

**Greater Los Angeles Area Mensa**  
Board of Directors Meeting Minutes  
Meeting conducted electronically via Zoom  
February 4<sup>th</sup>, 2023

Area	Secretary	Delegate	Members-at-Large
Mid-City	vacant	vacant	[✓] Roy Ball
Coastal	[X:1] 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:** Jordan Albert Byrne, Nikki Frey, Charles Lindenblatt, Chad Tew

I. Opening

A. Call to Order

- Meeting was called to order by Chair Jonathan Elliott at 11:01am.

B. Approval of Agenda

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

C. Approval of Previous Minutes

- Woo moved to approve, Moses seconded, and the minutes were approved without objection.

II. Reports

A. Executive Officers

1. Chair (Elliott)

- Recent updates to GLAAM officers have been communicated to the national office.
- Elliott has participated in conversations regarding various issues facing the chapter, notably the transition to a 16-page newsletter.
- Executive Officers Elliott, Moses, Madsen, and Woo have completed a reconstruction of financials from recent fiscal years.

- Based on that new financial information, Elliott had put together a revised draft budget which he submitted to the Finance Committee and which the current agenda will consider under today's Special Orders.

## 2. Executive Vice-Chair (Moses)

- Moses received an email from a prospective member, to which he replied but received no further response.

## 3. Administrative Vice-Chair (Madsen)

- Following up on Elliott's report on the update to our financial records, Madsen noted that the next step on our journey to reinstating our tax-exempt status rests with Moses, who has agreed to turn that information into IRS and California FTB tax filings by early February.
- Madsen and Elliott discussed possible modifications to Volunteer Guidelines in an effort to put into writing certain responsibilities for ensuring that we meet our obligations to the IRS and the CA FTB in the future. That item was also on today's agenda as New Business.
- Madsen checked the GLAAM mailbox and found a letter from the California Secretary of State that included information that facilitates the filing of our biennial Statement of Information.
  - Following up, Moses asked if we had old 990-EZ forms from previous years. Madsen confirmed that the IRS has provided Form 990-N postcards from the years 2012-2017, but no 990-EZ forms, which is what we would need in order to reinstate our tax-exempt status. Form 990-N postcards are acceptable only when an organization's tax-exempt status is current, and because ours was not, we would need to provide Form 990-EZs for the missing tax years, and no past examples of those forms were available to Madsen's knowledge. Moses stated his understanding that Forms 990-EZ had been filled out in the past, but Madsen confirmed that he did not have those and had no information about how to request copies of them.

## 4. Secretary (Madsen)

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

## 5. Treasurer (Woo)

- Woo shared a spreadsheet showing income and expenses for the period May 1, 2022 to January 31, 2023, attached to these minutes as [I&E jan23.xlsx](#).
  - Elliott expressed approval.
  - Madsen asked Woo to confirm that the annual fee for our mailbox, which was due March 5<sup>th</sup>, was on track to be paid by that date. Woo confirmed that it would be paid on time.

## B. Area Reports

1. Mid-City: no report
2. Coastal: no report
3. SFV

- Stillson reported "a wonderful trip to the Nethercutt Collection and Museum," which Elliott had also attended and agreed that it "far surpassed my expectations." Both encouraged people to attend if the opportunity should come up again.

#### 4. ELAC

- Elliott had compiled a spelling-bee dictionary of 500 words in each of five categories, to be used at the upcoming RG "and at all national and local gatherings for many years to come."

#### 5. Hi-Desert: no report

#### 6. Inland Empire

- Woo and Carpenter both stated that they had nothing to report, and Carpenter expressed concerns about COVID: "I'm just not anxious to get a bunch of people together."

### C. Members-at-Large

#### 1. Ball

- Had two items on the agenda, and would speak more about those at that time.

#### 2. Madsen

- Craig Lancaster had reported to Madsen that he was interested in returning to a position on the Board. Elliott noted that he had heard this too.

#### 3. Moses

- Reported an upcoming "semi-secret birthday party for me" on February 12<sup>th</sup> at his home.

#### 4. Nolan

- Attended Jana Bickel's discussion groups, including one that Nolan led regarding the United Kingdom.

#### 5. Walker

- "Right now, all I can say is that my Internet connection is very unstable."

### D. Committees

#### 1. Finance Committee

- Moses noted that Elliott and Madsen had discussed GLAAM finances in a recent phone call, and asked if that should be reported as a Finance Committee action.
  - Elliott noted that that wasn't actually a Finance Committee meeting, considering that Madsen had not been appointed to the Finance Committee.
  - Elliott summarized points discussed during that phone call, some of which were previously reported during this meeting, such as that financial statements had been brought up to the current date, and that Madsen wanted to modify Volunteer Guidelines to put in writing the

responsibility to pay attention to annual responsibilities, notably tax filing deadlines.

- Elliott and Madsen also discussed what we might tell the IRS when it comes time to request reinstatement of our tax-exempt status, particularly when we need to report why we failed to file those tax returns and what steps we would take to ensure that such failures did not happen again.
  - During that phone call, Elliott had proposed reporting to the IRS that we have changed our accounting procedures from being done on an accrual basis to being done on a cash basis, and that we might suggest that this change would make it easier for future GLAAM Treasurers to keep on top of tax filing responsibilities.
  - Moses countered that we can't make that change without first getting the IRS's approval, which he understood was difficult to accomplish: "That opens up a whole other bigger can of worms."
  - Madsen responded that we would still need something to say to the IRS about why we failed to submit filings in the past and how we would ensure that we wouldn't fail in the future.
  - Moses encouraged us to "tell the truth: we had a change in treasurers and other officers and it fell through the cracks."
  - Madsen agreed that "that's true, [but] I just hope that they'll accept that."
  - Elliott noted that Moses's approach didn't offer any assurance to the IRS that this wouldn't happen again.
- Elliott closed the discussion at this point, noting that it was turning into a discussion rather than a report, and suggested that we should have "an actual Finance Committee meeting" to continue the discussion there.

## 2. Gifted Youth Committee

- Walker praised Meni, who "is doing so much. She had a group go to work on floats for the Rose Parade," and later in February, Meni had planned a train trip for kids and their parents to visit a mission and have lunch.

## 3. Regional Gathering Committee

- Walker reported approximately 80-90 registered attendees and "lots of wonderful speakers."

## 4. Scholarships Committee

- Chad Tew reported 796 applicants, and reported that former Scholarships Chair Diane Takenaka has been very helpful about getting organized. With her help, Tew had assembled a team of judges who completed a first round and were in the midst of a second round of evaluations, with a third round still to come.

## 5. Special Events Committee

- Walker is fully engaged with the RG at present and will turn attention to other

events after that's over. She was considering outdoor activities, potentially including a picnic, a trip to the Hollywood Bowl, and a baseball outing.

- Walker planned to open GLAAM's storage area on the following Saturday morning, February 11<sup>th</sup>, to retrieve equipment for the RG, and invited anyone with interest to join her.
  - Elliott asked about old records, and Walker said that the storage area includes such things, including "every *L.A. Mentary*".
  - Moses asked how far back those records go, "because in theory, they could have the old tax returns I'm looking for." Walker noted that she hasn't looked closely because she was never in charge of them, "but yeah, they go way back."
  - Elliott said that he would join Walker in order to look for such things.
- Madsen, while acknowledging that plans for special events other than the RG wouldn't happen until after the RG, asked whether we wanted to pick a date for a picnic anyhow, at least as a placeholder on our calendar. Later in the meeting, an item to discuss this was added to Special Orders.

## E. Coordinators

### 1. Calendar Editor

- Stillson reminded that February is a short month, and so any hosts making plans for calendar events in March should do so soon.

### 2. Circulation Manager

- Stillson reiterated that February is a short month, and asked everyone to take that into account when planning content for the newsletter.

### 3. Historian

- Simone van Egeren from San Diego asked that the documentation of the 25<sup>th</sup> Asilomar gathering not be posted in a publicly visible section of our website because this includes pictures and personal information. Elliott would refrain from posting these items on the website, rather than restrict any sections because of them.

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

- Frey reported that processing the newsletter was "held up for several days" by an unnamed proofreader's concern. As a consequence, "We really need to streamline the proofreading process. I believe there's a motion about that later on. And I'm begging you on bended knees to approve the motion."

### 5. SIGHT

- Madsen read a report from Arlette Chew: "One inquiry this month from a member moving from Arkansas to Portland via Barstow, California. L.A. was the closest SIGHT coordinator to Barstow, so I offered to share any info I have, which isn't much. No other activity."

### 6. Webmaster

- Elliott reported updates to the GLAAM website, including recent Contacts changes and recently completed financial reports. In particular, he has begun a “rebuild” of the homepage.
  - Elliott and Madsen have been researching with Billie Lee the perennial problem with accessing Members Only content. Elliott has removed password-protection from Minutes pages for the time being, intending to restore that later once that issue is fully resolved.
  - Elliott reported that Jana Bickel intends to stop adding calendar content to the website by the end of the current Board term, “which is when I am also hoping to be able to retire as Webmaster. This means that we will need a new Webmaster who can manage the calendar as well as other maintenance.”
7. Awards Committee, Archivist, Data Officer, Diversity Committee, Elections Committee, Membership Committee, Ombudsman, Open Forum, Public Relations, SIGs, Social Media, Testing Committee, and Young Ms all offered no report.

### III. Special Orders

#### A. Filling of Vacant Board Positions

- No nominations were offered

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

- No nominations were offered

#### C. Filling of Vacant Coordinator Positions

- No nominations were offered

#### D. Scheduling of GLAAM Picnic for Spring 2023

- Elliott moved, and Ball seconded, to add an agenda item at this point “scheduling a GLAAM picnic for spring 2023.” The motion was approved without objection.
- As stated earlier, the intent was not to plan the picnic in any detail, just to set aside a date for scheduling purposes.
- There was general agreement on “not March”, leaning toward May. After more discussion, that turned into Sunday, May 21<sup>st</sup>.

#### E. Policy on Scheduling Area Events Outside of Area Boundaries

- Elliott moved, and Ball seconded, to add an agenda item at this point “on scheduling area events outside of Area boundaries.” The motion was approved without objection.
- Much discussion ensued over 18 minutes, clarifying the following points:
  1. Area markers (“Mid-City”, “Coastal” and so on) at the ends of calendar events in *L.A. Mentary* are there to indicate the Area in which the event takes place. They have nothing to do with who is hosting the event.
  2. The Board representatives of each of GLAAM’s six Areas (Mid-City, Coastal, and so on) are expected to host at least one event (or see to it that an event is hosted) within the boundaries of their Area once a month. Such events are often referred to as “Area events”.
  3. Individuals who are Board representatives of a given Area are welcome to host

events outside of their Area boundaries. When they do so, those events are not considered "Area events" in the sense of the previous point. When they do so, the *L.A. Mentary* calendar entry should indicate an Area marker that corresponds to the location of the event rather than one that corresponds to the person hosting the event.

- The present discussion came about because an unnamed *L.A. Mentary* proofreader reportedly felt (erroneously) that events hosted by an Area representative should indicate an Area marker corresponding to that representative's Area rather than one for the location of the event. This discussion should have clarified that that is not the case.

#### F. Budget Modification

- Elliott presented Draft 8 of the GLAAM budget, attached to these minutes as [budget - glaam - 2022-23 - draft 8.xls](#).
- This draft aims to revise the previously approved budget (cf. GLAAM Board meeting minutes, November 2022) based on financial information obtained while reconciling income and expenses as reported earlier. Elliott felt that numbers in this draft came closer to real income and expense than the previous draft had done.
- Elliott noted that Draft 8 is still not balanced, in that it shows an annual shortfall of over \$3,200. Elliott asked the Board to consider revisions that might help to make it more balanced.
- Elliott noted "with regrets" that the revised budget does not allow for a volunteer appreciation luncheon.
- Elliott also pointed out that previous budget drafts severely underestimated newsletter printing costs.
- After much discussion, the Board coalesced around some further reductions to the proposed budget, including: removing the expense of HootSuite and Canva; reducing the allocation to Open Forum from \$750 to \$300; and reducing the allocation for CultureQuest<sup>®</sup> from \$100 to \$50. All of these were considered "nice-to-have" expenses, but not expenses that we've lately been incurring. The general feeling was that if we find a need for more money for those items, we can adjust future budgets to accommodate.
- The expense for a mailbox seemed high to Ball and Frey. Elliott explained that ours is a private mailbox, not a USPS post office box, and stated his understanding, obtained from former GLAAM Board member Desiree, that we are not legally allowed to have a USPS post office box. Moses concurred with Elliott that private mailboxes are typically more expensive than USPS post office boxes. The discussion also clarified that we are paying for the smallest possible mailbox.
- This discussion continued for 35 minutes. At the 31 minute mark, Moses suggested moving on. At the 35 minute mark, Stillson agreed, "we're taking an awful lot of time on this." Stillson also pointed out that the reductions we're considering are "relatively small" compared to the overall expense, and are not significant enough to balance the budget. Stillson recommended approving the budget as is, hoping for "favorable variances" to make up for this budget's projected shortfall, and waiting until the next Board term to fine-tune next year's budget.
- At this point Elliott called for a motion "to approve Draft 8 as adjusted in today's discussion." Ball seconded. The motion carried (9/0/0).

#### IV. Unfinished Business

#### A. PayPal account owner (Jordan Albert Byrne)

- Albert Byrne proposed deleting the PayPal account because it has not been needed. If we find a use for one in the future, we can create a new one then.
- Elliott reported a conversation with RG Treasurer Jana Bickel that Square has been working fine for RG registrations.
- Albert Byrne noted that there was around \$66 in the PayPal account, which he intended to transfer to the Chase account when closing the PayPal account.
- Ball moved, and Elliott seconded, "that we eliminate the account and transfer the balance to the GLAAM general account." The motion carried without objection.

#### V. New Business

##### A. Emphasizing schedule-driven obligations in the Volunteer Guidelines (Madsen)

- Elliott summarized the business item and also summarized his and Madsen's earlier telephone conversation about this topic. Elliott invited Madsen to make a motion.
- Madsen suggested instead, in the interest of time, to carry this forward as Unfinished Business, and between this meeting and the next one, Madsen agreed to rework the text of this item to bring it more in line with their telephone conversation.

##### B. Color online edition of the GLAAM newsletter (Ball)

- Discussion ensued between Elliott and Ball about whether the shorter printed edition becomes an excerpt of the longer electronic edition which remains the official newsletter (Ball) or, alternatively, whether the printed newsletter is the official newsletter and the online edition is a supplement to it (Elliott).
- Frey asked whether there would be two distinct names for two different publications.
  - Elliott stated his preference in the affirmative.
  - Frey and Ball began to express the opposite preference, but Elliott suggested that we continue this discussion on Mensa Connect in order not to extend the meeting. Frey objected that she is not on Mensa Connect.
- Woo: "I am not going to be happy knowing that members of GLAAM are getting two different newsletters. If you have two, they can't [both be] official newsletters because they have different contexts." Woo expressed concern for members who don't have computer, and expressed concern that people who want to know what we're communicating to members will need to follow two publications.
  - Moses, Ball, and Frey expressed their expectation that everything in the printed newsletter would also be in the electronic newsletter.
  - Frey suggested to Woo that members who don't have access to the Internet can get the electronic newsletter from a public library.
- Stillson expressed concern about the lack of remaining time and that "these issues shouldn't be rushed." He suggested postponing this discussion until the next meeting, "and in the meantime, I'll send something to Robin Crawford and find out a little bit about what the other chapters are doing."
  - Ball and Elliott both agreed to postpone both newsletter items.
  - Elliott clarified that the first newsletter item would carry forward as Unfinished



Business "because we took it up" and the other would carry forward as New Business "because we did not get a chance to get to it."

C. Pre-printing approval of the GLAAM newsletter (Ball)

- This item was not discussed due to lack of time and was carried forward as New Business as discussed above.

VI. Closing

A. Good of the Order

- No items were offered.

B. Adjournment

- Moses moved, Woo seconded, and Elliott declared the meeting adjourned at 1:09pm.

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*Respectfully submitted,  
Brian Madsen, GLAAM Secretary*