

## MENSA OF NORTHEASTERN NEW YORK Bylaws Amended

### Article I. NAME AND PURPOSE

Section I.01 The name of this organization shall be MENSA OF NORTHEASTERN NEW YORK (hereinafter called MoNNY).

Section I.02 MoNNY is a local group of American Mensa, Ltd., and is subject to the Constitution of Mensa, the Bylaws of American Mensa, Ltd., and the resolutions adopted by the American Mensa Committee. American Mensa, Ltd. is herein abbreviated as "AML" and the American Mensa Committee as "AMC".

### Article II. MEMBERSHIP

Section II.01 Membership in MoNNY shall be open to all members of AML in good standing in the geographic areas assigned to MoNNY by the AMC, or as otherwise assigned by AML. Members of MoNNY residing outside this area but who are assigned to MoNNY by AML are full members of MoNNY for all purposes, including but not limited to voting and holding elected or appointed office.

Section II.02 Mensa members in good standing, including those who are not also members of MoNNY, are welcome to participate in the social activities of MoNNY at the discretion of the host or hostess.

Section II.03 The National Ombudsperson, their surrogate, the Regional Ombudsperson, their 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.

### Article III. OFFICERS AND DUTIES

Section III.01 An officer is defined as any person whose position is specified in the local group bylaws or who is appointed by the President or the Executive Committee ("ExComm") to a position with a title and specific responsibilities. All local group officers, whether elected or appointed, must be current members in good standing of MoNNY.

- (i) The term of elected officers shall be for two years running from November 1 to October 31 of even-numbered years or until installation of a properly qualified successor, except in cases of resignation, death, inability to serve, succession to higher office as provided in Article III, failure to maintain membership, or recall election. Additionally, any voting officer may be removed from office for failing to attend 3 Business meetings. A recall election may be called for by a petition signed by not less than ten percent (10%) of the total MoNNY membership listed on the current American Mensa accounting and it shall cite reasons for such an action. The balloting provisions of a regular election shall apply. A recall election must be held within sixty (60) days of presentation of a properly qualified petition at either a Business or Special meeting of the ExComm.
- (ii) At the end of their term all officers are required to turn over all files, physical and/or electronic equipment; computer software; user IDs; passwords; all intellectual property of MoNNY, and any other materials within four weeks.
- (iii) The term of office for appointed officers shall expire upon the installation of a newly-elected ExComm.

- (iv) In the event that any elected office other than that of the President becomes vacant prior to the end of the term, the President may appoint a qualified member with the approval of the majority of the remaining members of the ExComm to fill the vacancy until the next election.
- (v) A replacement for an elected officer installed by any means provided in Article III is considered to be an elected officer whose terms of office ends with the next regular elections.

Section III.02 Executive Committee: The governing body of MoNNY shall be an Executive Committee, which conducts the business of the local group.

- (i) The ExComm consists of the following voting members: three elected officer positions (President, Vice President, and Secretary Treasurer).
- (ii) Under no circumstances will any member of the ExComm have more than a single vote.
- (iii) The conflict of interest rules stated in the Bylaws of American Mensa for the AMC shall also be applicable to the local group and the members of the ExComm.

Section III.03 President: The President/Local Secretary (LocSec) of MoNNY shall be the chief executive officer of MoNNY and the liaison with other local groups. The terms "LocSec" and "President" shall be used interchangeably for all purposes.

- (i) The President shall preside over Business and Special meetings and shall be the chief point of contact between AML and the local group. The President shall endeavor to pass information to and from the local group in a timely fashion.
- (ii) The President shall also have the responsibility to conduct business on behalf of the membership as authorized by the ExComm, both with other local groups and with AML; preside over all Business meetings of the ExComm and the membership; and appoint all committees and appointed officers except the Nominating and Election Committees.
- (iii) The President shall also be permitted to conduct business with non-Mensa entities as authorized by the ExComm. The President may delegate this authority to other members of the ExComm as needed.
- (iv) The President shall notify AML (through the National Office) and the Regional Vice Chair (RVC) for the local group within two weeks of the result of elections or any changes in officers of the local group.

Section III.04 Vice President: The Vice President shall assist the President and preside over meetings in the absence of the President. If the office of President becomes vacant, the Vice President shall immediately and automatically succeed to that office. In addition, the Vice President shall assume such duties as are needed.

Section III.05 Secretary Treasurer: The Secretary Treasurer shall be responsible for taking and maintaining the minutes of Business and Special meetings and for keeping an account of funds belonging to the local group. The Secretary Treasurer shall disburse funds as needed and shall provide a financial report at least every six months to the ExComm. Additionally, the report shall be published in the local newsletter. These financial reports shall contain schedules of income, expenses, and balances for all funds under control of the local group including Regional Gatherings, scholarships and other special funds.

- (i) The Secretary Treasurer shall ensure that the local group complies with all federal financial reporting requirements. In the event of the offices of both President and Vice President becoming vacant the Secretary Treasurer will automatically and immediately succeed to the office of President.
- (ii) All accounts must be separate accounts in the name of the local group, and shall have more than one signatory so that funds can be accessed in the temporary absence of the Secretary Treasurer. The Secretary Treasurer shall be one of the signatories on all accounts.
- (iii) At least quarterly, the Secretary Treasurer shall submit to the President, or the President's designee, all statements from banks and any other institutions where the group's money is deposited, or shall cause a statement to be sent directly to the President, or the President's designee (who must also be a voting member of the the ExComm). Direct electronic access to such statements through the bank or institution shall also fulfill this requirement.
- (iv) The Secretary Treasurer shall also maintain a listing of all property (both tangible and intangible) owned by the local group.
- (v) There shall be an annual financial review conducted during the month of November performed by anyone who did not serve as a signatory on any accounts the previous year and was not involved in issuing or collecting money. It shall include all bank statements, and such other records or receipts as are necessary.

Article IV. Other Officers. The President shall appoint whatever other officers and committees are deemed necessary in order for the effective functioning of the local group. These may include but are not limited to: Editor, Membership Chairperson, Program Chairperson, Gifted Children Coordinator, Proctor Coordinator, and Area Coordinator(s). Appointed officers are not ExComm members and shall not vote on ExComm business.

Section IV.01 The ExComm shall publish the local group's newsletter. The Editor shall edit the local group's newsletter. The Editor shall include notices of meetings and programs, calls for nominations, required ballots, results of Business meetings and elections, amendments to the bylaws and related discussions, and financial reports. The Editor shall also fulfill other duties spelled out in these Bylaws or as directed by the ExComm. The outgoing Editor must turn over all files, materials, computer software, user IDs, passwords, equipment, and any other materials in good order to the incoming Editor no later than fifteen (15) days after the outgoing Editor leaves office.

Section IV.02 The President shall appoint an Ombudsperson to pursue local resolution of disputes and perform such other duties as may be required of all local group ombudspersons by AML. The Ombudsperson may not be a member of the ExComm.

Section IV.03 Appointed officers, positions, and committees, including the position of committee chair, are appointed by the President, and may be removed from office by the President or majority vote of the ExComm unless otherwise stated in these bylaws.

Article V. ELECTIONS

Section V.01 Elections shall be held in even years. No later than July 1 of the election year, the ExComm shall appoint by majority vote a Nominating Committee and Election Committee, each consisting of at least two members. The Nominating and Election Committees may comprise or include the same members. Neither members of the ExComm nor candidates for the elective offices may be on the Nominating or Election Committees.

- (i) The Nominating Committee shall, no later than the deadline for the August newsletter, provide a list of nominees for each elective office for publication in August.
  - a) The Nominating Committee shall cause the names of the candidates they have nominated to be published in the August issue of the newsletter.
  - b) Any member may make a nomination directly to the Nominating Committee via contact information published in the MoNNY newsletter prior to the deadline for the September newsletter and if seconded it will be placed on the ballot.
  - c) The term of the Nominating Committee expires automatically on September 30 following publication of the ballot.
- (ii) The Election Committee shall be responsible for conducting the election, receiving and counting the ballots, and certifying the results.
  - a) The Election Committee shall determine those election rules and regulations not covered in these bylaws, and, if necessary, shall cause them to be either (a) published in the September issue of the newsletter, or (b) mailed by post or electronically to all members of the local group no later than September 1st.
  - b) The Election Committee shall strive to maintain the anonymity of voters.
  - c) The term of the Election Committee expires automatically on December 31 following the election.
- (iii) A member may not run for more than one elective office on the same ballot.
- (iv) Candidates on the ballot may submit written statements to the Election Committee prior to the deadline for the September newsletter. Standards for the statements shall be set by the Election Committee, except that the maximum statement length shall not be set at fewer than 100 words. The statements must be published in the September issue of the MoNNY newsletter. Candidates' statements may not be edited. If candidates' statements do not comply with the newsletter's editorial policy (e.g., contain libelous statements), the candidate shall be given a reasonable opportunity to change their statement to comply with editorial policy; if they do not comply, their statement shall not be included.
- (v) The ballot shall contain the names of all nominated candidates in alphabetical order, a space for a write-in candidate for each seat on the ExComm, and be printed in the September newsletter. Ballots shall be cast in person at the September meeting, electronically as approved by ExComm, or may be sent by mail. All ballots must be received by October 10. The election results will be available no later than October 20.

Section V.02 A plurality of valid votes cast for each ExComm position shall constitute election. Votes that are tied shall be determined by the Election Committee chair by a flip of a coin. The Election Committee chair shall certify the results of the election to the President and shall have the election results published in the next possible issue of the newsletter. The Election Committee chair shall preserve the ballots until December 31 following the election.

Section V.03 Any challenges to the election must be made in writing to the Election Committee chair and received by October 31. Any such challenges must be ruled on within 14 days after the committee receives the challenge. Any actions by the ExComm while a challenge is pending are not affected by the outcome of any such challenge.

Section V.04 In the case of a recall or bylaws amendment election, the ExComm shall appoint a Special Election Committee of two members who shall be responsible for conducting the election, creating the ballot in a timely manner, setting a date to count ballots, receiving and counting the returned ballots, and certifying the results. The Special Election Committee shall remain in existence until the election results are certified and all challenges, if any, are resolved.

#### Article VI. MEETINGS AND ACTIVITIES

Section VI.01 The ExComm shall hold regular Business Meetings at least quarterly, and timely notice of Business and Special meetings of the governing body shall be sent to all members and the RVC, usually by publishing in the official publication. At least one social activity for the membership is to be held per quarter.

Section VI.02 Special ExComm meetings may be called at any time by the President or by a majority of the ExComm, and shall be called upon receipt by any member of the ExComm of a petition made in writing signed by no less than ten percent (10%) of the membership of the local group as listed on the most recent membership roster provided by AML. The date, time, place, and purpose of the Special meeting shall be announced in the newsletter (or by mail/email to each member of the local group and the RVC, if practicable), and shall be reported in the newsletter afterward. No business other than that indicated in the notice calling the meeting may be acted on.

Section VI.03 For both regularly scheduled Business and Special meetings of the ExComm, a simple majority of all voting members of the ExComm constitutes a quorum to transact business, and tied votes are considered not passed.

Section VI.04 Remote participation during meetings of the ExComm and of committees established by these bylaws is allowed. Any one or more members of the ExComm or committee may participate in such meetings by means of communications equipment allowing all persons participating in the meeting to communicate with each other simultaneously; participation by such means constitutes presence in person at the meeting.

Section VI.05 ExComm Business and Special meetings shall be held in a physical site located within the geographical limits of the local group as assigned by the AMC or available for remote participation.

Section VI.06 ExComm may confer between published Business meetings as needed to perform their elected duties or carry out tasks assigned to them at Business meetings.

Section VI.07 Attendance at all official and unofficial MoNNY events is subject to the Code of Conduct put in place by the ExComm. Any changes to the Code of Conduct must be approved by a two-thirds vote of the ExComm. Members may suggest changes to the Code of Conduct via petitioning for a Special meeting.

#### Section VI.08 Meetings/Functions Hosted by Members

- (i) Official Local Group meetings are defined as those meetings hosted by the Local Group ExComm and may include Business and Special ExComm meetings, and/or Membership meetings. Specifically excluded from the definition of official Local Group meetings are social events, even if included on the official Local Group calendar or funded, in part or in whole, by the Local Group.
- (ii) When a Mensa host or hostess offers a private home for an official Local Group meeting, all Local Group members must be granted the right to attend. Hosts or hostesses for any other activities, such as SIGs, open houses, parties, SIGHT visits, or any other activities which are not official functions, may invite or exclude individuals, including Mensa members, at their discretion.
- (iii) When a member hosts a non-official Local Group meeting at a public location, such as a restaurant, the host may invite or exclude individuals, including Mensa members at their discretion.
- (iv) At any event, even official meetings, the host or a member of the ExComm may evict a member or guest for behavior that is unacceptable or violates the Code of Conduct.

### Article VII. PUBLICATION

Section VII.01 The ExComm shall make every effort to publish a printed newsletter by the first of each month that shall be the official publication of MoNNY. As per the Minimum Standard Bylaws, the newsletter shall be published a minimum of quarterly. The local group shall observe the preferences of members regarding how their newsletters are to be delivered (electronically or printed), as filed with AML. The ExComm may, at its discretion, send printed copies of the newsletter in addition to the electronic version to members who would otherwise get only the electronic version.

Section VII.02 The Ombudsperson or designee, Regional Ombudsperson or designee, and the National Ombudsperson may submit material to the Editor marked "for publication" that relates to their official duties. Anything so marked shall be given the highest practicable priority for publication in the newsletter.

Section VII.03 MoNNY shall observe the preferences of members for data suppression and publication, as filed with AML, when publishing a local group roster or membership directory/register.

### Article VIII. AMENDMENTS

Section VIII.01 Amendments to these bylaws may be proposed by the ExComm. Such proposed amendments shall be submitted to and approved by the American Mensa Committee before balloting by the local group membership. Following AMC approval,

proposed amendments and ballots shall be mailed to all members either as an insert in, or as part of, the local newsletter.

Section VIII.02 There must be a minimum of ninety (90) days between the date of publication of the proposed amendments and the deadline for received ballots.

Section VIII.03 An amendment to the bylaws shall require at least 51% affirmative vote of the votes received to pass, as well as final approval by the AMC and filing of revised bylaws with the American Mensa Bylaws Committee. The Bylaws Committee will tell the local group the effective date of the bylaws as amended.

Article IX. MENSA NAME AND LOGO

Section IX.01 American Mensa, Ltd (AML) has granted a royalty free, nonexclusive license to MoNNY for the use of the mark "Mensa" and a logo, consisting of a globe over a stylized "M" within a border, in conjunction with the non-commercial uses of MoNNY. AML retains full ownership of the mark and logo and all statutory and common law rights in the mark and logo.

Article X. AUTHORITIES

Section X.01 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.

Amended June 2021