

# BYLAWS OF MINNESOTA MENSA (EFFECTIVE AUG. 16, 2013)

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## ARTICLE I. NAME AND AFFILIATION

**Section 1.** The name of this organization is Minnesota Mensa.

**Section 2.** Minnesota Mensa is a local group of American Mensa, Ltd., and is subject to the Constitution of Mensa, the Bylaws of American Mensa, Ltd., resolutions adopted by the American Mensa Committee, and these bylaws. American Mensa, Ltd., is herein abbreviated as AML and the American Mensa Committee as AMC.

## ARTICLE II. MEMBERSHIP

**Section 1.** Membership in Minnesota Mensa is open to all members of AML in good standing in the geographic areas assigned to Minnesota Mensa by the AMC or as otherwise assigned by AML.

**Section 2.** Mensa members in good standing, including those who are not also members of Minnesota Mensa, are welcome to participate in the social activities of Minnesota Mensa at the discretion of the host or hostess. The national ombudsman, his or her surrogate, and members of the AMC shall be permitted to participate in the business affairs of Minnesota Mensa in the discharge of their duties or at the invitation of the board.

**Section 3.** There are no local dues for Minnesota Mensa. However, contributions may be collected to defray expenses for voluntary activities.

**Section 4.** Minnesota 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.

**Section 5.** Minnesota Mensa shall publish and distribute to its members a monthly newsletter, paid for as part of their national dues. The Minnesota Mensa Board of Directors is its publisher. If an electronic version is also created, Minnesota Mensa shall observe the preferences of members regarding how their newsletters are to be delivered (electronically or printed), as filed with AML. The board 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.

**Section 6.** At least one membership activity shall be held each quarter.

## ARTICLE III. BOARD, OFFICERS, COMMITTEES, AND DUTIES

**Section 1.** The governing body of Minnesota Mensa is a Board of Directors (board), which comprises the following elected officers: local secretary, first vice-secretary, second vice-secretary, recording secretary, treasurer, communications officer, and past local secretary.

**Section 2.** An officer is defined as any person who is given a title with specific responsibilities.

**Section 3.** Elected and appointed officers of Minnesota Mensa and candidates for such offices must be members in good standing of Minnesota Mensa and failure to maintain this status shall constitute resignation from office or withdrawal from candidacy. The conflict-of-interest rules stated in the Bylaws of American Mensa, regarding the AMC, shall also be applicable to Minnesota Mensa and its Board of Directors.

**Section 4.** The board:

- a. conducts the business of Minnesota Mensa;
- b. holds regular meetings of the board;
- c. determines the date and place of the annual meeting of the general membership (annual member meeting);
- d. shall appoint, by majority vote, nonvoting officers to perform the following specific functions:
  - i. an ombudsman, who shall not be a member of the board, to pursue resolution of disputes within Minnesota Mensa and to perform such other duties as may be required of all local group ombudsmen by American Mensa, and
  - ii. an arbitrator to pursue resolution of disputes in other groups.
  - iii. The ombudsman and arbitrator may be the same person.
- e. may appoint, by majority vote, nonvoting officers and committees to perform specific functions such as:
  - i. a Webmaster to maintain and update the Minnesota Mensa Web site,
  - ii. a newsletter editor to prepare and publish any U.S. Postal Service forms if required and edit the newsletter,
  - iii. a testing coordinator,
  - iv. area coordinators, and
  - v. a Nominating Committee and an Elections Committee;
- f. shall ensure that a financial audit is conducted annually in April, by an individual who is not involved in the financial management of Minnesota Mensa and who has not been responsible for the issuance or collection of any funds during the prior year, and which audit shall include viewing statements from banks and any other institutions where monies were held during the review period.

**Section 5.** The local secretary:

- a. acts as president and chief executive officer of Minnesota Mensa;
- b. administers the business of Minnesota Mensa;
- c. presides at Minnesota Mensa board meetings and the annual member meeting;
- d. serves as the primary contact between AML and Minnesota Mensa and passes along relevant information to the board and other Minnesota members as appropriate;
- e. advises the board of all communications with AML; and
- f. reports all changes in the board's composition, whether by election or by interim appointment, to AML and to the regional vice-chairman within two weeks of the election or appointment.

**Section 6.** The first vice-secretary:

- a. assists the local secretary;
- b. presides at meetings in the absence of the local secretary;
- c. makes arrangements for the annual member meeting; and,
- d. if the office of local secretary becomes vacant, immediately and automatically becomes local secretary until a new local secretary is elected.

**Section 7.** The second vice-secretary coordinates all special-interest groups within Minnesota Mensa.

**Section 8.** The recording secretary:

- a. takes minutes and records votes, including electronic and phone votes, of regular and special board meetings and the annual member meeting;
- b. takes minutes and records votes of all other board actions and meetings held outside of regularly scheduled meetings, including electronic or phone votes; and
- c. submits minutes, including votes, in a timely fashion to the editor for publication in the newsletter.

**Section 9.** The treasurer:

- a. is responsible for the financial matters of Minnesota Mensa, including the finances of the newsletter;
- b. serves as custodian of Minnesota Mensa funds;
- c. maintains financial records;
- d. disburses funds with the approval of the board;
- e. ensures that all accounts are separate accounts in the name of Minnesota Mensa;
- f. ensures that each account has more than one signatory so that funds can be accessed in the temporary absence of the treasurer;
- g. at least quarterly provides to, or causes to be sent directly to, the local secretary or other designated board member, statements from banks or other repositories of Minnesota Mensa's funds;
- h. provides to the board semiannual financial reports for Minnesota Mensa that shall also be published in the newsletter, which financial reports shall contain schedules of income, expenses, and balances for all funds under the control of Minnesota Mensa, including Regional Gathering, scholarship, and other special funds;
- i. shall ensure that Minnesota Mensa complies with all federal financial reporting requirements; and
- j. maintains a list, including location, of property and equipment owned by Minnesota Mensa.

**Section 10.** The communications officer:

- a. is responsible for the Minnesota Mensa Web site and the printed newsletter and coordinates with the Webmaster and the editor;
- b. is responsible for the publication of ballots, nominations and elections business and results, notices and results of official meetings, amendments to bylaws and related discussions and ballots, semiannual financial reports, member publications such as directories or handbooks, and the official business of the board;
- c. shall give the highest practicable priority to the publication of matter marked "for publication" and submitted by the national or local ombudsman;
- d. is responsible for the preparation, submission, and publication of any U.S. Postal Service forms if required; and
- e. may be appointed by the board to the editor and Webmaster positions.

**Section 11.** The past local secretary provides advice and counsel to the board and shall be available for assignments by the local secretary. Only the immediate past local secretary may serve in the position of past local secretary, which is considered an elective position.

**Section 12.** Delegation of duties does not absolve a board member of his or her responsibilities.

**Section 13.** A vacancy in the office of local secretary is immediately and automatically filled by the first vice-secretary moving up to local secretary. For other board vacancies, the remaining board members shall appoint someone to fill the office for the remainder of the term.

**Section 14.** Terms of office:

- a. Board members: Except in the case of resignation, death, or other removal from office, elected officers serve for approximately two years or until their successors are elected, and their term of office begins upon adjournment of the annual member meeting in even-numbered years. A replacement for a board member is considered to be an elected officer whose term ends with the next regular election.
- b. Nonvoting: Unless specified elsewhere, the terms of appointed officers or committees may not exceed the term of office of the board appointing them, except for those officers such as ombudsmen or committees such as the Regional Gathering committee when their functions extend past the end of the current term of office. At the first practicable board meeting after a new board takes office, the new board must vote on each individual and committee appointment. The board may also vote at any time to end an appointment or disband a committee.

**Section 15.** All officers, elected or appointed, shall turn over all files, equipment, and materials pertaining to their offices to either their successors or to another board member no later than four weeks after leaving office. Failure to do so may be cause for action by Mensa.

**Section 16.** Forfeiture of or removal from office:

- a. Failure of an officer or committee member to maintain membership in Mensa and Minnesota Mensa during a term of office constitutes forfeiture of office.
- b. A board member's absence from any three board meetings during any twelve-month period, when not excused by vote of the board, constitutes forfeiture of office.
- c. Board members may be removed from office for cause by unanimous vote of all other voting members of the board.
- d. Board members may be removed from office for cause by recall election. A recall election may be called by a petition, which cites the reason for such action, is signed by at least ten percent of the membership of Minnesota Mensa as listed on the most recent membership roster provided by AML, and which is then filed with the regional vice-chairman. The balloting provisions of a regular election shall apply except that a recall election must be held within sixty days of presentation of a properly qualified petition at an official meeting, and the dates set forth in Article V shall be adjusted appropriately.

**Section 17.** Three categories of local-group officers are appointed by AML though nominated locally following the recommendation of the local secretary or regional vice-chairman:

- a. proctors, who can only be removed by the national supervisory psychologist, but may be transferred to inactive status on request of Minnesota Mensa;
- b. Service in Guidance and Hospitality to Travelers (SIGHT) coordinator(s), appointed by the national SIGHT coordinator and, unless otherwise notified by Minnesota Mensa, the national coordinator assumes that the local SIGHT coordinator continues in office regardless of the expiration of the term of the Minnesota Mensa board, though the position is considered a local-group function and follows the procedures for term expiration, membership lapse, and removal as with any other local-group officer; and

- c. gifted youth coordinator(s) (GYC), appointed by the national Gifted Youth Program coordinator and, unless otherwise notified by Minnesota Mensa, national assumes the local GYC continues in office regardless of the expiration of the term of the Minnesota Mensa board, though the position is considered a local-group function and follows the procedures for term expiration, membership lapse, and removal as with any other local-group officer.

#### ARTICLE IV. MEETINGS

##### **Section 1.** Official meetings:

- a. Official meetings are defined as regular board meetings, special board meetings, and the annual member meeting.
- b. Notice of meetings of the board shall be published in the newsletter or otherwise communicated to each member of Minnesota Mensa and to the regional vice-chairman if practicable.
- c. Votes and business conducted shall be recorded and published in a timely manner in the newsletter or otherwise communicated to members.

##### **Section 2.** Regular board meetings:

- a. The board shall convene on the Monday before the first Friday of each month unless the board orders otherwise, but in any event must convene at least once per quarter.
- b. A majority of all board members constitutes a quorum to transact business.
- c. Whenever a question arises that requires board action and cannot wait until a regular or special meeting, board members may vote by written ballot distributed by mail or other means, by telephone, or by electronic means, provided that all board members consent to having such a vote conducted by such stated means. The action shall be announced at the next board meeting and shall be reported in the minutes of that meeting.
- d. Board members may participate in board meetings electronically provided that the identity of the person participating can be verified and the participation is in real time and at no expense to Minnesota Mensa. The communications equipment used must allow 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.

##### **Section 3.** Special board meetings:

- a. Special meetings of the board may be called by the local secretary, any three directors, or by a petition requiring signatures of at least five percent of Minnesota Mensa membership as listed on the most recent membership roster provided by AML.
- b. At least five days' written notice shall be provided, and shall include the date, time, place, and purpose of the special meeting.
- c. No business other than that indicated in the notice calling the meeting may be acted on.

**Section 4.** Annual member meeting: In April of each year, the board shall convene the annual member meeting. Reports of the prior year's activities shall be presented by board members, appointed officers, and committee chairs. Additional topics may be discussed, but no business may be voted on.

**Section 5.** All meetings of the board shall be held within the geographical limits of the local group as assigned by the AMC.

#### ARTICLE V. BOARD ELECTIONS PROCESS

**Section 1.** Officers of the board are elected by a plurality of votes received during the election cycle, which ends in April of even-numbered years.

**Section 2.** No later than August 5 of odd-numbered years or a date agreed to by the newsletter editor, the board shall submit to the editor a notice for publication in the September newsletter that:

- a. announces the upcoming election cycle;
- b. provides an overview of major dates;
- c. indicates that more detail is provided in the Bylaws of Minnesota Mensa;
- d. invites members interested in serving on the Nominating Committee to contact a board member by September 20;
- e. invites members interested in serving on the Election Committee to contact a board member by January 15; and
- f. notifies potential candidates that brief written statements of intent will need to be submitted to the Nominating Committee, whose composition will be announced in the November newsletter.

**Section 3.** Committee members and candidates must be members of Minnesota Mensa. No member of a Nominating Committee or Election Committee may be a board member or a candidate in the upcoming election. Members of the Nominating Committee cannot serve on the Election Committee and vice versa.

**Section 4.** The Nominating and Election Committees and the board shall coordinate their efforts to ensure notices are published to meet bylaws timeframes and newsletter deadlines.

**Section 5.** After September 20 but no later than October 3 of odd-numbered years, the board appoints a nominating committee of at least three members, which shall:

- a. be responsible for the board nomination process;
- b. present a report of its activities to the board at each board meeting until the committee's term expires; and
- c. have a term that expires when the final ballot is prepared and submitted for publication and distribution to members.

**Section 6.** No later than October 5 of odd-numbered years or a date agreed to by the newsletter editor, the Nominating Committee shall provide a notice to the editor for publication in the November newsletter that:

- a. announces who is on the Nominating Committee;
- b. notifies members about the upcoming election process and timeframes; and
- c. invites potential candidates to submit to the Nominating Committee, no later than December 30, a brief written statement of intent to run for one specific office.

**Section 7.** No later than December 5 of odd-numbered years, the Nominating Committee provides a notice to the editor for publication in the January newsletter that:

- a. announces that nominations are closed (though write-in candidates will be permitted on the March ballot);
- b. notifies candidates who filed by the deadline that they can submit written candidate statements to the Nominating Committee no later than January 20 of even-numbered years for publication in the March newsletter; and
- c. reminds members interested in serving on the Election Committee to contact a board member by January 15.

**Section 8.** After January 15 but no later than February 3 of even-numbered years, the board shall appoint an Election Committee of at least three members, which shall:

- a. receive and count the ballots;
- b. certify the results;
- c. present a report of its activities to the board at each board meeting until the committee's term expires; and
- d. have a term that expires on April 15 of the current election cycle.

**Section 9.** After January 15 but no later than February 5 of even-numbered years, the Nominating Committee:

- a. compiles all candidate statements, reviews them only for accuracy, and submits them to the editor for publication in the March newsletter; and
- b. shall cause ballots to be prepared for distribution in the March newsletter, in a separate mailing, or by electronic means, sent by March 1 to all members of Minnesota Mensa for whom membership records are currently available. Ballots shall be sent by the means specified by members, as filed with AML, regarding delivery of their newsletters (electronically or printed). Members shall have the option to submit their ballots by either electronic means or postal mail regardless of how their ballots were received. Write-in candidates shall be allowed. Ballots shall be prepared in a manner that preserves the anonymity of voters during the counting process.
- c. Additional candidates may be nominated by petition signed by twenty members of Minnesota Mensa. Such petitions must be submitted to the Nominating Committee for action no later than December 30. Petitions must specify the office to which the candidate wishes to be nominated.

**Section 10.** Electronic ballots must be submitted, or paper ballots mailed and postmarked, to the Election Committee no later than March 13 of even-numbered years. The Election Committee shall maintain the ballots in a locked ballot box, which shall not be opened until the ballots are counted. Only the official ballots shall be counted.

**Section 11.** No later than March 22 of even-numbered years, the Election Committee shall tabulate the ballots and certify the results of the election, which shall then be communicated to the candidates, the current board, and the editor. A plurality of valid votes cast for each office shall constitute election. Votes that are tied shall be determined by the chair of the Election Committee by a flip of a coin in the presence of the candidates involved or their representatives. The Election Committee shall make every effort to preserve the anonymity of voters. Mensa members other than the Election Committee may observe the counting process, but shall not handle the ballots or interfere with the anonymity of ballots or the counting process.

**Section 12.** Any challenges to the election must be made in writing to the chair of the Election Committee and received by March 25 of even-numbered years. The Election Committee must rule on any challenges by March 31. Any actions by the board while a challenge is pending are not affected by the outcome of any such challenge.

**Section 13.** The editor shall publish the election results in the May newsletter of even-numbered years and note that the new officers took office after the adjournment of the annual member meeting in April.

**Section 14.** The outgoing local secretary shall notify AML and the regional vice-chairman for Minnesota Mensa of the election results within two weeks of receiving the election results from the Election Committee.

#### ARTICLE VI. USE OF MENSA MARK AND LOGO

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

#### ARTICLE VII. PARLIAMENTARY AUTHORITY

**Section 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.

**Section 2.** The rules contained in the latest edition of *Robert's Rules of Order Newly Revised* shall govern Minnesota Mensa in all cases to which they are applicable and not inconsistent with these bylaws.

**Section 3.** Rules of order for the board and for those matters concerning Minnesota Mensa that are not specified in these bylaws may be adopted by the board.

#### ARTICLE VIII. AMENDMENT OF BYLAWS

**Section 1.** Bylaws amendments may be proposed by:

- a. the board by way of an appointed Minnesota Mensa Bylaws Committee or
- b. petition of at least five percent of the current membership of Minnesota Mensa.

**Section 2.** Proposed amendments:

- a. must be submitted to and approved for balloting by the AMC Bylaws Committee before balloting by Minnesota Mensa membership, and
- b. after review and approval by the AMC for balloting, shall be sent as a ballot inserted into or as part of the Minnesota Mensa newsletter, in a separate mailing, or by electronic means to all members of Minnesota Mensa for whom membership records are available at the date of distribution of the ballots. Ballots shall be sent by the means specified by members, as filed with AML, regarding delivery of their newsletters (electronically or printed). Members shall have the option to submit their ballots by either electronic means or postal mail regardless of how their ballots were received. Ballots shall be sent to members a minimum of 90 days before the date by which ballots must be received for counting.

**Section 3.** Electronic ballots shall be submitted or paper ballots mailed and postmarked by the designated date to the Board of Directors or its designee for tabulation and results. A two-thirds majority of valid votes cast is required for passage. Every effort shall be made to preserve the anonymity of voters.

**Section 4.** Ballot results are to be reported in a board meeting and notice given to membership via the newsletter.

**Section 5.** After approval by the Minnesota Mensa membership, the amended bylaws shall be filed with the AMC Bylaws Committee, which gives final approval and then advises Minnesota Mensa of the effective date of the bylaws as amended.