

The Bylaws of Greater New York Mensa, Inc.
(as amended April 28, 2009)

ARTICLE I: NAME AND LOGO

1) The name of this organization shall be Greater New York Mensa, Inc. (GNYM), a not-for-profit corporation, incorporated under the laws of the state of New York on January 27, 1975.

2) GNYM, also referred to as "the Corporation", 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".

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

ARTICLE II: MEMBERSHIP

1) Membership in GNYM shall be open to all AML members in good standing who live in the geographic area assigned to the local group by the AMC, or as otherwise assigned by AML.

2) Mensa members in good standing who are not also members of GNYM are, at the invitation of the host, welcome to participate in the social activities of GNYM but may not vote or hold office in GNYM, nor may they participate in GNYM business activities unless they are the national Ombudsman or his/her designee, members of the AMC in the discharge of their responsibilities, or are invited to participate by the Board of Directors.

3) GNYM 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: ELECTED OFFICIALS

1) All elected and appointed officials must be current members in good standing of both AML and GNYM.

2) The elected officials of GNYM are the President, the Vice President, the Secretary, the Treasurer and seven other Directors. These officials are also Directors of the Corporation, and collectively are called the Board of Directors.

3) All elected officials are elected for a period of two years beginning January 1st of even numbered years and ending December 31st in the next odd numbered year. The President, Vice President, Secretary and Treasurer may each serve no more than two consecutive terms in the same office. For this purpose, an officer is considered to have served two consecutive terms if he or she has

served in that office for at least one year in each of two consecutive terms of office.

4) President: Shall be Chief Executive Officer of the Corporation and shall preside at all business meetings of GNYM and of the Board of Directors of GNYM; shall have the responsibility to conduct business on behalf of the membership, with other Mensa groups and with AML; and shall be the official spokesperson of GNYM; and The President shall be the chief point of contact between GNYM and AML, and the President shall notify AML (through the National Office) and the Regional Vice Chairman of the results of elections and changes in officers during the term within two weeks of the change.

5) Vice President: Shall assist the President in the discharge of his/her duties and shall act as substitute for the President in the event of his/her absence or inability to serve, as determined by the Board of Directors. In the event the Presidency is vacant, the Vice President shall immediately and automatically become President.

6) Secretary: Shall maintain the records of GNYM; shall serve the function of recording secretary at all meetings of the Board of Directors and at the annual business meeting, and submit a summary of the minutes to the official GNYM newsletter; shall ensure that copies of all official documents are distributed to all elected officials; shall carry out such administrative duties as directed by the Board; and shall maintain the list of Continuing Resolutions.

7) Treasurer: Shall maintain the funds and financial records of GNYM, including any funds collected or held under its auspices; shall present a financial statement at every meeting of the Board of Directors; and shall submit at least two financial statements each year (no more than six months apart), for publication in the official GNYM newsletter (one such statement to be published in the month preceding the annual business meeting). The financial statements shall contain summaries of income, expenses, and balances for all funds under the control of the local group, including RG, scholarship, and other special funds. Treasurer will maintain a list of equipment owned by the local group, and will provide the President or a designee with statements from banks and any other financial institutions where the group's money is held at least quarterly. All accounts shall be in the name of GNYM and shall have at least two signatories.

8) The duties of each of the other seven Directors are to be assigned by the Board as a whole, and each Director shall be responsible for at least one specific duty.

9) All elected officials shall turn over all files, office equipment and materials pertaining to their offices to either their successor(s), or to the President, Vice President, Secretary or Treasurer no later than four weeks after leaving office. Failure to turn over the files, equipment and other materials of office may be considered an act inimical to the organization.

ARTICLE IV: BOARD OF DIRECTORS

1) The Board of Directors, also known as the Board, conducts the business of the local group. The Board is the governing body of the membership and of the Corporation.

2) Board Meetings: The Board of Directors shall have regular meetings at least quarterly, with a period of no more than five months between meetings.

Announcements of these meetings must appear in advance in the official GNYM newsletter. All members in good standing of GNYM may attend these meetings and may participate at the discretion of the Board.

a) Special meetings of the Board may be called at the request of the President or of four Board members. All Board members must be notified at least seven days prior to the meeting. The agenda may include only that business for which the meeting is being called.

b) The membership shall also be able to call a special Board meeting. The membership may do so by petition, requiring the signatures of at least one hundred (or 5%, whichever is less) of the current members of GNYM. When the membership calls for a special Board Meeting, notice must be given to the entire membership via publication in the GNYM newsletter. Other methods of announcement can also be used, but publication in the print version of the newsletter is required as the minimum standard. The agenda may include only that business for which the meeting is being called.

3) Business Meetings: There shall be an annual business meeting of the membership. An advance notice of this meeting must appear in the official GNYM newsletter. Attendance at business meetings may be limited to members of GNYM and those mentioned as exceptions in Article II, Section 2. Any members in good standing of GNYM may have an item placed on the agenda of a business meeting by contacting the President or the Secretary at least five days in advance.

a) Special business meetings of the membership, the agenda for which may include only that business for which the meeting is being called, may be called by the President, a majority of the Board, or by petition of at least ten percent of the total GNYM membership.

4) A quorum consisting of the presence of an absolute majority of the Directors currently serving in office shall be required to transact business at all meetings of the Board and at all business meetings of the membership.

5) The rules contained in Robert's Rules of Order, Newly Revised, latest edition, shall govern the local group in all cases in which they are applicable and not inconsistent with these Bylaws. Rules of Order for the Board of Directors and for those matters concerning GNYM which are not specified in these Bylaws may be adopted by the Board.

6) A Continuing Resolution shall be a motion that reflects an ongoing policy of GNYM, and shall remain in effect until a motion to rescind is carried. For a motion to become a Continuing Resolution, it must be designated as such at the time it is proposed, and it must be carried at two successive meetings of the Board.

7) The Board of Directors shall, by February 15 each year, either arrange for an outside independent audit of the prior year's financial records, or appoint a Financial Review Committee. Neither the Ombudsman nor any elected official shall be a member of the Committee. The persons reviewing the books must not have been involved in the issuing or collecting of money during the period being reviewed, and board members who were in office during the period under review are specifically excluded from this committee. The financial review must include reviewing actual statements from banks and any other institutions where the group's money was held during the period being reviewed. When a Committee is appointed, it shall determine whether the financial records of GNYM for the prior calendar year have been maintained in a consistent, complete and accurate manner. The auditor or

Committee shall submit a written report to the Board no later than May 31. The Board shall notify the membership of the results. If requested to do so, all members of GNYM shall cooperate fully with the auditor or Financial Review Committee in the exercise of their duties.

8) The Board shall publish an official GNYM newsletter at least four times a year. Although the newsletter may be available in an electronic form, the print version remains the default version to be sent to the members unless they request otherwise.

a) The Board shall appoint an Editor of the official GNYM newsletter for a term which does not extend past that of the Board. He/she is responsible to the Board and must conform to all publication policies or guidelines of the Board.

b) The Editor shall publish notices of meetings and programs and any other material which is required in these Bylaws to be submitted to the newsletter for publication. The Editor shall prepare and publish Post Office forms as required.

c) GNYM's Ombudsman, and the National Ombudsman, may send materials marked "for publication" to the editor that relate to their official duties, and anything so marked is to be given the highest practicable priority for publication.

9) The Board of Directors shall, by the deadline for the April issue of the official GNYM newsletter in odd numbered years, appoint five members in good standing to serve on a Nominating Committee. No member of this committee may be an elected official, the Ombudsman, a candidate in the current year's election, nor a member of the Election Committee. If necessary, the Board shall appoint replacements to maintain a committee of at least four.

10) The Board of Directors shall, within the first two months of taking office, appoint three members in good standing to serve on an Election Committee. No member of this committee may be an elected official, the Ombudsman, a candidate for office, nor a member of the Nominating Committee. If necessary, the Board shall appoint replacements to maintain a committee of three.

11) The Board of Directors shall, by the end of December in even numbered years, appoint a member in good standing to serve as Ombudsman for a term of two years, beginning January 1. The Ombudsman may not be a member of the Board of Directors, nor a member of the Nominating, Election or Financial Review Committees. The appointment must be made by an absolute two thirds majority vote. The Board shall announce the appointment in the next possible issue of the official GNYM newsletter.

a) The Ombudsman shall assist in the resolution of disputes between members and shall investigate complaints against Directors or other members, reporting the results of any investigations to the membership and/or the Board, as appropriate. At Board meetings, the Ombudsman may not make any motions nor vote, but must be allowed to submit motions through the chair of the meeting. The Ombudsman shall be given the respect and courtesy of the Board.

b) When needed, the Ombudsman shall also serve as an arbitrator for Regional Hearings Committees.

c) In the event of a vacancy during the Ombudsman's term of office, the Board shall, by an absolute two thirds majority vote, appoint a successor for the remainder of the term of office. This appointment shall occur within 90 days of the Board declaring the position vacant.

12) The Board shall make appointments as necessary for terms which, with the exception of the Ombudsman, do not extend past that of the Board. Appointees will report to the Board on their activities at least once a year, or more often, if so directed by the Board. The Board is responsible for reviewing the performance of all appointees. With the exceptions of the Ombudsman and the Nominating, Election and Financial Review Committees, the Board may at any time make additional or ex officio appointments and may remove appointees by a majority vote.

a) A member of the Nominating, Election or Financial Review Committee may be removed by the Board of Directors for failure to adhere to the Bylaws of GNYM, or for malfeasance, misfeasance or nonfeasance in office, as follows. At the request of four members of the Board, a motion may be placed on the agenda of an upcoming Board meeting to remove a member of the Nominating, Election or Financial Review Committee. The specific cause for removal must be stated in the motion. As soon as possible, but no later than seven days in advance of the meeting, the Ombudsman and all members of the affected committee must be given the text of the motion and invited to the meeting. The Board will make every effort to schedule the meeting so that all of these members can attend. The committee members must all be given the chance to speak at the meeting. The Board may then vote to exonerate the accused committee member, censure the committee member, or by an absolute three quarters majority vote, remove the committee member from the committee. The details of the decision must be printed in the next possible issue of the official GNYM newsletter.

13) Outgoing appointees shall turn over all files, office equipment and materials pertaining to their offices to either their successors, or to the President, Vice President, Secretary or Treasurer, no later than four weeks after leaving office. Failure to turn over the files, equipment and other materials of office may be considered an act inimical to the organization.

14) A Director shall be considered to have resigned from the Board if he/she: (1) has failed to attend two consecutive regular meetings of the Board without submitting an explanation of the absences to the President or the Secretary; or (2) at a subsequent meeting, by a vote of an absolute majority, the Board deems the explanation of absences to be unsatisfactory.

15) Succession: In the event that any elected official, with the exception of the President, is unable to continue in office due to resignation, removal from office, transferring from the local group, lapse in Mensa membership, or death, the Board shall, by absolute two thirds majority, elect a successor for the remainder of the term of office. The office of Vice President may become vacant due to succession to the office of President under section III.5. The procedure described above shall be used to elect a new Vice President. A new director would then be elected by the board using the same method described. This/these newly elected officer/director is considered to be an elected officer/director whose term of office ends with the next regular election. This election shall occur within 90 days of the Board declaring the position vacant.

ARTICLE V: ELECTIONS

1) Elections for the Board of Directors shall be held during the month of November in all odd numbered years. Any member in good standing of GNYM as of

the first day of the month of September preceding the election may run for office, except that the President, Vice President, Secretary and Treasurer may not serve more than two successive terms in the same office. For this purpose, an officer is considered to have served two successive terms if he or she has served in that office for a period of at least one year in each of two consecutive terms of office.

a) A candidate for the office of President must have previously served on the Board for a period of at least six consecutive months.

b) Since the Vice President must be eligible to serve as President if needed, a member serving two successive terms as President may not serve as Vice President in the immediately following term.

c) A candidate for President, Vice President, Secretary or Treasurer may also run for Director. If the candidate is determined by the Election Committee to have won one of the former four offices, that candidate will be considered to have withdrawn his or her candidacy for Director, and the winners for Director will be chosen according to the election rules from the remaining candidates.

2) An announcement (1) of the election, (2) of the membership of the Nominating and Election Committees, and (3) that members interested in being nominated for office should contact the Nominating Committee, must all be submitted by the President to the Editor in time for inclusion in the April issue of the official GNYM newsletter.

3) The Nominating Committee must present to both the Board and to the Editor a slate of candidates by May 1. It shall nominate at least one qualified candidate for each office. This slate is to appear in the July issue of the official GNYM newsletter.

4) The Election Committee shall prepare the rules for the election and present them to the Board and to the Editor by May 1. The election rules must be published in the July issue of the official GNYM newsletter.

a) The election rules must include rules for petition candidates, campaign practices, limitations and format of official campaign statements, balloting and certification of ballots, procedures to ensure secrecy of ballots, establishment of tellers, the counting of ballots, and challenges to the election.

b) These rules must contain deadlines for submission to the Election Committee of petitions, campaign statements, biographies or other materials specified in the election rules, from both Nominating Committee and petition candidates.

c) These rules must include procedures for the Election Committee to review and rule on all material concerning any candidate which is distributed at any official GNYM event or which is submitted to the official GNYM newsletter.

d) These rules must include a deadline for any challenges to the election.

e) The Election Committee shall send a copy of the election rules to each candidate within a week of his/her qualification.

5) The Election Committee has the final authority and responsibility to arbitrate disagreements between candidates and to rule on challenges.

a) The Election Committee has the final authority and responsibility to rule on the acceptability of campaign promotions, electioneering and campaign statements, which occur or are distributed under any of the following circumstances: at any event sponsored by AML or GNYM; in a publication or other official organ of AML or GNYM; at an event listed or advertised in a publication or other official organ of AML or GNYM; or in distributions using mailing labels or other material supplied by AML or GNYM.

b) The Election Committee may prohibit advertisements pertaining to the election from being published in the official GNYM newsletter between July 1 and December 1. It may also, if requested by the candidate, rule on the acceptability of election materials that are intended for distribution.

c) 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 official GNYM newsletter.

6) The Board of Directors may not officially endorse or support any candidate for office, nor use or allow to be used any funds or other assets of GNYM for the endorsement or support of any candidate.

7) Any member in good standing may petition for election by submitting, to the Election Committee, a petition which contains the names, signatures and membership numbers of at least 50 members in good standing of GNYM. The petition must indicate the specific office for which the member wishes to be a candidate; the format of the petition must be as specified in the published election rules.

8) Petitions, campaign statements, biographies or other materials specified in the election rules, both from Nominating Committee and petition candidates, must be received by the Election Committee by the date specified in the election rules. The Election Committee must validate all petitions.

9) The ballots for the election are to be mailed directly to the members of GNYM no later than November 1, or are to appear in the November issue of the official GNYM newsletter. There must be a clear statement in the election rules that the voter must place his/her name, Mensa membership number and signature on a separate document attached to, and readily separable from, the ballot. There may be no proxy voting.

If they are to be published in the official GNYM newsletter, then the ballots must be submitted by the Election Committee in their final form to the Editor no later than the deadline for the November issue of the newsletter.

Within each office, the order of the candidates on the ballot shall be determined by lot.

10) All ballots must be received via U.S. Mail at the address specified by the Election Committee no later than November 25. At a date to be determined by the Election Committee, but no later than December 5, the ballots will be counted in a manner that ensures secrecy. The Election Committee shall inform the candidates of the date, time and place of the ballot count at least three weeks in advance. All candidates have the right to be present, or to be represented by a member in good standing of GNYM, at the counting of the

ballots. In the event of a tie vote for any office, the selection of a winner shall be determined by lot, supervised by the Election Committee.

11) The Election Committee shall resolve challenges to individual candidates, and shall notify all candidates, the Board and the Editor of the outcome of the election no later than December 12. An announcement of the outcome of the election must appear in the next possible issue of the official GNYM newsletter.

12) If the Election Committee invalidates the election, a new vote shall be taken as soon as possible. The Election Committee shall determine and announce all associated dates.

13) Elected officials shall take office January 1 following their election, unless the election has been invalidated. In this case, the date shall be determined by the Election Committee, and the term of the incumbents shall be extended accordingly.

ARTICLE VI: REMOVAL FROM OFFICE

1) A Director shall be considered to have resigned from the Board if he/she has failed to attend two consecutive regular meetings of the Board without submitting a satisfactory explanation of the absences to the President or the Secretary. Any Board member who misses several Board meetings during a term is subject to removal. (See also Article IV, section 15).

2) An elected official or the Ombudsman may be removed by the Board of Directors for failure to adhere to the Bylaws of GNYM, or for malfeasance, misfeasance or nonfeasance in office, as follows:

a) An absolute majority of the members of the Board must vote to place a motion on the agenda of a subsequent Board meeting to remove the official. The charges must be specifically stated in the motion.

b) The accused official must be informed as soon as possible of the motion and must be offered the opportunity to speak in his/her defense at the subsequent meeting.

c) The Board may then exonerate the official, censure the official, or, by a unanimous vote of all Board members, excluding the accused official, remove the official from office. The details of the decision must be printed in the next possible issue of the official GNYM newsletter.

3) Any elected official may be removed at any time by means of a recall election, which is initiated either by the Board or by the membership, as follows:

a) By the Board: At a meeting of the Board, an absolute majority must vote to have a recall election for a particular elected official. The Board must then adopt a resolution declaring the reasons for the recall. The Board must notify the official of the recall motion and resolution, and allow the official to argue against the recall at the next Board meeting. He/she must be allowed a minimum of seven days between the vote for a recall and the date of the Board meeting at which he/she is allowed to present his/her arguments. If, at this meeting, the Board again calls for a recall election, by an absolute majority

vote, and readopts the resolution or parts thereof, then it must transmit to the Election Committee the motion and resolution within ten days.

b) By the membership: A petition calling for the recall of a particular elected official must contain the names, signatures and membership numbers of at least 200 members in good standing of GNYM. One of the signers of the petition must notify the Board and the Ombudsman of the existence of the petition, and submit it to the Election Committee, which must validate it within three weeks.

c) If the Election Committee receives either a formal request for a recall election from the Board, or a valid and legally acceptable petition for recall, it must contact the named official to solicit a formal response. It must then announce, in the next possible issue of the official GNYM newsletter, an election to determine whether or not the named official will be removed from office. This announcement shall include: the election rules; deadlines; either the Board's recall motion and resolution or the membership petition for recall; and the official's response, if any. The ballots shall be published in the issue of the newsletter which follows thereafter and shall take the form: "Shall (official's name) be recalled from the position of (official's position)?".

d) The Election Committee has the final authority and responsibility to rule on the acceptability of all materials regarding the recall election to appear in the official GNYM newsletter, and shall endeavor to ensure fair representation of both sides.

e) No official shall use or allow to be used any funds or other assets of GNYM for partisan purposes in this election.

f) The named official has the right to be present, or to be represented by a member in good standing of GNYM, at the counting of the ballots. An absolute majority of the valid ballots cast shall carry the question.

ARTICLE VII: RATIFICATION AND AMENDMENT OF BYLAWS

1) Amendments to the bylaws are in effect only upon approval by the AMC and the membership of GNYM.

2) Proposed amendments must identify Articles and Sections to be affected, and must include new or replacement text where applicable. Proposed amendments may be made by the Board or the membership, as follows:

a) By the Board: The Board must pass proposed amendments by a two thirds majority vote. The Board shall then submit the proposed amendments to the national Bylaws Committee for approval to ballot.

b) By the membership: A petition containing the specific amendments being proposed must be submitted to the Election Committee and the Board. The petition must contain the names, signatures and membership numbers of at least 200 GNYM members in good standing at the time of submission. Within three weeks, the Election Committee must validate the signatures and notify the Board of their findings. Within one week of being notified that the petition is valid, the Board must forward it to the national ByLaws Committee for approval to ballot.

3) As soon as possible after the national ByLaws Committee has approved the proposed amendments, the Board must notify the Election Committee. The Election Committee must then submit the amendments, the existing text of any Articles and

Sections affected by the amendments, the election rules and the ballot for publication in the next possible issue of the official GNYM newsletter. The ballot must provide for the approval or disapproval of individual amendments. The ballot may also provide for the approval or disapproval of the entire set of amendments.

4) Members shall have 90 days from the date of publication of the ballots to return them to the Election Committee.

5) The Election Committee must validate and tabulate the ballots. An absolute majority of the ballots cast is necessary for approval. The Election Committee shall report the results to the Board within two weeks of the deadline for the receipt of the ballots. Any approved amendments are then to be sent to the National ByLaws Committee for final approval. The ByLaws Committee will then notify GNYM of the effective date of the bylaws as amended. The results must be published in the next possible issue of the official GNYM newsletter. If any of the proposed amendments have been approved, a complete set of the bylaws as amended will be published in the same issue.

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