

Proposed

BYLAWS
OF LONE STAR MENSA
OF TEXAS

2009

July 28

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OF LONE STAR MENSA
OF TEXAS
PREAMBLE

According to its Constitution, Mensa is an international federated society composed of national Mensas and Direct International Members. Mensa's purposes are to identify and foster human intelligence for the benefit of humanity, to encourage research into the nature, characteristics, and uses of intelligence and to provide a stimulating intellectual and social environment for its members. Mensa provides a forum for intellectual exchange among members. Its activities include the exchange of ideas by lectures, discussions, journals, special-interest groups, and local, regional, national, and international gatherings; the investigations of members' opinions and attitudes; and assistance to researchers inside and outside Mensa in projects dealing with intelligence or Mensa.

According to its certificate of incorporation, American Mensa, Limited, is an affiliate organization of Mensa that has among its purposes to engage on a voluntary basis and free of charge, in research in behavioral science; to provide, on a voluntary basis and free of charge, test panels of persons of high intelligence quotient for research projects conducted by institutions of higher learning, foundations or other organizations engaged in such research; and to promote, on a voluntary basis and free of charge, social and professional contact between persons of high intelligence quotient.

ARTICLE I
NAME

The name of this organization shall be Lone Star Mensa (LSM)

ARTICLE II
OBJECTIVE

The objective of LSM is to support Mensa and American Mensa, Ltd. (AML) purposes, goals, and objectives within the LSM geographic area assigned by the AMC.

Notes:

1. The Bylaws Committee approved these bylaws on 2009 April 27 for submission to the ExComm and AMC Bylaws Committee for review and approval.
2. The LSM Executive Committee approved these bylaws on 2009 May 6 for submission to the AMC Bylaws Committee for review and approval.
3. The AMC Bylaws Committee provided 47 comments and scores of corrections for response and action on 2009 June 30.
4. The LSM Bylaws Committee revised the bylaws, accepted all corrections, and responded the comments. The Committee approved the revised comments and bylaws on 2009 July 9 for submission to the ExComm and AMC Bylaws Committee for review and approval
5. The AMC Bylaws Committee provided 11 comments for response and action on 2009 July 15.
6. The LSM Bylaws Committee revised the bylaws, and responded to the comments. The Committee and ExComm approved the revised comments and bylaws by email vote on 2009 July 16 for submission to the AMC Bylaws Committee for final review and approval to ballot.
7. The AMC Bylaws Committee provided 6 comments for response and action on 2009 July 18.
8. The LSM Bylaws Committee revised the bylaws, and responded to the comments. The Committee and ExComm approved the revised comments and bylaws by email vote on 2009 July 19 for submission to the AMC Bylaws Committee for final review and permission to ballot.
9. On 2009 July 23 the AMC Bylaws Committee granted permission to send the proposed bylaws to a vote of Lone Star Mensa's membership as an amendment to the current bylaws
10. On 2009 July 27 the LSM ExComm approved and on July 28 the AMC Bylaws Committee Chair approved changing the approving vote for bylaws changes from 2/3 to simple majority in section VII.5.e. covering election committee duties.
11. Comments from LSM members may be sent to the ExComm.

the proposal to the AMC for its approval to ballot. After approval to ballot has been received, the proposed amendment(s) shall be presented to the membership and voted on using the procedures of Article VII – Elections. To become effective, an amendment to these bylaws shall require final approval of the AMC and filing of the revised bylaws with the AMC Bylaws Committee. The AMC Bylaws Committee will tell the local group the effective date of the bylaws as amended.

ARTICLE XV TRANSITION

Section 1. **Effective Date.** These bylaws shall be considered fully effective at the beginning of the initial Board meeting of the incoming Board elected under these bylaws, (See section IX.6.). Article VII – Elections and related sections shall be effective on a date established by the AMC to allow elections and smooth transition to the new Officer structure.

Section 2. **Elections.** Soon after the AMC-established bylaws implementation date, elections of the senior officers shall be conducted according to section Article VII – Elections, and any applicable *LSM Special Rules* and *LSM Standing Rules*.

Section 3. **Elected Officers.** The newly elected officers shall elect the Executive officers as provided in section VI.5 – Executive Officers before the initial Board meeting of the incoming Board and shall assume all other duties at their initial Board meeting. The outgoing elected officers shall serve until replaced by their successors.

Section 4. **Appointed Officers.** The new appointed officers shall assume their duties after their appointment at the initial Board meeting. The outgoing standing committee chairs shall serve until their successors assume responsibility at or after the initial Board meeting.

Section 5. **Deletion.** These bylaws shall be automatically amended to delete Article XV, Transition, one month after the initial Board meeting.

ARTICLE III AUTHORITY AND RESTRICTIONS

Section 1. **American Mensa.** Lone Star Mensa is a Local Group of American Mensa, Ltd. (AML), and is granted authority by and is subject to the *Constitution of Mensa*, the *Bylaws of American Mensa, Ltd.*, and the resolutions adopted by the American Mensa Committee (AMC). LSM is not authorized to undertake activities that might incur a liability for Mensa AML unless specifically authorized by Mensa.

Section 2. **License.** American Mensa, Ltd. (AML) has granted a royalty free, non-exclusive license to Lone Star 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 Lone Star Mensa. AML retains full ownership of the mark and logo and all statutory and common law rights in the mark and logo.

ARTICLE IV ORGANIZATION

LSM shall consist of the following organizational elements:

- a. The Board of Officers (Board), which is responsible to the AMC for all business and activities of the local group. See Article IX – Board of Officers for more information on the Board.
- b. Four standing committees—Communications, Education, Membership, and Symposia—established annually by the Board, which are responsible to the Board for all activities within a specific program area, and additional special committees, which are responsible to the Board for significant projects and events; See Article X – Standing Committees and Article XI – Special Committees for more information on these committees.
- c. Committee members including activity coordinators appointed annually by their standing committees, who are responsible to their committee for their specific assignment, and additional independent and special officers as listed in these bylaws and the *LSM Standing Rules*. See section VI .8 – Committee Members for more information.
- d. Members of Lone Star Mensa, who are responsible to their fellow members for participating in local group and other Mensa activities through their service, presence, dues, and/or gifts. See Article V – Members for more information.

ARTICLE V MEMBERS

Section 1. **Membership.** Membership of LSM shall be open to all members of AML in good standing in the geographic areas assigned to LSM by the AMC or as otherwise assigned by AML.

Section 2. **Participation.** Mensa members in good standing who are not also members of LSM 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, Regional Arbitrators, members of the AMC, and the local Ombudsman shall be permitted to participate in the business affairs of the local group in the discharge of their official duties.

Section 3. **Preferences.** LSM 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. Each officer shall make his or her name, address, phone number, and email address easily available to the public unless exempted by the Board of Officers.

ARTICLE VI OFFICERS

Section 1. **Officers.** An officer is defined as any person who is given a title and specific responsibilities, authority, or duties.

- a. **Current Members.** All officers shall be current members in good standing of AML.
- b. **Multiple Offices.** Officers may hold only one voting position on the Board but may otherwise hold multiple positions unless restricted in these bylaws or *LSM Standing Rules*.
- c. **Service.** Officers are unpaid volunteers. They are responsible for attending assigned meetings. They are assigned responsibilities, shall be delegated authority commensurate with that responsibility, and perform duties as provided in these bylaws, the *Rules of Order*, and the *LSM Standing Rules*.
- d. **Records.** All officers shall turn over all files, equipment, and materials in their possession or pertaining to their offices to either their successor(s), the Secretary of the Board, or the current LocSec no later than four weeks after leaving office

- i. Other items shall be treated as optional using the priorities listed in the AML Editor's Handbook and any *LSM Standing Rules*.

Section 3. **Electronic Announcement and Discussion Lists.** The Board shall establish by standing rule one general purpose email announcement list for passing on important information via email regarding LSM activities. All LSM members shall be assigned to the list but may opt out if they desire. The Board may also establish other email and online announcement and discussion lists in the *LSM Standing Rules*. These lists shall be opt in and participants in discussion lists must agree for their names and email addresses to be made available to other list participants.

Section 4. **Online Communications.** If resources are available, the Board shall establish by standing rule online services available to the members providing at least copies of printed newsletters, a current annual calendar, *LSM Bylaws*, the *LSM Special Rules*, *LSM Standing Rules*, and other information the Board determines to be of value to members.

ARTICLE XIII PARLIAMENTARY AUTHORITY

Section 1. **Governing Rules.** The *Rules of Order* contained in *Robert's Rules of Order: Newly Revised* latest edition, *LSM Special Rules*, and *LSM Standing Rules* shall govern LSM in all cases to which they are applicable and not inconsistent with these bylaws and the *Minimum Standard Bylaws* of section 2 below. The *LSM Special Rules* and the *LSM Standing Rules* are created, amended, and rescinded as defined in *Roberts Rules of Order* and are also known as *Actions Still in Effect* or ASIEs.

Section 2. **Minimum Standards.** 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.

ARTICLE XIV AMENDMENT OF BYLAWS

Amendment of these bylaws may be proposed by the Board or by a written petition signed by twenty-five (25) members of the local group and received by the Secretary of the Board. The Secretary shall submit

- c. Printed newsletters containing ballots shall be sent to all LSM members unless a paper ballot is mailed to a member separately or the member has requested an electronic ballot or access to an online ballot.
- d. If requested by the member, an electronic copy of the printed newsletter or a link to the printed newsletter shall be sent via email to the member.
- e. If resources are available, an electronic copy of the newsletter shall be available to members via the Internet regardless of other newsletter versions that may also be available.

Subsection 2-4. **Content.** The printed newsletter shall contain at least the following:

- a. The printed calendar of LSM scheduled activities from the date of earliest expected member receipt of the printed newsletter until the latest expected member receipt of the next newsletter. Overlapping time periods shall be preferred.
- b. Announcements of regular and special member, board, and committee meetings and other activities.
- c. Ballots for general and special elections and other election information.
- d. Referenda and bylaws proposals.
- e. Official minutes of the Board meetings. To conserve printing costs, lengthy items such as officer and committee reports, resolutions, the *LSM Special Rules*, the *LSM Standing Rules*, and ASIEs, may be summarized in the minutes and made available to members by request, through expanded online newsletter versions and/or URLs in the newsletter pointing to specific online content.
- f. Approved financial reports every six months including an end of fiscal year report as specified in Subsection VI.5-4.c, Treasurer.
- g. Approved final financial reports of special committees that expend LSM funds, such as the Lone Star Regional Gathering Committee.
- h. Official content submitted by the National Ombudsman, Regional Arbitrator, and LSM Ombudsman, as specified in VI.9 – Independent Officers, paragraphs c and d.

unless otherwise provided in these bylaws, the *Rules of Order*, and *LSM Standing Rules*.

- e. **Relief from Duty.** Any officer may decline to serve prior to accepting an officer position. After accepting a position, an officer may request, and the Board may approve, relief from the duties he/she assumed. The request for relief or resignation shall be submitted in writing to the Secretary of the Board. Duties may not be abandoned until the request becomes effective according to the *Rules of Order*.
- f. **Misconduct.** The Board and the Membership of LSM may censure, reprimand, or depose from office any officer of LSM for misconduct or neglect of duties as provided in Article VIII, The Board. Members may call a special meeting of the Board to take such action as provided in Article IX—Board of Officers and, if the Board fails to take satisfactory action, members may call for a special election to do so by a petition to the Secretary of the Board citing the reason for such action, signed by at least 25 members of LSM listed on the most recent membership roster provided by AML. See Article VII – Elections.
- g. **Vacancies.** Unless these bylaws state otherwise, the appointing authority, with Board or committee advice and consent, shall appoint succeeding officers to vacant or potentially vacant positions to serve the remainder of succeeded officers' terms.
- h. **Titles.** Officer titles shall be as provided in these bylaws and the *LSM Standing Rules*. An officer may temporarily use a title with the term “officer” when necessary to convey authority when dealing with the general public.

Section 2. **Officer Classes.** LSM officers are divided into five classes:

- a. Senior officers, who serve on the Board. Senior officers include elected officers, who are elected at large by the general membership and who in turn elect the executive officers, and the standing committee chairs, who are appointed by the LocSec with the advice and consent of the Board.
- b. Special (ad hoc) committee chairs, who are appointed by the LocSec with the advice and consent of the Board.
- c. LSM committee members, who are appointed by their committee chairs, who serve on their assigned committees, and who have

titles and duties assigned in *LSM Standing Rules*. Committee chairs may appoint other LSM members or nonmembers to serve on their committees, however, these committee members shall not have titles and shall not be considered LSM officers.

- d. Independent officers, who are appointed by the LocSec with the advice and consent of the Board; and
- e. Special officers, who are recommended for their position by the LocSec with the advice and consent of the Board and who are approved by higher level authority. Special officers may also be committee members.

Section 3. **Senior Officers.** Senior officers shall serve as voting members of the Board and shall be current members in good standing of LSM.

Section 4. **Elected Officers.** LSM elected officers shall be four to ten senior officers elected at large following the procedures in Article VII–Elections and an executive advisor (normally the immediate Past Local Secretary (LocSec)).

- a. **Term of Office.** The executive advisor serves a one year term and other elected officers serve staggered two year terms, from April 1 of the year of their election through March 31 of the first or second year following their election respectively or until their successors are elected and assume responsibility. They may be reelected.
- b. **Current Members.** All elected officers shall be current members in good standing of LSM.
- c. **Number Elected.** The number of officers elected each year shall be based on the official membership of LSM at the end of March of the preceding year. For 0-399 members, 2 officers shall be elected each year; 400-599 members, 3 officers shall be elected; 600-799, 4 officers shall be elected; and for over 799 members, 5 officers shall be elected. The executive officer shall also be elected if the immediate past LocSec is not willing to serve.
- d. **Service.** Elected officers are responsible for attending Board Meetings. They are responsible for actively soliciting ideas and concerns of the general membership, are delegated authority to present, and shall present those ideas to the Board.

- d. Authority to approve LSM expenditures within the committee's approved budget.
- e. Duty to keep the Board informed of committee activities at each regular Board meeting.
- f. Duty to provide to the Board a written report of the committee's accomplishments, revenue, and expenditures before dismissal.

ARTICLE XII COMMUNICATIONS

Section 1. **Member Communications.** In addition to the meetings listed above, official communications between LSM members shall be facilitated through a newsletter, a calendar, direct mailings, and any available electronic resources. The Board is the publisher of all official LSM paper and electronic publications and is responsible for ensuring that the content in all official LSM paper and electronic publications meets minimum AML standards and guidelines provided in the *AML Editor's Handbook*.

Section 2. **Printed Newsletter.** The LSM printed newsletter shall be the principal means of official communications within LSM as well as a means of entertainment and sharing of ideas between members. It shall be the primary record of the activities of the local group and as such shall be a permanent record of LSM maintained in local archives and in the local group archives at the AML National Office.

Subsection 2-1. **Publisher.** The Board shall be the publisher of the printed newsletter and printed calendar. The Board may assign subordinate responsibility for content and delegate editing authority to the Communications Committee by standing rule.

Subsection 2-2. **Frequency.** The Board shall publish the printed newsletter and calendar at least once a quarter.

Subsection 2-3. **Distribution.**

- a. The printed newsletter shall be mailed via a postal service to all members and other subscribers unless they request otherwise.
- b. Mensa members who pay dues as second and additional family members shall be considered to have requested not to receive printed newsletters.

committee chairs. The Board shall provide the specific scope of assignments in the *LSM Standing Rules*:

- a. Communications Committee (ComComm): activities supporting and promoting LSM internal and external communications; see also Article XI, Communications.
- b. Education Committee (EdComm): activities supporting and promoting education and scholarship.
- c. Membership Committee (MemComm): activities supporting and promoting membership, awards, recruitment, and testing.
- d. The Symposia Committee (SymComm): activities supporting and promoting monthly and other general meetings, symposia, and local gatherings.

ARTICLE XI SPECIAL COMMITTEES

Section 1. **Composition.** Special committees are normally advisory in nature but may be assigned responsibility and delegated authority to take action or manage a specific project. The Board shall establish each special committee with composition necessary for it to accomplish the duties assigned.

Section 2. **Term of Office.** The term of office of each special committee may extend beyond that of its appointing Board, serving until its assigned duties are complete and/or it is dismissed.

Section 3. **General Responsibilities, Authority, and Duties.** The Board shall establish the special committees listed in these bylaws and, through the *LSM Standing Rules*, other committees as needed. The *LSM Standing Rule* for each committee shall assign specific responsibilities and duties and delegate sufficient authority so that the committee can accomplish its assigned responsibility. The Board generally assigns the following responsibility and duties and delegates the following authority to each special committee and committee chair.

- a. Responsibility to accomplish the committee's assigned duties as specified in these bylaws and the *LSM Standing Rules*.
- b. Responsibility to prudently manage any assigned LSM resources.
- c. Authority to recruit and appoint committee members unless restricted.

- e. **Vacancies.** Vacant elected officer Board positions except the LocSec shall be filled by a regular or special election if more than nine months remain in the term of the Board, else the LocSec shall fill the position by appointment with the advice and consent of the Board. The appointed officer shall be considered an elected senior officer whose term ends with the term of the Board.

Section 5. **Executive Officers.** After the election and before the new officers assume office, the new and continuing elected officers shall by majority vote elect from among themselves three officers to serve with the executive advisor as the four executive officers of the Board: a Vice-President and Secretary of the Board, a Treasurer, and a Local Secretary (LocSec).

- a. **Term of Office.** Executive officers serve one year terms from April 1 of the year of their election through March 31 of the year following their election or until their successors have been elected and assume responsibility. Each term shall be concurrent with one year of the officer's two year term as an elected officer. Executive officers may be elected to serve no more than two complete consecutive terms in the same office.
- b. **Service.** The Executive Officers, as elected senior officers, serve as and vote as members of the Board.

Subsection 5-1. **Executive Advisor.** The executive advisor shall automatically be the immediate Past Local Secretary (Past LocSec) if that person is willing to serve. Otherwise the executive advisor shall be elected by the general membership from LSM members in good standing and willing to serve who have also served on the LSM governing body. The executive advisor shall provide experience and wisdom to the Board's deliberation and decisions and shall have the title of their previous governing body position preceded by "Past" (Past LocSec, Past President, Past Board Member, etc.).

Subsection 5-2. **Local Secretary.** The Local Secretary (LocSec) shall be the chief executive officer of LSM. As specified in and in addition to those listed in the *Rules of Order* and in *LSM Standing Rules*, the LocSec is assigned the following responsibilities, is delegated the following authority, and shall perform the following duties:

- a. Responsibility and authority to preside over the Board as Chair of the Board as specified in the *Rules of Order* and any *LSM Special Rules*.
- b. Responsibility and authority to ensure implementation of the decisions of the Board.
- c. Responsibility and authority to speak on behalf of and otherwise represent LSM within Mensa and with the general public.
- d. Authority to use the title of Local Secretary, LocSec, President, or President of the LSM Board as appropriate when dealing with the general public and for signing official documents requiring the LSM President's signature. The title Local Secretary or LocSec shall be used within Mensa.
- e. Authority to serve as an ex officio member of LSM committees as provided in the *Rules of Order* and *LSM Special Rules*. This authority does not include serving on the Nomination or Election Committees.
- f. Authority to appoint committee chairs with the advice and consent of the Board.
- g. Authority to appoint the independent and special officers described in these bylaws, with the advice and consent of the Board.
- h. Duty to serve as the chief point of contact between the AML National Office (NO) and the local group to pass information to and from the NO and local group officers in a timely fashion.
- i. Duty to notify the NO and the Regional Vice Chairman (RVC) for the local group, within two weeks of the change, of the results of elections, changes in the officers of the Board during the term, recommended removal of special officers, special officers who are not recommended for reappointment, and other officers for whom notification is required.
- j. Duty to review financial statements of institutions where LSM money is deposited at least quarterly as specified in *LSM Standing Rules*. The LocSec may assign this duty to another elected officer.

Subsection 5-3. **Vice-President.** The Vice-President (VP) shall be the chief administrative officer of LSM and shall serve as Secretary of the

- e. Adopt in the *LSM Standing Rules* the dates, times, and locations for the regular Board meetings, the regular membership meetings, and any regular membership business meetings.
- f. Adopt the annual budget.
- g. Take any other actions required by the *LSM Special Rules* and the *LSM Standing Rules*.

ARTICLE X STANDING COMMITTEES

Section 1. **Composition.** The Board shall establish each year four standing committees with power that collectively shall be responsible for the majority of activities of LSM.

Section 2. **Term of Office.** Each consecutive standing committee shall serve a one year term from April 1 of the election year until March 31 of the following year or until the successor committee assumes responsibility.

Section 3. **General Responsibilities and Authority.** The Board assigns the following responsibility and delegates the following authority to the standing committees and committee chairs within their area assignments. The Board shall provide specific responsibilities, authority, and limitations of authority, and duties in the *LSM Standing Rules*. Delegated authority shall be sufficient for the committees to accomplish their assigned responsibilities.

- a. Responsibility and duty to manage activities and budgeted funds in a prudent manner for the benefit of LSM.
- b. Responsibility to report on the status of their programs at each regular Board meeting.
- c. Responsibility to recruit and authority to appoint LSM officers to their committees as listed in the *LSM Standing Rules*.
- d. Responsibility to recruit and authority to appoint other committee members needed to accomplish committee responsibilities.
- e. Authority to approve expenditures within their annual budgets. Committees may delegate this authority to their chairs.

Section 4. **Area Assignments.** The Board assigns the following general program and related activities to the standing committees and

- i. The Board may discuss and vote on emergency or incidental motions between meetings electronically if necessary for the good order of the local group. An affirmative majority vote of the full Board membership shall be required to adopt a motion, the result shall be posted online, and the vote shall be ratified at the next regular Board meeting. All Board members shall have access to the medium of communications such that they may be included in all voting and all related discussion.
- j. The quorum for the Board to conduct normal business shall normally be a majority of the elected members serving at the time of the meeting. However, in determining the number of serving officers for a quorum on disciplinary actions such as censure, reprimand, or removal from office, the Board shall not count members who are being considered for such actions.
- k. Decisions of the Board shall require a majority vote except for motions or resolutions for which these bylaws, the *Rules of Order*, or *LSM Special Rules* require more than a majority. (For example, motions for removal require 2/3 vote or a majority vote with prior notice.) The Chairman shall normally not vote but may vote to make or break a tie. Because of potential conflict of interest, appointed Officers may not vote on financial matters.
- l. The last regular meeting of each Board shall include the elected officers of the following Board.

Section 6. **Final and Initial Meeting Duties.** At its final meeting the outgoing Board and at its initial meeting the incoming Board shall perform the following duties respectively:

- a. Commend the outgoing and establish the incoming standing committees.
- b. Recommend and ratify incoming LocSec appointments for the chairs of the standing committees.
- c. Recommend and ratify incoming LocSec appointments of independent officers to fill vacant positions and special officers.
- d. Adopt in the *LSM Standing Rules* the annual goals of the incoming Board for LSM.

Board. As specified in and in addition to those listed in the *Rules of Order* and in *LSM Standing Rules*, the VP is assigned the following responsibilities, is delegated the following authority, and shall perform the following duties:

- a. Responsibility and authority to assist the LocSec in carrying out the duties of the office of the LocSec.
- b. Responsibility and authority to immediately and automatically succeed to the office of the LocSec if that position becomes vacant, until the Board elects an officer to fill the position.
- c. Responsibility and authority to preside over Board meetings in the absence of the LocSec.
- d. Responsibility and authority to act as and use the title of Secretary of the Board or simply Secretary.
- e. Authority to sign official documents requiring the signature of the LSM Secretary or Secretary of the Board.
- f. As Secretary, duty to provide notice of the date, time, and location of each Board and membership business meeting to all LSM members using the procedures in Article XII – Communications and applicable *LSM Special Rules*.
- g. As Secretary, duty to provide Board members an agenda prior to each meeting using the format in the *Rules of Order* unless a different format is specified in *LSM Special Rules*.
- h. As Secretary, duty to provide Board members and LSM members the minutes of each meeting as specified in the *Rules of Order* and *LSM Special Rules*.
- i. As Secretary, responsibility, authority, and duty to maintain the records of the Board and of LSM, as described in publications of AML and the AMC, the *Rules of Order*, and the *LSM Standing Rules*. The Board may appoint and delegate record management authority to a volunteer Record Manager to assist the secretary.

Subsection 5-4. **Treasurer.** The Treasurer shall be the chief financial officer of LSM. As specified in and in addition to those listed in the *Rules of Order* and *LSM Standing Rules*, the Treasurer is assigned responsibilities, is delegated authority, and shall perform duties as follows:

- a. Responsibility and authority to prudently manage the financial assets of LSM.
- b. Responsibility to provide an annual financial report to the National Office as specified by the National Office. The LSM fiscal year shall correspond to the AML fiscal year, April 1 through March 31.
- c. Responsibility to provide a financial report at least once every six months to the Board for adoption and to the membership. 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.
- d. Responsibility to provide a financial report to the Board for approval at each regular Board meeting.
- e. Responsibility to submit to the LocSec or his or her designee, at least quarterly, statements (preferably originals) from banks and any other institutions where the group's money is deposited, or to cause a statement to be sent directly to the LocSec or his or her designee. The designee must also be an elected officer.
- f. Responsibility to ensure that all bank accounts are maintained as separate accounts in the name of LSM, and that such accounts have more than one signatory so that funds can be accessed in the temporary absence of the Treasurer.
- g. Responsibility to maintain the Scholarship Endowment fund as a separate LSM ledger account. The Scholarship Endowment shall be increased by donations, LSM activities to generate funds for the endowment, and deposits from the LSM treasury approved by the Board. Scholarship Endowment funds shall be restricted to generating interest to support scholarship awards. Interest from the Scholarship Endowment funds, at a rate established in *LSM Special Rules*, shall be deposited quarterly in the Scholarship Endowment and may be used only for scholarship awards. The Board may change the interest rate and increase the principal but shall not reduce the principal after a higher amount has been established.
- h. Responsibility to maintain the Scholarship Escrow fund in a separate LSM ledger account. Funds in the Scholarship Escrow

- i. To censure, reprimand, or depose from office any elected or appointed officer for cause such as misconduct or neglect of duties of the office. Three or more consecutive unexcused absences from assigned meetings in one term and failure to turn over records or other LSM property are examples of neglect of duties.
- j. To fill vacant elected officer Board positions except LocSec if nine months or less remain in the term of the Board.

Section 5. **Meetings.** The Board shall convene and conduct meetings as follows:

- a. The Board shall meet regularly at least once a quarter on a time and date and at a location specified annually in an LSM standing rule.
- b. The Secretary of the Board shall provide notice of meetings as provided in Article XI, Communications.
- c. "Chair" shall be the title of the presiding officer at Board meetings, normally the LocSec; "Secretary" shall be the title of the officer who records the proceedings of Board meetings, normally the Vice-President.
- d. Board meetings shall be held within the geographic area of LSM as assigned by the AMC.
- e. Board meetings shall be open to all Mensa Members.
- f. The LocSec or any four Board members may call a special Board meeting for a specific purpose.
- g. Any group of members may call a special meeting for a specific purpose by delivering to the LocSec or Secretary of the Board a written petition containing the specific purpose of the meeting and signed by at least 25 members of LSM as listed in the most recent membership roster provided by AML. Business shall be strictly limited to the specific purpose.
- h. The Board shall normally conduct business following the *Rules of Order* "Procedures for Small Boards." However, the Chair may choose to conduct business according to the "General Procedures" if he or she determines it is necessary to keep order.

- k. Permanently documenting all decisions of the Board that have a continuing effect on LSM members or activities through meeting minutes published in the LSM newsletter, and in the *LSM Special Rules* or the *LSM Standing Rules* published in the newsletter or online.
- l. Adopting *LSM Special Rules* establishing a detailed calendar for annual and special elections.

Section 4. **Authority.** The Board shall have the authority to exercise all authority delegated to LSM by the AMC including but not limited to the following:

- a. To convene as necessary to conduct the business of the organization.
- b. To interpret these bylaws, the *Rules of Order*, the *LSM Special Rules*, and the *LSM Standing Rules* as final authority.
- c. To adopt *LSM Special Rules* and *LSM Standing Rules* to govern LSM procedures, business, and activities.
- d. To budget and spend funds for LSM activities subject to AML rules and the federal and state laws governing non-profit organizations.
- e. To assign responsibility and delegate specific authority to standing committees and individual officers or specific LSM activities. Such assignments and delegations must be published in these bylaws or the *LSM Standing Rules* before they are valid.
- f. To establish and dismiss special (ad hoc) committees to provide advice to the Board or the standing committees or to take specific action or perform specific duties for the Board as provided in the *Rules of Order*, the *LSM Special Rules*, and the *LSM Standing Rules*. The term of office of Special committees shall extend beyond that of the appointing Board if their assigned duties are not complete.
- g. To approve committee chair and other appointments made by the LocSec.
- h. To approve requests for relief from duties and for resignations from elected and appointed officers.

shall be used only for scholarship awards. The Scholarship Escrow shall be funded by donations and other deposits specified in *LSM Standing Rules*.

- i. Responsibility and authority, in the event that LSM is dissolved or the Board decides not to make future scholarship awards, to transfer funds in the Scholarship Endowment and Scholarship Escrow accounts to the American Mensa Education and Research Foundation (MERF) to be used only for scholarship awards.
- j. Responsibility and authority to manage other funds and escrow accounts the Board may establish.
- k. Authority to establish and close bank accounts, move funds between accounts, and sign checks.
- l. Duty to maintain accurate records of the assets, liabilities, revenue, expenses, and equipment and other accountable physical assets of LSM. This duty may be assigned to an appointed volunteer accountant.

Section 6. **Standing Committee Chairs.**

- a. **Appointment.** The Four Standing Committee Chairs--the Communications Chair, the Education Chair, the Membership Chair, and the Symposia Chair--shall be appointed by the LocSec with the advice and consent of the Board.
- b. **Term of Office.** Standing committee chairs shall serve a one year term to coincide with the terms of their standing committees or until their successors are appointed and assume responsibility.
- c. **Service:** Standing Committee chairs serve as ex officio members of the Board. Chairs are assigned the responsibility for, delegated authority to chair, and assigned the duty to proactively manage their committees and committee members such that committee duties are adequately performed. Chairs may vote on all matters except where there is a conflict of interest such as on financial matters affecting any of the standing committees.

Section 7. **Special Committee Chairs.**

- a. **Appointment.** Special Committee chairs shall be appointed by the LocSec with the advice and consent of the Board.

- b. **Term of Office.** Special Committee chairs shall serve for the duration of their special committees or until their successors are appointed.
- c. **Service:** Special Committee chairs are responsible for, delegated authority to, and assigned the duty to ensure their committees and committee members complete their assigned tasks and perform their assigned duties.

Section 8. **Committee Members.** Members of committees who are also officers shall be listed in these bylaws and in the *LSM Standing Rules*. Other committee members appointed by committee chairs shall not be considered officers.

- a. **Appointment.** Committee members shall be appointed by their committee chair with the advice and consent of their committees.
- b. **Term of Office.** Committee members shall serve a term of office concurrent with that of their committee or until their successors are appointed and have assumed responsibility.
- c. **Service.** Specific responsibilities, authority, and duties of committee members who are also officers shall be listed in these bylaws and in the *LSM Standing Rules*. Other committee members appointed by committee chairs may perform duties on behalf of their committees but shall not have formal titles or duties and shall not be considered officers.
- d. **Scholarship.** The Scholarship Coordinator, as a member of the Education Committee, shall be responsible for administering Lone Star scholarship awards to include recommendations for higher level awards. The Scholarship Coordinator is delegated authority to convene and chair a special committee each year to recommend candidates for awards.

Section 9. **Independent Officers.**

- a. **Appointment.** Independent officers shall be appointed by the LocSec with the advice and consent of the Board. Their terms of office may extend beyond that of their appointing Board as described in section VI.9.b.
- b. **Term of Office.** Independent officers shall assume their duties upon confirmation and shall serve until their successors are appointed and have assumed responsibility.

Section 2. **Term of Office:** The term of each consecutive Board shall be one year from April 1 of the election year until March 31 of the following year or until the succeeding Board assumes responsibility. Each meeting of the Board shall be considered a separate session.

Section 3. **Responsibilities.** The Board shall be responsible for the following:

- a. Managing the affairs of LSM.
- b. Establishing and reviewing annually the long term goals of LSM and publishing them in the *LSM Standing Rules*.
- c. Publishing at least quarterly a printed regular newsletter including a calendar of activities as required by Article XII – Communications.
- d. Advising the LocSec on committee chair and other appointments.
- e. Managing LSM funds according to AMC directives, federal and New York state laws for not-for-profit organizations, and prudent financial practices.
- f. Accounting for and documenting all receipts and expenditures according to commonly accepted accounting procedures for not-for-profit organizations.
- g. Acting on officer requests for relief from duty or resignations in a timely manner balancing the needs of the individual against the needs of LSM.
- h. Ensuring an annual financial and equipment review is scheduled and conducted within 30 days after each Board takes office. The review shall be conducted according to any AML handbook that provides financial guidance to local groups and any *LSM Standing Rules*. As a minimum it shall be conducted by someone who was not involved in the issuing or collecting of money during the review period and shall include reviewing statements from banks and other institutions where the group's money was held during the review period.
- i. Ensuring adequate records are maintained as specified in AMC directives, the *Rules of Order*, and *LSM Standing Rules*.
- j. Holding regular meetings at least once a quarter.

- c. Meetings shall be open to all Mensa Members in good standing.
- d. Each meeting shall be considered a "quasi committee of the whole." The conduct of such meetings shall be subject to the *Rules of Order* and any applicable *LSM Special Rules*.
- e. Only LSM members may vote.
- f. A quorum shall be 25 LSM members in good standing.
- g. The LocSec shall normally preside.
- h. The Vice-President shall normally act as secretary to record the proceedings.
- i. Business conducted at an annual and any special membership business meetings shall be limited to receiving reports, asking questions, and developing recommendations for the Board including recommended changes to these bylaws and the *LSM Standing Rules*.
- j. Results shall be reported to the Board and published in the newsletter.
- l. The Board may establish one or more regularly scheduled member business meetings per year in the *LSM Special Rules* for that year providing the time, date, and location of the meeting(s).
- l. The LocSec or Board may call a special member business meeting for a specific purpose.
- m. Any group of members may call a special member business meeting for a specific purpose by delivering to the LocSec or Secretary of the Board a written petition containing the specific purpose of the meeting and the signatures of at least 25 local group members. Business at the meeting shall be strictly limited to the specified purpose.

ARTICLE IX BOARD OF OFFICERS

Section 1. **Composition.** The governing body of LSM shall be the Board of Officers (Board). Board membership shall consist of five to eleven elected senior officer positions depending on LSM membership and four ex officio senior officers appointed as chairs of the standing committees. See section VI.2.a – Senior Officers for more information on senior officers.

- c. **Ombudsman.** The Ombudsman shall serve as mediator for disputes within the local group as described in the AML handbooks dealing with mediation and 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. The ombudsman may not hold another officer position except arbitrator.
- d. **Arbitrator.** The arbitrator shall serve as a representative to a Regional Hearings Committee which mediates disputes between local groups within LSM's region as described in the AML handbooks dealing with mediation. The arbitrator 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. The arbitrator may not hold another officer position except ombudsman.
- e. **Record Manager and Archivist.** The Record Manager and Archivist shall be responsible for maintaining the paper and electronic records and archives of LSM for the Vice-President and Secretary of the Board as described in publications of AML and the AMC, the *Rules of Order*, and the *LSM Standing Rules*. Such records and archives may be stored locally and/or in the AML National Office. Either or both titles may be used.

Section 10. **Special Officers.**

a. **Appointment.** Special officers as listed in parts c, d, and e of this section are appointed nationally through the national coordinator for each special program. The LocSec shall recommend candidates for appointment (and proctors for inactivation) to higher Mensa authority with the advice and consent of the Board. Special officers may be independent or members of standing committees. Their appointments may continue beyond that of their recommending Board without reappointment. Special officers are subject to the same procedures for term expiration, membership lapse, and removal (inactivation in the case of a proctor) as any other LSM officer. The LocSec shall notify the appropriate national coordinator as soon as the Board has determined that a special officer will not continue in office or a proctor has been inactivated.

b. **Term of Office.** Special officers shall serve until their successors are appointed and have assumed responsibility.

c. **SIGHT.** The Coordinator for Service for Information, Guidance, and Hospitality to Travelers (SIGHT Coordinator) shall be responsible for LSM SIGHT activities as described in the AML handbooks dealing with the AML SIGHT program.

d. **Gifted Children.** The Gifted Children coordinator shall be responsible for LSM gifted children activities as described in the AML handbooks dealing with the AML gifted children program and shall be an ex officio member of the Education Committee.

e. **Proctors.** LSM proctors shall be responsible for administering tests within LSM as described in the AML handbooks dealing with the AML testing program and shall be ex officio members of the Membership Committee not counted in determining a quorum.

ARTICLE VII ELECTIONS

Section 1. **General** This article provides procedures which shall be used for annual elections, special elections, recall elections, Bylaws amendments, other referenda, and surveys. It describes the some of the actions the Nomination Committee (NomComm) and Election Committee (ElectComm) takes and no-later-than dates before which the actions shall be taken during each election process. The Board shall provide for more detailed procedures and dates in the *LSM Special Rules* to coincide with the schedules for Board meeting and newsletter publication to ensure a smooth election process.

- a. **Elections.** LSM members shall be nominated and elected to senior officer elected positions through annual regular and special elections as necessary using the following procedures and not-later-than dates.
- b. **Referenda.** Votes on Bylaws amendments, recall elections, and other referenda soliciting votes from members shall be conducted using these special election procedures with the exception that the NomComm and associated actions are not required. There shall be a minimum of 90 days between the date of publication of a proposed bylaws amendment and the deadline for receipt of ballots.

Section 2. **Member Participation.**

- d. Ballots, printouts, and other election material from members shall be destroyed and electronic voting data shall be erased after voting statistics have been compiled and published and all disputes are resolved.

Section 10. **Challenges.** Any challenge shall be made in writing to the Elections Committee Chair by March 10. The election committee shall provide specific procedures and dates in the voting instructions sent to the members consistent with these bylaws and any applicable special rules. Actions by the Board while a challenge is pending shall not be affected by the outcome of any challenge.

ARTICLE VIII MEETINGS

Section 1. **Member Meetings.** A LSM "member meeting" is defined as any organized activity for the members. It is also known as a symposium or gathering.

- a. LSM shall host at least one official regular member meeting each quarter on a time and date and at a location specified annually in an LSM standing rule. Such meeting shall be open to all Mensa members in good standing as determined online or from the latest list from the National Office. Non-members who are guests of members may also attend.
- b. Any member may host a LSM symposium or activity for a specific purpose by providing notice to the membership as provided in Article XII – Communications. All Mensa members in good standing and their guests may attend at the discretion of the hosting LSM member.
- c. Members are responsible for their guest's behavior.
- d. LSM member meetings do not conduct the business of the local group and therefore are not subject to parliamentary procedures.

Section 2. **Member Business Meetings.** A LSM "member business meeting" shall be defined as any properly called meeting of the members of LSM at which business is conducted. The Board may convene and conduct LSM member business meetings as follows:

- a. Meetings shall be convened within the geographic area of LSM as assigned by the AMC.
- b. The Secretary of the Board shall provide notice of meetings.

submission deadlines, holidays, etc., which that might impact a smooth election process. They shall provide reasonable assurance that:

- a. Only LSM member votes are counted,
- b. Votes received after the due date are voided,
- c. Multiple votes, whether paper or electronic, from a single member are voided, and
- d. Anonymity is preserved unless a member indicates they desire otherwise.

Section 8. **Publishing Ballots and Other Election and Referendum Information.**

- a. Publication of ballots and all other nomination, election, and referendum information to members shall be at least through printed newsletter or separate printed documents sent to LSM members at the mailing address or email address they have provided in the AML directory. Ballots may include votes on Bylaws amendments and topical advisory votes or referenda
- b. The primary means of posting of such information shall be by direct USPS mail shall unless the member has specifically chosen to receive nomination and election information by email.
- c. If resources are available, information may also be published electronically.

Section 9. **Submission of Ballots.**

- a. Paper ballots shall be the primary means of voting. If LSM members wish to submit a ballot, they shall be able to deliver completed ballots to the Election Committee through direct mail and personal delivery by the due dates and procedures published by the Election Committee.
- b. If the Board chooses to allow electronic voting, it shall provide procedures in *LSM Special Rules*. Electronic ballots shall contain the same information as paper ballots and the procedures shall follow the same rules listed in Section 7.
- c. Members shall submit ballots to the ElectComm Chair by February 15. Ballots received after the due date shall be void.

- a. LSM members are encouraged to participate in the nomination process by submission of recommended nominations for NomComm consideration to be placed on the slate of candidates running for senior officer positions. Such nominations may be delivered to any NomComm member in person, by email, or by USPS mail.
- b. Members may submit nominations of eligible candidates to be placed directly on the slate of candidates without NomComm consideration (not to be considered NomComm nominations) by delivering a petition to the Nomination Committee Chair signed by ten LSM members.
- c. Members may also submit petitions for eligible candidates to be placed directly on the ballot, after the Nomination Committee slate of candidates has been published by delivering a petition to the Election Committee Chair signed by ten LSM members.
- d. No write-in candidates are allowed.

Section 3. **Eligibility and Number of Candidates.**

- a. Eligible candidates shall be members of AML and LSM who are in good standing, who are willing to serve, and who have not within the past six years been dismissed from an LSM officer position for cause other than unexcused absences. The candidates for the executive officer position shall also have been past elected officers.
- b. The minimum number of candidates nominated by the NomComm for an annual election shall be the number of officers specified in section VI.4.c – Elected Officers, Number Elected, whose terms are expiring plus any candidates needed to fill vacancies for terms that will not be expiring.
- c. The minimum number of candidates nominated by the NomComm for special elections shall be at least the number of elected officers needed to fill unexpired terms.
- d. The maximum number of candidates nominated by the NomComm shall be twice the minimum number.
- e. If the total number of candidates including petition candidates is equal to or less than the minimum number of candidates, the candidates shall be deemed elected and no election shall be

required. See section VI.4.e. – Vacancies for procedures to fill vacancies remaining after the election.

Section 4. Nomination Committee. By November 15 of each year for annual elections, and when special elections will be conducted, the Board shall appoint a NomComm from the LSM membership as a special committee consisting of a chair and two members, which shall nominate candidates for election. The NomComm shall:

- a. Determine the eligibility of all candidates before they are placed on the slate of candidates and on the ballot.
- b. Determine if the immediate past LocSec is willing to continue to serve on the Board.
- c. By December 1, prepare, publish, and post a call for nomination recommendations and petitions for the slate of candidates.
- d. By January 1, nominate candidates to run for election and prepare, publish, and post the slate of candidates and a call for candidate statements and additional petitions for the ballot. .
- e. By January 15, notify all candidates and Board members or the final nomination results and provide a final list of candidates to be on the ballot to the ElectComm.
- f. Serve until dismissed by the board after the nominations are submitted to the membership and all Nomination Committee documents relating to nominations (meeting minutes, emails, notices, and other material) are received by the Election Committee, but in no case later than the end of the term of the Board that appointed it.

Section 5. Election Committee. By November 15 of each year for annual elections, and when special elections will be conducted, the Board shall appoint an ElectComm from the LSM membership as a special committee consisting of a chair and two members which shall be responsible for conducting the annual or special election. The ElectComm shall:

- a. By January 1, write, publish, and post election rules including specific dates when actions take place.
- b. By February 1, prepare, publish, and post the ballots and candidate statements.

- c. Conduct the election and referendum according to the published rules, receiving, counting and tallying the ballots.
- d. Determine the elected candidates. The elected candidates shall be those with the highest number of valid votes cast for the vacant positions. In case of a tie the elected candidate shall be determined a flip of a coin.
- e. Determine if a bylaws amendment or referendum proposal has passed. A bylaws amendment shall require affirmative vote of a majority of those casting valid ballots. Other proposals shall require an affirmative vote of a majority of those casting valid ballots unless another percentage is specified in the *LSM Special Rules*.
- f. By March 1, document, certify, publish, and post the determinations, results, and statistics to the LocSec, Board members, candidates, and LSM members.
- g. Respect the anonymity of all members and hold in strict confidence any indication of who a member voted for.
- h. Receive, process, and resolve challenges to election results.
- i. By April 1, write, publish, and post the resolution of any challenge.
- j. Transfer published Nomination and Election Committee documents as permanent records to the Secretary of the Board.
- k. Destroy and erase all other nomination and election ballots and other non-record nomination and election material.
- l. Serve until dismissed by the Board after the election is complete, all challenges are resolved, records are received by the Secretary of the Board, and non-records have been destroyed.

Section 6. Committee Membership Restriction. No member of the NomComm or the ElectComm may be a senior officer (a member of the Board) or a candidate in the upcoming election. Members may serve on both committees and may hold other officer positions.

Section 7. Election Rules. The Election Committee rules shall be consistent with these bylaws and LSM Special Rules and shall provide specific due dates for the election activities considering newsletter