

PREAMBLE: The currently effective Bylaws of New Orleans Mensa are hereby repealed entirely and are replaced with the Bylaws written below.

ARTICLE I: Name and Symbols

- 1) The name of this organization shall be: New Orleans Mensa, hereinafter referred to as "NOM."
- 2) NOM is a local group of American Mensa, Limited (hereinafter referred to as "AML"), and is therefore subject to the Constitution of Mensa, the Bylaws of AML, and the resolutions adopted by the American Mensa Committee (hereinafter referred to as "AMC").
- 3) American Mensa, Ltd. (AML) has granted a royalty free non-exclusive license to NOM for the use of the mark "Mensa" and a logotype, consisting of a globe over a stylized "M" within a border, in connection with the non-commercial uses of NOM. AML retains full ownership of the mark and logotype and all statutory and common law rights in the mark and logotype.

ARTICLE II: Membership and Participation

- 1) Membership in NOM is open to all members in good standing of AML residing in the geographic areas assigned to NOM by AMC, or as otherwise assigned by AML.
- 2) AML members who are not members of NOM are welcome to participate in the social activities of NOM, with the agreement of the hosts of those activities.
- 3) No one who is not a member in good standing of NOM may participate in business meetings of NOM or the NOM EXCOM unless he is:
 - a) The National Ombudsman of AML, or his surrogate, discharging the duties of his office, or
 - b) A member of AMC discharging the duties of his office, or
 - c) Invited to do so by the NOM Executive Committee.
- 4) Voting in any business meeting of NOM is limited to members in good standing of NOM.
- 5) Membership in NOM shall be determined by reference to the most recent available membership roster issued by AML.

- 6) Any publication of a roster of its members by NOM shall comply with the preferences of those members, as stated on forms on file with AML, with regard to the release of information about them.

ARTICLE III: Officers and their Duties

- 1) All officers of NOM and all appointed position holders of NOM must at all times remain members in good standing of AML and of NOM. Failure to maintain this requirement will be deemed resignation from office or appointed position.
- 2) The governing body of NOM shall be the Executive Committee, hereinafter referred to as "EXCOM," which shall consist of the five officers of NOM: Local Secretary (hereinafter "LOC SEC"), Assistant Local Secretary (hereinafter "ALS"), Secretary, Treasurer, and Editor. Each of the five named officers, and only those officers, has one vote when conducting EXCOM business.
- 3) Any officer of NOM who, without providing a reason which is acceptable to a majority of the remaining officers of NOM, fails to attend three consecutive business meetings of NOM, or three consecutive business meetings of the EXCOM, shall be considered to have resigned his office.
- 4) No person may hold more than one EXCOM office at a time.
- 5) Starting with the terms of office which begin 01 January 2006, the normal terms of office of EXCOM members shall be two calendar years, from 01 January through 31 December of the second year, inclusive. Appointment to a non-elective position in NOM terminates at the expiration of the term of the appointing officer.
 - a) If the duties of an appointive position require the appointee to remain in his position past the end of the term of his appointing officer, the appointee will continue to serve at the pleasure of successor in office of the appointing officer.
- 6) LOC SEC, ALS, Secretary, and Treasurer shall be elective offices. The Editor shall be appointed to, or removed from, office by the LOC SEC with the agreement of a majority of the other elected officers.
- 7) The LOC SEC shall be the chief executive officer of NOM.
 - a) He will be the liaison and conduit of information between NOM and AML and other local groups of AML.
 - b) He will preside over meetings of NOM and the EXCOM.
 - c) He will appoint any required hosts for meetings and activities of NOM.

- d) The LOC SEC is charged with being the chief point of contact between AML and the local group. By agreeing to be LOC SEC, the LOC SEC agrees to pass along information to and from the group in a timely fashion. He is charged with notifying, within two weeks of the event, AML (through the national office) and the Regional Vice Chairman for the local group of the results of elections and of changes in the officers of the local group.
- 8) The ALS shall assist the LOC SEC, preside over meetings of NOM or the EXCOM in the absence of the LOC SEC, and shall automatically succeed to the position of LOC SEC if that office becomes vacant.
- 9) The Secretary shall keep the minutes and other records, except financial records, of EXCOM meetings and business meetings of NOM.
- 10) The Treasurer shall be responsible for the money and financial records of NOM.
 - a) NOM shall keep its accounts by calendar year.
 - b) The Treasurer will maintain an account for NOM, specifically in the name of "New Orleans Mensa," in a federally insured bank, or similar institution.
 - 1) The Treasurer will have primary signature authority over this account and the LOC SEC will have secondary signature authority.
 - c) The Treasurer will deposit all income of NOM into the NOM account and pay all expenses of NOM from this account. No petty cash will be kept. This shall not prevent the maintenance of normal office supplies by any officer, including postage stamps, as his regular duties require.
 - d) The Treasurer will pay the bills of NOM and save the receipts, including those of the newsletter.
 - e) The Treasurer will offer the original bank statements of the NOM account to the LOC SEC for his examination no less often than quarterly.
 - f) No less often than semi-annually, the Treasurer will publish reports in the NOM newsletter which contain the details of the income, expenses, and bank balance of NOM. If there is a special major project [see Part I), below], the financial report of that project will be included in the general report.
 - g) In January of each year, the Treasurer will present the original financial records of NOM to the EXCOM for review. The EXCOM member or members who conduct the review must not have been involved with either collecting money into or paying money from any NOM account.

- h) The Treasurer will maintain an inventory of the property of NOM.
 - i) In January of each year, the Treasurer will submit a proposed annual budget to the EXCOM, which will debate the matter and publish a final annual budget for NOM.
 - j) The Treasurer shall prepare and submit any required tax forms.
 - k) Unexpected expenses of an emergency nature may be paid by the Treasurer on his own authority, but must be reported immediately to the entire EXCOM. If there is time to obtain EXCOM approval before paying an unbudgeted expense, the emergency authority does not apply to the situation.
 - l) The organizers of a special major non-recurring project (such as, but not limited to, a Regional Gathering or an Annual Gathering) sponsored by NOM through approval of the EXCOM may maintain their own separate financial accounts for the duration of the project. These accounts will be maintained to the standards prescribed for NOM, including the required periodic reports. Within 90 days of the end of a special project, the final account of its finances will be submitted to the EXCOM and its bank accounts will be closed and the money therein will be deposited in the main NOM bank account.
- 11) The Editor shall:
- a) Publish to the entire NOM membership the NOM periodic newsletter, which is at present titled **La Plume de NOM**. This title may be changed by a simple majority vote of the general membership of NOM.
 - b) Publish to the entire NOM membership notices of business meetings and programs, required Treasurer's reports, the annual NOM budget, minutes of NOM and EXCOM business meetings, proposed bylaw amendments approved by the AMC, nominations for election to office, ballots, and election results. The Editor may use the newsletter for this purpose or may use separate mailings for specific events. Electronic publication may be used for most notification if the intended recipient has given his prior written agreement to electronic notification. However, election ballots must be physically mailed to the intended recipients.
 - c) Subject to the requirements of these Bylaws, the Editor is in complete charge of the content of the newsletter, with the one exception that the LOC SEC may use two pages of each issue as he sees fit, without censorship or editorial comment.

- d) The Editor shall prepare and submit any forms required by the Postal Service in connection with the publication of the newsletter.

12) The Executive Committee

- a) EXCOM members may solicit and accept assistance in the performance of their duties from any person, but remain individually fully responsible for those duties.
- b) A simple majority of the members of the EXCOM constitutes a quorum to transact business.
- c) A simple majority of a quorum is sufficient to approve a matter of business before the EXCOM. A tie vote shall not approve a matter.

13) Other Positions, NOM Property, and Vacancies in Office

- a) The LOC SEC shall, with the agreement of a majority of the full EXCOM, appoint an Ombudsman to act as the mediator of disputes within NOM. The Ombudsman also will be the designated arbitrator of NOM when NOM is requested by AML to provide one. The person so appointed may be removed from his position by a 2/3 majority vote of the full EXCOM.
- b) The LOC SEC may, with the agreement of a majority of the full EXCOM, appoint people to act for NOM as Test Coordinators, Special Event Directors, or in other ways. A person so appointed serves at the pleasure of the LOC SEC, and also may be removed from his position by a 2/3 majority vote of the full EXCOM.
- c) When vacating an office or position, an officer or appointed holder of a position shall turn over all property of NOM in his possession to his successor in office or position, or to the LOC SEC, within two weeks of vacating said office or position.
- d) Vacancies in office during the year will be filled by appointment by the LOC SEC with the agreement of a majority of the remaining members of the EXCOM. Such an appointee will serve the balance of the normal term of office as though elected to it.

ARTICLE IV: Meetings and Activities

- 1) Regular general business meetings of NOM or the EXCOM and other activities of NOM will be held as called by the LOC SEC or as required by these Bylaws.

- 2) There must be at least one regular general business meeting of the EXCOM in each calendar quarter.
 - a) Regular general business meetings of NOM and the EXCOM may consider all matters of business.
- 3) Special business meetings of NOM or the EXCOM may be called by:
 - a) The LOC SEC, or
 - b) By a majority of the EXCOM, or
 - c) By a petition to the EXCOM from at least 10% of the members in good standing of NOM.
 - d) A special business meeting called by petition must be held within 60 days of receipt of the petition by the EXCOM.
 - e) A special business meeting of NOM or the EXCOM may consider only that business for which the meeting is called.
- 4) Notices of meetings and activities of NOM will be published by the Editor.
- 5) Except as specifically provided below in the matter of nominations and elections to office and amendments to these Bylaws, there will be no absentee nor proxy voting at any business meeting of NOM or the EXCOM.

ARTICLE V: Nominations and Elections

- 1) Nominations for election to office will be made at a general membership meeting of NOM which shall be held in September.
- 2) Subject to Article V, Section 4), Part g) below, elections to office in NOM will be done at a general membership meeting of NOM which shall be held in November.
- 3) Nominations
 - a) A nomination may be made only by a member in good standing of NOM.
 - b) A nomination must receive a second from a member in good standing of NOM.
 - c) A nominee must agree to serve if elected.
 - d) A person may not be a nominee for more than one office at a time.

- e) Nominations, seconds, and agreements to serve may be made in person from the floor of the meeting or in writing to be entered into the minutes of the meeting. Nominations for all offices will remain open until the adjournment of the nominating meeting. If a nomination, second, or agreement to serve is made in writing, it is the responsibility of the writer to ensure all required papers are presented to the Secretary before the adjournment of the nominating meeting. No late nominations, seconds, or agreements to serve will be accepted.

4) Elections

- a) At the nominating meeting, the EXCOM will select a NOM member in good standing to be the Election Officer. The Election Officer may not be a member of the EXCOM, nor a candidate for election.
- b) The Election Officer will be responsible for the conduct of the election, including (in cooperation with the Editor) publishing the ballots and establishing and publishing absentee voting and ballot counting procedures. The absentee voting procedure will include a firm cutoff date after which absentee ballots will not be accepted, and this date can be no later than the adjournment of the election meeting, but enough time will be allowed in the original publication of ballots and procedures to account for known delays in mail service.
- c) There will be no proxy voting in any election of NOM.
- d) A plurality of the votes cast for each office shall constitute election.
- e) The Election Officer shall break any tie votes by means of a coin toss.
- f) The Election Officer will certify the election results to the EXCOM and will give the certified results to the Editor for publication to the membership of NOM.
- g) If there is only one nominee for election to an office, that nominee will be declared elected at the adjournment of the nominating meeting. No single candidate elections will be held.

5) Recall Elections

- a) Members of the EXCOM may be removed from office by recall election.
- b) A recall election will be held when:
 - 1) A petition signed by at least 10% of the members in good standing of NOM calls for it; and

- 2) This petition plainly names the person to be recalled from office and the reason for the recall; and
- 3) This petition is physically presented to the LOC SEC, or – if the subject of the recall is the LOC SEC – to the ALS.
- c) A recall election may be held as part of a regular general business meeting of NOM, or may be the sole business of a special business meeting called for the purpose, but must be held within 60 days of receipt of the petition calling for it.
- d) The notice to the membership of the recall election will be published by the Editor, unless he is the subject of the recall, in which case publication will be made by the Secretary.
- e) A recall election shall follow as nearly as possible the procedure established for a regular election to office, with the ALS substituting for the LOC SEC if the subject of the recall election is the LOC SEC.
- f) To pass, a recall must receive a majority of the votes cast. A tie vote fails to pass.

ARTICLE VI: Amendments to these Bylaws

- 1) Amendments to these Bylaws may be proposed
 - a) By a petition signed by 20 members in good standing of NOM; or
 - b) By a majority vote of the EXCOM.
- 2) Proposed amendments will be submitted to the AMC for its approval.
- 3) If approved by the AMC, proposed amendments will then be published to the membership of NOM by the Editor and an election shall be held to determine passage or failure.
- 4) The amendment election will be held no less than 90 days, nor more than 120 days, of receipt of AMC approval for the membership to vote on the proposed amendment.
- 5) Amendment elections will be conducted using as nearly as possible the procedure for a regular election to office.
- 6) An amendment election may be combined with a regular election for office, but a majority of the votes cast is required for passage of a Bylaw amendment. A tie

vote fails to pass.

- 7) If an amendment to these Bylaws passes in the local election, the amended Bylaw shall then be refiled with the Bylaws Committee of AMC. The Bylaws Committee will then notify NOM of the effective date of the amended Bylaw, and only then will the revision take effect.

ARTICLE VII: Parliamentary Procedure

- 1) In general, the LOC SEC will preside over meetings as he deems best, subject to other requirements of these Bylaws. However,
- 2) The latest available edition of **Robert's Rules of Order** may be invoked as a point of order by any member of the EXCOM at meetings of the EXCOM to settle procedural questions. Similarly, any member of NOM in good standing at a regular general business meeting or special business meeting of NOM may invoke **Robert's Rules of Order**.

ARTICLE VIII: References and Rules of Construction

- 1) Language in these Bylaws applies to all members of NOM equally.
- 2) Statements phrased in one gender apply to both genders.
- 3) Statements phrased in the singular apply to the plural, and statements in the plural apply to the singular.
- 4) The terms "in writing" and "written" mean only physical ink on paper undersigned with an original handwritten signature of the sender.
- 5) The "Minimum Standard Bylaws Requirements for Local Groups of American Mensa, Ltd., as amended 12/2002" are made part of these Bylaws. Any conflict between these Bylaws and the requirements of the Minimum Standards must be resolved in favor of the Minimum Standards.

----- E N D -----