

BYLAWS OF CHARLOTTE/BLUE RIDGE MENSA

Second revision, of October 12, 2018, per Bylaws Committee feedback.

ARTICLE I. NAME AND PURPOSE

1. The name of this organization shall be Charlotte/Blue Ridge Mensa.
2. Charlotte/Blue Ridge Mensa is a Local Group of American Mensa, Ltd., and is subject to the Constitution of Mensa, the Bylaws of American Mensa, Ltd., and the resolutions adopted by the American Mensa Committee. American Mensa, Ltd. is herein abbreviated as "AML" and the American Mensa Committee as "AMC".

ARTICLE II. MEMBERSHIP

1. Membership of Charlotte/Blue Ridge Mensa shall be open to all members of AML in good standing in the geographic areas assigned to Charlotte/Blue Ridge Mensa by the AMC, or as otherwise assigned by AML.
2. Mensa members in good standing, including those who are not also members of Charlotte/Blue Ridge Mensa, are welcome to participate in the social activities of the local group at the discretion of the host or hostess. The National Ombudsman, his surrogate, the Regional Ombudsman, and members of the AMC shall be permitted to participate in the business affairs of the local group in the discharge of their official duties.
3. Charlotte/Blue Ridge Mensa shall observe the preferences of members for data suppression and publication, as filed with AML, when publishing a local group roster or membership directory/register.

ARTICLE III. OFFICERS & DUTIES

1. The governing body of Charlotte/Blue Ridge Mensa shall be an Executive Committee (ExComm), which conducts the business of the local group. The ExComm consists of the following voting members: five elected officer positions (LocSec, Deputy LocSec, Scrivener, Treasurer, and Member At Large) plus three appointed officer positions (Program Chair, Membership Chair, and Publications Officer), plus the Outgoing LocSec if not already serving on the Executive Committee. The Outgoing LocSec shall be considered an elected member with full voting rights for one (1) full term after their service. The LocSec may use the alternate title President, and the Deputy LocSec may use the alternate title Vice President, when those titles are more convenient.
2. Five officers will be elected biennially in even numbered years, as described in Article V, and at the first meeting after taking office those five will elect from among themselves a LocSec, Deputy LocSec, Scrivener, Treasurer, and Member at Large. Members will then be appointed to serve as Program Chair, Membership Chair, and Publications Officer.

The elected members are permitted but not required to take one of those offices. Voting is per member rather than per office; a member holding more than one office still casts only one vote.

3. All local group officers, whether elected or appointed, must be current members in good standing of AML; **an officer is defined as any person whose position is specified in the local group bylaws or who is appointed by the governing body, or a member thereof, to a position with a title and specific responsibilities.** All voting members of the ExComm must also be current members in good standing of Charlotte/Blue Ridge Mensa. The conflict of interest rules stated in the Bylaws of American Mensa for the AMC shall also be applicable to the local group and **the members of the ExComm.**

4. The LocSec shall be the chief executive officer of Charlotte/Blue Ridge Mensa and the liaison with other local groups. He or she shall preside at ExComm meetings and shall be the chief point of contact between AML and the local group. The LocSec shall endeavor to pass information to and from the local group in a timely fashion, and shall notify AML **through the National Office** and the Regional Vice Chairman (RVC) for the local group of the results of any changes in the officers of the group during the term, within two weeks of the change.

5. The Deputy LocSec shall assist the LocSec, preside over meetings in the absence of the LocSec, and immediately and automatically succeed to the office of LocSec if that office becomes vacant. The Deputy LocSec may head special committees and/or perform tasks assigned by the LocSec or by the ExComm such as chairing committees, organizing events, and other support functions as necessary.

6. The Scrivener shall be responsible for the taking of minutes at ExComm meetings, distributing the minutes to the ExComm members for approval, and transmitting the minutes to the Editor so that they can be printed in the first possible newsletter. In addition, the Scrivener shall compile a list of Actions Still in Effect (ASIEs) and keep the list updated. Further, the Scrivener shall handle official correspondence at the LocSec's request. If a Policies and Procedures manual is in place, the Scrivener shall ensure that it is updated as needed.

7. The Treasurer shall be responsible for financial matters of Charlotte/Blue Ridge Mensa, including the finances of the newsletter, and shall submit to the ExComm a semi-annual financial report that shall also be published in the newsletter. The financial report shall contain schedules of income, expenses, and balances for all funds under the control of the local group, including Regional Gathering, scholarship, and other special funds. The Treasurer shall ensure that the local group complies with all federal financial reporting requirements. The Treasurer shall also maintain a listing of all equipment owned by the local group. The Treasurer shall, if necessary, assist the Editor in the preparation and submission of any postal forms that might be required. At least once a calendar quarter the Treasurer shall submit to the LocSec or his or her designee, statements from banks and any other institutions where the group's money is deposited, or shall cause a statement to be sent directly to the LocSec or his or her designee (who must also be a voting member of the ExComm.) All accounts must be separate accounts in the name of the local group, and shall have more than one signatory so that funds can be accessed in the temporary

absence of the Treasurer, **who shall be one of the signatories.**

8. The Member at Large shall perform such duties as are assigned by the ExComm.

9. The Program Chair shall be responsible for arranging for local group activities, and shall coordinate with and advise the officers and the Editor of these activities.

10. The Membership Chair shall be responsible for member retention efforts, including welcoming new members, notifying them of available communications channels, and inviting them to appropriate events.

11. **The ExComm shall publish at least once a calendar quarter a printed newsletter that shall be the official publication of Charlotte/Blue Ridge Mensa.** The Publications Officer shall be responsible for the newsletter, and shall, with the consent of the ExComm, appoint the Editor. The Publications Officer may also serve as the Editor. If an electronic version of the newsletter is created, the local group shall observe the preferences of members regarding how their newsletters are to be delivered (electronically or printed), as filed with AML. The ExComm may, at its discretion, send printed copies of the newsletter in addition to the electronic version to members who would otherwise get only the electronic version.

12. The Editor shall edit the newsletter. The Editor shall, at a minimum, publish notices of meetings and programs, required ballots, results of ExComm meetings and elections, amendments to the bylaws and related discussions and ballots, the semiannual financial reports, and shall prepare and publish Post Office forms as required. The outgoing Editor must turn over all files, materials, and equipment in good order to the incoming Editor no later than 15 days after the outgoing Editor leaves office.

13. **The ExComm shall appoint one or more ombudsmen to pursue local resolution of disputes and perform such other duties as may be required of all local group ombudsmen by AML. The National Ombudsman, the Regional Ombudsman, and the local ombudsman** may submit material to the editor of the local group's official publication marked "for publication" that relates to his or her official duties, and that anything so marked shall be given the highest practicable priority for publication.

14. Appointed positions of the local group may include, but are not limited to, Area Coordinators for outlying groups of members and coordinators for other activities as deemed necessary.

15. The terms of office of elected officers shall be two years from June 1st to May 31st, or until installation of a properly qualified successor, except in the case of resignation, succession to higher office as provided in Article III, section 5, or removal from office as provided in Article III, **sections 17 and 18.**

16. The term of office for all appointed officers and positions expires at the end of the term of office of the current elected officers. Appointed officers, positions, and

committees, including the position of committee chair, are appointed by the LocSec (or, in the case of the Editor, the Publications Officer) with the approval of the ExComm, and may be removed from office by majority vote of the ExComm unless otherwise stated herein.

17. Elected members of the ExComm may be removed from office for cause by vote of not less than 2/3 of all other members of the ExComm or by recall election. A recall election may be called by a petition citing the reason for such action, signed by at least 10% of the membership of the local group as listed on the most recent membership roster provided by AML, and presented at a regular or special meeting of the ExComm. Recall elections shall be conducted by a Special Election Committee named by the ExComm, following the election procedures in Article V. The names of the Special Election Committee members, the petition citing the reason for the election, and ballots shall be published in the newsletter within sixty days of the presentation of the petition.

18. Any voting member of the ExComm may be removed from office for three consecutive unexcused absences at ExComm meetings, by a majority vote of the remaining members. A majority of the remaining members may excuse an absence.

19. The ExComm shall select a replacement for any ExComm member, other than the LocSec, who resigns, or is removed, or is recalled, or moves up to the position of LocSec in accordance with Article III, section 5, or creates a vacancy in any other way. A replacement for an elected officer is considered to be an elected officer whose term of office ends with the next regular election.

20. All elected and appointed officers shall turn over all files; equipment; computer applications, along with associated user IDs and passwords; and materials pertaining to their offices to either their successor(s), to the current LocSec, or to another member of the ExComm no later than four weeks after leaving office unless otherwise stated herein.

21. An annual financial review shall be conducted each year at approximately twelve-month intervals. The ExComm shall appoint someone to conduct the review who was not involved in the issuing or collecting of money during the period being reviewed. The review shall include viewing statements from banks and any other institutions where the group's money was held during the period being reviewed.

ARTICLE IV. MEETINGS AND ACTIVITIES

1. Regular meetings or activities may be held at such times as may be appropriate; however, a regularly scheduled meeting of the ExComm and a membership activity must be held at least once a calendar quarter. Notice of meetings and activities shall be published in the newsletter or otherwise sent to each member and the RVC. A simple majority of the ExComm constitutes a quorum to transact business.

2. Special ExComm meetings may be called at any time by the LocSec or by a majority

of the ExComm, and shall be called upon receipt by any member of the ExComm of a petition made in writing signed by at least 10% of the membership of the local group as listed on the most recent membership roster provided by AML. The date, time, place, and purpose of the special meeting shall be announced in the newsletter (or by direct mail to each member and the RVC) if practicable, and shall be reported in the newsletter afterward. No business other than that indicated in the notice calling the meeting may be acted on.

3. Any one or more members of the ExComm may participate in a meeting of the ExComm by means of telephone, on-line conference, or similar communications equipment allowing all persons participating in the meeting to communicate with each other at the same time; participation by such means constitutes presence in person at the meeting.

ARTICLE V. ELECTIONS

1. The ExComm shall appoint an Election Committee of three members who shall be responsible for calling for and receiving nominations from the membership; taking appropriate measures to have one or more candidates nominated for each elected seat on the ExComm; conducting the election; receiving and counting the ballots; and certifying the results. The Election Committee shall determine, and cause to be published in the newsletter, any needed ballot and those election rules and regulations not covered by these bylaws. In so doing, the Election Committee shall strive to maintain the anonymity of voters. If a voter does not follow the rules for submitting ballots in such a way as to compromise confidentiality, but the ballot is otherwise acceptable, the ballot shall be accepted and the voter should be deemed to have waived confidentiality. These actions shall be taken as scheduled in Article V Section 8.

2. No member of the Election Committee may be a voting member of the ExComm or a candidate in the upcoming election.

3. Any member in good standing of Charlotte/Blue Ridge Mensa may submit a nomination to the Election Committee. Members may nominate themselves, and all nominations submitted by members must be seconded by at least one other member. Both the nominee and seconding member must be current members in good standing of Charlotte/Blue Ridge Mensa. The Election Committee may second a nomination, but is not required to do so.

4. In the event that only one candidate is identified for each elected ExComm position, those candidates shall be declared elected without balloting. Results of such an election shall be published in the newsletter as scheduled in Article V Section 8.

5. Ballots shall contain the names of all nominated candidates, whether nominated by the Election Committee or by the membership. Write in votes shall not be allowed. Ballots shall be printed in the newsletter, including in the electronic version of the newsletter if

such is available, or mailed by post or electronically to all members of the local group, as scheduled in Article V Section 8. Ballots must be returned to the Election Committee chair as scheduled in Article V Section 8 to be valid. Ballots received after that date shall not be counted. Ballots may be returned by mail, electronically if such option is available, or in person, but all members must be allowed to participate by postal mail at all stages of the election process if they so choose.

6. The Election Committee shall meet in public as scheduled in Article V Section 8 to count the ballots. Those five members ranking highest in the count shall be considered elected. Votes that are tied shall be determined by the Election Committee chair by a flip of a coin. The Election Committee chair shall certify the results of the election to the LocSec and shall have the election results published in the next possible issue of the newsletter.

7. Any challenges to the election must be made in writing to the Election Committee chair and as scheduled in Article V Section 8. Any actions by the ExComm while a challenge is pending are not affected by the outcome of any such challenge.

8. Election deadlines.

a. Charlotte Blue Ridge Mensa local elections shall be conducted ~~in 2018, and~~ biennially in even numbered years in or after 2020.

b. The Election Committee shall be appointed no later than the submissions deadline for the February newsletter.

c. The names of the Election Committee, and a call for nominations from the membership, shall be published in the February newsletter.

d. Nominations from the membership must be received by the Election Committee no later than February 29 in leap years, and February 28 in other years.

e. The Election Committee may submit additional nominations no later than the submissions deadline for the April newsletter.

f. All valid nominations shall be listed in the April issue of the newsletter.

g. When candidates are elected without balloting, those results shall be published in the April issue of the newsletter.

h. Ballots, if issued, shall be published in the April issue of the newsletter, or by a separate mailing posted no later than April 1.

i. Ballots must be received by the Election Committee no later than April 30 to be valid.

j. If ballots are issued, the Election Committee shall meet to count returned Ballots no later than May 7.

k. If ballots are issued, final election results shall be published in the June issue of the newsletter.

l. Any challenges to the election must be received no later than June 15th.

m. Any challenges to the election must be ruled on by the Election Committee by June 30.

n. The term of the Election Committee expires on June 30.

ARTICLE VI. AMENDMENTS

Amendments to these bylaws may be proposed by the ExComm or by a written petition signed by twenty (20) current members of the local group and received by any member of the ExComm. Such proposals shall be submitted first to the AMC for its approval to ballot.

After approval to ballot has been received, **the amendment election shall be conducted by a Special Election Committee named by the ExComm**, following the election procedures in Article V. The proposed amendment(s) shall be published in the next issue of the newsletter. A mail ballot shall appear in the issue of the newsletter that follows publication of the proposal and shall be sent to every member of the local group. The balloting deadline shall be no less than 90 days following the first publication of the proposed amendment(s) in the newsletter. To become effective, an amendment to these bylaws shall require an affirmative vote of 51% of those casting valid ballots, as well as final approval of the AMC and filing of revised bylaws with the Bylaws Committee. The Bylaws Committee will tell the local group the effective date of the bylaws as amended.

ARTICLE VII. MENSA LOGO & NAME

American Mensa, Ltd. (AML) has granted a royalty free, **nonexclusive** license to Charlotte/Blue Ridge 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 non-commercial uses of Charlotte/Blue Ridge Mensa. AML retains full ownership of the mark and logo and all statutory and common law rights in the mark and logo.

ARTICLE VIII. AUTHORITIES

1. The Minimum Standard Bylaws for Local Groups of AML are implicitly included in these bylaws. The minimum requirements are enforceable even if they are not explicitly contained in these bylaws. If there is a conflict between these bylaws and the Minimum Standards, the Minimum Standards take precedence.
2. The rules contained in Robert's Rules of Order, Newly Revised, latest edition, shall govern the local group in all cases to which they are applicable and not inconsistent with these bylaws.