

## Standing Orders

### Standing Orders:

1. These Standing Orders are the complete Standing Orders as of December 7, 1999.
2. The Secretary shall keep a list of the Standing Orders and present the list to incoming Board members. (4/9/80, 11/3/92)

### Official, Membership List:

1. The President shall, in a timely manner, complete the necessary forms to assure that the following people receive the specified items directly from AML: (9/7/86, 4/9/96)
  - A. Membership Committee Chair and Newsletter Editor — monthly copies of the membership list.
  - B. Directory Chair — one copy of the membership list, on computer diskette, in time to produce the Directory issue.
  - C. Newsletter Subscription Manager — monthly copies of the membership list and member address labels for the newsletter.

### Official, OC Mensa Property:

1. All decisions regarding the disposition and use of all OC Mensa property shall be made by the Treasurer on behalf of the Board. (11/3/92)

### Official, Committee Oversight Responsibilities:

1. Responsibility for oversight of committees by the Board is assigned as follows: (6/4/96)
  - A. First Vice President — Membership, Proctor, Proctor Coordinator, Publicity. (4/7/98)
  - B. Second Vice President — Anniversary Event, Election, Financial Review, Gifted Children, Historian, Legal Affairs, Nominations, Ombudsman, Program, RG, Scholarship, SIG Coordinator, SIGHT, Bylaws, Holiday Party. (4/7/98, 12/7/99, 5/2/00)
  - C. Editor — Directory.

### Financial:

1. The monthly Treasurer's Report shall include a disbursements log. (9/21/81)
2. The Treasurer shall provide a simplified cash flow statement in writing for each Board member. (4/4/81)
3. All auxiliary accounts (including RG accounts) shall be reported on monthly to the Treasurer. (2/12/85)

### Club Receipts:

1. The Treasurer of OC Mensa shall deposit all club money and checks into the appropriate account within one week of receiving the money or check. (1/7/85)
2. Treasurers of OC Mensa Special Events (*i.e.*, RG Treasurer, AG Treasurer, *etc.*) shall have a financial statement and all the supporting receipts prepared and delivered to the OC Mensa Auditor within three months after the event. Any club funds in a separate account for the special event should be available for transfer to the primary club accounts within three months after the event. (11/3/92)
3. Members of OC Mensa other than the group Treasurer and Special Events Treasurers who receive money and checks on behalf of OC Mensa (*i.e.*, Proctors, Speakers' Forum Program Chair, Oracle Editor, *etc.*) shall forward the checks and money to the Group Treasurer within one week of receipt. (1/7/85)

### **Club Expenses:**

1. Members of OC Mensa who spend personal funds on Board-approved expenditures shall be reimbursed from club funds if they provide the Treasurer with receipt(s) for the amount spent, a request for a check and an explanation of the expense. The Treasurer shall issue a check within a reasonable time unless Board approval is required and this approval has not previously been given. (1/7/85)
2. Members of OC Mensa requiring advance check(s) for Board-approved expenditures are required to collect receipt(s) for the expenditures(s). The member shall return the receipt(s) and remaining unspent funds, if any, within one week of making the final purchase or expenditure. (1/7/85)
3. Members' mileage and other travel expenses shall not be reimbursed, except in extraordinary circumstances, and then only with the approval of the Board. (6/4/96)

### **Liability for Loss:**

1. OC Mensa is not responsible for lost or misplaced receipts, receipts not collected at the time of purchase, and lost or stolen cash. OC Mensa will not reimburse non-receipted purchases or expenditures. (1/7/85, 3/2/93)
2. OC Mensa members will not be responsible for lost funds in the form of a check if the lost check is not cashed and can be replaced. The member is responsible for any additional bank charges to cancel the original check and issue a new check. If the check has been cashed or cannot be reissued, the loss will be handled in the same manner as if it were a cash loss. (1/7/85)

### **Oracle:**

1. There shall be sufficient newsletters printed to satisfy the following needs (all numbers are per month) (4/4/81, 11/3/92, 4/9/96):
  - A. Membership Committee — As requested each month by the Membership Chair.
  - B. Each Board Member — As requested by the individual, up to 5 copies.
  - C. Each immediate past Board Member — As requested by the individual, up to 5 copies.
  - D. Mailing Party — As requested by the person supervising the Mailing Party, up to 20 copies per month.
  - E. Archives — 2 copies per month.
  - F. Newsletter Editor — As requested, up to 20 copies per month for distribution to contributors, submission for judging, etc.
  - G. Newsletter Subscription Manager — As requested, up to 10 copies per month to replace issues not received by members, etc.
  - H. Region 9 Exchange — 1 copy per month to each of the Local Secretaries and Newsletter Editors in Region 9
2. Requests for additional quantities are subject to Board approval.
3. Prospective Member newsletter subscriptions are limited to a three-month trial subscription. (6/5/84, 11/3/92)
4. *Oracle* production shall have dedicated and priority use of OC Mensa's computer system. The system may be used for OC Mensa group business on a non-interference basis. (1/6/89)
5. The *Oracle* Editor is responsible for announcing the Board Meetings schedule in the Calendar of the newsletter. (3/4/86, 3/2/93)
6. To the extent feasible, the *Oracle* Editor shall provide space for announcing the Regional Gatherings of other local groups in return for space for announcements promoting the OC Mensa Regional Gathering in their newsletters. (7/11/95)
7. Any electronic presence, including a website, sponsored and paid for by OC Mensa, is considered to be an extension of the *Oracle*. As such, it is the responsibility of the *Oracle* Editor. (8/6/96)

### **Events, Attendance by Children:**

1. The newsletter Calendar shall state that events with no restrictions on attendance are open to all members, regardless of age, and their adult guests. (8/7/90, 3/2/93)
2. Parental supervision of children is required at all events. (8/7/90)
3. Calendar entries for events should specify the age group to be welcomed at each event, using established codes or other explanations. Events should be restricted to “Adults Only” sparingly, and only when the nature of the program demands it. When in doubt, parental discretion should be advised. (8/7/90)
4. Age shall not be a factor in admittance to the monthly Open Houses. The annual Holiday Party shall be designated “Children Welcome.” All non-members, regardless of age, shall be assessed the prevailing guest price for admission. (8/7/90)

### **Events, General:**

1. Board meetings, Open Houses, Speakers’ Forums, *Oracle* weekends, mailing parties, the ballot counting, the Holiday party and the Regional Gathering are official Orange County Mensa events. All other events are hosted and sponsored by individual members. Official events are always open to all members in good standing, regardless of age or any other factor. (6/4/96)
2. Attendance at Board meetings is restricted to local members, and invited guests of Board members. (6/4/96, 12/7/99)
3. Attendance at *Oracle* weekends and mailing parties is restricted to local members and their guests. (12/7/99)
4. Events that are open to “Members Only” shall be so designated in the newsletter Calendar. (8/7/90, 6/4/96)
5. Appropriate clothing must be worn at all official Orange County Mensa events. Events that are “clothing optional” must clearly state that they are clothing optional. (5/6/86, 6/4/96)
6. All fund raising events at official functions of OC Mensa must be approved by the Board. Entertainment plans for official functions of OC Mensa must be approved at a Board meeting, or for events such as the Regional Gathering and Speakers’ Forum, by the event Chair. The event chair shall make entertainment plans within established guidelines. (3/5/91)

### **Events, Open House:**

1. If receipts are provided, the host shall be reimbursed up to \$225. (3/8/81, 9/7/86, 2/7/89, 10/2/90, 11/3/92, 4/9/96)
2. An OC Mensa Officer shall be present to be responsible for the money and to provide guidance. (3/8/81, 9/7/86, 2/7/89, 10/2/90)
3. Admission is \$5 per person for members and one guest each, and \$6 per person for additional guests. (11/3/92, 6/4/96)
4. Every person attending shall pay the amount set, except for the host’s immediate family and OC Mensans attending their first Open House, whose admissions shall be free. (3/8/81, 9/7/86, 2/7/89, 10/2/90, 11/3/92)
5. The Open House is a fund-raising event and all surplus money in the kitty shall go to Orange County Mensa. (3/8/81, 9/7/86, 2/7/89, 10/2/90)
6. The responsible Board member may authorize purchases as appropriate, based on attendance. (3/8/81, 9/7/86, 2/7/89, 10/2/90)

### **Events, Speakers’ Forums:**

1. Speakers’ Forums are open to the public. (8/5/86)

### **Events, Anniversary Event:**

1. The Anniversary Event shall be held annually in late March or early April. (10/2/84)

### **Events, Board Meetings:**

1. There shall be no mechanical or electronic record made of Board meetings without the majority consent of the Board. (9/21/81)

### **Events, Display of Non-Mensa-related Literature at Official OC Mensa Events:**

(8/6/91, 3/2/93)

The value of distributing promotional literature at events is unquestioned. To provide some measure of control, the following rules are established for official events. SIG coordinators/ hosts are encouraged to adapt them as needed for their functions.

1. Any Mensan bringing literature shall obtain express permission from the host to distribute it. The host's decision is final.
2. Only Mensa-related literature may be displayed on the sign-in table.
3. The host may provide a location for other literature; otherwise, the person distributing literature may place it in only one location.
4. The distributor is responsible for recovery of his/her literature, which may have been taken and then left around the location as well as from the designated place. Hosts, Board members and other cleanup people shall not be responsible for return of the literature.

### **Events, Regional Gatherings:**

1. OC Mensa's Regional Gathering shall be held annually during the last weekend in July or the first weekend in August, as chosen by the Board, unless it conflicts with that of the Annual Gathering. (10/2/84, 11/3/92, 09/09/97)
2. Regional Gathering Guidelines: Regional Gatherings (RGs) of Orange County Mensa shall include at least the following (12/7/99):
  - A. Speakers on a variety of subjects scheduled throughout the RG. (8/13/85)
  - B. A Hospitality Suite including at least the following items:
    - Wine and major name-brand beer
    - Name-brand (Coke, Pepsi, 7-UP, etc.) soft drinks
    - Coffee and tea
    - Chips, vegetables, dips and other snacks
    - Meats and cheeses during selected hours
    - Breads and sandwich makings (8/13/85)
3. No members of the RG Committee shall be paid for their work. The Chairman, Registrar, Program Chair and Hospitality Chair may be provided rooms at the hotel at no cost to them. Said members are to pay for their own incidentals above the basic cost of the room. Should any of the above offices be shared by two or more members, rooms shall be provided as decided by the Board. (8/13/85, 12/7/99)
4. All members of the RG Committee shall be reimbursed for all legitimate expenses incurred in the course of their duties. However, their travel expenses shall not be reimbursed, except in extraordinary circumstances, and then only with the approval of the Board. (8/13/85, 6/4/96)
5. Bids for the regional gathering shall include a preliminary (proposed) budget, which includes registration prices, and increase dates, targeted attendance, and an outline of planned expenses. Bids shall also outline the theme of the event with ideas for implementation. A proposed RG committee with names and positions of volunteers shall be presented. (2/6/96)

6. The RG chair (or Committee representative) is to attend all Board Meetings beginning five months prior to the RG, in order to report RG plans and progress to the Board. This is to include information about the status of the program, hospitality, registration, etc. (12/6/00)
7. It is expected that the RG will have a website linked to the OC Mensa website, and that updates are to be posted monthly at a minimum. (12/6/00)
8. A full financial accounting to the Board will be due two months after the end of the RG. (12/6/00)

# Orange County Mensa Bylaws

## Article I — Name

- A. The name of this organization shall be Orange County Mensa (hereinafter referred to as OC Mensa).
- B. OC Mensa is a not-for-profit local group of American Mensa Limited (hereinafter referred to as AML) and is subject to the Constitution of Mensa, the Bylaws of AML, and the resolutions adopted by the American Mensa Committee (hereinafter referred to as AMC).
- C. AML has granted a royalty-free, non-exclusive license to OC 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 OC Mensa. AML retains full ownership of the mark and logo and all statutory and common law rights in the mark and logo.

## Article II — Purpose

- A. The purpose of OC Mensa is to encourage social contacts among and mental enrichment of its members.

## Article III — Membership

- A. Membership in OC Mensa shall be open to all members of AML in good standing in the geographic area assigned to OC Mensa by the AMC, or as otherwise assigned by AML.
- B. All members of OC Mensa shall enjoy equal rights and privileges within this organization.
- C. All Mensa members in good standing are welcome to participate in the social activities of this organization at the discretion of the host or hostess. Mensa members in good standing who are not also members of OC Mensa may participate in the business affairs of OC Mensa at the invitation of the Board of Directors of OC Mensa. The National Ombudsman, his/her surrogate, and members of the AMC may participate in the business affairs of OC Mensa in the discharge of their official duties. Otherwise, only members of OC Mensa may vote, hold office in OC Mensa, or participate in its business affairs.

## Article IV — Board of Directors

- A. The Board of Directors shall be responsible for the management of all affairs of OC Mensa, authorize expenditures of the organization’s funds, and perform other such acts consonant with these Bylaws as it deems necessary for the organization.
- B. The Board of Directors shall consist of Officers of OC Mensa as enumerated in Article V Section B.
- C. Financial aspects
  - 1. Other provisions of this Article notwithstanding, the Board of Directors cannot perform any acts that would obligate OC Mensa in excess of the balance of the treasury or \$5,000, whichever is less, without approval of the voting membership.
    - a. Any proposed expenditure of \$2,500 or more shall be announced in the issue of the newsletter that contains announcement of the Board meeting at which such proposal is to be subjected to a vote. Such announcement shall be in addition to any mention of such proposal in published minutes of Board meetings.
  - 2. Approval as described above is not required for expenditures of a Regional Gathering or Annual Gathering providing such expenditures are within a budget which has previously been approved by the Board.

- D. The Board may from time to time adopt Standing Orders establishing general rules and policies. Standing Orders shall not violate Bylaws, shall require a simple majority vote of the Board for enactment, and shall remain in effect until modified by later Board action.

## **Article V — Officers**

- A. All officers must be current members in good standing of OC Mensa and AML.
- B. The officers of the OC Mensa Board of Directors shall be: President, First Vice-President, Second Vice-President, Treasurer, Secretary, Parliamentarian, and Editor.
- C. Miscellaneous Provisions
  - 1. All Board Officers except Parliamentarian and Editor shall be elected by direct vote of the members of OC Mensa. The Editor shall be appointed by majority vote of the Board.
  - 2. No individual may be elected to the office of President, First Vice-President, Second Vice-President, Secretary or Treasurer for more than two consecutive full terms. No individual shall serve as Parliamentarian or Editor for more than two consecutive full terms. An officer serving nine or more months of a term shall be deemed to have served a full term.
  - 3. The outgoing President shall automatically become the Parliamentarian.
    - a. Should the outgoing President be unable or unwilling to serve, the Parliamentarian shall be appointed by majority Board vote. The Board shall first consider the two previous past Presidents, considered in reverse order of service.
    - b. All candidates for Parliamentarian shall have previously served at least one term on the Board. Individuals who have resigned from Board positions within the past twelve months shall not be considered.
  - 4. Any former officer who has left office as a result of removal under the provisions of Article V Section E 1 of these Bylaws is not eligible for appointment as either Editor or Parliamentarian.
  - 5. During the inability, refusal to perform, or absence of any officer of OC Mensa, the President may appoint another officer to temporarily assume those duties. Such appointment shall not exceed three months.
  - 6. Each person serving on the Board shall have one vote in matters before the Board, regardless of the duties being performed.
- D. Terms of office

The term of office of all Board officers shall be for one year, or until resignation, removal from office, or the election or appointment of a properly qualified successor, whichever occurs first. The term of office for the Editor shall begin May 1 and continue until April 30 of the following year. The term of office for all other Board officers shall begin April 1 following their election and continue until March 31 of the following year.
- E. Removal of Officers
  - 1. Board officers may be removed from office by 2/3-majority vote of the general membership pursuant to the procedures in Article VIII of these Bylaws and pursuant to the schedule in this Article. The attempt to remove a Board officer may be initiated by either 2/3 majority vote of the existing Board, excluding the officer in question, or by a petition signed by at least 50 members of OC Mensa. At least 30 days shall elapse between publication of notice of attempted removal and publication of the ballot for removal. Publication of removal notices, ballots, and statements must be made in the newsletter. The officer is entitled to publish an unedited statement not to exceed 500 words in the same issue of the newsletter as the ballot. The proponents of removal shall have the same right. The Editor shall remove any obscene or libelous material from such statements before publication.

2. The Editor and any Board-appointed Parliamentarian may also be removed from office by 2/3 majority vote of the full Board, excluding the officer in question, if written notice is given to all Board members 15 days before the meeting at which removal will be considered.
3. The Editor may also be removed from office by a simple majority vote of the full Board, excluding the Editor, during the time the Editor is serving on a Board that did not appoint the Editor. Such removal may be considered with no prior notice.
4. Any Board officer's failure to attend three consecutive meetings of the Board without justification acceptable to the majority of the Board shall immediately remove that officer from office.

F. Duties of Officers

1. President
  - a. Shall be the chief executive officer of OC Mensa and shall chair Board meetings.
  - b. Shall be the chief point of contact between AML and OC Mensa and shall pass information from and to both groups in a timely manner.
  - c. Shall be the official voice of OC Mensa in its interactions with groups or individuals outside OC Mensa.
  - d. Shall seek candidates to be the chairs of all committees as needed.
  - e. May be reimbursed for not more than \$50 of expenditures per month upon only the Treasurer's approval of receipts.
  - f. Shall seek an Ombudsman to serve OC Mensa.
  - g. Shall be responsible for the official correspondence of OC Mensa.
  - h. Shall notify AML through its national office of the results of each election or of changes in elected or appointed officers within two weeks of each election or change.
  - i. Shall comply with all requirements and procedures of the AMC and/or AML as set forth in the Local Secretary's Handbook, monthly mailings, etc.
2. First Vice-President.
  - a. Shall assist the President as required.
  - b. Shall assume the duties of the President in that person's absence.
  - c. Shall become President in the event that office becomes vacant.
  - d. Shall coordinate the activities of the Proctor, and the Membership and Publicity Committees.
3. Second Vice-President.
  - a. Shall assist the President and First Vice-President as requested.
  - b. Shall assume the duties of First Vice-President in that person's absence.
  - c. Shall become First Vice-President in the event that office becomes vacant.
  - d. Shall be liaison to the Regional Gathering and/or Annual Gathering Committees and coordinate all other committees not assigned to other officers.
4. Treasurer
  - a. Shall be responsible for the collection, custody, and accounting of all OC Mensa's funds.
  - b. Shall render financial statements to the Board at each regularly scheduled Board meeting and shall render a semi-annual financial statement to the general membership. The Treasurer shall submit the semi-annual statements to the Editor by the deadlines for the May and November issues of the newsletter. The November statement shall reflect financial activities for the six months ending September 30 and the financial position of OC Mensa on September 30. The May statement shall reflect the six and twelve months ending March 31 and the financial position of OC Mensa on March 31. All published financial statements shall contain schedules of income, expenses, and balances for all funds under control of OC Mensa, including RG and/or AG, scholarship and other special funds.

- c. Shall provide the President or the President’s designee (who must be an officer other than the Treasurer) with original statements at least every three months. The statements shall be those issued by every institution with which OC Mensa’s funds are deposited.
  - d. Shall make disbursements as directed by the Board.
  - e. Shall be responsible for maintaining an up-to-date inventory, including serial numbers, acquisition date, and cost of the fixed assets of OC Mensa.
  - f. Shall chair the Budget Committee.
5. Secretary
- a. Shall maintain all records and standing procedures of OC Mensa except those specifically assigned to another officer by these Bylaws or by the Board.
  - b. Shall maintain the minutes of all Board meetings and provide the Editor with a summary of such minutes, in time for publication in the next following newsletter. Such summary (“mini-minutes”) shall include any corrections affecting any previously published mini-minutes, all motions voted on and the results thereof, the Treasurer’s report on cash received and disbursed, and ending balance.
  - c. Shall maintain the full minutes of special Board meetings called under the provisions of Article X Section B and provide the Editor such minutes in time for publication in the next following newsletter.
  - d. Shall maintain the complete text of all Standing Orders.
6. Editor
- a. Shall be responsible for publication of the newsletter.
  - b. Shall have complete editorial control of the newsletter; however, the Board shall retain the right to compel the Editor to print items it deems necessary.
    - 1) Must publish the “Mini-Minutes” of the Board meetings submitted by the Secretary.
    - 2) Must publish all official submissions by the Treasurer.
    - 3) Must publish results of any OC Mensa election, including number of votes for each candidate or issue, as submitted by the Election Committee Chair. The Election Committee Chair shall submit such results by the newsletter deadline following the election.
    - 4) Must publish all official submissions from the National or OC Mensa Ombudsman.
    - 5) Must publish newsletter items as specified elsewhere in these Bylaws.
  - c. May establish such newsletter staff as desired, and shall have complete control over such staff regarding appointment, duties, or removal.
  - d. Shall be responsible for all OC Mensa owned equipment used in the production and distribution of the newsletter.
  - e. Shall be responsible for all liaison with the Postal Service and shall ensure compliance with all postal regulations and maintenance of OC Mensa’s second-class mailing permit.
  - f. If removed from office pursuant to Article V E 1 of these Bylaws, must immediately surrender all equipment and supplies owned by OC Mensa to the President or his/her designee.
  - g. Must develop and present a budget for the newsletter to the Board for approval within sixty days of assuming office. Must report any significant variance from such budget to the Board at the next Board meeting for discussion and action.
7. Parliamentarian
- a. Shall provide the Board of Directors with advice on matters under discussion.
  - b. Shall act as Parliamentarian to the Board at Board meetings.
  - c. Shall retain his/her office in the event of the President’s resignation or removal from office.

- G. Vacancies in office where succession is not otherwise provided for in these Bylaws shall be filled by majority election by the Board.
- H. All officers shall surrender to their successors all records of their office and any other property of OC Mensa in their possession within 10 days of their successors assuming office.

### **Article VI — Ombudsman**

- A. The Ombudsman shall serve as mediator for disputes within OC Mensa, and shall serve as an arbitrator on Regional Hearings Committees if requested by a duly authorized representative of AML.
- B. Upon request by the Ombudsman, the President or Secretary shall give the Ombudsman copies of the agenda, complete minutes, and everything else circulated to members of the Board. The Ombudsman shall have the same right to address the Board as any Board member.
- C. The Ombudsman of OC Mensa shall cooperate with the National Ombudsman, shall accept matters from the National Ombudsman which relate to OC Mensa, and shall refer to the National Ombudsman such matters which relate to the national rather than the local scene.
- D. The Ombudsman shall be given any material concerning any matter received for review and decision. It is the duty of all members of OC Mensa to cooperate with the Ombudsman, as it is the right of each member to request the services of the Ombudsman.
- E. The Ombudsman shall refrain from publicly and/or officially supporting any candidate for elective office in OC Mensa, and shall refrain from publicly and/or officially taking a position on any matter to be submitted to the electorate which does not directly affect the office of Ombudsman.
- F. The Ombudsman is subject to the provisions of Article V, Section A, and Article VII, Sections C, E and G.

### **Article VII — Committees**

- A. The standing committees and their general duties shall include:
  - 1. MEMBERSHIP. Shall be responsible for recruitment and initial contacting of new and prospective members and maintaining an up- to-date membership list as received from AML.
  - 2. PROGRAM. Shall be responsible for arranging and conducting the general meetings of OC Mensa and the timely submission of these calendar entries monthly to the appropriate person.
  - 3. PUBLICITY. Shall be responsible for all public relations matters for OC Mensa as pertaining to the events and functions of the organization.
  - 4. FINANCIAL REVIEW COMMITTEE. Shall review the books and records of the group during the month of April and shall report findings to the Board at its May meeting. No one may serve on the Committee who was involved in the issuing or collection of money during the review period. The review shall include viewing original statements from all institutions where the group's funds are deposited. The Financial Review Committee shall also review the books and records for other functions of OC Mensa upon request by a simple majority of the Board.
- B. REGIONAL GATHERING. Shall be responsible for forming and operating the next Regional Gathering as charged by the Board of Directors. The term of office of this Committee shall expire ninety {90} days following the completion of the Regional Gathering for which it is responsible.
- C. The Ombudsman and chairs of all Committees shall be appointed by the Board. Such persons shall serve concurrently with the appointing Board unless otherwise stated in these Bylaws. Unless otherwise specified, the term of office of Committee chairs shall expire with the Board that appoints them.
- D. Temporary committees may be established by a simple majority of the Board of Directors as necessary.

- E. All Committee Chairs and other appointees shall turn over to their successors or the President all records of their offices and any other property of OC Mensa in possession of their committees within ten {10} days of their successors assuming office.
- F. Should any person be appointed to chair a specific Annual Gathering, such term shall not expire until ninety days after the conclusion of that Annual Gathering, or until OC Mensa is notified that some other group has been selected to host such Annual Gathering, whichever occurs first.
- G. Committee Chairs and Ombudsman may be removed from office by a 2/3 vote of the full Board, or as specified in Article V, Section E 1 of these Bylaws. Committee chairs and Ombudsman may also be removed from office by a simple majority of the Board, if they are serving a Board which did not appoint them.

## **Article VIII — Elections**

### **A. Nominations.**

- 1. Nominations for President, 1st Vice-President, 2nd Vice-President, Secretary and Treasurer shall close on the last Wednesday of January of each year.
- 2. The December issue of the newsletter shall contain a notice advising the general membership of these nominating procedures, the names of all members of the nominating and election committees and the guidelines for the candidates' statements allowed by Article VIII B 1 a of these Bylaws.
- 3. Nominating petitions must be in writing over the signatures of not fewer than fifteen {15} members of OC Mensa.
- 4. Nominating Committee.
  - a. The Board of Directors shall establish and appoint a nominating committee of at least three {3} members of OC Mensa who are neither officers nor candidates for office in the election for which they are serving. The names of the members of this committee shall be furnished to the Editor by the Second Vice-President in time for publication in the December issue of the newsletter.
  - b. The duties of this committee shall be to receive and verify nominating petitions from the general membership, to ensure that there is at least one candidate for each office, and to verify that all candidates are willing and qualified in accordance with these Bylaws to hold office. The nominating committee may also nominate one candidate for each office. Such nomination shall not be regarded as an endorsement. Each candidate nominated by the Nominating Committee shall be notified of nomination in writing over the signatures of a majority of the Nominating Committee.
  - c. The nominating committee shall deliver the names of all nominees to the Election Committee Chair and the Editor in time for publication in the March issue of the newsletter. No indication shall be made as to the method of nomination of any candidate. No individual may run for more than one office at a time.

### **B. Election Procedures.**

- 1. Editor's Responsibilities.
  - a. The Editor shall provide reasonable and equal space in the March issue of the newsletter for unedited campaign statements by all nominated candidates as received from the Election Committee Chair. Such statements shall be delivered to the Chair of the Election Committee by each candidate in accordance with established deadlines. The Editor must publish guidelines for candidates' statements in the December issue of the newsletter. All statements must be printed in the same size and style of type. The Editor shall have the obligation to remove any libelous or obscene material from such statements prior to publication.

- b. When ballots are to be a part of the newsletter, the Editor must publish the ballot as submitted by the Election Committee Chair.
2. Balloting Procedures.
    - a. Mailed ballots (or newsletter inserts, or as a part of the newsletter itself) shall be used for the election of officers. All ballots must be mailed to the general membership by March 1st of each year.
      - 1) The Board shall annually determine if the ballot will be mailed separately, included as an insert to the newsletter or be a part of the newsletter itself.
    - b. In order to be counted, all ballots must be returned by mail, and must be received by the election committee no later than the last Friday of March which falls before March 30th.
    - c. Proxy voting shall not be allowed.
    - d. All candidates shall be listed on the ballots, by office, in alphabetical order by last name.
    - e. Unopposed candidates must be presented to the voters as follows: “Shall {Name of Candidate} be elected to the office of {Name of Office}?” The voters must be provided the opportunity to respond either “Yes” or “No.”
    - f. All challenges to elections must be made in writing within fifteen {15} days of the vote counting and shall be decided by OC Mensa’s Ombudsman.
  3. Election Committee.
    - a. The Board of Directors shall establish an Election Committee of at least three {3} members of OC Mensa who are neither officers, members of the nominating committee, nor candidates for office in the election for which they are serving. The Election Committee shall conduct the election in accordance with these Bylaws. The names of the members of this committee shall be published in the December issue of the newsletter.
    - b. The Election Committee has the sole responsibility for creating, distributing, receiving and counting ballots in accordance with these Bylaws, and certifying the results of the election. The ballot shall not be released by the Election Committee until the Nominating Committee Chair has reviewed and approved it for compliance with these Bylaws. Any disagreement shall be decided by the Ombudsman. The Election Committee shall provide the Board of Directors with the certified election results not later than March 31st of each year. The time and location of ballot counting must be published in the March issue of the newsletter and shall be open to all members of OC Mensa.
    - c. The Election Committee shall maintain a record, by name, of all members of OC Mensa provided a ballot. The Election Committee is further responsible for ensuring that this procedure retains the privilege of secret ballot.
    - d. The Election Committee shall ensure that all persons casting ballots are members of OC Mensa and that no member casts more than one ballot.
    - e. It is the responsibility of the Election Committee Chair to solicit the candidates’ statements and to transmit such statements to the Editor in time for publication, and to verify, prior to printing, that the statements are published in accordance with these Bylaws.
  4. Election results.
    - a. A plurality of votes cast for each opposed office shall constitute election.
    - b. In the event of a tie, the current Ombudsman or his/her delegate shall flip a coin, in the presence of the Election Committee, to determine the winner of the office for which the tie exists. For purposes of this coin-toss, the tied candidate whose last name would be first in an alphabetical list shall be assigned “heads.”
    - c. Candidates for unopposed offices must receive a majority of “Yes” votes in order to be elected. If an unopposed candidate is not elected, the position shall be declared vacant, and shall be filled by the rules of succession in Article V F 2 and V F 3, if possible.

Otherwise, the position shall be filled by appointment by a majority of the incoming Board.

- C. Terms of office for Board officers shall be as stated in Article V, Section D.

### **Article IX — Amendments**

- A. Amendments to these Bylaws may be proposed by either the Board of Directors or by a petition signed by at least fifty {50} members of OC Mensa. Such proposals shall be published in the next issue of the newsletter after approval has been received as provided for in Article IX Section B. A mail ballot shall appear in an issue of the newsletter at such time as to allow at least ninety days between publication of the proposal and the deadline for receipt of ballots. An amendment to these Bylaws shall require a two-thirds {2/3} affirmative vote of all valid votes cast and the approval of the AMC.
- B. Any proposed changes to these Bylaws shall be submitted to, and approved by, the AMC prior to publication in the newsletter.
- C. Voting Procedures.
  - 1. Balloting shall be conducted in accordance with Article VIII, Section B 2 of these Bylaws with the following exception: All dates mentioned in those sections shall be superseded by those dates designated in Section A of this Article.
  - 2. The Election Committee Chair shall immediately notify the President of election results and shall submit the results to the Editor by the next newsletter deadline after vote-counting. The Editor shall publish the results in that issue. The President shall within two weeks after vote counting file duly passed and approved amendments with AML. Approved amendments shall take effect at the beginning of the month following vote counting, or when filed with AML, whichever occurs later.

### **Article X — Meetings**

- A. Regular meetings of the OC Mensa Board of Directors shall be held at such time and place as shall be designated by the Board through notification in the organization's newsletter. In no event shall such meetings be less frequent than once every other month.
- B. Special meetings of the OC Mensa Board of Directors may be called at any time upon twenty-four {24} hours notice, either by the President or a majority of the organization's Officers. Special meetings of the Board may also be called by petition signed by at least fifty {50} members of OC Mensa. The full amended and approved minutes of such special meetings shall be reported in the newsletter. No business shall be conducted except that business for which the special meeting was called.
- C. A majority of the Board of Directors shall constitute a quorum for the transaction of business.
- D. All meetings of the OC Mensa Board of Directors shall be open to all members of the organization.
- E. Each meeting agenda shall have open time during which members of OC Mensa may address the Board. Each member's address may be restricted to a reasonable time limit at the discretion of the meeting chairperson.
- F. Unless otherwise specified in these Bylaws, Robert's Rules of Order shall be the governing procedure for the conduct of all meetings. The Parliamentarian shall determine which edition shall be used.
- G. Unless otherwise specified in these Bylaws, a simple majority of those voting shall prevail on all questions.
- H. Regular meetings of the OCM Mensa membership shall be held at such time and place as shall be designated by the Board through notification in the organization's newsletter. Such meetings may

be open houses or other events (but not Board meetings) as adopted by majority vote of the Board, and shall be held at least once every other month.

**Article XI — Publication**

- A. OC Mensa shall have an official monthly publication. Its purpose shall be to serve the membership of OC Mensa through the dissemination of information and news about the organization and other items of general interest. A calendar of all OC Mensa events shall be included in each issue.
- B. OC Mensa shall observe the preferences of members for data suppression and publications, as filed with AML, when publishing a local group roster or membership directory/register.