

# **Mensa of Western Washington Bylaws**

**2013-06-17**

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# **1 Name and Purpose**

## **1.1 Name**

The name of this organization shall be Mensa of Western Washington (MWW).

## **1.2 Affiliation**

Mensa of Western Washington is a Local Group of American Mensa, Ltd. (AML) and is subject to the constitution of Mensa, the bylaws of American Mensa, Ltd., and resolutions adopted by the American Mensa Committee (AMC).

## **1.3 Purpose**

The purpose of this organization shall be to:

- \* Identify and foster human intelligence for the benefit of humanity through scholarships, gifted children's programs, and other supportive activities;
- \* Encourage research into the nature, characteristics, and uses of intelligence; and
- \* Provide a stimulating intellectual and social environment for its members.

# **2 Membership**

## **2.1 Open To**

Membership in MWW shall be open to all members of AML in good standing in the geographic area assigned to MWW by the AMC, or as otherwise designated by AML.

## **2.2 Prerogatives**

All Mensa members in good standing and their accompanied guests are welcome to participate in the social activities of the Local Group at the discretion of the host or hostess.

Only members of MWW may vote or hold office in MWW and participate in its business activities. The Local Group must permit the National Ombudsman or designated surrogate and members of the AMC to participate in the business affairs of the Local Group in the discharge of their official duties. At the invitation of the Steering Committee, others may participate at a business meeting but shall not vote.

Only current MWW members may host a local Mensa event. The event may be held at a venue other than the hosting member's home, as long as the hosting member is present.

## **2.3 Privacy**

MWW shall observe the preferences of members for data suppression and publication, as filed with AML, when publishing a Local Group roster or membership directory/register.

### **3 Organizational Structure**

#### **3.1 Qualifications for holding office**

Elected officers and positions appointed by the Steering Committee must be current members in good standing of AML and of MWW. No member of MWW may hold more than one Steering Committee position at one time, nor hold the position of Editor while serving as an elected officer.

#### **3.2 Steering Committee**

The governing body of MWW shall be a Steering Committee consisting of five elected officers: President, 1st Vice-President, 2nd Vice-President, Treasurer, and Recording Secretary. In addition, the elected officers may appoint Members-at-Large to the Steering Committee subject to 3.2.2.1. Each member of the Steering Committee shall have one vote. The Steering Committee shall conduct the business of the Local Group and shall be the publisher of the newsletter.

The conflict of interest rules stated in the Bylaws of American Mensa for the AMC shall also be applicable to the Local Group and the Steering Committee.

##### **3.2.1 Elected officers**

###### **3.2.1.1 President**

The President shall be the Chief Executive Officer, Chair of the Steering Committee, *ex officio* member of all other committees, and official liaison with other Local Groups and AML. The President shall endeavor to pass information to and from the Local Group in a timely fashion, and shall notify AML and the Regional Vice Chair for the Local Group of the results of any changes in the Steering Committee within two weeks of the change.

###### **3.2.1.2 1st Vice-President**

The 1st Vice-President shall assist the President and preside over meetings in the absence of the President.

###### **3.2.1.3 2nd Vice-President**

The 2nd Vice-President shall assist the President and 1st Vice-President and serve as Chair of the Finance Committee.

###### **3.2.1.4 Treasurer**

The Treasurer shall be responsible for the financial matters of MWW. The Treasurer shall submit to the Steering Committee a semiannual financial report, covering the six-month periods ended September 30 and March 31, no later than 2 months after the close of each period. The financial reports shall be published in the local newsletter. This report shall contain schedules of income, expenses, and balances for all funds under the control of the Local Group, including Regional Gathering, scholarship, and other special funds. The Treasurer shall ensure that the Local Group complies with all federal financial reporting requirements. At least quarterly, the Treasurer shall provide to the President, or designated Steering Committee member other than the Treasurer, original statements from banks and any other

institutions where the organization's money is deposited. The Treasurer shall maintain a list of the organization's equipment. The Treasurer shall also make all financial records available for inspection by any member of MWW at a Steering Committee meeting. All accounts must be separate accounts in the name of the Local Group, and shall have more than one signatory so that funds can be accessed in the temporary absence of the Treasurer.

#### ***3.2.1.5 Recording Secretary***

The Recording Secretary shall make and keep records of all Steering Committee meetings. The approved minutes of such meetings shall be promptly published in the local newsletter. A copy of the approved minutes shall also be provided to the Archives. If no Archivist is appointed, the Recording Secretary shall maintain the Archives.

#### ***3.2.1.6 Term of office***

The term of office for all elected officers shall be for a period of two years, commencing on April 1st of each even-numbered year.

### **3.2.2 Members-at-Large**

#### ***3.2.2.1 Appointment***

A majority of elected officers may, at their discretion, appoint up to four Members-at-Large. At no time shall there be a number of Members-at-Large equal to or greater than the number of elected officers. If this should happen because an elected officer has resigned, been removed, or for some other reason, then Members-at-Large shall automatically be removed from the Steering Committee in reverse order of appointment until the number of Members-at-Large is fewer than the number of remaining elected officers.

#### ***3.2.2.2 Duties***

Members-at-Large shall be members of the Steering Committee and have such duties as may be delegated to them.

#### ***3.2.2.3 Term of office***

The term of office for Members-at-Large shall commence at appointment and end with the term of the elected officers.

### **3.2.3 Expenditures**

The Steering Committee shall set limits to the expenditure of funds.

The President shall maintain and control a petty cash fund.

### **3.2.4 Quorum**

A majority of the Steering Committee shall constitute a quorum. Proxy voting is not permitted.

If the number of vacancies is such that the Steering Committee drops below five members, the remaining members shall constitute a quorum for the sole purpose of filling the vacant positions up to five. If fewer than two elected members of the Steering Committee remain, then the Regional Vice Chair

shall be considered a voting elected member of the Steering Committee for the sole purpose of filling the vacant positions up to five.

### **3.2.5 Attendance**

Elected officers and appointed Members-at-Large are expected to attend regularly scheduled Steering Committee and business meetings. Unexcused absences at three consecutive such meetings shall constitute prima facie grounds for initiating the process of removal from office. A majority vote at a Steering Committee meeting may excuse an absence.

### **3.2.6 Removal from office**

#### ***3.2.6.1 Elected officers***

Elected officers may be removed from office for cause by a unanimous vote of all other elected officers of the Steering Committee, or by a recall election. An on-going recall does not preclude a removal vote by the Steering Committee. Cause shall include but not be limited to:

- \* Mental or physical disability;
- \* Failure to attend three consecutive regular meetings for the Steering Committee without presenting an excuse satisfactory to the Committee;
- \* Malfeasance, misfeasance or nonfeasance in office.

#### ***3.2.6.2 Members-at-Large***

Members-at-Large may be removed by a majority vote of the elected officers on the Steering Committee.

### **3.2.7 Succession and vacancies**

If the office of President becomes vacant before the end of the current term, the 1st Vice-President shall immediately and automatically become President for the remainder of the unexpired term. If the office of 1st Vice-President is also vacant, the 2nd Vice-President shall immediately and automatically become President for the remainder of the unexpired term. If the office of 2nd Vice-President is also vacant, then the Recording Secretary shall immediately and automatically become President for the remainder of the unexpired term. If the office of Recording Secretary is also vacant, then the Treasurer shall immediately and automatically become President for the remainder of the unexpired term. This succession shall occur before establishing a quorum.

In the event of a vacancy among the elected offices, excepting the office of President, the Steering Committee may appoint any qualified member to serve as a Steering Committee officer. A replacement for an elected officer is considered an elected officer whose term of office ends with the next regular elections.

## **3.3 Committees**

### **3.3.1 Standing committees**

The following committees shall be the Standing Committees of Mensa of Western Washington.



**3.3.1.1 Finance Committee**

The 2nd Vice-President shall be Chair of the Finance Committee, and the Treasurer shall be a member of the Finance Committee. A majority vote at a Steering Committee meeting shall appoint at least one additional member to the Finance committee. The Finance Committee shall draft the annual budget for MWW and, if necessary, function as the Ways and Means Committee for purpose of fundraising.

**3.3.1.2 Scholarship Committee**

A majority vote at a Steering Committee meeting shall appoint a Chair of the Scholarship Committee and at least two additional members to that committee. The committee will solicit applications for the local and national scholarships, evaluate the responses and forward candidates for national awards to American Mensa, Ltd., and determine the winners of the local awards.

**3.3.2 Special Committees**

A majority vote at a Steering Committee meeting shall appoint any special committee or appointed position necessary to conduct the business of the Local Group.

**3.4 Editor****3.4.1 Appointment**

The newsletter Editor shall be appointed by a majority vote at a Steering Committee meeting.

**3.4.2 Duties**

The Editor shall edit the local newsletter and be governed by the editorial standards established by the Steering Committee. The Editor shall publish notices of meetings and programs; election notices, statements and ballots; minutes of Steering Committee and business meetings; the semiannual financial report; amendments to bylaws with discussions and ballots; and notices marked "for publication" from the Ombudsman and National Ombudsman, which shall be given the highest practicable priority.

**3.4.3 Local newsletter**

The local newsletter shall be published at least quarterly. If an electronic version of the newsletter is created, the Local Group shall observe the preferences of members regarding how their newsletters are to be delivered (electronically or printed), as filed with AML. The Steering Committee 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.

**3.5 Ombudsman****3.5.1 Appointment**

The Ombudsman shall be appointed by a majority vote at a Steering Committee meeting held before the Ombudsman's term of office begins.

**3.5.2 Duties**

The Ombudsman shall act in the best interests of the Local Group to maintain fairness and equity within the Local Group, including resolving disputes between members. The duties of the Ombudsman are broad in scope and shall include investigating allegations, reviewing official records, taking such actions

as may be necessary to establish the truthfulness of any allegation, and arriving at an equitable solution in such disputes. The Ombudsman shall also perform such duties as may be required of all Local Group ombudsmen by American Mensa.

The Ombudsman shall receive copies of agenda, minutes and everything else circulated to members of the Steering Committee. The Ombudsman may participate in official meetings, offer advice and recommendations, and generally act as a counsel to the group, its officers, and its members.

The Ombudsman shall maintain contact with the national organization counterpart(s) to ensure that incidents of a potentially serious nature are brought to the appropriate level of attention in a timely manner. The Ombudsman shall also be available to the AMC to pursue resolution of disputes in other Local Groups.

The Ombudsman, and the National Ombudsman, may submit material in writing to the Editor marked "for publication" that relates to official duties; anything so marked shall be given the highest practicable priority for publication in the newsletter.

### **3.5.3 Term of office**

The term of the Ombudsman shall commence six months after the newly elected Steering Committee assumes office, currently October 1, and run for a period of two years.

## **3.6 Departure from Office**

Every Elected Officer, Member-at-Large, Committee Chair or other appointee shall, within 15 calendar days of leaving office, surrender to a designated successor or to the Steering Committee all files, equipment and materials, and any information needed to access electronic media (including but not limited to URL, sign-in ID, password, and access instructions) pertaining to that office.

If an Elected Officer is removed from office by recall, the officer shall, within five calendar days of being recalled, surrender to a designated successor or to the Steering Committee all files, equipment and materials, and any information needed to access electronic media (including but not limited to URL, sign-in ID, password, and access instructions) pertaining to that office.

The Ombudsman can be removed from that position by a two-thirds majority vote at a Steering Committee meeting.

The Editor, all committee Chairs excepting the Chair of the Finance Committee, and any other position appointed by the Steering Committee, can be removed for any reason with a majority vote at a Steering Committee meeting

## **4 Meetings**

### **4.1 Group Social Events**

Group social events shall be held at least once per quarter at a time and place approved by the Steering Committee. Notice of the meeting must be published in the local newsletter. Monthly Gatherings count as social events.

## **4.2 Steering Committee meetings**

### **4.2.1 Regular meetings**

Steering Committee meetings shall be held at least quarterly, at a time and place set by the Steering Committee. Notice of the meeting must be published in the local newsletter. Any member of the Local Group may be present to observe. The Steering Committee shall go into executive session for purposes of discussion only: all voting shall take place in public, with the exception of voting on disciplinary matters, such as removing appointed officers. All meetings of the Steering Committee shall be held within the geographical limits of the Local Group as assigned by the AMC.

### **4.2.2 Special meetings**

Special Steering Committee meetings may be called at any time by the President or by a majority of the Steering Committee, and upon receipt by any member of the Steering Committee of a petition signed by at least 50 (fifty) current members or 10% of the current membership, whichever is fewer.

The date, time, place, and purpose of the special meeting shall be announced in the newsletter. If the meeting must be held before publication of the newsletter, it must be announced in writing to each member and the Regional Vice-Chair, if practicable, and shall be reported in the newsletter afterwards.

Special meetings shall operate in the same manner as regular meetings, except that no other business than that indicated in the notice calling the special meeting may be acted upon.

### **4.2.3 Electronic participation**

Members of the Steering Committee may participate in a regular or special meeting of the Steering Committee by means of telephone, online conference, or similar communication equipment that allows all members participating in the meeting to communicate with each other at the same time.

Permission to join by electronic means must be obtained from the presiding officer before the meeting is called to order. The Steering Committee shall make a good faith effort to find a venue able to support electronic participation. Those joining by electronic participation shall provide and maintain their own communication access. The technology shall allow the members full access and full participation in all meeting transactions.

The Steering Committee shall designate one meeting each year where electronic participation is not allowed.

## **4.3 Annual Financial review**

An annual financial review shall be conducted every June for the fiscal year ended the previous March 31. The Steering Committee shall appoint someone to conduct the review who was not involved in the issuing or collecting of money during the period under review. The review shall include viewing

statements from banks and any other institutions where the group's money was held during the period under review. A final report shall be submitted to the Steering Committee.

#### **4.4 Admission**

Admission to meetings shall be at no cost to any member of Mensa.

## **5 Elections**

### **5.1 General Election**

#### **5.1.1 Nominating Committee**

No later than October 1 of every odd-numbered year, the Steering Committee shall appoint a Nominating Committee consisting of a Chair and two other local members who shall not be candidates for elective office, and who are not currently on the Steering Committee. The Nominating Committee may nominate one or more candidates for each position and, through the local newsletter, solicit candidates for elected office. Acceptance of nominations must be made to the Nominating Committee in writing no later than November 15. No member may accept nomination for more than one office. The term of the Nominating Committee expires on January 31.

No later than November 30, additional nominations may be made by petition signed by ten members of the Local Group and delivered to the Nominating Committee Chair.

#### **5.1.2 Announcement of candidates**

Announcement of candidates, their campaign statements and the official ballot shall appear in the January issue of the local newsletter.

#### **5.1.3 Election Committee**

No later than December 1 of every odd-numbered year, the Steering Committee shall appoint an Election Committee consisting of a Chair and two other local members who shall not be candidates for elective office, and who are not currently on the Steering Committee. Members of the Nominating Committee may serve on the Election Committee.

The Election Committee shall be responsible for conducting the election, receiving and counting the ballots and certifying the results. The term of the Election Committee expires on April 15.

The Election Committee shall strive to maintain the anonymity of voters. If a voter does not follow the rules for confidentiality, but the ballot is otherwise acceptable, the ballot shall be accepted and the voter should be deemed to have waived confidentiality.

#### **5.1.4 Ballots**

Ballots shall contain the names of all nominated candidates, whether nominated by the Nominating Committee or by petition, and shall contain a space for write-in candidates for each position. Ballots shall be printed in the January issue of the newsletter, including the electronic version of the newsletter if such is available, and provided on the Web site, or delivered in writing to all members of the Local

Group, but in any case posted by January 1. Ballots must be returned to the Election Committee Chair no later than 11:59 p.m. on February 1 to be valid; ballots received after this date shall not be counted. Ballots may be returned by U. S. Mail, or electronically if such an option is available, or in person.

#### **5.1.5 Tabulation of votes**

The Election Committee shall meet in public no later than February 8 to count the ballots. A plurality of valid votes cast for each Steering Committee position shall constitute election. Votes that are tied shall be determined by the Election Committee Chair by a flip of a coin. The Election Committee Chair shall certify the results of the election to the President and shall have the election results published in the March newsletter.

#### **5.1.6 If no candidate is elected**

If no candidate is elected to any given position, the incoming Steering Committee may appoint a qualified member to that position. If there are no candidates for President, The newly elected First Vice-President shall become the new President.

#### **5.1.7 Challenges**

Any challenge to the election must be made in writing to the Election Committee Chair and received by March 15. The Election Committee shall rule on all challenges by March 31.

#### **5.1.8 Notification**

The outgoing President shall notify AML and the Regional Vice-Chair for the Local Group of the results of the election within two weeks of the election.

### **5.2 Recall Election**

#### **5.2.1 Who may initiate**

Any member in good standing may initiate a recall petition against any elected officer. The petition must cite a reason for the recall and be signed by at least 50 (fifty) current members or 10% of the current membership, whichever is fewer.

#### **5.2.2 Appointment of a Special Election Committee**

Upon receipt of sufficient signatures as defined above, the Steering Committee shall appoint a Special Election Committee, consisting of a Chair and two local members who shall not be candidates for elective office and who are not currently on the Steering Committee. This Special Election Committee shall be responsible for validating the recall petition, conducting the recall election, receiving and counting the ballots, and certifying the results.

Within three days of appointing the Special Election Committee, the Steering Committee shall provide the recall petition along with any other pertinent documents.

#### **5.2.3 Notification of officer being recalled**

After validating the recall petition, the Special Election Committee shall deliver a written notification of the petition to the officer who is the subject of the recall by hand or registered first class mail no later than thirty days before the publishing deadline of the newsletter containing the recall ballot. If the

officer who is the subject of the recall does not respond, publication of the recall ballot shall be sufficient notification.

#### **5.2.4 Rights of officer being recalled**

An officer subjected to a recall election shall have the right to publish a statement in the newsletter issue containing the recall ballot. The statement may be written either by that officer or by a surrogate, and must be submitted to the newsletter by the pertinent deadline.

#### **5.2.5 Ballots**

The recall shall be determined by ballot. Ballots shall give the name and office of the officer being recalled, shall ask the question "Shall this officer be removed from the position of (*name of position*)?" and provide spaces for voters to respond Yes or No.

The balloting provisions of a regular election shall apply, except for timing as described below.

Ballots shall be published in the first issue of the newsletter that satisfies the notification requirement of 5.2.3. Ballots delivered in writing to members of the Local Group must be posted by the first of the month when the ballot is published. Ballots must be returned to the Chair of the Special Election Committee no later than 11:59 p.m. on the first of the month following publication of the ballot; ballots received after this date shall not be counted. Ballots may be returned by U. S. Mail, or electronically if such an option is available, or in person.

#### **5.2.6 Results, Effect and Notification**

The Special Election Committee must count the ballots within three days after the voting deadline. If the majority of votes is Yes, the officer is immediately recalled; otherwise, the officer continues in their office. The Committee must notify the officer and the Steering Committee within three days after counting the ballots and must submit an announcement for publication in the next newsletter.

## **6 Amendments**

### **6.1 Proposal**

#### **6.1.1 Proposed amendments by the Steering Committee**

Amendments to these bylaws may be proposed to the AMC by a majority vote at a Steering Committee meeting.

#### **6.1.2 Proposed amendments by the membership**

Amendments to these bylaws may be proposed to the AMC by a petition signed by least 50 (fifty) current members or 10% of the current membership, whichever is fewer

##### **6.1.2.1 Petition**

Each petition must contain the entire section of the current and proposed text of the amendment. Proposed amendments to different sections may be considered as a single amendment if they can be

grouped together into a single section or article; in that case, the current and proposed text of the complete section or article must appear on the petition.

#### **6.1.2.2 Process**

Petitions bearing a sufficient number of signatures as defined above shall be presented together to the Steering Committee at a regular Steering Committee meeting. Before the close of that meeting, the Steering Committee shall verify the petitions and, if the petition is valid, forward the proposal to the AMC.

### **6.2 Approval**

Proposed amendments shall be forwarded in a timely manner to the AMC. Upon the approval of the AMC to ballot, proposed amendments shall be published in the next issue of the local newsletter, along with a mail ballot. The deadline for receipt of the ballots is ninety (90) days following publication of the proposed amendment. To become effective, amendments shall require an affirmative vote of the majority of those casting valid ballots, and shall thereafter require final approval by the AMC after filing of revised bylaws with the Bylaws Committee. After filing of the amended bylaws with the Bylaws Committee, the Bylaws Committee will notify Mensa of Western Washington of the effective date of the bylaws as amended.

## **7 Authorities**

### **7.1 Minimum Standard Bylaws**

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.

### **7.2 Parliamentary procedures**

The rules contained in Roberts Rules of Order, Newly Revised, latest edition, shall govern the Local Group in all cases not inconsistent with these bylaws.

## **8 Use of Mensa Logo**

American Mensa, Ltd. (AML) has granted a royalty-free, non-exclusive license to Mensa of Western Washington for the use of the mark "Mensa" and a logo, consisting of a globe over stylized "M" within a border, in connection with the non-commercial uses of Mensa of Western Washington. AML retains full ownership of the mark and logo and all statutory and common law rights in the mark and logo.

## **9 Definitions**

### **9.1 Elected Officers**

“Elected officer” shall be construed as meaning any member holding the position of President, 1st Vice-President, 2nd Vice-President, Treasurer or Recording Secretary, whether by election or by appointment.

## **9.2 Count of membership**

In all cases arising under these bylaws, the number of current members shall be taken from the most recent membership roster received from AML.

## **9.3 Petitions**

In all cases arising under these bylaws, a petition shall consist of a single page measuring no less than 8.5 inches by 11 inches having the complete text of the proposal and space for at least one member to provide their printed name, signature, membership number, and the date of signature. A valid signature consists of entries for all four items. All text on the petition must be at least 10 point type and in an easy to read font. Signatures from multiple copies of the same petition shall be considered as signatures on the same petition.

## **9.4 In Writing**

In all cases arising under these bylaws, “in writing” shall be construed as including both physical and electronic formats.

## **9.5 Presiding officer**

In all cases arising under these bylaws, “presiding officer” shall be construed as the person presiding over a meeting convened in accordance with these bylaws.