

## THE BYLAWS OF DELAWARE MENSA

Showing changes proposed by the Bylaws Committee and approved by the Executive Committee, Spring 1988; changes suggested after review of those changes by David Felt, June 25, 1988; changes required to make these Bylaws conform to the Minimum Standard Bylaws for Local Groups of American Mensa, Ltd.; changes made after a second review by Dave Felt in his letters of August 21, 1989 and September 9, 1989.

Submitted to the Executive Committee, March 4, 1989

Approved by the Executive Committee, April 1, 1989

Submitted for consideration & Approval by the AMC, May 5, 1989

Additional changes approved by the Executive Committee, October 8, 1989

### ARTICLE I – Name and Affiliation

Section A – The name of this organization shall be Delaware Mensa.

Section B – Delaware 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.

### ARTICLE II – Membership

Section A - Membership in Delaware Mensa shall be open to all Mensa Members in good standing in the geographic areas assigned by the American Mensa Committee, or as otherwise assigned by American Mensa, Ltd.

Section B – Mensa members in good standing who are not also members of Delaware Mensa are welcome to participate in the social activities of Delaware Mensa at the invitation of the host, but may not vote or hold office in Delaware Mensa, nor may they participate in its business activities unless they be the National Ombudsman or his surrogate, or are members of the American Mensa Committee in the discharge of their responsibilities, or are invited to participate by the Executive Committee of Delaware Mensa.

### ARTICLE III – Executive Committee

Section A - The Executive Committee shall consist of the Officers of Delaware Mensa; they are as follows:

- 1 – Chairman
- 2 – First Councilor
- 3 – Second Councilor
- 4 – Treasurer
- 5 – Downstate Coordinator

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6 – Recording Secretary

7 – Editor of *DelaMensa*

### Section B - Manner of selection and term of office.

- 1 – All elected and appointed officers shall be current Members in good standing of American Mensa, Ltd., and of Delaware Mensa.
- 2 – Prior to October 1 of each even-numbered year, the Executive Committee shall appoint an Election Committee of three Members, one of whom the Executive Committee shall designate as Election Committee Chairman, and none of whom may be candidates for the forthcoming election, or elected members of the Executive Committee.
- 3 - Prior to November 1 of each even-numbered year, any Member who wishes to be a candidate for one of the first four positions on the Executive Committee shall submit to the Election Committee a certificate of nomination for that office signed by at least three other Members. No Member may sign more than three such certificates. A Member who is a candidate may not sign more than two such certificates.
- 4 – The Election Committee shall prepare ballots with the names of all duly nominated candidates and mail one ballot to each Member of Delaware Mensa either in the November issue of *DelaMensa* or by First Class mail which is sent not later than November 15. Each Member may vote for one candidate for each of the offices of Chairman, First Councilor, Second Councilor and Treasurer.
- 5 – The deadline for the receipt of completed ballots shall be January 1<sup>st</sup>. Only ballots received by this deadline will be considered valid.
- 6 – All properly completed ballots received by the deadline shall be tallied by the Election Committee. For each office, the candidate receiving the highest number of votes shall gain that office. Tie votes shall be resolved by lot. Results of the election will be published in the February *DelaMensa*. Any challenges to the results of the election must be submitted in writing to the chairperson of the Election Committee, and must be received by that chairperson no later than the first day of the month of March following the election. Decisions regarding the merit of the challenges and what, if any, action must be taken, will be made by the members of the Election Committee. If the Election Committee exhausts what it considers to be all reasonable means for amicably resolving the issue(s) which gave rise to the challenge, then the Election Committee has the power to hold a new election for any or all of the offices specifically mentioned in the challenge. Guidelines and timing of the events for any new election shall be the same as those set forth in these Bylaws for the original election, excepting only that the dates shall be changed appropriately. A full report of any challenges (even if the challenges are judged to have no merit) and the procedures decided upon for dealing with those

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challenges must be prepared by the chairperson of the Election Committee to be published no later than in the April issue of *DelaMensa*. In all cases, it is the responsibility of the Election Committee to certify the final results of the election process, and to provide a statement of this certification in the first issue of *DelaMensa* after the certification has been made for which the deadline can reasonably be met. In the event that the results of the election are challenged, the Executive Committee as set by the election results as reported by the Election Committee and published in the February *DelaMensa* shall have full power to function as the official Executive Committee for Delaware Mensa until the challenge has been resolved, and its actions shall not be affected by the results of the challenge(s).

- 7 – Prior to taking Office, the four newly-elected Officers shall meet and appoint a Downstate Coordinator, a Recording Secretary, and an Editor of *DelaMensa*.
- 8 – Except in the case of a replacement for an Officer who has left Office before the end of his term, or the case of a challenged office, the term of office for each Officer shall be two calendar years, commencing on January 1 of each odd-numbered year. Replacement Officers shall assume their duties immediately upon their appointment by the Executive Committee. All terms of office for both elected and appointed officers shall end on December 31 of each even-numbered year.
- 9 – No Officer may hold dual office.
- 10 – As soon as possible after an office has changed hands, the immediate past Officers shall turn over all files, office equipment, materials and anything else pertaining to their office to their successors or to the current Chairman. In no case shall this process take more than 30 days after the appointment or the certification of election of the new Officer.

### Section C – Duties of Officers

- 1 – The Chairman shall be the chief executive officer of Delaware Mensa and shall be responsible for coordinating all Local Group activities. He shall preside at business meetings of the Group whenever possible and shall act as liaison between the Group and the Regional Vice Chairman and the American Mensa Committee.
- 2 – The First Councilor shall preside at business meetings of the Group when the Chairman is not available. He shall serve as Program Officer of the Group and shall act as liaison between Delaware Mensa and other Local Groups. In addition, he shall perform other duties as delegated by the Executive Committee.
- 3 – The Second Councilor shall preside at business meetings of the Group when the Chairman and First Councilor are not available. He shall serve as Membership

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Officer of the Group and shall be responsible for coordinating Special Interest activities within Delaware Mensa. In addition, he shall perform other duties as delegated by the Executive Committee.

- 4 – The Treasurer shall keep a permanent record of the Local Group's funds and financial transactions. He shall report on these matters at meetings and at other times as requested by the Chairman. In order to keep the Membership properly informed, at least twice yearly at approximate six-month intervals, he shall submit a full and current financial report which will be printed in *DelaMensa*. This report shall contain schedules of income, expenses and balances for all funds under the control of Delaware Mensa, including RG, scholarship and other funds.
- 5 – The Downstate Coordinator shall assist with the coordination of events to be held south of the Chesapeake & Delaware Canal, and shall perform other duties as designated by the Executive Committee.
- 6 – The Recording Secretary shall take and keep on file the minutes of all Executive Committee meetings, and after each Executive Committee meeting shall submit a copy of the minutes of that meeting to the Editor of *DelaMensa* to be printed in the next possible issue.
- 7 – The Editor of *DelaMensa* shall be responsible for coordinating the publication and distribution of *DelaMensa*, the monthly newsletter of Delaware Mensa.

### Section D – Vacancy and Replacement

- 1 – If the Chairman leaves Office for any reason, the First Councilor will automatically become Chairman.
- 2 – If the First Councilor leaves Office for any reason, the Second Councilor will automatically become the First Councilor.
- 3 – If the Second Councilor, Treasurer, Downstate Coordinator, Recording Secretary or Editor of *DelaMensa* leaves Office for any reason, the Executive Committee shall have the authority to select a replacement for the remainder of the regular term of Office.

### Section E – Removal of Officers

- 1 – Any three Members in good standing who believe that just cause exists for the recall and replacement of any Officer of Delaware Mensa may submit to the Chairman (to the First Councilor if the Chairman is the accused), in duplicate, a written statement of pertinent allegations. This document shall be dated and shall include the signatures of the three Members making the allegations.

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- 2 – One copy of the document shall be sent to the accused Officer along with notification that a meeting will be called at which he will be permitted to speak against the allegations and to demonstrate why he should not be recalled. The Membership of the Local Group shall be notified of the recall proceedings, in *DelaMensa* or by other appropriate means.
- 3 – At a time not less than seven days nor more than sixty days after the notification of the Membership, the announced meeting shall be held to consider the recall and replacement of the accused. The Executive Committee shall appoint a three-member Recall Committee to conduct this meeting. No accused officer may serve on the Recall Committee. One of the three members of the Recall Committee shall be designated by the Committee to serve as its Presiding Officer. At least two of the three Members in good standing making the allegations must be present at this meeting. All other quorum requirements must be met. All persons who wish to speak on this matter shall be permitted to do so, however, no decisions on the matter may be made at this meeting.
- 4 – At a time not more than seven days following this meeting, the accused Officer may submit in writing to the Presiding Officer a final statement regarding the accusations against him. The accusing Members may also submit a similar joint statement (i.e., they may submit one statement from three of them, not three individual statements). Within not more than thirty days from the deadline for the receipt of these two statements, the Presiding Officer shall see that the two statements and a ballot are mailed to each Member in good standing of Delaware Mensa. This may be done either through *DelaMensa* or through other appropriate means. Prominently printed at the top center of the ballot must be the due date for the ballot, the address at which the ballot must be returned to the Presiding Officer, and any other pertinent instructions regarding the voting. Not less than thirty days nor more than sixty days shall be allotted from the time that these materials are mailed to the Members until the final date for receipt of completed ballots. Within not more than seven days after the stated deadline, the Recall Committee shall meet to count the ballots and to certify the results of the recall election. A two-thirds majority of the ballots received shall be necessary for recall. The Presiding Officer shall not vote. The accused shall not be permitted to preside or vote.
- 5 – If the result of the vote is unfavorable to the accused, the Presiding Officer shall declare him recalled and his position vacant. A report of the Recall Committee announcing and certifying the results of the recall election will be printed in the next possible issue of *DelaMensa*, although the Recall Committee may choose to use other, additional means to notify the Membership more quickly if such action is appropriate. The vacant position shall then be filled according to the procedures set forth in Article III, Section D of these bylaws.
- 6 – Appointed Officers may be removed by a majority vote of the Executive Committee.

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Section F – The Executive Committee may, from time to time,, establish rules and procedures deemed necessary to carry out the activities of the Local Group.

Section G - The Executive Committee may, from time to time, appoint committees and functionaries deemed necessary to carry out the activities of the Local Group. These positions will cease to exist at such time as the task(s) for which they were created are completed; however, these committee members and functionaries may be removed from their positions before that time if necessary by a majority vote of the Executive Committee.

Section H - The Executive Committee may establish a schedule of local dues.

ARTICLE IV – Meetings

Section A – Meetings of the Local Group shall be held at least eight times during each calendar year. These need not be business meetings.

Section B – Notification of the date, time, and place of each meeting shall be included in *DelaMensa*, which shall be mailed at least seven days prior to the scheduled date of the meeting.

Section C – For business meetings, a quorum shall consist of five Members of Delaware Mensa, including the Presiding Officer. However, the Presiding Officer shall not vote on the business of the Local Group except to resolve a tie vote.

Section D – Business meetings shall be conducted in accordance with *Robert's Rules of Order*; however, in the event *Robert's Rules of Order* conflicts on any point with these Bylaws, these Bylaws shall prevail.

Section E – The Executive Committee shall meet as often as necessary to plan and coordinate the activities of the Group.

Section F – Special business meetings may be called by the Local Secretary, or by a majority vote of the Executive Committee, or by a petition signed by at least 10% of the Members in good standing of Delaware Mensa. Upon such a vote by the Executive Committee or the receipt of such a petition from the Membership, the Executive Committee shall schedule a business meeting as quickly as is possible and reasonable, given the nature and severity of the reason for the meeting. The agenda of this meeting shall consist only of consideration of the business for which the meeting was called. The Members of Delaware Mensa shall be notified of a special meeting either through *DelaMensa* or through whatever other means may be more appropriate given the situation at hand.

ARTICLE V – Amendments

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Proposed amendments to these Bylaws may be submitted by the Executive Committee or by petition of at least five percent of the current members in good standing of Delaware Mensa. A proposed amendment must be submitted to the Chairman, who will then schedule it for consideration by the Executive Committee at one of its regularly scheduled meetings. If the amendment is approved by a majority vote of the Executive Committee, it will be forwarded to the American Mensa Committee. If approved by the American Mensa Committee, the Executive Committee will appoint an Election Committee to oversee the polling of the Membership, and the Election Committee will see that the amendment and a ballot are published in the next possible issue of *DelaMensa*. On or with the ballot, the Election Committee shall notify the Membership of the address to which completed ballots should be sent and the deadline for their receipt. This deadline shall be no less than ninety days nor more than one hundred and fifty days after the first day of the month of publication of the issue of *DelaMensa* which contains the proposed amendment. The Election Committee shall count the ballots and report the results to the ExComm as soon as possible after the deadline for receipt of ballots. The amendment shall be adopted if approved by two-thirds of the valid ballots submitted by current Members in good standing of Delaware Mensa. The ExComm shall also submit a report of the balloting to the Editor of *DelaMensa*, and that report shall be published in the first reasonable issue after the deadline for receipt of ballots.

### ARTICLE VI – Adoption

These Bylaws shall take effect when adopted by a two-thirds vote of the Members voting in accordance with the same procedures as stated in Article V for the adoption of amendments. These bylaws and any amendments to them are not effective until approved by both the American Mensa Committee and the Membership of Delaware Mensa.

### ARTICLE VII – Use of Mensa Name and Logo

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