

# **The Constitution for the Association of Academic Global Surgery**

November 19th, 2023

**Academic Global Surgery (AGS)** involves the application of research, education and evidence-based advocacy towards surgical healthcare in regions with health inequities.

For the purposes of this organization an Academic Global Surgery Program is a formal education program.

## **Article I: Society**

The Association shall be called the Association of Academic Global Surgery (AAGS).

## **Article II: Objective, Vision and Mission Statement**

- A. Vision Statement: We envision a world where safe, effective, timely and affordable surgical healthcare is accessible to everyone.
- B. Mission Statement: We aim to establish academic approaches in global surgery to reduce surgical health care inequity worldwide.
- C. Objectives: We will engage and unify Academic Global Surgery to:
  - i. Cultivate and refine the teaching and administration of Global Surgery Programs via partnerships and innovation with similar organizations globally.
  - ii. Support Global Surgery Programs to develop equitable bidirectional collaborations.
  - iii. Develop the next generation of compassionate, capable academic global leaders in surgical education, clinical care, research, policy and advocacy.

## **Article III: Composition**

### **Section I: Membership**

#### **A. Active Membership:**

- a. Represent an institution that:
  - i. Has a surgical training program.
  - ii. Is involved or interested in creating an AGS program.
- b. Must be board certified or equivalent by the credentialing or standards body in their country of practice.

## **B. Associate Membership:**

- a. A surgical resident, trainee, clinical officer, house officer, fellow, or registrar interested in pursuing Academic Global Surgery is eligible for Associate Membership. A letter of support will be required from a Program Director/Chair/Fellowship Director confirming their status and interest in global surgery. For those unable to obtain a letter of support, a letter with an explanation will be required.
- b. When the member becomes board certified or equivalent or progresses to their first faculty, staff, or consultant position, the individual may elect to apply for Active Membership in the Association.
- c. Associate Members may vote in elections for Associate Member positions but may not vote in decisions pertaining to constitutional amendments or other questions pertaining to the membership of the Association. They may also be active in committees.

## **C. Formerly Affiliate Membership:**

- a. An individual who does not fit into the above memberships, but who actively participates in or supports Academic Global Surgery work is eligible for Affiliate Membership.
  - i. For example, physician extenders, program managers, coordinators, administrators, or those involved in allied professions, social sciences, non-surgical fields, or non-medical fields would all be considered affiliate members.

## **D. Emeritus Membership:**

- a. A member who is retired from practice or over the age of 65 who has been a dues paying member for 3 years and/or may request this status from the membership committee.
- b. Emeritus members will not be required to pay dues.
- c. Emeritus Members may not vote in elections or hold elected office. They will be able to participate in all other activities of the organization

## **E. Student Membership**

- a. A student will be able to engage in activities of the organization by way of their membership in the International Student Surgical Network (InciSioN) or similar group as determined by the executive committee. The activities deemed appropriate for student members will be determined by the executive committee. The InciSioN Representative, representing all student groups, will serve as either chair or vice chair of the student committee.

- b. Student members will not be required to pay dues to AAGS but may be assessed a fee for certain activities in accordance with the economic category of the country in which they reside, as negotiated with the executive committee.

## **Section II: Sponsorship**

- A. **Institutional Sponsor:** An academic institution with a global surgery or global health program may join as a sponsoring institution. The institutional member will be entitled to 3 members, 3 associate members and 3 affiliate members as well as be able to enroll other members at a 25% reduced rate. They will be listed as Institutional Sponsors on appropriate promotional materials.
- B. **Organizational Sponsor:** An organization with a global surgery or global health interest may join as a sponsoring organization. Sponsorship may be monetary or in kind support. They will be listed as Organizational Sponsors on appropriate promotional materials.

## **Section III:**

- C. Procedure to Apply for Membership
  - a. Applicants must fulfill the requirements as outlined in Article III, Section I. Applications may be initiated by the Applicant and are to be filed three (3) months prior to the date of the Leadership Council meeting.
  - b. The applications will be forwarded to the Membership Committee upon completion of the application packet.
  - c. The Membership Committee is authorized to evaluate and accept all qualified applicants for membership. Individuals meeting all criteria and accepted by the Membership Committee will be presented to the Leadership Council who will recommend to the membership the acceptance of these individuals at the Annual meeting.

## **Article IV: Leadership Structure**

### **Section I: Officers:**

- A. Composition:
  - a. The Officers shall consist of the following elected positions: President, President-Elect, VP Finance, VP External Affairs, VP Strategy VP Internal Affairs .

- b. Anyone interested in serving in an Officer role, should be a current Institutional Representative or have served in a leadership position on a committee for at least one year previously. Exceptions to this rule may be considered by the Nominating Committee on an ad hoc basis.
- c. The Executive Committee of the Association shall consist of the President, President-Elect, Vice President (VP) of Internal Affairs, Vice President of Finance, Vice President of External Affairs, Vice President of Strategy,

B. Elections:

- a. Nominations for Officer positions will be reviewed by the Nominating Committee and qualified candidates will be chosen for the final ballot prior to the Annual Business Meeting.
- b. The Institutional Representatives and the Leadership Council shall elect all Officers of the Association, at the annual meeting, duly held upon regular call and notice. Unless otherwise directed by a vote, the President-Elect shall progress to the President at the end of the term as President-Elect.

C. Term:

- a. The President and President-Elect shall be elected for one (1) year terms. In order to facilitate early development of the organization, the first President and President-Elect shall serve a term of two (2) years.
- b. The VP Internal Affairs, VP External Affairs, VP Finance and VP Strategy shall be elected for two (2) year terms, with alternating election years. The President-Elect will exercise all the duties and prerogatives as currently constituted and shall, in addition, assume the Office of the President in the subsequent year.

D. Officer Descriptions:

- a. **President:** The President is the Chief Elected Officer of the Association, and as such represents the membership. The President shall preside over the Institutional Representative Council, Leadership Council and all scientific and business sessions of the Association. The President will serve on the Leadership Council in a non-voting ex-officio capacity for a three (3) year term, following the appointment as President. The President shall preside over all committees and may appoint any ad hoc committee or Leadership Council vacancy as seen fit.
- b. **President-Elect:** In the absence or incapacity of the President, the President-Elect shall preside over the Association. The President-Elect shall automatically succeed as President of the Association after serving as President-Elect. The President -Elect shall oversee the Nominating Committee. The President-Elect is responsible for working with the VP

Internal Affairs, VP External Affairs, and VP Strategy to build an annual report to AAGS general membership.

- c. **Vice President of Internal Affairs:** The VP Internal Affairs will run a team of two Associate and two Students members to maintain functionality of the inner workings of the organization. This will include monitoring committee work and ensuring deliverables are being completed on specified timelines. The VP Internal Affairs will maintain a committee work dashboard and surveil the toolkits to ensure committees are on task/adjusting as required. The VP Internal Affairs will also draft and direct internal communications with administrators and build weekly agendas with administrators. The VP Internal Affairs will also be charged with running elections every Winter. The VP Internal Affairs will monitor terms of the LC and IR by sending appropriate reminders, provide list of welcomes and rejections along with appropriate resources to be sent out by administrator. The VP Internal Affairs will also follow up with inter-committee elections and chair elections. Finally, the VP Internal Affairs will create institutional memory of the collaborations by compiling data for annual reports to the membership.
- d. **Vice President of Strategy** The VP Strategy is responsible for the management of AAGS branding by engaging and managing the IT and Membership committees and also coordinating publications from the organization. It shall also be the duty of the VP strategy to oversee the Congress Committee. The VP Strategy will be responsible for the planning for strategic expansion of the organization in conjunction with the EC.
- e. **Vice President of Finance:** It shall be the duty of the VP Finance to be the custodian of all funds, securities and other properties of the Association. The VP Finance with the assistance of the Administrative Staff shall collect member dues of the Association and make disbursements for proper expenses. The VP Finance shall submit an annual report of the financial condition of the Association to the Leadership Council and the Membership-at-Large. The accounts of the VP Finance shall be audited annually. The VP Finance will create the budget to be approved by the Executive Committee. The budget, upon approval by the Leadership Council, remains subject to approval by the Officers of the Association for final approval according to the bylaws of the Association.

## **Section II: Institutional Representative Council:**

- A. The body of the Association responsible for programmatic input shall be called the Institutional Representative Council (IRC).
- B. **General Powers:** It shall be the role of the IRC to give feedback on standard practices, consensus statements, curricula and suggested guidelines governing participating Academic Global Surgery Programs. Additionally, the IRC will serve as a guiding body to identify and prioritize tasks for the Association. The IRC may invite Members, Chairs,

Vice-Chairs of Committees and other individuals to participate in discussion in an advisory capacity at any meeting.

- C. **Composition:** The IRC shall consist of the President-Elect, the Chair and Vice Chair of the IRC and (2) two Institutional Representatives from each Academic Global Surgery Program participating in the Association.
- D. **Institutional Representatives:** Two delegates from each participating Academic Global Surgery Programs.
  - a. The Global Surgery Program Director (GSPD) and Associate Global Surgery Program Director (AGSPD) or (2) two program selected representatives, will serve as Institutional voting members in the Association.
  - b. If there are two or less members from an Institution, members will be *de facto* designated as the Institutional Representatives.
  - c. Institutional Representatives may vote in all elections and in all decisions relating to Constitutional Amendments, election of Officers or other questions posed to the Institutional Representative Council of the Association.
- E. **Elections:** The Institutional Representative Vice Chair shall be selected annually by a vote of the Institutional Representatives.
- F. **Term:** The IRC Chair and Vice Chair shall serve a term of one year, and continue until resignation, removal, incapacitation or until expiration of term with a selected successor. Unless otherwise determined by the President and outgoing Committee Chair, there shall be a progression of the Vice-Chair to the seat of the Chair at the end of the term as Vice-Chair. In order to facilitate early development of the organization, the first Committee Chair and Vice Chair shall serve a term of two years.
- G. **Quorum:** Fifty percent (50%) of the IRC will be considered a quorum, with the addition of either the Chair, Vice-Chair or President-Elect present. If a quorum is attained, all questions before the IRC shall be determined by a simple majority vote. For electronic voting, fifty percent (50%) response rate from the members polled will constitute validity of the voting sample. If validity is attained, the question at hand will be determined by a simple majority vote.

### **Section III: Leadership Council:**

- A. The governing body of the Association shall be called the Leadership Council.
- B. **Composition:** The Leadership Council shall consist of the President, President-Elect, VP Strategy, VP Finance, VP External Affairs, VP Internal Affairs and the three (3) Immediate Past-Presidents, the Chairs and Vice-Chairs of all the standing committees, and the Chair and Vice-Chair of the IRC.
- C. **General Powers:** The Leadership Council shall oversee the Association's affairs. The Leadership Council shall receive and approve the reports of all Committees,

Task Forces and ad hoc Committees as requested by the Council; and will, prior to presentation at the business meeting, prepare an agenda, review and approve the report of the activities of the Committees, Task Forces and ad hoc Committees . The Leadership Council may invite Members, Chairs, Vice-Chairs of Committees and other individuals to participate in discussion in an advisory capacity at any meeting.

- D. **Elections:** Nominations for committee positions will be solicited from the membership. Candidates for committee positions may either self-nominate or be nominated by their peers. If potential committee members are nominated by their peers, then the nominated individual must agree to serve if elected prior to its inclusion on a ballot. Elections for the general committee positions will occur through solicitation and voting of the active and affiliate membership at large.
- a. The Committee members will be elected by the membership to serve staggered two-year terms. One-half of the members will be elected each year.
  - b. Candidates for Committee leadership must be members of respective committees and may either self-nominate or be nominated by their peers. The Committee Vice Chairs shall be selected annually from a vote of the Committee Membership.
- E. **Term:** The Officers shall serve on the Leadership Council for the terms of their office and continue until their resignation, removal, incapacitation or until their terms in office expire and their successors are elected
- a. The Committee Chairs/Vice Chairs shall serve a term of one (1) year, and continue until their resignation, removal, incapacitation, or until their term expires and their successor is selected. Unless otherwise determined by the president and outgoing committee chair there shall be a progression of the Vice-Chair to become the Chair at the end of term as Vice-Chair. At least one of the Chair or Vice-Chair of a Committee needs to be an active member (Student and Associate Committees are excluded)
  - b. The Committee members will be elected by the membership to serve staggered two-year terms. One-half of the members will be elected each year.
- F. **Eligibility:** All Leadership Council members shall have voting privileges on matters brought before the council. The Leadership Council will meet annually prior to the annual meeting of the Association for consideration of matters and policy to be presented to the Association. Chairs and Vice Chairs will report to the membership at large at the annual business meeting.
- G. **Quorum:** Fifty percent (50%) of the Leadership Council will be considered a quorum, plus either the President or President-Elect. If a quorum is attained, all questions before the Leadership Council shall be determined by a simple majority vote. For electronic voting, fifty percent (50%) response rate from the members polled will constitute validity of the voting sample. If validity is attained, the question at hand will be determined by a simple majority vote.

- H. **Vacancies:** A vacancy in any position due to death, resignation, removal, disqualification or otherwise shall be temporarily filled by the president followed by an election to replace the position at the subsequent annual meeting.

#### **Section IV: Committees:**

- A. **Composition:** All standing Committees shall have a Chair and Vice Chair and no less than three (3) members. Each committee will have at least one Associate, Student and Emeritus Member on the committee as possible.
- B. **Committee Creation/Dissolution:** Committees may be created/dissolved at any regular meeting of the Association by submitting an amendment to the Association Administrator or VP of Strategy one month prior to the meeting of the Leadership Council and be approved by that body before being recommended to the Association for a vote. A simple majority vote of the members at any regular meeting of the Association would allow an amendment to pass
- C. **Task Force:** At times it may be beneficial to form an ad hoc group or Task Force in order to address a particular issue that only lasts until that issue is addressed or the organization decides it is finished with its charge/mandate. Task Force creation and selection will be determined by a vote of the Leadership Council or the Executive Committee.
- D. **Meeting Interval:** Each standing committee shall meet at least twice a year. The Committee Chair and Vice Chair may invite guests on an ad hoc basis to serve and accomplish specific tasks.
- E. **Additional Committees** can be formed in the future as the organization membership can support it.
- F. Committee Descriptions
  - a. **Governance Committee:** The Rules and Regulations Committee will be composed of Individuals tasked with building the initial administrative structure and guiding principles of the Association, including but not limited to drafting of a constitution. Subsequently, the committee will review the bylaws every other year and solicit proposed changes if any arise. They will also evaluate any governance related questions that arise during the organization's practice.
  - b. **Education Committee:** The Education Committee shall be the group facilitating, overseeing and promoting educational activities and programs. This will include but is not limited to consideration of curriculum development, knowledge sharing, and logistics of learner involvement in successful academic partnerships. It may be necessary over time to develop subcommittees in order to properly delegate and focus academic work within this broad committee.



- c. **Research and Quality Committee:** The Research Committee will be composed of individuals tasked with defining the initial knowledge creation methodology, discovery projects, and mutually beneficial standards around research and research collaborations of the Association.
- d. **Membership Committee:** It shall be the duty of the Membership Committee to evaluate, establish eligibility, and accept all qualified applicants for membership and keep the VP Strategy informed of new members. Additionally, this committee will be responsible for recruiting and retaining members and establishing appropriate dues structure for all members. Additionally, this committee shall ensure equitable representation among its committees and functions.
- e. **Affiliate Committee:** It shall be the duty of the Affiliate Committee to engage affiliate members involved in global surgery (non-medical or non-surgical members). The committee will support the interests of these members and aim to provide equitable representation for all those involved in Global Surgical endeavors at all levels. The Affiliate Committee shall consist of no fewer than three (3) members and a Chair and Vice-Chair.
- f. **Ethics Committee** It shall be the duty of the Ethics Committee to examine issues related to equity, protection of human rights and welfare, both in academic related pursuits, as well as clinical practice, and disseminate it to the membership. Additionally, it is expected that the ethics committee will function as an internal consulting body as members and other committees consider ethical questions around academic projects and clinical work, as well as an externally facing body that will establish such documents as a code of conduct for both research and clinical practice.
- g. **Accreditation & Program Administrators Committee:** It shall be the duty of the Accreditation & Committee Program Administrators Committee to develop accreditation standards, regulations, and guidelines to strengthen Academic Global Surgery Programs. Additionally, those persons involved in the administration and operational aspect of Academic Global Surgery Programs will have the opportunity to share mutual challenges, develop common practices, and voice programmatic needs from the operational perspective.
- h. **Public Relations Committee:** The Public Relations Committee is responsible for the design, maintenance and vision of the Association website, global opportunity map, and the social media accounts. It will also be responsible for looking at emerging technologies that may enhance and improve the mission of the Association
- i. **Nominating Committee:** The Nominating Committee shall consist of no fewer than five (5) members It shall be the responsibility of the Nominating Committee to assist in vetting applications for Officer positions. This committee would consist of the three most recent Past Presidents, the current President, the Chair of the IRC, and the Chairs of the Emeritus Member

Committee and the Associate Member Committee Chair. For the first three years, some members of the Advisory Board shall fill the available positions slated for the Past Presidents.

- j. **Advocacy Committee:** The Advocacy Committee will be composed of individuals tasked with updating the membership regarding the activities of global surgery advocacy groups. Additionally, they will serve as a resource for members who seek to engage in advocacy work.
- k. **Finance Committee:** The Finance Committee in collaboration with the VP Finance will review and make recommendations to the Leadership Council regarding the organization's financial policies and procedures. The Committee will review the annual budget and financial reports. The Committee will also be responsible for identifying funding opportunities for global surgery partnership activities and will update the Membership accordingly.
- l. **Congress Committee:** The Congress Committee will be responsible for the organization of the Academic Global Surgery Congress, biannual meeting and its educational content. They will coordinate with other committees to populate and execute the meeting agenda. The Committee will be responsible for coordinating with the Information and Technology Committee to disseminate meeting content to the general membership.
- m. **Associate Member Committee:** The Associate Member Committee will be responsible to engage and update Associate Members. The Committee will also connect with Associate Members of like-minded global surgery organizations. The composition of this Committee will be the Associate Member representative from each of the AAGS Committee at large. The Chair of the Associate Member Committee will serve on the Nominating Committee
- n. **Student Member Committee:** The Student Member Committee will be responsible to engage and update Student Members. The Committee will also connect with Student Members of like-minded global surgery organizations. The composition of this Committee will be the Student Member representative from each of the AAGS Committee at large.
- o. **Emeritus Member Committee:** The Emeritus Member Committee will be responsible to engage and update Emeritus Members. The Committee will also connect with Emeritus Members of like-minded global surgery organizations. The composition of this Committee will be the Emeritus Member representative from each of the AAGS Committee at large. The Chair of the Emeritus Member Committee will serve on the Nominating Committee
- p. **Diversity, Equity and Inclusion Committee:** The Diversity, Equity and Inclusion Committee will be responsible for ensuring equal and transparent representation of all shareholders in global surgery. The committee will work

to identify measures to increase diversity of our membership and our efforts, as well as foster measures of inclusion.

## **Section V: Advisory Board**

- A. **Advisory Board:** Assist AAGS leadership in accomplishing the mission, vision. Specifically, advisory board members can assist in developing external relationships/sponsorships that align with the goals of AAGS. Advisory board members will guide and support ongoing AAGS strategic initiatives. The advisory board will consist of no more than 9 members. Eligible candidates for advisory board positions but have significant experience in academic global surgery, they must have at least two years of AAGS membership and should not be in current leadership positions within AAGS. The ideal composition of the advisory board would have 50:50 HIC/LMIC representation from at least 3 World Health Organization regions. Advisory board members will be nominated by the Executive Committee. Advisory board members will serve 3 year terms for a maximum of 2 terms. The advisory board will be expected to meet at least quarterly with the Executive Committee.

## **Article V: Programs and Meetings**

### Section I: Meetings

- A. **Annual Meeting:** The Association will have an annual meeting of the members each year at a place and time to be determined by resolution of the Leadership Council. Written notice of the time and place of the annual meeting shall be given to members at least ninety (90) days in advance of the meeting.
- B. **Institutional Representative Council Meeting:** The IRC shall meet biannually, at a place and time to be determined by resolution of the IRC. Written notice of the time and place of the second meeting shall be given to the Leadership Council at least sixty (60) days in advance of the meeting. Additional teleconferences will be held as determined by the Committee.
- C. **Leadership Council Meeting:** The Leadership Council shall meet biannually, at a place and time to be determined by resolution of the Leadership Council. Written notice of the time and place of the second meeting shall be given to the Leadership Council at least sixty (60) days in advance of the meeting. Additional teleconferences will be held as determined by the Committee.
- D. **Special Meetings** of the Executive Committee, IRC or Leadership Council: Special meetings may be called by or at the request of the President, the IRC, the Leadership Council, or any three (3) Officers. The person(s) calling the special meeting may fix the place and time for the special meeting. If they do not, the VP Strategy shall do so. All business brought before the Executive Committee shall be shared with the full Leadership and IRC at the next regularly scheduled Leadership and IRC meetings.

### Section II: Rules of Organization

- A. **Amendments:** Amendments to the Constitution must be submitted to the Governance Committee one month prior to a meeting of the Leadership Council. The Leadership Council must approve the call for a vote on a Constitutional Amendment by a majority vote, as outlined in Section III(G).
- B. The general membership must approve a constitutional amendment with a 50% vote.
  - a. If a vote is held at a live meeting, quorum must be achieved before a vote takes place, as defined in Section II(D).
  - b. If a vote is held electronically, validity of the voting sample is as defined in Section II(D).
- C. **Agenda and Minutes:** The agenda for each meeting of the members shall be prepared by the President and the VP Strategy. The members may and are requested to make suggestions of appropriate matters for consideration by contacting the VP Strategy. Minutes will be kept by the Administrative Staff and the VP Strategy and distributed to the membership.
- D. **Order of Business:** The order of conducting business and the manner of its conduct shall be determined by the President; however, if there is any difference of opinion, Robert's Rules of Order shall control.
- E. **Quorum:** A quorum for any in person meeting of the membership at large shall be constituted by the members present and of fifty percent (50%) of the Leadership Council in attendance. For electronic voting, fifty percent (50%) response rate from the members polled will constitute validity of the voting sample. Validity must be attained for the vote to carry.

#### **Article VI: Policy on Privacy and Solicitation of the AAGS Membership**

- A. The Association Membership shall respect the privacy of members of the Association at all times, such that all contact information and identifiers shall be held privately.
- B. The Association lists shall be accessible only by the Executive Committee, Leadership Council, Advisory Board and for the Association purposes only.
- C. The Association Research Committee will review requests to survey the members of the Association for research or other related purposes and make a recommendation to the Executive Committee.
- D. Requests to survey the Association membership for research related purposes will be reviewed by the Association Research Committee on a quarterly basis occurring in March, June, September, and December. Survey requests must be received by the first of the month prior to the planned quarterly review (February, May, August, November).

#### **Article VII: Conflicts of Interest:**

- A. All the Association Members shall provide annual disclosure of potential and material conflicts of interest. In all decisions involving potential financial or material gain from an individual's work within the Association, the Ethics Committee will provide oversight, vetting and instruction for the Association Members involved. Members who fail to complete their conflict of interest statements will lose the privileges of membership until that conflict of interest statement is completed.

#### **Article VIII: Liabilities of Members:**

- A. No person who is now or later becomes a member of this association shall be personally liable to its creditors for any indebtedness or liability and any and all creditors of this association shall look only to the assets of the association for payment.
- B. The Association will be program supported administratively by the American College of Surgeons, but otherwise remains fiscally and professionally independent of American College of Surgeons: Operation Giving Back (ACS OGB) pursuant to a Memorandum of Understanding (MOU).

#### **Article IX: Revocation of Membership**

- A. The Association may drop from its roll, after evaluation by the Membership Committee, any members who:
  - a. Violate the mission, vision and objectives set forth in the constitution;
  - b. Fail to pay their dues for more than one calendar year after appropriate notification;
  - c. Fail to retain good standing within the medical profession.

**Article X: Fiscal Year:** The fiscal year of the Association shall begin on January 1. The annual dues of each member shall be determined by the Leadership Council and are payable on January 1 of each year.

**Article XI: Dissolution:** Upon the dissolution of the corporation, the Council shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section (501) (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Council shall determine.

**Article XII: Ratification:** This constitution shall take effect immediately from the time of its adoption and shall not be amended except by written resolution. Amendments must be introduced to the governance committee prior to a meeting of the Leadership Council for consideration by the Council and presentation to the membership-at-large. Amendments shall then be adopted by receiving a fifty percent (50%) vote of the members as outlined above.