

BYLAWS OF MENSA IN GEORGIA, INC.

Effective April 8, 2007

ARTICLE 1 - INTRODUCTION

- 1) The name of the organization is Mensa in Georgia, Inc.
- 2) Mensa in Georgia, Inc. (MIG) is a local group of American Mensa, Ltd. (AML), and is subject to the Constitution of Mensa, Bylaws of AML, and the resolutions adopted by the American Mensa Committee (AMC).

ARTICLE 2 - MEMBERSHIP

- 1) Membership in MIG shall be open to all members of AML in good standing in the geographic area assigned to the local group by the AMC, or as otherwise assigned by AML.
- 2) Mensa members in good standing who are not also members of MIG are welcome to participate in the social activities of MIG, at the invitation of the host or hostess. The National Ombudsman, his surrogate, and members of the AMC shall be permitted to participate in the business affairs of MIG in the discharge of their official duties.
- 3) MIG shall observe the preference of members for data suppression and publication, as filed with AML, when publishing a local group roster or membership directory/register.

ARTICLE 3 - OFFICERS AND DUTIES

- 1) The governing board of MIG shall be an Executive Committee (herein called the ExComm), consisting of the officers named in Article 3, paragraphs 5 and 10.
- 2) The ExComm shall meet at least once every three months. Regularly scheduled meetings shall be announced in the Newsletter and shall be open to all members of MIG as observers. All meetings of the ExComm or the membership of MIG shall be held within the geographic boundaries of MIG.
- 3) The quorum for holding meetings of the ExComm shall be a majority of elected officers.
- 4) The duties of the ExComm shall be to establish operational and fiscal policy of Mensa in Georgia, Inc.
- 5) The elected officers of MIG shall be the President (herein called the Local Secretary), the Vice President, the Treasurer, the Secretary, the Newsletter Editor (herein called the Editor), and two Members at Large.
 - A) The Local Secretary shall be the chief executive officer of the organization. The Local Secretary is charged with being the chief point of contact between AML and MIG. He shall pass along information to and from MIG in a timely fashion. He shall notify AML (through

the national office) and the Regional Vice Chairman for MIG within two weeks of the results of elections and of any changes in the officers of MIG.

B) The Vice President shall preside in the absence of the Local Secretary. The Vice President shall succeed to the office of Local Secretary if that office becomes vacant.

C) The Treasurer shall be responsible for financial matters of MIG, including the finances of the Newsletter, and shall submit to the ExComm a semi-annual financial report which shall also be published in the Newsletter. The financial report shall contain schedules of income, expenses and balances for all funds under the control of MIG, including RG, scholarship and other special funds. The Treasurer shall also maintain a listing of all equipment owned by MIG. The Treasurer may assist the Editor in the preparation and submission of any postal forms that might be required. The Treasurer shall submit to the Local Secretary, at least quarterly, the actual statements from banks and any other institutions where the group's money is deposited or cause a statement to be sent directly to the Local Secretary or his or her designee (who must also be an elected or appointed member of the ExComm). All accounts must 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.

D) The Secretary shall be responsible for recording minutes of all general meetings and ExComm meetings. A legible copy of all minutes shall be made available to the ExComm at the next scheduled meeting and published in the next available issue of the Newsletter.

E) The Editor shall be responsible for editing and publishing a newsletter (herein called the Newsletter) in accordance with AML guidelines and these bylaws.

6) The term of office of the elected officers shall be for one year from January 1 to December 31 or until installation of a properly qualified successor, except in the case of resignation, death, or removal from office (as provided for in Article 3, paragraph 8). Failure to attend three consecutive ExComm meetings without prior notice shall constitute resignation from office.

7) Any appointed officers shall serve at the discretion of the Local Secretary for a period of time no longer than the term of the current ExComm.

8) Elected members of the ExComm may be removed from office for cause by unanimous vote of all other voting members of the ExComm or by recall election. A recall election may be called by a petition citing the reason for such action, and signed by 10% of the membership of MIG as listed on the most recent membership roster provided by AML. The balloting provisions of a regular election shall apply except that a recall election must be held within 60 days of presentation of a properly qualified petition at either a regular or special meeting of MIG, and the dates set forth in Article 5 shall be adjusted appropriately.

9) A mediator shall be appointed by the Local Secretary with the consent of the ExComm. He shall mediate disputes within MIG and shall be an arbitrator available to serve as a representative to a Regional Hearings Committee. The mediator shall serve until the expiration of the regular term of the elected officers and may only be removed from office by a majority vote of the ExComm.

- 10) Additional officers may be appointed at the discretion of the Local Secretary, subject to ratification by the ExComm, but shall have no voting power.
- 11) All officers and nominees for office shall be members in good standing of AML and MIG, or be deemed to have resigned. An officer is defined as any person who is given a title with specific responsibilities.
- 12) An annual financial review will be conducted during January of each year. The ExComm shall appoint someone to conduct the review who was not involved in the issuing or collecting of money during the previous year. The review shall include viewing the actual statements from banks and any other institutions where MIG's money is deposited.
- 13) All elected and appointed officers shall turn over all files, office equipment and materials pertaining to their offices either to their successor(s), to the current Local Secretary, or to another member of the ExComm no later than four weeks after leaving office, unless otherwise stated herein.
- 14) Unless stated otherwise in these bylaws, the ExComm shall fill any vacancies occurring on the ExComm. Any ExComm member who is appointed to fill a vacancy shall be considered to be an elected officer whose term of office ends with the next regular election.

ARTICLE 4 - MEETINGS

- 1) Regular meetings of the ExComm or activities may be held at such times as may be appropriate; however, a regularly scheduled meeting of the ExComm must be held at least once a quarter. Notice of meetings and activities shall be published in the Newsletter, or otherwise sent to each member.
- 2) A business meeting of the membership of MIG shall be held once a year. Notice of such annual meeting shall be published in the Newsletter, or otherwise sent to each member. At the annual meeting, the Local Secretary and Treasurer shall report on the activities and financial condition of MIG, and the members shall consider and act upon any other matters as may be raised consistent with the notice provisions of the Georgia Nonprofit Corporation Code.
- 3) Special meetings of the ExComm or the membership of MIG may be called at any time by the Local Secretary or by the ExComm, and shall be called upon receipt of a petition signed by 10% of the membership of MIG, using the most recent membership roster provided by AML as a measure of membership count. Notice of the time, place and exact purpose of the special meeting shall be announced or reported in the Newsletter (or by direct mail). No business other than that indicated in the notice calling the meeting may be acted on.

ARTICLE 5 - ELECTIONS

- 1) No later than the July ExComm meeting each year, the ExComm shall name an Election Committee of three members who shall be responsible for conducting the election, receiving and counting the ballots, and certifying the results. No member of the Election Committee may be a voting member of the ExComm or a candidate in the upcoming election. The Election

Committee shall determine those election rules and regulations not covered by these bylaws, and cause them to be published in the September issue of the Newsletter.

2) Nomination to run for office shall be by petition letter, signed by the petitioner and ten other current members. The letter and any campaign statement shall be presented to the Editor before the deadline for the November issue of the Newsletter. The ballot shall appear in the November issue of the Newsletter, together with the name of the chairman of the Election Committee. Completed ballots must be received by a member of the Election Committee by November 30, and may be delivered either in person or by mail.

3) A plurality of valid votes cast for each office shall constitute election. In the event a winning candidate withdraws after the ballots have been printed and before taking office, the candidate with the next highest number of votes shall be declared elected. In the event only one candidate is identified for an office as of the closing of petitions, that candidate shall be declared elected without balloting. Offices for which no candidate is elected shall be declared vacant. Votes which are tied shall be determined by the Chairman of the Election Committee by a flip of a coin. The Chairman of the Election Committee shall certify the winning candidate for each office to the Local Secretary and shall have the election results published in the next possible issue of the Newsletter.

4) Any challenges to the election must be made in writing to the Chairman of the Election Committee and received by January 15. Any such challenges must be ruled on by January 31. Any actions by the ExComm while a challenge is pending are not affected by the outcome of any such challenge.

ARTICLE 6 - AMENDMENTS

Amendments to these bylaws may be presented by a petition signed by at least ten members of MIG and shall be presented to any elected officer. Proposed amendments shall be submitted to, and approved for balloting by, the AMC before balloting by MIG membership. Following AMC approval the proposals shall be published in the next issue of the Newsletter, along with the ballot form, or mailed separately to all members of MIG. Balloting deadline must be no less than 90 days following the mailing date and no more than 120 days from the date of submission. An amendment to the bylaws shall require a majority affirmative vote of all those voting. Amendments are not effective until given approval by the AMC after filing of revised bylaws with the Bylaws Committee. After filing of the amended bylaws with the Bylaws Committee after the membership has voted, the Bylaws Committee will notify MIG of the effective date of the bylaws as amended.

ARTICLE 7 - MENSA LOGO & NAME

AML has granted a royalty free, non-exclusive license to MIG 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 noncommercial uses of MIG. AML retains full ownership of the mark and logo and all statutory and common law rights in the mark and logo.