

**Greater Los Angeles Area Mensa**  
Board of Directors Meeting Minutes  
Meeting conducted electronically via Zoom  
September 10<sup>th</sup>, 2022

Area	Secretary	Delegate	Members-at-Large
Mid-City	vacant	vacant	[✓] Roy Ball
Coastal	vacant	vacant	[✓] Brian Madsen
SFV	vacant	[✓] Alan Stillson	[ / ] Sam Moses
ELAC	[✓] Ignacio González	[ / ] Jonathan Elliott	[ / ] Andrea Nolan
Hi-Desert	vacant	vacant	[✓] Madeline Walker
Inland Empire	[✓] Wilbert Woo	[✓] Mark Carpenter	[✓] Gregory Williamson

**Key:**

[✓] = present for entire meeting

[ / ] = present for portion

[X:#] = absent, with count (#) of consecutive absences

**Guests:** Jordan Albert Byrne, Nikki Frey, Chad Tew

Elliott was present from the start of the meeting and stayed until the end, but is marked here as “present for a portion” only because he was absent for two short (approximately five-minute) periods due to Internet outages.

**I. Opening**

**A. Call to Order**

- Meeting was called to order by Chair Gregory Williamson at 11:00am.

**B. Approval of Agenda**

- Ball proposed two items for the agenda: newsletter editor performance review and access to Board meeting agendas and minutes.
- Williamson at first suggested that the newsletter editor item was “a moot point” because he planned to discuss removing the Editor, but then agreed to put both items on the agenda, and to put the Editor item under his own name.
- Ball moved to approve with those two items added. Stillson seconded. Agenda was approved without objection.

**C. Approval of Previous Minutes**

- Madsen moved to approve. Stillson seconded.
- Madsen, Stillson, Walker, and Woo voted in favor.
- Ball, Carpenter, González, and Williamson abstained.

- Moses and Nolan had not yet joined the meeting and Elliott was momentarily unavailable due to an Internet outage.
- Minutes were approved (4/0/4).

## II. Reports

### A. Executive Officers

#### 1. Chair (Williamson)

- Our social media presence has grown.
- Had discussed the role of Scholarship Chair with Chad Tew, and intended to appoint him as such later in the meeting.
- Had "a really good meeting" with national Communications Officer Robin Crawford for about an hour and a half, during which "we talked about all kinds of things, including recruiting and keeping volunteers, communications, our RG, and how to promote it at a national level."
- Reported that our tax-exempt status is still revoked with the IRS.
- Our newsletter printer has gone out of business, and Circulation Manager Stillson was tasked with finding a replacement.
- "Our Editor did not produce a newsletter this month, and so the newsletter that went out was one that I had put together."
- Despite outreach to our Editor from Williamson and Elliott, we have had no response from him, and so Williamson intended to discuss removing him as newsletter editor during this meeting.
- Williamson had discussed with Crawford the possibility of dividing the newsletter responsibility into several parts so that multiple people can work on this as a team under the leadership of a central Editor, "and she agreed that breaking the duties out was actually a good idea and something that other chapters are doing."
- Ball asked if our current Editor had officially resigned. Williamson confirmed that he had not.

#### 2. Executive Vice-Chair (Elliott)

- At Williamson's request, Elliott sent email communication to our newsletter editor and received no response.
- Consulted with Williamson about the GLAAM budget, but did so in his capacity as XVC, since "to my knowledge, I have not been appointed a member of the Finance Committee."
- Did not receive an Excel version of the fourth GLAAM budget draft to work up into a fifth draft.
- Attended the Sizzler dinner in Van Nuys for the first time.
- Attended the Orange County RG, and met with two individuals who asked for information about qualifying for membership.
- At the Orange County RG, Elliott counted only himself and two other GLAAM members, "and so I'm not sure how much of a problem it actually would have constituted for us to have held the concurrent activity in Santa Barbara."

### 3. Administrative Vice-Chair (Madsen)

- No report

### 4. Secretary (Madsen)

- Reported “a lot of progress” cataloging Board member handbooks and their contents, and had compared the printed material with what was on the GLAAM website, “and have found that in just about every case, what is on the website is more current and more reliable than what was in the printed books.”
- “I want to recommend that we put to rest the practice of handing out physical handbooks – unless somebody asks for one, and I can certainly generate one if somebody wants one. But now that we know where the most recent versions are, all the documents are in an electronic format, and I can make sure that those get sent to people electronically, but I just kind of feel like paper handbooks, unless somebody really wants them, are kind of passé, and I kind of want to pass that into the dustbin of history and operate electronically from now on.”
- Madsen received from Elliott a complete listing of all of our past motions.
- Madsen promised at our last meeting to file a Statement of Information with the California Secretary of State and did so the next day.

### 5. Treasurer (Woo)

- Compiled statements of income and expense from the years 2019 through 2022 and sent that report to executive Board members.
- The reports did not include activity from the Hi-Desert bank account.
- The reports include income and expense from the RG account, but Woo had no detail about what each check was paying for.
- “I think that's enough that we can start reporting our financial statements to government agencies that require them, such as the California Franchise Tax Board and the IRS.”
- “As of yesterday, we have in the RG account \$5,256.51 and in our regular account \$28,474.48 for a combined total of [\$33,730.99].”
- Madsen asked if we were prepared to file a tax return that is due on September 15th.
  - Woo expressed a desire to wait for comments or questions on the reports he has sent out for review.
  - Williamson confirmed that we needed to file a Form 990-N by the 15th.
  - Woo agreed to file for the current year on the 15th, and if questions arise later, he would be able to file amendments if necessary.

### 6. Motion to amend the agenda

- A. Elliott responded to Madsen's report that retiring physical handbooks “is a worthy suggestion but different members might want to discuss it before we change.”
- B. Madsen moved, and Elliott seconded, “to add to the agenda a discussion about whether to continue with printed handbooks or switch to digital.”
- C. Williamson asked for comment or objection and heard none, so the motion was

adopted and the new item was added to the agenda.

## B. Area Reports

### 1. Mid-City (vacant)

- Williamson held an event, a happy hour at The Beetle House.

### 2. Coastal (vacant)

### 3. SFV

- Stillson's planned Carnelli event in August was canceled due to lack of response, other than from Gloria and Nate Greengard.
- Stillson planned an event in October, to "probably take a walk along Honolulu Avenue in Montrose."

### 4. ELAC: no report

- González missed recent Board meetings due to surgery.
- Elliott looked for events that might be of interest at the Norton Simon Museum, but "did not see anything worthwhile yet, but I will keep eyes open."

### 5. Hi-Desert (vacant)

### 6. Inland Empire

- Woo: "COVID has [made it] hard to get face to face meetings. We have some active people but they're vulnerable to COVID because of age and other medical issues. We hoped things would get better, but other than our Zoom meetings, we've been pretty quiet."

## C. Members-at-Large

### 1. Ball

- Asked for Chad Tew's contact information.
  - Tew responded: "My email: chad@chadtew.com"

### 2. Madsen

- Madsen received a phone call from Melissa Coulson who wanted to join Mensa but was getting no response from the national office about her prior test scores. Madsen connected her to the right people and "got that ball rolling."
- Madsen attended Jana Bickel's Thursday dinner at Sizzler.

### 3. Moses

- "We're thinking about maybe doing a Halloween party."

### 4. Nolan

- Apologized for being late to the meeting. She reported having computer issues which were preventing her from connecting.
- Asked if some of the voting that we hold could be private, "because I have received a lot of phone calls about something that I voted no on."
  - Williamson: "That's something that I take very seriously, and I want everybody to consider their actions and how information is shared, and

yes, I think that we will need to look at having an option for having private votes in future situations like that.”

5. Walker

- Welcomed Tew, and noted that scholarships are “such an important thing,” and also that “it’s a shame we didn’t meet at the AG; there are several people here who were there.” (Tew had introduced himself prior to the start of the meeting, and had stated that he had attended the AG in Nevada earlier in the year.)

6. Williamson

- Repeated that he hosted a happy hour at The Beetle House, attended by Ball and Brian McLaughlin.
- Planned a day at Universal Studios the following day, September 11<sup>th</sup>.

D. Committees and Coordinators

1. Awards Committee

- Elliott reported receiving a request from a family member of Henry and Beverly Miller, asking why Beverly is not listed in our Hall of Fame. Elliott responded to the request with a list of Beverly’s accomplishments and an explanation of how the awards program worked.

2. Diversity Committee

- Williamson: “I’ve had communication with both of our members. We have a meeting coming up.”

3. Finance Committee

- Chair Mickey Oskey emailed the following report, which Madsen read into the record:

Since my appointment as chair of the GLAAM Finance Committee was confirmed by the board, its two voting members – the chair and William McBride – and one of its non-voting members – the GLAAM LocSec – have conferred on several occasions. No input was given by its other non-voting member – the GLAAM Treasurer – until 7 September 22, when yearend reports for the preceding four fiscal years were forwarded to the board and committee members, although we were advised that no expense breakdown for the regional gatherings nor information concerning the Chapter’s hi-desert account were included. The committee has made the following findings:

Board minutes indicate that many of the schedules and reports required by Article VI, Section D, Paragraph 5 of the Bylaws have not been submitted to them for review and the board as a consequence has failed to oversee the fiscal stability of the chapter. The committee has not yet had time to discuss the four-yearend statements, although it is evident that much time and effort have

been put into their preparation. A cursory inspection indicates that the three primary income sources are the annual member dues, the regional gatherings, and the newsletter advertising (although no income is listed here). A reconciliation of the yearend statements with the checking account statements has yet to be made.

The board minutes indicate that a balanced budget has not been prepared and presented to the board for adoption as required by the above Bylaws' section.

The tax filings required by the same section have not been filed for at least the previous three years, thus resulting in the Chapter's loss of its nonprofit tax status. The yearend reports should provide sufficient information to complete these filings.

The LocSec has assured the committee that a balanced budget will be approved by the board at its September meeting and that the board has until the end of 2022 to file the missing tax reports with the Secretary of State.

In conclusion, the board should initiate action to correct the remaining deficiencies enumerated above. The newsletter committee should be encouraged to produce advertising revenue.

- Madsen asked Elliott whether the LocSec and Treasurer are voting members of the Finance Committee. Elliott confirmed that they are.

#### 4. Gifted Youth Committee

- Walker: "I'd really like to get a lot of the new people involved all together chatting, and Gregory and I should probably start that when we have some time."

#### 5. Regional Gathering Committee

- Walker: Plans were underway, still anticipated for Presidents Day weekend in February, but perhaps not to include Friday evening and/or Monday morning. Three hotels were possible location candidates. A highly regarded business speaker was also a possibility.
- Williamson asked Walker to prepare a full report of the committee's findings for our October meeting, including a budget.
- Williamson clarified that the business speaker was suggested by the Finance Committee Chair.
- Volunteer recruitment meeting planned for September 17<sup>th</sup> at Reno's Pizzeria in Burbank.

#### 6. Scholarships Committee

- Williamson had communicated with Mensa Foundation Director Jill Beckham to

ensure that GLAAM is included in this year's scholarship program. He intended to introduce Beckham and Chad Tew to each other once Tew was appointed.

#### 7. Special Events Committee

- Walker noted an upcoming picnic in Griffith Park on October 15<sup>th</sup>.
- Walker had decided not to pursue an event at the Hollywood Bowl.

#### 8. Testing Committee

- Williamson reported that Douglas Marriott completed his certification to become a testing proctor, and the national organization had approved him. This made him GLAAM's newest fully certified proctor.

#### 9. Archivist

- Madsen had received from Elliott a complete set of all motions going back to 1988, up through April of 2020, which he planned to augment with motions since then, in order to bring that list up to date.

#### 10. Calendar Editor

- Stillson: "In September's calendar, we have 15 live events and seven Zooms, so we're preserving Zooms when we need them and we're having more and more live events covering a variety of things."

#### 11. Circulation Manager

- Stillson reported that "our previous printer is out of business now. I volunteered to be the point person in trying to get quotes from other printers." Stillson had received two quotes and was waiting on a third, and expected to hear from others.
- Stillson asked Woo for postage expenses incurred in 2022, month by month.
- Stillson asked Madsen whether we have been mailing newsletters at a nonprofit rate or a periodical rate.
- Carpenter asked about plans to migrate *L.A. Mentary* readers away from printed copies. Stillson agreed that we should encourage readers to move to electronic distribution.
- Madsen asked Stillson to make time to compile a Statement of Ownership for publication in the October issue.

#### 12. Open Forum

- Byrne had items to discuss, about which he would follow up with Williamson outside of this meeting.

#### 13. SIGHT

- Chew wrote to Madsen confirming that the previously reported item about an upcoming SIGHT visit by a couple from Hungary was still planned for the near future.

#### 14. Webmaster

- Elliott performed a number of corrections and updates, including newly appointed volunteers on the contacts page.

- Elliott expressed interest in rearranging the structure of pages describing recent GLAAM RGs.
- Elliott asked for information about removing the Amazon Affiliates link from the bottom of the website.
- Elliott understood that Ball had had difficulty accessing members-only content and would work with him outside this meeting to resolve that issue.

15. Data Officer, Elections, Historian, *L.A. Mentary*, Membership Committee, Ombudsman, Public Relations, SIGs, Social Media, and Young Ms all offered no report.

### III. Special Orders

#### A. Filling Vacancies on the Board

- No nominations were offered.

#### B. Appointment of Committee Chairs and Coordinators

- Williamson proposed appointing Chad Tew as Scholarships Chair and asked for comment.
- Madsen agreed that he sounds very qualified, and "I am happy to see this happen."
- Williamson appointed Tew to the position without objection.

#### C. Budget

- No new draft of the budget was presented. The latest draft remained Draft #4 which we reviewed at our last meeting.
- Williamson had discussed with Jay Friedlander the need for an RG budget, and Williamson reported that Friedlander would present one to be integrated into the larger budget discussion.
- Williamson expected to continue the budget discussion at our next meeting, "to include a closer look at the RG" as well as "anything that may be happening between now and then with our newsletter and its printing."
- Madsen asked if Elliott was included on the Finance Committee. "It seems like he wants to be on the Committee and is not, and I'm not sure why that hasn't happened yet." Williamson responded that conversations were taking place in that regard.

### IV. Unfinished Business

- There was no unfinished business.

### V. New Business

#### A. Access to agenda and minutes (Ball)

- Ball explained that his browser falls into an infinite loop when he tries to access members-only content, and furthermore that this happens to him regardless of which browser or which computer he uses. Ball asked if anyone else has experienced this and if anyone has found a solution to the problem.
- Madsen related his experience with this in the past, but his solution was to disable LastPass, which doesn't apply to Ball's situation.

#### B. Newsletter discussion (Williamson)



- Williamson reviewed recent history with the newsletter, noting that issues have been late, important information has been missing or incorrect, and communications have not received responses. Williamson also pointed out that our workflow is such that the Editor provides the Circulation Manager with PDFs which the Circulation Manager then routes to the printer and to the membership, which our Editor initially agreed to and then acted on his own to send final products to the printer himself, bypassing the Circulation Manager.
- Stillson described an email from the Editor to the printer that Stillson regarded as “very insulting” and “way out of line”, and “very embarrassing”, which Stillson felt “jeopardized a good relationship” between GLAAM and the printer. Stillson explained that he and Williamson apologized to the printer, saying that this email was sent without authorization and that it “did not represent what Greater L.A. Mensa wants.”
- Williamson summarized that this situation has continued to decline despite attempts to set things right, and so Williamson asked the Board to vote to remove our newsletter editor.
- Williamson also explained that he has been working with a group of people who want to work on the newsletter, including Toni Hansen, who has worked on the newsletter in the past.
- Ball moved, and Stillson seconded, to remove Joshua Dresser as *L.A. Mentary* Editor.
  - Carpenter asked if we were voting to remove Dresser and also to appoint someone else in his place. Ball and Williamson stated that no, this was just a motion to remove Dresser.
  - Elliott confirmed that the Bylaws allow for the removal of an Editor with the vote of two-thirds of the entire Board, and that this means two-thirds of all filled positions, not just two-thirds of those present.
  - Madsen confirmed that we have eleven filled positions, and two-thirds of that is  $7\frac{1}{3}$ , which we need to round up to 8.
  - Madsen also confirmed that all eleven seated members were present at the meeting.
  - Madsen and Williamson asked if anyone wanted a secret ballot for this vote, if anyone was not okay with an open vote. Responses were in favor of, and the vote was taken as, an open vote.
  - There were ten votes in favor, González abstained, and the motion carried (10/0/1).
- Madsen and Elliott asked who would be our Editor going forward.
  - Much discussion ensued. The following is a summary of each speaker's position, rather than an attempt to capture the discussion chronologically.
  - Williamson had a team in mind, but was not yet ready to announce, largely because the individual he had in mind as principal editor was on vacation and unable to accept the appointment at this time. Williamson envisioned a team of collaborators, as stated previously. Until the team was in place, Williamson would take the reins temporarily, would work with the team to generate an October issue, and would make a formal announcement about a next Editor at our next Board meeting.
  - Elliott expressed three main concerns: first, that he voted to remove Dresser

based on an understanding that Williamson would present a replacement at this meeting; second, that our Bylaws require that there be an Editor (implying that we couldn't leave this meeting without naming someone); and third, that the Bylaws do not allow the newsletter editor to be a member of the Board, which precludes Williamson from being named as Editor, even temporarily.

- Both Williamson and González made the point that we may have rushed into making a decision about our last Editor too quickly, and therefore it would be wise to carefully consider our next one.
- Ball proposed “a dual team of Nikki and Alan” who “have proven qualifications” and who “have agreed that they're available to work on this task.” Ball's proposal was for Frey to work on “the physical part of the editing, and Alan has volunteered to be the proofreader, not only for technical things, but also to proofread the content to make sure everything's appropriate, which was an issue that might have come up a few months ago.”
- Frey stated her willingness to accept. She said that she “has the October issue mostly finished, if that is important to you.” Also: “I have a proven record. I have 85 emails from members saying that they want me to be Editor. If anybody wants a list of their names, email me, I will send you that list.”
- On separate occasions, Carpenter, González, and Madsen all made the point that we need an Editor for October, we only have one person willing and able to accept, and so at least for this month, Frey seemed like the only choice given the circumstances.
  - As González put it, “We need to have an Editor in order to have an issue out. I want to be more deliberate about it, but if our backs are against a wall, I'm in favor of moving forward on an interim basis. Nikki, I don't know you, but I would be in favor of appointing you.”
  - In Stillson's words, “There's only one good pinch hitter in the dugout.”
- Madsen, Carpenter, and Ball suggested (on separate occasions throughout the discussion) that we name Frey not as Editor, but as interim editor. Madsen suggested specifying this for a period only to include the October issue. Ball recommended a period of three months “but it can be less than that if you want.” Moses also stated he was in favor of three months.
  - Carpenter and Ball attempted to make a motion along these lines, but Elliott reminded the group that, according to the Bylaws, the Editor “shall be appointed by the Chair [...] with the approval of members of the Board.” In other words, a motion was not in order at this time. Carpenter then withdrew his motion and reworded his thoughts in the form of a recommendation to the Chair.
- Madsen also suggested RVC Rachel Kibler as final arbiter, if she would be willing, rather than Stillson, since Stillson is a Board member, and so his role as final decision-maker might contravene the spirit of the Bylaws, whereas Kibler is not, and therefore would not pose a potential Bylaws conflict.
- Asked by Williamson for his opinion, Elliott approved appointing Frey as acting Editor, of Stillson being a “backstop”, and also getting Kibler's feedback regarding the content of the resulting issue. Elliott also agreed that “maybe we can keep it

for one month for now” in order to “give Gregory a further opportunity to build up his team.”

- Williamson: “I’d like to do to make a limited appointment of one month, subject to the approval of Rachel, to have Nikki be an acting interim editor of our newsletter.”
  - This led to a discussion of whether Kibler would be approving the appointment or approving the resulting content. Points were made (Carpenter, González, Ball, Woo) that Kibler can remove anybody at any time, so there is no need to make this appointment contingent on her approval; and also that we should let her see the results of the finished product “as a show of good faith”.
  - Williamson then revised his statement: “I’m going to appoint Nikki to be our interim editor for one month, and Rachel gets to review the final product before it’s printed.” This was met with general approval.
- During this discussion, the meeting was twice extended by ten minutes: the first time by Ball and González with Elliott abstaining, and the second by Ball and Carpenter with Elliott abstaining.

#### C. Physical handbooks discussion (Madsen)

- This agenda item was carried forward to our next meeting in the interest of time.

### VI. Closing

#### A. Good of the Order

1. Elliott has applied to be a contestant on a new game show called “Tug of Words” but needs a partner.
2. Elliott has been “invited to speak at a virtual meeting this coming week for the California Taxpayers Bill of Rights Association on the proposals for tax reform which have been developed by our Answers to Everything group.”

#### B. Adjournment

- Woo moved, Stillson seconded, Ball objected, Elliott and one other abstained, and the meeting was adjourned at 1:20pm.

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*Respectfully submitted,  
Brian Madsen, GLAAM Secretary*