

# **BYLAWS OF GREATER PHOENIX MENSA**

Effective as of: October 7, 2011

## **ARTICLE I. NAME AND PURPOSE**

1. The name of this organization shall be Greater Phoenix Mensa.
2. Greater Phoenix 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 Greater Phoenix Mensa shall be open to all members of AML in good standing in the geographic areas assigned to Greater Phoenix Mensa by the AMC, or as otherwise assigned by AML. All Greater Phoenix Mensa members in good standing are welcome to attend and observe the Executive Committee meetings of Greater Phoenix Mensa. Member attendance and participation in the social activities of the local group are at the discretion of the host or hostess.
2. Mensa members in good standing who are not also members of Greater Phoenix 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, and members of the American Mensa Committee shall be permitted to participate in the business affairs of the local group in the discharge of their official duties.
3. Greater Phoenix 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 Greater Phoenix Mensa shall be an Executive Committee consisting of the Local Secretary, Assistant Local Secretary, Treasurer, and Recording Secretary, plus three members elected at-large. Additionally, the editor of the local group newsletter and the Parliamentarian shall also be voting members of the board. If two or more members are appointed as co-editors of the newsletter, they shall have only one vote on the Executive Committee. All voting officers, whether elected or appointed, must be current members in good standing of AML and of the local group. The Executive Committee will conduct the business of Greater Phoenix Mensa.
2. The Local Secretary shall be the chief executive officer and the liaison with other local groups and with AML. He or she shall be charged with being the chief point of contact between AML and the Executive Committee. By agreeing to be Local Secretary, the Local Secretary agrees to pass along information to and from the group in a timely fashion. The Local Secretary shall notify AML and the RVC for the local group within two weeks of any changes in the officers of the group during the term. The Local Secretary may use the title “President” when dealing with

non-Mensans, as appropriate.

3. The Assistant Local Secretary shall assist the Local Secretary, preside over meetings in the absence of the Local Secretary, and immediately and automatically succeed to the office of Local Secretary if that office becomes vacant. The Assistant Local Secretary may use the title “Vice President” when dealing with non-Mensans, as appropriate.
4. The Treasurer shall be responsible for financial matters of the local group, including the finances of the local group newsletter, and shall submit to the Executive Committee two financial reports per year that shall also be published in the local group newsletter at six-month intervals. The financial reports shall contain schedules of income, expenses and balances for all funds under the control of the local group, including RG, scholarship and other special funds. The Treasurer shall also maintain a listing of all equipment owned by the local group. The Treasurer shall, if needed, assist the Editor in the preparation and submission of any postal forms that might be required. The Treasurer shall submit to the Local Secretary at least quarterly, the statements from banks and any other institutions where the group’s money is deposited or cause a statement to be sent directly to the Local Secretary or his or her designee (who must also be a voting member of the Executive Committee). All accounts must be separate accounts in the name of the group, and shall have more than one signatory so that funds can be accessed in the temporary absence of the Treasurer. The Treasurer shall be responsible for financial reports that AML may require for compliance with Federal requirements.
5. The Recording Secretary shall keep minutes of all business meetings of Greater Phoenix Mensa and the Executive Committee, and shall maintain and conduct appropriate correspondence. The Recording Secretary shall compile and maintain a list of all continuing actions and policies of the Executive Committee and present to the Executive Committee for review and approval all Actions Still In Effect from the outgoing board no later than the first board meeting of the incoming board.
6. The duties of the members elected at-large shall be to attend all business meetings of Greater Phoenix Mensa and the Executive Committee, and such other duties as may be assigned from time to time by the Executive Committee.
7. The Parliamentarian shall be responsible for seeing that proper parliamentary procedure is followed. The office of Parliamentarian shall be filled by the immediate Past Local Secretary. If that person is unable, or unwilling to serve as Parliamentarian, then the Past-Past Local Secretary shall become Parliamentarian. If neither the immediate Past Local Secretary nor the Past-Past Local Secretary are able and willing to serve as Parliamentarian, then the Local Secretary shall appoint a Parliamentarian, with approval by a majority vote of the Executive Committee, as the second order of business (immediately after the installation of the new elected officers) at the first meeting of the newly elected Executive Committee. For the purposes of term limits and removal from office, the Parliamentarian shall be considered to be an elected member of the Executive Committee.
8. The Local Secretary shall appoint an Editor, with approval by a majority vote of the Executive Committee, as the third order of business (immediately after the selection of the Parliamentarian) at the first meeting of the newly elected Executive Committee. The Editor shall edit the local group’s newsletter. The Editor shall prepare, with the assistance of the

Treasurer (if needed), Post Office forms if required. The Editor may be removed by a majority vote of the Executive Committee or upon petition signed by one-third of the members of the local group based on the most recent membership roster received from AML. The outgoing Editor must turn over all files, equipment, and materials owned by Greater Phoenix Mensa in good order to the incoming Editor no later than 15 days after the outgoing Editor leaves office.

9. The Local Secretary shall appoint an ombudsman, with approval by a majority vote of the Executive Committee, as the fourth order of business (immediately after the selection of the Editor) at the first meeting of the newly elected Executive Committee. The ombudsman shall serve as mediator for disputes within the local group and shall be an arbitrator available to serve as a representative to a Regional Hearings Committee. The ombudsman may not be a member of the Executive Committee. The ombudsman shall also perform such duties as may be required of all local group ombudsmen by AML.
10. Other non-voting 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. An officer is defined as any person given a title with specific responsibilities. All non-voting officers must be current members in good standing of AML.
11. The terms of office of elected officers shall be one year from July 1st to June 30th, or until installation of a properly qualified successor, except in the case of resignation, or removal from office as provided in Articles III (13)(14) or (15). No elected officer or Member at Large may be elected to hold the same office for more than two terms consecutively.
12. 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 are appointed by the Local Secretary with approval by a majority vote of the Executive Committee and may be removed from office by majority vote of the Executive Committee unless otherwise stated herein.
13. Any elected member of the Executive Committee may be removed from office for cause by unanimous vote of all other voting members of the Executive Committee or by recall election. A recall election may be called by a petition citing the reason for such action, and signed by 10% of the membership of the local group as listed on the most recent membership roster provided by AML. The balloting provisions of a regular election shall apply except that a recall election must be held within 60 days of presentation of a properly qualified petition at either a regular or special meeting of the Executive Committee, and the dates set forth in Article VI shall be adjusted appropriately.
14. Any voting officer may be removed from office for three consecutive unexcused absences at business meetings, by a majority vote of the remaining members. Excusal authority is also by a majority vote of the remaining members.
15. The Executive Committee shall select a replacement for any Executive Committee member (except for the Local Secretary) who resigns, or who is removed or recalled or moves up to the position of Local Secretary in accordance with Article III (3). A replacement for an elected officer is considered to be an elected officer whose term of office ends with the next regular election.

16. All elected and appointed officers shall turn over all files, equipment and materials pertaining to their offices to either their successor(s), to the current Local Secretary, or to another member of the Executive Committee no later than four weeks after leaving office unless otherwise stated herein.
17. An annual financial review will be conducted each year, at approximately twelve month intervals, and may be timed so as to ease compliance with the reports required by AML for Federal requirements. The Executive Committee shall appoint someone to conduct the review who was not involved in the issuing or collecting of money during the previous year. The review shall include viewing actual statements from banks and any other institutions where the group's money is deposited.
18. The conflict of interest rules stated in the Bylaws of American Mensa for the AMC shall also be applicable to Greater Phoenix Mensa and the members of the Executive Committee.

## **ARTICLE IV. PUBLICATIONS**

1. There shall be an official newsletter for Greater Phoenix Mensa, published not less than once a quarter. The Executive Committee shall be the publisher of the newsletter. The Editor shall edit the newsletter, per Article III (8).
2. The newsletter shall include, at a minimum, notices of meetings and programs, required ballots, results of business meetings and elections, amendments to the bylaws and related discussions and ballots, the twice yearly financial reports, and Post Office forms (if required). The Greater Phoenix Mensa ombudsman, or the National Ombudsman or his surrogate, may submit matter to the Editor marked "for publication" and anything so submitted and so marked shall be given the highest practicable priority for publication.
3. If an electronic version of the newsletter is created, the printed version shall nevertheless be the version sent to members unless they request otherwise.

## **ARTICLE V. MEETINGS**

1. Regular meetings or activities may be held at such times as may be appropriate; however a regularly scheduled meeting of the Executive Committee, and a membership activity, must be held at least once a month. Notice of meetings and activities shall be published in the newsletter, or otherwise sent to each member and to the RVC.
2. Special meetings of the Executive Committee may be called at any time by the Local Secretary or by the Executive Committee, and shall be called upon receipt of a petition signed by 10% of the membership of the local group, using the most recent membership roster provided by AML as a measure of membership count. The date, time, place and purpose of the special meeting shall be announced or reported in the local group newsletter (or by direct mail), including to the RVC. No other business than that indicated in the notice calling the special meeting may be acted on.
3. All Executive Committee meetings of Greater Phoenix Mensa shall be held within the geographical limits of the group as assigned by the AMC.
4. Any Executive Committee member, or the National Ombudsman or his surrogate or AMC

members in discharge of their official duties, may attend the Executive Committee meetings via telephone or other electronic means, provided that there is provision for all attendees to hear each other. In order to demonstrate this, if one or more people are attending remotely, one such person shall call the roll for the meeting. Such attendance shall be considered the same as attending in person.

5. A simple majority of all voting members of the Executive Committee constitutes a quorum to transact business.

## **ARTICLE VI. ELECTIONS**

1. No member of the Nominating Committee or Election Committee may be a voting member of the Executive Committee or a candidate in the upcoming election. The Nominating and Election Committees may comprise the same members.
2. No later than March 1st of each year, the Executive Committee shall appoint a Nominating Committee consisting of three members, one of whom shall be designated as Chairman, which shall, no later than the deadline for the May issue of the local group newsletter, nominate one or more candidates for each opening on the Executive Committee. Any current member of the local group in good standing may declare his or her candidacy in writing to the Chairman of the Nominating Committee by such deadline. The membership of the local group shall be notified of these nominations in the May issue of the local group newsletter or by mail posted no later than May 1st.
3. No later than the March Executive Committee meeting each year, the Executive Committee shall appoint an Election Committee of three members, one of whom shall be designated as Chairman, who shall be responsible for conducting the election, receiving and counting the ballots, and certifying the results. The Election Committee shall determine, and cause to be published, those election rules and regulations not covered by these bylaws. 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 will be deemed to have waived confidentiality. The Election Committee's term of office shall end on July 31.
4. The Election Committee may propose a method of accepting ballots electronically which both maintains anonymity and provides for verification that the ballot came from a member in good standing (and is not a duplicate ballot) to the Executive Committee at the April meeting. If the Executive Committee approves it, such a method may be used. Even if electronic balloting is approved, individual members may choose to vote by postal mail.
5. No later than May 5th additional nominations may be made by petition signed by ten (10) members of the local group and delivered to the Chairman of the Nominating Committee.
6. Write-in candidates are not allowed.
7. Any candidate for office who is unopposed as of the closing of petitions shall be declared elected. If there are no contested offices, balloting need not take place.

8. Ballots shall be printed in the June issue of the local group newsletter or mailed to all members of the local group, but in either case posted no later than June 1st. The ballots must be returned to the Chairman of the Election Committee and received no later than June 15th. Ballots received after that date shall not be counted. A plurality of valid votes cast for each office shall constitute election. In keeping with Arizona tradition, votes which are tied shall be determined by the Chairman of the Election Committee by the card game of "Show Low"<sup>i</sup>. The Chairman of the Election Committee will certify the results of the election to the Local Secretary and shall have the election results published in the next possible issue of the local group newsletter.
9. Any challenges to the election must be made in writing to the Chairman of the Election Committee and received by July 15. Any such challenges must be ruled on by July 31. Any actions by the Executive Committee while a challenge is pending are not affected by the outcome of any such challenge.
10. The outgoing Local Secretary shall notify AML and the RVC for the local group of the results of the election within two weeks of the election.

## **ARTICLE VII. AMENDMENTS**

1. Amendments to these bylaws may be proposed by the Executive Committee or by a petition signed by twenty (20) members of the local group and received by any member of the Executive Committee. Such proposals shall be submitted first to the AMC for its approval to ballot. After approval to ballot has been received, they shall be published in the next practicable issue of the local group newsletter. A mail ballot shall appear in the issue of the local group newsletter that follows publication of the proposal and shall be sent to every member of the local group. Balloting deadline shall be no less than 90 days following the first publication of the proposed amendment(s) in the local group newsletter. To become effective, an amendment to these bylaws shall require an affirmative vote of the majority of those casting valid ballots, as well as final approval of the American Mensa Committee, 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 VIII. MENSA LOGO & NAME**

1. American Mensa, Ltd. (AML) has granted a royalty free, nonexclusive license to Greater Phoenix 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 Greater Phoenix Mensa. AML retains full ownership of the mark and logo and all statutory and common law rights in the mark and logo.

## **ARTICLE IX. 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.
3. Rules of Order for the Executive Committee and for those matters concerning the local group which are not specified in these Bylaws may be adopted by the Executive Committee.

- i The card game of Show Low consists of shuffling a standard deck of 52 playing cards. The deck is then cut by, or on behalf of, each player. Neither the top card nor the bottom card in the shuffled deck may be used by any player. The player “showing” the lowest card wins. Aces are considered “high”, and the suit order, in descending order, is spades, hearts, diamonds, and clubs.