

**BYLAWS OF COLUMBIA RIVER MENSA**  
**EFFECTIVE January 6, 2023**

## Article 1. NAME AND AFFILIATION

Section 1.1 The name of this organization shall be Columbia River Mensa.

Section 1.2 Columbia River Mensa 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 abbreviated in these bylaws as "AML" and the American Mensa Committee as "AMC."

## Article 2. MEMBERSHIP

Section 2.1 Membership of Columbia River Mensa shall be open to all members of AML in good standing in the geographic areas assigned to Columbia River Mensa by the AMC, or as otherwise assigned by AML. Members of Columbia River Mensa residing outside this area but who are assigned to Columbia River Mensa by AML are full members in Columbia River Mensa for all purposes, including but not limited to voting and holding elected or appointed office.

Section 2.2 Mensa members in good standing, including those who are not also members of Columbia River Mensa, are welcome to participate in the social activities of the local group at the discretion of the host or hostess.

Section 2.3 The National Ombudsperson, the National Ombudsperson's surrogate, the Regional Ombudsperson, and members of the AMC shall be permitted to participate in the business affairs of the local group in the discharge of their official duties.

## Article 3. OFFICERS AND DUTIES

Section 3.1 An officer is defined as any person whose position is specified in the local group bylaws or who is appointed by the Local Secretary or the Executive Committee 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.

### Section 3.2 Executive Committee

- (a) The governing body of Columbia River Mensa shall be an Executive Committee (ExComm), which conducts the business of the local group. The ExComm consists of the following voting members: three elected officer positions (Local Secretary, Assistant Local Secretary, and Treasurer), plus one additional elected officer Member at Large for every 200 members of the local group or fraction thereof, plus three appointed officers (Program Chair,

Recruitment & Testing Chair, and Publications Officer). All appointed officers other than those named above are non-voting.

- (b) No member of the ExComm shall hold more than one vote, no matter how many positions the member holds.
- (c) All voting members of the ExComm must also be current members in good standing of Columbia River Mensa.
- (d) The conflict-of-interest rules stated in the Bylaws of American Mensa for the AMC shall also be applicable to the local group and the members of the ExComm.

Section 3.3 The Local Secretary (LocSec, or President) shall be the chief executive officer of Columbia River Mensa and the liaison with other local groups. The LocSec shall preside at ExComm meetings and shall be the chief point of contact between AML and the local group. The LocSec shall endeavor to pass information to and from the local group in a timely fashion and 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 group.

Section 3.4 The Assistant Local Secretary (Assistant LocSec, or Vice President) shall assist the LocSec, be responsible for taking and maintaining minutes at ExComm meetings, be responsible for maintaining a list of ExComm actions still in effect, preside over meetings in the absence of the LocSec, and immediately and automatically succeed to the office of LocSec if that office becomes vacant.

#### Section 3.5 Treasurer

- (a) The Treasurer shall be responsible for financial matters of Columbia River Mensa, including the finances of the newsletter, and shall submit to the ExComm a semiannual financial report that shall also be published in the newsletter. The financial report shall contain schedules of income, expenses, and balances of all funds under the control of the local group, including Regional Gathering, scholarship, and other special funds. The Treasurer shall ensure that the local group complies with all federal financial reporting requirements.
- (b) At least quarterly, the Treasurer shall submit to the LocSec, or the LocSec's designee, statements from banks and any other institutions where the group's money is deposited, or shall cause a statement to be sent directly to the LocSec, or the LocSec's designee (who must also be a voting member of the ExComm). All

accounts must be separate accounts in the name of the local group and shall have more than one signatory so that funds can be accessed in the temporary absence of the Treasurer. The Treasurer shall be one of the signatories on all accounts.

- (c) The Treasurer shall, if necessary, assist the Editor in the preparation and submission of any postal forms that might be required. The Treasurer shall also maintain a listing of all equipment owned by the local group.

Section 3.6 The Member(s) at Large shall perform such duties as are assigned by the ExComm.

Section 3.7 The Program Chair shall be responsible for arranging the local group activities and shall coordinate with and advise the Editor and other officers of these activities.

Section 3.8 The Recruitment & Testing Chair shall be responsible for publicity, public relations, testing, and recruitment programs.

Section 3.9 The Publications Officer shall be responsible for the newsletter, and shall, with the consent of the ExComm, appoint the Editor. The Publications Officer may also serve as the Editor.

Section 3.10 The Editor shall edit the newsletter and shall prepare and publish Post Office forms if required. The outgoing Editor must turn over all files, materials, computer software, user IDs, passwords, and equipment in good order to the incoming Editor no later than 15 days after the outgoing Editor leaves office.

Section 3.11 The ExComm shall appoint an Ombudsperson, who shall pursue local resolution of disputes and shall also perform such other duties as may be required for all local group ombudspersons by AML. The Ombudsperson may not be a member of the ExComm.

Section 3.12 Appointed positions of the local group may include, but are not limited to, Area Coordinators for outlying groups of members and coordinators for other activities as deemed necessary.

Section 3.13 The terms of office of elected officers shall be two years, from January 1<sup>st</sup> of an odd-numbered year to December 31<sup>st</sup> of the following even-numbered year, or until installation of a properly qualified successor; except in the case of resignation; succession to higher office as provided in Article 3, section 4; failure to maintain membership; or removal from office as provided in Article 3, sections 15 and 16.

Section 3.14 The term of office for all locally appointed officers and positions expires at the end of the term of office of the current elected officers, unless stated otherwise in these bylaws. Appointed officers, positions, and committees, including the position of committee chair, are appointed by the LocSec (or in the case of the Editor, the Publications Officer) with the approval of the ExComm, and may be removed from office by majority vote of the ExComm unless otherwise stated in these bylaws.

No person who is the subject of a removal motion is eligible to vote on that motion.

Section 3.15 Elected members of the ExComm may be removed from office for cause by unanimous vote of all other members of the ExComm, or by recall election. A recall election may be called by a petition citing the reason for such action, signed by at least 10 percent of the membership of the local group as listed on the most recent membership roster available from AML, and presented at a regular or special meeting of the ExComm. The balloting provisions of a regular election shall apply, except that a recall election must be held within 60 days of presentation of the petition, and the dates set forth in Article 6 shall be adjusted accordingly.

Section 3.16 Any voting member of the ExComm may be removed from office for three consecutive unexcused absences at ExComm meetings, by a majority vote of the remaining members. A majority of the remaining members may excuse an absence.

Section 3.17 The ExComm shall select a replacement for any ExComm member, other than the LocSec, who resigns; is removed; is recalled; moves up to the position of LocSec in accordance with Article 3, section 4; or creates a vacancy in any other way. A replacement for an elected officer is considered to be an elected officer whose term of office ends with the next regular election.

Section 3.18 All elected and appointed officers shall turn over all files, equipment, computer software, user IDs, passwords, and materials pertaining to their offices to either their successor(s), to the current LocSec, or to another member of the ExComm no later than four weeks after leaving office unless otherwise stated in these bylaws.

Section 3.19 An annual financial review shall be conducted each year at approximately 12-month intervals. The ExComm shall appoint someone to conduct the review who was not involved in issuing or collecting money during the period being reviewed. The review shall include sampling receipts and viewing statements from banks and any other institutions where the group's money was held during the period being reviewed.

## Article 4. PUBLICATION

Section 4.1 The ExComm shall publish at least quarterly a printed newsletter that shall be the official publication of Columbia River Mensa. 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 ExComm may, at its discretion, send printed copies of the newsletter in addition to the electronic version to members who would otherwise receive only the electronic version.

Section 4.2 The newsletter shall contain, at a minimum, notices of meetings and programs, required ballots, results of ExComm meetings and elections, amendments to the bylaws and related discussions and ballots, the semiannual financial reports, and official communications to the membership from AML, the RVC, and the National, Regional, and Local Ombudspersons.

Section 4.3 The National, Regional, and Local Ombudspersons may submit material to the Editor marked "for publication" that relates to official ombudsperson duties. Anything so marked shall be given the highest practicable priority for publication in the newsletter.

Section 4.4 Columbia River Mensa shall observe the preferences of members for data suppression and publication, as filed with AML, when publishing a local group roster or membership directory/register.

## Article 5. MEETINGS AND ACTIVITIES

Section 5.1 Regular meetings or activities may be held at such times as may be appropriate; however, a regularly scheduled meeting of the ExComm and a membership activity must be held at least once per quarter. Notice of meetings and activities shall be published in the newsletter or otherwise sent to each member, the RVC, and the National Office.

Section 5.2 Special ExComm meetings may be called at any time by the LocSec or by a majority of the ExComm, and shall be called upon receipt by any member of the ExComm of a petition made in writing signed by at least 10 percent of the membership of the local group as listed on the most recent membership roster available from AML. The date, time, place, and purpose of the special meeting shall be announced in the newsletter (or by direct mail to each member, the RVC, and the National Office) if practicable, and shall be reported in the newsletter afterward. No business other than that indicated in the notice calling the meeting may be acted upon.

Section 5.3 For both regularly scheduled and special meetings of the ExComm, a simple majority of all voting members of the ExComm constitutes a quorum to transact business, and tied votes are considered not passed.

Section 5.4 Remote participation during meetings of the ExComm and of committees established by these bylaws is allowed. Any one or more members of the ExComm or committee may participate in such meeting by means of telephone, online conference, or similar communications equipment allowing all persons participating in the meeting to communicate with each other simultaneously; participation by such means constitutes presence in person at the meeting.

Section 5.5 All meetings of the ExComm shall be held in a physical site located within the geographical limits of the local group as assigned by the AMC.

## Article 6. ELECTIONS

Section 6.1 No later than July 1<sup>st</sup> of even-numbered years before the general election, the ExComm shall appoint a Nominating Committee consisting of three members who shall, no later than the deadline for the September issue of the newsletter, nominate one or more candidates for each elected seat on the ExComm. The number of seats on the ExComm for the upcoming election shall be determined by applying the formula in Article 3, subsection 2.(a) of these bylaws to the membership roster available from AML on August 1<sup>st</sup>. The Nominating Committee shall cause the names of the candidates they have nominated to be either (a) published in the September issue of the newsletter, or (b) mailed by post or electronically to all members of the local group, no later than September 1<sup>st</sup>.

Section 6.2 No later than July 1<sup>st</sup> of even-numbered years before the general election, the ExComm shall appoint an Election Committee of three members who shall be responsible for conducting the election, creating the ballot, receiving and counting the returned ballots, and certifying the results. The term of the Election Committee expires on January 31<sup>st</sup> following the election. The Election Committee shall determine those election rules and regulations not covered in these bylaws, and shall cause them to be either (a) published in the September issue of the newsletter, or (b) mailed by post or electronically to all members of the local group no later than September 1<sup>st</sup>. In so doing, the Election Committee shall strive to maintain the anonymity of voters.

Section 6.3 No member of the Nominating Committee or Election Committee may be a voting member of the ExComm or a candidate in the upcoming election. The Nominating and Election Committees may comprise or include the same members.

Section 6.4 In the case of a recall or bylaws election, the ExComm shall appoint an Election Committee of three members who shall be responsible for conducting the election, creating the ballot in a timely manner, setting a date to count ballots, receiving and counting the returned ballots, and certifying the results. The Election Committee shall remain in existence until the election results are certified and all challenges, if any, are resolved.

Section 6.5 No later than October 1<sup>st</sup> before the general election, additional nominations may be made by petition signed by at least 10 members of the local group and delivered to the Election Committee chair.

Section 6.6 The Election Committee shall create the ballot no later than the submission deadline for the December newsletter. Ballots shall contain the names of all nominated candidates in random order, whether nominated by the Nominating Committee or by petition, and a space for a write-in candidate for each elected seat on the ExComm. Ballots shall be printed in the December issue of the newsletter, including in the electronic version of the newsletter if such is available, or mailed by post or electronically to all members of the local group, but in any case posted no later than December 1<sup>st</sup>.

Section 6.7 Ballots must be returned to the Election Committee chair and received no later than the deadline date shown on the ballot, which shall be December 31<sup>st</sup> in the case of a general election. Ballots received after that date shall not be counted. Ballots may be returned by mail, electronically if such option is available, or in person, but all members must be allowed to participate by postal mail at all stages of the election process if they so choose.

Section 6.8 The Election Committee shall meet in public no later than January 7<sup>th</sup> to count the ballots. If a voter does not follow the rules for submitting ballots in such a way as to maintain confidentiality, but the ballot is otherwise acceptable, the ballot shall be accepted and the voter shall be deemed to have waived confidentiality.

Section 6.9 A plurality of valid votes cast for each ExComm position shall constitute election. Votes that are tied shall be determined by the Election Committee chair by a flip of a coin. The Election Committee chair shall certify the results of the election to the LocSec and shall have the election results published in the next possible issue of the newsletter. The Election Committee chair shall preserve the ballots for inspection by any member of Columbia River Mensa until March 31<sup>st</sup> following the election.

Section 6.10 Any challenges to the election must be made in writing to the Election Committee chair and received within 30 days following the election. Any such challenges must be ruled on within 14 days after the committee



receives the challenge. Any actions by the ExComm while a challenge is pending are not affected by the outcome of any such challenge.

#### Article 7. AMENDMENTS

Section 7.1 Amendments to these bylaws may be proposed by the ExComm or by a written petition signed by at least 20 members of the local group and received by any member of the ExComm. Such proposals shall be submitted first to the National Bylaws Committee for its approval to ballot. After approval to ballot has been received, the proposed amendment(s) shall be published in the next issue of the newsletter.

Section 7.2 Ballots shall then be sent to every member of the local group using the election process described in Article 6. The balloting deadline shall be no less than 90 days following the first publication of the proposed amendment(s) in the newsletter. All dates shall be adjusted accordingly.

Section 7.3 To become effective, an amendment to these bylaws shall require an affirmative vote of a majority of those casting valid ballots, as well as final approval by the National Bylaws Committee and filing of revised bylaws with the National Bylaws Committee. The National Bylaws Committee will notify the local group of the effective date of the bylaws as amended.

#### Article 8. MENSA NAME AND LOGO

Section 8.1 American Mensa, Ltd. (AML) has granted a royalty-free, nonexclusive license to Columbia River Mensa for the use of the mark "Mensa," and a logo consisting of a globe over a stylized "M" within a border, in conjunction with noncommercial uses of "Columbia River Mensa." AML retains full ownership of the mark and logo and all statutory and common law rights in the mark and logo.

#### Article 9. AUTHORITIES

Section 9.1 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.

Section 9.2 The rules contained in Robert's Rules of Order, Newly Revised, latest edition, shall govern the local group in all cases to which they are applicable and consistent with these bylaws.