

# BOSTON MENSA BYLAWS

Approved 09/04/04

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## 0. ABBREVIATIONS

- 0.1. AML: American Mensa Ltd.
- 0.2. AMC: American Mensa Committee
- 0.3. ExComm: Executive Committee of Boston Mensa
- 0.4. LocSec: Local Secretary of Boston Mensa
- 0.5. AsstLocSec: Assistant Local Secretary of Boston Mensa
- 0.6. RG: Regional Gathering
- 0.7. RecSec: Recording Secretary of Boston Mensa
- 0.8. RVC: Regional Vice Chair
- 0.9. ASIE: Action Still In Effect

## 1. NAME

- 1.1. The name of the group is Boston Mensa. Boston Mensa is a local group of AML, and is subject to the Constitution of Mensa, the Bylaws of AML, the resolutions adopted by the AMC, and these Bylaws of Boston Mensa.

## 2. MEMBERSHIP

- 2.1. Membership in Boston Mensa is open to all members of AML who reside in the geographic area assigned to Boston Mensa by the AMC, or as otherwise assigned by AML.
- 2.2. All members of Boston Mensa (except those who receive the "second member of household" dues discount from AML) shall receive full and complete issues of the Boston Mensa newsletter. (Members who receive the "second member of household" dues discount shall receive a copy of any newsletter issue containing a ballot for elections or special referenda.)
- 2.3. All members of Mensa are welcome to participate in the social activities of Boston Mensa at the discretion of the host.
- 2.4. Non-members who have been invited to join Mensa (as identified by AML) will, for a period of time determined by the ExComm, be sent complimentary issue(s) of the Boston Mensa newsletter and will be welcome at social activities of Boston Mensa, subject to the discretion of the host.
- 2.5. Non-members of Mensa, other than non-members defined in section 2.4, are similarly welcome, provided that (a) the non-member is invited by and accompanied by a member of Boston Mensa, and (b) the host agrees to the attendance of the non-member.
- 2.6. Non-members of Boston Mensa may not participate in Boston Mensa business affairs unless they be the National Ombudsman, his surrogate, members of the AMC in discharge of their responsibilities, or others at the invitation of the ExComm.
- 2.7. Boston 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.

## 3. OFFICERS

- 3.1. An officer is defined as a member of Boston Mensa who is given a title with specific responsibilities.
- 3.2. The following shall apply to all officers of Boston Mensa:

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- 3.2.1. All officers must be current members listed in the most current Boston Mensa Membership List provided by AML.
- 3.2.2. All officers are bound in the performance of their duties by the decisions of the ExComm.
- 3.3. All officers, elected or appointed, shall turn over all files, office equipment and materials pertaining to their offices to their successor(s) or to a member of the ExComm no later than four weeks after leaving office. (Note: Failure to turn over the files, equipment and other materials may be considered an act inimical to Mensa).
- 3.4. An officer may be recalled from office by:
  - 3.4.1. A petition signed by at least 10 members of Boston Mensa listed in the most current Boston Mensa Membership List submitted to an ExComm member to call a special business meeting.
  - 3.4.2. The ExComm (excluding any members being recalled) shall appoint someone to chair the meeting. This person may be any neutral member of AML.
  - 3.4.3. Notice of the date, time, place, purpose of and charges to be made at such a meeting shall be prominently published in the Boston Mensa newsletter.
  - 3.4.4. After the charges are brought and defense made, it will require a two-thirds vote of those present and voting to remove the officer from office.
  - 3.4.5. Upon a positive vote for removal by the special business meeting, the officer shall be immediately suspended from that position. A general referendum to confirm the removal from office shall be held within 90 days, by mail ballot, which is either an insert to, or part of, the local newsletter or mailed separately to all members of Boston Mensa. The ExComm shall appoint a Referendum Committee as defined in section 5.5. Statements of charges and defense of equal length (not to exceed one page in length) shall be published with the ballot in the Boston Mensa newsletter. Ballots will be counted in public on a date selected by the Referendum Committee. A two-thirds vote is required to confirm the removal. If removal is not confirmed, the officer shall be reinstated immediately.
  - 3.4.6. The ExComm may appoint someone to temporarily fill the office during the time between a positive vote for removal at the special business meeting and the tally of the results of the referendum for recall confirmation. Such a temporary officer shall be subject to all provisions for officers, except that the term of the temporary officer shall end immediately upon tallying of the referendum ballots.
- 3.5. Any officer who was appointed by the ExComm may be dismissed by a 2/3 vote of the ExComm. All other appointed officers may be dismissed by the officer or committee who appointed them.
- 3.6. Prior to the natural expiration of the term of an officer, any of the following events shall end the term of the officer and the office shall be designated as vacant:
  - 3.6.1. The dismissal, resignation or death of the officer.
  - 3.6.2. The recall of the officer as provided under section 3.4.
  - 3.6.3. The failure of the officer to continue to fulfill any requirements for holding the office, which shall include but not be limited to membership in Boston Mensa.

## 4. EXECUTIVE COMMITTEE

- 4.1. The ExComm shall be the governing body of Boston Mensa and shall decide all matters of policy, grievances, allocation of funds, and the time and place of regional gatherings.

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- 4.2. The ExComm of Boston Mensa shall be composed of:
  - 4.2.1. Elected ExComm officers: the Local Secretary/Chairman/President (the title "LocSec" is used primarily within Mensa, while "Chairman" or "President" is used outside of Mensa), the Assistant Local Secretary/Vice Chairman/Vice President, the Editor, the Membership Secretary, the RecSec, the Treasurer, the Members-at-large.
  - 4.2.2. Appointed ExComm officers: Area Coordinators.
- 4.3. The term of an ExComm officer shall be for the period defined in section 7.2.
- 4.4. The following shall apply to all officers of the ExComm:
  - 4.4.1. All ExComm officers shall have the duty to participate in the deliberations and decision-making of the ExComm.
  - 4.4.2. Any ExComm member who misses three consecutive ExComm meetings without being specifically excused by the ExComm, shall be deemed to have resigned from office.
  - 4.4.3. No person may hold more than one position on the ExComm.
- 4.5. A balance between the number of elected ExComm officers and the appointed ExComm officers must be maintained:
  - 4.5.1. The number of elected ExComm officers must always exceed appointed ExComm officers by at least one. (A position that is normally elected, but is currently being filled by appointment, is still considered an elected position.) If the ExComm wishes to appoint an additional appointed officer that would otherwise violate this provision, it must at the same time also appoint an additional Member-at-Large officer (which is considered an elected position) to maintain the balance.
  - 4.5.2. The ExComm may set the number of Member-at-Large positions, subject to the following additional provisions:
    - 4.5.2.1. There must always be at least two Member-at-Large positions.
    - 4.5.2.2. The ExComm may increase or decrease the number of Member-at-Large positions effective as of the next regularly scheduled election.
    - 4.5.2.3. The ExComm may increase the number of Member-at-Large positions within a term. The new Member-at-Large position(s) will immediately be considered vacant and will be subject to all bylaw provisions concerning vacant elected positions.
    - 4.5.2.4. The ExComm may eliminate a Member-at-Large position within a term only if that position becomes vacant.
  - 4.5.3. The ExComm may determine the number of Area Coordinators to be appointed. The ExComm may eliminate an Area Coordinator position within a term only if that position becomes vacant.
- 4.6. The duties of the LocSec are:
  - 4.6.1. To administer the business of Boston Mensa in accord with these Bylaws and the actions of the ExComm.
  - 4.6.2. To facilitate contact between AML and Boston Mensa. He or she shall be charged with being the chief point of contact between AML and Boston Mensa. By agreeing to be LocSec, the LocSec agrees to pass along information to and from the group in a timely fashion. This responsibility includes notifying AML (through the national office) and the

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- RVC for Region 1, within 2 weeks, of the results of any elections and/or changes of officers.
- 4.6.3. To preside at meetings of the ExComm and business meetings of the membership, except as provided for under section 3.4.
- 4.6.4. To appoint officers who are not members of the ExComm, and to delegate appropriate duties to them; except as defined in section 4.16.
- 4.7. The duties of the AsstLocSec are:
- 4.7.1. If there is a vacancy in the office of LocSec, the AsstLocSec will succeed to the position of LocSec. This shall in turn cause the position of AsstLocSec to become vacant.
- 4.7.2. To assist the LocSec as that officer may request.
- 4.7.3. To preside at meetings of the ExComm and business meetings of the membership when the LocSec is absent, except as provided for under section 3.4 (recall).
- 4.8. The duties of the Editor are:
- 4.8.1. To produce the Boston Mensa newsletter in accord with Boston Mensa Bylaws and the actions of the ExComm.
- 4.8.2. To maintain subscription lists, including electronic subscriptions.
- 4.8.3. To be responsible for the distribution of the newsletter to all subscribers, in accordance with these Bylaws.
- 4.8.4. To appoint an editorial staff and assign responsibilities, as needed.
- 4.8.5. To print in full the reports of all the officers or committees reporting in their official capacity, except as otherwise decided by the ExComm.
- 4.8.6. To abide by the fairness doctrine in all politics; Mensan or otherwise. To offer equal space to candidates' statements that have been submitted in a timely manner.
- 4.8.7. To not print any opinions favoring one candidate or political issue over another from any officer writing in their official capacity. Officers may express such opinions writing as individual members.
- 4.9. The duties of the Treasurer are:
- 4.9.1. To act as custodian of Boston Mensa funds, and be responsible for the financial records.
- 4.9.2. To deposit these funds in such banking institutions as the ExComm directs. All accounts shall be separate accounts in the name of Boston Mensa, and shall have two signatories; the Treasurer and another ExComm member.
- 4.9.3. To provide the LocSec (or designee, who must be a member of the ExComm) original statements from banks and any other institutions where Boston Mensa's money is deposited, at least quarterly.
- 4.9.4. To render to the ExComm a financial report including schedules of income, expenses and balances when requested by it. To publish a financial report of all Boston Mensa accounts, including RG, scholarship, and other special funds, in the Boston Mensa newsletter at least every six months.
- 4.9.5. To act in accordance with such financial policies and procedures as may be established by AML and as directed by the ExComm.
- 4.9.6. To maintain a list of Boston Mensa's equipment.

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- 4.10. The duties of the RecSec are:
  - 4.10.1. To record all official actions of the ExComm, including Minutes of ExComm meetings.
  - 4.10.2. To present such records to the ExComm for approval.
  - 4.10.3. To present a copy of approved records to the Editor for publication in the next issue of the Boston Mensa newsletter.
  - 4.10.4. To be responsible for keeping an archive consisting of records of the group, copies of the ExComm Minutes, ASIEs, and other important documents as directed by the ExComm or LocSec.
  - 4.10.5. To render to the ExComm all archived documents, as directed.
- 4.11. The duties of the Members-at-Large are:
  - 4.11.1. To assist other members of the ExComm in pursuit of their duties.
  - 4.11.2. To assume the duties of vacant offices as directed by the ExComm, until such offices can be filled.
  - 4.11.3. To fulfill other duties requested by the ExComm.
- 4.12. The duties of the Membership Secretary are:
  - 4.12.1. To correspond with new members of Boston Mensa.
  - 4.12.2. To correspond with people "invited to join" Boston Mensa .
  - 4.12.3. To correspond with lapsed members of Boston Mensa.
- 4.13. The duties of the Area Coordinators are:
  - 4.13.1. To sponsor events in their assigned area on a regular basis.
  - 4.13.2. To act as a contact for members of Mensa in their assigned area who are seeking information.
- 4.14. The requirements for ExComm meetings are:
  - 4.14.1. The ExComm shall determine its own meeting schedule. Meetings shall be scheduled at least once every two months. The time and place of ExComm meetings shall be announced in the Boston Mensa newsletter.
  - 4.14.2. A quorum of the ExComm consists of 50% of the members of the ExComm.
  - 4.14.3. If both the LocSec and AsstLocSec are absent from an ExComm meeting, the attending members shall appoint a Chair for the meeting.
  - 4.14.4. If the RecSec is absent from an ExComm meeting, the attending members shall appoint a temporary RecSec for the meeting. The temporary RecSec shall present the unapproved Minutes to the RecSec prior to the next meeting. The RecSec shall fulfill his duties from that point.
  - 4.14.5. Decisions of the ExComm shall be made by simple majority of members present and voting unless otherwise provided in these Bylaws.
  - 4.14.6. A special meeting of the ExComm may be called by petition of 10 members listed in the most current Boston Mensa Membership List or by any member of the ExComm by written notice to all of the other ExComm members.
  - 4.14.7. Meetings shall be open to all members of Boston Mensa.

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- 4.15. The following procedures shall apply when filling vacant positions (as defined by section 3.5) on the ExComm:
  - 4.15.1. Any vacancy in an appointed ExComm office shall be filled by the ExComm by appointment.
  - 4.15.2. Any vacancy in an elected ExComm office shall be filled by the ExComm by appointment.
- 4.16. The ExComm is responsible for appointing the following positions:
  - 4.16.1. Area Coordinators.
  - 4.16.2. An Audit Committee which shall be appointed at the first meeting of a new ExComm. It shall consist of two members of Boston Mensa, not to include the Treasurer for the term being audited. The term of Audit Committee members shall last until the Audit Committee has presented an acceptable Audit Report to the ExComm.
  - 4.16.3. An Election Committee which shall be appointed no later than April 1 of even-numbered years. The Election Committee shall consist of at least three members of Boston Mensa who are not ExComm officers, nor candidates for election. The term of Election Committee members shall last until the new ExComm has its first meeting.
  - 4.16.4. An Ombudsman whose term shall last for the term of the ExComm. However, when the Ombudsman is actively handling a dispute, the Ombudsman shall retain responsibility until resolution of that dispute.
  - 4.16.5. When the chapter plans to sponsor a Gathering, a Gathering Chair shall be appointed for that event. Each Gathering Chair's term shall last until that Gathering Chair presents an acceptable Final Gathering Report to the ExComm.
  - 4.16.6. A Referendum Committee of at least three members. A Recall Referendum Committee cannot include the officer being recalled. The Referendum Committee's term shall last until they present an acceptable final Referendum Report to the ExComm.

## **5. RESPONSIBILITIES OF APPOINTED OFFICERS AND COMMITTEES**

- 5.1. The Audit Committee has the following responsibilities:
  - 5.1.1. To review the Boston Mensa financial records of the previous term, within 90 days of its appointment.
  - 5.1.2. To announce in the newsletter the date, time and place of audit review meetings. Audit review meetings shall be open to any interested member.
  - 5.1.3. To prepare, and deliver to the ExComm, an Audit Report of its findings.
- 5.2. The Election Committee has the responsibility of conducting an election of officers in accord with the provisions of section 7, including the following specific responsibilities:
  - 5.2.1. To schedule and execute its actions, and set necessary deadlines, to allow election results to be determined in time for the newly elected ExComm to take office as specified in section 7.
  - 5.2.2. To deliver an Election Notice to the Editor for publication in the newsletter.
  - 5.2.3. To receive and verify nomination petitions.
  - 5.2.4. To prepare and deliver a ballot to the Editor for publication in the newsletter.
  - 5.2.5. To verify that all ballots were received from members listed in the most current Membership List of Boston Mensa. To receive and count completed, verified ballots.

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- 5.2.6. To resolve tied elections in accordance with section 7.
- 5.2.7. To announce the election results to candidates and to the Editor for publication in the newsletter.
- 5.3. The Ombudsman has the following responsibilities:
  - 5.3.1. To pursue local resolution of disputes between members of Boston Mensa, using procedures as defined by the ExComm.
  - 5.3.2. To fulfill the role of arbitrator as defined by the AMC.
- 5.4. A Gathering Chair has the following responsibilities:
  - 5.4.1. To organize a Boston Mensa Gathering.
  - 5.4.2. To present a time, date and place of the Gathering for the ExComm's approval.
  - 5.4.3. To prepare, and deliver to the ExComm, a tentative Gathering budget for the ExComm's approval.
  - 5.4.4. To appoint a committee to assist in carrying out Gathering duties.
  - 5.4.5. To prepare, and deliver to the ExComm, a Final Gathering Report which includes income and expenses of the Gathering, number of attendees by registration type, full registration database, and all receipts.
- 5.5. A Referendum Committee has the responsibility to conduct a referendum in accord with the provisions of sections 3.4 and 9, including the following specific responsibilities:
  - 5.5.1. To prepare and deliver a Referendum notice and ballot to the Editor for publication in the newsletter.
  - 5.5.2. To receive and count completed Referendum ballots and verify that all ballots were received from members listed in the most current Boston Mensa Membership List.
  - 5.5.3. To deliver a report of the outcome of the Referendum to the ExComm, to the Editor for publication, and to the AMC.

## 6. BUSINESS MEETINGS

- 6.1. A business meeting is a general membership meeting to make decisions on issues of Boston Mensa. There are two types of business meeting: regular and special.
- 6.2. A regular business meeting of the membership may be called by the LocSec or the ExComm. New business and items not on a published agenda may be considered and acted on.
- 6.3. A special business meeting may be called upon the petition of 10 members listed in the most current Boston Mensa Membership List, a decision of the ExComm, or by the LocSec. Only items on a published agenda may be acted upon at the meeting. The ExComm must schedule the meeting within 90 days of the receipt of the petition.
- 6.4. Advance notice for any business meeting shall be carried in at least one issue of the Boston Mensa newsletter. This notice shall include the date, time, place and agenda of the meeting. The meeting shall be held at least three weeks after the date on which the first newsletter containing the notice is mailed, but no earlier than the first day of the month on the cover of that first newsletter.
- 6.5. The members attending a business meeting constitute a quorum.
- 6.6. Any ExComm decision may be overruled by a two-thirds vote of the membership at a business meeting.

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- 6.7. Questions of procedure at a business meeting shall be decided in accordance with Robert's Rules of Order, with the exception that the chair may speak and vote, or in accordance with such other rules as the attending members adopt for that meeting.
- 6.8. All members listed in the most current Boston Mensa Membership List of Boston Mensa are eligible to take part in business meetings. All members have an equal vote. All items shall be decided by simple majority, except as otherwise noted.

## 7. ELECTIONS

- 7.1. Regular elections of officers shall be held in all even-numbered years.
- 7.2. The term of an ExComm shall begin October 1 of even-numbered years, and shall end September 30 of even-numbered years.
- 7.3. The Election Committee shall publish an Election Notice, including nominating petition rules and deadlines, on or before May 1.
  - 7.3.1. The interval between publication of the Election Notice and the deadline for nominating petitions shall be at least 30 days.
  - 7.3.2. Nominating petition rules are subject to the approval of the ExComm.
- 7.4. Nominations shall be by petition.
  - 7.4.1. Nominating petitions must contain the signatures of 10 or more members listed in the most current Boston Mensa Membership List as of the deadline for submission of petitions. A nominating petition must also include the signature of the candidate(s), indicating acceptance of the nomination.
  - 7.4.2. Nominating petitions must be submitted to the Election Committee prior to the published deadline.
  - 7.4.3. The LocSec and the AsstLocSec shall appear on nominating petitions together as a slate.
- 7.5. No person may run for more than one office. If a person is nominated for more than one office, that member must notify the Election Committee of the office for which they accept the nomination. If only one person is nominated for any office, that person shall be declared elected.
- 7.6. After receipt of nominating petitions, a ballot shall be included in the next issue of the Boston Mensa newsletter, on or before July 1.
  - 7.6.1. The ballot shall contain all necessary instructions to the voter, including the address to which the ballot should be mailed and the deadline for receipt.
  - 7.6.2. The deadline for receipt of ballots shall be at least 8 weeks after the mailing of ballots to the members.
  - 7.6.3. Voting shall be by Australian preferential ballot whenever there are more than two candidates for the same office, and for Member-at-Large whenever there are more candidates than Member-at-Large positions.
  - 7.6.4. Only votes by members who are listed in the Boston Mensa Membership List as of the voting deadline shall count toward the election.
- 7.7. The LocSec and the AsstLocSec shall appear on the ballot together as a slate.
- 7.8. Ballot counting is subject to the following rules:
  - 7.8.1. The ballot counting shall be scheduled prior to September 15.



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- 7.8.2. Ballot counting shall be an event open to all members of Boston Mensa.
- 7.8.3. Ballot counting shall be announced in the newsletter.
- 7.9. Declaration of elections:
  - 7.9.1. The candidate receiving a majority of the valid votes cast shall be declared elected. The Election Committee shall notify all candidates of the results.
  - 7.9.2. If there is a tie for an office, the election shall be decided by a coin toss.
  - 7.9.3. If an election is contested, charges must be brought before the Election Committee within 7 days of the ballot counting. The Election Committee shall supply all ballots for an audit of the election. The charges must be resolved by the Election Committee before October 1.
  - 7.9.4. After the Election Committee has declared the results, the persons elected shall assume office as defined in section 7.2.

## 8. MENSAS NAME AND LOGO

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

## 9. BYLAWS AMENDMENTS

- 9.1. A motion to amend the Bylaws may be made by any member at any time, in writing to the ExComm.
- 9.2. The ExComm shall schedule a regular business meeting to vote on the tentative Bylaw amendment(s) within 90 days of receiving the motion to amend. Notice of the business meeting and the proposed Bylaw amendment(s) shall be announced in the newsletter.
- 9.3. Upon the favorable vote of a majority of those members present and voting at the business meeting, the amendment shall be submitted for approval to the AMC.
  - 9.3.1. Amendments that the AMC declares as mandatory requirements to meet AML Minimum Standard Bylaws shall be automatically incorporated in the Boston Mensa Bylaws.
  - 9.3.2. Non-mandatory amendments shall be presented to the membership as a referendum.
- 9.4. After approval by the AMC, if a referendum is required, the ExComm shall appoint a Referendum Committee as defined in section 5.5.
  - 9.4.1. A notice of the referendum and a referendum ballot shall be printed in the next issue of the Boston Mensa newsletter.
  - 9.4.2. The notice shall include the full text of the amendment(s) being submitted for approval.
  - 9.4.3. The ballot shall contain all necessary instructions to the voter, including the address to which the ballot should be mailed and the deadline for receipt.
- 9.5. All members listed in the most current Boston Mensa Membership List shall receive a printed referendum ballot.
- 9.6. At least 90 days shall be provided between the first publication of the Bylaw Amendment Referendum Ballot in the Boston Mensa newsletter and the end of the voting period.
- 9.7. Only votes from members listed in the Boston Mensa Membership List as of the voting deadline shall be counted in the referendum.

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- 9.8. A bylaws amendment shall be enacted upon a favorable vote of 2/3 of those members voting.
- 9.9. Boston Mensa Bylaws or Bylaw amendments are not effective until approved by the local group membership, and given final approval by the American Mensa Committee after filing of revised Bylaws with the Bylaws Committee. After filing of the amended Bylaws with the Bylaws Committee after the membership has voted, the Bylaws Committee will notify Boston Mensa of the effective date of Bylaws as amended.