

Bylaws of Delaware Valley Mensa
(effective July 1, 2017)

ARTICLE I. NAME AND PURPOSE

1. The name of this organization shall be Delaware Valley Mensa.
2. Delaware Valley 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 abbreviated in these bylaws as "AML" and the American Mensa Committee as "AMC".

ARTICLE II. MEMBERSHIP

1. Membership of Delaware Valley Mensa shall be open to all members of AML in good standing in the geographic areas assigned to Delaware Valley Mensa by the AMC, or as otherwise assigned by AML. Members of Delaware Valley Mensa residing outside this area but who are assigned to Delaware Valley Mensa by AML are full members in Delaware Valley 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 Delaware Valley 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 AMC shall be permitted to participate in the business affairs of the local group in the discharge of their official duties.
3. Delaware Valley 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 Valley Mensa shall be an Executive Committee (ExComm), which conducts the business of the local group. The ExComm consists of the following voting members: two elected officer positions (Local Secretary and Treasurer), plus one additional member elected at large for every 200 members of the local group or fraction thereof (with no fewer than 2 Members At Large), plus four appointed officers (Deputy Local Secretary, Program Chair, Recruitment and Testing Chair, and Publications Officer). At their first meeting after taking office, the Local Secretary shall select from the ExComm a Deputy Local Secretary. All other appointed officer positions shall be filled by the ExComm from among themselves, or shall be members of DVM with at least one year of

ExComm experience. If there is a vacancy in the office of Deputy Local Secretary mid-term, the Local Secretary shall have the power to appoint a new Deputy Local Secretary to serve until the next regularly scheduled election. The Local Secretary may appoint any member of DVM to this position provided such member has been appointed to ExComm after the last general election, or has served on an ExComm of DVM for a minimum of one year. 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 appointed officers other than those named above are non-voting. All voting members of the ExComm must also be current members in good standing of Delaware Valley 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. No member of the ExComm shall hold more than one vote, no matter how many positions he or she holds.

2. The Local Secretary (LocSec, or President) shall be the chief executive officer of Delaware Valley 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 LocSec 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 Chairman (RVC) for the local group within two weeks of the results of elections, and of any changes in the officers of the group.

3. The Deputy Local Secretary (Deputy LocSec, or Vice President) shall assist the LocSec; be responsible for maintaining the official records of the ExComm; ensure that those official records are distributed as required by the Minimum Standard Bylaws; preside over meetings in the absence of the LocSec; and immediately and automatically succeed to the office of LocSec if that office becomes vacant.

4. The Treasurer shall be responsible for financial matters of Delaware Valley 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 Editor in the preparation and submission of any postal forms that might be required. At least quarterly, the Treasurer shall submit to the LocSec 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 LocSec 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. The Treasurer shall be one of the signatories on all accounts.

5. The Program Chair shall be responsible for arranging for local group activities, and shall coordinate with and advise the officers and the Editor of these activities.
6. The Recruitment and Testing Chair shall be responsible for publicity, public relations, testing, and recruitment programs.
7. The Publications Officer shall be responsible for appointing the Editor; for working with the newsletter printer and Treasurer, when appropriate; for managing any other publications as approved by the ExComm; and for appointing and working with the Social Media Chair.
8. The Member(s) at Large shall perform such duties as are assigned by the ExComm.
9. Appointed positions of the local group may include, but are not limited to, Ombudsman, Recording Secretary, Membership Director, Social Media Chair, and Area Coordinators for outlying groups of members and coordinators for other activities as deemed necessary.
10. The Editor shall edit the newsletter. The Editor shall, at a minimum, publish notices of meetings and programs, required ballots, results of ExComm elections, semi-annual financial reports, amendments to the bylaws and ballots. At the Editor's discretion, the Editor may publish the meeting minutes in the printed newsletter, but with the understanding that electronic versions of the meeting minutes shall be made available in an electronic format. Additionally, the Editor shall prepare and publish Post Office forms, if required. The outgoing Editor must turn over all files, materials, computer software, passwords, and equipment in good order to the incoming Editor no later than 15 days after the outgoing Editor leaves office.
11. The ExComm shall appoint an Ombudsman, who shall pursue local resolution of disputes and shall be an arbitrator to pursue resolution of disputes in other groups. 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, the Regional Ombudsman, and the National Ombudsman, may submit material 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.
12. The Recording Secretary, who may also be a member of the ExComm, shall be responsible for the taking and maintaining of minutes at ExComm meetings and be responsible for maintaining a list of ExComm actions still in effect.
13. The Membership Director shall receive and respond to queries from prospective members, shall maintain records of the DVM membership, subgroup distributions and all surveys designated by the ExComm, and shall arrange for the contents and publication of any DVM membership directories.

14. The Social Media Chair shall monitor and oversee messaging, membership, and distribution over all social media platforms.

15. The ExComm shall publish, at least quarterly, a printed newsletter that shall be the official publication of DVM. The newsletter may be published more frequently, if so desired. Additional publications shall be entirely at the prerogative of the ExComm. 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.

16. The terms of office of elected officers shall be two years from June 1st of odd-numbered years to the second following May 31st, or until installation of a properly qualified successor, except in the case of resignation, succession to higher office as provided in Article III, section 3, failure to maintain membership, or removal from office as provided in Article III, sections 18 or 19.

17. The term of office for all appointed officers and positions expires at the end of the term of office of the current elected officers, unless stated otherwise in these bylaws. Appointed officers, positions, and committees, including the position of committee chair, are appointed by the LocSec (or, in the case of the Editor and Social Media Chair, the Publications Officer) with the approval of the ExComm, and may be removed from office by majority vote of the ExComm unless stated otherwise in these bylaws. No appointed voting member of the ExComm may vote on a motion to remove himself or herself.

18. 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 5% 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.

19. Any voting member of the ExComm may be removed from office for three unexcused absences at ExComm meetings, by a majority vote of the remaining members. A majority of the remaining members may excuse an absence.

20. The ExComm shall select a replacement for any ExComm member, other than the LocSec, who resigns, or is removed, or is recalled, or moves up to the position of LocSec in accordance with Article III, section 3, 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.

21. All elected and appointed officers shall turn over all files, equipment, computer software, passwords, and materials pertaining to their offices to either their successor(s), to the current LocSec, or to another member of the ExComm no later than four weeks after leaving office unless stated otherwise in these bylaws.

22. 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, the RVC, and the National Office.

2. Special ExComm meetings may be called at any time by the LocSec 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 5% 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, the RVC, and the National Office) 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 ExComm, a simple majority of all voting members of the ExComm constitutes a quorum to transact business, and tied votes are considered not passed.

4. 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.

5. 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 October 1st of even-numbered years before the election, the ExComm shall appoint a Nominating and Elections Committee consisting of three members which shall, no

later than the deadline for the February issue of the newsletter, nominate one or more candidates for each elected seat on the ExComm. Prior to nominating candidates for election, the Committee shall cause to be published in the newsletter, no later than the December issue, a call for nominees to the various offices. The number of seats on the ExComm for the upcoming election shall be determined by applying the formula in Article III, section 1 of these bylaws to the August membership roster provided by AML. The Nominating and Elections Committee shall cause the names of the candidates they have nominated to be either (a) published in the February issue of the newsletter, or (b) mailed by post or electronically to all members of the local group, no later than February 1st.

2. The Nominating and Elections Committee shall be responsible for conducting the election; creating the ballot; receiving and counting the returned ballots; and certifying the results. The term of the Nominating and Elections Committee expires on September 1st following the election. The Nominating and Elections Committee shall determine those election rules and regulations not covered by these bylaws, and shall cause them to be either (a) published in the February issue of the newsletter or (b) mailed by post or electronically to all members of the local group no later than February 1st. In so doing, the Nominating and Elections Committee shall strive to maintain the anonymity of voters.

3. No member of the Nominating and Elections Committee may be a voting member of the ExComm or a candidate in the upcoming election.

4. No later than March 1st before the election, additional nominations may be made by petition signed by ten (10) members of the local group and delivered to the Nominating and Elections Committee chair. The chair will be chosen by the ExComm, and contact information will be published in the newsletter prior to the petition deadline.

5. The Nominating and Elections Committee shall create the ballot no later than the submission deadline for the April newsletter. Ballots shall contain the names of all nominated candidates in random order, whether nominated by the Nominating and Elections 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 April 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 April 1st. Ballots must be returned to the Nominating and Elections Committee chair and received no later than April 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 Nominating and Elections Committee shall meet in public no later than May 7th 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.

6. A plurality of votes cast for each ExComm position shall constitute election. Votes that are tied shall be determined by the Nominating and Elections Committee chair by a flip of a coin.

7. The Nominating and Elections Committee chair shall certify the results of the election to the LocSec and shall have the election results published in the next possible issue of the newsletter. The Nominating and Elections Committee chair shall preserve the ballots for inspection by any member of Delaware Valley Mensa until September 1 following the election.

8. Any challenges to the election must be made in writing to the Nominating and Elections Committee chair and received by June 15th following the election. Any such challenges must be ruled on by June 30th following the election. Any actions by the ExComm while a challenge is pending are not affected by the outcome of any such challenge.

9. The outgoing LocSec 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 5% of the 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 ballot shall be published in the issue of the newsletter that follows publication of the proposal and shall be sent to every member of the local group.

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 amendment process if they so choose. 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, nonexclusive license to Delaware Valley 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 Valley 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.