

**Intertel  
Constitution  
Bylaws  
And  
Standing Rules**

**as of**

**May 6, 1995**

THE CONSTITUTION OF  
*Intertel, INC.*  
A NOT-FOR-PROFIT CORPORATION ORGANIZED UNDER THE LAWS  
OF THE STATE OF OKLAHOMA

C1. ARTICLE 1. NAME

INTERTEL, Inc., shall be the name of this organization, to be known as INTERTEL.

C2. ARTICLE 2. OBJECT

C2.1 With the object of forging and encouraging a meaningful and lasting intellectual fellowship, fostering an exchange of ideas on any and all subjects among persons throughout the world with a proven high intelligence, and assisting in research on matters relating to high intelligence, this International Legion of Intelligence, INTERTEL, is formed.

C2.2 This organization shall at all times maintain an attitude which is strictly nonsectarian, nonracial, and nonpartisan. It shall be a nonprofit social and fraternal organization.

C3. ARTICLE 3. MEMBERSHIP

All persons who have scored at or above the ninety-ninth (99th) percentile on a supervised intelligence test may apply for membership in INTERTEL. Membership will be permitted upon approval of the evidence submitted.

C4. ARTICLE 4. OFFICERS

The officers of INTERTEL shall be the President, the Secretary, the Treasurer, and others appointed as necessary for the effective operation of INTERTEL.

The President and the Secretary shall be elected by the membership as a whole. The term of office for each shall be three (3) years. The Treasurer and other appointed officers shall be selected as prescribed by the Bylaws.

C5. ARTICLE 5. GOVERNMENT

C5.1 The government of INTERTEL shall be vested in the Executive Board consisting of the elected officers and the Regional Directors of INTERTEL.

C5.2 Directors must reside within the Region they represent and be elected through votes cast by members residing within that Region. The term of office for each shall be three (3) years.

C5.3 Management of the business of INTERTEL shall be the responsibility of the Executive Board and the President as prescribed in the Bylaws. The Executive Board may, by resolution, delegate to

members or to committees authority to act for the Board, but such delegation shall not relieve the Board of its ultimate responsibility.

C5.4 A proposition governing or regulating or amending all or any part of the Bylaws shall require approval by a two-thirds (2/3) vote of the members of the Executive Board.

C5.5 The term of office of Executive Board members shall be three (3) years, with approximately one-third (1/3) of the offices terminating each December 31.

C5.6 The Executive Board shall meet once each year in conjunction with the Annual General Assembly (AGA) and at such other times as necessary. A quorum shall be two-thirds (2/3) of the members of the Board voting in person or by proxy. Insofar as is practicable, all business shall be conducted at the annual meeting, but a proposition may be acted upon by written responses or by telephone confirmed in writing on matters requiring immediate or special attention.

## OC6.ARTICLE 6. MEET INGS

C6.1 The Annual General Assembly (AGA) shall be held once each calendar year at a time and place designated by the Executive Board. The meeting place for the AGA shall not be designated for the same region of INTERTEL more than once in any three-year period.

C6.2 Special meetings may be called in a manner set forth in the Bylaws.

C6.3 Proxies will be honored only as prescribed in the Bylaws.

## C7. ARTICLE 7. AMENDMENTS

All or any part of this Constitution may be amended by an affirmative vote of at least two-thirds (2/3) of the members of the Executive Board, provided that the amendment is ratified by a majority vote of those members casting ballots at the next Annual General Assembly, either in person or by proxy.

## C8 ARTICLE 8. DISSOLUTION

The period of INTERTEL's duration is perpetual. It may cease to exist only because of the implied or actual wishes of the majority of its members. At least thirty (30) days notice shall be given to the membership that dissolution is to be voted upon either by mail ballot or at the next Annual General Assembly. Upon dissolution, the fixed assets will be sold and after all just debts have been settled, the balance of monies will be donated to an educational scholarship fund to be chosen by the remaining members of the Executive Board.

Revised and Adopted at the July 1982 Annual Executive Board Meeting and the Annual General Assembly. Titles changed from Executive Director to President and from General Secretary to Secretary May 6, 1995

## BYLAWS

### BLI SECTION 1 MEMBERSHIP

#### BLIA BECOMING A MEMBER

Applicants for membership in INTERTEL shall submit their signed applications on the INTERTEL standard form together with proof of their Intelligence Quotient (IQ) as determined by a supervised intelligence test. The INTERTEL Acceptance Committee (IAC) shall determine the validity of the proof submitted according to the committee criteria regarding acceptable intelligence test scores. Further information may be requested if necessary to support the proof of IQ submitted by the applicant.

The IAC will decide the disposition to be made of the application. If accepted, the applicant and the director of the Region in which he resides will be notified. If not, only the applicant will be notified.

Applicants shall be recorded as members of INTERTEL as of the date their initiation fees and dues are received at the INTERTEL office. Dues must be kept current in order to maintain membership in INTERTEL.

#### BL1.2 LIFE MEMBERSHIP

Life membership in INTERTEL may be awarded to those members who have made an extraordinary contribution to the society. The decision shall be made by a majority of the members of the Executive Board.

### BL2. SECTION 2 OFFICERS

#### BL2.1 ELECTED OFFICERS

Elected officers shall serve as members of the Executive Board. The President shall exercise a general supervision over the affairs of INTERTEL and conduct the business subject to the limitations and extensions set by the Executive Board. He shall preside at all Annual General Assemblies, special meetings of the membership, and all meetings of the Executive Board. In the event the President is unable to attend the meeting, the Secretary, or in his absence a member of the Executive Board designated by the President or Secretary, shall preside.

The Secretary shall be responsible for all official records of INTERTEL, except financial records. He shall act as Secretary at all meetings of the Executive Board, all Annual General Assemblies, and all special meetings of the membership.

Upon the resignation, death, permanent incapacity, or deliberate neglect of duties of any elected officer, the Executive Board shall declare that office vacant and shall fill from among its ranks the office of President or Secretary. The option of first refusal for the vacant office of President shall go to the Secretary.

#### BL2.2 APPOINTED OFFICERS

The Treasurer shall be appointed by the President and approved by a majority of the members of the Executive Board before officially taking office, and shall be responsible for all monies and financial records of INTERTEL. He shall make all disbursements and accept all receipts subject to the limitations and extensions set by the Executive Board. He shall prepare financial reports for the Board as they may direct. He shall make records available to the Audit committee as they require. At the close of each fiscal year, he shall prepare a report of the financial activity of INTERTEL to be presented to the membership at the AGA and published in the official Journal of INTERTEL.

Other officers necessary for the effective operation of INTERTEL shall be appointed by the President and approved by a majority of the Executive Board before officially taking office. Appointed officers must have been members for not less than two (2) consecutive years. They may remain in office indefinitely, but must be re-appointed and approved at the expiration of each term of the President who made the appointment. Vacant appointive offices shall be filled by appointment of the President and approved by a majority of the members of the Executive Board.

BL2.3 All officers shall perform such additional duties as may be assigned by the Executive Board.

### BL3 SECTION 3. EXECUTIVE BOARD

#### BL3.1 DUTIES OF THE EXECUTIVE BOARD

The Executive Board shall consist of not more than fifteen members and shall establish, support, and supervise a Journal of INTERTEL, and shall carry out the business and management of INTERTEL as set forth in the Constitution.

#### BI-3.2 REGIONS

For administrative and governing purposes, the world shall be geographically divided into Intertel Regions, each represented by a Director in the manner set forth herein. From time to time the Executive Board shall review such Regions, and may at its discretion by majority vote augment or reduce the number of Regions and redraw boundaries so as to maintain approximate equality of representation with due regard being given to distances and remoteness.

#### BI-3.3 DIRECTORS

A Director shall represent his Region to INTERTEL and shall represent INTERTEL to his Region. He shall administer the affairs of INTERTEL within his Region and shall participate in the government of INTERTEL through the Executive Board.

Upon the resignation, death, permanent incapacity, or deliberate neglect of duties of a Director, the President shall appoint a qualified member resident of that Region to serve until completion of the unexpired term subject to approval by a majority of the members of the Executive Board.

### BL4 SECTION 4 RESIGNATION, PUNITIVE ACTION

#### BIAA RESIGNATIONS

All resignations must be presented in writing to the Secretary and shall be effective upon acceptance.

#### BL4.2 REASONS FOR PUNITIVE ACTION

Punitive Action may be instituted against a member of INTERTEL for any of the following reasons:

- a) Using the name of INTERTEL for commercial purposes or other personal gain, other than incidentally in a written work or as otherwise authorized by the Executive Board
- b) Engaging in acts inimical to INTERTEL
- c) Promoting other organizations, interests, or pursuits at the expense or to the detriment of INTERTEL
- d) Seeking to undermine, diminish, impugn, or injure the integrity, reputation, or survival of INTERTEL

- e) Engaging in conduct of such nature as to bring discredit to INTERTEL, as in the following specifics:
  1. Barratry, the persistent incitement of quarrels or litigation
  2. Dereliction of office, the intentional abandonment of the duties of office
  3. Nonfeasance of office, omitting to do that which should be done
  4. Misfeasance of office, doing that which should be done in an illegal or improper manner
  5. Malfeasance of office, doing as an officer something one has agreed not to do, that is unwarranted, and that is not legally justified, or that is wrongful and contrary to law
- t) Acting in a manner contrary to the Constitution, Bylaws, Standing Rules, and policies of Intertel

## BL5SECTION 5 COMMITTEES

BL5.1 An Intertel Acceptance Committee (IAC) shall be appointed by the Executive Board and shall be composed of no fewer than three nor more than five current members of INTERTEL who may or may not hold other offices within INTERTEL.

BL5.2 An Audit Committee, composed of at least one qualified person shall be appointed by the Executive Board and shall audit the financial records at least annually. Reports of all audits shall be made to the membership.

BL-5.3 An Election Committee, composed of no fewer than three nor more than seven current members of INTERTEL who are not officers or candidates for office, shall be appointed by the Executive Board and shall certify all nominating petitions as to validity and shall act as tellers in all elections.

BL5.4 The Executive Board shall appoint such other committees as necessary for carrying out the business of INTERTEL.

## BL6SECTION 6 ELECTIONS

### BL6.1TIME OF ELECTIONS

Elections will be held once each year to fill all offices and directorships expiring December 31 of that year.

### BL6.2QUALIFICATIONS OF CANDIDATES FOR ELECTION

- a) General Qualifications--All candidates must be current members, and no elected officer or director may serve more than two consecutive terms in the same office. A member shall not be a candidate for nor hold more than one elected office at a time.
- b) Candidates for President or Secretary--To qualify as a candidate for President or Secretary, the nominee must have served at least one full term as a Director of an Intertel Region, or have served one full term as an appointed officer, or have been a member for not less than six consecutive years.
- c) Candidates for Regional Director--To qualify as a candidate for Regional Director, one must have been a member for not less than three consecutive years.

### BL6.3NOMINATIONS, CAMPAIGN STATEMENTS, BALLOTS

Nomination forms will be printed in the official Journal of INTERTEL. Nominations, together with a signed statement of acceptance by nominees, must be submitted by the date specified on the form. Nominations for Regional Director must be made by a member of that region.

Ballots will be distributed to the appropriate electorate along with a one page maximum campaign statement furnished by each candidate at least sixty days prior to the voting deadline. Other campaign material will be the responsibility of each candidate.

#### BL7SECTION 7 DISBURSEMENTS

All disbursements must be ordered and approved by the Executive Board. The Executive Board, by resolution may authorize certain officers, Directors, or committees to make disbursements provided that all such disbursements shall be accountable to the Executive Board.

#### BLSSECTION 8 FORUMS

A Forum is an assembly of INTERTEL members for social and fraternal reasons.

## BL9SECTION 9 SPECIAL PURPOSE ASSOCIATIONS

An Association may be formed for any purpose which is not inconsistent with the Constitution and Bylaws of INTERTEL. Recognition of such an Association, upon application to the Secretary, shall obligate the founder and each successive senior officer of the Association to insure that the Secretary is fully and currently informed of all its activities.

## BLIOSECTION 10 MEETINGS

### 131-10.1 THE ANNUAL GENERAL ASSEMBLY

The Annual General Assembly (AGA) will be held as set forth in the Constitution. During the assembly, there will be at least one general business meeting at which questions to be decided by the membership shall be acted upon.

### BLIO.2 SPECIAL AND OTHER MEETINGS

Special meetings may be called by the President, by a majority of the members of the Executive Board, or by written petition to the Secretary of not less than one-tenth (1/10) of all current members. Notice of such a meeting and the purpose thereof shall be delivered or mailed by the officer(s) calling the meeting or by the Secretary no less than thirty days prior to the meeting. Inclusion of such notice in an issue of the official Journal of NTERTEL, or in a bulletin which shall go to all members at least four weeks prior to the date of the meeting shall satisfy this requirement.

### BL10.3 ACTION BY EXECUTIVE BOARD BETWEEN MEETINGS

Any action by the Executive Board shall be as valid and binding as if taken in a regular meeting, if assented to by a majority of its members in writing, except for changes in the Constitution and Bylaws which require at least two-thirds (2/3) approval.

### BL10.4 REPORTS OF MEETINGS

Reports of all meetings stating resolutions made and nullified and listing any other actions taken or still being considered shall be published for the membership in the official Journal of INTERTEL.

### BL10.5 WHO MAY ATTEND EXECUTIVE BOARD MEETINGS

Members of INTERTEL may observe Executive Board meetings except during executive sessions.

## BLIISECTION 11 QUORUM

### BL11.1 QUORUM OF GENERAL MEMBERSHIP

A quorum of the Annual General Assembly, or any special meeting of the membership as a whole, shall be eight percent (8 %) of the total current membership, or one hundred current members, whichever is the lesser, in person or by proxy.

#### BL11.2 QUORUM OF THE EXECUTIVE BOARD

Two-thirds (2/3) of the Executive Board in person or by proxy shall constitute a quorum of that body.

#### BL11.3 PROXIES

Proxies within INTERTEL will be honored to vote "for" or "against" specific items printed on the proxy form and to fulfill the requirements for a quorum. Executive Board members may vote no more than one proxy each at meetings of the Executive Board. Signed written responses to agenda items will be honored as proxies at Executive Board meetings and general meetings.

BL12 SECTION 12 DUES, FEES  
BL12.1 NEW MEMBERS

An initiation or evaluation *fee and* dues for the first year must be paid before membership is conferred.

BL12.2 GENERAL DUES

Dues are due by *December 31* of each year and a late fee will be assessed for dues postmarked after January 31. Members will be dropped for nonpayment of dues on March 31 each year. A *reinstatement fee will be assessed for* processing the membership of any *member whose dues have become more than ninety days delinquent.*

BL12.3 FAMILY DUES

If two *or more members of* a family are members of INTERTEL, the dues for the second, third, etc. *members shall be one-half (1/2) that of the first member paying dues in full, providing that they shall agree to share a single copy of all publications and notifications, though retaining full membership privileges and voting rights.*

BL12.3 SPECIAL DUES

Students, *retirees, and* others on fixed incomes may become eligible for one-half (1/2) dues by submitting proof of need and *receiving approval* from the President.

BL13SECTION 13 STANDING RULES

The Executive Board may adopt Standing Rules as the need arises by an affirmative vote of a majority of the *Executive Board.*

BL14SECTION 14 AMENDMENTS

*These Bylaws* may be amended as stated in ARTICLE 5, GOVERNMENT, of the Constitution of INTERTEL.

BL15SECTION 15 PARLIAMENTARY AUTHORITY

The most *recent revision* of Robert's Rules of Order shall be the authority for Parliamentary *Procedures and* shall govern the conduct of deliberations of the Executive Board in all cases to which they are applicable and in which they are not inconsistent with the Constitution, Bylaws, and Standing Rules of INTERTEL.

BL16SECTION 16 EFFECTIVE DATE

*These Bylaws* became effective 1/1/83 and superseded all previous Bylaws, revisions, and resolutions of the Board affecting the Bylaws of INTERTEL.

Sedions 12, 13. 14. amended July 1983  
Seduons 8, 15 ammdcd July 1984

Selmm 4, 10 amended July 1985

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November 1 each year )

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Blb3 added Iasl sentence July. 1993

## INTERTEL STANDING RULES

### OFFICERS

Limitations and extensions set by the XB for the President in conducting the business of INTERTEL: The President shall be governed by the Constitution and Bylaws of INTERTEL, resolutions of the XB, and the traditions of INTERTEL. In situations not covered by these authorities, the President shall gain the support of a majority of the XB before taking action.

The Secretary shall keep detailed minutes of all general meetings and all proceedings of the XB. Copies of the complete minutes shall be available from the INTERTEL office to any member requesting them. (Fee: \$1 for up to three(3) pages, .25 per page after three.) The Secretary shall be the keeper of the corporate seal and be responsible for keeping a current corporate record as required by law.

Limitations and extensions set by the XB for the Treasurer in making disbursements and accepting receipts: All disbursements shall be made by the Treasurer of INTERTEL. In the absence or incapacity of the Treasurer, the President or Secretary shall be authorized to make disbursements. Bank accounts shall carry all three signatures. INTERTEL's fiscal year shall be January 1 through December 31. Funds will remain in an interest-bearing account and be transferred to a checking account only as needed. Bona fide operating expenses for INTERTEL shall be paid upon presentation of an invoice according to the terms stated thereon. Reimbursement requests must be made on the standard form no later than 30 days past the end of each quarter. The Treasurer and the Office Administrator shall be bonded. INTERTEL should accumulate and keep one year's funding of the budget in reserve.

The President and Secretary will be reimbursed for bona fide INTERTEL expenses incurred in carrying out their duties. These expenditures will not exceed \$500 for any one item without XB approval.

The allowance for Regional Directors shall be \$350 each calendar year plus newsletter postage. Newsletters shall not exceed 1 ounce mailing weight and may not be more frequent than 12 per year. Expenses shall be minimized to the point where effective membership social communication would be impaired by further cost reduction; no other criteria shall justify increased cost. Mailing without envelopes shall be employed whenever feasible.

An advance of \$50 may be requested for a publicized Regional Assembly to be accounted for and reimbursed to the treasury if possible. Request to be made through the RD in writing.

A \$500 line of credit is extended to the RD in whose region the AGA is to be held: to be drawn upon as needed, accounted for and reimbursed to the treasury if possible.

Appointed officers shall be reimbursed for bona fide INTERTEL expenses incurred in carrying out their duties.

Each XB member will be reimbursed up to a maximum of \$300 for AGA related expenses. These same allowances apply to the Treasurer, the Editor of the Journal of INTERTEL, and the Office Administrator.

Appointive offices necessary for the effective operation of INTERTEL shall be filled according to procedures set forth in Section 2 of the Bylaws.

### COMMITTEES

One member of the Audit Committee shall be a Certified Public Accountant if a volunteer can be found to serve.

### PUNITIVE ACTIONS

1. A proposal to expel a member must be signed by at least three current members and shall be referred to the Director of the Region in which that member resides. The Director will counsel the parties involved and attempt to resolve the problem. Only if that fails will the problem be referred to the President for Board consideration. If the Director of the Region is a party to the complaint, the President will request another Director to act as intermediary. If, after review, the Executive Board deems the evidence and gravity of the situation to be sufficient, expulsion proceedings will be permitted. The member whose expulsion is proposed shall be entitled to a personal hearing.

The member charged shall be notified immediately in writing by the Executive Board of the contemplated action. Such notification shall specify the charges and the names of the persons preferring the charges.

The Executive Board shall conduct a hearing as soon as practicable and shall decide by at least a two-thirds vote one of the following: a) Exoneration b) Suspension for a period not to exceed one year c) Expulsion

The decision of the Executive Board will be final.

Should a member of the Executive Board be charged, he shall not sit in judgment at his own hearing.

7. Punitive measures may be considered by the Executive Board for members acting in a manner contrary to the Constitution and Bylaws, and policies of INTERTEL. The matter shall be brought to the attention of the President who will present it along with evidence to the Executive Board. The member charged will be notified and given a hearing before the Board. If an officer or Board member is charged, he shall not sit in judgment at his own hearing. Punitive proceedings will be held in executive sessions of the Executive Board. The decision of the Executive Board will be final.

## ELECTIONS

Election procedures: Nomination forms will be published in the March issue of the journal of INTERTEL with the closing date stated as May 31. All nominations must be postmarked no later than May 31 and shall be sent to the Election Committee Chairman to verify that all nominees are qualified to be candidates. The Candidates, President, and Secretary will be notified when the nominees' qualifications have been verified by the Election Committee. Names of certified candidates will be published in the journal of INTERTEL. Ballots, along with campaign material and a return envelope addressed to the Election Committee Chairman will be sent from the INTERTEL office prior to July 31 to all members eligible to vote. The voting deadline will be a postmark no later than September 30. Campaign material will be allowed only as stated in Section 6 of the Bylaws.

Ballots not received in the envelope provided and postmarked by the deadline stated will be invalid. Ballots will be tallied and the President and candidates notified of the results within two weeks after the voting deadline. If the vote does not result in a clear majority for one candidate per office, a run-off election will be held as expeditiously as possible to determine a winner. In case of a tie, the election will be decided by a majority vote of the XB. Final results will be published in the journal of INTERTEL. Ballots will be kept by the Election Committee for thirty days in case a recount is requested. After that time, all nomination forms and ballots will be destroyed by the Election Committee. A letter certifying results, giving the vote tally for each candidate, and signed by all members of the Election Committee will be sent to the President, Secretary, candidates, and Editor of the journal of INTERTEL.

## MEETINGS

The AGA will be held each year over the second full weekend in July. If July 1 should fall on a Saturday or Sunday, the AGA will instead be held over the third full weekend in July. The date is subject to change by the President under unusual and extenuating circumstances.

## DUES AND FEES

Annual dues shall be \$36 per year. The annual dues for additional family members shall be exactly one-half the first members annual dues for each additional family member.

The dues year shall be on a calendar year basis. Any member joining or reinstating for less than a full year shall have his dues prorated on a monthly basis. Dues invoices will be mailed from the INTERTEL office during September of each year with November's Journal of INTERTEL carrying a reminder. A late fee of \$5 will be charged from January 31 until March 31. After that date, delinquent members must pay a \$10 reinstatement fee. Members delinquent beyond March 31 will have a break in membership that will affect any tenure requirement for office in INTERTEL.

An evaluation fee of \$10 shall be charged by the Acceptance Committee for reviewing the evidence of qualification for any applicant. Any applicant paying this fee shall not be charged an initiation fee at the time of joining Intertel. The INTERTEL initiation fee shall be \$10 for all applicants who have not paid an evaluation fee.

#### PUBLISHED MATERIAL

The Publications Officer shall act as a clearing house for printed material published by INTERTEL. Ads as approved by the Publications Officer may be ordered by the XB to be published in periodicals and publications. Recruiting ads may be placed in local Mensa publications at the discretion of each RD with approval of the ad by the Publications Officer, with the cost to be paid from the RD's allowance.

Quantities of INTERTEL brochures will be sent to the XB and Officers only. Individuals will receive one brochure on request, and one brochure will be sent in the packet to new members.

Membership lists will be published as necessary. Officers and the XB will receive complimentary copies. Other members may purchase copies for a price sufficient to cover costs of printing and postage. The policy governing the use of membership lists and mailing labels shall be that INTERTEL members may use this list