

# **MINIMUM STANDARD BYLAWS FOR LOCAL GROUPS OF AMERICAN MENSA, LTD.**

Adopted by the AMC by ASIE 2017-007 on April 1, 2017

## **INTRODUCTION**

The purposes of minimum standards for local groups' bylaws are to protect the fundamental interests of all members and of Mensa, and to prevent recurring conflicts and problems in local group administration.

Most of the Minimum Standard Bylaws start with "A statement that ..." or "A description of ..." or "A provision stating ..." or similar language. This language allows each local group to choose how to fulfill the requirement in its bylaws. Local groups may also incorporate many other concepts not contained in the Minimum Standards so long as they do not conflict with any Minimum Standards. The mechanism that is used to ensure that all local groups' bylaws comply with the Minimum Standards is review by the national Bylaws Committee before the bylaws, or bylaws amendments as the case may be, become effective. The Bylaws Committee acts for the American Mensa Committee (AMC) in this regard.

The then-current requirements of the Minimum Standard Bylaws are included in every local group's bylaws at all times, whether they are explicitly stated in the group's written bylaws document or not. (See ASIE 1984-104, below.) In other words, the minimum requirements are enforceable even if they are not explicitly contained in a group's bylaws. However, the only way to update a local group's bylaws document is to go through the amendment process in MSB section 7 below, i.e., have the membership vote on the change(s) and have the AMC approve the change(s). "Automatic updating" of the bylaws document to reflect changes in the Minimum Standard Bylaws is not permitted. It is, of course, less confusing to the local group's governing body and membership when all the policies are contained in one continuous document.

If in doubt about any Minimum Standard, please contact the Bylaws Committee chair or your RVC for clarification.

## **MINIMUM STANDARD BYLAWS**

1. **DEFINITION OF THE LOCAL GROUP:** The following is required:

A statement of the name of the local group and that it is a local group of American Mensa, Ltd. (AML), and is subject to the Constitution of Mensa, the Bylaws of AML,

and the resolutions adopted by the American Mensa Committee (AMC). (See Clarification 1 and ASIE 1995-024 below.)

2. MEMBERSHIP: The following is required:

- A. A statement that membership in the local group shall be open to all members of AML in good standing in the geographic area assigned to the local group by the AMC, or as otherwise assigned by AML. (See Clarification 2A.)
- B. A statement that Mensa members in good standing, including those who are not also members of the local group, are welcome to participate in the social activities of the local group at the discretion of the host or hostess. (See ASIE 0000-111.)
- C. A statement that the National Ombudsman, his surrogate, the Regional Ombudsman, 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. (See Clarification 2C and ASIE 2013-056.)

3. OFFICERS AND DUTIES: The following is required:

- A. A statement that an officer is defined as any person whose position is specified in the local group bylaws or who is appointed by the governing body, or a member thereof, 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 AML. (See Clarification 3A.)
- B. A description of the governing body of the local group and of its composition, and a statement that the governing body conducts the business of the local group. No more than one-half of the voting positions on the governing body may be appointed positions; however, there may be as many non-voting appointed positions as desired. If any appointed positions have votes on the governing body, these must be specified in the bylaws. (See Clarification 3B.)
- C. A statement that all voting members of the governing body must also be members in good standing of the local group. (See Clarification 3C.)
- D. A listing of the elected officers of the group, of which there must be a minimum of three, with a defined order of succession or other means of immediately and automatically filling a vacancy in the position of Local Secretary. A replacement for an elected officer is considered to be an elected officer whose term of office ends with the next regular elections.
- E. A listing of the duties of elected and appointed positions, their terms of office including starting and ending dates, and how vacancies shall be filled. The term of office of appointed officers and committees may not exceed the term of office of

the officer or governing body appointing them, except that those officers (such as ombudsmen) or committees (such as regional gathering) whose functions extend past the end of the current term of office may remain in office, but are subject to removal by the succeeding officer or governing body that would otherwise appoint them. (See Clarification 3E.)

- i. The chief executive officer of a local group may be titled Local Secretary, President, or Chairman, whichever one or more the group prefers; however, no local group may have, as separate officers, more than one of the three. He or she shall be the chief point of contact between AML and the local group. The Local Secretary shall notify AML (through the National Office) and the Regional Vice Chairman (RVC) for the local group within two weeks of the results of elections and of changes in the officers of the local group. (See Clarification 3Ei.)
  - ii. The duties of the Treasurer must include providing the Local Secretary (or designee, who must also be a voting member of the governing body) statements from banks and any other institutions where the group's money is deposited, at least quarterly. The Treasurer must submit to the governing body a financial report, not less than twice each year (at approximate six-month intervals), that must also be published in the official publication. The report shall contain schedules of income, expenses, and balances for all funds under the control of the local group, including regional gathering, scholarship, and other special funds. All accounts shall be separate accounts in the name of the group, and shall have more than one signatory so that funds can be accessed in the temporary absence of the treasurer, who shall be one of the signatories. The Treasurer shall also maintain a listing of all equipment owned by the local group. (See Clarifications 3Eiia and 3Eiib.)
  - iii. The duties of one of the officers are to include the taking and maintaining minutes of meetings of the governing body. (See Clarification 3Eiii.)
- F. A statement that elected members of the governing body may be removed from office by means of a recall election, using the procedures specified in MSB section 6.
- G. A provision stating that any voting officer may be removed from office for nonattendance at business meetings. (See Clarification 3G.)
- H. A statement that the local group shall select one or more ombudsmen to pursue local resolution of disputes and perform such other duties as may be required of all local group ombudsmen by AML. (See Clarification 3H.)

- I. A statement of how appointed officers are appointed to office and how appointed officers may be removed from office. (See Clarification 3I.)
  - J. A provision requiring annual financial reviews at approximately twelve-month intervals. This review shall be conducted by someone who was not involved in the issuing or collecting of money during the review period, and shall include viewing statements from banks and any other institutions where the group's money was held during the review period. (See Clarification 3J.)
  - K. A statement that all officers, elected or appointed, shall turn over all files; equipment; computer applications, along with associated user IDs and passwords; and materials pertaining to their offices to either their successor(s), to the current Local Secretary, or to another member of the governing body, no later than four weeks after leaving office. (See Clarification 3K.)
  - L. A statement that the local group shall comply with federal financial reporting requirements. (See Clarification 3L and ASIE 2007-077.)
  - M. A statement that 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 its governing body. (See Clarification 3M.)
4. PUBLICATION: The following is required:
- A. A statement that the local group shall have an official printed publication and that the governing body is its publisher. (See Clarifications 4A1 and 4A2.)
  - B. A statement that, if an electronic version of the newsletter is created, 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 governing body 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. (See Clarification 4B.)
  - C. A statement that the National Ombudsman, Regional Ombudsman, and the local ombudsman may submit matter that relates to his or her official duties marked "for publication" to the editor of the local group's official publication, and that anything so marked shall be given the highest practicable priority for publication. (See Clarification 4C.)
  - D. A statement that the local group 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.

5. MEETINGS AND ACTIVITIES: The following is required, except as noted:
- A. A statement that the governing body is to hold regular meetings at least quarterly, and that timely notice of meetings of the governing body shall be sent to all members and the RVC, usually by publishing in the official publication; also that at least one social activity for the membership is to be held per quarter. (See Clarification 5A.)
  - B. A statement that special meetings of the governing body may be called by the LocSec, or by the governing body, or by a written petition requiring signatures of no more than 10% of the membership of the local group, and that the agenda of the special meeting may include only that business for which the meeting is being called. The members of the local group and the RVC shall be notified of the special meeting if practicable.
  - C. A statement either that remote participation during meetings of the governing body is allowed or that remote participation during meetings of the governing body is not allowed. If remote participation is allowed, a statement that any one or more members of the governing body may participate in a meeting of the governing body by means of telephone, online conference, or similar communications equipment allowing all persons participating in the meeting to communicate with each other at the same time, and that participation by such means shall constitute presence in person at the meeting. (See Clarification 5C.)
  - D. (Recommended but not required.) A statement either that remote participation during meetings of committees that are expressly established by these bylaws is allowed or that remote participation during meetings of committees that are expressly established by these bylaws is not allowed. (See Clarifications 5C and 5D.)
  - E. (Recommended but not required.) A statement that all meetings of the governing body shall be held in a physical site located within the geographical limits of the local group as assigned by the AMC. (See Clarification 5E.)
6. ELECTION PROCEDURES: The following is required, except as noted: A clear and complete stipulation of election and appointment procedures and methods, including the following:
- A. Each local group of American Mensa, Ltd. is required to hold an election of its governing body (the general election) at least every two years. If two-year terms are used, the start of the term being in an even-numbered or odd-numbered year should be specified. (See Clarification 6A.)

- B. A statement that neither the nominating committee nor the election committee shall contain elected members of the governing body or candidates for elective office in the general election.
  - C. A statement specifying who will conduct a recall election or bylaws amendment election. (See Clarification 6C.)
  - D. The methods(s) and time frame for nominating officers.
  - E. When an election is held, ballots must be mailed to all members of the local group that are either an insert to, or part of, the official publication, or that are mailed separately. Electronic distribution of ballots is acceptable as a substitute for distribution by postal mail for those members who request electronic distribution, but cannot supplant distribution by postal mail for those members who want postal mail. There must be provisions that allow full participation by postal mail for all members at all steps, including runoff elections. (See Clarifications 6E1 and 6E2.)
  - F. A designation of the date of the election.
  - G. A designation of responsibilities for the receipt and tallying of ballots for the election, and the method of certifying the results. (See Clarification 6G.)
  - H. Tie-breaking by the flip of a coin or similar random process is allowed. A run-off in person is not. (See Clarification 6H.)
  - I. (Recommended but not required) A statement that anonymity of voters shall be preserved. (See Clarification 6I.)
  - J. (Recommended but not required) A statement either that write-in votes are allowed or that they are not allowed. (See Clarification 6J.)
7. AMENDMENTS TO THE BYLAWS: The following is required:
- A. A statement as to how amendments to the bylaws may be proposed. (See Clarification 7A.)
  - B. A statement that proposed amendments shall be submitted to, and approved for balloting by, the American Mensa Committee before balloting by the local group membership. (See Clarification 7B.)
  - C. A statement that, following such AMC approval for balloting, proposed amendments and ballots shall be sent to all members of the local group in the same manner as election ballots. (See Clarification 7C.)

- D. A statement that there must be a minimum of 90 days between the date of publication of the proposed amendment(s) and the deadline for receipt of ballots. (See Clarification 7D.)
- E. A statement of the percentage of votes received that is required to pass a proposed amendment. (See Clarification 7E.)
- F. A statement that local group bylaws and bylaw amendments are not effective until they are both approved by the local group membership and given final approval by the American Mensa Committee after filing of revised bylaws with the Bylaws Committee. After filing of the amended bylaws with the Bylaws Committee after the membership has voted, the Bylaws Committee will notify the local group of the effective date of the bylaws as amended. (See Clarification 7F.)

#### 8. MENSA NAME AND LOGO

The following clause is required verbatim, with the blanks filled in with the name of the local group or corporation:

American Mensa, Ltd. (AML) has granted a royalty free, nonexclusive license to \_\_\_\_\_ 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 \_\_\_\_\_. AML retains full ownership of the mark and logo and all statutory and common law rights in the mark and logo.

#### 9. AUTHORITIES

- A. A statement that 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. (See ASIE 1984-104.)
- B. (Recommended but not required) A statement naming a standard parliamentary authority. (See Clarification 9B.)

## CLARIFICATIONS AND EXPLANATIONS

1. It is recommended, but not required, that the word “Mensa” be included in the local group’s name. Many, but not all, local groups also have geographic descriptions in their names, such as “Eastern Bigstate Mensa” or “City Area Mensa.”

Incorporation of either the local group or a subordinate charitable organization is permitted only with the approval of the AMC. Local groups that were already incorporated as of the date the AMC adopted this policy (July 8, 2000) are considered as having this approval so long as the incorporation remains uninterrupted and valid under the laws of the state of incorporation. Please be aware that the Bylaws Committee does not, and cannot, review bylaws for compliance with state laws, including corporation laws; if a local group is separately incorporated, in addition to the Bylaws Committee’s review the bylaws should be reviewed by an attorney licensed to practice in the state(s) in which the local group is incorporated.

- 2A. Members of a local group by preference, i.e., members who do not live in the geographical confines of the local group but opt to become members of the local group, are full members of the local group for all purposes, including voting, being appointed to an office, running for an office, etc.
- 2C. ASIE 2013-056 formalized the position of Regional Ombudsman, which may be filled at the option of the RVC. References to the Regional Ombudsman should be interpreted as “Regional Ombudsman, if there is one, for the region to which the local group is assigned by AML.”
- 3A. Select the words appropriate to your local group. If your group’s LocSec/President appoints the local appointed officers, use the words “chief executive officer of the local group,” “Local Secretary,” “President,” or other appropriate words. If your group’s ExComm appoints the local appointed officers, use the words “governing body,” “Executive Committee,” “Board of Directors,” or other appropriate words. (See Clarification 3I.)

Appointees who are recommended by the local group but appointed nationally (e.g., proctors, SIGHT coordinators, and Gifted Youth Coordinators; see Clarification 3I) are considered to be local group appointees for purposes of this requirement even though they are actually appointed nationally.

Hosts of calendar events are not local group officers unless they are elected by the membership or appointed by the governing body to run the event in question, even if the calendar event is called a SIG as is the case in some local groups. Unless otherwise established by a local group, individual SIG leaders are not considered local group officers.



Committee members who are appointed by the committee chair are not considered local group officers unless the committee members are specified in the local group bylaws. Speakers are not considered local group officers, even if they are appointed by the governing body.

- 3B. Local groups of AML are required to have representative governments. The membership elects and may recall members of the governing body, and adopts bylaws and amendments thereto, and may petition the governing body on various topics if the bylaws permit it, but the governing body conducts the business of the local group within the requirements of the bylaws. The membership may not overturn actions of the governing body, nor may it compel the governing body to take or not take a given action other than through the bylaws. If a “business meeting” of the membership is held, its scope is limited to receiving reports, asking questions, making statements, proposing bylaws amendments if the bylaws permit it, making non-binding recommendations to the governing body, and similar non-action items.

Although the term “governing body” is used herein, local groups may use the terms “Board of Directors,” “Executive Committee,” or similar designation if so desired. Many local groups have governing bodies on which all voting members are elected by the membership; however some local groups also specify that one or more appointed positions, for instance the newsletter editor or the RG chair, also has a vote on the governing body. In the latter case, all appointed positions with votes on the governing body must be specified in the bylaws, and no more than one-half the total number of votes on the governing body may be assigned to appointed positions.

- 3C. A person may not be a voting member of the governing body of more than one local group concurrently, even if holding non-voting appointed officer positions in more than one local group.
- 3E. Officers or committees that are to continue in office beyond the term of the governing body must be specified in the bylaws.
- 3Ei. The Local Secretary receives a lot of information from AML, including from the National Office, the AMC, the RVC, and other sources. Part of being the chief point of contact between AML and the local group is passing relevant information along to relevant officers and others – for instance, information from the National Office about the testing program to the Testing Coordinator, or information about the Gifted Youth Program to the Gifted Youth Coordinator – in a timely fashion. Of course, what the relevant audience is, and what “timely” means, can vary from one instance to the next, but the concept remains the same: Information should flow to people who need it when they need it.

Regarding the title used for the head of the local group, “Local Secretary” is well-known by people who have been members of Mensa for a while, but not as well by new members or by non-members. It is acceptable to use different titles for different audiences.

Either the outgoing Local Secretary or the incoming Local Secretary may make the notifications of election results and changes in officers, but the outgoing and incoming LocSecs should decide between themselves who does it to make sure that it gets done.

- 3Eiia. Regarding the requirement that the Treasurer provide the Local Secretary (or designee) statements from banks or other institutions where the group’s funds are deposited: Providing original statements or online access to statements is preferred, but if neither of these is practicable, then photocopies are also acceptable.
- 3Eiib. If one of the local group’s semi-annual financial reports happens to be for a period ending March 31, the research required to put it together might be of use in creating the cash report outlined in Clarification 3L and ASIE 2007-077.
- 3Eiii. The person responsible for taking minutes may be a voting member of the governing body or not, and either appointed or elected, as the local group wishes.
- 3G. It is recommended that three consecutive unexcused absences in a single officer term constitute cause for removal from office. This means that the clock would be reset upon an officer’s re-election.
- 3H. It is recommended that the ombudsman not be a member of the governing body, as he or she might have to become involved in disputes involving the governing body.

The word “mediator” or similar title may be used in place of “ombudsman.” However, local groups that do not use the title “ombudsman” should be aware that they may be asked to provide to the Election Committee the name(s) of the local group’s ombudsman for the purposes of the National Ombudsman election. This inquiry should be answered with the name(s) of one or more individuals who fulfill the ombudsman role as described in MSB 3H. Local groups that do not use the title “ombudsman” should also be aware that the Election Committee might choose to require that participants in National Ombudsman elections have the specific title “ombudsman” rather than letting local groups notify them of the person that fulfills that role.

- 3I. Some commonly used appointment procedures are: the Local Secretary appoints all appointees; or the LocSec appoints all appointees with the advice and consent of the governing body; or the governing body appoints all appointees; or the governing body appoints all appointees with certain specified exceptions, such as that the

Publications Officer appoints the newsletter editor; etc. It is recommended that the method(s) of selecting committee chairs also be specified.

Three categories of officers are appointed nationally, though nominated locally: proctors, Service in Guidance and Hospitality to Travelers (SIGHT) Coordinators, and Gifted Youth Coordinators. Each of these is discussed below.

Proctors are appointed by American Mensa, Ltd. following the recommendation of them by the LocSec or RVC. Local group bylaws may specify the position of “Proctor Coordinator” or “Testing Coordinator” or similar wording, but they may not state that the group or anyone in the group may appoint a proctor. The local group may appoint a coordinator; if this person is someone who has been appointed as a proctor by American Mensa, Ltd., the title should be “Proctor Coordinator.” If this person has not been so appointed, the title “Testing Coordinator” is appropriate. A coordinator who is not also a proctor may not administer tests.

Appointment of a Proctor Coordinator or Testing Coordinator as a local group officer is strictly a local group function and follows the procedures for appointment, term expiration, membership lapse, and removal as with any other local group officer. A proctor may be transferred to inactive status on request of the local group; however, only the National Supervisory Psychologist may remove a proctor.

SIGHT Coordinators are appointed by the National SIGHT Coordinator following the recommendation of them by the LocSec or RVC. Unless otherwise notified by the local group, the National SIGHT Coordinator will assume that the SIGHT Coordinator continues in office regardless of the expiration of the term of the governing body; however, the position is considered a local group function and follows the procedures for term expiration, membership lapse, and removal as with any other local group officer.

Local Gifted Youth Coordinators are appointed by the National Gifted Youth Program Coordinator following the recommendation of them by the LocSec or RVC. Unless otherwise notified by the local group, the National GYPC will assume that the local GYC continues in office regardless of the expiration of the term of the governing body; however, the position is considered a local group function and follows the procedures for term expiration, membership lapse, and removal as with any other local group officer.

- 3J. For most local groups, the fiscal year coincides with the officer year. In that case, the timing of the annual financial review is clear: It should occur soon after the end of the fiscal year/officer year. For local groups whose fiscal year differs from the officer year, the annual year would typically occur soon after the end of the fiscal year, as the incoming Treasurer would likely go over the books and the bank

account soon after taking office anyway. Inventorying physical equipment also isn't a bad idea, if the local group owns any.

- 3K. Failure to turn over the files; equipment; computer applications, along with associated user IDs and passwords; and other materials of one's office at the end of one's term may be cause for action by Mensa.
- 3L. American Mensa's federal financial reporting includes financial reporting for most of the local groups. (The exception is those local groups that are separately incorporated.) At this writing, local groups are required to submit a report of the cash balances in their various accounts as of March 31 to American Mensa for reporting to the IRS. The report from local groups is to be submitted to American Mensa no later than April 30. (See ASIE 2007-077.) American Mensa will notify the local groups of changes in IRS reporting requirements.
- 3M. The conflict of interest policy in the AML bylaws is in section VII(5) at this writing. It states:

“(5) American Mensa Limited shall not enter into a business relationship with any individual, firm, partnership, or corporation where there exists a real or potential conflict of interest or where any member of the American Mensa Committee or any member of the immediate family of same, or any employee(s) of Mensa or the immediate family of such employee(s), shall receive any commissions, fees, financial benefits, or other benefits of pecuniary value; unless the following conditions are met:

“(a) Full disclosure in the Minutes recording the authorization of such business relationship, of the circumstances and the nature of such conflict(s) or financial benefit(s), and the identification of the individual(s) involved.

“(b) Bona fide arms-length dealing, in which a clear benefit to Mensa is apparent.

“(c) The recorded abstention(s) from voting of the individual(s) concerned.”

Because of its length, the conflict of interest policy may be incorporated in the local group's bylaws by reference rather than reproduced in full.

- 4A1. For most local groups, the official publication is a monthly, bi-monthly, or quarterly newsletter. Calling it a “newsletter” in the bylaws is acceptable and commonly done. However, putting the name of the newsletter in the bylaws is NOT recommended, for reasons of flexibility; if the name is in the bylaws, then changing it would require amending the bylaws.
- 4A2. Regarding the governing body's being the publisher: Some local groups use “Circulation Manager,” “Publisher's Agent,” or “Publications Officer” or a similar

title for an individual and list that person's address as the address of record with the Post Office. If a particular Post Office won't accept any title other than "Publisher" for the individual listed with the Post Office, then that title is, of course, what would have to be used in that local group, but Mensa's policy remains the same: The governing body is responsible for the newsletter.

- 4B. Some local groups publish their newsletters in electronic form. Others don't. Both ways are acceptable. Publishing an electronic version of the newsletter is OK, and so is not publishing an electronic version of the newsletter. A print version, though, does have to be published.

The print version of the newsletter must contain each of the items required to be in the local group's official publication, such as a calendar of activities, financial reports, ballots, etc. If an electronic version is created, those items must be in the electronic version, too. Either version may also contain additional material not contained in the other version.

If your local group does not publish an electronic version of the newsletter, please feel free to skip the next two paragraphs.

If your local group does publish an electronic version of the newsletter as well as a print version, which version you have to send to each member is controlled by the electronic/print distribution flag in the AML membership database for that member: whatever the flag is set to, that is the way you are required to send the local group newsletter to that member. Your group's governing body (the newsletter's publisher; see MSB 4.A above) may choose to send the other way too if desired, e.g., the governing body may choose to send a print copy as well as an electronic copy to all or some of the members whose flag is set to electronic, but that would be in addition to the electronic version sent to the member because of the database flag.

So how does the electronic/print distribution flag get set in the AML membership database? Here's how: Each member may select print distribution for local group communications, or may select electronic distribution for local group communication, or may opt not to select either one, in which case the default rules will apply. The default rules are as follows: If a member has an email address on file with the National Office, and if that member has released the email address within the organization, the default is set to electronic for that member. If either or both of those is not true, i.e., the member does not have an email address on file with the National Office or the member has not released the email address with the organization, the default is set to print for that member.

A note regarding second and additional family members: The electronic/print flag still applies when such members are sent issues of the newsletter, such as those that contain ballots, but other than that it is acceptable to choose not to send them newsletters.

- 4C. See Clarification 2C for clarification on the Regional Ombudsman.
- 5A. Many local groups hold regular meetings of the governing body every month or every two months. The minimum requirement is that such meetings be held at least quarterly. Please note that “four meetings per year” is not the same as “quarterly,” as “quarterly” also includes a spacing component.

Timely notice of meetings means publication of a meeting’s time and location in the local group newsletter published immediately prior to the meeting or similar notice. Publishing once a year that “ExComm meetings are held on the third Saturday of the month at 6 p.m. at [location]” is not considered timely.

- 5C. Remote participation in meetings (for non-incorporated groups) is permitted by NY State law, the Mensa Constitution, and the American Mensa Bylaws (for the AMC). Separately incorporated Local Groups must follow the laws of the state of incorporation regarding remote participation. Remote participation may be limited by other governing documents, such as Roberts Rules of Order, if the local group bylaws adopt them as parliamentary reference, unless the Local Group bylaws specifically permit remote participation.
- 5D. If allowed, remote participation in meetings of committees that are expressly established by the bylaws is permitted as described in Clarification 5C. A committee that is not expressly established by the bylaws may be authorized to hold remote participation by a standing rule of the governing body or by the motion establishing the particular committee.
- 5E. If remote participation of the governing body is allowed, it might be possible that no governing body members are physically present for a meeting. If the local group chooses to require meetings to be held within the geographical area assigned by the AMC, this bylaw ensures that there will always be at least one member of the governing body at the published location of the ExComm meeting.
- 6A. Some local groups have staggered two-year terms, with approximately one-half of the officers being elected each year.
- 6C. A recall or bylaws election may be termed a referendum in the bylaws. Some commonly used methods of supervising such elections are: the governing body supervises the election, the governing body appoints an election committee, or the

governing body appoints an election chair/referendum supervisor with or without a committee.

- 6E1. Several methods of electronic distribution of ballots are available, e.g., newsletters that are uploaded to a central site and read by the various members there; newsletters that are emailed to the various members; ballots that are emailed separately; and other variations. Ballots that are distributed electronically may be printed and returned by postal mail or voted electronically, if the local group allows electronic voting (see next Clarification); instructions on method(s) of returning electronic ballots should be included with the ballot.
- 6E2. Many methods of returning ballots are allowed, so long as one of them is by postal mail. (Quite a few local groups allow ballots to be returned either in person or by postal mail, for instance.) If you are considering allowing electronic voting as one of the allowable methods in your local group, it is recommended that at least these issues be considered: validating that a ballot is from who it says it is from; preventing people from sending in multiple ballots that purport to be from various members of the group when they in fact are not from said members; preserving anonymity of voters (secret ballot); etc.
- 6G. It is recommended that the bylaws include a deadline for any challenges to the election, if such challenges are permitted at all, plus a statement that any actions by the governing body in the meantime would not be affected by the outcome of any such challenge.
- 6H. It is acceptable to require either a majority or a plurality for election. If a majority is required, the bylaws should provide for what to do if there are more than two candidates for a position and none gets a majority. The most common methods, in order, are a coin flip or other tiebreak procedure; preferential voting; and a runoff by mail. (Runoffs in person are not allowed.)
- 6I. “Anonymity” in this context refers to correlating the name of a voter with a specific ballot, once it has been determined that the ballot was cast by an eligible voter. Some local groups use a two-envelope procedure to ensure this, with the name of the voter on an outer envelope and the ballot in an inner envelope. Other local groups ask their voters to place two pieces of paper, one with the voter’s name and the other with the ballot, in a single envelope. Other local groups use other procedures. However it is done, the point is that, once it has been determined that the voter is eligible to vote in the instant election, we try to act in accordance with the concept of a secret ballot.

If a voter does not follow the rules for submitting ballots in such a way as to compromise confidentiality, but the ballot is otherwise acceptable, the ballot should be accepted and the voter should be deemed to have waived confidentiality.

- 6J. Local groups that allow unopposed candidates to be declared elected without balloting should consider whether allowing write-in votes negates the possibility of an unopposed candidate.
- 7A. Some commonly used procedures for proposing bylaws amendments are by vote of the governing body or by petition of the membership presented to the governing body. If the petition method is allowed, the minimum number of signatures should be specified, whether an absolute number or a percentage of the membership.
- 7B. Sending the proposed amendments to the AMC before the membership votes is primarily meant to save potential trouble for the local group later on. If the proposed amendments are not sent to the AMC beforehand, the membership votes, and the AMC only then discovers that the amendments are unacceptable for any reason, the proposal would have to be revised and republished and the membership would have to vote again. Gaining permission to ballot from the AMC (through the Bylaws Committee) before publishing the proposed amendment(s) should avoid this entire problem. Please be aware, though, that permission to ballot is exactly that; final permission for the bylaws as amended can come only after the membership has voted, as the AMC will not know until then the final text for which permission is being sought. It is recommended that the local group's RVC be consulted during this process, as he or she will be included on the committee reviewing the local group's proposed bylaws.

To obtain AMC approval, the Local Secretary or designee should send proposed bylaws, or proposed amendments along with the current bylaws, to either the chairman of the national Bylaws Committee or to the National Office. The most useful document to the Bylaws Committee is a copy of what the bylaws would look like were all proposed amendments to pass; the reason for this is that the Bylaws Committee reviews everything, not only what is changing. The committee chairman will acknowledge his/her receipt of the bylaws, and will respond with either approval to submit the bylaws to the membership or suggestions for revisions within 60 days. Please note that the Bylaws Committee is authorized to approve bylaws on behalf of the AMC.

- 7C. Once the Bylaws Committee has approved the bylaws or amendments for balloting, they should then be submitted to the local membership for ratification. There is no such thing as "automatic updating" or "local only approval" for bylaw changes, even to implement changes to the Minimum Standards or to change the name of the local group. Bylaws and amendments become effective only after approval to ballot



by the AMC (through the Bylaws Committee), approval by the local group's membership, and final approval by the AMC (through the Bylaws Committee) after filing a copy of the new bylaws with AML. The approval to ballot expires one year from the date of issue.

- 7D. The 90-day requirement between first publication of the proposed bylaws or amendment(s) and the ballot deadline is intended to provide time for study, comment, and dialog. The proposed bylaws or amendments need not be published more than once, nor need the ballot be published more than once, though many local groups do so as a service to their members. It is recommended that the text of the proposed bylaws or amendments be available to the membership upon request, especially for the benefit of new members who might not have seen the original published copy.
- 7E. Many local groups specify that a simple majority of votes cast is required to pass a bylaws amendment. Other local groups use 60% or 2/3 as the percentage needed to pass amendments. Any of these, and similar percentages, are acceptable so long as the required percentage is stated in the bylaws.
- 7F. This step is needed to ensure that what the membership actually passed concurs with the requirements of these Minimum Standards. The permission to ballot (Minimum Standard 7B) is to ensure that what the membership votes on concurs with these Minimum Standards, but the result of the voting still must be reviewed.
- 9B. Many local groups that use a parliamentary authority specify either Robert's Rules of Order Newly Revised or Demeters. Others may be used, of course. Such references should be specific as to the version or issue date of the book, although language such as "latest edition" is also acceptable.

## AMC ACTIONS OF NOTE

These are actions adopted by the AMC that particularly affect local groups. Each is listed by its action number(s) and its date of passage.

A full list of the AMC's Actions Still in Effect (ASIEs) is available in the members-only section of the AML web site and on request from the National Office.

ASIE 0000-111                      04-Dec-1976

When a Mensa host or hostess offers a private home for a business meeting, membership meeting, or other 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 his/her discretion. Even at official functions a member may be evicted for specific unacceptable behavior.

In order to promote safety, security, and a full sense of enjoyment of any Mensa activity, whether at an AG, an RG, a local group meeting, an event in a public venue, or a private house party, or a SIG event or SIGHT visit, the organizers of the event have the responsibility and duty to attempt to control an offending party. This control can take the nature of asking the offending party to leave, and failing that, to request appropriate assistance in removing the offending party from the event. Whenever a member or the guest of a member is asked to leave or is removed from an event, a written report of the reason(s) and the action(s) taken may be sent to the RVC in whose jurisdiction the event took place. In the case of SIGHT, the National SIGHT Coordinator shall be notified.

ASIE 1978-082 (0000-144)    04-Nov-1978

The AMC affirms its policy that subgroups are recognized as parts of the local group and subject to the bylaws, rules, regulations and governing actions of the Local Group.

ASIE 1984-104                      10-Nov-1984

The provisions of the Minimum Standard Bylaws Requirements for Local Groups of American Mensa, Ltd. are included in every Local Group's bylaws, and are enforceable as such whether explicitly stated or not. Whenever a Local Group amends its bylaws, those bylaws must be brought up to date with the current Minimum Standard Bylaws Requirements.

ASIE 1986-068                      07-Sep-1986

It is the sense of the American Mensa Committee that bigotry and prejudice are antithetical to the nature of American Mensa, Ltd.

ASIE 1989-101                      09-Dec-1989

Permission to use the Mensa name on computer bulletin boards may be granted to local groups only through the group's Local Secretary. Individuals may not set up bulletin boards using the name of Mensa without prior written permission of the Name and Logo Committee.

ASIE 1995-024 (extract) 11-Mar-1995 (last amended 02-Dec-2000 by 2000-130)

The definition of a Local Group, in order to qualify for receipt of the dues allotment is as follows:

a) Local groups must have both a membership and a business meeting in each quarter, notice for which must be communicated to the members of the Local Group, as well as publish a regular newsletter or calendar of activities at least quarterly. Such activity and communication must be subject to verification on request. A membership meeting is defined as any organized activity for the members, and a business meeting is defined as a meeting of the governing body.

b) ...

c) Each Local Group shall adopt, maintain, and follow Bylaws, which have been approved by the Board 's Subcommittee on Local Group Bylaws.

ASIE 1999-013 27-Mar-1999

Any web page representing a Local Group must be authorized by the Executive Committee of that group to act as its official web site, and this web page will bear the name of the group as recognized by American Mensa, Ltd.

ASIE 1999-085 18-Sep-1999

Each Local Group that maintains a Web site shall designate a Local Group member to be the group's Web contact person. The Local Secretary shall notify the National Office of the name of the person so designated.

ASIE 2000-132 02-Dec-2000

Mensa activities are open exclusively to members and guests of members or of the Local Group. If a member or Local Group brings or allows a non-member to attend an event as the member's or the Local Group's guest, the member or Local Group is responsible for the behavior of that non-member during the event.

ASIE 2000-144 02-Dec-2000

Effective December 2, 2000, 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 Name and Logo Committee.

ASIE 2007-077 08-Sep-2007

To comply with IRS requirements, all Local Groups must submit an annual report of all cash balances owned/controlled by the group as of March 31st to the National Office no later than April 30 of each year. Forms listing necessary content will be available to each Local Group Treasurer to submit the required information. Groups that submit their own 990s must send a copy to the National Office when it is filed each year.

ASIE 2011-011 26-Mar-2011

For mailings, all groups must use the membership information provided by the National Office to ensure that they are using the most up-to-date information for our members. Groups must also use the AML National Office for their return

address service instead of having return service to someone in the Local Group. Groups that do not comply will be responsible for fees and penalties assessed by the USPS regarding their mailings.

ASIE 2011-013 (extract) 26-Mar-2011

As of September 1, 2011, electronic delivery is the default release for members to receive Local Group newsletters. Members may, via their online profile or by contacting the National Office, select print delivery of their group newsletters.

Members who do not have email addresses on file, who do not release their email addresses within the organization, or who select to receive print communications via their profile will receive print communications.

Nothing in this policy requires any Local Group to create an electronic version of its newsletter; that decision is up to the governing body of each Local Group. A Local Group that does create an electronic version as well as a print version may send both versions to some or all of its members if the governing body so wishes.

ASIE 2013-056

07-Dec-2013

A Regional Ombudsman may assist in resolving disputes or complaints of a regional nature, including those involving two or more local groups; attempt to resolve disputes or complaints that otherwise would result in a regional hearing; support local group ombudsmen; assist local groups in recruiting ombudsmen; perform ombudsman duties for a local group that does not have an ombudsman or whose ombudsman is unable to assist in a particular matter; perform other duties related to disputes or complaints as requested by the Regional Vice Chair; and generally promote the general welfare of Mensa and its members in the region.

A Regional Ombudsman may submit material related to his or her official duties marked "for publication" to a newsletter or other publication of any local group in the region, the editor of which shall give such material the highest practicable priority for publication. No edits to such material shall be made without the express permission of the Regional Ombudsman.

## CHANGES TO THIS DOCUMENT IN THE 2017 VERSION SINCE THE 2011 REVISION

The MSBs were reformatted for clarity. Some sections were split into two or more sections; some requirements were given their own sections. For example, the required definition of an officer was placed at the beginning of MSB 3, mandating all other sections in that MSB to be renumbered. Clarifications were renumbered to match their corresponding MSBs. All MSB references below are to the 2017 Version unless otherwise specified.

MSB 2.B was split into MSB 2.B and 2.C. The Regional Ombudsman was added to MSB 2.C. Clarification 2C explains the adding of the Regional Ombudsman and how to interpret it.

MSB 2.C in the 2011 Revision, which deals with preferences of members for data suppression in directories, was moved from MSB 2 (Membership) to MSB 4 (Publication) as section 4.D.

In MSB 3.A, the definition of an officer was made more specific and Clarification 3A was expanded.

MSB 3.D.iii in the 2011 Revision, dealing with the position of Past LocSec, was eliminated. Local groups may keep the position in their bylaws if they wish.

In MSB 3.E, the term “mediator” was replaced by “ombudsman.”

MSB 3.F now refers to MSB 6 (Elections) for the procedure on recall elections.

In MSB 3.G in the 2012 Revision (MSB 3.H in the 2017 Revision), the parenthetical note about the title ombudsman: “(mediator or similar titles may be used...)” was moved to Clarification 3H.

In MSB 3.H, the requirement for an arbitrator to pursue resolution of disputes in other groups was dropped.

In Clarification 3J, “Spot-checking physical inventory” was changed to “Inventorying physical inventory.”

In MSB 3.K, officers are now required to turn over computer applications along with associated user IDs and passwords upon leaving office.

The section dealing with the semi-annual financial report was moved from MSB 4.C (Publication) in the 2011 Revision to MSB 3.E.ii (Duties of the Treasurer). The Treasurer is now required to be one of the signatories on all of the group’s accounts.

MSB 4.D in the 2011 Revision, dealing with ombudsmen submitting material marked “for publication” to the editor of the official publication, was renumbered to 4.C. The clauses were rearranged for clarity and the Regional Ombudsman was added.

MSB 5.A now has a requirement that notices of governing body meetings be timely. Clarification 5A was expanded to address the meaning of “timely notice.”

MSB 5.C requires a statement that remote participation during meetings of the governing body either is allowed or is not allowed. If it is allowed, an additional statement is required that clarifies the meaning of remote participation.

MSB 5.D recommends a statement that remote participation during meetings of committees that are expressly established by these bylaws either is allowed or is not allowed.

MSB 5.E changes the recommended statement that all meetings of the governing body be held within the geographical limits of the local group as assigned by the AMC to specify that the meeting have a physical site.

MSB 6.A was split into four sections for clarity: 6.A, 6.D, 6.F, and 6.G.

The sections of MSB 6 were resequenced into approximately chronological order.

In MSB 6.A and 6.B, the term “general election” was introduced to indicate an election of the members of the governing body.

MSB 6.C requires a statement specifying who will conduct a recall election or a bylaws amendment election. The term referendum may be used for these elections.

With the changes in MSB 6, the requirements for amending the bylaws in MSB 7 are now more clear: proposed bylaws amendments (MSB 7.B) and ballots (MSB 6.E) must be mailed in the same manner as election ballots.

In MSB 9.A, the clause “The following is required:” was deleted because it is superfluous.

In MSB 9.B the format of the “recommended but not required” clause was changed to match the other similar clauses in the Minimum Standard Bylaws.

In the AMC Actions of Note section ASIE 1995-024 was corrected and ASIE 2013-056 was added. ASIE 0000-005 was deleted.

This Changes section was added.