

**Proposed**  
**BYLAWS**  
**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 of 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.

Lone Star Mensa is a Local Group of American Mensa, Ltd. (AML), 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 or AML an activity without unless specifically authorized by Mensa.

**ARTICLE I**  
**NAME**

Section 1. **Name.** The name of this organization shall be Lone Star Mensa (LSM).

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 II**  
**OBJECTIVE**

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

### ARTICLE III MEMBERS

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

Section 2. **Good Standing.** Mensa members in good standing who are not also members of Lone Star 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.

Section 3. **Preferences.** Lone Star 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. Officers shall make their name, address, phone number, and email address easily available to the public unless exempted by the Board of Officers.

### ARTICLE IV ORGANIZATION

Lone Star Mensa shall consist of the following organizational elements which collectively shall be responsible for the business and activities of the local group:

- a. The Board of Officers (Board) responsible for all business and activities of the local group;
- b. Four standing committees established annually by the Board and responsible to the Board for all activities within a specific program area and additional special committees for significant projects and events;
- c. Committee members including activity coordinators appointed annually by their standing committees and responsible to their committee for their specific assignment and additional independent and special officers as listed in these bylaws; and the *LSM Standing Rules*.
- d. Members of Lone Star Mensa responsible to their fellow members for participating in local group and other Mensa activities through their service, presence, dues, and/or gifts.

### ARTICLE V 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 of Officers 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 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 of Officers 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 of Officers and the Membership of Lone Star Mensa may censure, reprimand, or dispose any officer of Lone Star Mensa for misconduct or neglect of duties as provided in Article VIII, The Board of Officers. Members may call a special meeting of the Board to take such action as provided in Article VIII 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 VI, 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 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.** Lone Star Mensa officers are divided into five classes:

- a. Senior officers who serve on the Board of Officers including, 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 of Officers and shall be current members in good standing of Lone Star Mensa. **Section 4. Elected Officers.** Lone Star Mensa elected senior officers shall be the latest Past Local Secretary (LocSec) and four to ten other officers elected at large following procedures Article VI - Elections.

- a. **Number Elected.** The number of officers elected each year shall be based on the official membership of Lone Star Mensa 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 elected; 600-799, 4 officers elected; and for over 799 members, 5 officers shall be elected.
- b. **Current Members.** All elected officers shall be current members in good standing of Lone Star Mensa.
- c. **Term of Office.** Elected officers serve two year terms normally from April 1 of the year of their election through March 31 of the second year following their election or until their successors are elected and assume responsibility. They may be reelected.
- 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 of Officers.
- e. **Vacancies.** If an elected officer would have more than nine months to serve after being elected, a vacant positions shall be filled by the next annual election or by special election as determined by the Board. Otherwise the LocSec shall fill the position with the advice and consent of the Board; the appointed officer shall be considered an elected senior officer.

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 Past LocSec 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.** With the exception of the Past LocSec, executive officers serve nominally one year terms from April 1 of the year of their election through March 31 of the year following their election. They shall serve 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.** Executive Officers as elected senior officers serve as and vote as members of the Board of Officers.

Subsection 5-1. **Past Local Secretary.** The Past Local Secretary (Past LocSec) shall be the most recent Local Secretary willing and able to serve on the Board of Officers and shall be considered an elected senior executive officer of Lone Star Mensa.

Subsection 5-2. **Local Secretary.** The Local Secretary (LocSec) shall be the chief executive officer of Lone Star Mensa. 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 of Officers 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 of Officers.
- c. Responsibility and authority to speak on behalf of and otherwise represent Lone Star Mensa within Mensa and with the general public.

- c. Authority to use the title of Local Secretary, LocSec, President, or President of the Lone Star Mensa Board of Officers as appropriate when dealing with the general public and for signing official documents requiring the Lone Star Mensa 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 of Officers.
- g. Authority to appoint the independent and special officers described in these bylaws, with the advice and consent of the Board of Officers except the Treasurer or accountant.
- 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 National Office 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 Lone Star Mensa and shall serve as Secretary of the Board of Officers. 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 automatically succeed to the office of the LocSec if that position becomes vacant, until the Board of Officer 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 of Officers or simply Secretary.
- e. Authority to sign official documents requiring the signature of the Lone Star Mensa 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 X, 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 and LSM members minutes of each meeting as specified in *LSM Special Rules*. Although published in the newsletter, the minutes shall be considered unpublished with content at least that of unpublished minutes as specified in the *Rules of Order*.

- i. As Secretary, responsibility, authority, and duty to maintain the records of the Board of Officers and of Lone Star Mensa, 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 Lone Star Mensa. 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 Lone Star Mensa.
- 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 Lone Star Mensa, 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 of Officers. 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 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 Lone Star Mensa is dissolved or the Board of Officers decides not to make future scholarship awards, to transfer funds in the Scholarship Endowment and Scholarship Escrow accounts to the American Mensa Education and Resource Foundation (MERF) to be used only for scholarship awards.
- j. Responsibility and authority to manage other funds and escrow accounts The Board of Officers 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 Lone Star Mensa. 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 nominal one year term to coincide with the terms of their standing committee or until their successors are appointed.
- c. **Service:** Standing Committee chairs serve as ex officio members of the Board of Officers voting on all matters except fiscal matters. Chairs are assigned the responsibility for and delegated authority to chair and proactively manage their committees and committee members such that committee duties are adequately performed.

#### Section 7. **Special Committee Chairs.**

- a. **Appointment.** Committee chairs shall be appointed by the LocSec with the advice and consent of the Board.
- b. **Term of Office.** Special committee chairs shall normally 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 their 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 and may survive their appointing Board.
- b. **Term of Office.** Independent officers shall assume their duties upon confirmation and shall serve until their successors are appointed and have assumed responsibility.
- c. **Ombudsman.** The Ombudsman shall serve as mediator for disputes within the local group as described in the *AML Mediator Handbook*. 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 Lone Star Mensa's region as described in the *AML Mediator's Handbook*. 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 Lone Star Mensa 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 shall be appointed recommend to higher Mensa authority by the LocSec with the advice and consent of the Board and with the consent of higher authority, may be independent or members of standing committees, and do not survive their appointing Board.
- 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 Lone Star Mensa SIGHT activities as described in the *AML SIGHT Handbook*.
- d. **Gifted Children.** The Gifted Children coordinator shall be responsible for Lone Star Mensa gifted children activities as described in the *AML Gifted Children's Program Handbook* and shall be an ex officio member of the Education Committee.
- c. **Proctors.** Lone Star Mensa proctors shall be responsible for administering tests within Lone Star Mensa as described in the *AML Testing Program Handbook* and shall be ex officio members of the Membership Committee not counted in determining a quorum. The LocSec shall recommend inactivation of proctors who will not continue to serve the local group at the end of their terms.



## **ARTICLE VI ELECTIONS AND REFERENDA**

**Section 1. General** This article provides procedures which shall be used for annual elections, special elections, recall elections, Bylaws amendments, other referenda, and surveys.

- a. **Elections.** LSM members shall be nominated and elected to senior officer positions through annual regular and special elections as necessary using the following procedures. General dates listed below shall govern the elections and the Board of officers shall issue LSM Special rules providing more specific dates and procedures required for a smooth election process.
- b. **Referenda.** Votes on Bylaws amendments, recall elections, and other referenda soliciting votes of members shall be conducted using these special election procedures and dates with the exception that the Nomination Committee and associated actions are not required.
- c. **Surveys.** Through LSM Standing Rules, the Board of Officers may conduct or approve paper or electronic surveys soliciting the opinions of LSM members using procedures tailored to the each survey without the Nomination and Election Committees. Referenda and surveys may be combined with an annual or special election. Records of referenda and survey results shall be created, published, and transferred to the Secretary of the Board as permanent records.

### **Section 2. Member Participation.**

- a. LSM members are encouraged to submit recommend nominations to the Nomination Committee for consideration to be received by the submission due date.
- b. Members may submit nominations of eligible candidates for the ballot without committee consideration by delivering a petition the Nomination Committee Chair signed by ten LSM members by the early petition due date.
- c. Members may also submit petitions for eligible candidates by the late petition due date, after the Nomination Committee candidate selections have been published but before the ballot is due for publication.
- d. Election procedures shall not have provisions for write in candidates. No write in candidates are permitted.

### **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 a Lone Star Mensa elected officer position for cause other than unexcused absences.
- b. The minimum number of candidates for an annual elections shall be the number of officers specified in Article V of these bylaws, Elected Officers, Section 4a, whose terms are expiring plus any candidates needed to fill vacancies for terms that will not be expiring.
- c. The minimum number of candidates for special elections shall be at least the number of elected officers needed to fill unexpired terms.
- d. The maximum number of candidates shall be twice the above numbers plus any petition candidates.
- e. If the number of candidates including early and late 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.

Section 4. **Nomination Committee.** No later than November 15 of each year for annual elections and when special elections will be conducted, the Board of Officers shall appoint a Nomination Committee (NomComm) from the LSM membership, as a special committee consisting of a chair and two member, which shall nominate candidates for election. The committee shall:

- a. Prepare and publish a call for nomination recommendations and petitions from LSM members.
- b. Nominate candidates to run for election.
- c. Determine the eligibility of candidates including early petition candidates.
- d. Select candidates to be on the ballot for election.
- e. Notify committee selected candidates, early petition candidates, Board members, and the general membership of the initial candidates to be on the ballot at least through the printed newsletter or separate letter.
- f. Consider the eligibility of late petition candidates and provide notification as listed in section 4e above.
- g. Serve until dismissed by the board after the nominations are submitted to the membership and all Nomination Committee documents relating to nominations (meeting minute, emails, notices, and other material) are received by the Election Committee.

Section 5. **Election Committee.** No later than November 15 of each year and when special elections will be conducted, the Board of Officers shall appoint an Election Committee (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 committee shall:

- a. Write and publish election rules.
- b. Conduct the election and referendum according to the published rules.
- c. Prepare, publish, receive, count and tally 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 referenda proposal has passed. A Bylaws amendment shall require a two-thirds affirmative vote 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 by LSM Special Rule.
- f. Document, certify, and publish 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. Publish 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 Nomination Committee or the Election Committee may be a senior officer (a member of the Board of Officers) 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 submission deadlines, holidays, etc., that might impact a smooth election process. They shall provide reasonable assurance that:

- a. Only Lone Star Mensa member votes are counted,
- b. That votes received after the due date are voided,
- c. That multiple votes, whether paper or electronic, from a single member are voided, and
- d. That 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 separated 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. Direct postal mail shall be the primary means of distribution and shall be used unless the member has specifically chosen to receive nomination and election information by email.
- c. If resources are available, information may also be published on the LSM Webpage and by the email announcement list.

**Section 9. Submission of Ballots.** Members shall submit ballots by the due date established in the Election Rules.

- 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 of Officers 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. Ballots received after that the due date shall be void.
- 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 the dates listed below. 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.

Section 11. **Election and Referenda Actions and Due Dates.** The Board shall establish a calendar for annual elections by *LSM Special Rule* based on the current news cycle (e.g. quarterly or monthly) using the following guidelines:

<b>Action Required</b>	<b>Establish Due Dates for Annual Election</b>	<b>Establish Due Dates for Special Election or Referendum</b>
Board appoints Nomination and Election Committees	In October or early November	At the next regular Board meeting
NomComm calls for nominations from members	Within 15 days of appointment	Within 30 days of appointment
LSM members submit nominations for consideration by the NomComm.	November - early December at least 20 days after call for nominations	At least 20 days after call for nominations
LSM members submit candidates by early petition for addition to the ballot.	November - early December at least 20 days after call for nominations	At least 20 days after call for nomination
NomComm announces preliminary nominations to members	December	No more than 15 days after receiving nominations.
LSM members submit candidates by late petition for addition to the ballot.	At least ten days after publishing preliminary nominations to members	At least ten days after publishing preliminary nominations to members
ElectComm sends ballots and voting instructions to members	January	No more than 30 days after publishing nominations, 90 days for Bylaws changes
LSM members send completed ballots to the ElectComm	At least 15 days after sending ballots to members	At least 15 days sending ballots to members
ElectComm certifies results and statistics to candidates and Board members	In February no more than 5 days after voting deadline	No more than 5 days after voting deadline
ElectComm publishes results and statistics to LSM Members	In next newsletter	In next newsletter
LSM members submit challenges	No more than 15 days after results were published.	No more than 15 days after results were published
ElectComm publishes challenge decisions to members	In next newsletter at least 10 days after challenge was received unless extended.	In next newsletter at least 10 days after challenge was received unless extended.

## ARTICLE VII MEETINGS

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

- a. Lone Star Mensa 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 Lone Star Mensa symposium or activity for a specific purpose by providing notice to the membership as provided in Article XI, Communications. All Mensa members in good standing and their guests may attend at the discretion of the host.
- c. Members are responsible for their guest's behavior.
- d. Lone Star Mensa member meetings shall not be convened to conduct the business of the local group and are therefore are not subject to parliamentary procedures.

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

- a. Meetings shall be convened within the geographic area of Lone Star Mensa as assigned by the AMC.
- b. The Secretary of the Board shall provide notice of meetings.
- 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 of Officers and published in the newsletter.
- l. The Board of Officers 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 of Officers 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 VIII BOARD OF OFFICERS

Section 1. **Composition.** The governing body of Lone Star Mensa shall be the Board of Officers (Board). Board membership shall consist of five to eleven elected senior officers depending on LSM membership and four ex officio senior officers appointed as chairs of the standing committees.

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

Section 3. **Responsibilities.** The Lone Star Mensa Board of Officers shall be responsible for the following:

- a. Managing the affairs of Lone Star Mensa.
- b. Establishing and reviewing annually the long term goals of Lone Star Mensa and publishing them in a standing rule.
- c. Publishing at least quarterly a printed regular newsletter including a calendar of activities as required by Article X, 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 nonprofit organizations, and prudent fiscal practices.
- f. Accounting for and documenting all receipts, expenditures, according to commonly accepted accounting procedures for nonprofit 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 Lone Star Mensa.
- 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 the *AML Treasurer's Handbook* and *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.
- k. Permanently documenting all decisions of the Board that have a continuing effect on LSM members or activities through meeting minutes published in in the ASM 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 Lone Star Board of Officers shall have the following authority:

- a. To exercise all authority delegated to Lone Star Mensa by the American Mensa Committee
- 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 of Officers 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*. Special committees shall survive the appointing Board if their assigned duties are not complete.
- g. To approve LocSec committee chair and other appointments.
- h. To approve requests for relief from duties and for resignations from elected and appointed officers.
- 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.

Section 5. **Meetings.** The Lone Star Mensa Board of Officers 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 Lone Star Mensa as assigned by the AMC.
- e. Board meetings shall be open to all Mensa Members. The National Ombudsman or surrogate, members of the AMC, Regional Arbitrators, and the local Ombudsman shall be permitted to participate in Board meetings in the discharge of their official duties.
- f. The LocSec or any four Board members may call a special Board meetings 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.
- i. The Board may discuss and vote on emergency or incidental motions between meetings via email or conference phone call 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.
- 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. 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. The Chairman shall normally not vote but may vote to make or break a tie. Appointed Officers may not vote on fiscal 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. Commending the outgoing and establishing the incoming standing committees.
- b. Recommending and ratifying incoming LocSec appointments for the chairs of the standing committees.
- c. Recommending and ratifying incoming LocSec appointments of independent officers to fill vacant positions and special officers.
- d. Adopting in a standing rule the annual goals of the incoming Board for Lone Star Mensa.
- e. Adopting 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. Adopting the annual budget.
- g. Taking any other actions required by the *LSM Special Rules* and the *LSM Standing Rules*.

## ARTICLE IX 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 Lone Star Mensa.

Section 2. **Term of Office.** Each consecutive standing committee shall serve a nominal one year term from assuming responsibility from the previous committee until passing responsibility to the succeeding committee, normally the same term as the Board of Officers.

Section 3. **General Responsibilities and Authority.** The Board of Officers 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 Lone Star Mensa.
- 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 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 X 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.** Each special committee shall survive 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 responsibility 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 Lone Star Mensa resources.

- c. Authority to recruit and appoint committee members unless restricted.
- d. Authority to approve Lone Star Mensa expenditures money 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 XI 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 of Officers is the publisher of and is responsible for ensuring 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 Lone Star Mensa printed newsletter shall be the principal means of official communications within Lone Star Mensa 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 Lone Star Mensa maintained in local archives and in the local group archives at the AML National Office.

Subsection 2-1. **Publisher.** The Board of Officers shall be the publisher of the printed newsletters 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 of Officers shall publish the printed newsletter and calendar at least once a quarterly.

- 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.
- 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 or 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 2-3. **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.
- 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. a and b
- d. If requested by the member, an electronic copy of or 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 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 Article V Officers, Subsection 5-4, Treasurer, paragraph c.
- 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 Article V, Section 9, Independent Officers, paragraphs c and d.
- 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 of Officers 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 of Officers shall establish by standing rule online services available to the members providing at least copies of printed newsletters, a current annual calendar, the *LSM Special Rules*, *LSM Standing Rules*, and other information the Board determines to be of value to members.

## **ARTICLE XII 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 the Lone Star Mensa in all cases to which they are applicable and not inconsistent with these bylaws and the *Minimum Standard Bylaws* of section 2. Within Mensa, the *LSM Special Rules* and the *LSM Standing Rules* 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 XIII AMENDMENT OF BYLAWS**

Amendment of these bylaws may be proposed by the Board of Officers 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 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 VI, 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 Bylaws amendment shall state its effective date or the AMC Bylaws Committee will tell the local group the effective date of the bylaws as amended.

## **ARTICLE XIV TRANSITION**

Section 1. **Effective Date.** These bylaws shall be considered fully effective after April 1, 2010 at the beginning of the first meeting of the Board of Officers. Elements shall be implemented as necessary earlier to allow elections and smooth transition to the new Officer structure.

Section 2. **Elections.** Elections of the senior officers shall be conducted as soon as these bylaws are approved according to Article VI, Elections, and Article V, Officers, Section 5, Executive Officers, of these bylaws and applicable *LSM Special Rules* and *LSM Standing Rules*.

Section 3. **Elected Officers.** The 2010-2011 Elected officers shall assume their election duties after election and shall assume all other duties at the first meeting of the Board of Officers after April 1, 2010. The 2009 Elected Officers shall serve until after March 31, 2010 and until replaced by their successors.

Section 4. **Appointed Officers.** The 2010-2011 Appointed officers shall assume their duties after their appointment at the first Board Meeting after April 1, 2010. The 2009 Standing Committee Chairs shall serve until their successors assume responsibility at or after the April Board meeting.

Section 5. **Deletion.** These bylaws shall be automatically amended to delete Article XIV, Transition, after the First Board Meeting after May 1, 2010 .

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. Comments from LSM members may be sent to the ExComm.

Updated: 2009 May 7 by Don Drumtra