

# GREATER LOS ANGELES AREA MENSA

## BYLAWS

December 2007

### ARTICLE I. NAME.

The name of this organization shall be Greater Los Angeles Area Mensa, which name may be abbreviated to GLAAM.

### ARTICLE II. IDENTITY, AFFILIATION, AND FISCAL YEAR.

- A. GLAAM is a California non-profit corporation and a local group of American Mensa, Ltd. (which name may be abbreviated to AML), subject to the Laws of the State of California, the Constitution of Mensa, the Bylaws of American Mensa, Ltd., and the resolutions adopted by the American Mensa Committee (which name may be abbreviated to AMC). The fiscal year of the corporation shall begin on the first day of May in each year and end on the last day of April in the subsequent year.
- B. AML has granted a royalty-free, non-exclusive license to GLAAM 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 GLAAM. AML retains full ownership of the mark and logo and all statutory and common law rights in the mark and logo.

### ARTICLE III. MEMBERSHIP.

- A. Membership in GLAAM shall be open to all AML members in good standing in the geographic areas assigned to GLAAM by AMC, or as otherwise assigned to GLAAM by AML.
- B. Mensa members in good standing who are not members of GLAAM are welcome to participate in the social activities of GLAAM to the same extent as any member of GLAAM, but may not vote or hold elective or appointive office. The national Ombudsman, his representative, and members of the AMC shall be permitted to participate in the business affairs of GLAAM in the discharge of their official duties. The Board of Directors, its members, or any of its designates may invite a person not a member of GLAAM to participate in GLAAM business affairs.
- C. GLAAM 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.
- D. There shall be at least one membership event per calendar quarter. A membership event is defined as any organized activity for the members.

### ARTICLE IV. PURPOSES.

The purposes of GLAAM shall be to carry out the principles of American Mensa, Ltd., in the assigned geographic areas, and to coordinate, assist, and represent its component groups and its total individual membership to the community and to American Mensa, Ltd.

### ARTICLE V. BOARD OF DIRECTORS.

- A. The business affairs of GLAAM shall be conducted by a Board of Directors to be composed of the Area Secretaries of its sub-groups (hereinafter referred to as Areas), of one additional representative of each Area (hereinafter referred to as Area Delegate), both to be elected by each Area from its membership, plus as many Members-at-Large as there are Areas, to be elected by and from the total membership of GLAAM. The term of

the Board of Directors commences upon installation of the new Board at the May Board meeting and ends at the beginning of the term of the succeeding Board.

- B. No member of the Board of Directors shall serve as such in more than one capacity; such Board membership may be either as an Area Secretary, as an Area Delegate, or as a Member elected at Large.

#### **ARTICLE VI. EXECUTIVE OFFICERS.**

- A. An executive officer of GLAAM must be a current member of the Board of Directors. Executive officers are elected by the members of the Board, for a term of office ending upon expiration of the term of the Board.
- B. Eligible candidates for office must have agreed to nomination to that office in person or in writing (directed to either the Chairman or the Secretary) prior to the balloting described in Section VI-C.
- C. Voting shall be by ballot, and there shall be no proxy voting. To be elected, a candidate must receive a majority of the votes of those Board members voting, except that abstentions and invalid ballots shall not be counted.
- D. The executive officers are as follows:
  - 1. **CHAIRMAN:** Shall be the chief executive and administrative officer of GLAAM; shall preside at all meetings of the Board of Directors, and membership business meetings; shall be that person known to AML as Local Secretary of GLAAM; shall be the representative and primary point of contact between AML and GLAAM; and shall notify AML (through the national office) and the Regional Vice-Chairman within two weeks of the results of elections, and of any changes in the officers in the local group. By agreeing to be the Local Secretary of GLAAM, the Chairman agrees to pass along information to and from the group in a timely fashion.
  - 2. **EXECUTIVE VICE-CHAIRMAN:** Shall assist the Chairman in the exercise of executive duties, and function and perform in his/her place in case of absence.
  - 3. **ADMINISTRATIVE VICE-CHAIRMAN:** Shall assist the Chairman in the exercise of administrative duties and shall act as advisor to and coordinator between and among the Areas; shall function and perform in the place of the Chairman in case of absence, when the Executive Vice-Chairman is also absent.
  - 4. **SECRETARY:** Shall take and keep as permanent record minutes of all meetings of the Board of Directors, and membership business meetings. Such minutes shall be made available for inspection or reproduction upon request of any Mensa member. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by Law; be custodian of the corporate records and of the Seal of the Corporation, and see that the Seal is affixed to all official documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provision of these Bylaws. The Secretary as of the beginning of the May Board meeting shall be responsible for the minutes of that meeting.
  - 5. **TREASURER:** Shall act as financial officer of GLAAM; shall receive all monies and make all disbursements; shall maintain the financial records; shall prepare tax reports and other financial reports that may be required. The Treasurer shall provide for an annual review of the books and records, to be conducted during the month that the executive officers take office, and by an individual or agency other than the Treasurer, or anyone else involved with collection or disbursement of money during the period being reviewed. The Treasurer shall, at least quarterly, send (or cause to be sent) to the Chairman (or, if the Chairman so designates, to any Board member other than the Treasurer) the original statements from any bank and/or other financial institutions where GLAAM monies are deposited; upon review by the Chairman (or designee), these statements may be returned to the Treasurer for filing. The Treasurer shall prepare a budget for approval by the Board no later than two months following the start of each Board term. The Treasurer shall prepare a semi-annual financial report for submission to the Board and which shall be published in the newsletter. This report shall contain schedules of income, expenses, and balances for all funds under the control of GLAAM, including funds for scholarships, activities (including Regional

Gathering), and other special funds. All accounts must be separate accounts in the name of GLAAM, and shall have more than one signatory so that funds can be accessed in the temporary absence of the Treasurer. The Treasurer shall also maintain a listing of all equipment owned by GLAAM.

#### **ARTICLE VII. COMMITTEES AND COORDINATORS.**

- A. There shall be an Election Committee and such other standing and special committees as the Board of Directors may create. No member of, or candidate for, the Board of Directors shall be a member of the Election Committee.
- B. Except where otherwise specified in these Bylaws, committee chairmen shall be appointed by the Chairman of the Board of Directors with the approval of the members of the Board in attendance. The Chairman of the Board may choose to delegate the appointment of committee members to the committee Chairman. Notwithstanding the above, all members of the Election Committee must be approved by the Board of Directors. The term of office of all such appointments shall end upon expiration of the term of the Board.
- C. There also shall be such Coordinator positions as the Board of Directors may determine, for the purpose of directly managing various functions that the Board of Directors wishes to delegate. Except where otherwise specified in these Bylaws, Coordinators shall be appointed by the Chairman of the Board of Directors with the approval of the members of the Board in attendance. The term of office of all such appointments shall end upon expiration of the term of the Board.
- D. Except where otherwise specified in these Bylaws, a Committee Chairman or committee member or Coordinator may be removed from that office by a two-thirds vote of the Board of Directors, or by a majority vote of the Board with a minimum of 24 hours' prior notice to the Board and the subject of the proposed action.

#### **ARTICLE VIII. OMBUDSMAN.**

- A. There shall be an Ombudsman for GLAAM.
- B. The Ombudsman shall be elected by a majority of the entire Board of Directors.
- C. The Ombudsman shall have the primary responsibility to mediate disputes within GLAAM, and to arbitrate disputes within or among other local groups, as needed. The Ombudsman may also express opinions, and generally promote the general welfare of GLAAM.
- D. The term of office of the Ombudsman is not affected by the expiration of the term of office of the Board which made the appointment. The term of office of the Ombudsman shall be for six years and shall commence upon appointment by the Board of Directors. The Ombudsman shall not concurrently serve as a member of the Board of Directors. Should the Ombudsman become a candidate for the Board of Directors, the Ombudsman shall automatically have resigned that office. Removal from office by recall shall follow the procedures set out in Article XVII.

#### **ARTICLE IX. PUBLICATION.**

- A. There shall be an official GLAAM publication, issued at least once every two months. The GLAAM Board of Directors is the publisher of this publication, and sets the policy and parameters of its publication, including but not limited to the title of the publication. The Editor of the publication shall be appointed by the Chairman of the Board of Directors with the approval of members of the Board of Directors in attendance at a regular or special meeting and may be removed from office by a two-thirds vote of the entire Board of Directors. The term of office of the Editor of the publication shall begin upon appointment, and end upon expiration of the term of the Board. The Editor shall not concurrently serve on the Board or run for GLAAM office. The local Ombudsman and the national Ombudsman may submit to the official publication items marked 'for publication' that relate to their official duties; such material shall be given the highest practicable priority for publication. The Editor shall publish the semi-annual financial report submitted by the Treasurer.

- B. If an electronic version of the official publication is created, the printed version shall nevertheless be the one sent to members unless they request otherwise.

**ARTICLE X. PARLIAMENTARY PROCEDURE.**

- A. The Rules contained in the most recent edition of *Robert's Rules of Order* shall govern GLAAM in all cases to which they are applicable, when they are not inconsistent with these Bylaws or the Bylaws of AML.
- B. The Chairman shall be permitted to vote on all actions.
- C. The Chairman of any meeting may, at his/her discretion, appoint a parliamentarian from the membership of GLAAM. The function of the parliamentarian shall be to advise the Chairman as to matters of procedure, when requested, and, as the Chairman may direct, to explain points of procedure to those in attendance.

**ARTICLE XI. REMOVAL FROM OFFICE.**

- A. An executive officer may be removed from office by a two-thirds vote of the entire Board of Directors. Notice of such impending action shall be physically mailed to all Board members at least fifteen (15) days prior to the date of such meeting. Such action does not affect the person's seat on the Board of Directors.
- B. If any Board member fails to attend three (3) consecutive Board meetings without prior excuse that has not been disapproved by a majority vote of the Board, he/she shall be considered to have resigned, unless he/she shall have petitioned the Board to be retained as a Board member, prior to the end of the third consecutive meeting. Said petition shall be adjudged on a case-by-case basis, but must be approved by a majority vote of the Board in order for the petitioner to remain a Board member.

**ARTICLE XII. VACANCIES.**

- A. A vacancy on the Board of Directors may be filled by the Board until the next regular election.
- B. A vacancy in any executive officer position shall be filled by the Board of Directors at a regular or special meeting of the Board of Directors, following two weeks prior notice to the Board (through oral, written, or electronic communication) of an election to fill such vacancy. Until such election takes place, any vacancy in the position of Chairman shall immediately and automatically be filled by the Executive Vice-Chairman, or by the Administrative Vice-Chairman if the position of Executive Vice-Chairman is also vacant.

**ARTICLE XIII. MEETINGS.**

**A. MEMBERSHIP BUSINESS MEETINGS.**

1. There shall be an annual business meeting and such other membership business meetings as the Board of Directors shall determine. Notice of all GLAAM membership business meetings shall be published in the official GLAAM publication.
2. The business of the annual meeting shall include such reports and business as may be determined by the Board of Directors.
3. A special business meeting may be called by the Chairman or by action of the Board of Directors, or shall be called on receipt of a petition signed by 10% of the membership of GLAAM. The date, time, and place of the special meeting shall be announced in the official GLAAM publication, or otherwise mailed to all GLAAM members. No business other than that indicated in the notice may be acted upon.

- B. **MAY BOARD MEETING.** There shall be a Board meeting in May at which the new Board is seated and the new executive officers are elected (as described elsewhere in these Bylaws). Special Orders shall include, in the order listed:

1. Installation of the new Board by the Election Chairman or designee, followed by resolution of any tied Board elections.
2. Election of the Chairman by the members of the newly seated Board of Directors, under the supervision of the Election Chairman or designee.
3. Election of the other Executive Officers by the members of the newly seated Board of Directors, under the supervision of the Election Chairman or designee.
4. Installation of the new Chairman of the Board.
5. Filling of any vacancies on the new Board, in accordance with procedures.
6. Appointment of committee chairmen and other appointees in accordance with procedures.
7. Approval of the remaining agenda by the new Board.

C. REGULAR AND SPECIAL BOARD MEETINGS.

1. The Board of Directors shall meet regularly at least once every three months, or more frequently as the Board may determine. Notice of the date, time, and place of such meetings shall appear in the official GLAAM publication.
2. The quorum for a regular Board meeting shall be one-third of the entire Board. There shall be no proxy voting, and abstentions and invalid ballots shall not be counted. The Board may continue to conduct business when the members present fall below a quorum. However, no action shall pass without the affirmative vote of a majority of the quorum number for that meeting.
3. The addition of an item to the Agenda during a regular Board meeting must be approved by the Board.
4. Special meetings of the Board of Directors may be called at 24 hours' notice, either by the Chairman or by any four members of the Board or by at least 10% of the GLAAM membership. A reasonable attempt shall be made to notify all Board members of the date, time, and place of such special meeting. Members unable to be present in person may arrange to attend the meeting by telephone, video link, or other suitable electronic medium. The purpose(s) of the special meeting shall be specified by the person or persons calling the meeting at the time of calling the meeting. A quorum for a special meeting shall consist of one half of the entire Board. There shall be no proxy voting, and abstentions and invalid votes shall not be counted. The Board may conduct business when the members present fall below a quorum. However, no action shall pass without half the seated Board voting yes. No business other than that specified in calling the meeting shall be acted upon.
5. Any item shall be placed on the agenda of any regular Board meeting if received in writing by the Board Secretary at least ten (10) days prior to the scheduled date of the meeting from one of the members of the Board. Moreover, an item shall be placed on the agenda and deemed moved and seconded, if so requested by twenty-five (25) members of GLAAM in good standing, provided that the request is received by the Board Chairman at least fifteen (15) days prior to the date of the meeting.
6. All meetings of the GLAAM membership, Board of Directors except when in executive session, and all GLAAM committees, shall be open to all members. Members of GLAAM who are not members of the respective bodies shall have a voice but no vote.

ARTICLE XIV. AREAS.

- A. Sub-groups of GLAAM shall be known as Areas. Every member of GLAAM shall be a member of one (but only one) Area. Such membership shall be determined by the member's address as on file with AML, unless otherwise requested by the member.
- B. The executive officer of each Area shall be the Area Secretary, assisted by the Area Delegate.
- C. New Areas within GLAAM boundaries may be formed by a majority vote of the GLAAM Board of Directors, upon petition of twenty-five (25) members whose recorded Mensa addresses lie within the proposed Area, or on its own motion by a two-thirds vote of the Board of Directors. Notice shall be in the official GLAAM

publication, and shall be published no less than one month in advance.

- D. Groups of members within Southern California counties other than Los Angeles County may become Areas of GLAAM at the option of those groups, upon approval by a majority vote of the GLAAM Board of Directors, providing that approval has been obtained from the American Mensa Committee.
- E. Boundaries of existing Areas may be changed by a vote of the Board of Directors, provided that:
  - 1. All Board members are notified of such a proposal at least 15 days prior to taking up a motion to initiate the change;
  - 2. The Board approves a motion to initiate the change, by a simple majority;
  - 3. All GLAAM members who would be affected by the change are polled as to their preference, and given at least 30 days to respond; and,
  - 4. Following completion of such poll, and due consideration of the results by the Board, the Board approves the actual change by a 2/3 majority.
- F. Should the number of Areas change, the Board will determine the procedure for adjusting the number of Members-at-Large to be the same as the number of Areas, except that no Member-at-Large shall be forced to resign for this purpose only.

**ARTICLE XV. TERMS AND QUALIFICATIONS OF MEMBERS OF THE BOARD OF DIRECTORS.**

- A. All members of the Board of Directors shall be elected by a mailed ballot by the procedure described in the following article. Eligibility and electorate for each position are determined by the nature of each position: Member-at-Large, Area Secretary, or Area Delegate.
  - 1. TERM.
    - a. The term of office of all members of the Board shall begin with the installation of the new Board in the May Board meeting following their election, and end with the installation of the new Board in the May Board meeting two years afterward. Approximately half of the total Members-at-Large shall be elected each year. The full-term Area Secretary and Area Delegate of each Area shall be elected in alternate years. The Election Committee may establish one-year positions, if needed, to comply with the above. Where a one-year term member is being elected, notice of this shall be made with all official election announcements.
    - b. No later than four weeks after leaving office, all executive officers, other Board members, and appointees shall turn over all files, equipment, and other materials pertaining to their office either to their successors, to the Chairman, or to the Secretary.
  - 2. QUALIFICATIONS. All Members-at-Large of the Board of Directors must be members of GLAAM and AML in good standing. All Area Secretaries and Area Delegates must be members of their Areas, GLAAM, and AML in good standing and reside within the geographical boundaries of their Areas. Candidates for these positions must meet the same requirements throughout their candidacy. Eligible candidates for office must have agreed to nomination to that office in person or in writing prior to the balloting for that office. Candidates are required to submit to the Election Committee a petition signed by 10 members or 5% (whichever is the lesser number) of the electorate for that office.
- B. Membership in good standing shall be determined by the regulations of AML and may generally be determined by reference to the latest available listing of official membership provided by AML or by certification by AML, except that it will not include any member under a membership sanction or otherwise excluded by action of the AMC.

- C. A member may be a candidate for only one office in any election. Those already holding office are eligible to run for other elective offices of GLAAM without relinquishing the office they are serving. If elected, upon commencement of the term of office of the new position, they must resign their previous office.

#### **ARTICLE XVI. ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS.**

##### **A. ELECTION PROCEDURE.**

1. The Election Committee shall be appointed prior to November 1 of each year in accordance with the procedures outlined in Article VII.
2. A notice shall be placed in the December issue of the official GLAAM publication, informing the membership of the procedure whereby members may be included in the original slate of candidates for election. All petitions for office shall be acknowledged by the Election Committee within ten (10) days after receipt. Voters and those signing petitions for office must be members in good standing of GLAAM and their respective Areas, where applicable.
3. The Election Committee shall present lists of candidates for election and shall include in these lists the names of all persons signifying their intent to run for such offices subject to the procedures contained above. Such lists shall be arranged in random order for each office and shall be included in the February and March issues of the official GLAAM publication. Nominations shall close at noon on February 20.
4. The Election Committee shall prepare a final ballot which shall contain the names of all candidates, listed in random order for each office. Such ballot shall be included in the April issue of the official GLAAM publication, or otherwise mailed to each member no later than April 1. At this time, the Election Committee shall declare elected any candidates in uncontested elections, which information shall be included on the ballot.
5. Ballots may be returned by mail or by any other method of delivery and must be received by the Election Committee no later than the announced start of ballot counting. The date and time of the ballot counting shall be announced with the ballot and be no earlier than noon April 21 nor later than midnight April 30 as specified by the Election Committee.
6. The ballots shall be counted by the Election Committee, together with any members of GLAAM who signify their intent to assist with the counting, to the exclusion of all candidates and current Board members. Candidates and current Board members may observe but not participate in the counting. All ballots shall be separated from the envelopes or from the ballot portion bearing the return name and address, prior to the counting of the ballots, to prevent identification of voters with a particular vote at the time of the counting.
7. The Election Committee shall then prepare a final tabulation and shall certify the results. A plurality shall constitute the election, except in elections for Member-at-Large, where the highest vote totals, regardless of the number of votes cast, shall determine the winners. In case of a tie, election from among the tied candidates shall be determined by the flip of a coin by the Election Committee Chairman (or appointed representative). The final tabulation and ballots shall be kept as a matter of record for a period of ninety (90) days after the date of the counting and shall be made available for inspection to any GLAAM member upon request.
8. The Election Committee shall submit the results of the election to the Editor for printing in the June issue of the official GLAAM publication.

##### **B. CHALLENGES.**

1. Any challenge to the candidacy or election of any member of the Board by the above procedure must be made in writing to the GLAAM Ombudsman by July 1 immediately following said election.

2. Any disqualification by this provision of a candidate after being elected shall be considered a vacancy to be filled by the Board of Directors as described elsewhere in these Bylaws. Disqualification after taking office shall not affect any Board action taken before the disqualification.

#### **ARTICLE XVII. RECALL ELECTIONS.**

- A. For any given position on the Board or the position of Ombudsman, recall proceedings may be initiated by two-thirds of the entire Board. Recall for a Board position may also be initiated by petition of 10%, or 100 members, whichever is less, of the electorate for that position. Recall of the Ombudsman may also be initiated by petition of 200 members of GLAAM. All signatures to recall petitions must be dated. Signatures are valid only up to 120 days from that date.
- B. Recalls may not be initiated within the last 45 days of a term of office. Any pending recall shall automatically discontinue if and when the subject of the recall ceases to serve.
- C. Petition for recall from the membership shall be given to the Ombudsman, except that for recall of the Ombudsman the petition shall be given to the Secretary of the Board of Directors.
- D. In case recall proceedings are validly proposed, either by the Board or by petition, the Chairman of the Board (or the Executive Vice-Chairman, if the Chairman is the subject of the recall) shall, within thirty days, arrange for publication of the recall ballot in the official GLAAM publication and notify the subject of this action by registered mail at the address given on the latest available listing of official membership provided by AML. This notification shall include the motion by the Board or the wording on the petition and shall offer the subject an opportunity to respond in the same publication issue in which the recall ballot is to be printed. Such publication shall include the motion of the Board or the wording on the petition as well as a statement not to exceed 400 words submitted by the person against whom recall is pending.
- E. Ballots for such proceedings shall be returned to the Ombudsman, or to the Secretary of the Board of Directors should the recall proceedings be against the Ombudsman. Recall ballots for Area officers may be accepted only from the respective electorates for those positions. Recall ballots for any other positions may be accepted from any member of GLAAM. The date, time, and place of the counting of the ballots shall appear in the official GLAAM publication, and must be no sooner than 30 days from the date of general mailing of the publication. Recall shall be by majority of the valid votes cast, and shall take effect immediately.

#### **ARTICLE XVIII. AMENDMENTS TO BYLAWS.**

- A. These Bylaws may be amended only by the following procedure.
  1. Adoption by a majority of Board members present at a regular or special meeting; or a petition signed by at least forty (40) GLAAM members in good standing, and submitted to the Chairman of the Board; and
  2. Approval by the AMC to submit the amendment to membership referendum; and
  3. Publication and mailing to all members of GLAAM in good standing, with provision for vote by mail; and
  4. Ratification by two-thirds of the valid votes cast; and
  5. Filing of the amended Bylaws with the AMC; and
  6. Final approval of the amended Bylaws by the AMC.
- B. In case an amendment is validly proposed, either by the Board of Directors or by petition, and approved by the AMC for membership referendum, the Chairman of the Board shall, within 30 days, arrange for printing of the proposal in the official GLAAM publication, which shall include a ballot and the entire text in effect prior to the proposed amendment of any and all sections subject to revision by the proposed amendment, and clearly identify any and all additions and/or deletions proposed. Ballots may be printed in later issues of the official

GLAAM publication without the text of the changes, provided that reference is made to the issue in which the amendments were originally printed. All costs of publication and mailing this to the members shall be borne by GLAAM.

- C. Ballots for this procedure shall be accepted for at least 90 days following the initial mailing of the ballots to the members.
- D. After filing and final approval of the amended Bylaws, the AMC will notify GLAAM of the effective date of the Bylaws as amended.

**ARTICLE XIX. AMENDMENTS TO ARTICLES OF INCORPORATION.**

Amendment of the Articles of Incorporation may be adopted by vote of two-thirds (2/3) of the membership voting.

- END BYLAWS -