than March 31. Nominees who receive at least five nominations will be vetted by the Executive Presbytery. The vetting process will assess the nominee's qualifications according to the bylaws and their willingness to serve.*

*B. Nominations of Regional Executive Presbyters*

*Regional Executive Presbyters shall be nominated in their regional ministers' meetings prior to the Annual Network Conference by credentialed ministers present. Nominees who receive at least five nominations will be vetted by the Executive Presbytery who will in turn present one or more names at the Annual Network Conference.*

*C. Nominations of At Large Executive Presbyters*

*At Large Presbyters shall be nominated by the Executive Presbytery following a vetting process. A minimum of three names shall be offered to the Network Council for election.*

*D. Elections*

*All votes for the elected officials shall be by secret ballot. Withdrawals shall be made prior to the first elective ballot. Nominees shall be balloted upon until one candidate shall have received two-thirds of all votes cast. If an election is not declared on the third elective ballot, the three candidates receiving the highest number of votes on the third elective ballot shall be the only nominees to be voted on until an election is declared.*

*E. Appointments of Network Leadership*

*The Network Finance Director, Corporate Treasurer and Ministry Presbyters shall be appointed by the Network Superintendent and Executive Presbytery.*

**Section 5. Vacancies**

A. Any office in the Network may be declared vacant by an act of a two-thirds majority of the ~~Network~~ Presbytery. Grounds for such election shall be:

1. Unscriptural conduct.
2. Doctrinal departure from the faith.
3. Incompetency in office.

B. In the event of a vacancy in the Network superintendent's office, the assistant superintendent shall assume the responsibilities of the office until a successor is chosen in a Network council called for the purpose of filling that office. If the vacancy occurs within 60 days of an Annual Network Conference, no special Network council shall be called.

C. In the event of a vacancy in any other office, *the Executive Presbytery will fill the office by appointment until the next Annual Network Conference at which time, the office will be filled in the manner outlined in Article X. Section 4.*

Article XI. Committees

**Section 1. Authorization and Amenability**

- A. *The Network shall establish committees, as necessary to fulfill its mission and vision.*
- B. *All special and standing committees shall be appointed and amenable to the Network Superintendent.*
- C. *The Executive Presbytery shall serve as the Credentials committee.*
- D. *A resolutions committee shall be appointed following each Annual Network Council. All committee details can be found in the Network Operations Manual.*

Article XII. Business Meetings

**Section 1.** The annual meeting of the corporation, known as the Annual Network Conference, shall be held after the close of the fiscal year, and the time and place of said meeting shall be fixed by the Executive Presbytery, and thirty day notice shall be given to the members defined under Article VII of the Bylaws.

**Section 2.** Special sessions may be called to meet any emergency that may arise within the network. Such call shall be issued by the secretary after the emergency has been fully considered and passed upon by a majority of the *Executive* Presbytery. At least seven days written notice of such meeting shall be given to all the members defined under Article VII of the *bylaws*. Such notice shall contain a brief statement of the business to be transacted at such meeting.

**Section 3.** *Voting Constituency*

*The voting constituency at the Annual Network Conference meetings shall consist of the members present as defined in Article VII, Section 1 of the Network Bylaws, along with the delegates from the assemblies defined in Article VII, Section 2 who are registered by the Roster Committee. In this respect, each Assembly having 100 voting members or less is entitled to one certified delegate and assemblies having more than 100 voting members are entitled to two certified delegates.*

**Section 4. Quorum**

All accredited credential holders and delegates for the Annual Network Council who are present and registered by the Roster Committee shall constitute a quorum.

**Section 5. Parliamentary Order**

The work of the Annual Network Council shall be governed by parliamentary procedure as set forth in the current edition of Roberts' Rules of Order Newly Revised, in keeping with the spirit of Christian love and fellowship.

Article XIII. Ministries

*The Southern New England Ministry Network shall establish and maintain appropriate ministries, boards, teams and work groups sufficient to serve its purposes and the needs of its constituency. The leadership of such ministries are established by and amenable to the Network Superintendent in collaboration with the council of the Executive Presbytery. Qualifications, funding, structure and policies and procedures for each of the above, are included in the Network Operation Manual.*

Article XIV. Finances and Property

Section 1. Finances

A. Network Funds

The Network general fund shall be available for the support of the Network officers, the network headquarters center, travel and other necessary Network expenses. All specified contributions sent to the Network headquarters are to be used for the purpose designated. All funds shall be disbursed under the supervision of the *Executive* Presbytery.

B. Salaries and Allowances

All salaries and allowances for Network and department officers shall be determined by the *Executive* Presbytery.

C. Credential Holders' Tithes

Each credential holder shall send, once a month, to the Network headquarters 100 percent of his or her tithes from all sources of income. Certified ministers, who are not on staff, shall send monthly 25 percent of their tithes from all sources of income. Senior retired ministers are free to distribute their tithes in the manner of their choosing. Each year, the treasurer shall send a statement of the credential holder's giving for the past year with a questionnaire that must be returned before his or her credential is renewed. Compliance with the above requirements shall be a prerequisite for the Renewal of Credentials of all active credential holders. If contributions are in arrears, an opportunity shall be given to meet this deficit with the renewal. Credential holders working outside the Network shall contribute 50 percent of their tithes to the Southern New England Ministry Network.

D. Assemblies' Offerings

It is requested that each church contribute one percent of its general income to the Network headquarters and that this contribution be made on a monthly or quarterly basis.

- E. Assumption of debt, credit or liabilities
1. Any increase of liabilities by the Southern New England Ministry Network, real or contingent, including real estate, must be approved by at least a 3/4 vote of the full *Executive* Presbytery.
  2. Any loans to churches and institutions by the Southern New England Ministry Network must be approved by a 3/4 vote of the full *Executive* Presbytery.
  3. A line of credit, direct or indirect, cannot be established by the Southern New England Ministry Network except for emergencies and must be approved by a 3/4 vote of the full *Executive* Presbytery and must be paid in full within one year of the date of approval.

## **Section 2. Property**

### **A. Network Administrative Properties**

Properties that shall be used for administrative activities for the Network shall be held in the name of the corporation. Such properties may be purchased, sold, leased, mortgaged or otherwise disposed of only with the approval of two-thirds of the members as defined in the Network *Bylaws* under Article VII who are present and voting at a duly called regular or special meeting of said Network Council.

### **B. Other Properties**

Properties such as church buildings, parsonages or other buildings and land, purchased or given for the benefit of the work of God, that are held in the name of the Network, shall be administered by the *Executive* Presbytery. The *Executive* Presbytery shall have the right to buy, sell, transfer, lease, mortgage and exchange such properties. When a church is sufficiently able and is fully incorporated, such property may be conveyed to the church.

### **C. Network Guarantee of Mortgages**

Any property for which the Network has become the guarantor or has an accommodating mortgage or loan must be titled to the Southern New England Ministry Network. The Network will not guarantee any mortgages or take any accommodating loans according to the Annual Network Council resolution of May 1994.

### **D. Maintenance and Improvement of Network Properties**

In the event of an emergency which may arise between Annual Network *Conferences* relative to the maintenance and improvement of Network properties, the *Executive* Presbytery shall be empowered to make such improvements as may be deemed advisable.

## **Article XV. Emergency Bylaws**

### **Section 1. Definitions and Procedures**

A. An emergency exists for purposes of this section if a quorum of the District's/Network's members or directors cannot readily be assembled because of any of the following events:

1. A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion.
2. An attack on this state or nation by an enemy of the United States of America, or upon receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent.
3. An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or population, including, but not limited to, mass evacuations.
4. A pandemic.
5. A state of emergency proclaimed by a governor or by the President.
6. Any other condition as a result of which a quorum cannot readily be assembled.

B. The emergency bylaws may make all provisions necessary for managing the Network during the emergency, including but not limited to the following:

1. Procedures for calling a meeting of the Network Council and/or Network Presbytery.
2. Quorum requirements for any meeting.



3. Designation of additional or substitute directors.
4. Modification of lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency.
5. Relocation of the principal office.

C. During an emergency, the Network Presbytery shall have the maximum authority possible to run the Network's interim affairs in the manner they deem best.

D. All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends.

E. Corporate action taken in good faith in accordance with the emergency bylaws both binds the Network and may not be used to impose liability on a corporate director, officer, employee, or agent.

#### **Section 2. Electronic Meeting and Action by Unanimous Consent**

A. In the event of an emergency or other sufficient cause as determined by the Network Presbytery the members of the Network Presbytery or Network Council may participate and act at any meeting through the use of any technology by means of which all persons participating in the meeting can communicate simultaneously with each other, upon such terms and in such manner as the Network Presbytery shall determine. Participation in such meeting shall constitute attendance and presence in person at the meeting of the member or members so participating.

B. Action required or permitted to be taken at any meeting of the District/Network Presbytery may be taken without a meeting if all members consent thereto in writing, and the writings are filed with the minutes of proceedings of the Network Presbytery.

#### Article XVI. Fiscal Year

The fiscal year of this corporation shall be from January 1 to December 31.

#### Article XVII. Dissolution Clause

In the event this Southern New England Ministry Network shall cease to function for the purposes herein set forth, then all property, real or chattel, and all assets remaining after satisfying debts and obligations, shall revert to the parent body, THE GENERAL COUNCIL OF THE ASSEMBLIES OF GOD, a Missouri not-for-profit corporation, with headquarters at Springfield, Missouri. The General Council of the Assemblies of God shall have full authority to sell such property and to use the proceeds derived therefrom for the extension of the work of the Assemblies of God.

In the event of cessation of this Southern New England Ministry Network, its Board of Trustees or directors shall transfer all properties and any remaining assets, in accordance with the foregoing provisions, within one year after the date of such cessation. If such transfer is not made within the time prescribed above or if the aforesaid General Council shall be unable or unwilling to accept the aforesaid transfer as an organization operated exclusively for religious purposes and is exempt from taxes under Section 501 © (3) of the Internal Revenue Code, then disposition thereof shall be made by the court of the county in which the Southern New England Ministry Network headquarters office is located to a non-profit fund, foundation or corporation which is organized and operated exclusively for religious purposes, and which has established its tax-exempt status under Section 501 © (3) of the Internal Revenue Code, and which has purposes nearest to those of The General Council of the Assemblies of God.

#### Article XVIII. Amendments

Amendments to the *bylaws* may be made at any regular or special session of the Annual Network Council, provided the proposed amendments have been submitted first to the *Network* Presbytery for consideration, and then mailed to each member of the district at least two months prior to the time of meeting. A two-third vote of all members present shall be necessary for adoption.