

Bylaws of North Alabama Mensa – Approved July 28, 2013

ARTICLE I. NAME AND PURPOSE

1. The name of this organization shall be North Alabama Mensa.
2. North Alabama 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 North Alabama Mensa shall be open to all members of AML in good standing in the geographic areas assigned to North Alabama Mensa by the AMC, or as otherwise assigned by AML.
2. Mensa members in good standing, including those who are not also members of North Alabama 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. North Alabama 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 North Alabama Mensa shall be an Executive Committee (ExCom) which conducts the business of the local group. The ExCom consists of four elected voting officers (Local Secretary (LocSec), Membership Chair, Treasurer, and Recording Secretary), plus two appointed voting officers (Program Chair and Editor). The ExCom may appoint non-voting officers from time to time as necessary. 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 ExCom.

Elected ExCom Officers

2. The LocSec shall be the chief executive officer of North Alabama Mensa 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 local group. By agreeing to be LocSec, the LocSec agrees to pass along information to and from the group in a timely fashion, and shall notify AML 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. The LocSec shall be an ex-officio member of all committees.
3. The Membership Chair shall be responsible for publicity, public relations, and recruitment programs. The Membership Chair will preside over meetings in the absence of the LocSec and immediately and automatically succeed to the office of LocSec if that office becomes vacant.

4. The Treasurer shall be responsible for financial matters of North Alabama Mensa, including the finances of the newsletter, and shall submit to the ExCom 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 may assist the Circulation Manager (see section 8 of this Article for definition of Circulation Manager) in the preparation and submission of any postal forms that might be required. At least quarterly, 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 enable the LocSec or designee to retrieve the required statements from the institution online. The LocSec's designee must also be a voting member of the ExCom. 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.

5. The Recording Secretary shall be responsible for keeping minutes of the regular and special meetings of the ExCom.

Appointed ExCom Officers

6. 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.

7. The ExCom shall publish a printed newsletter at least quarterly. 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 ExCom 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. The ExCom shall appoint the Editor. The Editor shall edit the local group newsletter. The Editor shall publish notices of meetings and programs, required ballots, results of business meetings and elections, amendments to the bylaws and related discussion and ballots, and the semi-annual financial reports. The Editor may be removed by the ExCom or upon petition signed by one-third of the current members of the local group, based on the most recent membership list obtained from AML. The outgoing Editor must turn over all files in good order to the incoming Editor no later than 15 days after the outgoing Editor leaves office.

Appointed Non-Voting Positions

8. The ExCom shall appoint the Circulation Manager. The Circulation Manager shall prepare and publish Post Office forms as required. The Circulation Manager shall see that the newsletter gets mailed in a timely manner. The Editor may serve as the Circulation Manager.

9. The ExCom shall appoint an ombudsman, who 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 shall also perform such duties as may be required of all local group ombudsmen by American Mensa. The ombudsman,

and the National Ombudsman, may submit matter to the Editor marked “for publication” that relates to his or her official duties; anything so marked shall be given the highest practicable priority for publication in the newsletter.

10. Other appointed non-voting positions of the local group may include, but are not limited to, Area Coordinators for outlying groups of members and coordinators for other activities (such as Testing Coordinator, Webmaster, and Scholarship Coordinator) as deemed necessary. Appointees who may be recommended by the local group but appointed nationally, including but not limited to SIGHT coordinator and Gifted Youth Coordinator, are considered to be local group appointees even though they are actually appointed nationally.

Terms, Removals, Successors and Financial Review

11. The terms of office of elected officers shall be one year from May 1 to April 30 or until installation of a properly qualified successor, except in the case of resignation, or removal from office as provided in Article III (13) or (15).

12. The term of office for all non-voting 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 ExCom, and may be removed from office by majority vote of the ExCom unless otherwise stated herein. An appointee on the ExCom may not vote on a motion to remove himself or herself.

13. Any voting officer may be removed from office for three consecutive unexcused absences at ExCom business meetings, by a majority vote of the remaining members. Excusal authority is also by a majority vote of the remaining members.

14. All officers and appointees shall turn over all files, office equipment and materials pertaining to their offices to either their successor(s), to the current LocSec, or to another member of the ExCom no later than four weeks after leaving office unless otherwise stated herein.

15. Elected members of the ExCom may be removed from office for cause by unanimous vote of all other voting members of the ExCom or by recall election. A recall election may be called by a petition citing the reason for such action, and signed by at least 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 local group, and the dates set forth in Article V shall be adjusted appropriately.

16. The ExCom shall select a replacement for any ExCom member who resigns, or who is removed or recalled or moves up to the position of LocSec 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.

17. All local group officers and appointees must be current members in good standing of AML . Voting members of the ExCom must also be members of North Alabama Mensa. An officer is defined as any person who is given a title with specific responsibilities.

18. An annual financial review will be conducted during May of each year. The ExCom shall appoint someone to conduct the review who was not involved in the issuing or collecting of money during the year under review. The review shall include viewing actual statements from banks and any other institution where the group's money is deposited.

ARTICLE IV. MEETINGS

1. Regular meetings or activities may be held at such times as may be appropriate; however a regularly scheduled meeting of the ExCom, and a membership activity, must be held at least once a quarter. Notice of meetings and activities shall be published in the newsletter, or otherwise sent to each member, the RVC, and the National Office.

2. Special ExCom meetings may be called at any time by the LocSec or by the ExCom, and shall be called upon receipt of a petition signed by at least 10% of the membership of the local group, using the most recent membership roster provided by AML as a measure of membership count.

3. A simple majority of all voting members of the ExCom constitutes a quorum to transact business during any regular or special ExCom meeting.

4. The date, time, place and purpose of the special meeting shall be announced or reported in the local group newsletter (or by direct mail to each member, the RVC, and the National Office). No other business than that indicated in the notice calling the meeting may be acted on.

5. All regular and special meetings of the ExCom shall be held within the geographical limits of the local group as assigned by the AMC.

Electronic Meetings

6. Regular and Special Meetings of the ExCom may be held by electronic means (such as email or other Internet communication systems, telephone conferences, video conferences, facsimile, etc.) but should be held sparingly because many forms of electronic meetings do not easily allow attendance by members of the local group. An electronic meeting may be held subject to the following:

a. All of the ExCom members shall have access to the appropriate electronic meeting media, as verified by their response to a call for any particular meeting. A simple majority of all voting members of the ExCom shall constitute the quorum for the meeting and, once established, shall be assumed present until the meeting is adjourned.

b. The technology used for the electronic meetings shall allow the members full access to and full participation in all meeting transactions throughout the specified time of the meeting.

c. A simple majority of all voting members of the ExCom constitutes a quorum to transact business during any regular or special electronic ExCom meeting.

- d. The Recording Secretary shall preserve written votes for the minutes, and minutes shall be published as soon as practicable, but no later than the next meeting.
- e. Paragraph 5 of this article will not apply to electronic meetings.

ARTICLE V. ELECTIONS

1. No member of the Nominating Committee or the Election Committee may be a voting member of the ExCom or a candidate in the upcoming election. The Nominating and Election Committees may comprise the same members.
2. No later than January 15 of each year, the ExCom shall appoint a Nominating Committee consisting of three members which shall, no later than the deadline for the March issue of the local group newsletter, nominate one or more candidates for each opening on the ExCom. The membership of the local group shall be notified of these nominations in the March issue of the local group newsletter or by mail posted no later than March 1.
3. No later than March 1 the ExCom shall name an Election Committee of three members who shall be responsible for conducting the election, receiving and counting the ballots, and certifying the results. The term of the Election Committee expires on May 31st. The Election Committee shall determine, and cause to be published, those election rules and regulations not covered by these bylaws. In so doing, the Election Committee shall strive to maintain the anonymity of voters.
4. Additional nominations may be made by petition signed by ten (10) members of the local group and delivered to the Chair of the Nominating Committee by the deadline for the April newsletter.
5. Ballots shall be printed in the April issue of the local group 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, but in any case posted no later than April 1. The ballots must be returned to the Chair of the Election Committee and received no later than April 20th. Ballots received after that date shall not be counted. Ballots may be returned by mail or in person. A plurality of valid votes cast for each office shall constitute election. Votes which are tied shall be determined by the Chair of the Election Committee by a flip of a coin. The Chair of the Election Committee will certify the results of the election to the LocSec and shall have the election results published in the next possible issue of the local group newsletter.
6. In the event only one candidate is identified for an elected office as of the closing of petitions, that candidate shall be declared elected without balloting. If balloting is done, write-ins shall be allowed.
7. Any challenges to the election must be made in writing to the Chair of the Election Committee and received by May 15. Any such challenges must be ruled on by May 31. Any actions by the ExCom while a challenge is pending are not affected by the outcome of any such challenge.
8. The outgoing LocSec shall notify AML (through the national office) and the RVC for the local group within two weeks of the results of elections, and of changes in the officers of the local group.

ARTICLE VI. AMENDMENTS

Amendments to these bylaws may be proposed by the ExCom or by a petition signed by twenty (20) members of the local group. Such proposals shall be submitted first to the AMC for its approval to ballot. After approval to ballot has been received, the proposed amendment(s) shall be published in the next 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 a 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 VII. MENSA LOGO & NAME

American Mensa, Ltd. (AML) has granted a royalty free, non-exclusive license to North Alabama 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 North Alabama Mensa. AML retains full ownership of the mark and logo and all statutory and common law rights in the mark and logo.

ARTICLE VIII. PARLIAMENTARY PROCEDURE & RULES OF ORDER

1. 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.
2. Rules of Order for the ExCom and for those matters concerning the local group, which are not specified in these bylaws may be adopted by the ExCom.
3. 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.