

BY - L A W S
OF
PILIPINAS MENSA SOCIETY, INC.¹

ARTICLE I
Affiliation with Mensa International

Section 1. Pilipinas Mensa Society, Inc. is affiliated with Mensa International Limited, an international society, and with its constituent member groups. As an affiliate, Pilipinas Mensa Society, Inc. adheres to the constitution of Mensa International except where its provisions are conflicting with the laws of the Republic of the Philippines. Once recognized as a National Mensa, Pilipinas Mensa Society, Inc. will contribute to the funding of Mensa International by paying an appropriate portion of its income to Mensa International in accordance with policies adopted by the International Board of Directors of Mensa.

Section 2. Mensa provides a forum for intellectual exchange among members. Its activities may include the exchange of ideas by lectures, discussions, journals, special interest groups, and local, regional, national and international gatherings; the investigation of members' opinions and attitudes; and assistance to researchers, inside and outside of Mensa, in projects dealing with intelligence and Mensa.

Section 3. The name of Mensa belong under the law to Mensa International Limited and can be used only with the latter's permission. Mensa International can withdraw such permission at any time if its Board of Directors determine that the name is being used improperly.

Section 4. References to Mensa in this by-laws shall mean both Mensa International Limited and Pilipinas Mensa Society, Inc. where the context so allows.

ARTICLE II
Policy

Section 1. Mensa is a non-profit organization.

Section 2. Mensa believes that intelligence should be used for the benefit of humanity. Therefore, Mensa shall have no aim that is to the disadvantage of humanity.

¹ Approved as of November 2018.

Section 3. Mensa encompasses members representing many points of view. Consequently, Mensa as an organization shall not express an opinion as being that of Mensa, take any political action other than the publication of the results of its investigations, or have any ideological, philosophical, political, or religious affiliations.

Section 4. Members or groups of members may express opinions as members of Mensa, provided their opinions or actions are not expressed as being those of Mensa as an organization.

ARTICLE III Membership

Section 1. Qualification for Membership - Persons who have obtained a score within the upper two percent (2%) of the general population on an intelligence test that has been properly administered and supervised by Mensa shall be eligible for membership. There shall be no other qualification or disqualification for initial membership eligibility.

Section 2. Member of Good Standing - A "member of good standing" is a member who has paid all dues and assessments of Pilipinas Mensa Society for the current year, and is not currently subject to any sanction (but not including sanctions which do not affect membership such as censure) by either Pilipinas Mensa Society or Mensa International.

Section 3. Rights of Members in Good Standing - A member in good standing shall have the following rights in addition to other rights granted him by the Corporation Code of the Philippines:

- (a) To exercise the right to vote on all matters relating to the affairs of the association;
- (b) To be eligible to any elective or appointive office in the association, provided that he also complies with the other qualifications required of such office;
- (c) To participate in all deliberations and meetings of the association;
- (d) To avail of the facilities of the association;
- (e) To examine all the records or books of the association during business hours and subject to reasonable advance notice.

Every member shall have the same rights and privileges accorded to every other member without qualification or limitation.

Section 4. Duties and Responsibilities of Members - A member shall have the following duties and responsibilities:

- (a) To abide by the Constitution of Mensa International;
- (b) To obey and comply with the by-laws, rules and regulations that may be promulgated by Pilipinas Mensa Society from time to time, as well as the valid and reasonable instructions, directives and resolutions of the association's Board of Trustees, and the duly appointed officers;
- (c) To attend all business meetings, official activities or functions of the association;
- (d) To pay membership dues and other assessments of the association;
- (e) To permit their names and addresses to be published in duly authorized Mensa listings.

Section 5. Non-payment of Dues - Failure by a member to pay membership dues and other assessments of the association within the prescribed time shall automatically constitute resignation of his membership. A member may reinstate his membership by paying all the assessments owed for the current year, in which case he shall be considered a member for the entire year for which he has paid such assessments.

Section 6. Disciplinary Action - Sanctions may be imposed by the Office of the Ombudsman on any member who commits an act inimical to Mensa, upon the written complaint filed with the Office of the Ombudsman by a member in good standing or by a non-member upon the endorsement of a member in good standing. The Office of the Ombudsman shall deliberate on the complaint and shall call a special meeting with the complainant and the concerned member and their witnesses, if any. Both parties shall be given reasonable opportunities to present their side. Sanctions may include censure, suspension or removal from office for a specified time, suspension of membership for a specified time, or expulsion from membership, among others. Appeal from the decision of the Office of the Ombudsman may be made to Mensa Board of Trustees.

Section 7. Reinstatement of Membership - A member whose membership was lost or suspended due to circumstances outlined in Section 6, Article IV may be reinstated for reasonable cause by the Office of the Ombudsman upon the favorable written recommendation of the Board of Trustees.

ARTICLE IV Board of Trustees

Section 1. Board of Trustees - The corporate powers of the association shall be exercised, its business conducted, and its property controlled by the Board of Trustees.

Section 2. Composition - The Board of Trustees shall be composed of five (5) members in good standing with terms of two (2) years.

Section 3. Qualifications - All members of the Board of Trustees must be members in good standing of Pilipinas Mensa Society, Inc. for the year the election is conducted and for the year immediately preceding the election. Failure to maintain the status of a member in good standing shall automatically constitute resignation from office.

Section 4. Election of the Board - The members of the Board of Trustees shall be elected according to the procedures outlined in Article IX.

Section 5. Board Meetings - The Board shall meet regularly at least once every two months. Each incoming Board of Trustees shall at the start of its term fix a date, time, and place for its regular meeting. The quorum for the regular Board meetings shall consist of a majority of the Board members, and a majority of the members present may decide any question at the meeting except those matters where this by-laws or the Corporation Code requires the affirmative vote of a greater proportion.

Section 6. Special Board Meetings - Special meetings may be called as the need thereof arises by the President or by a majority of the Board of Trustees. The Secretary shall notify the Board members at least one week before the date set for the meeting. The quorum for special meetings shall consist of a majority of the Board of Trustees, and a majority of such quorum may decide any question at the meeting except those matters where this by-laws or the Corporation Code requires the affirmative vote of a greater proportion.

Section 7. Right of Members to Attend Board meetings - Any member in good standing has the right to attend Board meetings as observer, unless confidential matters are to be discussed, in which case the reason for the confidentiality shall be entered in the minutes and any member present will be asked to leave, to be called back after the confidential discussion is finished.

Section 8. Removal of Board Members - Board members may be removed from office by reason of incapacity, inability to serve, or by recall election in accordance with Section 10, Article V of this by-laws.

Section 9. Absentee Board Member - Upon the failure of a Board member to attend 3 consecutive Board meetings without reasonable cause as determined by the Board, the absentee member shall be automatically considered resigned from the Board for inability to serve effective on the date of the third consecutive Board meeting which he failed to attend. However, such resignation from the Board shall not prejudice his Mensa membership.

Section 10. Recall - The election of any or all of the members of the Board may be recalled by the members for loss of confidence. The recall shall be initiated by a Recall Petition signed by no less than one-third (1/3) of the members in good

standing or one hundred (100) members in good standing, whichever is less. The Petition shall be filed with the Office of the Ombudsman and shall cite the reasons and the basis for the loss of confidence. Upon receipt of such Petition, the Office of the Ombudsman shall appoint a Recall Committee of three (3) members in good standing, none of whom is a member of the Board and of the Office of the Ombudsman nor a signatory to the Recall Petition, who will promulgate their rules of procedure. The Office of the Ombudsman shall at the same time notify the persons named in the Petition, requesting them to submit their answers to the charges for possible mailing to the members.

Section 11. Filling of Vacancies - When a vacancy occurs in the position of Chairman, the Vice Chairman will automatically fill the position of Chairman. Any other vacancy in the Board may be filled by majority vote of the full membership of the Board, if still constituting a quorum. The Vice Chairman or any board member appointed by the Board under this provision shall serve the unexpired term of the board member he replaced.

Section 12. No compensation - Members of the Board of Trustees shall not be compensated in any manner by the association except for reimbursement of reasonable and necessary expenses incurred in official Mensa business.

ARTICLE V Officers

Section 1. Officers - The Board of Trustees shall appoint from among themselves or among the members in good standing the officers of the association consisting of President, Membership Director, Secretary, Treasurer, Auditor, Testing Director, Publications Director, Public Relations Director, Activities Director, and such other officers deemed necessary by the Board. The Board may combine compatible offices in a single person except that the President cannot be the Corporate Secretary or the Treasurer at the same time.

Section 2. Term of Office - The officers shall hold office for one year and until their successors are duly appointed and qualified.

Section 3. Administrative Manager - The Board may authorize the President to hire an Administrative Manager and other staff to assist in handling the administrative requirements of the association. The Administrative Manager shall report to the Secretary.

Section 4. Removal of Officers - Failure to maintain the status of a member in good standing shall automatically constitute resignation from office. Officers may also be removed from office by the Board of Trustees for malfeasance, misfeasance or nonfeasance in office, with thirty (30) days notice to the officer concerned. Such removal shall require a majority vote of the full Board membership in a meeting

specifically scheduled for this purpose. The resolution for removal must be specific and must state the basis for removal. Before a vote is taken on such a resolution, the officer concerned must be given reasonable opportunities to present his side and views to the Board. The officer may be placed in preventive suspension if in the reasonable discretion of the Board the circumstances warrant the suspension such as when the suspension is necessary to protect the interests of, or to prevent further damage, to the association or the members.

Section 5. Filling of Vacancies - When a vacancy occurs in the position of President, the Membership Director will automatically fill the position of President. A vacancy in any other position of officer shall be filled by majority resolution of the full membership of the Board. All officers appointed by the Board under this provision shall serve the unexpired term of the officer he replaced.

ARTICLE VI

Functions & Powers of Trustees and Officers

Section 1. Chairman of the Board - The Chairman shall preside at all meetings of the Board, and therein rule and decide on all matters regarding order and propriety.

Section 2. Vice Chairman - The Vice Chairman shall assist the Chairman and, in the absence of the Chairman, assume chairmanship duties.

Section 3. President - The President shall be the Chief Executive Officer of the association. He shall preside in all meetings of the members of the association. He shall execute all resolutions and decisions of the Board of Trustees and is charged with directing and overseeing the activities of the association. He shall appoint and have control over all employees of the association and shall review and approve expense vouchers in accordance with the policies laid down by the Board. Within thirty (30) days from the start of his term, he shall present to the Board of Trustees and to the members an annual budget. He shall present supplemental budgets as may be necessary. He shall submit to the Board as soon as possible after the close of each fiscal year, and to the members at each annual meeting, a complete report of the activities and operations of the association for the fiscal year under his term.

Section 4. Membership Director - The Membership Director shall exercise all powers and perform all duties of the President during the absence or incapacity of the latter and shall perform duties that may be assigned by the Board of Trustees. The Membership Director shall be responsible for the expansion of membership and the determination of the qualification or non-qualification of prospective members. He shall review the checking of the examinations and issue notifications of examination results to all candidates. He shall issue membership cards, collect membership dues from members, and issue receipts thereof. He shall remit to the Treasurer all membership dues collected and ensure that the membership test results

shall be kept highly confidential and secret. He may set up a Membership Committee, of which he shall serve as ex-officio Chairperson, to assist him in his duties.

Section 5. Corporate Secretary - The Corporate Secretary shall give all the notices required by this by-laws and keep the minutes of all the meetings of the members, the Board of Trustees, and of all committees, in a book kept for the purpose. He shall keep the seal of the association and affix such seal to any paper or instrument requiring the same. He shall have custody of the correspondence, files and all other papers that are to be kept by the Corporate Secretary. He shall maintain the members' register and have charge of the bulletin board at the principal office of the association. He shall supervise the Administrative Manager and his staff, if the association has hired any. He shall also perform all such other duties and work as the Board of Trustees may from time to time assign to him.

Section 6. Treasurer - The Treasurer shall be responsible for all financial recording and reporting, and shall have charge of the funds, receipts and disbursements of the association. He shall keep all moneys and other valuables of the association in such bank or banks as the Board of Trustees may designate. He shall keep and have charge of the books of accounts which shall be open to inspection by any member of the Board of Trustees. He shall render on a regular basis or whenever required by the Board, an account of the financial condition of the association and of all transactions made by him as Treasurer. He shall also perform other duties and functions that may be assigned to him from time to time by the Board of Trustees. He shall receive examination fees from the Testing Director and membership dues from the Membership Director, and issue receipts therefor. He shall post a bond in such amount as may be fixed by the Board of Trustees.

Section 7. Auditor - The Auditor shall, on a regular basis or when so directed by the Board, examine the financial records and audit the money of the Association, and submit to the Board of Trustees reports of his examinations. He shall also perform such other functions as may be provided for by the Board of Trustees.

Section 8. Testing Director - The Testing Director shall be responsible for the testing of applicants to determine if such applicants are qualified to be members of Mensa. He shall be the guardian of the integrity of the testing and qualifying process and shall formulate systems and safeguards to ensure such integrity. He shall accept examination fees from candidates for membership and issue receipts thereof. He shall remit to the Treasurer all such fees received.

Section 9. Publications Director - The Publications Director shall be responsible for the publication of the official journal of the association and serve as the editor-in-chief thereof. He shall also cause to be published such brochures and other mass printed material as may be required by the Board of Trustees. He shall appoint the editors and staff of such publications.

Section 10. Public Relations Director - The Public Relations Director shall be responsible for projecting the good image of Mensa to the public and the media by causing the publication or broadcast of information regarding the objectives and activities of Mensa.

Section 11. Activities Director - The Activities Director shall be responsible for planning the activities during the association's membership meetings and other activities involving the general membership. He shall present such plans to the Board of Trustees for approval. He shall coordinate and manage the implementation of the approved activities of the association.

Section 12. Administrative Manager - The Administrative Manager, if one is hired by the association, shall be responsible for the safekeeping of the various files of the association, and for other administrative work that may be required for the smooth functioning of the association. He shall directly report to the Secretary.

ARTICLE VII Meetings

Section 1. Annual Meetings - The annual general membership meetings of the association shall be held at its principal office or at a place designated in advance by the Board, on November 21 of each year.

Section 2. Special Meetings - The President or the Board of Trustees may call special meetings of the association, or upon petition of at least one-tenth (1/10) of the members in good standing.

Section 3. Notices - Notices of the date, time and place of annual and special meetings of the members shall be given either personally, by mail, fax, e-mail, telephone, messenger, postal ballot, or by any other means that will best ensure receipt of such notice, at least one month before the date set for such meeting. In urgent cases, the notice may be communicated at least one week before the meeting by telephone, fax or e-mail if contact is not possible. The notice of every special meeting shall state briefly the purpose or purposes of the meeting. No other business shall be considered at such meeting except with the consent of the members present.

Section 4. Quorum - A quorum for the annual general membership meeting and any special meeting of the members shall consist of a majority of the members of good standing. A majority of such quorum may decide any question at the meeting except those matters where this by-laws or the Corporation Code requires the affirmative vote of a greater proportion.

Section 5. Order of Business - The recommended order of business at the annual general membership meeting is as follows:

- (a) Proof of service of the required notice of the meeting except when such notice is waived by the members constituting a quorum;
- (b) Proof of the presence of a quorum;
- (c) Reading and approval of the minutes of the previous annual general membership meeting, except when such reading is dispensed with by a majority vote of those present;
- (d) Report of the President;
- (e) Annual financial report;
- (f) Ratification of previous transactions of the Board;
- (g) Election of the Trustees for the ensuing year;
- (h) Other matters.

The order of business at any meeting may be changed by a vote of a majority of the members present.

ARTICLE IX Elections

Section 1. Election Committee - At least seventy-five (75) calendar days before the annual general membership meeting, the Board shall appoint an Election Committee of three (3) members, none of whom shall be members of the current Board and all of whom shall be ineligible for election to the incoming Board. The members of the Election Committee shall elect a chairperson from among themselves.

Section 2. The Election Committee shall be responsible for the conduct of the election; promulgating whatever rules and regulations it shall deem necessary; prescribing the format for nominations and the procedure for their submission; preparing ballots and other written or electronic material; and receiving, canvassing, and certifying to the results of the voting. The Committee may also provide for a mechanism for voting electronically through the official website of the organization, or through a third-party site or application that is known for its security in preserving the sanctity of the voting process.

Section 3. Nominations - The Committee shall cause to be published at least seventy (70) calendar days preceding the date of the annual general membership meeting, a notice to members requesting nominees for the Board. The notice shall specify the format to be followed in submitting a nomination, the place where such nominations shall be sent, and a clear statement that these nominations must be received by the Committee no later than forty (40) calendar days preceding the date of the annual general membership meeting. Any member in good standing may propose a nominee or a slate of candidates by submitting the names of such candidates together with evidence that each candidate will accept his nomination, in the format prescribed by the Committee.

Section 4. The Committee shall verify the eligibility of the nominees and will prepare the official list of candidates for the incoming Board composed of all eligible nominees.

Section 5. If the number of eligible nominees is equal to or less than the number of Board positions to be filled, the Committee shall declare all such eligible nominees as duly elected members of the incoming Board. If the number of eligible nominees is less than the number of Board positions to be filled, the Committee shall immediately inform the present Board, who shall convene a special meeting within seven (7) calendar days from receipt of such notice. The Board shall then elect from among the outgoing members such number of Trustees who would serve for another term so as to complete the full membership of the incoming Board.

Section 6. Voting - At least thirty-five (35) calendar days prior to the annual general membership meeting, the Committee shall mail to or email all members of good standing the official list of candidates for the incoming Board, an official ballot form, instructions for accomplishing the ballot, and a reminder that ballots must be received by the Committee on or before the date preceding the annual general membership meeting. The members may also choose to cast their votes during the annual general membership meeting by dropping their ballots, accomplished personally or by proxy, into a ballot box that will be provided for that purpose by the Committee.

Section 7. During the annual general membership meeting, the chairman of the Election Committee shall take over the proceedings for the conduct of the elections. The Committee shall announce that canvassing will start in five (5) minutes and all members who have not yet cast their ballots must do so within that time. The Committee shall then canvass the ballots, those received by mail, by the electronic voting process, and those dropped into the ballot box, and declare the candidates receiving the highest votes elected. Each candidate or group of candidates may designate a representative to observe the canvassing. In case of a tie, the tie may be broken by the toss of a coin or by all the members present voting for the last slot. The manner of tie-breaking will be determined by the Committee after consulting with the candidates who tied for the last slot.

Section 8. Voting Proxy and Ballots - Members shall be entitled to one vote and they must vote by postal ballot, in person, by the electronic voting process established by the Committee, or by proxy.

Section 9. The election for the members of the Board of Trustees, as well as all referenda on important issues, shall be done by postal ballot, in person, by the electronic voting process established by the Committee, or by proxy. All members of good standing may cast their vote by sending their ballots to the Election Committee to arrive before the canvassing of the votes on the election or referendum.

Section 10. Format of Ballots - The recommended format for ballots is as follows: The ballots shall be composed of two sections. One section shall be the main voting form, which shall provide the voter with anonymity in casting his ballot, while the second section shall be the control stub, which shall be used for monitoring the actual voters. The Election Committee for purposes of record keeping and control shall keep the control stub, while the main voting form shall be tallied.

Section 11. Appeals and Election Protests - Election protests and appeals on decisions of the Committee should be filed in writing with the Office of the Ombudsman within ten (10) calendar days from the date of the election. In the absence of a protest or appeal within the prescribed 10-day period, the election results shall be considered final. The Office of the Ombudsman shall decide on the appeal or election protest within thirty (30) calendar days after requiring all parties concerned to present their side and views. There shall be no appeal on decisions of the Office of the Ombudsman on election appeals and protests, which shall be considered final.

Section 12. Election Results - The Committee shall prepare an official report on the results of the elections and shall submit this report to the Board of Trustees within seven (7) calendar days from the date the election results are considered final. A copy of this report shall be given to all the candidates and to the office of Mensa International. The results of the elections shall also be published in the immediately succeeding issue of the official journal of the association.

Section 13. Start of Term - The incoming Board members shall officially begin their term on January 1 of the year succeeding the election.

ARTICLE X

Local Chapters and Special Interest Groups

Section 1. Local Chapters - Groups of members living or working within reasonable proximity to each other, or who are members of the faculty or administration or students of a university, may establish a local chapter of Pilipinas Mensa Society, Inc. The Board of Trustees shall promulgate guidelines for the establishment of such chapters, including the minimum number of members necessary to form a chapter, the geographic or functional boundary of the chapter, a prescribed form of the chapter's by-laws, and any other matters deemed appropriate for the orderly functioning of local chapters.

Section 2. Special Interest Groups - Two or more members having a common interest may form a Special Interest Group (SIG) for pursuing such interest. Admission to a SIG shall be open to any member of the association who applies for membership to the SIG.

The structure, administration and operation of a SIG shall be determined by the members themselves, except that the SIG must be self-financing and must always

adhere to the by-laws of Pilipinas Mensa Society, Inc. and to the Constitution of Mensa International. A SIG may not use the name "Mensa", the Mensa logo, or registered "M" symbol, unless authorized to do so by the Board of Trustees. Pilipinas Mensa Society, Inc. will not be responsible for any commitment undertaken by a SIG unless previously authorized in writing by the Board of Trustees.

ARTICLE XI Dispute Resolution

Section 1. Dispute Resolution - Members having a dispute with Mensa, or with another member arising out of a Mensa-related activity, shall exhaust all avenues of settlement and redress within Pilipinas Mensa Society, Inc. or Mensa International before taking the dispute to external authorities. Deliberate failure to do so may be considered an act inimical to Mensa, and may subject the member at fault to suspension or expulsion, in accordance with Section 6, Article IV of this by-laws.

Section 2. Ombudsman - The Board of Trustees shall appoint three (3) members in good standing for the Office of the Ombudsman for staggered terms of three (3) years. For the first batch of members of the Office of the Ombudsman, the Board shall choose one member who shall serve for three (3) years, a second member to serve for two (2) years, and a third member to serve for one (1) year. In the succeeding year, the Board shall appoint a member to replace the outgoing third member, and the new member shall serve the mandated term of three (3) years. When the two-year term of the second member expires, the Board will appoint a member who shall serve the mandated term of three (3) years. By this system, the Board will need to appoint a new member to the Office of the Ombudsman every year with a term of three (3) years.

Section 3. Disqualification - No member convicted by final judgment of a crime involving moral turpitude, committed within five (5) years prior to the date of his appointment shall qualify as a member of the Office of the Ombudsman. Failure to maintain the status of a member in good standing shall automatically constitute resignation from office.

Section 4. Duties of the Ombudsman - The duties of the Office of the Ombudsman are to:

- (a) arbitrate disputes within Pilipinas Mensa Society, Inc.;
- (b) mediate, counsel and constructively criticize arbitrary or improper action of members and officers;
- (c) impose disciplinary sanctions on any member, officer or Board member who committed an act inimical against Mensa;
- (d) reinstate the membership of any deserving member for reasonable cause;

- (e) resolve election protests and the appeals on the decisions of the Election Committee;
- (f) other duties and responsibilities laid out in this by-laws.

The Office of the Ombudsman shall gather facts and evidence relating to any dispute or accusation, hold such hearings as they may deem appropriate, and issue findings and conclusions. They shall report to the Board of Trustees and to all interested parties, and may make recommendations for sanctions or other remedy. The Office of the Ombudsman shall determine whether or not their findings and conclusions shall be published beyond the Board of Trustees and the interested parties.

Section 5. Removal from Office - A member of the Office of the Ombudsman may be removed from office for malfeasance, misfeasance or nonfeasance in office, upon the written petition of a member in good standing with the Board of Trustees. Such removal shall require a two-thirds (2/3) vote of the full Board membership. The resolution for removal must be specific, must state the basis for removal, and must be set out in the agenda. Before a vote is taken on such a resolution, the member concerned must be given reasonable opportunities to present his side and views to the Board. The Board shall provide the officer concerned with thirty (30) days notice of such removal. The officer may be placed in preventive suspension if in the reasonable discretion of the Board the circumstances warrant the suspension such as when the suspension is necessary to protect the interests of, or to prevent further damage, to the association or the members.

Section 6. Inability of Ombudsman to Resolve Conflict - Should the members of the Office of the Ombudsman be unable to resolve a conflict or should the positions in the Office of Ombudsman be vacant at the time, the Board of Trustees may refer the conflict to Mensa International, or appoint an arbitrator acceptable to all involved parties.

Section 7. Recall - The Recall Petition may also be filed against a member of the Office of the Ombudsman. In this case, the functions regarding the Recall Election of the Ombudsman against whom the petition is filed shall be exercised by a Board member duly designated by the Board. All other provisions under Section 10, Article V of this by-laws shall apply in this case.

ARTICLE XII Funds

Section 1. Funds - The funds of the association shall be derived from testing fees, admission fees, annual dues and special assessments of members, gifts, donations, benefits, and other legitimate sources.

Section 2. Fees and Dues - Every member of the association shall, in addition to the one-time membership/ registration fee, pay annual membership dues as well as

any other reasonable assessments that may be imposed by the association from time to time.

Section 3. Disbursements - Withdrawal from the funds of the association, whether by check or any other instrument, shall be signed by the any two of the following officers of the association: the Treasurer along with either the President or the Membership Director. If necessary, the Board may designate other signatories.

Section 4. Fiscal Year - The fiscal year of the association shall be from January 1st to December 31st of each year.

ARTICLE XIII Corporate Seal

The corporate seal of the association shall be in such form and design as may be determined by the Board.

ARTICLE XIV Interpretation and Amendments

Section 1. Governing Law - This by-laws shall be interpreted according to the laws of the Republic of the Philippines.

Section 2. Interpretation - For convenience, use of the terms "he", "his", or "him" in this by-laws refers to both sexes and should not be construed as suggesting a preference.

Section 3. Amendments - This by-laws or any provision thereof may be amended or repealed by a majority vote of the members at any regular or special meeting duly held for the purpose. Proposals for amendments may be made by the Board or through a petition duly signed by at least one-fourth (1/4) of the members in good standing. Proposed amendments must be submitted to the International Board of Directors of Mensa International, for approval before balloting. This by-laws contain all the minimum by-laws standards prescribed by the International Board of Directors of Mensa International. As new minimum by-laws standards are adopted by the International Board of Directors of Mensa International, this by-laws of Pilipinas Mensa Society, Inc. will be amended accordingly, insofar as the amendments do not conflict with the laws of the Republic of the Philippines.

ARTICLE XV Dissolution

Section 1. Voluntary Dissolution - Pilipinas Mensa Society, Inc. can be dissolved at a special meeting of the members called specifically for that purpose by a two-thirds (2/3) majority of all members present. If dissolution is decided, the members shall also decide at the same meeting the appointment of a liquidator and the designation of a local charity to receive the surplus assets of the association.

Section 2. Involuntary Dissolution - Pilipinas Mensa Society, Inc. will be involuntarily dissolved upon action of the International Board of Directors of Mensa International, de-recognizing it as a National Mensa. In the event of such involuntary dissolution, the Board of Trustees shall have the following powers and duties:

- (a) Payment of any existing obligations from the funds of Pilipinas Mensa Society, Inc.;
- (b) Transfer of all testing and membership records to Mensa International Limited;
- (c) Reassignment of all legal rights to the Mensa name and logo to Mensa International Limited; and
- (d) Distribution of the remaining funds and assets as provided in the preceding section.