

## BYLAWS

Of Southern Connecticut Mensa

### ARTICLE I: NAME

A. The name of this organization is Southern Connecticut Mensa, also referred to as SC Mensa.

B. SC Mensa is a local group of American Mensa Ltd. (herein referred to as AML) and is subject to the Mensa constitution and bylaws of AML, the resolutions adopted by the American Mensa Committee and the bylaws of SC Mensa.

### ARTICLE II: MEMBERSHIP

A. Membership in SC Mensa is open to all members in good standing of American Mensa who reside in the area assigned by AML.

B. Mensa Members in good standing who are not also members of SC Mensa are welcome to participate in the social activities of SC Mensa but may not vote, hold office, or participate in its business activities unless they be the National Ombudsman or his surrogate, members of the American Mensa Committee in discharge of their responsibilities; or at the invitation of the SC Mensa Board of Directors.

### ARTICLE IV: OFFICERS

A. The elected officers of SC Mensa shall be: a President; a Vice-President; a Secretary; a Treasurer; a General Representative.

The electoral term shall be two years. All elected and appointed officers shall be current members in good standing of AML and SC Mensa. All elected officers shall be elected at large in even-numbered years. A person appointed to fill the unexpired term of an elected officer shall be considered to be an elected officer.

B. The elected officers shall constitute the governing body of SC Mensa. This governing body shall be known as the Board of Directors, also referred to as the Board.

C. The appointed officers of SC Mensa (non-voting) shall be the Editor and any officers proposed by the President and approved by the Board, including committee heads.

### ARTICLE IV: OFFICER DUTIES

A. The duties of the President are:

1. To administer the business of SC Mensa in accord with the SC Mensa bylaws and the actions of the Board.
2. To preside at meetings of the Board and Business Meetings of the Membership.
3. To appoint appointive officers subject to the approval of the Board, and to delegate appropriate duties to them. (EXCEPTION: Officers working under another officer shall be appointed by that officer, such as members of the newsletter staff under the Editor.)
4. To supply to any SCM member, for non-commercial use, legible copies of the most recent SCM membership list, at cost, within 10 days of receipt of a written request.
5. To apply to AML for discretionary funds to facilitate the goals and efforts of the group.
6. To inform promptly, in writing, the national office of AML of any changes in elected or appointed officers as appropriate.

B. The duties of the Vice-President are:

1. To preside in the absence of the President, and to succeed to that office if that office becomes vacant.
2. To assist the President as that officer may request.
3. To participate in the deliberations and actions of the board.

C. The duties of the Secretary are:

1. To prepare and furnish copies of the minutes of Board and General Business Meetings to all Board members and to any member of SC Mensa who requests them. Original Minutes shall be in the form of a hardbound book containing all voted actions, the date they take effect and the names of those officers supporting and opposing the action.
2. To report all official actions of the Board along with a summary of meeting minutes to the membership through the newsletter.
3. To respond or correspond with other groups or individuals as requested by the Board or President.

4. To maintain and update the group's bylaws including revisions as required by AML actions and to make these documents available for members' review.

5. To participate in the deliberations and actions of the Board.

D. The duties of the Treasurer are:

1. To act as custodian of SC Mensa funds.
2. To deposit these funds in such banking institutions as the Board directs, in the name of SC Mensa.
3. To be responsible for the financial records.
4. To render to the Board a financial report when requested by it and to publish a financial report, which shall contain schedules of income, expenses, and balances for all funds under control of the group including RG, scholarship and other special funds, in the SC Mensa Newsletter at least every six months.
5. To act in accordance with such financial policies and procedures as may be established by the AMC and as directed by the Board.

6. To participate in the deliberations and actions of the Board.

E. The duties of the General Representative are:

1. To act as requested by the Board or President.
2. To participate in the deliberations and actions of the Board.

F. The duties of the editor are:

1. To produce or assume the responsibility for producing the SC Mensa newsletter in accord with the SC Mensa bylaws, editorial policy established by the Board, and other actions of the Board.
2. To print in full the reports of all officers except as may be otherwise decided by the Board.

G. The duties of all officers elected and appointed include turning all files, office equipment, and materials pertaining to their officers to their successors or to the President within four weeks of leaving office.

## ARTICLE V: BOARD OF DIRECTORS (BOARD)

A. The Board shall be the governing body of SC Mensa and shall decide all matters of allocation of funds, policy, grievances and disputes. All officers are bound by the decisions and instructions of the Board.

B. All elected officers are required to attend the regularly scheduled Board meetings. Any officer who fails to attend three consecutive meetings or fails to attend 60% of the meetings in a 12-month period shall be considered to have resigned, unless the absences are excused by a unanimous decision of the Board. A so resigned individual may not be immediately reappointed to the Board.

C. Regular Board meetings shall be held at least once each quarter. The time and place of regular meetings shall be announced in the SC Mensa newsletter. Meetings shall be open to all members of SC Mensa. Any member of SC Mensa may place an item on the agenda of the Board meeting.

D. A special meeting of the Board (not scheduled in the newsletter) may be called by any Board member, for the sole purpose of attending to business which, because of its nature cannot be put off to the next scheduled meeting. The President or Vice-President is responsible for informing all Board members at least 72 hours in advance by direct conversation (not by answering machine) or by certified mail. The special meeting shall include only the business for which the meeting is called and shall be fully reported in the newsletter.

E. A quorum of the Board shall consist of a majority of the voting members.

F. No general proxies are allowed. Proxies given in writing on a specific issue for a given meeting are allowed. Proxies are not counted towards obtaining a quorum.

G. Any vacancy on the Board shall be filled by the Board. When the resignation or removal of a Board member would result in a fourth elected position being filled by an appointed individual and there are more than eleven full months remaining in the term of office,

the appointed individual shall serve only until a special election is held to fill that position for the balance of the term. In so far as possible, the format and rules of the special election shall follow those for a regular election.

H. Appointed officers may be removed only by the Board. The appointed officers' term of office is the same as the Board.

## ARTICLE VI: MEETINGS

A. A Business meeting of the Membership may be called by the President, the Board, or by a petition of at least 15 members. The time and place shall be determined by the Board, but it shall be prompt and reasonable. The time and place shall be published in the SC Mensa newsletter. At least one meeting shall be held annually. A meeting may also be called to:

1. Start the process for amending the bylaws (see article X).
2. Start the process for recalling an elected officer (see article IX).
3. Change any Board policy.

B. A Business Meeting called by petition shall include only the business for which the meeting is being called.

C. The members at a Business Meeting for which notice has been duly given constitute a quorum. Signed and dated proxies on a specific issue shall be accepted at a Business Meeting. Proxy forms on the issue to be decided shall be published in the newsletter for mailing to the Ombudsman. Proxies shall be counted in Public, when the vote is taken at the meeting.

## ARTICLE VII: OMBUDSMAN

A. There shall be an Ombudsman for SC Mensa, who shall be appointed by the Board, and who shall serve a term of six years from the date of appointment. The Ombudsman shall have been deemed to resign if he/she is no longer a member in good standing of SC Mensa or he/she runs for office or is appointed to any SC Mensa office.

B. The Ombudsman will not be considered an elected officer, but will receive all material circulated to officers and shall have access to all materials pertaining to the operation or activities of

SC Mensa.

C. The Ombudsman shall have all normal avenues of communication open to him/her including the newsletter. The Editor shall deem any communication from the Ombudsman marked "for publication" as of the highest priority, including material relating to a recall petition.

D. The Ombudsman may express opinions, settle disputes, render justice and promote the welfare of SC Mensa. The Ombudsman may act as an arbitrator or arrange for another person to do so either at the Ombudsman's own volition or at the request of one or more of the parties. The Ombudsman's or other arbitrator's decision may be appealed to the AMC or American Mensa Ombudsman, unless the parties agree in advance that the decision will be binding.

## ARTICLE VIII: ELECTIONS

A. No later than April 1 of even-numbered years, the Board will appoint an Election Committee of at least three members. Neither SC Mensa officers or candidates may be on the Election Committee. The Election Committee shall supervise the conduct of the election.

B. The Election Committee shall publish in the June issue of the Newsletter:

1. The qualifications and requirements for candidates.
2. The rules and deadlines for nominations.
3. The rules for the election process.
4. A listing of all available aids for candidates from SC Mensa and AML, including resources such as membership lists and mailing labels.
5. That the ballots will be mailed to the membership on or before 1 September and instructions on obtaining replacement ballots in the event that the original ballots are not received by 10 September.

6. After publication of the June newsletter, no election rules or definitions may be changed during the election without instructions or justification from AML or the Ombudsman.

C. A member in good standing of Sc Mensa may run for elective office upon submission of a statement of intent signed by the candidate. Such statement must be received by the Election Committee before the published deadline. If only one person is nominated for any office, that person is elected.

(Alternate proposal to be added if approved by membership vote:) Any candidate must be resident within the geographic limits of the group, and elected officer shall be considered to have resigned upon moving their residence out of the geographic limits of the group.

D. A candidate may run for only one office.

E. The ballot shall be included in the September issue of the newsletter and contain all necessary instructions to the voter, including:

1. Names and cities of residence of all candidates.
2. The address to which they must be mailed, and the place and time where they may be returned in person.
3. Any instructions for sealing required by the Election Committee.
4. Ballots may not contain any voting suggestions, marks, logos, or identifying symbols relating to any candidate.

Mailed ballots must be received by the third Sunday in October and counted in public by the Election Committee on the next day.

F. Each voter will cast one vote for each contested position except an Australian preferential ballot shall be used where there are more than two candidates for an office. A majority of the votes shall constitute election. A coin flip shall be held in case of a tie. Those elected shall take office on the first day of November.

G. If there is no candidate for an office, the new board shall name someone to fill the office for the term.

H. Challenges to the election shall be made in writing by December 15th. Copies shall be presented to the Board, the Ombudsman, and the Regional Vice-Chairman.

#### ARTICLE IX: RECALL

A. Any elective officer or the Ombudsman may be removed from office by vote of the membership by letter ballot. The letter ballot shall be ordered by a Membership Meeting. The Membership Meeting shall be requested by a petition signed by at least 15 members of SC Mensa in good standing. The petition shall contain a description of the events, actions, or charges of misfeasance, malfeasance, or nonfeasance justifying recall.

B. A separate petition must be presented for each officer to be recalled.

C. Upon receipt of the recall petition, the Board shall notify the membership in the next issue of the newsletter of the charges and the time and location of the Business Meeting at which the charges and defense may be presented. A good-faith effort shall be made to find a date agreeable to the petitioners, the charged officer, and the Ombudsman.

D. At least one representative of the petitioners must be present at the Business Meeting.

E. A summary of the Business Meeting prepared by the Sc Ombudsman, the National Ombudsman or his/her representative shall be published in the newsletter and each party involved shall have the opportunity to publish an additional statement.

F. An Election Committee of three members acceptable to all parties shall be appointed by the Ombudsman or the National Ombudsman. The ballot shall be published in the same issue as the summary of the Business Meeting. Ballots shall be counted in public on a date selected by the Election Committee.

G. A recalled member may not be appointed to be an officer for the remainder of the current term.

#### ARTICLE X: AMENDMENTS TO THE BYLAWS

A. A motion to amend the bylaws may be made by any member in good standing, in writing, to the board.

B. Notice of the amendment shall be included with the announcement of a Business Meeting in the SC Mensa newsletter. Upon the favorable vote of a majority of those present and voting at the Business Meeting, the amendment

shall be submitted to the American Mensa Committee for approval and then submitted to the membership for a referendum.

C. The referendum ballot shall be included in the next issue of the SC Mensa newsletter. Insofar as possible, the procedure for a referendum shall be the same as for an election. At least 90 days shall be provided between the first publication of the amendment and the end of the election period. The amendment shall be enacted upon the favorable vote of a majority of those voting.

#### ARTICLE XI: MENSА NAME AND LOGO

A. AML has granted a royalty-free nonexclusive license to SC Mensa for the use of the mark "Mensa" and a logo, consisting of a globe over a stylized "M" within a border, in connection with the services and purposes of SC Mensa. AML retains full ownership of the mark and logo and all statutory and common law rights in the mark and logo.

#### ARTICLE XII: TEMPORARY BOARD

A. Should the group be without a viable Board because of resignations or recalls, the Regional Vice-Chairman shall be requested to appoint a Temporary Board and Election Committee if required. The temporary officers shall finish the term and handle all group business.