

Greater Los Angeles Area Mensa
Board of Directors Meeting Minutes
Meeting conducted electronically via Zoom
October 1st, 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	[X:1] Ignacio González	[✓] Jonathan Elliott	[✓] Andrea Nolan
Hi-Desert	vacant	vacant	[✓] Madeline Walker
Inland Empire	[/] Wilbert Woo	[X:1] Mark Carpenter	[✓] Gregory Williamson

Key:

[✓] = present for entire meeting

[/] = present for portion

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

Guests: Nikki Frey, Jay Friedlander, Toni Hansen, Seiuli Fa'auliulito H. Meni

During the meeting, guest Meni was appointed to the Board as Coastal Area Secretary.

I. Opening

A. Call to Order

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

B. Approval of Agenda

- Madsen requested an added item to Special Orders to plan Board meeting dates for 2023.
- Ball requested an item of unfinished business to discuss access to minutes and agendas.
- Ball moved, and Moses seconded, and the agenda was approved (7/0/1). Elliott abstained, Woo had not yet arrived, and all others voted in favor.

C. Approval of Previous Minutes

- Stillson moved to approve, Elliott seconded, and the minutes were approved (7/0/1). Ball abstained. Woo had not yet arrived. All others voted in favor.

II. Reports

A. Executive Officers

1. Chair (Williamson)

- Current membership was 1,785.

- Total count of digital newsletter subscribers was 914, and total count of print subscribers was 869.
- "As we've discussed, our tax-exempt status was revoked by the IRS on September 15, 2021 for not filing required tax forms for three consecutive years. As of this morning, according to the IRS website, our exemption status is still revoked."
- "Our annual tax filing for the 2021-2022 year was due on September 15th."
- Williamson had circulated a draft budget, which had been prepared by the Finance Committee. See attached [2022-2023 GLAAM budget - Draft 5.pdf](#).
- Our scholarship amount of \$2,500 was partially funded by an existing balance with the Mensa Foundation, requiring an additional \$1,878 from us to fund the rest, which Williamson had asked Woo to pay.
- Scholarships Chair Chad Tew was not able to attend today's meeting, but had communicated to Williamson that he is connected to the community of national scholarship chairs, that scholarship applications will be communicated to him, and so our scholarship program is underway.

2. Executive Vice-Chair (Elliott)

- Elliott was appointed during the past month as a member of the Finance Committee and had provided to the committee his most recent financial statements and related documents.
- Elliott learned from OCM testing coordinator Angie Mattson that American Mensa is no longer offering the culture fair qualifying exam.

3. Administrative Vice-Chair (Madsen)

- Madsen worked with Stillson during the past month to produce a Statement of Ownership, which our postal permit requires to be printed in each October's issue of our newsletter.
- Madsen worked with Billie Lee to remove references to Amazon Affiliates from the GLAAM.org website.

4. Secretary (Madsen)

- Madsen had requested a copy of our exempt organization application from the IRS, but had not received a response.
- Madsen had also requested a copy of our Articles of Incorporation and an initial filing document from the California Secretary of State, which he had received.
 - Madsen paid \$5 for this document, and planned to request reimbursement for that expense.

5. Treasurer (Woo)

- Woo: "As of September 30th, we had \$5,086.51 in the RG account and \$28,505.48, for a total of \$33,591.99."
- Woo: Due to a change in the company providing printing services and the fact that our page count was higher this month, at 32 pages rather than around 20 in previous months, the cost for printing the newsletter jumped from "about \$500-600" in previous months to \$1,447 for October. Woo recommended adjusting expectations in our budget discussions due to this price increase.

- Madsen asked Woo if we had filed the Form 990-N that was due on September 15th. Woo responded that he tried to file online but couldn't, so he intended to print out the form and mail it in.

B. Area Reports

1. Mid-City (vacant)
2. Coastal (vacant)
3. SFV
 - Stillson had an event planned at the [Museum of Neon Art in Glendale](#), followed by lunch at a nearby Argentine restaurant.
4. ELAC: no report
5. Hi-Desert (vacant)
6. Inland Empire: no report

C. Members-at-Large

1. Ball
 - Expected to miss part of November's Board meeting because he will be working as an election poll worker that day.
 - Congratulated the newsletter team that got the October issue out in a very short time.
 - Reiterated his comment from last month that he had had difficulty accessing Board minutes and agendas on the GLAAM website, but with thanks to Webmaster Elliott, Ball is able to access those documents now. He considered the problem resolved.
2. Madsen: no report
3. Moses
 - Had scheduled a Halloween event [at his home].
 - Attended the dinner at El Cholo in Santa Monica [hosted by Perry Lanaro], attended by three people.
4. Nolan: no report
5. Walker: no report
6. Williamson
 - Hosted an event at Universal Studios, attended by himself, Madsen, and one other.

D. Committees and Coordinators

1. Diversity Committee
 - Had set up our first official event for members, a visit to the [Museum of Tolerance](#), to be held over the weekend of November 12-13, probably the 13th.
2. Finance Committee
 - Elliott reported that Finance Committee Chair Oskey submitted the following

written report but also advised that there were ongoing discussions within the committee regarding some of the items in the report “and not everybody on the committee agrees with everything that's being presented in this written report”:

The committee has made the following findings and taken action as indicated:

The Treasurer has been provided with a template for monthly changes – expense (checks and debit cards) – and revenue (deposits) to the general and RG checking accounts. (The LocSec is working on transferring the small balance on the High Desert checking account to the general account.) A reconciliation of the 2021-22 yearend statement has yet to be made.

The Committee has presented to the board its final proposal of a balanced budget for adoption as required by the Bylaws. The only difference between this final proposal and the draft proposal submitted at the Board’s September meeting is the decrease in fundraising revenue of \$2,500 and the addition of a like amount to the newsletter revenue. To accommodate the increased revenue requirement of the newsletter staff, the Committee suggests doubling the advertising rates. As this budget will be the first board-approved budget in a long while, significant variances between actual and budgeted revenues and expenses throughout the fiscal year are anticipated. So this budget is meant to be followed by the board as a guideline only.

The tax filings required by the state to maintain the chapter’s nonprofit have yet to be filed for the previous four years. As the Treasurer has now provided the Board with yearend reports for those years as requested in this Committee’s most recent report, a completion of forms 990-N for each year can be accomplished before the approaching deadline. The LocSec has taken charge of this task.

The RG Chair has been notified that the RG checking account cannot be under control of the RG committee. And has been requested to turn over all account records and the checkbook to the Treasurer as required by the Bylaws. If taking on the RG account by the Treasurer becomes too onerous, the Committee recommends the appointment of an RG account treasurer to work under the direct supervision of the Treasurer.

The Committee is now composed of five members.
Voting members: the Chair, William McBride, and Jonathan Elliott.
Non-voting ex officio members: the LocSec and the Treasurer.

3. Gifted Youth Committee

- Walker: "One of our members handles a fun thing for young girls to meet each other once a week or something like that."
- Walker: "The Orange County Gifted Youth person has some new things coming," and so Walker intended to send information about those activities to GLAAM's Gifted Youth families "so that people here can join the Orange County group if they want."

4. Regional Gathering Committee

- Friedlander responded to the Finance Committee report that RG finances need to be turned over the GLAAM treasurer. He suggested that Jana Bickel might be appointed by the Board as RG treasurer to work with Woo in a manner that would satisfy Bylaws requirements while still allowing Bickel to oversee RG financial details.
- Friedlander reported at length on the current state of RG planning.
 - "We have a hotel situation and it's not great."
 - The DoubleTree in San Pedro had offered a contract proposal for \$14,000, significantly more than the \$7,490 we paid in previous years.
 - We have considered scaling down RG requirements, bringing the cost down to \$11,000.
 - Our last RG at the DoubleTree resulted in a net loss of \$4,300, and that cost plus an additional \$3,500 expense for the new contract would result in a projected net loss of \$8,000.
 - Other possibilities include the Biltmore and the Sherman Oaks Courtyard by Marriott.
 - Friedlander also posted a request for proposal with the Los Angeles Convention Bureau.
 - Friedlander stated that he needed to wait for the hotel contract decision to get settled before he could provide an RG budget for the Board to consider.
 - Friedlander also stated his opinion that none of the available options seemed realistic, including a proposal to hold the event in a series of hotel room suites rather than convention rooms, and a proposal to do an RG on a single day.
 - Friedlander also noted that if a contract becomes viable, we might start to advertise an RG in the November and/or December *L.A. Mentary*, and otherwise, it's getting too late to advertise an event that takes place in February. "I think we can probably stretch this out if we think we're close on a deal. Right now, we're not."
- This report lasted for 12 minutes.

5. Scholarships Committee

- Williamson reminded the Board that he mentioned this in his LocSec report.

6. Special Events Committee

- Walker noted a picnic planned on October 15th in Griffith Park.
- "In November, several of our people will have a special day at The Price Is Right."

7. Calendar Editor

- Stillson: "Calendar went very smoothly and all the people doing SIGs responded in a very timely manner." Also: "Thank you all who contribute items for the calendar; you're making my job very doable."

8. Circulation Manager

- Stillson:
 - "Printing costs have become much more expensive than they used to be."
 - "Our new vendor is called Print Mail Center. They're in Orange County." Orange County Mensa has been using this vendor for some time.
 - Encouraged members to convert newsletter delivery from postal delivery to online delivery.
 - Asked for clarification about how ads should be paid. "To whom should we mail the check?" No response was offered.
 - Expected guidelines from American Mensa, specifically from Robin Crawford, regarding a nondisclosure agreement, which would prevent printers from using address lists for purposes other than mailing newsletters.

9. *L.A. Mentary*

- Frey: "I just want to comment and hope you appreciate that I got the October issue out in eight days."

10. Public Relations

- Williamson reported that he was "currently working on lists of outlets without our chapter area to publish information such as testing sessions that we might have that are for the public."

11. SIGHT

- Madsen read a written report from Arlette Chew:

David had a great time with his Hungarian visitors, including staying up until 2:00 one night talking!

We're now expecting a Dutch couple, arriving on Oct. 6 at the end of their road trip from Seattle. David will be hosting them and with luck the four of us will get together.

12. Social Media

- Williamson: "Instagram got 146 followers. Twitter is steady at 244. Chandler and I have been exploring the idea of using Facebook events in connection with chapter events."

13. Webmaster

- Elliott made a number of changes to the website, including to the structure of the navigation menu, the contents of the Contacts page, notably adding Chad Tew as Scholarships Chair, the addition of Webmaster Guidelines, and some restructuring of past and future Regional Gathering pages. "In order to solve the problem of accessing certain pages," as noted by Ball at this meeting and the previous one, "it was necessary for me to reorganize the pages and rebuild the main menus, which I was planning to do anyway."
- Elliott noted that we have a policy of not displaying any personal email addresses without the volunteer's permission. He asked all volunteers to double check how their contact information appears and to confirm whether it shows information that volunteers are comfortable displaying.
- "The only pages currently set for password protection are the financial statements and motions catalogs. We do not appear to have any set policy for which pages should be password-protected so if anyone on the Board wishes to consider a different arrangement then please add a corresponding item to the November agenda."

14. Archivist, Awards Committee, Data Officer, Elections Committee, Historian, Membership Committee, Ombudsman, Open Forum, Public Relations, SIGs, Testing Committee, and Young Ms all offered no report.

III. Special Orders

A. Filling Vacancies on the Board

- Williamson proposed guest Seiuli Fa'auliulito H. Meni for the position of Coastal Area Secretary and asked for a nomination. Walker nominated Meni for the position.
- No other nominations for the position were offered.
- Elliott invited Meni to introduce herself. She stated that she joined Mensa in 2019 on the strength of her GRE score, that she teaches for L.A. Unified, that she is a doctoral candidate "for a second time at Pepperdine", and that "I have a passion for children and youth; actually my dissertation topic is looking at the under representation of underserved students in gifted programs." Also, "I want to help other kids so they don't have to struggle to find the enrichment and the opportunities that as an organization, we can offer them."
- Elliott stated that he was "extremely thrilled about To stepping forward to volunteer" and also indicated that she might be a good fit to take over Gifted Youth responsibilities from Madeline.
- Williamson called for a vote to approve the nomination. All nine voting Board members present voted in favor.

B. Appointment of Committee Chairs and Coordinators

1. Seiuli Fa'auliulito H. Meni as Gifted Youth Coordinator

- Williamson confirmed that To Meni is approved by the national organization as a Gifted Youth Coordinator.
- Discussion ensued, clarifying that being a "Gifted Youth Coordinator" in the eyes

of the national organization's eyes does not equate to being *the* Gifted Youth Coordinator in the same sense that Madeline Walker currently serves as GLAAM's head of our Gifted Youth Committee, overseeing Gifted Youth activities in GLAAM.

- Discussion also ensued, suggesting Meni as "Vice Chair" of GLAAM's Gifted Youth Committee. Walker asserted that that is her call, not the Board's, and that she is happy to have Meni as her Vice Chair.

2. Emmett Rahl as *L.A. Mentary* Editor

- Williamson stated that he would like to appoint Emmett Rahl as our newsletter editor, and that this was the same person he intended to appoint last month, but didn't have Rahl's confirmation because Rahl was on vacation at the time.
- Williamson asked if there were any objections. Ball, Moses, and Stillson objected. Discussion ensued.
 - Elliott confirmed that the Bylaws state that "the editor of the publication shall be appointed by the Chair of the Board of Directors with the approval of members of the Board of Directors in attendance at a regular or special meeting," but that the Bylaws do not indicate how many Board members need to approve, and do not require, for example, a majority approval.
 - Elliott also stated that, given the number of objections to the appointment, "it would be a good look" to let the members who are objecting be heard before taking action.
 - Williamson opened the floor for discussion. Ball, Moses and Stillson all stated their opinion that Nikki Frey has been doing a good job as interim editor and should be allowed to continue.
 - Ball asked for her to continue as interim editor through December "to see how she would do." Also, "let's stick with what works."
 - Moses wanted Frey to continue because, paraphrasing, we know what she is capable of, and we don't know this about Rahl. "She loves it. She's good at it. She's going to be a bit controversial sometimes, but she gives a quality product."
 - Stillson concurred that Rahl is an unknown, and Frey is known. "I think we as a group need to be convinced that there is a good reason to bring [Rahl] into this position."
 - Friedlander also stated that "Nikki did the interim issue which was artistically successful. The layouts have always been top notch. There has been a question of editorial judgment, but Alan's scope has expanded, and I'm confident that with Alan being a second set of eyes, that would cease to be a problem."
 - Elliott stated that he was concerned that Rahl was "not here to talk about himself and show that he really wants the position and is eager to do the job. Is he really going to be committed to the job? I have a concern about that, and I wish that he were here to speak for himself"

- This discussion lasted for a full 30 minutes.
 - Williamson revised his appointment: "I'd like to appoint Nikki Frey to be interim editor for [another] 30 days, and we'll take this up at our next meeting."
3. Douglas Marriott as Testing Coordinator and/or Testing Committee Chair
- Williamson proposed nominating Marriott, our newest certified proctor, as Testing Coordinator.
 - Elliott noted that a Testing Coordinator is a bit different, organizationally, from a Testing Committee Chair. The Testing Committee Chair may or may not also be a proctor, but is responsible for making sure we have places to test, arranging scheduling, arranging publicity, and "basically managing the testing program."
 - Williamson agreed to table the recommendation until next month's Board meeting in order to talk with both Elliott and Marriott about what all parties are expecting, and Williamson would make another recommendation at that time.

C. Budget

- Budget discussion was tabled until our next meeting, both due to shortage of time, and because, in Elliott's judgment, the Draft 5 budget up for discussion was not yet ready to be considered as a final draft. "I'm not prepared to approve this budget in its current condition."

D. Board meeting dates for 2023

- This agenda item was carried forward to our next meeting due to shortage of time.

IV. Unfinished Business

A. Access to agenda and minutes (Ball)

- Ball agreed that he had covered this topic to his satisfaction. No more needs to be discussed.

V. New Business

A. Physical handbooks discussion (Madsen)

- This agenda item was carried forward to our next meeting due to shortage of time.

VI. Closing

A. Good of the Order

1. Elliott: "The Finance Committee Chair raised a very interesting point that the Bylaws say the Treasurer shall receive all monies and make all disbursements. Theoretically, that does not allow for the RG Treasurer to do that same job for the RG Committee as [has been done] for many years." Elliott requested an agenda item at our next meeting to discuss this. "Are we in violation of the Bylaws? Do we need to change our practice to meet the Bylaws, [or] change the Bylaws to meet our practice?" Williamson agreed to add this to the next agenda.

B. Adjournment

- Moses moved, Stillson seconded, no vote was called, and Williamson declared the meeting adjourned at 12:59pm.

*Respectfully submitted,
Brian Madsen, GLAAM Secretary*