

BYLAWS OF DELAWARE MENSA  
EFFECTIVE JUNE 1, 2013

ARTICLE I. NAME AND PURPOSE

1. The name of this organization shall be Delaware Mensa.
2. 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. American Mensa, Ltd. is herein abbreviated as "AML" and the American Mensa Committee as "AMC".

ARTICLE II. MEMBERSHIP

1. Membership of Delaware Mensa shall be open to all members of AML in good standing in the geographic areas assigned to Delaware Mensa by the AMC, or as otherwise assigned by AML.
2. Mensa members in good standing, including those who are not also members of Delaware 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 or her surrogate, 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. Delaware 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 Delaware Mensa shall be an Executive Committee ("ExComm"), which conducts the business of the local group. The ExComm consists of the following voting members: four elected officer positions (President, Program Officer, Membership Officer and Treasurer), plus up to three appointed officers (Downstate Coordinator, Recording Secretary and Publications Officer). All local group officers, whether elected or appointed, must be current members in good standing of AML; an officer is defined as any person who is given a title with specific responsibilities. All voting members of the ExComm must also be current members in good standing of Delaware 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 ExComm.
2. The President shall be the chief executive officer of Delaware 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 President shall endeavor to pass information to and from the local 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.
3. The Program Officer shall be responsible for arranging for local group activities, and shall coordinate with and advise the officers of these activities. Additionally, the Program Officer shall preside at ExComm meetings when the President is not available, and shall perform such other duties as delegated by the ExComm. The Program Officer shall immediately and automatically succeed to the office of President if that office becomes vacant. Additionally, the Program Officer shall assume the duties of the Membership Officer if that office becomes vacant.
4. The Membership Officer shall be responsible for publicity, public relations, testing, and recruitment and retention programs. Additionally, the Membership Officer shall preside at ExComm meetings when the President and Program Officer are not available, and shall perform such other duties as delegated by the ExComm.
5. The Treasurer shall be responsible for financial matters of Delaware 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 Publications Officer in the preparation and submission of any postal forms that might be required. At least quarterly, the Treasurer shall submit to the President 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 President 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.

6. The Downstate Coordinator shall assist with the coordination of events to be held in Kent and Sussex Counties, and shall perform such other duties as delegated by the ExComm.
7. The Recording Secretary shall be responsible for the taking of minutes at ExComm meetings and shall perform such other duties as delegated by the ExComm.
8. The ExComm 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 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. The Publications Officer shall be responsible for the newsletter. The Publications Officer 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 semi-annual financial reports, and shall prepare and publish Post Office forms if required.
9. The ExComm 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 may not be a member of the ExComm. The Ombudsman, and the National Ombudsman, may submit material to the Publications Officer 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. Appointed positions of the local group may include, but are not limited to, Downstate Coordinator, Recording Secretary, Publications Officer, Webmaster, Ombudsman and coordinators for other activities as deemed necessary.
11. The terms of office of elected officers shall be two years from January 1st of the odd-numbered year to December 31<sup>st</sup> of the even-numbered year, or until installation of a properly qualified successor, except in the case of resignation, succession to higher office, or removal from office.
12. Except as otherwise stated herein, 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 President with the approval of the ExComm, and may be removed from office by majority vote of the ExComm unless otherwise stated herein.
13. Elected members of the ExComm may be removed from office for cause by unanimous vote 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. The balloting provisions of a regular election shall apply, except that a recall election must be held within 60 days of presentation of the petition, and the dates set forth in Article V shall be adjusted appropriately.
14. 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.
15. The ExComm shall select a replacement for any ExComm member, other than the President, who resigns, or is removed, or is recalled, or moves up to the position of President in accordance herein, 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.
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 President, or to another member of the ExComm no later than four weeks after leaving office unless otherwise stated herein.
17. 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 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 all voting members of the ExComm constitutes a quorum to transact business.
2. Special ExComm meetings may be called at any time by the President 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.
4. All meetings of the ExComm shall be held within the geographical limits of the local group as assigned by the AMC.

#### ARTICLE V. ELECTIONS

1. No later than July 1st of each even-numbered year, the ExComm shall appoint a Nominating Committee consisting of at least one member which shall, no later than the deadline for the September issue of the newsletter, nominate one or more candidates for each elected seat on the ExComm. The membership of the local group shall be notified of these nominations in the September issue of the newsletter or by mail posted no later than September 15th.
2. No later than July 1st before the election, the ExComm shall appoint an Election Committee of at least one member 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 January 31<sup>st</sup> following the election. The Election Committee shall determine those election rules and regulations not covered by these bylaws, and shall cause them to be either (a) published in the September issue of the newsletter or (b) mailed by post or electronically to all members of the local group no later than September 1st. 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 shall be deemed to have waived confidentiality.
3. No member of the Nominating Committee or Election Committee may be a voting member of the ExComm or a candidate in the upcoming election. The Nominating and Election Committees may be comprised of the same members.
4. No later than October 1st, additional nominations may be made by petition signed by ten (10) members of the local group and delivered to the Election Committee chair.
5. Ballots shall contain the names of all nominated candidates, whether nominated by the Nominating Committee or by petition, and a space for a write-in candidate for each elected seat on the ExComm. Ballots shall be printed in the November issue of the newsletter, including in the electronic version of the newsletter if such is available, made available on-line or mailed by post or electronically to all members of the local group, but in any case posted no later than November 1st. Ballots must be returned to the Election Committee chair and received no later than November 30th 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. The Election Committee shall meet in public no later than December 7th to count the ballots. A plurality of valid votes cast for each ExComm position shall constitute election. 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 President and shall have the election results published in the next possible issue of the newsletter.

6. Any challenges to the election must be made in writing to the Election Committee chair and received by January 15. Any such challenges must be ruled on by January 31. Any actions by the ExComm while a challenge is pending are not affected by the outcome of any such challenge.

7. The outgoing President shall notify AML and the RVC for the local group of the results of the election within two weeks of the election.

#### ARTICLE VI. AMENDMENTS

Amendments to these bylaws may be proposed by the ExComm or by a written petition signed by twenty (20) 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 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 or made available on-line and shall be sent by post or electronically 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 a majority 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, 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 non-commercial uses of Delaware 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.