

To: AMC
From: RVC 8 Michael Eager
Date: August 29, 2024
Subject: AMC Committees

In order to gain a better understanding of the AMC Committee structure in design and practice, I've reviewed the available documents and drafted this summary.

Governance Documents

The AML Bylaws (VII(3)) specify that the AMC may create committees:

- (3) (a) The American Mensa Committee may by resolution designate from among its members an Executive Committee and other standing (action) committees. Each such action committee shall consist of three or more voting members of the American Mensa Committee and, notwithstanding the provisions of Article VII (2)(a), shall have the authority of the American Mensa Committee to the extent provided in the resolution.
- (b) The American Mensa Committee may by resolution create such special (advisory) committees as may be deemed desirable. Advisory committees shall have only the powers specifically delegated to them.

The Bylaws define standing and special committees, where *action* is a synonym for *standing* and *advisory* is a synonym for *special*. Although the wording is different for standing and special committees, both appear to be limited to the powers explicitly granted to them. The two other kinds of committees mentioned in the ASIEs (empowered and program) are not defined in the AML Bylaws; this will be discussed below.

ASIE Appendix 1 (GUIDELINES FOR AML COMMITTEES: STRUCTURE, ESTABLISHMENT, REPORTING AND REVIEW) describe a number of different types of committees which may be appointed by the AMC.

The sections I(a) through I(c) defines duration of committees:

- **Ad hoc committee:** “a committee whose period of existence terminates with the AMC that appointed the committee” or a shorter time frame.
- **Standing committee:** “a committee whose period of existence extends beyond the AMC that appointed the committee”.
- **Recurring committee:** “a committee that is not always in existence, but whose existence occurs at set intervals”

Sections I(d) through I(g) define several kinds of committees (empowered and program committees omitted):

- **Action committee:** “a committee that is empowered to act for the AMC between AMC meetings”
- **Advisory committee:** “a committee that is not empowered to act for the AMC between AMC meetings, but rather advises the AMC”.

ASIE Section 2 (COMMITTEES, TASK FORCES AND OTHER POSITIONS AND APPOINTMENTS) define a number of different committees, with various descriptions:

- **Standing advisory committee:** History Committee, Diversity Committee, Licensing Committee, Marketing Committee, Membership Committee, Risk Committee, SIGs Committee.
- **Standing action committee:** Bylaws Committee, Community Services Committee, Events Committee, Finance and Audit Committee, Leadership Development Committee, Name and Logo Committee, Research Review Committee.
- **Advisory committee (presumably ad hoc):** Governance Task Force

Comments on Governance Documents

The terminology used in ASIE Section 2 and in Appendix conflicts with the Bylaws. According to the Bylaws, a standing committee is an action committee, since the terms are synonyms. Describing a committee as “standing advisory” committee conflicts with the Bylaws in that it attempts to place these committees in two categories, which the Bylaws clearly intend to be disjoint.

It is clear from context that the ASIEs intend the terms *ad hoc*, *standing*, and *recurring* describe the duration of the committee’s existence, while *action* and *advisory* are intended to describe function, and the usage (especially the table on page 69) suggests that the intent is that these terms are orthogonal. One of the principles of Robert’s Rules of Order (10:26(1)) is that the Bylaws supersede the ASIEs. A motion (in our case, an ASIE) cannot redefine terms defined in the Bylaw to give them a different meaning¹. In this case, the Bylaws do not describe the duration of any committee, and presumably each committee is limited to the term of the AMC which appointed them. The Bylaws provide that standing committees, no matter what description they have, are action committees.

The Bylaws define only two kinds of committees: *standing* and *special*. The ASIEs describe two additional kinds of committee: empowered and program. According to Robert’s Rules of Order (56:68(4)), when bylaws include a list of items, this is an exhaustive list and cannot be extended by a motion². The definition of empowered and program committees and, by extension, the definition of committees with these designations, is in conflict with the AML Bylaws.

The Bylaws require at least three voting members of the AMC to be appointed to any standing (action) committee. There is no such requirement for a special (advisory) committee. Appendix 1 (1(d)) says that when an action committee “acts for the AMC, only voting AMC members on the committee may vote.” This suggests that a vote of AMC voting members is required before the committee can take action. It leaves unclear what authority the Chair of an action committee has to act without such a vote. As discussed below, it appears that votes on an action committee (or advisory committee, for that matter) are infrequent and in many instances the Chair of the committee acts with the authority of the AMC when no vote has occurred and whether the Chair is a voting member of the AMC or not.

An advisory committee does not require any voting AMC members, but, according to Appendix 1 (1(c)), it is not empowered to act for the AMC, but advises the AMC on courses of action, which the AMC can decide to follow or not.

The Bylaws refers to standing (action) committees as having the authority (within specified limits) of the AMC. The ASIEs use the phrase “act for the AMC”, although exactly what this means may be open to interpretation. My understanding of the authority of the AMC, and by extension within the scope of their charter, of the action committees includes the following (not exhaustive) list:

- Provide guidance and strategic direction to AML staff
- Approve expenditures (whether budgeted or not)
- Approve or reject proposals for new projects (whether from staff or members)
- Promulgate policy affecting members, local groups, or staff

Again, the ASIE appears to require a vote of the voting members of the AMC to take any of these actions. Advisory committees (using the ASIE definition) do not act for the AMC and cannot perform any of these actions.

Committees

ASIE Section 2 defines the following committees (again, omitting empowered and program committees, as well as inactive committees):

- **Action Committees:**
 - Bylaws Committee -- recommend approval of Local Groups, approve Local Group bylaws, review AMC bylaws and amendments, update Minimum Standard Bylaws. (Although the Bylaws Committee has Staff Liaisons, essentially none of its activity involve staff.)

¹ The ASIE appears to attempt just such an invalid redefinition by including the statement that “[t]he standing committees referred to in section VII.(3). (a) are a subset of all standing committees, in that they are also action committees.”

² From Robert’s Rules for Dummies: “For example, if your bylaws allow members to enter cats, dogs, hamsters, and ferrets in the annual pet parade, then elephants are off-limits.”

- Communications Committee – recommend publishing policies, steer development of national publications, assist Bulletin Editor and Director of Operations with guidelines and procedures, implement AMC communications policy, administer programs supporting editors, webmasters, etc.
- Events Committee – select sites for Annual Gathering and Mind Games, evaluate hotel contracts, develop policies for management of events.
- Executive Committee – conduct routine business on behalf of the AMC between meetings, evaluate Executive Director.
- Finance and Audit Committee – carry out AMC policy regarding management of AML funds, prepare budget.
- Leadership Development Committee – review and implement leadership development programs.
- Name and Logo Committee – grant or deny permission to use Mensa trademarks. (Although only the Communications Officer is mentioned in the ASIE, this committee is chaired by the Marketing Officer.)
- Research Review Committee – encourage research and review any requests for membership data.
- **Advisory Committees:**
 - AML History Committee – collect historical data regarding AML
 - Diversity Committee – suggest and foster programs which promote diversity
 - Licensing Committee³ – review licensing agreements
 - Marketing Committee – review and suggest marketing opportunities, provide marketing insights
 - Membership Committee – coordinate activities related to members, benefits, services, retention.
 - SIGs Committee – recognize and support SIGs

Comments on committees

The charges and descriptions of the action and advisory committees in many cases are similar. It would be difficult to determine from the descriptions whether a committee was action or advisory. For example, the Events Committee reviews hotel contracts and the Licensing Committee reviews licensing contracts. Non-voting AMC members chair the eponymous Communications, Marketing, and Membership Committees, but the first is an action committee while the other two are advisory. It is unclear what the rationale is for that difference.

There are two program committees, not listed above, which are supposed to “run a specified program area”: the Gifted Youth Committee and the Testing Team. The ASIE does not clarify what a “program area” is and it is unclear what distinguishes these two programs from other activities which oversee areas are described as programs in the ASIEs, such as Jewel Awards, LDW, or SIGHT. There are staff members who implement Testing and Gifted Youth programs, just as there are staff who implement event management or publish the Bulletin. It is unclear what, if anything, is different between a “program committee” and an “advisory committee”.

Committee Actions

Quarterly reports reveal (to a degree) actions taken by selected committees in the past year:

- Communications Committee (action)
 - Proposed an initial crowd-sourcing strategy
 - Revised the National Publications Policy
- Finance and Audit Committee (action)
 - Reviewed the January and February 2023 financials
 - Reviewed the March 2023 financials
 - Reviewed the August - December 2023 financials
 - The budget has been recommended to the AMC
- Licensing Committee (advisory)
 - Booth at the 2023 Licensing Expo in Las Vegas
 - We met with numerous companies in industries
 - Discussions with a major eyewear distributor to develop a line of Mensa-branded glasses
 - Promoting three trip offerings with Academic Travel and the History Channel
 - Developing a mega book of puzzles
 - We had a record-breaking year for the Mensa Store
- Marketing Committee (advisory)

³ ASIE Appendix 4, item 8, specifies that the Marketing Officer is the Chair of the Licensing Committee. This conflicts with ASIE Section 2, item 14 which says that the AMC Chair will appoint the Chair of the Licensing Committee.

- Work on Escape Room program with National Office staff
- Support Comicon panel
- KPIs measured by National Office staff
- Working with Charles on a variety of information and local education requests
- Work with the national office to develop a stronger social media strategy
- Work with local groups where potential exists for programs to be effective nationally
- Work with local groups on website updates, to be more effective in marketing
- The headquarter team finished work with a Region 10 LG on digital assets
- David McCallister and Charles Brown planning quarterly office hours
- Provide to the HQ team resources for marketing insights development
- Recruit members in advertising/marketing to provide guidance and support to HQ.
- Work with local groups where potential exists for programs to be effective nationally, such as Comicon
- Membership Committee (advisory)
 - Drafted and tested 2023 Lapsed Member Survey
 - Reviewed potential member benefits
 - Discussed new job search functionality with the Membership Committee and the National Office
 - Improved SIG website launch
 - Worked with National on an improved, searchable national calendar

Committee Motions on AMC Agenda

- July, 2023
 - Finance and Audit Committee: Accept audit
- October, 2023
 - Leadership Development Committee: Expand chair eligibility
- December, 2023
 - Finance and Audit Committee: Increase membership dues
- March, 2024
 - Finance and Audit Committee: Increase membership dues
 - Finance and Audit Committee: Adopt budget
 - Thomas (on behalf of Bylaws Committee): Update Minimum Standard Bylaws
 - Thomas (on behalf of Bylaws Committee): Update Model Bylaws
- July, 2024
 - Finance and Audit Committee: Accept audit
 - Finance and Audit Committee: Establish banking relationship
 - Events Committee: Appoint 2026 AG Chair
 - Finance and Audit Committee: Revise Appendix 20

Comments on Committee Actions

There is no discernible difference in the nature of actions taken by advisory or action committees. Each, to a greater or lesser degree, exercise the authority of the AMC to recommend, initiate, or coordinate activities with National Office staff, local groups, members, or outside organizations. None of the advisory committees presented anything which might be described as advice or recommendations to the AMC for adoption or approval. All of the motions presented by committees for AMC approval were by action committees, which, according to the Bylaws, had the authority to act without AMC approval⁴.

Where the Bylaws and the ASIEs imply that committees will act as deliberative bodies, with votes on whether to take any given action or make any given recommendation, nothing in any of the reports indicated that this had occurred. Where the Bylaws imply that voting AMC members are the basis for an action committee's authority to act on behalf of the AMC, much of the activity of the committees was by the Chair, which in the case of Communications, Membership, and Marketing, are non-voting members.

There seems to be differences between the charge in the ASIEs for some of the committees and what they actually do. For example, the charge for the Licensing Committee (advisory) has only one specification: to review licensing agreements (possibly in coordination with MIL), while the committee reports describe a vastly wider range of actions, including oversight of the Mensa Store.

⁴ With the exception of the dues increase which is subject to additional Bylaw requirements.

Conclusions

- There is significant divergence from the organizational structure described in the AML Bylaws and ASIEs when compared with the actual practice.
- There is no difference between the action committees and advisory committees in practice.
- Advisory committees do not act in an advisory capacity with respect to the AMC. They communicate and provide guidance to staff, local groups, SIGs, and members, as if they are empowered to act on behalf of the AMC.
- The appointment of voting AMC members to action committees, but not to advisory committees, does not appear to have any effect.
- The distinction between program committee (defined in violation of the AML Bylaws) and advisory committee appears unnecessary.
- The lack of a clear requirement that committees act deliberatively, where decisions are made by the whole (or at least the AMC members), undermines the effectiveness of the committees.

Recommendations

- Where the AML Bylaws and the ASIEs are in conflict, the Bylaws should be followed. Each part of the ASIEs which are in conflict with the Bylaws should be declared void. As quickly as practicable, the ASIEs and practices which are in conflict with the Bylaws should be terminated⁵.
- The AMC Chair and AMC should appoint the number of voting AMC members to each standing committee as required by Bylaw VII(3)a.
- Each committee described in ASIE Section 2(C) as a “standing action committee” should be redesignated as a “standing committee” as required by Bylaw VII(3)a.
- Each committee described in ASIE Section 2(C) as a “standing advisory committee” or “advisory committee” should be redesignated as a “special committee” as required by Bylaw VII(3)b.
- The committees which are designated in the ASIEs as program or empowered in violation of the AML Bylaws, should be redesignated as special committees as required by Bylaw VII(3)b.
- The distinction between action and advisory committees, ignored in practice, should be eliminated.
- The charge of each committee should be reevaluated as per ASIE Appendix 1(V) Periodic Review.
- ASIE Appendix 1 should be augmented with a description of how committees are to be run, including when and how decision are made, who may vote, who has authority to act on behalf of the committee, and to what extent.
- Where there are conflicts between the AML Bylaws and the ASIEs, and the AMC wishes to adopt the interpretation in the ASIEs, the Bylaws should be amended.

Nothing in this white paper should be taken as a criticism of the committees or the members of the committees. The operating structure of AMC Committees has evolved organically over time and appears to meet the needs of the organization. The committees, even when working in a significantly different manner from the descriptions in the AML Bylaws and ASIEs, provide a needed and valuable source of guidance and coordination between the staff, local groups, members, and the AMC.

⁵ Once a bylaw violation is recognized, the body should make every effort to rectify the violation. To fail to do so constitutes an ongoing breach of the bylaws (RONR 23:6a, 30:5). Just as you cannot unring a bell, one cannot unhear a violation of the bylaws.