

Orange County Mensa Bylaws

Effective 3/31/2025

ARTICLE I — General

- I.A The name of this organization shall be Orange County Mensa (“OC Mensa”).
- I.B OC Mensa is a not-for-profit local group of American Mensa, Ltd. (“AML”) and is subject to the Constitution of Mensa, the Bylaws of AML, and the resolutions adopted by the American Mensa Committee (“AMC”).
- I.C American Mensa, Ltd. has granted a royalty free, nonexclusive license to OC Mensa 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 OC Mensa. American Mensa Ltd. retains full ownership of the mark and logo and all statutory and common law rights in the mark and logo.
- I.D 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.
- I.E Conflict of interest rules stated in the Bylaws of American Mensa for the AMC shall also be applicable to OC Mensa and the members of the OC Mensa Board of Directors (Board).
- I.F All dates and times used in these Bylaws are Pacific Time.

ARTICLE II — Purpose

- II.A The purpose of OC Mensa is to encourage social contacts among and mental enrichment of its members.

ARTICLE III — Membership

- III.A Membership in OC Mensa shall be open to all members of AML in good standing in the geographic area assigned to OC Mensa by the AMC, or as otherwise assigned by AML.
- III.B All members of OC Mensa shall enjoy equal rights and privileges within this organization.
- III.C All Mensa members in good standing are welcome to participate in the social activities of this organization at the discretion of the host or hostess. Mensa members in good standing who are not also members of OC Mensa may participate in the business affairs of OC Mensa at the invitation of the Board of Directors of OC Mensa. 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. Otherwise, only members of OC Mensa may vote, hold office in OC Mensa, or participate in its business affairs.

ARTICLE IV — Board of Directors

- IV.A The Board shall be responsible for the management of all affairs of OC Mensa, authorize expenditures of the organization’s funds, and perform other such acts consistent with these Bylaws.
- IV.B The Board shall consist of Officers of OC Mensa as enumerated in Article V.B.1.
- IV.C Financial aspects
 - IV.C.1 The Board may not perform any acts that would obligate OC Mensa in excess of the balance of the treasury or \$2,500, whichever is less, without first announcing their intention to do so to the general membership.
 - IV.C.1.a Any such proposed expenditure shall be announced in the issue of the newsletter that contains announcement of the Board meeting at which such proposal is to be brought to a vote. Such announcement shall be in addition to any mention of such proposal in the published minutes of Board meetings.
 - IV.C.1.b An announcement as described above is not required for expenditures of a Regional Gathering or Annual Gathering, providing such expenditures are within a budget which was previously approved by the Board.
 - IV.C.2 OC Mensa shall comply with federal financial reporting requirements.
- IV.D The Board may from time to time adopt Standing Orders establishing general rules and policies. Standing Orders may not violate these Bylaws or the Minimum Standard Bylaws for Local Groups of AML, shall require a simple majority vote of the Board for enactment, and shall remain in effect until modified by later Board action.

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.

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.
- 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.

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.

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.

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 VII — Publication

- VII.A OC Mensa shall have an official printed publication, published at least quarterly. Its purpose shall be to serve the membership of OC Mensa through the dissemination of information and news about the organization and other items of general interest. A calendar of all OC Mensa events shall be included in each issue. The Board is the publisher of this publication. If an electronic version of the newsletter is created, OC Mensa shall observe the preferences of members regarding how their newsletters are to be delivered (electronically or printed), as filed with AML. The Board may, at its discretion, send printed copies of the newsletter in addition to the electronic version to members who would otherwise get only the electronic version.
- VII.B OC Mensa shall observe the preferences of members for data suppression and publications, as filed with AML, when publishing a local group roster or membership directory/register.

ARTICLE VIII — Website

VIII.A The Board may maintain an official website and/or other electronic presence on the Web. Its purpose shall be to serve the membership of OC Mensa through the dissemination of information and news about the organization and other items of general interest.

VIII.B The Board shall have full authority over the content of the website and any other official Web presence.

ARTICLE IX — Meetings

IX.A Board of Directors Meetings

IX.A.1 Any one or more Board Officers may participate in a Board meeting by means of telephone, on-line conference, or similar communications equipment that allows all persons participating in the meeting to communicate with each other aurally at the same time. Such participation shall constitute presence in person at the meeting.

IX.A.2 Regular meetings of the OC Mensa Board of Directors shall be held at least quarterly. The time and location and/or means of electronic access for these meetings shall be designated by the Board and notification sent to all members and the RVC via the organization's newsletter and website.

IX.A.3 Special meetings of the OC Mensa Board of Directors may be called at any time, either by the President or a majority of the organization's Board Officers. All Board Officers must be notified of these meetings, and remote participation by Board Officers using electronic means must be accommodated. Special meetings of the Board may also be called by a petition signed by at least 50 members of OC Mensa. The members of the local group and the RVC shall be notified of the special meeting, including means of electronic access, if practicable. The fully amended and approved minutes of such special meetings shall be reported in the newsletter. No business shall be conducted except that business for which the special meeting was called. All motions considered during these special meetings require the approval of a majority of all Board Officers, not just a majority of those participating, for approval.

IX.A.4 A majority of the Board of Directors shall constitute a quorum for the transaction of business.

IX.A.5 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.6 Each meeting agenda shall have open time during which members of OC Mensa may address the Board. Each member's address may be restricted to a reasonable time limit at the discretion of the meeting chairperson.

IX.A.7 Unless otherwise specified in these Bylaws, Robert's Rules of Order shall be the governing procedure for the conduct of all meetings.

IX.A.8 Unless otherwise specified in these Bylaws, a simple majority of those voting shall prevail on all questions.

IX.B 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.

ARTICLE X — Amendments

X.A Amendments to these Bylaws may be proposed by either the Board of Directors or by a petition signed by at least 50 members of OC Mensa. Those submitting the proposal have the option of specifying that a bylaws special election shall take place. If no such specification is made, the proposed bylaws amendment(s) shall be included in the next general election that occurs after all requirements specified herein are met.

X.B Any proposed changes to these Bylaws shall be submitted to, and approved for balloting by, the National Bylaws Committee prior to publication in the newsletter and subsequent balloting.

X.C 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.

X.D Voting Procedures.

X.D.1 Balloting shall be conducted in accordance with Article VI of these Bylaws. A 2/3 majority is required for passage of an amendment. If a bylaws special election is held, those submitting the proposal shall determine the date when the election is held, with the restriction that all requirements stated herein must be met before the election may take place.

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.