

# 1. BYLAWS OF DAYTON AREA MENSA

RATIFIED: January 11, 2013

EFFECTIVE: January 12, 2013

## ARTICLE I – NAME AND PURPOSE

1. The name of this organization shall be Dayton Area Mensa, hereafter referred to as DAM.
2. DAM is a local group of American Mensa, Ltd., hereafter referred to as AML, and is subject to the Constitution of Mensa, the Bylaws of AML, and all current and future resolutions adopted by the American Mensa Committee, hereafter referred to as AMC. 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. The conflict of interest rules stated in the Bylaws of American Mensa for the AMC shall also be applicable to DAM and all elected and appointed officers.
3. The purpose of DAM is to support the aims of AML in identifying and fostering human intelligence for the benefit of humanity; encouraging research in the nature, characteristics, and uses of intelligence; and providing opportunities for contacts among Mensa members.

## ARTICLE II – MEMBERSHIP

1. Membership in DAM shall be open to all Mensa members in good standing in the geographic area assigned to DAM by the AMC. Members of DAM residing outside this area but who are assigned to DAM by AML are full members in DAM for all purposes, including but not limited to voting and holding elected or appointed office.
2. DAM considers that bigotry and prejudice are contrary to the nature of AML. The latest membership list provided by AML shall be the official membership list used whenever percentage of membership is measured, e.g., for petitions and nominations.
3. DAM shall observe the preferences of members for data suppression and publication, as filed with AML, when publishing any full or partial list of DAM members.

## ARTICLE III – OFFICERS AND DUTIES

1. In order to conduct all necessary business, DAM shall be governed by a Steering Committee, which shall consist of five elected officers plus the appointed DAM newsletter Editor and the appointed DAM Webmaster. An officer is defined as any person who is given a title with specific responsibilities by AML or the DAM Steering Committee.
2. The elected officers of DAM shall be a Local Secretary, a Vice President, a Treasurer, a Recording Secretary, and an Ombudsman. These elected officers shall be the only members of the Steering Committee to vote on DAM business. For the purpose of clarity in non-Mensa situations, the Local Secretary may be referred to as President.

3. All members of the Steering Committee and appointed officers shall be current members in good standing of AML; furthermore, elected officers shall be current members in good standing of DAM.
  - a. An elected or appointed DAM officer may hold more than one voting or non-voting office within DAM at the same time when necessary. Officers serving in more than one voting position shall still hold only one vote.
  - b. No DAM member may be a voting officer of DAM's Steering Committee while holding a voting position in another local group's governing body.
  - c. Appointed or non-voting positions may be held concurrently in DAM and other local groups whether the appointment was made locally by DAM or nationally after recommendation by DAM.
4. Term of Office
  - a. The term of office for elected officers shall be one calendar year from January 1<sup>st</sup> through December 31<sup>st</sup> or until installation of a properly qualified successor, except in case of resignation, death, succession of Vice President to Local Secretary as provided herein, or removal from office as provided herein.
  - b. No person shall hold the same elected office more than two years consecutively.
  - c. The term of office for all DAM-appointed positions expires at the end of the term of the appointing Steering Committee. Appointments may be canceled at any time by majority vote of the Steering Committee.
  - d. The term of office for AML-appointed positions is determined by the appointing agency.
5. Removal from Office
  - a. Elected officers may be removed from office by the Steering Committee for cause, e.g., non-attendance at Steering Committee Meetings, or on the basis of inability to serve.
    - i. Removal of an elected officer is such a grave circumstance that no cause shall automatically initiate Steering Committee action.
    - ii. Removal by the Steering Committee requires a unanimous vote of all voting officers except the officer concerned.
    - iii. The Steering Committee shall then appoint a new officer to the vacant office by unanimous vote. This is an exception to the quorum and majority vote rules of Article IV.2.a.iii.
  - b. Elected officers may be removed from office for cause by a recall election, which shall proceed as follows:
    - i. A petition signed by 10% of the members of DAM, citing the cause for such action, shall be submitted to any member of the Steering Committee except the officer concerned.
    - ii. Ballots shall be mailed to all DAM members with the newsletter or as a separate mailing, or sent to members electronically or by other means as the technology becomes available. All DAM members must receive their own individual ballots.
    - iii. The balloting procedures of a regular election shall be followed, with the exceptions that the recall election shall be held within 60 days of the submission of a properly qualified petition, and the dates set forth in Article V.2 shall be adjusted accordingly.

## 6. Steering Committee Responsibilities

- a. The Steering Committee shall conduct all DAM business, provide oversight for all DAM activities, and implement AMC directives.
- b. The Steering Committee shall direct the disbursement of DAM's funds and provide for the effective functioning of DAM. It shall implement ways and means for funding DAM activities.
- c. The Steering Committee shall publish at least quarterly an official newsletter for the benefit of DAM members. In addition, the Steering Committee may choose to have an official website, social media presence, or similar product as the technology becomes available. Editorial policy shall be formulated by the Steering Committee and carried out by the Editor or Webmaster as specified herein.
- d. The Steering Committee shall have the power to appoint coordinators and other officers, formally recognize volunteers who provide valuable services for DAM, and fill vacancies in elective offices, except as otherwise specified in these Bylaws. A replacement for an elected officer is considered to be an elected officer whose term of office ends with the next regular election.
  - i. Appointees are considered on the basis of practical ability, a willingness to serve, and usefulness to DAM. Appointments are made according to the quorum and majority vote rules of Article IV.2.a.iii.
  - ii. Appointed positions shall include the editor of the DAM newsletter, the Webmaster, and any other coordinators deemed necessary for efficient administration.
  - iii. Proctors, Gifted Children Coordinators, and the local SIGHT coordinator are appointed by the AMC, after reviewing recommendations of DAM's Local Secretary or DAM's Regional Vice Chairman, hereafter referred to as RVC.
- e. Outgoing DAM officers and appointees shall turn over or cause to be turned over, in good order, all files, equipment, and materials pertaining to their office to either their successors or to a member of the Steering Committee within 30 days of leaving office.
- f. The outgoing Steering Committee shall arrange for a financial review within 30 days of the end of its term of office. This review shall be conducted by one or more DAM members who were not involved in the issuing or collecting of money during the period in review and shall include viewing statements from banks and any other institutions where DAM's money is deposited. A report of the financial review shall be provided to the incoming Steering Committee within 60 days of their taking office.

## 7. Officer Responsibilities

- a. The Local Secretary shall preside at meetings of the Steering Committee. As the chief executive officer of DAM, the Local Secretary shall serve as liaison with other local groups and with AML and shall be the chief point of contact between AML and DAM. By consenting to be Local Secretary, that officer agrees to pass along information to and from the group in a timely fashion. The Local Secretary shall notify AML and DAM's RVC within two weeks of any changes in the officers of DAM.
- b. The Vice President shall assist the Local Secretary in administering the business of DAM, shall preside over business meetings in the absence of the Local Secretary, and shall immediately and automatically succeed to the office of Local Secretary if that officer is unable to serve out the term for any reason or is removed either by the Steering Committee or through recall election, as provided herein.
- c. The Treasurer shall be responsible for all financial matters of DAM and shall ensure that DAM complies with all federal financial reporting requirements. The Treasurer shall submit to the Steering Committee a semi-annual financial report, which shall also be published in the DAM newsletter, containing sched-

ules of income, expenses, and balances for all funds under the control of DAM, including Regional Gathering, scholarship, newsletter publishing and mailing, and other special funds. The Treasurer shall also maintain a listing of all equipment owned by DAM. The Treasurer shall, if necessary, assist in the preparation and submission of any postal forms that might be required. The Treasurer shall submit to the Local Secretary at least quarterly, or upon request, statements from banks and any other institutions where DAM's money is deposited or cause a statement to be sent directly to the Local Secretary or designee, who must also be an elected or appointed member of the Steering Committee. All accounts shall be separate accounts in the name of DAM and shall have more than one signatory so that funds can be accessed in the temporary absence of the Treasurer. The Treasurer shall preside at business meetings in the absence of both the Local Secretary and the Vice President.

- d. The Recording Secretary shall record and maintain the minutes of all business meetings and manage all official DAM correspondence as assigned by the Local Secretary or the Steering Committee. The Recording Secretary shall submit business-meeting minutes for publication in the DAM newsletter.
- e. The Ombudsman shall, as an elected member of the Steering Committee, directly represent the membership to the Steering Committee, maintain close contact with membership concerns, provide an avenue for complaints, and shall, as a voting member of the Steering Committee, ensure that the Steering Committee gives due consideration to members' issues. The Ombudsman shall serve as mediator to pursue resolution of local disputes and shall, if asked, serve as arbitrator to pursue resolution of disputes in other groups. The Ombudsman shall perform all such duties as may be required by AML.
- f. The Editor shall serve as an appointed, non-voting member of the Steering Committee. The Editor shall edit a quality newsletter and ensure the delivery to all DAM members of the newsletter in all forms: printed and distributed or mailed, electronically provided, or by other means as the technology becomes available. The Editor shall observe the preferences of members regarding method of newsletter delivery as filed with AML, but may in addition send printed copies to members who would not otherwise receive a printed copy. Members who do not specify a preferred method of delivery shall receive a printed version. At a minimum, the Editor shall publish, in a timely fashion, prior notices of meetings and DAM-sponsored events, required official publications from the AMC or from the DAM or National Ombudsman, semi-annual financial reports, Steering Committee Meeting minutes and announcements, , proposed rewritten DAM Bylaws and discussions, slates of candidates for Steering Committee offices, required ballots, and the results of all elections and balloting issues. The Editor shall observe the preferences of members for data suppression and publication. The Editor is also responsible for compliance with United States Postal Service regulations.
- g. The Webmaster shall serve as an appointed, non-voting member of the Steering Committee. For the benefit of DAM members and for the edification and recruitment of non-members, the Webmaster shall maintain a quality, up-to-date website or similar product as the technology becomes available. The website may contain the same information as the newsletter, but it will not take the place of an official newsletter. The Webmaster shall observe members' preferences for data suppression and publication.

#### **ARTICLE IV – MEETINGS**

1. Social Gatherings
  - a. One DAM-sponsored activity shall be held at least quarterly. Prior notice of social gatherings shall be published in the DAM newsletter or otherwise distributed to all DAM members and DAM's RVC.
  - b. All DAM-sponsored events in public venues shall be open to all Mensa members in good standing, including those who are not also members of DAM.

- i. Guests of DAM members are invited to attend all DAM-sponsored events in public venues.
  - ii. Non-Mensa members who are not guests of DAM members may attend DAM-sponsored events in public venues at the discretion of the host or coordinator of the event.
- c. All DAM-sponsored events in private homes shall be open to all Mensa members in good standing, including those who are not also members of DAM, guests of DAM members, and Non-Mensa members who are not guests of DAM members at the discretion of the host or coordinator of the event.
- d. In order to promote safety, security, and a full sense of enjoyment by all participants, a member, guest, or non-member may be evicted from or refused entry to any DAM function for specific unacceptable behavior. In such case, the Steering Committee shall keep a written report of the specific causes and actions taken. If deemed necessary by the Steering Committee, the report shall be forwarded to DAM's RVC.

## 2. Business Meetings

- a. Business meetings of the DAM Steering Committee shall be held at least quarterly within the geographic boundaries of DAM as assigned by AML.
- i. Prior notice of the meetings shall be published in the DAM newsletter or otherwise distributed to all DAM members and DAM's RVC.
  - ii. Business meetings may be conducted as a part of a gathering or held at a separate time by the Steering Committee.
  - iii. A majority of the voting officers constitutes a quorum for the transaction of business and voting, except where otherwise stated herein. Motions are passed by simple majority. Tied votes are considered not passed.
- b. Any one or more members of the Steering Committee are considered present and may participate in any Steering Committee meeting by means of telephone, online conference, or other communication means as the technology becomes available, providing such means allow all participants to communicate with each other at the same time.
- c. Steering Committee meetings shall be open to all members of DAM and to non-members at the invitation of the Steering Committee. The National Ombudsman or surrogate, members of the AMC, and regional officers shall be granted permission to participate in the business meetings of DAM in the discharge of their official duties.
- d. Special meetings may be called by the Local Secretary, by any three members of the Steering Committee, or by a petition signed by 10% of the members of DAM.
- i. The agenda for a special meeting shall include only that business for which the meeting was called.
  - ii. A special meeting called by petition shall be held within 30 days of the submission of a properly qualified petition to a member of the Steering Committee.
- e. Robert's Rules of Order, latest edition available to DAM, shall be the parliamentary authority in all cases of contention not covered by these bylaws.

## ARTICLE V – ELECTIONS

### 1. Nominating

- a. No later than August 15<sup>th</sup>, the Steering Committee shall appoint a Nominating Committee of at least two members for the purpose of organizing and conducting the annual Steering Committee election according to specifications for elections provided herein. The term of the Nominating Committee expires the following January 31<sup>st</sup> or later if necessary in the case of a challenged or irregular election.
  - i. No member of the Nominating Committee may be a member of the current Steering Committee.
  - ii. No member of the Nominating Committee may be currently running for elected office.
- b. The Nominating Committee shall prepare a slate of one or more candidates for each office by the deadline for October newsletter submissions, and shall confirm each candidate's willingness to run for office.
- c. The Nominating Committee's slate of candidates shall be published in the October newsletter.
- d. Any DAM member in good standing with DAM and AML desiring to run for office whose name is not on the slate may be included as a self-nominated candidate by submitting his/her name to a member of the Nominating Committee by the deadline for submissions to the November newsletter.
- e. The Nominating Committee shall provide the complete slate of Committee-nominated and self-nominated candidates for publication of the ballot in the November newsletter.

### 2. Balloting

- a. Ballots listing all Committee-nominated and self-nominated candidates for all offices, with respective write-in spaces, shall be mailed with the November newsletter, as a separate mailing, sent to members electronically, or by other appropriate means as the technology becomes available. All DAM members must receive their own individual ballots. Only one ballot may be used by each DAM member.
- b. DAM members shall be instructed to either return their completed ballots to the address provided by the Nominating Committee, hand them to a member of the Nominating Committee at the Formal Election, send them electronically, or by other appropriate means as the technology becomes available, received by the date specified on the ballot. Regardless of technology and newsletter delivery preference, DAM members may choose to receive ballots through the U.S. mail by notifying any member of the Nominating Committee or the newsletter Editor by the deadline for the November newsletter submissions and return ballots by mailing to the address provided in time to be received by the date specified on the ballot
- c. The Formal Election shall be conducted at a gathering held no later than December 15<sup>th</sup>.
- d. A plurality of all validated votes cast for each office constitutes election.
  - i. Intent to vote shall be the standard for counting ballots. No voting or mailing instructions shall be applied so rigorously as to disenfranchise a sincere voter when the vote can be clearly determined.
  - ii. A candidate elected through write-in may decline to serve by notifying any member of the Nominating Committee or any member of the current Steering Committee who will notify the Nominating Committee.
  - iii. Tied votes shall be resolved at the formal election by the Nominating Committee or representative with a coin toss or similar random process.

### 3. Certifying

- a. The Nominating Committee shall tally the ballots, announce the names of the new officers, and compile a report, signed by the Nominating Committee members, listing the votes and the tally to certify the election.
  - i. In no case shall the voters' names be associated with the votes they cast.
  - ii. In no case shall vote tallies be announced.
  - iii. In no case shall non-winning write-in names be announced.
- b. The Nominating Committee shall see that the report and the ballots are kept confidential and secure for the remainder of the year for which the election applies.
- c. The names of the newly elected officers shall be published in the January newsletter, or as soon as possible.
  - i. No vote tallies shall be made available to the Steering Committee or to the general membership, AML, or DAM's RVC.
  - ii. No names of non-winning write-ins shall be made available to the Steering Committee or to the general membership, AML, or the DAM's RVC.
- d. The outgoing Local Secretary shall notify AML and the DAM's RVC of the results of the election within two weeks of the formal election.
- e. Any challenges to the election by any DAM member shall be submitted in writing, postmarked or otherwise dated within two weeks of the publication of the election results in the newsletter, and sent by U.S. mail, electronically, or hand-delivered to the Chair of the Nominating Committee who shall investigate and rule on the challenge within two weeks of receiving the challenge.
  - i. The Nominating Committee's ruling on any challenge is binding and final.
  - ii. The Local Secretary shall notify AML and the DAM's RVC of any changes resulting from a challenge to the election within two weeks of the Nominating Committee's decision.
  - iii. At the sole discretion of the Nominating Committee, details of the challenge or ruling that are inconsequential to the election results may be kept confidential.
  - iv. Steering Committee actions prior to and while a challenge is pending are valid and not affected by the outcome of the challenge.

## **ARTICLE VI – AMENDMENTS**

1. Amendment of these bylaws may be initiated by the Steering Committee or by a petition signed by 10% of the members of DAM and submitted to a member of the Steering Committee. The Steering Committee shall appoint a DAM Bylaws Committee to develop amendments or to process amendments submitted by a properly qualified petition, to bring all Articles of the Bylaws into compliance with the current Minimum Standards, and to organize and conduct the ratification process.
2. The proposed Bylaws shall be submitted to the AMC for approval to ballot.

3. After the AMC Bylaws Committee gives approval to ballot, the amendments shall be published in the DAM newsletter.
4. The balloting procedures of a Steering Committee election shall be followed, with these exceptions:
  - a. The balloting shall occur no less than 90 days after first publication in the newsletter.
  - b. The dates set forth in Article V.2 shall be adjusted accordingly.
  - c. No Formal Election gathering shall be required.
5. Amended Bylaws shall be ratified by DAM by a simple majority of all validated votes.
6. After the filing of the ratified bylaws with the AMC Bylaws Committee, the AMC will notify DAM of the effective date of the amended bylaws.
7. Amendments are not effective until final approval is given by the AMC.

#### **ARTICLE VII – MENSA NAME AND LOGO**

1. AML has granted a royalty free, non-exclusive license to DAM 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 DAM. AML retains full ownership of the mark and logo and all statutory and common law rights in the mark and logo.
2. The logo may not be used in conjunction with any other elements in such a way that these elements could be interpreted as being a part of the logo design.
3. Additional letters may not be added to the word “Mensa,” and the word “Mensa” shall not be used to create a compound word, except if specifically authorized by the AMC Name and Logo Committee.

#### **ARTICLE VIII – DISSOLUTION**

1. In the event of DAM dissolution, any and all funds in the treasury shall be placed at the disposal of AML.
2. No part of the funds may inure to the benefit of any person having a personal and private interest in DAM activities.