

## Overview of the Proposed Changes to OC Mensa's Bylaws

Greg De Hoogh, *Bylaws Chair*

The OCM Board of Directors is proposing to amend the OCM Bylaws. These amendments include four major changes:

- A. **Restructure the Board of Directors** to eliminate the Second Vice President and Parliamentarian positions and create up to four optional Director-at-Large positions to be appointed at the discretion of the other board members. Having two VPs made sense when OCM began and there were many committees to oversee and no email to allow easy communication with their chairs. Now that we have email and fewer committees, a second VP is superfluous. The Parliamentarian/Past President position is also a vestige of the past. When we had a large turnover in board members from year to year, it made sense to keep the out-going president on the board as a Past President for continuity. Now that we have very low turnover in board membership, keeping the Past President on is less of a concern. The value of the optional Director-at-Large positions is they will give us space for additional board members if there are volunteers available, but we won't be left with open positions if there aren't.
- B. **Combine the Nominating and Election Committees into a single committee**, to be called the Election Committee. With fewer volunteers available to fill these committees, plus the fact that we rarely have elections for board officers anymore, it makes sense to combine the two committees.
- C. **Reduce the required frequency of Open Houses from every other month to quarterly**. While we will endeavor to have Open Houses as often as we can, the number of people willing to host them keeps going down.
- D. **Reduce the required publication frequency of the *Oracle* from monthly to quarterly**. We do not plan to immediately implement this change if the amendment passes, but we feel we need the option for the future. It's become very difficult to get someone to spend the time required to edit a monthly edition of the *Oracle*, and producing a printed version for those who request it is by far our single greatest expense.

Additional, lesser changes include things such as changing the terms of most of the appointed officers (e.g., the Bylaws Chair) to end at the first board meeting of a new term, rather than at the beginning of the term on April 1. With the current bylaws, we're left with no one officially in most of those offices until the board has its first meeting. Finally, there are a number of items in the proposed changes covering things mandated by the national Minimum Standard Bylaws (MSB). These items are, in fact, officially in effect even though they aren't in our bylaws yet, but we're not allowed to add them to the bylaws until you vote to approve them. (If that doesn't quite make sense to you, you're not alone.)

You'll get to vote on these amendments in March. Our plan is to present them as three proposed amendments:

1. (A) The restructuring of the board, (B) the combination of the Nominating and Election Committees, all the lesser changes, and all the changes mandated by the MSB.
2. (C) The change in required frequency of Open Houses.
3. (D) The change in required publication frequency of the Oracle.

The reason for doing it this way is because the board restructuring and the merger of the committees results in a major rewriting of two of the bylaws articles, and this is also where the majority of the lesser and many of the MSB-mandated changes are located. Therefore, breaking these things into pieces isn't feasible. On the other hand, the changes in Open House and Oracle publication frequency require only minor changes in wording. Also, because the first item includes the MSB-mandated changes, if that item fails to pass, the other two items will automatically fail, regardless of the vote outcome on those two items. This is because the MSB-mandated changes must be approved in order for the National Bylaws Committee to give final approval to our bylaws changes.

The text of the proposed revisions follows on pages 15 - 21.

For reference, the current bylaws may be found at [https://ocmensa.org/wp-content/uploads/OCM\\_Bylaws\\_20180901.pdf](https://ocmensa.org/wp-content/uploads/OCM_Bylaws_20180901.pdf)

If you have any questions, please feel free to contact Greg De Hoogh at [gdehoogh42@gmail.com](mailto:gdehoogh42@gmail.com) or 949-362-5529.

**The membership will be asked to vote on the proposed revisions in March, 2025.**

## **Text of OC Mensa Proposed Bylaws Changes**

### **Proposed Amendment #1:**

**The restructuring of the board, the combination of the Nominating and Election Committees, all the lesser changes, and all the changes mandated by the MSB.**

#### **Article III – Membership**

The MSB mandates the use of “Ombudsperson” instead of “Ombudsman” everywhere in the Bylaws. It also requires the addition of the Regional Ombudsperson’s surrogate to the list of those who may participate in the business affairs of OCM.

Change the third sentence of paragraph III.C from

*The National Ombudsman, his/her surrogate, the Regional Ombudsman, and members of the AMC may participate in the business affairs of OC Mensa in the discharge of their official duties.*

to

*The National Ombudsperson, his/her surrogate, the Regional Ombudsperson, his/her surrogate, and members of the AMC may participate in the business affairs of OC Mensa in the discharge of their official duties.*

#### **Article V – Officers**

This includes the restructuring of the Board. It also includes the change in the terms of office for most of the appointed officer positions. Additionally, there are a few minor changes to the required duties of the Board Officers plus a number of changes mandated by the MSB.

Replace this article in its entirety with the following:

##### **ARTICLE V — Officers**

V.A *An officer is any person whose position is specified in these Bylaws or who is appointed by the Board, or a member thereof, to a position with a title and specific responsibilities. All officers must be current members in good standing of AML.*

##### **V.B Board Officers**

V.B.1 *The Board Officers of the OC Mensa Board of Directors shall be: President, Vice President, Treasurer, Secretary, Communications Officer, and up to four Directors-at-Large. The Board Officers must be members in good standing of OC Mensa.*

##### **V.B.2 Miscellaneous Provisions**

V.B.2.a *The President, Vice President, Treasurer, Secretary, and Communications Officer shall be elected by direct vote of the members of OC Mensa. The Directors-at-Large shall be appointed by majority vote of the Board Officers.*

V.B.2.b *During the inability, refusal to perform, or absence of any Board Officer of OC Mensa, the President may appoint another Board Officer to temporarily assume those duties, but the replacing officer shall have no power to cast the vote of the replaced officer.*

V.B.2.c *No person may hold more than one voting position on the Board simultaneously.*

V.B.2.d *Each person serving on the Board shall have one vote in matters before the Board, regardless of the duties being performed.*

V.B.2.e *All Board Officers are eligible for appointment to all non-Board offices, except where specifically precluded elsewhere in these Bylaws.*

V.B.2.f *Vacancies in office where succession is not otherwise provided for in these Bylaws shall be filled by majority vote by the Board. The replacement for an elected officer is considered to be an elected officer.*

##### **V.B.3 Terms of office**

V.B.3.a *The term of office for all member-elected Board Officers shall begin April 1 following their election. The term of office for the Directors-at-Large and those appointed to fill vacancies on the Board shall begin at the time they are appointed. The term of office for all Board Officers shall end on the March 31 following their elections or appointments, or upon their resignation, removal from office, or succession to higher office.*

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*V.B.4 Removal of Board Officers*

- V.B.4.a Board Officers may be removed from office for cause by a 2/3 vote of all other members of the Board or by a recall election. A recall election may be called by a petition citing the reason for such action, signed by at least 10% of the membership of OC Mensa as listed on the most recent membership roster provided by AML, and presented at a regular or special meeting of the Board. A recall election must be held within 60 days of presentation of a petition to recall. The election procedures in Article VI shall be used.*
- V.B.4.b Any Board Officer may be removed from office for two unexcused absences at Board meetings within the same term, by a majority vote of the remaining members. A majority of the remaining members may excuse an absence.*

*V.B.5 Duties of Board Officers*

*V.B.5.a President*

- V.B.5.a.1 Shall be the chief executive officer of OC Mensa and shall chair Board meetings.*
- V.B.5.a.2 Shall be the chief point of contact between AML and OC Mensa and shall pass information from and to both groups in a timely manner.*
- V.B.5.a.3 Shall be the official voice of OC Mensa in its interactions with groups or individuals outside OC Mensa.*
- V.B.5.a.4 Shall seek candidates for all appointed offices as needed.*
- V.B.5.a.5 Shall be responsible for the official correspondence of OC Mensa.*
- V.B.5.a.6 Shall notify AML (through the National Office) and the Regional Vice Chair for the local group of the results of each election, or of changes in officers, within two weeks of each election or change.*
- V.B.5.a.7 Shall comply with all requirements and procedures of the AMC and/or AML.*

*V.B.5.b Vice President.*

- V.B.5.b.1 Shall assist the President as required.*
- V.B.5.b.2 Shall assume the duties of the President in that person's absence.*
- V.B.5.b.3 Shall immediately and automatically become President in the event that office becomes vacant. However, if s/he declines to serve as President, the Board may elect any one of the current Board Officers to serve as President instead.*
- V.B.5.b.4 Shall be liaison to those committees and appointed offices designated by the Board.*

*V.B.5.c Treasurer*

- V.B.5.c.1 Shall be responsible for the collection, custody, and accounting of all of OC Mensa's funds.*
- V.B.5.c.2 Shall render financial statements to the Board at each regularly scheduled Board meeting and shall render a semi-annual financial statement to the Board and general membership. The Treasurer shall submit the semi-annual statements to the Editor by the deadlines for the November and May issues of the newsletter. The November statement shall reflect financial activities for the six months ending September 30 and the financial position of OC Mensa on September 30. The May statement (prepared by the Treasurer whose term ends the preceding March 31) shall reflect the six and 12 months ending March 31 and the financial position of OC Mensa on March 31. All published financial statements shall contain schedules of income, expenses, and balances for all funds under control of OC Mensa, including RG and/or AG, scholarship and other special funds. The Treasurer must also submit a financial report covering the full year to AML no later than April 30.*
- V.B.5.c.3 Shall provide the President or the President's designee (who must be a voting Board Officer other than the Treasurer) with statements at least every three months. The statements shall be those issued by every institution with which OC Mensa's funds are deposited. All accounts shall be separate accounts in the name of the group, and shall have more than one signatory so that funds can be accessed in the temporary absence of the Treasurer, who shall be one of the signatories.*
- V.B.5.c.4 Shall make disbursements as directed by the Board.*

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## Orange County Mensa **Oracle**

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V.B.5.c.5 *Shall be responsible for maintaining an up-to-date inventory, including serial numbers, acquisition date, and cost of the fixed assets of OC Mensa.*

V.B.5.c.6 *Shall, if necessary, assist the Editor or Communications Officer with the preparation and submission of any postal forms that may be required.*

### V.B.5.d *Secretary*

V.B.5.d.1 *Shall maintain all records and Standing Orders of OC Mensa except those specifically assigned to another officer by these Bylaws or by the Board.*

V.B.5.d.2 *Shall take and maintain the minutes of all Board meetings and provide the Editor with a summary of such minutes, in time for publication in the next newsletter. Such summary (“mini-minutes”) shall include any corrections affecting any previously published mini-minutes, all motions voted on and the results thereof, and the Treasurer’s report on cash received and disbursed, and ending balance.*

### V.B.5.e *Communications Officer*

V.B.5.e.1 *Shall coordinate the activities of the Editor, Webmaster, and any other positions created for the printed and electronic dissemination of news and general information to the OC Mensa membership.*

V.B.5.e.2 *Shall be responsible for liaison with the U.S. Postal Service and shall ensure compliance with all postal regulations and maintenance of OC Mensa’s mailing permit.*

### V.B.5.f *Directors-at-Large*

V.B.5.f.1 *Shall be responsible for duties assigned by the Board.*

## V.C *Non-Board Officers*

V.C.1 *All Officers who are not voting members of the Board shall be considered Non-Board Officers.*

V.C.2 *All Non-Board Officers are appointed by a majority vote of the Board. At the Board’s discretion, and except where precluded elsewhere in these Bylaws, it may delegate the responsibility for appointing Non-Board Officers to the President. The Board may also, at its discretion, delegate the appointment of committee members to the chair of a committee.*

V.C.3 *The term of office for all Non-Board Officers begins at the time they are appointed, and expires at the first meeting of the Board on or after April 1, unless stated otherwise in these Bylaws.*

V.C.4 *Non-Board Officers may be removed from office by a majority vote of the Board, unless otherwise stated in these Bylaws. No Board Officer may vote on a motion to remove her/himself from a Non-Board Officer position. A committee member appointed by a committee chair may also be removed by the chair of that committee.*

### V.C.5 *Duties of Non-Board Officers and Committees*

#### V.C.5.a *Editor*

V.C.5.a.1 *Shall be responsible for publication of the newsletter.*

V.C.5.a.2 *Shall have general editorial control of the newsletter; however, the Board shall retain the right to compel the Editor to include items it deems necessary.*

V.C.5.a.3 *Must publish the “Mini-Minutes” of the Board meetings submitted by the Secretary.*

V.C.5.a.4 *Must publish all official submissions by the Treasurer.*

V.C.5.a.5 *Must publish results of any OC Mensa election, including number of votes for each candidate or issue, as submitted by the Election Committee Chair.*

V.C.5.a.6 *Must publish all official submissions from the National, Regional, and OC Mensa Ombudspersons or their designees. These official submissions (marked “for publication” and relating to the Ombudsperson’s official duties) shall be given the highest practicable priority for publication.*

V.C.5.a.7 *Must publish newsletter items as specified elsewhere in these Bylaws.*

V.C.5.a.8 *Shall be responsible for all OC Mensa-owned equipment and software used in the production and distribution of the newsletter.*

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- V.C.5.b *Webmaster*
- V.C.5.b.1 *Shall be responsible for the design and maintenance of OC Mensa's website. OC Mensa retains ownership of this website, its design, and its contents.*
  - V.C.5.b.2 *Shall be responsible for the maintenance of OC Mensa's domain name registration, and official OC Mensa member email addresses and/or email forwarding.*
- V.C.5.c *Ombudsperson*
- V.C.5.c.1 *Shall be appointed by a majority vote of the Board. The term of office shall begin on May 1 and end on April 30.*
  - V.C.5.c.2 *Shall pursue local resolution of disputes and perform such other duties as may be required of all local group ombudspersons by AML.*
  - V.C.5.c.3 *Upon request by the Ombudsperson, the President or Secretary shall give the Ombudsperson copies of the agenda, complete minutes, and everything else circulated to members of the Board. The Ombudsperson shall have the same right to address the Board as any Board Officer.*
  - V.C.5.c.4 *Shall cooperate with the National and Regional Ombudspersons, shall accept matters from the National and Regional Ombudspersons that relate to OC Mensa, and shall refer to the National or Regional Ombudsperson such matters that relate to other than the local group.*
  - V.C.5.c.5 *Shall be given any material concerning any matter received for review and decision. It is the duty of all members of OC Mensa to cooperate with the Ombudsperson, as it is the right of each member to request the services of the Ombudsperson.*
- V.C.5.d *Financial Review Committee*
- V.C.5.d.1 *Shall review the books and records of the group at the beginning of each term, and report the results of that review to the Board in a timely manner. No one may serve on the Committee who was involved in the disbursement or collection of money during the review period. The review shall include viewing original statements from all institutions where the group's funds are or have been deposited. The Committee shall also review the books and records for other functions of OC Mensa upon request by a simple majority of the Board.*
- V.C.5.e *Regional Gathering Committee*
- V.C.5.e.1 *The Board may create a Regional Gathering Committee which shall be responsible for forming and operating the next Regional Gathering. The term of office of this Committee shall expire when the Regional Gathering committee submits its final report to the Board, and such report shall be submitted within 90 calendar days following the completion of the Regional Gathering for which it was responsible.*
- V.C.6 *Additional permanent and temporary committees may be established by a simple majority of the Board of Directors.*
- V.C.7 *The Board may appoint one of its members to attend and participate in any OC Mensa committee meetings, with the exception of the Election Committee.*
- V.D *All out-going officers, elected and appointed, shall turn over all files; equipment; computer applications, along with associated user IDs and passwords; and materials pertaining to their offices to either their successor(s), to the current President, or to another member of the Board, within 10 days of their successors' assuming office. The sole exception to this rule is that the Ombudsperson may, at her/his discretion, redact false, misleading, or otherwise unusually sensitive materials before turning records over.*

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**Article VI – Elections**

This includes the merger of the Nominating and Election Committees, with a restructuring of the article necessitated by this merger. It also includes a few changes mandated by the MSB.

Replace this article in its entirety with the following:

**ARTICLE VI — Elections**

*VI A Election Schedules*

*VI.A.1 General elections for Board Officers shall be held annually in March.*

*VI.A.2 Recall and bylaws special elections may be held during any month.*

*VI.B Election Committee.*

*VI.B.1 The Election Committee shall consist of at least 3 members of OC Mensa who are not Board Officers or the Ombudsperson. In the case of a general election, the Election Committee members also may not be candidates for office. The Election Committee shall conduct the election in accordance with these Bylaws.*

*VI.B.2 The term of office for the Election Committee is specific to the election it is appointed to conduct. In the case of a general election, the term is from November 1 to April 30. In the case of a bylaws special election, it is from three months before the month in which the election is held until one month after the deadline for voting in the election. In the case of a recall special election, it is from the time of appointment until one month after the deadline for voting in the election.*

*VI.B.3 The Election Committee has the sole responsibility for creating, distributing, receiving and counting ballots in accordance with these Bylaws, and certifying the results of the election. In the case of a general election, the ballot shall not be released by the Election Committee until it has reviewed and approved it for compliance with these Bylaws, with any disagreement to be decided by the Ombudsperson. The time and location of ballot counting must be published in the issue of the newsletter that covers the month during which the election occurs, and shall be open to all members of OC Mensa.*

*VI.B.4 The Election Committee is responsible for ensuring the privilege of secret ballots. If a voter fails to follow the rules for submitting ballots in such a way as to compromise the confidentiality of their ballot, but the ballot is otherwise acceptable, the ballot shall be accepted and the voter shall be deemed to have waived confidentiality.*

*VI.B.5 The Election Committee shall ensure that all persons casting ballots are members of OC Mensa and that no member casts more than one ballot.*

*VI.B.6 In the case of general elections, it is the responsibility of the Election Committee Chair to solicit candidates' statements and to transmit such statements to the Editor in time for publication, and to verify, prior to printing, that the statements are published in accordance with these Bylaws. Such statements shall be delivered to the Chair of the Election Committee by each candidate in accordance with established deadlines.*

*VI.C Nominations – General Elections*

*VI.C.1 The Election Committee shall receive and verify nominating petitions from the general membership and verify that all candidates are willing and qualified in accordance with these Bylaws to hold office. The Election Committee may nominate, by a majority vote of its members, one or more candidates for each office. The Election Committee shall deliver the names of both the petition and committee-nominated nominees to the Editor in time for publication in the March issue of the newsletter.*

*VI.C.2 Nominations for President, Vice President, Secretary, Treasurer, and Communications Officer shall close on the last Wednesday of January of each year.*

*VI.C.3 The December issue of the newsletter shall contain a notice advising the general membership of the nominating procedures set forth in these Bylaws, the names of all members of the Election Committee, and the guidelines for the candidates' statements allowed by these Bylaws.*

*VI.C.4 Nominating petitions must be in writing over the signatures of not fewer than 15 members of OC Mensa.*

*VI.C.5 No individual may run for more than one office at a time.*

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VI.D Election Procedures.

VI.D.1 Unopposed Candidates – General Elections

VI.D.1.a *In the event that only one person is nominated for a given position, and therefore has no opponent, that person shall be considered elected to the position at the end of the nominating period, and shall not appear on the ballot.*

VI.D.1.b *In the event that none of the people nominated has an opponent, and therefore all are considered elected at the end of the nominating period, no election will be held unless there is the need to vote on changes to these Bylaws.*

VI.D.2 Editor's Responsibilities.

VI.D.2.a *For general elections, the Editor shall provide reasonable and equal space in the March issue of the newsletter for unedited campaign statements by all nominated candidates as received from the Election Committee Chair. The Editor must publish guidelines for candidates' statements in the December issue of the newsletter. All statements must be printed in the same size and style of type.*

VI.D.2.b *When ballots are to be a part of the newsletter, the Editor must publish the ballot as submitted by the Election Committee Chair.*

VI.D.3 Balloting Procedures.

VI.D.3.a *Voting may be done either by paper ballots or via a combination of both an electronic voting system and paper ballots. Paper ballots must be provided to all members who have requested distribution of the newsletter via postal mail. Paper ballots and access to an electronic voting system, if used, must be provided to the general membership by the first day of the month during which an election is held.*

VI.D.3.b *Instructions for return of ballots, the allowed methods of voting, and the deadline for receipt of ballots must be included with all ballots, both paper and electronic.*

VI.D.3.c *In the case of a general election, the deadline for voting shall be the last Friday of March which falls before March 30. In the case of a recall or bylaws special election, the deadline for voting shall be the last day of the month during which the election is held. In order to be counted, all paper ballots must be received by the Election Committee no later than the deadline date. The Election Committee shall specify, on the ballot, the rules for returning ballots. All electronic votes must be cast by 11:59 p.m. on the deadline date.*

VI.D.3.d *Proxy voting shall not be allowed.*

VI.D.3.e *For general elections, all candidates shall be listed on the ballots by office, in alphabetical order by last name.*

VI.D.3.f *Write-in votes shall not be allowed.*

VI.D.3.g *All challenges to elections must be made in writing within 15 days of the vote-counting and shall be decided by the Election Committee.*

VI.D.4 Election results.

VI.D.4.a *For general elections, a plurality of votes cast for each office shall constitute election. In the case of a tie, the Election Committee chair shall determine the winner using a coin toss.*

VI.D.4.b *The Election Committee shall provide the Board of Directors with the certified election results not later than March 31 in the case of a general election or seven days after the deadline for voting in the case of a recall or bylaws special election.*

**Article IX – Meetings**

IX.A.5 – Add a second sentence (mandated by MSB).

*All meetings of the OC Mensa Board of Directors shall be open to all members of the organization. If a meeting is held remotely, all requirements to attend remotely must be communicated to the membership at least 48 hours in advance.*

IX.A.7 – Delete the second sentence, since we will no longer have a Parliamentarian position on the Board.

*Unless otherwise specified in these Bylaws, Robert's Rules of Order shall be the governing procedure for the conduct of all meetings. ~~The Parliamentarian shall determine which edition shall be used.~~*

*Continued on next page.*

**Article X – Amendments**

Mandated changes.

Change paragraph X.C from

*After approval is obtained from the AMC, proposed bylaws changes shall be published in the newsletter a minimum of 90 days prior to the deadline for receipt of ballots.*

to

*After approval is obtained from the National Bylaws Committee, proposed bylaws changes shall be published in the newsletter a minimum of 90 days prior to the deadline for receipt of ballots.*

Change paragraph X.D.2 from

*X.D.2 The Election Committee Chair shall submit the results to the Editor by the next newsletter deadline after vote-counting. The Editor shall publish the results in that issue. The President shall, within two weeks after vote-counting, file the amended Bylaws with AML. The Bylaws as amended shall take effect on the date stated by the Bylaws Committee of AML.*

to

*X.D.2 The Election Committee Chair shall submit the results to the Editor by the next newsletter deadline after vote-counting, and the Editor shall publish the results in that issue.*

*X.D.3 If a 2/3 vote in favor is achieved, the bylaws as passed by the membership shall be filed with the National Bylaws Committee within two weeks of the vote-counting to obtain final approval of the bylaws as amended. The National Bylaws Committee will tell OC Mensa the effective date of same.*

**Proposed Amendment #2:**

**The change in the required frequency of Open Houses.**

**Article IX - Meetings**

Change paragraph IX.B from

*Regular meetings of the OC Mensa membership shall be held. Such meetings may be open houses or other events (but not Board meetings) as adopted by majority vote of the Board, and shall be held at least once every other month.*

to

*Regular meetings of the OC Mensa membership shall be held. Such meetings may be open houses or other events (but not Board meetings) as adopted by majority vote of the Board, and shall be held at least once every three months.*

**Proposed Amendment #3:**

**The change in required publication frequency of the Oracle.**

**Article VII - Publication**

VII.A – Change the first sentence from

*OC Mensa shall have an official printed monthly publication.*

to

*OC Mensa shall have an official printed publication, published at least quarterly.*