

**Greater Los Angeles Area Mensa**  
Board of Directors Meeting Minutes  
Meeting conducted electronically via Zoom  
January 3<sup>rd</sup>, 2023

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

**Key:**

[✓] = present for entire meeting

[ / ] = present for portion

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

**Guests:** Nikki Frey, Jay Friedlander, Toni Hansen, Charles Lindenblatt, Chad Tew

I. Opening

A. Call to Order

- Meeting was called to order by Executive Vice Chair Jonathan Elliott at 11:00am.

B. Approval of Agenda

- Moses moved to approve, Carpenter seconded, and the agenda was approved without objection.

C. Approval of Previous Minutes

- Ball noticed that the draft minutes identified themselves as minutes from November rather than December, which Madsen agreed was an error.
- Moses moved to approve with that correction, Ball seconded, and the corrected minutes were approved without objection.

II. Reports

A. Executive Officers

1. Chair (acting: Elliott)

- updated the national office with our recent leadership changes, including adding Moses as Member-at-Large.
- toured the RG hotel.
- met over Zoom with our RVC and other regional LocSecs.

- RVC wants to encourage local groups to fundraise for the Mensa Foundation.
- “International Mensa has dropped its requirement to provide paper newsletters. National still has the requirement but is planning to drop it.”
- reviewed the January newsletter before it went to press; suggested some corrections but generally approved.

## 2. Executive Vice-Chair (Elliott)

- “Brian and Wilbert and I have met on Zoom multiple times to move forward with the project to build our financial statements and tax returns for the years after fiscal 2018. Wilbert has done a lot of work to catalog the transactions hitting the bank statements from those years and to build a ledger structure which allows us to identify and correct any discrepancies. I have been helping to identify which transactions from the first missing year were accounts receivable and outstanding checks and other carryover transactions, which were already ledged as income and expense in the previous year. And just last night, we completed a matching and robust set of financial statements for fiscal 2018-19. They have been sent to Sam Moses for conversion into the first of our missing tax returns.”
- “From this point forward, we are agreed that we should switch from accrual basis to cash basis, ledgering transactions according to when they hit the bank versus when they were incurred in real life. It's a less accurate way to go, but it's much easier on treasurers who don't do accrual accounting for a living. We are also getting away from our whole fund accounting concept, and we'll just treat all chapter activity including the RG and scholarships and everything else as belonging to a single fund.”

## 3. Administrative Vice-Chair (Madsen)

- Madsen:
  - Received Woo's mailbox key; checked and found two items from AON re: D&O insurance, which he forwarded to Woo.
  - Started a weekly meeting between Elliott, Moses, Woo and himself to address GLAAM's tax-exempt status.
  - Spent much time researching the Hi-Desert credit union account that Gene Schneider had been responsible for, and confirmed that it was still active, but that we couldn't access it without a living signer.
  - Had received Articles of Incorporation from the IRS; had previously received the same from the California Secretary of State, so now both were in his possession.
  - Removed Williamson and González from the GLAAM-BOD Mensa Connect community now that they were no longer on the Board.
- Friedlander:
  - Had reported at last month's Board meeting that he did not have a key to the mailbox. In the time since then, he had discovered that he had one in fact.

- Friedlander offered to turn his over to someone else, as soon as the Board decided who else should have it.
- This meant that keys were currently held by Elliott, Madsen, and Friedlander.

#### 4. Secretary (Madsen)

- Updated the website with the latest approved minutes and agenda.

#### 5. Treasurer (Woo)

- Woo presented an income-and-expense statement for the calendar year 2022, attached to these minutes as [may-dec 22.xlsx](#)
- Madsen asked if Woo had received the debit card which, the previous month, he had reported he had applied for. (This was part of the discussion about Ting Mobile, although those minutes failed to include that remark.) Woo confirmed that he had received that debit card.
  - Madsen noted that Jordan Albert Byrne was looking for that news, and Madsen would let him know.

### B. Area Reports

#### 1. Mid-City: no report

#### 2. Coastal

- Meni reported a tour of the [Petersen Automotive Museum](#) on December 10<sup>th</sup> with Malibu Mayor Paul Grisanti, and was finalizing plans for an upcoming tour of the San Juan Capistrano Mission.

#### 3. SFV

- Stillson reported an upcoming trip to [The Nethercutt Collection](#).

#### 4. ELAC: no report

#### 5. Hi-Desert

- Elliott reported the recent passing of longtime GLAAM member and Hi-Desert event host Carl Bryan.

#### 6. Inland Empire

- Carpenter expressed concern about rising COVID cases, and that although "death rates are way down, it's still worth not getting." He expressed concern about hosting events that would "create opportunities for it to spread."
- Madsen asked Woo if the monthly IE Zoom meetings were still happening. Woo reported that they were not. "Joan Francis has run that and she's decided not to do it for a while."

### C. Members-at-Large

#### 1. Ball

- "I'm sad to hear about the loss of Carl Bryan."

#### 2. Madsen

- attended Jana Bickel's Sizzler dinner.

### 3. Moses

- "We had a good Christmas party."
- Intended to attend the upcoming dinner at El Cholo in Santa Monica.
- "Also the tax return, we'll be getting on that."

### 4. Nolan: not yet present; no report

### 5. Walker

- "I went to Sam's party. It was fantastic."

## D. Committees

### 1. Awards Committee

- Elliott: "Wilbert will be getting two bonus points for each of the four years where he retroactively recreated ledger files out of the general and RG bank statements. I personally inspected the files for the Finance Committee, and I attest that he did a really tremendous job on them. With complete thoroughness, and excellent organization, the points are really well-deserved."

### 2. Elections Committee

- Friedlander: "We've started collecting petitions, and we're hoping to see more." He encouraged more people to petition for Board seats rather than waiting to be appointed at the May Board meeting.

### 3. Finance Committee

- Chair Oskey submitted a written report, which is attached to these minutes as [GLAAM Finance Committee Report -JAN 23.pdf](#), and which Elliott read into the record.
- Elliott: "For the record, let's please correct that Jonathan is not individually solely in charge of bringing the chapter back into nonprofit status. That task was assigned to Brian and me jointly."

See Williamson's written LocSec report, attached to November's minutes, where, under the heading "Tax Exemption Status", he wrote, "I am asking the Executive Vice Chair and the Administrative Vice Chair to work on this to make sure it is done."

- Elliott: "It should also be shown, in case there's any doubt, [that] I did not ask Mickey to resign or in any way try to push him out. He and I had some disagreements about some issues, but I wanted to keep him in the position. I want there to be a Finance Committee Chair who's going to be active and who is somebody other than the [GLAAM] Chair or the Treasurer so that you can have some separation of responsibilities. So I liked having him there. It wasn't [due to] anything that I did, at least not intentionally, [that prompted] him to resign. But as it is, he's the latest in a long line of recent volunteers to resign in the middle of a term and I really would like to see us generally get away from that trend. It's

bad for the chapter and it doesn't help us.”

- Elliott and Woo agreed that the “June and January” dates weren't necessarily a requirement, but agreed that reports should appear twice a year.
  - Madsen asked when the next such report would appear, and Elliott and Woo agreed that this would happen once the work to reconcile recent financial statements had completed.

#### 4. Gifted Youth Committee

- Meni: “I appreciate that Madeline's always very supportive of everything I do. And it's been exciting to see not just the kids connect, but also the families and the parents. For this new year, we're looking forward to a lot of new activities and more growth and just bringing the kids and families together.”
- Walker: “We went to help inaugurate some parade floats. It was pretty interesting. I've never done that before. And we'll have a kids' activity on Sunday at the RG. [Also,] we're going to have some kids doing music and singing [at the RG] on Sunday during the lunch.”

#### 5. Regional Gathering Committee

- Walker reported that Jana Bickel had registered over 50 attendees.
- Friedlander: “Thanks to Madeline's son Case, the speaker's page is up and almost completed – there are still a few to be added – and it looks great. The games and events pages will be following shortly. As soon as all three are up, we'll get the email blast out, which should be in a matter of a few days, plenty of time in advance of the January 17 cutoff, which is the cutoff for both the mid-tier registration of \$149 and the hotel cutoff for \$115. Both end on January 17. I tied them together that way.”

#### 6. Scholarships Committee

- Tew reported 495 scholarship applications.
- Tew: “The application window closes on the 15th of January. Then there's a judging process has to be wrapped up at the local group level by the 28th.”
- Tew also reported that he's not allowed to do the judging himself, so he needed to recruit, “post haste”, a group of judges to evaluate the applications.

### E. Coordinators

#### 1. Calendar Editor

- Elliott and Stillson discussed how the passing of Carl Bryan would affect the Tooth Tuesday event. Stillson stated his understanding that there is no backup host, and intended to list that event as discontinued in the upcoming newsletter calendar.

#### 2. Circulation Manager

- Stillson reported “some slight movement” of subscribers from printed to online delivery, that printing is expensive, and that “our new printer in Orange County has been very, very good.”

#### 3. Historian

- Elliott reported that Emmett Rahl has offered to help scanning our old newsletters for permanent upload to the website.
- Elliott noted that the national office's narrative history of our local group was 14 years old, and sent them an updated version.

#### 4. *L.A. Mentary*

- Frey: "I've got a start on the February issue. I don't know if I'm gonna be editor, but you've got to start early, so I got us started."

#### 5. Webmaster

- Elliott reported updating our website, including: updating contacts page with recent leadership changes; removing the member content link; adding additional finance and meeting minutes documents; and adding a link to Case Walker's RG page.

#### 6. Archivist, Data Officer, Diversity Committee, Membership Committee, Ombudsman, Open Forum, Public Relations, SIGHT, SIGs, Social Media, Special Events Committee, Testing Committee, and Young Ms all offered no report.

### III. Special Orders

#### A. LocSec Election

- At 12:00 exactly, Elliott yielded control of the meeting to Elections Committee Deputy Jay Friedlander to conduct the election for LocSec.
- Friedlander began by thanking Gregory Williamson for his service. "Gregory accomplished a lot in the time he was here." Friedlander also reported that RVC Rachel Kibler was also impressed by his work and was sorry to see him go. "One thing that she really admired was that Gregory was very proactive in terms of outreach."
- Friedlander asked for nominations for the position of LocSec.
  - Ball nominated Moses, who accepted the nomination.
  - Madsen nominated Elliott, who accepted the nomination.
  - No other nominations were offered.
- Friedlander invited the nominees to speak on their behalf and started with Elliott.
  - Elliott gave reasons why Moses would make a good LocSec, including his past service as LocSec, "and he was a good one. I worked with him as his Executive Vice Chair, we worked together well, we helped each other out to lead the chapter through some tumultuous times, which we had then as well as now. So you know, he was a good LocSec and that should be considered." Elliott continued that his [Elliott's] own volunteer service has been extensive, and that he is the only volunteer in GLAAM's 60-year history "to have broken the Dave barrier" [meaning, presumably, to have accumulated more volunteer award points than Dave Felt has received], "so I have a lot of hands-on familiarity with the specific issues which our chapter has been facing recently, whereas Sam – I like Sam, but he's been back with us for only the last five months, and only as a Member-at-Large, and without having been involved in any volunteer capacity for the preceding 18 years, so it might be better if he has time to acquire greater

familiarity with our current issues before he tries to lead us through them.”

- Moses: “I was LocSec for several years at a tumultuous time. Most of the issues you’re seeing right now may be different, but they’re similar. Mensa is not that different [then as now]. I’ve been a life member. I’ve read the newsletters and everything. And I’ve been less active, yes, but I’m sorry, that’s true. You know, it’s whichever you guys want. I mean, I’m a decent, calm guy. I’m logical. I’m patient. You know, it’s gonna be a different feel, I grant you that. It is not [going to be] so much [about] the minutiae [as it will be about] getting things done in an expeditious manner. But you guys can decide. And either way, I’ll love you still.”
- Friedlander invited other Board members to speak in favor of the candidates.
  - Ball spoke in favor of Moses, and stated that his “level of activity has increased dramatically” since being on the Board.
  - Stillson spoke in favor of both. “Two excellent people. I’m sure that we will move forward very, very appropriately under the leadership of either one.”
  - Meni: “I just want to thank both Jonathan and Sam for stepping up to fill in this great need that we have.”
- Madsen asked Friedlander if this would be a public or a private vote.
  - Friedlander stated that this would be a private vote.
  - Ball called for an open, roll-call vote. Friedlander denied the request. “I will be reading off a total of votes, what the total is, but the names will remain just with me.”
  - Elliott expressed his understanding that the Board could move to take the vote in a particular way, and asked if Friedlander would allow that in this case.
  - Friedlander responded that similar votes in past instances have been private and confidential. “I don’t see any reason for that to change.”
  - Ball made a formal motion for a roll-call vote.
  - Friedlander asked for a second, and none was offered. Lacking a second, the motion failed, and Friedlander continued with a private vote.
- Votes were submitted using Zoom’s private chat message feature, except for Nolan, who called Friedlander by telephone.
- With all ten Board members present and voting, Friedlander tabulated the results and announced that Elliott had won the election, six votes to four, with no abstentions.

#### B. Executive Vice Chair Election

- Elliott’s election as LocSec opened up his position as Executive Vice Chair.
- Friedlander called for nominations.
- Carpenter nominated Moses. “I’m sort of surprised that it’s not filled automatically by the other person that’s willing to assume the responsibility. So I’ll do the obvious and nominate Sam.”
- Moses accepted the nomination.
- No other nominations were offered.
- Friedlander declared Moses elected as Executive Vice Chair.
- At 12:29pm, Friedlander turned control of the meeting “back to our newly elected LocSec

Jonathan”.

#### C. Filling Vacancies on the Board

- No nominations were offered.

#### D. Filling of Vacant Committee Chair Positions

- Elliott asked Meni if she had interest in serving as Diversity Committee Chair. She agreed. Elliott asked for objections, heard none, and declared Meni appointed.
  - At this point, Meni left the meeting.
- Elliott wondered aloud who might take over as Finance Committee Chair. He and Madsen agreed that Bill McBride probably didn't have time to commit to the position. Elliott stated that it should be someone other than himself and Woo, then asked Moses for his thoughts.
  - Moses and Elliott discussed the requirements of the position, and the differences or lack thereof between Finance Committee responsibilities and the ongoing attempt to resolve our tax-exempt status.
  - Moses agreed that he could do the job, and Elliott asked for objections to appointing him, heard none, and declared Moses appointed to the position.

#### E. Filling of Vacant Coordinator Positions

##### 1. *L.A. Mentary* Editor

- Elliott nominated Emmett Rahl.
  - Elliott: “At our last meeting, I extended the offer to appoint him, basically in deference to my predecessor Gregory, because Gregory found and vetted him and found him to be good and recommended him to us, so I deferred to his judgment on that. [Rahl] did show up at the last meeting, [and] I'm glad that he did. I found him to have a pleasant demeanor, and he seemed to have a lot of good youthful energy. He's eager to help out. And we have seen samples of his work. I feel not only would he be a good successor as Editor, I [also] feel strongly that we've had a lot of problems recruiting successors for a lot of these positions. When we have a new volunteer, especially younger, one with youthful energy, someone with a future who is expressing a willingness, if not eagerness to help us out, I feel that we would be hypocritical not to give them a chance. When someone comes forward and says okay, yes, I'm willing to take some of the work off your hands, it would be foolish of us to say no, unless we had a really compelling reason. And in this case, I don't think that we do. He seems to have a nice demeanor, he's willing to help out, and I'd like to give him the chance.”
  - 20 minutes of discussion followed, primarily between Ball, Carpenter, Elliott, Moses, and Stillson, with some additional input from Frey and Woo, most of which was in support of Frey continuing as Editor, some of which was about holding a vote among Board members and whether that vote would be to approve Elliott's nomination or to vote for Frey instead, and which also included a motion from Ball, which carried, to extend the meeting by 10 minutes.



- Elliott called for a private vote, which Carpenter seconded, in which members were asked to vote either for Frey or Rahl to be appointed as Editor.
  - As he had done previously for the Chair and Executive Vice Chair votes, Friedlander collected private votes over Zoom, with Nolan phoning her vote to Friedlander as a voice call.
  - With nine members present and voting (Meni had left the meeting), Friedlander reported five votes in favor of Frey, two for Rahl, and two abstentions, and then announced that "Nikki Frey is confirmed as the continuing Editor."

#### IV. Unfinished Business

##### A. Publication Trends (Stillson)

- Stillson moved to extend the meeting another 10 minutes. Without objection, the motion was approved.
- Elliott: "I did not see all the communication on Mensa Connect that I was hoping, but I did see some private messages going back and forth with some of the key players, which basically suggested that we're currently spending in the vicinity of \$1,400 per month, and by going to 16 pages, we can cut that down to \$960. I am personally in favor of making that reduction. I have been looking at the financial numbers, and they're starting to look pretty scary. And although I like the 32-page version, and I like the pictures, and the nostalgia and the humor and all the other jazz, yet we have to be fiscally responsible, and we have to be sustainable. So I'm moving that we reduce the size of *L.A. Mentary* from 32 pages to 16 pages at earliest practical opportunity."
  - Moses seconded.
  - Discussion ensued as to whether this affects both the printed and online editions of the newsletter, or whether the online edition can continue averaging 32 pages while the printed version is 16 pages.
    - Elliott expressed a preference for both versions to contain the same content.
    - Frey, Stillson, and Moses expressed a contrary preference for the online version to include more content than the printed version.
    - Stillson also indicated that some other local groups do this (that is, they include more content electronically than in print), including New York and "the Bay Area" (presumably San Francisco Regional Mensa), and that national Communications Officer Robin Crawford supports this idea.
    - Woo noted that the important issue is to reduce the cost of the printed newsletter, and a discussion of the online newsletter is a secondary concern since it doesn't affect our finances.
    - Elliott agreed, and amended his motion to clarify that this is a discussion of the printed newsletter only. "I am not making any statement about the online version because as far as I'm concerned, I don't even know that it exists."
  - Elliott: "The motion is to reduce the printed newsletter from 32 to 16 pages at earliest practical opportunity."

- Elliott called for a vote and counted six in favor, no votes opposed, with two abstentions. (In addition to Meni, Walker had also left the meeting by this time, leaving eight voters. Madsen was one of the abstentions. Other voters were not recorded by name.)

B. PayPal account owner (Jordan Albert Byrne)

- This was not discussed due to shortness of time and the absence of Albert Byrne. This item carries forward to our next meeting.

V. New Business

- There was no new business.

VI. Closing

A. Good of the Order

1. Earlier in the meeting, Ball had asked why Moses was not "getting the Mensa Connect." Madsen clarified that Mensa Connect emails are configured by and for each member individually, so if Moses wants to receive notifications and isn't, he can and will need to configure Mensa Connect to provide them. Madsen offered to work with anybody who needs help setting that up.

B. Adjournment

- Stillson moved, Moses seconded, and Elliott declared the meeting adjourned at 1:27pm.

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*Respectfully submitted,  
Brian Madsen, GLAAM Secretary*