

**THE BYLAWS OF CENTRAL FLORIDA MENSA
ADOPTED DECEMBER 10, 2006**

Article I – Definition

1. The name of this organization shall be Central Florida Mensa (hereafter referred to as CFM).
2. This organization is a local group of American Mensa Ltd. (hereafter referred to as AML), and is subject to the Constitution of Mensa, the Bylaws of AML, and the resolutions adopted by the American Mensa Committee (hereafter referred to as AMC).
3. AML has granted a royalty-free, non-exclusive license to CFM 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 CFM. 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 CFM shall be open to all members in good standing of AML in the geographic area assigned to this group by the AMC, or as otherwise assigned by AML.
2. A Mensa member in good standing who is not a member of this local group is welcome to participate in any social activity of this group at the invitation of the host, but may not vote nor hold office in this group. Such non-local Mensans may not participate in the business activities of CFM unless he or she is one of the following:
 - A. the National Ombudsman, or surrogate of same, discharging official responsibilities;
 - B. a member of the AMC discharging official responsibilities;
 - C. a person invited by the governing body of CFM to participate.
3. The Executive Committee may, in its discretion, publish a local membership directory. In publishing any such directory, CFM shall observe individual member preferences for data suppression and publication, as filed with AML.

Article III - Executive Committee

1. All official business of CFM shall be conducted by the Executive Committee (hereafter referred to as the ExCom) and by their elected and appointed officers as described in these Bylaws. All members of the ExCom (hereafter referred to as representatives) must be members in good standing of AML and of CFM. Only the representatives may vote at a business meeting.

2. The ExCom shall be elected yearly. It shall consist of six members.
3. The term of office of the ExCom shall be one year, from January 1 through December 31 or until installation of properly qualified successors.
4. No person shall be elected as a representative to the ExCom for more than three consecutive terms. Any person who has served for three consecutive terms may be elected again after a term has elapsed.
5. The tenure of a representative may end before the term expires in one or more of the following cases: resignation, death, inability to serve, failure to win a recall election, or removal by the ExCom for excessive absence. A vacancy on the ExCom shall be filled for the remainder of the term by a person elected by a vote of the majority of the ExCom. In the event that the Local Secretary shall become unwilling or unable to serve, or be removed as provided in Paragraph 6 below, the Scribe shall serve as the Acting Local Secretary until the new Local Secretary is voted into office by the ExCom.

A replacement for an elected officer is considered an elected officer whose term of office ends with the next regular election. However, the term in which a replacement is elected shall not count toward the three consecutive term limit set forth in Section III.4 above.

6. Representatives may be removed by one of the following processes:
 - A. A recall election, which may be called by a petition signed by at least ten percent of the membership, citing the reason for such action. The ombudsman shall within 30 days attempt to mediate a resolution. If said mediation fails, a recall election must be held within 60 days of presentation of a properly qualified petition at a regular meeting of the ExCom, or at a special meeting of the ExCom called for just this purpose. The balloting provisions of a regular election, adapted by the ExCom to meet the time frame of this section, shall apply.
 - B. A vote of two-thirds of the entire ExCom, upon failure to attend three regular ExCom meetings within the same term.
7. Except as otherwise provided in these By-Laws, passage of a measure shall require a majority of the members of the ExCom present and voting, with the Local Secretary voting only in the case of a tie.
8. Regular business meetings of the ExCom shall be held at least once every three months. They shall be open to the membership and shall be held at a time and place to be determined and agreed upon by the ExCom. Notification of such meetings shall be given in advance in the official publication of the group.
9. A special business meeting of the ExCom may be called for specific items of business.

- A. The meeting may be called by one of the following:
 - 1) the Local Secretary
 - 2) a majority of the ExCom;
 - 3) a petition signed by at least ten percent of the membership.
- B. The caller shall specify the business to be considered. No other business may be conducted at the meeting.
- C. Notification shall be made by written and/or verbal communication directed to each representative as to the time and place of the meeting. If the special business meeting is called by a petition signed by at least ten percent of the membership, notice will be given to the general membership via the group's newsletter and/or a special mailing.

Article IV - Officers

- 1. Elected officers: The ExCom shall elect from among themselves, by a vote of the majority, the following officers:
 - A. Local Secretary, who shall be the chief administrative officer and who shall serve as the liaison with other groups and with AML. By agreeing to be LocSec, the LocSec agrees to pass along information to and from the group in a timely fashion. He or she shall be charged with notifying AML (through the national office) and the Regional Vice Chairman for this Region within two weeks of the results of elections and of changes in the officers of the local group;
 - B. Treasurer, who shall have custody of all funds of the group. The Treasurer shall also maintain a listing of all equipment owned by CFM;
 - C. Scribe, who shall record all actions and minutes of the ExCom, report the same to the membership via the group's newsletter, and record and maintain all standing motions of the ExCom.
- 2. Appointed Officers: The ExCom shall also appoint other officers for the purpose of furthering the work of the local group.
 - A. All appointed officers must be members in good standing of AML and of CFM. No appointed officer shall be entitled to a vote on the ExCom unless that officer is also a duly elected member of the ExCom.
 - B. Unless otherwise specified, a majority vote of the full ExCom shall be sufficient for the election or removal of an appointed officer.

C. Appointed officers shall include the following:

- 1) Editor: shall have overall responsibility of the official CFM publication, hereafter referred to as the Flame, which must contain the calendar of events. The editor shall have full responsibility for the appointment of assistants as may be required.
- 2) Testing Coordinator: shall be responsible for the administration of admission tests in the geographic area assigned to CFM by AML, maintaining the proctoring relationship with AML as required by the ExCom, and overseeing the proper distribution of the proctoring fees between CFM and the proctors as appointed by AML. The Testing Coordinator shall maintain a list of qualified proctors.
- 3) S.I.G.H.T. Coordinator: shall work with the national S.I.G.H.T. network in aiding traveling Mensans. CFM will recommend a S.I.G.H.T. Coordinator, who must then be appointed by the national S.I.G.H.T. Coordinator.
- 4) RG Chair(s): shall be appointed annually to organize and supervise the CFM RG.
- 5) Area Coordinators: shall be appointed to serve as local contacts in geographic areas deemed appropriate by the ExCom and shall handle related duties as determined by the ExCom.
- 6) Membership Chair: shall be responsible for contacting and welcoming new members and supplying materials to help orient them to the group.
- 7) Publicity Chair: shall be responsible for publicizing Mensa and CFM in our geographic area and shall work with the national publicity staff of AML.
- 8) Gifted Children's Coordinator: shall work with the AMC's National Coordinator of Gifted Children's Programs and any local organization(s) that deal with gifted children.
- 9) MERF Coordinator: shall assist the Mensa Education and Research Foundation in finding local qualifiers for their scholarships and grants and in other areas as may be needed.
- 10) Scholarship Chair: shall manage the CFM Scholarship Fund and its awards to local scholarship winners.
- 11) Ombudsman: shall pursue resolution of disputes by mediating same. The ombudsman shall also serve as arbitrator for Central Florida Mensa.

D. The ExCom may also create and fill other appointive offices and committees as it deems appropriate.

E. The terms of office of appointed officers may not exceed the term of office of the ExCom who appointed them, except for any appointment specified in these Bylaws to last longer. In such cases, the incoming ExCom shall determine whether such appointments shall continue.

3. Any outgoing officer, whether elected or appointed, shall upon leaving office relinquish all Mensa owned items pertaining to that office, including files, office equipment, and other materials. Such items shall be turned over to one of the following, within four weeks of leaving office:

A. the successor to that office;

B. the Local Secretary;

C. a member of the ExCom.

4. All officers serve at the pleasure of the ExCom.

5. A vacancy in an appointive office shall be filled pursuant to the original requirements of that office.

Article V – Elections

1. Election Committee: No later than June 30 of each year, the ExCom shall appoint a Nominating and Election Committee of no less than three members, who may not be members of, nor candidates for, the ExCom.

A. The Nominating and Election Committee shall be responsible for receiving nominations, setting the rules for campaigning, production of all ballots, overseeing the publication of campaign statements in the Flame, receiving and counting ballots, and certifying the results.

B. The ExCom may overturn or replace any rule of the Nominating and Election Committee by a vote of the majority of the ExCom, as long as such does not conflict with the requirements of these Bylaws, AML, or law.

2. Candidates: Any member who wishes to be a candidate for the ExCom must submit his or her name to the Nominating and Election Committee on or before July 31. Candidates must be members in good standing as of July 31. The Nominating and Election Committee shall notify the Editor of the Flame no later than August 5 of the names of all candidates for ExCom.

3. The names of all candidates shall be published in the September Flame. In the event that the total number of declared candidates is equal to or less than the total number of open seats, the Flame announcement shall also state that all candidates have been deemed elected by unanimous consent unless any member shall object in writing to any

member of the Nominating and Election Committee on or before October 1. In the event that any such protest is received, then balloting shall proceed as set forth in Paragraph 4 below.

4. Balloting.

A. Ballots shall be printed in the November issue of the Flame.

B. Ballots may be cast by mail or given in person to a member of the Election Committee.

C. Each ballot shall be sealed in a plain, unmarked envelope, which in turn shall be sealed in a separate envelope, on the outside of which the voting member's name, address, and membership number must be clearly legible.

D. Ballots must be received by the Nominating and Election Committee no later than December 1. Ballots received after this date shall not be counted.

E. Persons eligible to vote shall be those members listed on the membership register supplied by AML dated for the end of October.

F. All ballots must be tabulated and the candidates notified of the results by December 7. Those six candidates ranking highest in the count shall become the new ExCom. In the event of a tie for the sixth position, the Nominating and Election Committee shall flip a coin to determine the election.

5. An annual meeting will be held no later than December 31. At this time, the newly elected ExCom shall select their officers to become effective January 1.

Article VI - Finances

1. Semi-annual financial reports shall be published in the Flame. Such reports shall consist of, as a minimum, schedules of income, expenses and balances for all funds under the control of Central Florida Mensa (including RG, scholarship, and other special funds), following generally accepted accounting practices. No more than six months shall elapse between consecutive financial reports. Said reports shall be submitted to the ExCom for approval before publication.

2. All accounts held in a financial institution in this group's name, for whatever purpose, shall have at least three authorized signers, two of whom shall be the Local Secretary and the Treasurer. Two signatures shall be required for all withdrawals, one of which shall be that of the Treasurer unless the Treasurer is unavailable.

3. All authorized signatures on all CFM accounts must be approved by the ExCom.

4. All withdrawals and deposits must go through the Treasurer, except for the direct deposit of funds from AML.
5. The ExCom shall maintain a fiscal year and a budget.
6. The Treasurer shall provide at least quarterly original statements from banks and any other institutions where CFM's money is deposited to the LocSec or the LocSec's designee (who must also be a member of the ExCom). All accounts shall be separate accounts in the name of the group.
7. In January of each year the books shall be audited by a person designated by the ExCom who was not involved in the issuing or collecting of money during the previous year. This audit shall require viewing actual statements from banks or other institutions where CFM assets are kept.

Article VII - Amendments

1. The process for amending these Bylaws shall begin by one of the following:
 - A. A petition signed by at least five percent of the members of CFM and submitted to the ExCom;
 - B. A vote of the majority of the full ExCom.
2. When a proposed amendment satisfies either A or B of the previous section, it shall be immediately submitted to the AMC for approval.
3. Upon approval by the AMC, the full text of the proposed amendment shall be published in the next available issue of the Flame. The actual date of mailing of this issue will hereafter be referred to as the publication date.
4. No later than the published deadline for the next issue of the Flame after the publication date, the ExCom shall appoint a Referendum Committee of no less than 3 persons to administer the voting on the amendment. No representative nor any member who signed the petition shall serve on the Referendum Committee. The Referendum Committee shall be responsible for conducting the referendum, receiving and counting the ballots, and certifying the results.
5. No later than 60 days after the publication date, ballots shall be printed in the Flame or sent by first class mail to all members of CFM.
6. Ballots may be mailed or cast in person to a member of the Referendum Committee, secured in the manner used in regular group elections. Ballots must be received by the Referendum Committee on or before the ninetieth day after the publication date. All ballots received after this date shall not be counted.

7. Those members eligible to vote shall be those members listed on the latest monthly register supplied by AML, dated within 45 days of the publication date.
8. All ballots must be tabulated and the ExCom members notified of the results within 7 days of the ballot deadline.
9. In order to become effective, the proposed amendment to these Bylaws shall require a two-thirds affirmative vote of all those members voting.
10. Neither these Bylaws, nor any amendment to them are effective until approved by both the AMC and the membership of CFM. Following approval by the membership of CFM, the Scribe shall within five days file the revised ByLaws with the Chair of the AMC ByLaws Committee, who shall inform the ExCom of the effective date of the revised ByLaws.

Article VIII - Parliamentary Procedure & Rules of Order

1. The rules contained in Roberts Rules of Order, newly revised, latest edition, shall govern the local group in all cases to which they are applicable and not inconsistent with these Bylaws.
2. Rules of order for the ExCom and for those matters concerning the local group which are not specified in these Bylaws may be adopted by the ExCom.