

BYLAWS OF  
ST. LOUIS AREA MENSA  
EFFECTIVE November 6, 2011

**ARTICLE I. NAME AND PURPOSE**

1. The name of this organization shall be St. Louis Area Mensa.(SLAM)
2. St Louis Area 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 herein abbreviated as "AML" and the American Mensa Committee as "AMC".

**ARTICLE II. MEMBERSHIP**

1. Membership of SLAM shall be open to all members of AML in good standing in the geographic areas assigned to SLAM by the AMC, or as otherwise assigned by AML.
2. Mensa members in good standing including those who are not also members of SLAM are welcome to participate in the social activities of the local group at the discretion of the host or hostess. The National Ombudsman, his surrogate, 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.
3. SLAM 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 III. OFFICERS & DUTIES**

1. The governing body of SLAM shall be an Executive Committee (ExComm), which conducts the business of the local group. The ExComm consists of the following voting members: the elected officer positions Local Secretary, Assistant Local Secretary, Treasurer, Recording Secretary, plus one elected Director at Large for every 200 members of the local group, plus one appointed officer, the Editor. All officers, whether elected or appointed, must be current members in good standing of AML; an officer is defined as any person who is given a title with specific responsibilities. All voting members of the ExComm must also be current members in good standing of SLAM.
2. The Local Secretary (LocSec) shall be the chief executive officer of SLAM and the liaison with other local groups. He or she 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 and the Regional Vice Chairman (RVC) for the local group of the results of any changes in the officers of the group during the term within two weeks of the change.
3. The Assistant Local Secretary (Assistant LocSec) shall assist the LocSec, preside over meetings in the absence of the LocSec, and immediately and automatically succeed to the office of LocSec if that office becomes vacant.
4. The Treasurer shall be responsible for financial matters of SLAM, including the finances of the newsletter, and shall submit to the ExComm a semi-annual financial report that shall also be published in the newsletter. The financial 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. The Treasurer shall also maintain a listing of all equipment owned by the local group. The Treasurer shall, if necessary, assist the Editor in the preparation and submission of any postal forms that might be required. The Treasurer shall submit to the LocSec or his or her designee quarterly statements from banks and any other institutions where the group's money is deposited. The designee must 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 will comply with federal financial reporting regulations.
5. The Recording Secretary is responsible for the taking and publication of minutes of ExComm meetings.
6. The Director(s) at Large shall perform such duties as are assigned by the ExComm.
7. The ExComm shall appoint an Ombudsman, who shall serve as mediator for disputes within the local group and shall be an arbitrator available to serve as a representative to a Regional Hearings Committee and to perform such other duties as are required of all local group ombudsmen. The Ombudsman may not be a member of the ExComm.

8. 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.
9. The terms of office of elected officers shall be one year from June 1st to May 31st, or until installation of a properly qualified successor.
10. The term of office for all appointed officers and positions expires at the end of the term of office of the current elected officers. Appointed officers, positions, and committees are appointed by the LocSec with the approval of the ExComm, and may be removed from office by majority vote of the ExComm. The Election Chair will be retained until final certification of the current year election.
11. 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, and signed by at least 10% of the membership of the local group as listed on the most recent membership roster provided by AML. The balloting provisions of a regular election shall apply except that a recall election must be held within 60 days of presentation of a properly qualified petition at either a regular or special meeting of the ExComm, and the dates set forth in Article V shall be adjusted appropriately.
12. 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.
13. The ExComm shall select a replacement for any ExComm member, other than the LocSec, who resigns, or is removed, or is recalled, or moves up to the position of LocSec in accordance with Article III, section 3. A replacement for an elected officer is considered to be an elected officer whose term of office ends with the next regular election.
14. All elected and appointed officers shall turn over all files, equipment, 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 two weeks after leaving office unless otherwise stated herein.
15. An annual financial review shall be conducted each year at approximately twelve-month intervals. The ExComm shall appoint someone to conduct the review who was not involved in the issuing or collecting of money during the period being reviewed. The review shall include viewing statements from banks and any other institutions where the group's money was held during the period being reviewed.
16. All officers, elected or appointed, will abide by the conflict of interest policies of AML bylaws.

#### **ARTICLE IV. PUBLICATION**

1. The ExComm shall publish a printed newsletter at least quarterly. If an electronic version of the newsletters is available, the printed version will only be sent to those members who are not flagged to receive electronic-only publications. Each member's preference will be as maintained by American Mensa and as provided to the Editor in the normal course of the publication process.
2. The Editor shall edit the newsletter. The Editor shall, at a minimum, publish notices of meetings and programs, required ballots, results of ExComm meetings and elections, amendments to the bylaws and related discussions and ballots, the semi-annual financial reports, national or local ombudsman official statements, and shall prepare and publish Post Office forms if required. The outgoing Editor must turn over all files, equipment, and materials in good order to the incoming Editor no later than 2 weeks after the outgoing Editor leaves office.

#### **ARTICLE V. MEETINGS**

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 a quarter. Notice of meetings and activities shall be published in the newsletter or otherwise sent to each member and the RVC. A simple majority of all voting members of the ExComm constitutes a quorum to transact business.
2. Special ExComm meetings may be called at any time by the LocSec or by 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% of the membership of the local group as listed on the most recent membership roster provided by AML. The date, time, place, and purpose of the special

meeting shall be announced or reported in the newsletter (or by direct mail to each member and the RVC) 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 on.

3. Any one or more members of the ExComm may participate in a meeting of the ExComm by means of telephone, on-line conference, or similar communications equipment allowing all persons participating in the meeting to communicate with each other at the same time; participation by such means constitutes presence in person at the meeting.

4. All meetings of the ExComm shall be held within the geographical limits of the local group as assigned by the AMC.

5. All members may participate through remote attendance at the member's expense (for equipment) if necessary.

## **ARTICLE VI. ELECTIONS**

1. No later than January 1 of each year, the ExComm shall appoint a Nomination Chair to 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 III, section 1 of these bylaws to the most recent membership roster provided by AML. The membership of the local group shall be notified of these nominations in the April issue of the newsletter or by mail posted no later than April 1st.

2. No later than January 1 of each year, the ExComm shall appoint an Election Chair who shall be responsible for conducting the election, receiving and counting the ballots, and certifying the results. The Election Chair shall determine, and cause to be published in the newsletter, the ballot and those election rules and regulations not covered by these bylaws. In so doing, the Election Chair shall strive to maintain the anonymity of voters. 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 shall be accepted and the voter should be deemed to have waived confidentiality.

3. Neither the Nomination Chair, the Election Chair nor any election related committee person may be a voting member of the ExComm nor a candidate in the upcoming election. The Nomination Chair and the Election Chair may appoint committees as they deem necessary.

4. No later than March 1, nominations may be made by petition signed by five (5) members of the local group and delivered to the Election Chair. In the event there is a candidate for an elected ExComm position and only one candidate is identified for an elected ExComm position as of April 1, that candidate shall be declared elected without balloting. No write-in candidates are allowed.

5. Ballots shall contain the names of all nominated candidates, whether nominated by the Nomination Chair or by petition, for each elected seat on the ExComm. Ballots shall be printed in the April issue of the newsletter or mailed to all members of the local group, but in either case posted no later than April 1st. Electronic distribution of ballots is acceptable for members who have opted for electronic distribution. Ballots must be returned to the Election Chair and received no later than May 21. Ballots received after that date shall not be counted. Ballots may be returned by mail, in person or by email. The Election Chair shall meet in public no later than May 31 to count the ballots. A plurality of valid votes cast for each ExComm position shall constitute election. Votes that are tied shall be determined by the Election Chair by a flip of a coin. The Election 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.

6. Each candidate should submit for publication in the April newsletter a position statement of less than 100 words.

7. Any challenges to the election must be made in writing to the Election chair and received by June 1. Any such challenges must be ruled on by June 15. Any actions by the ExComm while a challenge is pending are not affected by the outcome of any such challenge.

8. The outgoing LocSec shall notify AML and the RVC for the local group of the results of the election within two weeks of the election.

## **ARTICLE VII. AMENDMENTS**

Amendments to these bylaws may be proposed by the ExComm or by a written petition signed by twenty (20) members of the local group and received by any member of the ExComm. Such proposals shall be submitted first to the AMC 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. A mail ballot shall appear in the issue of the newsletter that follows publication of the proposal and

shall be sent to every member of the local group. The balloting deadline shall be no less than 90 days following the first publication of the proposed amendment(s) in the newsletter. 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 of the AMC and filing of revised bylaws with the Bylaws Committee. The Bylaws Committee will tell the local group the effective date of the bylaws as amended.

#### **ARTICLE VIII. MENSA LOGO & NAME**

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

#### **ARTICLE IX. PARLIAMENTARY PROCEDURE & RULES OF ORDER**

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.

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 not inconsistent with these bylaws.