

San Francisco Regional Mensa Bylaws

July 25, 2021

Article I. Designation

Section 1. Name and Definition

- A. The name of this not-for-profit organization is San Francisco Regional Mensa (hereinafter, SFRM).
- B. SFRM is a local group of American Mensa, Ltd. (AML), subject to the Constitution of Mensa, the American Mensa Bylaws, and resolutions passed by the American Mensa Committee (AMC), including the current minimum standard bylaws for local groups.
- C. The governing body of SFRM is the Executive Committee (ExComm). This consists of the following representatives of the members of SFRM: the Local Secretary/President, the Assistant Local Secretary/Vice President, the Treasurer, the Scribe, and the Members-at-Large. The ExComm conducts the business of SFRM.

Section 2. Jurisdiction

SFRM shall include San Francisco County and such geographic areas as may be assigned by AML or AMC.

Section 3. Purpose

The purpose of these Bylaws is to clarify items that International and American Mensa leave to the discretion of local groups.

Section 4. Logo

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

Article II. Membership, Privileges, and Responsibilities

Section 1. Membership

Membership in SFRM shall consist of members of AML in good standing who reside in San Francisco County and such geographic areas as may be assigned by AML or AMC, plus members of AML who reside elsewhere but have been assigned membership in SFRM by AML. Excluded are members of AML who reside in the geographic area of SFRM but who have been assigned membership elsewhere by AML.

Section 2. Privileges

- A. Only SFRM members in good standing, as indicated by AML, may vote in SFRM elections.
- B. Every Mensa member in good standing may attend and participate in SFRM activities with the same rights and privileges accorded members of SFRM, without qualifications or limitations other than those set forth herein.
- C. 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.

Section 3. Responsibilities

- A. Every Mensa member participating in SFRM activities, and every member of SFRM, shall, at the Ombudsperson's request, cooperate fully with any investigation by the Ombudsperson.
- B. 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.

Article III. Requirements

Section 1. Records

- A. SFRM officers shall maintain records of their Mensa business activities.
- B. No SFRM business shall be confidential from SFRM members. All SFRM files shall be available for examination by any SFRM member on reasonable notice. Exceptions shall be legal and personnel matters, the records of the Ombudsperson and those of the newsletter Editor insofar as they pertain to names withheld from publication. SFRM ballots and related materials may be viewed until their destruction thirty days after the close of the polls or when all formal challenges are decided, whichever is later.
- C. The fiscal year shall be 1 July through 30 June.

Section 2. Publications

- A. SFRM shall provide for the monthly printed publication of SFRM's official newsletter.. The newsletter is the publication of the Executive Committee of SFRM.
- B. SFRM 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.
- C. SFRM will follow the newsletter delivery preferences specified by each member. Upon request or at the ExComm's discretion, the ExComm may send printed copies of the newsletter in addition to the electronic version to members who would otherwise get only the electronic version.
- D. If the SFRM, Regional, or National Ombudsperson or their designee submits matter to the newsletter marked "for publication," relating to the Ombudsperson's official duties, anything so marked shall be given the highest practicable priority for publication.

Section 3. Activities

SFRM shall conduct regular member activities, at least monthly, with notice of such activities distributed to all members and the RVC by publication in the newsletter and/or electronically.

Section 4. Representation

No member of SFRM may act for, speak for, enter into an agreement or contract on behalf of, or commit SFRM in any way unless such action is within the scope of that member's office or has been approved by the Executive Committee.

Article IV. Officers and Duties

Section 1. Officers

- A. An officer of SFRM is any person having a title and specific responsibilities within the local group.
- B. Each officer shall be a current member in good standing of AML and SFRM.
- C. The elected officers of SFRM shall be the Local Secretary/President, Assistant Local Secretary/Vice President, Treasurer, Scribe/Secretary, the Ombudsperson, and three Members-at-Large. These officers shall be elected every two years. Their terms of office shall be from 1 December of the year elected through 30 November of the second year following election, both being even-numbered years.
- D. Only members of SFRM who are current members in good standing of American Mensa, Ltd., are eligible to seek office.
- E. No person shall seek or hold more than one elected office in SFRM at a time.
- F. Any officer with fiduciary responsibility must be bondable.

- G. Outgoing officers shall transfer all files, equipment, computer applications, along with associated user IDs and other relevant SFRM materials pertaining to their offices to their successors within fifteen days after leaving office.

Section 2. Duties of Officers

A. The Local Secretary/President (LocSec) shall:

- i. Serve as Executive Officer of SFRM, liaison with other local groups, and the chief point of contact between AML and SFRM.
- ii. Notify AML (through the national office) and the Regional Vice Chairman within two weeks of the results of elections and of changes in SFRM officers.
- iii. Preside at meetings of the Executive Committee of SFRM.
- iv. Prepare and publish agendas to be considered by the Executive Committee meeting.
- v. The LocSec shall appoint an Editor responsible for the publication of a monthly newsletter and calendar of events. The Editor shall establish editorial policy and provide for the timely production and distribution of the newsletter and calendar of events to the membership.
- vi. Establish and abolish appointed officer positions not otherwise provided for herein, and appoint and remove appointed officers and designate duties for such officers.
- vii. Establish and abolish ad hoc committees, appoint and remove chairpersons thereof, and define and limit the duties and durations thereof.
- viii. Appoint a committee to perform an annual financial review to be conducted following the close of the fiscal year. Such committee shall consist of one or more members not involved with collection or disbursement of SFRM funds during the period being reviewed. Such review shall include the review of statements from banks or other financial institutions where SFRM money is on deposit.

B. The Assistant Local Secretary/Vice President (Assistant LocSec) shall:

- i. Preside at Executive Committee meetings in the absence of the LocSec.
- ii. Assume such duties as may be requested by the LocSec.

C. The Treasurer shall:

- i. Establish separate financial accounts in the name of SFRM which have at minimum Treasurer and LocSec as signatories.
- ii. Receive funds and make prompt disbursements as authorized by the Executive Committee.
- iii. Render a financial report to be submitted to the Executive Committee quarterly and published in the newsletter. It shall contain schedules of income, expenses, and balances for all funds, including RG, Scholarship, and other special funds, under the control of SFRM.
- iv. Provide the LocSec (or the LocSec's designee, who must be a member of the Executive Committee) statements from banks and any other institutions where the group's money is deposited, at least quarterly.
- v. Maintain a list of all property owned by SFRM.
- vi. Comply with federal financial reporting requirements.

D. The Scribe/Secretary (Scribe) shall:

- i. Take and preserve minutes of every Executive Committee meeting and record the attendance of elected officers thereat.
- ii. Promptly deliver to the newsletter Editor transcriptions of the minutes for publication in the newsletter.

- iii. Maintain an accurate copy of these Bylaws and all motions currently in effect.
- E. The Ombudsperson shall:
 - i. Mediate disputes arising among members of SFRM or otherwise relating to the activities of SFRM.
 - ii. Report findings and recommendations to the Executive Committee on matters of general concern.
 - iii. Initiate relief measures where appropriate.
 - iv. Serve as arbitrator as required by the Regional Hearing process.
- F. The Members-at-Large shall:
 - Assume such duties as may be requested by the LocSec.

Section 3. Vacancies

- A. In the event that the office of LocSec becomes vacant, the Assistant LocSec shall automatically and immediately succeed to the office of LocSec for the remainder of the term.
- B. In the event the office of Assistant LocSec, Scribe, Treasurer, or Member-at-Large becomes vacant, the vacancy shall be announced in the next possible newsletter and the LocSec shall, at the first Executive Committee meeting following such announcement, fill such office by appointment, subject to the approval of the Executive Committee. The new officer shall be considered elected and shall serve until the next regular election.
- C. If the office of Ombudsperson becomes vacant, a special election shall be held within three months to choose a successor. Except for timing, the special election shall be subject to the election rules of Article V. The LocSec may appoint an Acting Ombudsperson in the interim.

Section 4. Removal of Officers

- A. Any Executive Committee member who has two or more unexcused absences from regularly scheduled Executive Committee meetings within a 12-month period may, by a majority vote of the remaining members of the Executive Committee, be removed from office.
- B. A recall election of any elected officer may be called by a petition citing the reason for such action signed by one hundred SFRM members or ten percent of the membership of SFRM, whichever is less. Except for timing, the special election shall be subject to the election rules of Article V and must be held within sixty days of the presentation of a properly qualified petition to the Executive Committee.
- C. Sixty percent of the votes cast shall be required to recall the officer(s) under consideration. The recall shall take effect immediately.

Section 5. Appointed Officers

Appointed officers shall perform the activities designated by the LocSec, shall maintain current records of those activities, and shall keep the LocSec fully informed of those activities. The term of such appointment shall be at the pleasure of the LocSec but shall not exceed the term of the LocSec. An exception to this is the term of the Election Committee, which shall continue until the election materials are destroyed.

Article V. Elections

Section 1. Election Committee

- A. The Election Committee shall consist of three members in good standing of SFRM, to be appointed by the LocSec no later than 1 June of each even-numbered year. Members of this committee shall be ineligible to run for office. Current elected officers of SFRM shall be ineligible to serve on this committee.
- B. In even numbered years, the Election Committee shall:
 - i. Actively seek candidates for each position.

- ii. Accept the written nomination of any eligible member who agrees in writing to be nominated.
- iii. Prepare the rules for the election and present them no later than 1 July to the Executive Committee for approval. The election rules must include nomination procedures; campaign practices; format, limitations, and deadline of official campaign statements; balloting procedures, including the deadline and including that ballots may be returned by mail or electronically; and procedures for the certification and counting of ballots. The election rules must be published in the August newsletter.
- iv. Solicit, receive, and publish platforms for candidates in the October newsletter The Election Committee shall not modify platforms, except they may truncate platforms exceeding a preset length.
- v. Prepare a ballot for publication in the October newsletter and for electronic distribution; the ballot shall include the deadline and the method(s) for returning marked ballots.
- vi. Receive, validate, and count votes, and report results to the LocSec and the newsletter Editor in writing within five days of the close of election. These results shall include the count of valid ballot envelopes, invalid ballot envelopes, valid ballots, and invalid ballots.
- vii. Ensure secrecy of vote.

Section 2. Schedule

Opening of nominations and nominating procedures for election of SFRM officers shall be announced in the August newsletter of even-numbered years. A list of candidates to date shall be available upon request from the Chair of the Election Committee. Nominations shall close on 1 September. Ballots and balloting procedures shall be printed in the October newsletter.

Section 3. Conduct of Elections

- A. Balloting shall be on ballots provided by the Election Committee or on a facsimile thereof. Ballots shall be sent to every member of SFRM. Deadline for receipt of ballots by the Election Committee shall be 31 October, the close of the polls.
- B. If only one person is nominated to any office, that person shall publicly be declared elected. All other nominees must be placed on the ballot. There shall be no write-in votes.
- C. The candidate receiving a majority of the votes cast for each office shall be elected to that office. In case of a tie for any office, the winner shall be decided immediately by a coin toss.
- D. If there are more than two candidates nominated for any office, the preferential voting system described in *Robert's Rules of Order* shall be used.
- E. Ballots shall be counted by the end of the first full weekend of November.
- F. The Election Committee shall accept formal written complaints regarding the election for up to five days after the vote count, and shall respond to such complaints within five days thereafter. The Election Committee has final authority and responsibility to arbitrate disagreements between candidates and rule on challenges.
- G. The Election Committee shall submit the results of the election to the editor for publication in the December newsletter, including information about unresolved complaints or challenges.
- H. In case of a violation of the election rules, or of any attempt to improperly influence the election through fraud, harassment, bribery, intimidation, or other means, the Election Committee has the final authority and responsibility to censure any member and to censure and/or disqualify any candidate. Such action shall be reported in the SFRM newsletter.
- I. The Election Committee shall destroy all ballots, envelopes, and vote count materials thirty days after the close of the polls or when all formal written complaints are resolved, whichever is later.

Article VI. Meetings

Section 1. Executive Committee Meetings

- A. All members of SFRM and the RVC shall be notified of the time and place of each Executive Committee meeting by publication in the SFRM newsletter. Any member may attend the meeting and may address the Executive Committee at the discretion of the chair. Actions of the Executive Committee shall be reported to the entire membership in the next available newsletter.
- B. Regular Executive Committee meetings shall be convened at least bimonthly_ within the geographic boundaries of SFRM.
- C. At the discretion of the LocSec, any one or more members of the Executive Committee may participate in a meeting of the Committee by means of telephone or 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 shall constitute presence in person at the meeting.
- D. A quorum shall consist of four members of the Executive Committee.
- E. Each elected or appointed officer, or that officer's representative, shall report on all Mensa business transacted since the previous regular Executive Committee meeting.
- F. A special meeting of the Executive Committee may be called by the LocSec at any time and must be called upon receipt of a written request for such meeting signed by twenty SFRM members or two percent of the membership of SFRM, whichever is less, or by four members of the Executive Committee. Notice of a special Executive Committee meeting must be announced in the next issue of the newsletter or, at the option and expense of the petitioning members, by a special communication sent to the entire membership of SFRM. The special Executive Committee meeting shall be held no sooner than fifteen days following the announcement of said meeting. The date and time, place, and purpose of the special Executive Committee meeting must be stated in said notice, and no other business may be conducted at the meeting.
- G. The National Ombudsperson, Regional Ombudsperson or surrogate, and members of AMC in the discharge of their responsibilities may attend and participate in the business activities of SFRM; other Mensa members who are not members of SFRM may do so upon invitation by the LocSec or Executive Committee.
- H. The Executive Committee may excuse the absence of one of its members by a majority vote of the remaining members.

Section 2. Special Interest Group Meetings

Special Interest Groups (SIGs) shall be convened by their coordinators and/or as agreed upon by participating members; they are free to establish their own meeting times and places.

Article VII. Rules of Order

Section 1. General Reference

Robert's Rules of Order, Newly Revised, latest edition, shall be the referent governing procedure for the conduct of all business of SFRM that is not otherwise specified in these Bylaws.

Section 2. Special Interest Groups

SIGs shall be free to develop their own rules of procedure.

Article VIII. Fees

Section 1. Calendar Events

SFRM calendar events shall be self-supporting except as directed by a two-thirds vote of the Executive Committee.

Section 2. Special Interest Groups

SIG expenses, at the option of the coordinator and with the knowledge of the LocSec, may be met by contributions from participating members. SIG financial records shall be made available to any member of the SIG upon request.

Article IX. Amendment

Section 1. Proposal

- A. Changes in these Bylaws may be initiated by a petition to the Executive Committee signed by fifty SFRM members or ten percent of the membership of SFRM, whichever is less.
- B. Alternatively, two successive Executive Committee meetings may initiate amendments as follows:
 - i. The earlier meeting approves a change to these Bylaws by a majority vote.
 - ii. All members are notified of the proposed change before the second meeting.
 - iii. The later meeting approves the change by a two-thirds vote.

Section 2. Adoption

- A. Proposed changes shall be submitted to, and approved for balloting by, the AMC prior to their placement on the ballot.
- B. Ballots, with arguments by members pro and con, shall be sent to all members of SFRM following AMC approval. There shall be not less than ninety days between notification to the members of the proposed changes and the deadline for returning the ballots. Amendment balloting shall be conducted in the same manner as provided in Article V for elections, except that the LocSec, rather than the Election Committee, shall conduct the balloting.
- C. An affirmative vote of sixty percent of the ballots cast is required for proposed changes to pass.
- D. Following the approval of the membership, the Bylaws as amended shall be submitted to the AMC for final approval. The AMC will notify SFRM of the effective date of the Bylaws as amended.