

On February 17, the residual seven member AMC held a special meeting. Many members watched the YouTube broadcast of the meeting. There were several things which happened or didn't happen.

There was no mention of a quorum needed to hold the meeting. New York State Non-profit law specifies the minimum number of voting members required for a quorum if, as is the case with American Mensa, there is no specification in our bylaws or constitution. That is a majority of the full voting membership, eight members. Only seven voting members were present.

In June, 2024, in response to questions about errors in the onboarding materials for new AMC members describing how abstentions are counted, former Executive Director Trevor Mitchell contacted AML's Interpretive Counsel and received the clarification that a quorum necessary to conduct business was eight members, that any motion passed by the AMC must have at least five affirmative votes, and that abstentions are not counted.

(Curiously, National Ombudsman Justin Wall has decided to write an opinion about the required quorum, apparently without referencing the email from the former ED or checking with the Interpretive Counsel. He correctly identified that American Mensa's Constitution and Bylaws do not mention a quorum, correctly identified that New York Non-Profit Code specifies the quorum requirement, but then decided that a section of the AML Bylaws which concerns voting was intended to define a quorum, despite not mentioning this.)

At start of this illegal special AMC meeting, Chair Lori Norris stated that the motion to conduct a special election for RVCs was removed from the the agenda, saying that the five-member ExComm had approved the special election sometime earlier. This is violation of the Bylaws and ASIEs. The ExComm is permitted to conduct "routine and ordinary business" between AMC meetings. Clearly, a special election is not that. The ExComm may also act in an emergency, for example, if the National Office were damaged by a storm. Clearly, a motion which was placed on the agenda two weeks before the AMC meeting cannot be an emergency. Notably, the ExComm did not declare an emergency, as required by the ASIEs.

I don't want to guess why Chair Norris and the ExComm did this. Discussions by the ExComm, like almost everything in American Mensa, are secret. The ExComm does not publish minutes (perhaps does not even keep minutes) so we do not know who or how many of the five members approved this motion. Only three votes are needed, not the five for an AMC motion (providing that there is a quorum). This did avoid any public discussion of the motion on the agenda and whether it was a violation of the Bylaws. It avoided members of the AMC from having to vote on the motion.

I have to wonder why the Chair decided to call a special meeting of the AMC and place this motion on the agenda. If the ExComm can pass whatever motions it wants in secret without an AMC vote, then why have an AMC meeting?

An amendment to the Bylaws is required to hold a special election for RVCs. Indeed, then-Second Vice Chair Jon Gruebele circulated a memo to the AMC in September which discussed this, including mentioning that such a Bylaw amendment was presented to the membership in 2009 but was not adopted. The motion on the agenda was substantially the same as the amendment proposed at that time. The ExComm violated the Bylaw restriction which says that they cannot take actions which require membership approval or which amend the Bylaws. Both Election Chair Thomas G. Thomas and First Vice Chair Jon Gruebele have claimed that if the Bylaws do not prohibit some action, like holding a special election, then this is permitted. Robert's Rule of Order disagrees, saying that if the bylaws specify how something is to be done, like conducting elections, that you cannot pass motions to do something different. The AML Bylaws specify that elections are to be held every three years and explicitly mentions 2024 and 2027. An election in 2025 clearly violates this section of the Bylaws.

Leaving the illegal AMC special election aside, a petition signed by more than 300 members was submitted to National Hearings Chair Deb Stone asking that the National Hearings Committee waive confidentiality for the January hearing if all parties agree. Stone's response was that once the decision is issued, the matter is closed and the NHC no longer has authority to take any action. So, not only does American Mensa not have the independent appeal process which is required by the Mensa Constitution, it's impossible to appeal to the Hearing Committee itself, since it is dissolved.

A petition to recall Chair Lori Norris was submitted to the Election Committee Chair Thomas G. Thomas. He has indicated that, according to his reading of the Bylaws, that only paper ballots are permitted, not electronic. This recall will not happen before April.

American Mensa's dispute resolution process is convoluted and less than clear. Often it seems that it is a never-ending collection of hoops to be jumped through with no clear end point. The ASIEs list that following an NHC decision, that an appeal can be made to the AMC or the IBD. An appeal by the majority of the AMC to the minority seems absurd, even if there were a way that this was supposed to be conducted. In any case, lacking a quorum, the AMC would lack authority to do anything. In January, I (joined by Kay Klassen) filed a complaint with International Mensa, since the International Board of Directors (IBD) is explicitly mentioned in the ASIEs. International Chair Therese Moody-Bloom and the Hearings Panel of International Mensa have informed me that they have no authority to reverse or modify the decisions of any National Mensa, and that we have exhausted all internal avenues of redress.

One of the curious claims I have heard is that the National Hearing Committee did not remove the majority of the AMC in its January 14 decision, despite saying exactly that. According to this pretzel logic, it would be a violation of New York State Non-profit Code for them to remove members of the board of directors (not to mention a violation of AML Bylaws). Since they didn't violate the law, when the NHC said that the ten board members were removed they were speaking colloquially and that their words don't mean what they say, but mean something different. The claim in this convoluted argument is that the ten AMC members voluntarily resigned, despite that never having happened. (I have this image of an employee being called into the boss' office and being told that he was fired. Then being told that since a firing might result in a wrongful termination suit, that they will be listed as having resigned.)

One of the things on which I've commented in the past is that the AMC has often had a rather fluid and goal-oriented practice of interpreting, misinterpreting, or simply ignoring the Bylaws and ASIEs whenever it suits their purpose. To this criticism, I have to now add that includes ignoring and violating multiple New York State laws.

During my AMC onboarding process the fiduciary duties which I and the other AMC members took on when we became board members were described. These include insuring that American Mensa complies with all applicable laws, that it follows the Mensa Constitution, the AML Bylaws, and that decisions of the board are followed. Breach of any of these is considered an Act Inimical to Mensa.

As I've mentioned previously, I did not violate any bylaws, nor did any of the other removed AMC membes, nor did we do anything which would cause harm to American Mensa, the definition of an Act Inimical. You can find additional information here: <https://tinyurl.com/MensaHearingsInfo> Please contribute to the AMC Defense Fund: <https://www.gofundme.com/f/help-restore-fairness-in-american-mensa>