

# Bylaws of Central New Jersey Mensa

## Article I: DESIGNATION

### A. NAME.

The name of this Mensa group shall be Central New Jersey Mensa, hereinafter CNJM.

### B. RELATIONSHIP.

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

### C. PURPOSE.

The purpose of CNJM shall be to fulfill the purposes of AML.

### D. OBJECTIVE OF BYLAWS.

The objective of these Bylaws is to govern in those areas which the Constitution of Mensa and the American Mensa Bylaws leave to the discretion of the local group.

## Article II: MEMBERSHIP

### A. CNJM Member Privileges.

1. Membership in CNJM shall be open to all members of AML in good standing in the geographic area assigned to CNJM by the AMC, or as otherwise assigned by AML.
2. Only CNJM members may hold elected office. Appointed officers need only be members of AML in good standing. An officer is defined as any person who is given a title with specific responsibilities.
3. Only the following may attend business meetings or participate in the business activities of CNJM: CNJM members, those specifically invited by the Executive Board, the National Ombudsman or his/her surrogate in the discharge of his/her responsibilities, members of the AMC in the discharge of their responsibilities.
4. All CNJM members shall receive the local newsletter, except for second family members unless the issue contains material destined for all members, such as election or referendum material.
5. CNJM 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.

### B. Other Membership Privileges.

All members in good standing of Mensa may attend and participate in the social activities of CNJM, except as otherwise specified herein, on an equal basis with CNJM members, at the discretion of the host or hostess.

### C. Guest Privileges.

Except as otherwise specified herein, guests of Mensa members shall be permitted to attend and participate in the activities of CNJM provided:

1. the member sponsoring the guest is also present and accepts responsibility for the guest's behavior; and
2. approval has been received from the host, or organizer of the activity. For Monthly Gatherings the host, as required above, shall be the Program Chair or his/her designee.

## Article III: OFFICERS

### A. Elected and Appointed Officers.

1. CNJM shall be governed by an Executive Board which conducts the business of CNJM. The Executive Board consists of a President, Vice President and nine Trustees elected as specified in these bylaws. The term of office shall be two years, to begin April 1 following the election.

2. The Executive Board shall appoint a Membership Chair, a Program Chair, a Treasurer, an Editor, a Recording Secretary, an Ombudsman, a Webmaster, and any other officers it deems necessary. Such appointments serve at the pleasure of the Executive Board and do not carry voting rights unless the appointee is already a member of the Executive Board.
3. The Executive Board shall appoint an auditor during the month of April each year. The auditor shall be someone who has not been involved in the issuing or taking of money during the previous fiscal year. The auditor shall conduct an audit of the books and records for the previous fiscal year. The audit, which must include viewing actual bank and other financial institution statements, shall be completed within three months. The results shall be reported to the Executive Board, and published in the newsletter.
4. All aforementioned appointments shall need the vote of a majority of the Executive Board and end with the term of the Executive Board, unless terminated by a decision of the Executive Board.
5. No member may have more than one vote on the Executive Board.
6. Failure to maintain status as a member in good standing of Mensa assigned to CNJM shall be deemed resignation from office and the Executive Board.
7. Members of the Executive Board shall regularly attend Executive Board meetings. Any member of the Executive Board absent from three out of four consecutive regular meetings of same shall be deemed to have resigned.
8. If, for any reason, the President is unable to complete the term of office the Vice President shall immediately and automatically assume that office. If the office of Vice President becomes vacant the Executive Board will, at its next regular meeting, appoint a Vice President.
9. If any other vacancy of the Executive Board occurs, the Executive Board shall appoint a replacement, with that person assuming all the rights and duties of the office, for the duration of that term. A replacement for an elected officer is considered to be an elected officer whose term of office ends March 31<sup>st</sup> immediately after the next regular election.
10. Every officer and Executive Board member shall:
  - a. maintain current records of official activities;
  - b. execute all duties in a timely and responsible manner;
  - c. keep the Executive Board fully advised of those activities; and
  - d. turn over all files, equipment, and materials belonging to CNJM to his/her successor, to the President, or to another officer or Executive Board member, within 21 days of leaving office, or upon demand of the Executive Board.

B. Duties of Officers.

1. The President shall:
  - a. serve as Chief Executive Officer and Trustee of CNJM;
  - b. administer the business of CNJM as directed by the Executive Board;
  - c. execute policies of AML and serve as chief point of contact between the group and the National Office;
  - d. serve as ex-officio member of all committees;
  - e. preside as Chairman of the Executive Board;
  - f. authorize payments and sign contracts in accordance with the decisions of the Executive Board;
  - g. receive all agenda items and cause same to be published in the newsletter, time permitting;
  - h. preside at Monthly Gatherings and CNJM Regional Gatherings; and
  - i. notify the Vice President in the event of inability to perform his/her duties at any time,
  - j. notify AML through the National Office and the RVC within two (2) weeks of the results of the elections and of any changes in the local group Executive Board.

2. The Vice President shall:
  - a. serve as a Trustee and also Secretary of CNJM;
  - b. serve as ex-officio member of all committees;
  - c. preside in the absence of the President;
  - d. assume duties as requested by the President or the Executive Board; and
  - e. in the event that the President is unable to finish the term, the Vice President shall immediately and automatically assume that office.
3. The Trustees, as members of the Executive Board, shall conduct the business of CNJM, attend Executive Board Meetings, and perform any other duties assigned by the Executive Board.
4. The Treasurer shall:
  - a. maintain the financial records of CNJM and a listing of all equipment owned by CNJM;
  - b. maintain separate financial accounts in the name of CNJM with more than one signatory. Only one signature shall be required on a check.
  - c. receive payments, make prompt disbursements, and otherwise manage the financial affairs of CNJM as directed by the Executive Board or the President;
  - d. assist the editor in preparation of any required postal documents.
  - e. render to the President (or another member of the Executive Board designated by the President) statements from banks or other institutions where money is deposited and written quarterly reports which shall contain schedules of income, expenses, and balances for all funds under the control of CNJM, including RG, scholarship, and other special funds. Such reports shall be published in the newsletter; and
  - f. make regular reports of the financial status of CNJM to the Executive Board.
5. The Membership Chair shall:
  - a. welcome new members to CNJM;
  - b. contact lapsed members to encourage reinstatement;
  - c. send each new member and any member requesting same a copy of the current Bylaws and other information as directed by the Executive Board;
  - d. encourage recruitment of new members; and
  - e. assume such duties as requested by the Executive Board.
6. The Program Chair shall:
  - a. contact and arrange for speakers and/or programs for the Monthly Gathering;
  - b. arrange for Monthly Gathering sites;
  - c. serve as MC and host at the Monthly Gathering;
  - d. cause timely notice of these events to be published in the newsletter; and
  - e. assume such duties as requested by the Executive Board.
7. The Recording Secretary shall:
  - a. take complete and accurate minutes, including attendance records, of Executive Board meetings;
  - b. oversee any CNJM official taping system at meetings;
  - c. maintain a complete listing of all standing orders, motions and resolutions, and codify these actions; and
  - d. cause timely publication in the newsletter of approved minutes of all Executive Board meetings.
8. CNJM shall have an official newsletter and the Executive Board is to be the Publisher. If an electronic version of the newsletter is created, CNJM shall observe the preferences of members regarding how their newsletters are to be delivered (electronically or printed) as filed with AML. The Executive Board 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.

9. The Editor shall:
  - a. produce a monthly newsletter containing a calendar of CNJM events, officers' reports, candidates' statements, election materials and results, amendment proposals, approved minutes of Executive Board meetings, auditor's report, agenda announcements, and other material in accordance with these Bylaws and Editorial Policy as determined by the Executive Board;
  - b. cause timely distribution of the newsletter;
  - c. execute and file appropriate postal documents;
  - d. insert a box in the November issue of the newsletter directing members to the CNJM website for current CNJM Bylaws, Standing Orders, and Election Procedures, and state that printed copies may be requested from the Editor at any time;
  - e. give the highest practicable priority to matter marked "for publication" submitted by the National Ombudsman or the local ombudsman that relates to their official duties.
10. The Webmaster shall:
  - a. maintain and update information on the CNJM website under the direction of the Executive Board.
  - b. post current CNJM Bylaws and Standing Orders, Election Procedures, and a sample candidate petition on the website.
11. The Ombudsman shall:
  - a. pursue local resolution of disputes and perform such other duties as may be required of all local group ombudsmen by American Mensa; and,
  - b. not be a member of the Executive Board.

#### **Article IV: ELECTIONS**

##### **A. GENERAL**

1. All elections shall be conducted under CNJM election procedures. These procedures shall be adopted and maintained by the Executive Board.
2. Current CNJM Election Procedures shall be made available on the CNJM website. Election Procedures: A box shall be inserted in the November issue of the newsletter directing members to the CNJM website for current Election Procedures, and state that printed copies may be requested from the Editor at any time.
3. Regular elections shall be held in each year ending in an even number.

##### **B. REGULAR ELECTIONS**

1. The Executive Board shall appoint an Overseer of Elections no later than October 1 preceding an election year. The Overseer shall be a member of American Mensa.
2. The Overseer shall not seek or hold any other elected or appointed office of American Mensa or CNJM. He/She shall maintain public neutrality with regard to the election and its outcome.
3. The Overseer shall:
  - a. during the period of November 1 until December 31, solicit and receive candidates' statements along with candidacy petitions with signatures of at least 5 CNJM members and cause the statements to be published in the February issue of the newsletter of CNJM, along with the ballot, so as to ensure full participation for all members at all steps. 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.
  - b. make monthly reports to the Executive Board on October 31, November 30, December 31, and January 31 before the election, and make a final report after the election at the April Executive Board meeting, including any problems incurred and suggestions for improvement.

- c. ensure validity of the balloting and the confidentiality of the voters;
  - d. count the ballots at the March Monthly Gathering;
  - e. report the results, including the vote count, to the President, and immediately announce the results;
  - f. in the event of a tie vote, flip a coin to determine the winner; and
  - g. maintain records as long as necessary if the election is challenged.
4. The Overseer's term of office will extend beyond the election date until all challenges are resolved. Only a losing candidate may challenge the election and must do so within 30 days of the vote count. Any actions by the Executive Board would not be affected by the outcome of any such challenge.
  5. Each member of CNJM shall be sent a recall ballot. Recall ballots shall be sent in a separate mailing or included in an issue of the newsletter.
  6. A candidate may run for either President or Vice President. He/She also may run for a Trustee position. If elected to a designated office, the votes received by that candidate for a Trustee position will not be counted.
  7. The nine candidates receiving the most votes for Trustee shall be elected, with the exception mentioned in 6 above.
  8. President and Vice President shall require a plurality of the votes cast for candidates for that office.
  9. Officers assume office on April 1 following the election.

#### C. RECALL ELECTION

1. All elected officers may be recalled by the membership.
2. A recall election may be initiated in the following manner:
  - a. Upon written petition of 5% of the membership of CNJM as determined on the date the petition is submitted to the Executive Board; or
  - b. By a vote of eight members of the Executive Board.
3. The Executive Board shall order a recall balloting and appoint a referee to supervise the recall balloting.
4. The balloting shall be conducted as soon as practical, and in no case later than 60 days after receipt of the petition or no later than 60 days after the vote by the Executive Board.
5. Each member of CNJM shall be sent a recall ballot. Recall ballots shall be sent in a separate mailing or included in an issue of the newsletter.
6. Advocates of the recall and any Executive Board member facing recall shall be given a reasonable opportunity to submit arguments that shall accompany the ballots. The maximum length of these arguments shall be set by the Board and must be equal for both pro and con. The wording of the recall petition shall be part of the recall advocacy statement. The maker(s) of the petition or motion shall have a prior right to expand on this statement within the preset limits.
7. A majority of the votes cast shall be sufficient for the recall, which shall be effective immediately.
8. If more than three Executive Board members are facing recall simultaneously, the matter shall be referred to the Regional Vice Chairman for informational purposes and for assistance with the recall process.
9. Vacancies resulting from recall balloting shall be filled in accordance with Article III.
10. The specific basis for a defeated recall shall not be the basis for a future recall.

## **Article V: BUSINESS MEETINGS**

### **A. Meetings of the Executive Board**

1. A regular meeting of the Executive Board shall be held at least once a quarter. The time, agenda, and place shall be announced in the newsletter prior to the meeting.
2. Special Meetings of the Executive Board may be called by:
  - a. any three Executive Board members;
  - b. the President; or
  - c. a written petition of 5% of the membership of CNJM as determined on the date the petition is submitted to a member of the Executive Board. Reasonable effort must be made to notify all Executive Board members, the members of the local group, and the RVC of the meeting in advance of same. Any action taken at these meetings must be reported to the membership in the newsletter and reconsidered at the next regular meeting of the Executive Board.
    - a. The agenda at a special meeting is limited to the business for which it is called.
3. A quorum for a regular meeting of the Executive Board shall be the majority of the then existing Board. A quorum of four is required for a Special Meeting.
4. Meetings shall be open to any member of CNJM. Members of CNJM shall be allowed to address the board on any agenda item.

### **B. Parliamentary Authority**

Unless otherwise provided for in these bylaws, the most recent edition of Robert's Rules of Order shall prevail at all business meetings.

### **C. At least one social meeting must be held per quarter.**

## **Article VI: AMENDMENTS**

### **A. Proposals for amendments**

Proposals to amend these bylaws may be made by:

1. a motion passed at two consecutive Executive Board meetings which had this motion as an agenda item published in the newsletter; or
2. written petition of 5% of the membership of CNJM, determined as of the date the petition is presented to the Executive Board.

### **B. Adoption Procedure:**

1. Proposed amendments shall be submitted to the AMC for preliminary approval to ballot.
2. Preliminarily approved proposed amendments, with arguments by members, pro and con, and ballots shall be published in the newsletter within 60 days of American Mensa approval.
3. Balloting will be conducted by mail and supervised by a member appointed by the Board.
4. The final date for return of ballots shall be no earlier than 90 days after publication of the proposed amendment.
5. A majority of the votes cast, plus preliminary approval, shall be required for amendments to be submitted again to the National Bylaws Committee for final approval. The Bylaws Committee will notify the local group of the effective date of the bylaws as amended. This effective date will be published as part of these Bylaws whenever the Bylaws are published.

## **Article VII: MISCELLANEOUS**

### **A. The Bylaws supersede all previous Bylaws and standing orders of CNJM.**

### **B. 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.**

- C. The conflict of interest rules stated in the Bylaws of American Mensa for the AMC shall also be applicable to CNJM and the members of its governing body.
- D. American Mensa, Ltd. (AML) has granted a royalty free, non-exclusive license to CNJM 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 CNJM. AML retains full ownership of the mark and logo and all statutory and common law rights in the mark and logo.
- E. The local group shall comply with federal financial reporting requirements.

**Approved December 2014**