

## **2025 Amended Bylaws of San Diego Mensa**

(Effective date: TBA)

### **ARTICLE I. NAME AND AFFILIATION**

1. The name of this organization shall be San Diego Mensa.
2. San Diego Mensa is a local group of American Mensa, Ltd. (AML), and is subject to the Constitution of Mensa, the Bylaws of AML, and the resolutions adopted by the American Mensa Committee (AMC).

### **ARTICLE II. MEMBERSHIP**

1. Membership of San Diego Mensa shall be open to all members of AML in good standing in the geographic area assigned to San Diego Mensa by the AMC, or as otherwise assigned by AML. Members of San Diego Mensa residing outside this area but who are assigned to San Diego Mensa by AML, or members by preference, are full members in San Diego Mensa for all purposes, including but not limited to voting and holding elected or appointed office.
2. Mensa members in good standing, including those who are not also members of San Diego Mensa, are welcome to participate in the social activities of San Diego Mensa at the discretion of the host(s).
3. The National Ombudsperson (or designee), the Regional Ombudsperson (or designee), 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.

### **ARTICLE III. OFFICERS AND DUTIES**

1. An officer is defined as any person whose position is specified in these bylaws or who is appointed by the President or the Board of Directors to a position with a title and specific responsibilities. All local group officers, whether elected or appointed, must be current members in good standing of AML and San Diego Mensa.
2. Board of Directors
  - a. The governing body of San Diego Mensa shall be the Board of Directors (Board), which conducts the business of the local group. The Board consists of the following voting members: seven elected officer positions (President, Vice President, Secretary, Treasurer, Activities Officer, Communications Officer, and Member Services Officer).
  - b. No member of the Board shall hold more than one vote, no matter how many positions the member holds, and no member of the Board may hold more than one elected position simultaneously.
  - c. 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 members of the Board.
3. Elected Officers
  - a. The President shall be the chief executive officer of San Diego Mensa and the liaison with other local groups. The President shall preside at Board 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 (through the National Office) and the Regional Vice Chair (RVC) for the local group within two weeks of the results of elections and of changes in the officers of the group. The President shall maintain liaison between the Board and the Ombudsperson, unless the President is

the subject of an inquiry by the Ombudsperson, in which case the liaison for that inquiry shall be the Vice President.

- b. 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 the President if that office becomes vacant.
  - c. Treasurer
    - i. The Treasurer shall be responsible for financial matters of San Diego Mensa, including the finances of the newsletter, and shall submit to the Board a semiannual financial report that shall also be published in the newsletter. The financial report shall contain schedules of income, expenses, and balances of all funds under the control of the local group, including Regional Gathering (RG), scholarship, and other special funds. The Treasurer shall ensure that the local group complies with all federal financial reporting requirements, including preparing and submitting an annual financial report to AML.
    - ii. At least quarterly, the Treasurer shall submit to the President, or the President's 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 the President's designee (who must also be a voting member of the Board). 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. The Treasurer shall be one of the signatories on all accounts.
    - iii. The Treasurer shall, if necessary, assist the Editor in the preparation and submission of any postal forms that might be required. The Treasurer shall also maintain a listing of all equipment owned by the local group.
  - d. The Secretary shall be responsible for taking and maintaining minutes of regular and special Board meetings and General Gatherings. The Secretary shall make detailed minutes available to members of San Diego Mensa upon request. The Secretary shall maintain the file of official correspondence, the Bylaws, and the Standing Rules, including descriptions of officers' job duties and operating procedures.
  - e. The Activities Officer shall be responsible for arranging for official San Diego Mensa activities and shall coordinate with and advise the officers and the Editor of these activities.
  - f. The Communications Officer shall be responsible for publicity, public relations, and ensuring that the newsletter, website, and social media for San Diego Mensa all work together, share the same general branding appearance, and contain relevant information for current members, prospective members, and the public.
  - g. The Member Services Officer shall be responsible for programs of direct benefit to the members of San Diego Mensa.
4. Appointed Positions
- a. The Editor shall edit the newsletter and shall prepare and publish Post Office forms if required. The outgoing Editor must turn over all files, materials, computer software, user IDs, passwords, and equipment in good order to the incoming Editor no later than 15 days after the outgoing Editor leaves office.
  - b. The Board shall appoint an Ombudsperson, who shall pursue local resolution of disputes and shall also perform such other duties as may be required for all local group ombudspersons by AML. The Ombudsperson may not be a member of the Board. The

Ombudsperson may be removed from office by a two-third vote of the Board at two consecutive regular Board meetings.

- c. Additional appointed positions may be created as deemed necessary by the Board. Appointed positions may be created as permanent or for a fixed period of time. To create an appointed position, the Board must name it and define its functions, term, and liaison to the Board.

## 5. Conduct of Office

- a. The terms of office of elected officers shall be two years from July 1 to June 30, or until installation of a properly qualified successor, except in case of resignation; succession to higher office as provided in Article III, section 3.b; failure to maintain membership; or removal from office as provided in Article III, Sections 5.c and 5.d. The two-year officer terms are staggered, with approximately half of them ending every year. Refer to Article VI.5 for the actual specifications of which end in which years.
- b. The term of office for all locally appointed positions expires at the end of the term of office of the elected officers currently serving the first year of their two-year term. Appointed positions and committees, including the position of committee chair, are appointed by the President with the approval of the Board, and may be removed from office by majority vote of the Board unless otherwise stated in these bylaws. No person who is the subject of a removal motion is eligible to vote on that motion.
- c. Elected members of the Board may be removed from office for cause by unanimous vote of all other members of the Board 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 available from AML, and presented at a regular or special meeting of the Board. 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 VI shall be adjusted accordingly.
- d. Any voting member of the Board may be removed from office for three consecutive unexcused absences at Board meetings, by a majority vote of the remaining members. A majority of the remaining members may excuse an absence.
- e. The Board may appoint a member who volunteers to be a replacement for any Board member, other than the President, who resigns, is removed, is recalled, moves up to the position of President in accordance with Article III, section 3.b, or vacates their position in any other way. A replacement for an elected officer is considered to be an elected officer whose term of office ends with the seating of elected members of the Board following the next regular election. Vacancies occurring in the first year of a term shall be filled by appointment for the remainder of the first year and shall be filled by election for the second year (if there is time to do so between the replacement and the timing of the next regular election). If such a replacement officer serves for less than two years, that period shall not be considered a term when determining duration in office.
- f. The Board may also appoint a member who volunteers to serve in an office to which no one has been elected.
- g. No elected officer shall serve more than four consecutive terms on the Board. No elected officer shall serve more than two consecutive terms in any given elected office.
- h. All elected officers and appointees shall turn over all files, equipment, computer software, user IDs, passwords, and materials pertaining to their offices to either their successor(s), to the current President, or to another member of the Board no later than four weeks after

leaving office unless otherwise stated in these bylaws. The sole exception is that the Ombudsperson may redact false, misleading, or otherwise unusually sensitive information when passing records along to the next Ombudsperson.

- i. An annual financial review shall be conducted each year at approximately twelve-month intervals. The Board 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 sampling receipts and viewing statements from banks and any other institutions where the group's money was held during the period being reviewed.

#### **ARTICLE IV. PUBLICATION**

1. The Board shall publish at least quarterly a printed newsletter that shall be the official publication of San Diego Mensa and shall be called the "MENSAN." 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 Board 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.
2. The newsletter shall contain, at a minimum, notices of meetings and activities, required ballots, results of Board meetings and elections, amendments to the bylaws and related discussions and ballots, the semiannual financial reports, and official communications to the membership from AML, the RVC, and the National, Regional, and local Ombudspersons.
3. The National, Regional, and local Ombudspersons, or their designees, may submit material to the Editor marked "for publication" that relates to official ombudsperson duties. Anything so marked shall be given the highest practicable priority for publication in the newsletter.
4. San Diego 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 V. MEETINGS AND ACTIVITIES**

1. Regular meetings or activities shall be held at such times as may be appropriate; however, a regularly scheduled meeting of the Board 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, the RVC, and the National Office. If remote electronic access to the meeting is allowed for the membership and others, notice of the technical requirements for such access is to be provided at least 48 hours in advance.
2. Special Board meetings may be called at any time by the President or by a majority of the Board, and shall be called upon receipt by any member of the Board 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 available from AML. The date, time, place, and purpose of the special meeting shall be announced in the newsletter (or by direct mail to each member, the RVC, and the National Office) including technical requirements for remote access, 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. For both regularly scheduled and special meetings of the Board, a simple majority of all voting members of the Board constitutes a quorum to transact business, and tied votes are considered not passed. Unless otherwise specified in these Bylaws, motions before the Board must be seconded, and are adopted by approval of a majority of Board members present.
4. Remote participation during meetings of the Board and of committees established by these bylaws is allowed. Any one or more of the members of the Board or committees may participate in such meeting by means of telephone, online conference, or similar communications equipment allowing all persons participating in the meeting to communicate with each other simultaneously;

participation by such means constitutes presence in person at the meeting.

5. All meetings of the Board shall be held on a physical site located within the geographical limits of the local group as assigned by the AMC.
6. A General Gathering of the entire membership shall be called immediately prior to the August, November, February, and May regular meetings of the Board. Members attending the General Gathering may make motions expressing the sense of the members assembled. Such motions may commend, deplore, and/or recommend. Members attending the General Gathering may make motions requesting that the Board consider specific actions. Should any such motion receive a majority approval, it shall be placed on the Board's agenda as New Business for its next regular meeting. Members attending the General Gathering may vote to recess to a time and place to be determined by those members present. The time and place at which the General Gathering is to reconvene shall, if publication schedule allows, be announced in the newsletter. The Secretary shall notify the editor and any absent Board members of the time and place of reconvening within 24 hours of recessing.

## **ARTICLE VI. ELECTIONS**

1. At its February meeting the Board shall appoint an Election Committee of three members who shall be responsible for conducting the election, creating the ballot, receiving and counting the returned ballots, and certifying the results. The term of the Election Committee expires on August 31<sup>st</sup> following the election. The Election Committee shall determine those election rules and regulations not covered in these bylaws and the Standing Rules (see Article IX.2), and shall cause them to be either (a) published in the March issue of the newsletter, or (b) mailed by post or electronically to all members of the local group no later than March 1<sup>st</sup>. In so doing, the Election Committee shall strive to maintain the anonymity of voters.
2. No member of the Election Committee may be a voting member of the Board or a candidate in the upcoming election. The Election Committee shall choose its own Chair.
3. In the case of a recall or bylaws election, the Board shall appoint an Election Committee of three members who shall be responsible for conducting the election, creating the ballot in a timely manner, setting a date to count ballots, receiving and counting the returned ballots, and certifying the results. The Election Committee shall remain in existence until the election results are certified and all challenges, if any, are resolved.
4. The March issue of the newsletter shall contain an announcement of the election calendar as defined in these bylaws, and the contact information of the Election Committee chair.
5. The start of new terms for the offices of the President, Secretary, Activities Officer, and Member Services Officer, will be in even-numbered years. The start of new terms for the offices of the Vice-President, Treasurer, and Communications Officer, will be in odd-numbered years.
6. Nominations for specific offices shall be made by petition signed by at least ten (10) members of the local group and delivered to the Election Committee chair no later than May 5th. A signed statement affirming the candidate's willingness to serve in the office shall accompany each petition. The Election Committee shall certify the eligibility of each candidate.
7. In the event there is a sole candidate for an elected Board position as of the closing of the nominations period, that candidate shall be declared elected without balloting.
8. Ballots for contested offices shall contain the names of all nominated candidates in random order. No person's name may appear in more than one race on the same ballot. Ballots and voting instructions shall be printed in the June issue of the newsletter, including in the electronic version of the newsletter if such is available, or mailed by post or electronically to all members of the local group, but in any case, posted no later than June 1st. Replacement ballots may be obtained only

from the Election Committee.

9. Ballots must be returned to the Election Committee and received no later than the deadline date shown on the ballot, which shall be June 20th. Ballots received after that date shall not be counted. Ballots may be returned by mail, electronically if such an 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 choose.
10. The Election Committee shall meet in public no later than June 27<sup>th</sup> to count the ballots. 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.
11. A plurality of valid votes cast for each Board position shall constitute election. Votes that are tied shall be determined by the Election Committee chair by a flip of a coin or other random method. 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. The Election Committee chair shall preserve the ballots for inspection by members of San Diego Mensa until August 31<sup>st</sup> following the election.
12. Any challenges to the election must be made in writing to the Election Committee chair and received within 30 days following the election. Any such challenges must be ruled on within 14 days after the committee receives the challenge. Any actions by the Board while a challenge is pending are not affected by the outcome of any such challenge.
13. The election procedure, including challenges and bylaws elections, established in the Standing Rules (see Article IX.2) may not be changed within three months before or after an election.

## **ARTICLE VII. AMENDMENTS**

1. Amendments to these bylaws may be proposed by the Board or by a written petition signed by at least twenty (20) members of the local group and received by any member of the Board. Such proposals shall be submitted first to the National Bylaws Committee for its approval to ballot. After approval to ballot has been received, the proposed amendments(s) shall be published in the next issue of the newsletter.
2. Ballots shall then be sent to every member of the local group using the election process described in Article VI. The balloting deadline shall be no less than 90 days following the first publication of the proposed amendment(s) in the newsletter. All dates shall be adjusted accordingly.
3. 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 National Bylaws Committee and filing of the revised bylaws with the National Bylaws Committee. The National Bylaws Committee will tell the local group the effective date of the bylaws as amended.

## **ARTICLE VIII. MENSA NAME AND LOGO**

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

## **ARTICLE IX. 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. Standing Rules for the Board and for those matters concerning San Diego Mensa which are not specified in these bylaws may be adopted by the Board and shall govern San Diego Mensa in all cases to which they are applicable and not inconsistent with these bylaws. Motions adopted but not explicitly included in the Standing Rules expire at the end of the term of the President of the Board that passed them.
3. 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 and the Standing Rules.