



HOPKINS EMERGENCY RESPONSE ORGANIZATION  
CONSTITUTION

Last Review: February, 2018

**Table of Contents**

<b>Article I: Name and Purpose</b>	<b>2</b>
<b>Article II: The Branches</b>	<b>2</b>
<b>Article III: Officers</b>	<b>2</b>
Definitions and descriptions of HERO officers	2
Choice and Removal of Officers	3
Rights and Obligations of Officers	4
<b>Article IV: Membership</b>	<b>5</b>
Rights and Responsibilities of Members	5
Ranks:	5
Qualifications and Selection Process	6
Demotion Procedures	6
Alumni Members	9
<b>Article VI: Meetings</b>	<b>10</b>
Meetings of the BOD	10
General Body Meetings	10
<b>Article VII: Protocol</b>	<b>11</b>
The BOD	11
Election Procedures	11
<b>Article VIII: Disciplinary Action</b>	<b>12</b>
The BOD	12
Disciplinary charges	12
Punishment available to the BOD	12
Disciplinary Hearings	13
Appeals	13
<b>Article IX: Amendments and Bylaws</b>	<b>13</b>

**Article I: Name and Purpose**

The Johns Hopkins Emergency Response Organization (HERO) shall exist on the Homewood campus. It was created and shall be maintained in order to provide emergency



## HOPKINS EMERGENCY RESPONSE ORGANIZATION CONSTITUTION

**Last Review: February, 2018**

medical services to the students, faculty, staff, and community who comprise the Johns Hopkins University Homewood campus and other Homewood Security serviced areas in the immediate area of the Homewood campus, and to offer the same community training and education that may improve their lives or save another's.

### **Article II: The Branches**

The HERO has two branches: an organizational branch and an operations branch. A Board of Directors (BOD) shall oversee the activities of all branches.

- A. The Johns Hopkins Emergency Response Organization is an administrative, ambassadorial, and financial support construct. It shall carry out such activities that are deemed necessary or appropriate by the Board of Directors to support the Unit and the Selection Committee.
- B. The Johns Hopkins Emergency Response Unit (HERU) shall provide emergency medical care to the Homewood campus while classes are in session and at any other time resources are available and deemed appropriate by the Captain. It shall operate in accordance with its Standard Operating Procedures.
- C. The Selection Committee is responsible for choosing the new members of the Unit.

### **Article III: Officers**

Eight officers will form the HERO's Board of Directors (BOD). The Captain, Personnel Officer, Equipment Officer, Recruitment and Retention Officer, Training Officer, Treasurer, Secretary and Member at Large, are officers elected to run the HERO. Each officer's term shall last one year beginning January 1 and ending December 31, except for the Member at Large, whose position will be elected on a semester basis, at the end of semester GBM, the semester before the start of the term. Officers assigned as replacements shall serve until the end of their predecessor's term. Each officer has one vote on the BOD, except for the Member at Large who is a non-voting member.

#### **A. Definitions and descriptions of HERO officers**

1. The Captain is responsible for ensuring good medical practice and that on scene conduct conforms to the Standard Operating Guidelines, and for coordinating with Security, Health & Wellness, Residential Life, the Office of the Dean of Student Life and LIFELINE on issues of protocol. The Captain shall review each call and its associated paperwork for continuous quality assurance and improvement and provide documentation to appropriate stakeholders as allowed by HIPAA and the HERO MOU. In addition, the Captain shall create an annual report for appropriate stakeholders. The Captain is the final authority on all emergency scenes. The Captain shall be the Chairman of the Board of Directors. The Captain shall be primary contact for all communication with external individuals.



HOPKINS EMERGENCY RESPONSE ORGANIZATION  
CONSTITUTION

**Last Review: February, 2018**

2. The Personnel Officer shall be responsible for the scheduling Unit shifts, keeping accurate records for all Unit members, investigating disciplinary matters involving protocol violations, and managing conflicts between Unit members. The Personnel Officer shall conduct and oversee EMT evaluations, monitor progress on scene, and assess each member's fitness for promotion.
3. The Equipment Officer shall be responsible for the care and maintenance of all Unit property, including the maintenance and inventory of the squad room, ensuring that all Unit radios are functional, and the stocking and upkeep of the HERU vehicles. The Equipment Officer shall ensure there is an adequate supply of medical equipment and call forms are available for each of the equipment bags and in the designated Security vehicle(s) so the Unit can operate safely at all times. Additionally, the Equipment Officer shall be in charge of acquisition and distribution of Unit apparel. The Equipment Officer shall be responsible for training members on the safe and effective use of all Unit equipment.
4. The Training Officer shall be responsible for managing initial certification classes. The Training Officer shall manage Continuing Education sessions (ConEds) and recertification courses for HERU members as necessary. The Training Officer is responsible for acclimatizing new members to Unit standards.
5. The Secretary shall be responsible for keeping the minutes of all general Unit and Organization meetings and all meetings of the BOD. The Secretary will be responsible for communication between the BOD and Unit members. The Secretary will be responsible for maintaining the Organization's website, including the membership directory. The Secretary shall manage community outreach initiatives and be responsible for public relations. The Secretary is the primary historian for the Organization.
6. The Treasurer is the financial officer for the Organization. The Treasurer is responsible for acquiring funds as well as creating an annual budget by May 1 in conjunction with the other members of the BOD. The Treasurer shall be responsible for dealing with the Office of Student Activities' Financial Coordinator and the Office of Student Life. The Treasurer is responsible for managing fundraising initiatives and donations as well as upkeep of alumni records and relations. All HERO spending must be approved by the BOD.
7. The Recruitment and Retention Officer shall be responsible for the recruitment of new members using resources provided by the school and social media. The Recruitment and Retention Officer will be the Chairman of the Selection Committee. The Recruitment and Retention Officer is responsible for organizing social events, encouraging Unit bonding, and maintaining the Unit image.



HOPKINS EMERGENCY RESPONSE ORGANIZATION  
CONSTITUTION

Last Review: February, 2018

8. The Member at Large has no official duties, but can assist with any projects or needs of other members of the BOD. They represent the main liaison between the BOD and the rest of the organization.

**B. Choice and Removal of Officers**

1. All officers are elected by the HERO's membership.
2. Requirements for Office:
  - i. The Captain must be a Lieutenant
    1. If no lieutenant is eligible to run, a Field Training Officer may run but will hold no operational authority or rank, until achieving the rank of lieutenant. The ultimate operational authority on scenes shall be the on duty Duty Officer.
  - ii. The Personnel Officer, Equipment Officer, and Training Officer must be a Field Training Officer.
  - iii. The Equipment Officer shall be a certified Driver, or become certified within 3 months of being elected.
  - iv. If any of these members are demoted below the required rank, special elections will be held to fulfill the vacancy.
3. Any officer may be impeached by 2/3 vote of the other members of the BOD after recommendation by a BOD member. Upon such occasion, the officer will be relieved of all Unit, Instructional, and Organizational rank and will assume no duties pertaining to the Emergency Response Organization or its constituents. That officer must be removed, resign, or be exonerated within three weeks of his or her impeachment. An officer may be impeached for any breach of duty as related to his or her specific office or other duties they may have in the Organization.
4. To remove an officer:
  - i. General Organization meeting will be called no less than one week and no more than three weeks after that officer's impeachment.
  - ii. The officer shall be immediately notified of his or her impeachment and the time of the General Organization meeting by the Secretary, giving that officer time to prepare a defense before the meeting. In the event that the Secretary is being impeached, the Personnel Officer will notify the Secretary of his or her impeachment.
  - iii. The Personnel Officer will bring the charges and moderate the meeting. In the event that the Personnel Officer is being charged, the Captain will assume the duties.
  - iv. The officer will be given a chance to defend him or herself.
  - v. A vote by secret ballot shall be taken.
  - vi. A two-thirds vote of quorum is needed to remove an officer.
5. Vacancies in any of the eight Board of Directors positions shall be filled immediately by special elections



## HOPKINS EMERGENCY RESPONSE ORGANIZATION CONSTITUTION

Last Review: February, 2018

### C. Rights and Obligations of Officers

1. Each HERO officer is expected to assist other officers as necessary to ensure the smooth running of HERO
2. In the event of an extended absence, a HERO officer should appoint a temporary replacement of equal or greater qualification
3. Each HERO officer has the right to appoint a temporary assistant to aide them in their assigned duties
  - i. Assistant positions must be strictly defined in capacity and length of service. Such a definition must be submitted in writing and approved by a unanimous vote of the BOD and a 2/3 vote of the membership of the HERO
  - ii. Assistants may only act in capacities specifically approved by the BOD and the General Body
  - iii. Assistants may not speak for the BOD and are not allowed a vote on the Board
  - iv. Assistants may attend BOD meetings at the discretion of the BOD
4. Two special assistants to the BOD as a whole, who are not BOD officers and are appointed by each new BOD, shall include:
  - i. A CPR Coordinator
  - ii. A Stop the Bleed Coordinator

## Article IV: Membership

### A. Rights and Responsibilities of Members

1. An active member is defined as:
  - i. A member of HERO who has achieved the rank of EMT
2. An active member in the HERO must:
  - i. Attend or formally be excused from all Unit meetings
  - ii. Possess cards verifying current certification
  - iii. Have working knowledge of all the information in the HERU SOPs and Maryland State Protocol
  - iv. Be on duty and respond to all calls during shifts as scheduled by the Personnel Officer
  - v. Volunteer a minimum of 4 hours per week, with at least a bi-weekly shift.
  - vi. Have a working knowledge of the layout of campus and the area immediately surrounding campus
  - vii. Participate in or attend Continuing Education functions, as deemed necessary by the Training Officer and as outlined in the HERU SOPs
  - viii. Receive or decline to receive all recommended vaccinations as recommended by the Johns Hopkins LIFELINE



HOPKINS EMERGENCY RESPONSE ORGANIZATION  
CONSTITUTION

Last Review: February, 2018

3. An active member may:
  - i. Attend HERO meeting and other HERO functions
  - ii. Wear any uniform of the HERO or its subsidiaries
  - iii. Vote in General Body elections or in General Body Meetings
  - iv. Run shifts or teach classes in accordance with this document
  - v. Be eligible for promotion if the requirements for said office are met as dictated in the Promotional Competencies Packet. The promotional competencies packet may be edited by the Personnel officer with approval by the Board of Directors.
4. Officer or Secretary in cases of Organization or Unit meetings or by the Training Officer in case of Continuing Education session.
5. Inactive members may only:
  - i. Teach Emergency Response courses if they hold current certifications
  - ii. Attend Organization meetings
  - iii. No other rights or privileges will be extended to inactive members
6. Resignation
  - i. Any member may withdraw from the HERO by giving written notice to any BOD member.
  - ii. All rights and privileges of membership will be revoked immediately upon receipt of the resignation
  - iii. The HERO will be given written notice of the resignation of any HERO officers.

**B. Ranks:**

A member's rank in HERO shall be defined by the following:

1. EMT Student: A member of HERU who is currently enrolled in, or has completed the EMT class, but has not received a Maryland EMT Certification.
2. EMT (Intern): An introductory member of HERO who is a Maryland EMT but has yet to achieve Field Training Officer Status. Provides medical care under the supervision of the Field Training Officer
3. Driver: Any HERO EMT who has been approved to drive HERO vehicles as defined in the SOPs
4. Field Training Officer: The principal medical provider on duty and preceptor for EMTs
5. Lieutenant: A member of HERU who trains Field Training Officers and responds in cases of multiple calls. While on duty they fulfill the role of the Duty Officer and are supervisors of each shift. These officers shall be considered Field Training Officers for the sake of rights and in voting.
6. Captain: A Lieutenant or Field Training Officer who has been elected to the position as outlined in this document. Their responsibilities are as listed above.



## HOPKINS EMERGENCY RESPONSE ORGANIZATION CONSTITUTION

Last Review: February, 2018

### C. Qualifications and Selection Process

1. To be considered for HERO membership, the candidate must:
  - i. Be a full time, undergraduate student at Johns Hopkins University.
2. To achieve the rank of EMT, Field Training Officer or Lieutenant the candidate must fulfill all requirements as outlined in the Promotional Competencies Packet
3. To change membership status from active to inactive, the candidate will:
  - i. Request such a change in writing to the Personnel Officer. The change will take effect immediately upon receipt of the notification.
  - ii. If a member does not fulfill the duties of an active member as outlined in this Constitution, the Personnel Officer will advise the active member immediately that they have been remanded to inactive status, and the BOD will be notified immediately.
4. To change from inactive to active status, the candidate must:
  - i. Request such a change in writing to the Personnel Officer.
  - ii. Complete a refresher course any other training deemed appropriate by the Captain and the Training Officer
5. After two consecutive semester as inactive, a member will be dismissed from the organization.
6. Any member may request medical leave by submitting a request in writing to the Personnel Officer.
  - i. Members on medical leave are still considered “active” and have the rights of active members
  - ii. After two consecutive semesters on medical leave, a member must request an extension of medical leave from the Personnel Officer and submit a physician’s note excusing them from active duty.
  - iii. Members on medical leave must still complete any and all HERO activities that are not disallowed by their medical condition.
  - iv. Members on medical leave who are HERO officers may still retain their office provided their duties can still be completed.

### D. Demotion Procedures

1. Demotion/Termination of EMTs:
  - i. The Intern must be recommended to the Personnel Officer by an on-scene Field Training Officer or Line Officer for demotion/termination.
  - ii. A hearing will be called within two weeks of the recommendation and conducted by the Personnel Officer comprising of the current Field Training Officers. At this time, the EMT’s evaluations will be disclosed for review and discussion. The Field Training Officers must vote by a 2/3 majority to terminate the membership of the Provisionary Member.



HOPKINS EMERGENCY RESPONSE ORGANIZATION  
CONSTITUTION

Last Review: February, 2018

- iii. The EMT must be notified in writing by the Personnel Officer that s/he is being recommended for termination. This notification must explain in detail why s/he is being recommended for termination. A copy of this notification must be placed in the personnel file of the Provisionary Member.
- iv. The EMT can appeal his/her termination to the BOD.
  - 1. By appealing to the BOD, the EMT authorizes the release of all of his/her non-medical personnel files to the BOD for review.
  - 2. The EMT will be permitted to make a verbal or written appeal to the BOD.
  - 3. The BOD must vote by a 2/3 majority to reinstate the Provisionary Member
  - 4. The decision of the BOD will be final
- 2. Demotion/Termination of Field Training Officers:
  - i. A Field Training Officer must be recommended for demotion/termination to the Personnel Officer by an on-scene Line Officer.
    - 1. If the Personnel Officer is the Field Training Officer in questions, the recommendation should be send to the Captain.
  - ii. A hearing will be called within two weeks of the recommendation and conducted by the Personnel Officer comprising of the current Line Officers. At this time, the Field Training Officer's evaluations will be disclosed for review and discussion. The Line Officers must vote by a 2/3 majority to demote/terminate the membership of the Field Training Officer.
    - 1. If the Personnel Officer is the Field Training Officer in questions, the Captain will conduct the hearing
  - iii. The Field Training Officer must be notified in writing by the Personnel Officer that s/he is being recommended for demotion/termination. This notification must explain in detail why s/he is being recommended for demotion/termination. A copy of this notification must be placed in the personnel file of the Field Training Officer.
    - 1. If the Personnel Officer is the Field Training Officer in question, the Captain will send the notification
  - iv. If the Field Training Officer is demoted to the rank of Crew Member, s/he will be eligible for promotion after completion of all the requirements for promotion from Crew Member to Field Training Officer listed in this Constitution.
  - v. The Field Training Officer can appeal his/her demotion/termination to the BOD:



HOPKINS EMERGENCY RESPONSE ORGANIZATION  
CONSTITUTION

Last Review: February, 2018

1. By appealing to the BOD, the Field Training Officer authorizes the release of all of his/her non-medical personnel files to the BOD for review.
  2. The Field Training Officer will be permitted to make a verbal or written appeal to the BOD
  3. The BOD must vote by a 2/3 majority to reinstate the Field Training Officer
  4. The decision of the BOD will be final
3. Demotion/Termination of a Line Officer
- i. The Line Officer must be recommended to the Personnel Officer by 2 Line Officers for demotion/termination
    1. If the Personnel Officer is the Line Officer in question, s/he must be recommended for termination/demotion to the Captain
  - ii. A hearing will be called within two weeks of the recommendation and conducted by the Personnel Officer comprising of the current Line Officers. At this time, the Line Officer's evaluations will be disclosed for review and discussion. The Line Officers must vote by a 2/3 majority to demote/terminate the membership of the Field Training Officer
    1. If the Personnel Officer is the Line Officer in question, the Captain will conduct the hearing
  - iii. The Line Officer must be notified in writing by the Personnel Officer that s/he is being recommended for demotion/termination. This notification must explain in detail why s/he is being recommended for demotion/termination. A copy of this notification must be placed in the personnel file of the Line Officer.
    1. If the Personnel Officer is the Line Officer in question, the Captain will send the notification
  - iv. If the Line Officer is demoted to the rank of EMT s/he will be eligible for promotion after completion of all the requirements for promotion as listed in the Promotional Competencies Packet.
  - v. The Line Officer can appeal his/her demotion/termination to the BOD:
    1. By appealing to the BOD, the Line Officer authorizes the release of all of his/her non-medical personnel files to the BOD for review.
    2. The Line Officer will be permitted to make a verbal or written appeal to the BOD
    3. The BOD must vote by a 2/3 majority to reinstate the Line Officer
    4. The decision of the BOD will be final



## HOPKINS EMERGENCY RESPONSE ORGANIZATION CONSTITUTION

Last Review: February, 2018

### **E. Alumni Members**

1. An alumni is defined as: A member of HERO who has graduated and is past their possible full length (4 years) of time as an undergraduate.
  - i. Members who graduate early are not deemed alumni until they reach their 4 years as expected to graduate.
  - ii. Members who remain as undergraduates past 4 years are not considered alumni until they graduate.
2. Alumni members have the following additional regulations:
  - i. They may retain active status by taking 5 shifts per semester and completing 2 ConEds per semester.
  - ii. They may not have permanent shifts and can only cover shifts, take overnights, or cover standby shifts.
  - iii. They will retain the rank they left the unit with and may not be promoted
  - iv. They retain all other rights and responsibilities of an active member and are held to same regulations as outlined in this document, including inactivity status.
  - v. They may attend but cannot not vote at Field Training Officer or Line Officer meetings, nor do they count towards the total number of each for these meetings.
  - vi. Members who wish to retain their status on the unit past graduation, must contact the Personnel Officer in writing prior to the end of their last semester prior to becoming an alumni.

### **Article VI: Meetings**

#### **A. Meetings of the BOD**

- a. Will be called by any BOD member.
- b. Quorum will consist of at least 2/3 of the voting officers.
- c. Voting in BOD meetings will be by show of hand, unless any BOD member requests a secret ballot. The secret ballot will be tabulated by the Secretary and verified by the Treasurer.

#### **B. General Body Meetings**

- a. Will be called by the Secretary or Captain for the purpose of scheduling, elections, and other necessary activities.
- b. Will be held if the Secretary is presented with a signed petition of at least one quarter of the membership plus one requesting a General Body Meeting
- c. Quorum will be defined as 2/3 of the active members
- d. A majority of the members of the BOD must be present and may count towards quorum
- e. Will carry out Organization business including all Organization voting.
  - i. Organization voting will occur by show of hands except in cases where any active member requests a secret ballot



HOPKINS EMERGENCY RESPONSE ORGANIZATION  
CONSTITUTION

Last Review: February, 2018

- ii. A secret ballot will be used in all officer elections
- iii. Secret ballots will be tabulated by the Secretary and verified by the Treasurer
- f. A General Body Meeting will be held in November or December to elect new officers
  - i. Only active members can make motions
  - ii. If any of the previous conditions are not met, then no decision made during the meeting will be considered valid
- g. All other meetings that are not deemed General Body Meeting will be deemed as Unit Meetings
  - i. Voting is not permitted at meetings that are not General Body Meetings

**Article VII: Protocol**

**A. The BOD**

- a. Has the power to make decisions concerning any facet of the HERO, except medical decisions
- b. Should meet to discuss and vote upon any major changes or initiatives. Any decision of the BOD may be overturned by a  $\frac{3}{4}$  vote of quorum of a General Body Meeting
- c. In the event of resignation of any of the officers, the BOD will immediately designate the responsibilities of the former officer to another one of the members of the BOD until special elections can be held, but no longer than six weeks after receipt of resignation

**B. Election Procedures**

- a. Elections shall be held during a General Body Meeting
- b. The membership shall receive written notification of the time, place, and date of a regular election or special elections at least two weeks prior to the event.
- c. An outgoing officer, preferably the Personnel Officer, shall be chosen and agreed upon to run the meeting. That person will inform the membership of how each position is chosen and what the responsibilities are for each position.
- d. In order to be elected and/or vote, a member must be present at the elections meeting.
- e. Officers shall be elected in this order: Captain, Personnel Officer, Equipment Officer, Recruitment and Retention Officer, Training Officer, Secretary, Treasurer, and Member at Large.
- f. Officers must be elected by a simple majority. In the event that the election results are such that no candidate receives a simple majority, the two candidates with the most votes will participate in a run-off election.
- g. The outgoing Captain will affect the change of command by sending a memo to the Officer of Student Activities, the Dean of Students, the Student Health &



HOPKINS EMERGENCY RESPONSE ORGANIZATION  
CONSTITUTION

Last Review: February, 2018

Wellness Center, the Homewood Security Department, and other administrative departments deemed as appropriate.

**Article VIII: Disciplinary Action**

**A. The BOD**

- a. Shall retain the right to bring disciplinary action against any member upon holding a hearing

**B. Disciplinary charges**

- a. Insubordination: disobeying the order of a higher ranking member on a medical scene
- b. Away Without Leave (AWOL): missing as assigned shift or General Body or Unit Meeting. The member is responsible for his/her shift unless s/he has a copy of correspondence dates before the day of the shift from a member agreeing to cover the shift or from the Personnel Officer stating that the shift is covered.
- c. Stealing: acquiring HERO property for personal use without permission from the Equipment Officer
- d. Malpractice: practicing medicine in bad faith or at a level inconsistent with Maryland Protocols
- e. Misconduct: inappropriate behavior towards any person deemed as detrimental to the image of the HERO.
- f. Any (other) violation of the Constitution or the Standard Operating Guidelines of HERU.

**C. Punishment available to the BOD**

- a. Suspension from Duty: The member shall be suspended from duty on HERU for a time period deemed appropriate by the BOD but lasting no longer than one semester.
- b. Assignment of Additional Shifts: The member shall complete a set number of additional shifts within 8 weeks of the assignment.
- c. Demotion in Rank: The member shall be demoted to a rank deemed appropriate by the BOD.
- d. A Reprimand and/or Public Apology: The member shall receive a letter of reprimand from the Personnel Officer and/or submit a public apology to the affected party/parties.
- e. Permanent Withdrawal of Rank, Privilege, and Membership: The member shall be stripped of all aspects of membership from the HERO and its affiliates.
- f. A written letter of the reason for and the nature of the punishment shall be placed in the member's personnel files. Egregious actions can and will be brought to the attention of the Medical Director, Hopkins Security, and/or the Dean of Student Life.



HOPKINS EMERGENCY RESPONSE ORGANIZATION  
CONSTITUTION

Last Review: February, 2018

**D. Disciplinary Hearings**

- a. A charge against any member will be brought to the BOD by an officer. While a member may not bring a charge themselves, an officer is bound to forward the charge of any member.
- b. The Captain and Personnel Officer may suspend any member of HERO for the above charges up to one week during which a BOD meeting will occur to discuss formal charges .
- c. A BOD meeting will discuss the charges in a closed meeting
- d. If the BOD renders a decision of guilty, that member shall be punished as the BOD sees fit. Upon the decision of not guilty, the hearing process ends.

**E. Appeals**

- a. The member may appeal to a General Body Meeting. If such an appeal is requested, the BOD must schedule a meeting of the Unit within two weeks.
- b. The General Body Meeting shall be presided over by the Secretary. The Personnel Officer shall act as prosecutor and present the charges against the member. S/he will also explain the BOD's decision.
- c. The member is guaranteed the right to defend his/herself and/or choose another member to speak on his/her behalf.
- d. A vote by secret ballot shall be taken.
- e. The member and the BOD shall obey a 3/4 vote of quorum against the BOD decision of a general Unit meeting.

**Article IX: Amendments and Bylaws**

- A. The Constitution may be amended upon approval from the Dean of Students and a  $\frac{3}{4}$  vote of quorum of a General Body Meeting.
- B. The Standard Operating Guidelines of the Unit and the Bylaws of the Instructional Staff shall be considered an addendum to this Constitution. They may be amended upon approval of the BOD.
- C. Additional bylaws may be created for the clarification of the position responsibilities, appropriate procedure, disciplinary action, or to define procedure for other necessary activities. They may be created and ratified upon approval of the BOD and a  $\frac{2}{3}$  vote of quorum at a General Body Meeting.