

BYLAWS OF MID-HUDSON MENSA

ARTICLE I. NAME AND PURPOSE

1. The name of this organization shall be Mid-Hudson Mensa.
2. Mid-Hudson 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 Mid-Hudson Mensa shall be open to all members of AML in good standing in the geographic areas assigned to Mid-Hudson Mensa by the AMC, or as otherwise assigned by AML.
2. Mensa members in good standing who are not also members of Mid-Hudson Mensa are welcome to participate in the social activities of Mid-Hudson Mensa 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. When a Mensa host or hostess offers a private home for a business meeting, membership meeting, or other official local group meeting, all local group members must be granted the right to attend. Hosts or hostesses for any other activities, such as Special Interest Groups (SIGs), open houses, parties, Service of Information, Guidance and Hospitality to Travelers (SIGHT) visits, or any other activities which are not official functions may invite or exclude individuals, including Mensa members, at his/her discretion. Even at official functions, a member may be evicted for specific unacceptable behavior. The organizers of the event have the responsibility and duty to attempt to control any offending party. This control can take the nature of asking the offending party to leave, and, failing that, to request appropriate assistance in removing the offending party from the event. Whenever a member or the guest of a member is asked to leave or is removed from an official event, a written report of the reason(s) and the action(s) taken may be sent to the Regional Vice Chairman (RVC) in whose jurisdiction the event took place. In the case of SIGHT, the National SIGHT Coordinator shall be notified.
4. Mid-Hudson Mensa shall observe the preferences of members for data suppression and publication, as filed with AML, when publishing a local group roster or a membership directory/register.

ARTICLE III. OFFICERS & DUTIES

1. The governing body of Mid-Hudson Mensa shall be an Executive Committee (hereinafter “ExComm”) which shall conduct the business of Mid-Hudson Mensa. The ExComm shall consist of five (5) members, each of whom shall have one (1) vote.

2. At their first meeting after taking office, the ExComm shall appoint the following required officers from among themselves: President, Vice-President, Treasurer, and two Members at Large.

Note: For all intents and purposes, the words “President” and “Local Secretary” (“LocSec”) in all contexts are equivalent. Either term may be used in any context, except that within said context the usage should be consistent to avoid confusion.

3. At their first meeting after taking office, the ExComm shall appoint the following officers: Ombudsman (must not be a member of the ExComm), Editor (must not be a member of the ExComm), Proctor Coordinator, and Recording Secretary.

4. The ExComm may also appoint the following officers: Publicity Chair, Membership Chair, and Program Chair.

Note: “Officer” is a person given a title with specific duties. A member may be appointed to multiple offices. An office itself does not imply a vote.

5. The ExComm may appoint other officers at any time, as deemed necessary.

6. A simple majority of the ExComm shall be required for the conduct of business. The vote of a majority of the attending ExComm members shall be required to approve any action.

7. The President shall be the chief executive officer and the liaison with other local groups and with AML.

8. 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.

9. The Treasurer shall be responsible for financial matters of the local group, including the finances of the local group newsletter, and shall provide to the President quarterly statements from banks and any other institutions where the group’s money is deposited. The Treasurer shall submit to the ExComm a

semiannual financial report which shall also be published in the local group newsletter. The semiannual 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. All accounts must be separate accounts in the name of Mid-Hudson Mensa, and have two signatories. The Treasurer's report shall also include a listing of all equipment owned by the local group. At twelve (12) month intervals an independent and impartial review of all the financial books and records of the group shall be performed by a person or agency who was not involved in the issuing or collecting of money during the period being reviewed, and a report made to the ExComm. The Treasurer may assist the Editor in the preparation and submission of any postal forms that might be required.

10. Members at Large shall perform such duties as assigned by the ExComm.

11. The Ombudsman shall serve as a mediator for disputes within the Mid-Hudson Mensa, and as an arbitrator available to serve as a representative to Regional Hearings Committees.

12. The Editor, in addition to editing the local newsletter, shall publish notices of meetings and programs, required ballots, results of business meetings and elections, amendments to the bylaws and related discussions and ballots, and the semiannual financial reports, and shall prepare and publish Post Office forms, if required. The national and/or local Ombudsman may submit material to the Editor marked "for publication" that relates to his or her official duties; and anything so marked must be given the highest practicable priority for publication.

13. The Proctor Coordinator shall be a liaison with AML and other sources regarding testing of candidates.

14. The Recording Secretary shall be responsible for keeping all minutes of the business and ExComm meetings.

15. The Publicity Chair, if appointed, shall be responsible for publicity.

16. The Membership Chair, if appointed, shall be responsible for recruitment and retention programs and membership reports and for maintaining a current roster of the membership and officers of Mid-Hudson Mensa.

17. The Program Chair, if appointed, shall be responsible for arranging for local group activities, and shall coordinate with and advise the ExComm and the Editor of these activities.

18. The ExComm shall publish a newsletter at a frequency determined by the ExComm, but at least bi-monthly, containing a calendar of group activities and

meeting notices, contact information for the ExComm and officers, and other materials as appropriate or as required by these bylaws. A printed version of the newsletter shall be sent to all local members unless they request otherwise.

19. Members of the ExComm may be removed from the ExComm or from office for cause by unanimous vote of all other voting members of the ExComm or by recall election. A recall election may be called by a petition presented at a special or regular meeting of the ExComm, citing the reason for such action, and signed by five (5) percent 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 ninety (90) days of presentation of a properly qualified petition at either a regular or special meeting of the ExComm, and the dates set forth in Article V shall be adjusted appropriately.

20. The ExComm shall fill by appointment all vacancies in the ExComm and among the officers caused by death, resignation, failure to qualify, removal, or inability to serve, except as specified by Article III, Section 8, regarding succession to the office of President. An appointed replacement for an elected member of the ExComm is considered to be an elected member of the ExComm, whose term ends with the next regular election.

21. Each member of the ExComm and each appointed officer must be a current member in good standing of American Mensa, Ltd. and Mid-Hudson Mensa, and must remain a member in good standing of American Mensa, Ltd. and Mid-Hudson Mensa during his or her term of office.

22. The term of office of an ExComm member shall be two (2) years, from January 1 in an odd-numbered year to December 31 in the succeeding even-numbered year, or until installation of a properly-qualified successor, except in the case of resignation, death, or removal from office as provided in Article III, Sections 19, 20, and 25.

23. The term of office for all appointed officers and positions expires at the conclusion of the term of office of the current ExComm or upon sooner termination by the ExComm.

24. All outgoing officers must turn over all files, equipment, and materials in good order to the incoming officers no later than four (4) weeks after the outgoing officer leaves office.

25. A member of the ExComm who fails to attend three (3) consecutive ExComm meetings may be removed from office upon the unanimous vote of the remaining members of the ExComm.

ARTICLE IV. MEETINGS

1. Regular meetings and activities may be held at such times as may be appropriate, however, there shall be a minimum of four (4) regularly scheduled meetings of the ExComm per year, and there shall be no more than three (3) months between said meetings. Notice of meetings and activities shall be published in the newsletter.
2. Special business meetings of the ExComm may be called at any time by the President or by the ExComm, or by receipt of a petition signed by ten (10) members of Mid-Hudson Mensa, using the most recent membership roster provided by AML. The date, time, place, and purpose of the meeting shall be announced in the local group newsletter or by direct mail at least two (2) weeks before such meeting. At a special meeting, no other business than that indicated in the notice calling the meeting may be acted upon.
3. Emergency meetings of the ExComm may be called on shorter notice for a matter which requires immediate attention. No other business than that being indicated as an emergency may be acted upon. The membership must be notified in the next available issue of the newsletter as to the reason for the meeting, the officers and other members in attendance, and the outcome of the meeting.

ARTICLE V. ELECTIONS

1. The ExComm shall be elected by the membership.
2. The ExComm shall, in each even-numbered year, no later than the deadline for the August issue of the local group newsletter, appoint a Nominating Committee consisting of three (3) members. No member of the Nominating Committee may be an elected officer or a candidate for elected office in the forthcoming election.

Note: The timeline for the procedures in this section is based on newsletter issues, and assumes one issue per month, five issues to complete the process. If any newsletter issues are combined, the process will still require five issues, as opposed to five months, and the target issues must be adjusted. (For example, the contact information for the Nominating Committee must be in the "December minus four" issue.)

3. The August issue of the newsletter shall contain the names of and contact information for the members of the Nominating Committee, and a call for candidates for nomination. The August issue shall also contain the procedures for petition candidates (Article V, Section 6.).

4. The Nominating Committee shall, in each even-numbered year, no later than the deadline for the September issue of the local group newsletter, nominate candidates, a number at least sufficient to fill all positions on the ExComm.
5. The membership of Mid-Hudson Mensa shall be notified of these nominations in the September issue of the local group newsletter or by direct mail, either of which shall be posted no later than September 1. This notification shall include the procedures for petition candidates (Article V, Section 6.).
6. Additional nominations may be made by petition signed by ten (10) members of the local group, delivered to the Chairman of the Nominating Committee no later than two (2) days prior to the deadline for submissions to the October newsletter, such date being published in the immediately preceding newsletter or mailing.
7. The ExComm shall, in each even-numbered year, no later than the deadline for the October issue of the local group newsletter, appoint an Election Committee of three (3) members who shall be responsible for conducting the election, receiving and counting the ballots, and certifying the results. No member of the ExComm and no person nominated to serve on the ExComm shall be eligible to serve on the Election Committee or to carry out any function on behalf of the Election Committee. Since the time frame and duties of the Nominating Committee and the Election Committee are separate, a member who had served on the Nominating Committee may also be appointed to serve on the Election Committee.
8. The October issue of the newsletter, or a separate mailing to all members of Mid-Hudson Mensa, either of which must be posted no later than October 1 of each even-numbered year, shall contain the list of candidates including petition candidates, any candidate statements, the ballots, and ballot instructions, or, if there are no more candidates than are required to fill the positions on the ExComm, the Election Committee shall declare all candidates elected, and the October issue of the newsletter shall contain only a statement to that effect. In the latter case, there will be no ballot, and no counting of ballots.
9. The ballots must be returned, by mail or in person, to the Chairman of the Election Committee and received no later than November 1. Ballots received after that date shall not be counted.
10. Confidentiality of communication to the Nominating Committee and to the Election Committee and voter anonymity shall be preserved. The counting of the anonymous ballots may be witnessed by delegates chosen by candidates (one per candidate) should they chose to appoint one. Said delegates shall not be members of the current ExComm, or a candidate, or a member of the Nominating

Committee.

11. The five persons receiving the largest number of votes cast for membership on the Executive Committee shall constitute the members of the ExComm. Ties shall be broken by the flip of a coin. The Election Committee shall certify the results of the election to the President at least two (2) days before the deadline for publication in the December issue of the local newsletter.

12. The election results will be published in the December issue of the newsletter in each even-numbered year.

13. The President shall notify American Mensa, Ltd. and the Regional Vice Chairman of the results of the election within two weeks of the election, and shall notify same of any changes in the membership of the ExComm or roster of officers during the year.

14. The newly-elected ExComm and all officers appointed by them to serve during their term of office shall take office on the 1st day of January following their election or upon their appointment.

ARTICLE VI. AMENDMENTS

1. A petition to amend these bylaws may be submitted by the ExComm or upon a petition signed by twenty (20) members of Mid-Hudson Mensa. Proposed amendments and rationale shall be made available to the membership of Mid-Hudson Mensa in sufficient time to allow for discussion and comment before submission to the AMC for approval to ballot. Such proposals shall then be submitted to and approved by the AMC before balloting by the Mid-Hudson Mensa membership.

2. After the AMC has indicated its approval to ballot, the proposed amendment shall be published in the next issue of the local newsletter or in a separate mailing, along with a mail ballot.

3. The deadline for receipt of ballots shall be no less than ninety (90) days following publication of the proposed amendment and ballot in the newsletter or by mail. Approval of an amendment to the bylaws shall require a two-thirds affirmative vote of all those voting. The Recording Secretary shall be responsible for the collection and tabulation of the ballots received for the amendment of the bylaws.

4. After voting by the membership, the bylaws as amended shall be sent back to the AMC for final approval. The AMC Bylaws Committee will notify Mid-

Hudson Mensa of 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 Mid-Hudson 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 Mid-Hudson 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 Mid-Hudson Mensa in all cases to which they are applicable and not inconsistent with these bylaws.
2. Rules of order for the ExComm and for those matters concerning Mid-Hudson Mensa which are not specified in these bylaws may be adopted by the ExComm.