

# **BYLAWS OF NORTHWEST FLORIDA MENSA**

*Effective March 19, 2008*

## **ARTICLE I. NAME AND PURPOSE**

- 1. The name of this organization shall be Northwest Florida Mensa.*
- 2. Northwest Florida 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 Northwest Florida Mensa shall be open to all members of AML in good standing in the geographic areas assigned to Northwest Florida Mensa by the AMC, or as otherwise assigned by AML.*
- 2. Mensa members in good standing who are not also members of Northwest Florida 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. Northwest Florida 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 Northwest Florida Mensa shall be an Executive Committee (ExComm), which conducts the business of the local group. The ExComm consists of the following voting members: three elected officer positions (President, Vice President, and Treasurer), plus two appointed officers (Publications Officer and Membership Officer), plus the Past President. The post of Past President may be filled only by the immediate past president, and is considered an elected position. This officer may vote only to break a tie between the other voting Executive Committee members present. All 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 Northwest Florida Mensa.*
- 2. The President shall be the chief executive officer of Northwest Florida Mensa and the liaison with other local groups. He or she 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 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 Vice President shall assist the President, preside over meetings in the absence of the President, and immediately and automatically succeed to the office of President if that office becomes vacant. The Vice President shall also be responsible for keeping minutes of the Executive Committee meetings.*

4. *The Treasurer shall be responsible for financial matters of Northwest Florida Mensa, including the finances of the newsletter, and shall submit to the Executive Committee 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 also maintain a listing of all equipment owned by the local group. The Treasurer may assist the Editor 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 Executive Committee). 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 Membership Officer shall be responsible for contact with new and prospective members and recruitment programs.*
6. *The Executive Committee shall publish a printed newsletter at least quarterly. If an electronic version of the newsletter is also created, the printed version shall nevertheless be the version to be sent to members unless they request otherwise. The Publications Officer shall be responsible for the newsletter, and shall, with the consent of the Executive Committee, appoint the Editor. The Publications Officer may also serve as the Editor.*
7. *The Editor shall edit the newsletter. The Editor shall publish notices of meetings and programs, required ballots, results of business 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. 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.*
- 8. The Executive Committee 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, 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.*
  - 9. Appointed positions of the local group may include, but are not limited to, Area Coordinators for outlying groups of members and coordinators for other activities as deemed necessary.*
  - 10. The terms of office of elected officers shall be two years from October 1 of each even-numbered year to September 30 of the next even-numbered year, or until installation of a properly qualified successor, except in the case of resignation, or removal from office as provided in Article III (12) and Article III (13).*
  - 11. 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 are appointed by the President (or, in the case of the Editor, the Publications Officer) with the approval of the Executive Committee, and may be removed from office by majority vote of the Executive Committee unless otherwise stated herein.*
  - 12. Elected members of the Executive Committee may be removed from office for cause by unanimous vote of all other voting members of the Executive Committee 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.*

*13. Any voting officer may be removed from office for three consecutive unexcused absences at Executive Committee meetings, by a majority vote of the remaining members. A majority of the remaining members may also excuse an absence.*

*14. The Executive Committee shall select a replacement for any Executive Committee member, other than the President, who resigns or is removed or is recalled or moves up to the position of President in accordance with 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.*

*15. All elected and appointed officers shall turn over all files, office equipment, and materials pertaining to their offices to either their successor(s), to the current President, or to another member of the Executive Committee no later than four weeks after leaving office unless otherwise stated herein.*

*16. An annual financial review shall be conducted each year at approximately twelve-month intervals. The Executive Committee 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 actual statements from banks and any other institutions where the group's money was held during the period being reviewed.*

#### **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*

*Executive Committee, 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. A simple majority of all voting members of the Executive Committee constitutes a quorum to transact business.*

- 2. Special Executive Committee meetings may be called at any time by the President or by the Executive Committee, and shall be called upon receipt of a petition 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 or reported in the newsletter (or by direct mail). No business other than that indicated in the notice calling the meeting may be acted on.*

## **ARTICLE V. ELECTIONS**

- 1. No member of the Nominating Committee or Election Committee may be a voting member of the Executive Committee or a candidate in the upcoming election. The Nominating and Election Committees may comprise the same members.*
- 2. No later than May 21 of each even numbered year, the Executive Committee shall appoint a Nominating Committee consisting of three members which shall, no later than the deadline for the July issue of the newsletter, nominate one or more candidates for each elected seat on the Executive Committee. The membership of the local group shall be notified of these nominations in the July issue of the newsletter or by mail posted no later than July 15.*
- 3. No later than August 1st the Executive Committee 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 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. No later than August 15 additional nominations may be made by petition signed by ten (10) members of the local group and delivered to the Chairman of the Nominating Committee.*
  - 5. Ballots shall be printed in the September issue of the newsletter or mailed to all members of the local group, but in either case posted no later than September 1st. Ballots must be returned to the Chairman of the Election Committee and received no later than September 20. 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 that are tied shall be determined by the Chairman of the Election Committee by a flip of a coin. The Chairman of the Election Committee 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. 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 Executive Committee or by a petition signed by ten (10) 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 newsletter. A mail ballot shall appear in the issue of the newsletter that follows publication of the proposal and shall be sent 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 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 Northwest Florida 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 Northwest Florida 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 Executive Committee and for those matters concerning the local group that are not specified in these bylaws may be adopted by the Executive Committee.*