GLAAM BYLAWS COMMITTEE
Report on the analysis by the National Bylaws Committee of our amendments proposed in 2019

Comments in italics are quoted from the National Bylaws Committee, and the responses in standard font are from the GLAAM Bylaws Committee, for consideration by the GLAAM Board:

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Mandatory (these must be fixed in order to receive Committee approval):

1. (mandatory) V.B and VI.A appear to contradict each other, in that VI.A states that "[a]n executive officer of GLAAM must be a current member of the Board of Directors" but V.B states that "[n]o member of the Board of Directors shall serve as such in more than one capacity". If, say, the Area Secretary for Area XYZ is elected Chairman, is he or she automatically removed as Area Secretary of XYZ and someone else becomes Area Secretary? How does this work? One way or another, the interaction between V.B and VI.A has to be clarified.

JCE: This is referring to a long-standing provision in V-B, and we think that it is already explained satisfactorily by the expression coming after the semicolon, reading "such Board membership may be either as an Area Secretary, as an Area Delegate, or as a Member elected at Large", so it has nothing to do with Executive Officers, but it appears that they looked at the part before the semicolon without relating it to the part after. In order to make the connection between the two expressions clearer, IT IS PROPOSED to add the phrase "that is," immediately after the semicolon in Section V-B.

2. (mandatory) In VI.D.5, please add a statement that the Treasurer must be a signatory on all accounts. Probably the easiest way to do this would be to add ", who shall be one of the signatories" at the end of the penultimate sentence of the section, but however you do it it has to go in. (MSB 3Eii)

JCE: We argued that the necessity of the Treasurer being a signatory on all accounts was already implied by two spots in Paragraph VI-D-5, one that the Treasurer "shall … make all disbursements" (how can you make disbursements without being a signatory?), and the other that "All accounts must … have more than one signatory so that funds can be accessed in the temporary absence of the Treasurer". We wouldn't have placed that "so that" expression in there if it were not intended that the additional signatories be backups to the Treasurer, which they couldn't be if the Treasurer were not a signatory to begin with, so we claimed that further adjustment was not necessary. However, this argument apparently was a bit too abstruse for the NatByCom's sense of legal precision, so IT IS PROPOSED to add the expression ", and shall have the Treasurer as signatory" after "GLAAM" in the penultimate sentence of Paragraph VI-D-5.

3. (mandatory) In VII.B and VII.C, we would like a clearer statement about terms of office for appointees. The last sentence of each of these sections says the term of office expires with the expiration of the term of the Board appointing them, which is good, but then in VIII.D the Ombudsman is appointed for six years. The first sentence of VII.B, and VII.C, uses the phrase "[e]xcept where otherwise specified in these bylaws", but that refers only to the remainder of that sentence, except if the punctuation is changed or if it is otherwise specified that that phrase refers to everything in the section. One way or another, please clarify this. (MSB 3E)

JCE: I see what they're saying here, and it is a very interesting semantic point. Strictly speaking, the sentences in which the two "Except" phrases in these paragraphs appear refer only to the manner of

appointment of the Committee Heads and Coordinators, but their terms of office are specified in separate sentences within those paragraphs. We have always inferred that the "Except" phrases referred to all the provisions of those paragraphs, but that probably is indeed improper of us, so IT IS PROPOSED to replace the phrase "The term of office" with "Except where otherwise specified in these Bylaws, the term of office" in the final sentence of Sections VII-B and VII-C, so that the Ombudsman may continue to have a 6-year term.

4. (mandatory) In IX.A, first sentence, please add "printed" before "publication". (MSB 4A)

JCE: They appear to be correct here as well, that the Minimum Standard Bylaws require the phrasing of "official printed publication", and that the word 'printed' does not appear in our Section IX-A, although it does appear in Section IX-B on member preferences. We have no problem acceding, so IT IS PROPOSED to replace "GLAAM publication" with "GLAAM printed publication" in the first sentence of Section IX-A.

5. (mandatory) In XI.B, who excuses absences? This should be specified, especially as this section allows the Board to overturn excusals. Also regarding this section, see comment 18 [actually 22] *below.*

JCE: We currently have that "If any Board member fails to attend three (3) consecutive Board meetings without prior excuse that has not been disapproved by a majority vote of the Board, he/she shall be considered to have resigned…". I remember when we added that phrasing in attempt to clarify what can happen with excuses, and that it seemed very clumsy, but also that it appeared to get the job done to everyone's satisfaction. The idea was (and is) that any excuse is held to be valid unless it is "disapproved by a majority vote of the Board". However, they are saying that this is not sufficiently clear from the current phrasing, and frankly I welcome the opportunity to 'try again' with a clearer construction. Now that we look at it again, though, the current condition of "unless he/she shall have petitioned the Board to be retained as a Board member, prior to the end of the third consecutive meeting" really doesn't ever need to kick in as long as the member keeps excusing his/her absence before each meeting, including the third consecutive. Shall we therefore allow all Board members to retain their seats if they merely excuse themselves before each and every meeting? It's a maybe, but we suggest not. The whole idea of Section IX-B is that we want all Board members to be attending meetings on at least a quarterly basis, because members who do not hear reports and make reports and participate in the live discussions are doing a disservice both to their constituencies and to the rest of the Board. Maybe it would be cleaner and simpler if we merely track consecutive absences, whether they are 'excused' or not, and then when the third consecutive absence happens, any Board member who wishes to retain the absent member can bring such a motion, which "shall be adjudged on a case-by-case basis, but must be approved by a majority vote of the Board", as the following sentence currently requires. The motion may take into account any excuses which may have been offered by the absent member, but is not bound to do so. In other words, mere notification to the Board of a future absence does not by itself constitute an automatic excuse, and any Board member with three consecutive absences can still be considered to have resigned, because even with the notifications they still may not be according sufficient priority to their positions to be considered as truly wanting to hold onto them. If the Board agrees with this concept, which is more in line with what we originally intended several years ago, then IT IS PROPOSED to remove the language " without prior excuse that has not been disapproved by a majority vote of the Board" in the first sentence of Section IX-B.

6. (mandatory) In XIII.A.1, please add "membership" between "annual" and "business meeting".

JCE: Again, we would not have thought that this change was needed, because the phrase appears in a section entitled "MEMBERSHIP BUSINESS MEETINGS", and that same sentence refers to "other membership business meetings", which you can't have unless the "annual business meeting" is a membership meeting.

However, it is far less fuss to add the word than to argue the point, so IT IS PROPOSED to insert the word 'membership' between "annual" and "business meeting" in the first sentence of Paragraph XIII-A-1.

7. (mandatory) XIII.A.2 states: "The business of the annual meeting shall include such reports and business as may be determined by the Board of Directors." We wonder what "such business as may be determined by the Board" consists of. As noted in MSB Clarification 3B, "Local groups of AML are required to have representative governments. The membership elects and may recall members of the governing body, and adopts bylaws and amendments thereto, and may petition the governing body on various topics if the bylaws permit it, but the governing body conducts the business of the local group within the requirements of the bylaws. The membership may not overturn actions of the governing body, nor may it compel the governing body to take or not take a given action other than through the bylaws. If a "business meeting" of the membership is held, its scope is limited to receiving reports, asking questions, making statements, proposing bylaws amendments if the bylaws permit it, making non-binding recommendations to the governing body, and similar non-action items." Please clarify the nature or categories of business the Board may ask the membership to perform.

JCE: Phew, well, that is a can of worms. This has indeed always been a point of some uncertainty. I always personally viewed the Membership Business Meeting as an opportunity for the Membership to give specific direction to the Board on various topics, just as attendees may cast votes on motions in a stockholders meeting, which recourse could be valuable if the Board has been perceived as being too slow to deal with some particular issue. I therefore always personally considered any motion offered within a Membership Business Meeting to be binding, provided of course that it did not conflict with the Bylaws, and any such motions have thus been listed in our Motions Catalogs. And, of course, we have recently used the Membership Business Meeting as an opportunity to make specific choices as to the upcoming Hollywood Bowl season. Without the option to conduct some sort of meaningful business, the Membership Business Meeting becomes merely a stupid 5-minute formality, as it has been in the past, and we have a very tough time getting anyone to come out for it, even if we schedule it at the RG when many members are already gathered. However, they are indicating here that any such actions are out of order for a Membership Business Meeting. Problem here is that they are referring not to a Minimum Standard Bylaw, but rather one of the Clarifications appended to that document, and I'm not sure whether that language was duly enacted by the full American Mensa Committee, and is therefore truly binding upon us, or whether it was simply an interpretation concocted by certain individuals on the National Bylaws Committee who may have had their own preferences for doing things which may not really need to be universally obeyed. In either case, they are listing it here as a mandatory point, so we will not get our substantive proposals approved if we do not play their game as they now dictate, so we apparently need to do something. We will therefore borrow heavily from the language in the paragraph above, but we will make sure to include the approval of previous Minutes, because maybe they would consider that a *"similar non-action item"* and maybe not, but we want to make sure that it gets to happen. Therefore, IT IS PROPOSED to remove all the language after "annual meeting" in Paragraph XIII-A-2, and to replace it with " may include but shall be limited to receiving reports, asking questions, making statements, proposing Bylaws amendments, making non-binding recommendations to the Board of Directors, approving the Minutes of previous Membership Business Meetings, and similar non-action items.". Any motions passed at the ABM for Hollywood Bowl or whatever would then constitute "non-binding recommendations", but the Board still would get to observe them on a voluntary basis, and they still could be listed in the Motions Catalogs.

8. (mandatory) In XIII.C.4, first sentence, please change "at least 10% of the membership" to "a petition of no more than 10% of the membership", though we would prefer an exact number rather than "no more than" be used. We note that this requirement is correctly worded in XVII.A. (MSB 5B)

JCE: We have no general problem including a petition reference in this passage (which relates to calling a Special Board Meeting), but I continue to have a specific problem with their proposed language of "*a petition of no more than 10% of the membership*", because to me that reads that if we have 2000 members in the chapter, then a petition containing 201 signatures is "*more than 10%*" and therefore invalid. Phooey on that. However, they also state here that they like our language as used in Section XVII-A (for Recall Elections), so we are keen to import that language directly and be done with it. Only thing, though, is that the XVII-A language includes an allowance that the petition may bear as few as 100 signatures. Are we willing to allow a Special Board Meeting to be called by as few as 100 members? We claim yes. If a petition of 100 signatures is enough to initiate Recall proceedings, then it should be deemed enough to call a Board meeting. Therefore, IT IS PROPOSED to replace the expression "or by at least 10% of the GLAAM membership" in Paragraph XIII-C-4 with "or by petition of 10% of the GLAAM membership, or 100 members, whichever is less". This phrasing (to me at least) indicates that the figures are sufficient, not upper limits.

9. (mandatory) In XIII.C.4, fourth sentence, please add "allowing all persons participating in the meeting to communicate with each other at the same time" at the end of the sentence. (MSB 5C)

JCE: I think that they are actually referring here to the third sentence, which discusses how members may "attend the meeting by telephone, video link, or other suitable electronic medium". The fourth sentence discusses the "purpose(s) of the special meeting". Thus assuming, I find it interesting that they make this distinction, because it seemed to me pretty obvious that anyone attending through an "electronic medium" is doing so in real time, and that everyone thus participating can at least hear everyone else. I gather that maybe they have encountered problems with some of their remote setups such that some participants could not hear all the others, or maybe it's an ADA thing to allow the hearing-impaired to participate actively. In any case, we have no real hangup with adding the language which they specify, so IT IS PROPOSED to add the language ", allowing all persons participating in the meeting to communicate with each other at the same time" at the end of the third (not fourth) sentence in Paragraph XIII-C-4.

10. (mandatory) In XIV.C, last sentence, notice of what is to be provided one month in advance of what event? We assume you mean notice that a vote will be taken on approving formation of a new Area, one month before the vote is to be taken, but it does not say that.

JCE: This passage (reading "Notice shall be in the official GLAAM publication, and shall be published no less than one month in advance") discusses the formation of new Areas, and has been invoked so infrequently that we have long overlooked it. The intent as I have always understood it was that the general Membership would know for at least one month in advance that a proposal was going to be considered to modify our Area structure, so that they could have the opportunity to register their feelings with their elected Representatives, and/or to appear at the meeting when the vote was to be taken. The vote could not be taken unless the Membership had that one-month window to participate in the conversation, so the phrasing of "one month in advance" means one month in advance of the vote being taken. It could also be construed as one month in advance of formal consideration being initiated, but we find such a provision to be ridiculous, because obviously if this petition or proposal is coming from somewhere then some people must already have been knowing about it and talking about it, and it may already have been an item of Unfinished Business on the Board agenda. The time window therefore should relate to the vote, which is already referenced in the previous sentence (reading "New Areas within GLAAM boundaries may be

formed by a majority vote of the GLAAM Board of Directors…"), so IT IS PROPOSED to add the phrase "of any such vote" after "no less than one month in advance" in the second sentence of Section XIV-C. They're also asking "*notice of what*" above, which again is one of those things which seems trivially obvious to this office, but whatever, so IT IS ALSO PROPOSED to insert the phrase "of any such proposal" after the word "Notice" in the same sentence.

11. (mandatory) Are electronic ballots permitted? XVI.A.5 seems to imply they are, but it does not say that explicitly. If electronic ballots are allowed, please add the following, whether in XVI.A.5 or in XV.A or somewhere else: "Electronic distribution of ballots is acceptable as a substitute for distribution by postal mail for those members who request electronic distribution, but cannot supplant distribution by postal mail for those members who want postal mail." and "There must be provisions that allow full participation by postal mail for all members at all steps of the election process." We note that a vote-by-mail provision appears in XVIII.A.3 regarding voting on bylaws amendments. (MSB 6E)

JCE: Of course, we have discussed before -- and more than once -- the possibility of permitting electronic ballots. Current position is 'maybe someday', but not now. The phrasing "Ballots may be returned by mail or by any other method of delivery" to them implies an electronic option, but to us it always referred to some sort of hand-delivery as opposed to going through the postal process. We do not currently permit electronic ballots. If we did, then they provide us with language to clarify that option. As it is, we don't, and they do not provide any course of what we should do in that case. We are therefore guessing that some clarification of our current policy is needed, so IT IS PROPOSED to insert the expression "non-electronic" before the phrase "method of delivery" in the first sentence of Paragraph XVI-A-5.

12. (mandatory) In XVIII.C, ballots in bylaws referenda are to be returned to the Election Committee. But, depending on the timing of the referendum, there might not be an Election Committee yet, as an Election Committee need not be appointed between the beginning of the term in May and October 31 ("before November 1"; see XVI.A.1). Perhaps a special Election Committee for the bylaws referendum is to be appointed if the referendum is not conducted along with the election of officers? One way or another, please clarify this.

JCE: This is interesting, too, and another example of something which seems so obvious to us who have lived with these documents for decades, but which does not read the same way to someone new. Also another example of something which has been the same way for a long time, and has been approved by numerous previous National Bylaws Committees, but is suddenly a "*mandatory*" problem only now. In any case, we can fix it. Problem is that we have always perceived the Election Committee to be a standing Committee. Committee Chair is appointed at the May Board Meeting, and retains the position until the end of the Board term. Easy. In their world, however, the Election Committee is a special (although recurring) Committee which gets appointed at some later time, and which serves for a limited duration. When we look back at our Section VII-A, it states merely that "There shall be an Election Committee and such other standing and special committees as the Board of Directors may create", but it does not specify that the Election Committee is a standing Committee. Seems implied to us, because as soon as a special Election Committee were to rise we would have an immediate Bylaws violation, but they apparently read it differently. Also, someone reading Section XVIII-C by itself (which some of these people are apparently doing) may not realize that the Election Committee is a standing Committee even if we specify it in Section VII-A. Therefore, IT IS PROPOSED both to replace the phrase "an Election Committee" with "a standing Election Committee" in the first sentence of Section VII-A, AND to insert the word 'standing' before "Election Committee" in the language currently proposed for amendment in Section XVIII-C. Also, because we have the confusing provision "The Election Committee shall be appointed prior to November 1 of each year"

in Paragraph XVI-A-1, IT IS ALSO PROPOSED to replace "The Election Committee" with "Any additional members of the Election Committee".

Other comments

13. The head of the local group is referred to variously as Chairman, Chairman of the Board, and Chairman of the Board of Directors. We recommend choosing one of these terms and using it consistently throughout the bylaws. One way to distinguish between the head of the local group and the head of a committee might be to use "Chairman" when referring to the head of the local group and to use "chairman" (not capitalized) when referring to the head of a committee; that is what American Mensa does in its ASIEs, for example. We note that "Chairman" is the title given in section VI.D.1 of these bylaws. Also, same comment regarding "Board" and "Board of Directors".

JCE: Latter part is pretty easy. In that they apparently are unclear that "the Board" refers to "the Board of Directors" (retest?), IT IS PROPOSED to add the expression "(the "Board")" after "a Board of Directors" in the first sentence of Section V-A. Earlier part is tougher, both because we apparently are creating confusion between the Board Chair and a Committee Chair, and also because any discussion about clarifying these expressions might also want to include an attempt to make them more gender-neutral for our current postmodern environment (whatever that means). We could be persuaded very easily to pass over this recommendation, because it is a voluntary and because it might be more trouble than it's worth. On the other hand, it may be (and hopefully will be) quite a while before we ever reconstruct the Bylaws like this again, so maybe we should just get it overwith to neutralize the expressions. Therefore, IT IS ALSO PROPOSED to replace "CHAIRMAN" with "CHAIR" at the beginning of Paragraph VI-D-1, AND to replace "Vice-Chairman" with "Vice-Chair" wherever it appears, AND to replace "Chairman" with "Chair" wherever it then appears, AND to replace "chairmen" with "chairs" wherever it appears. While we're at it, we may as well also do what they suggest, and clarify the distinction between Board Chairs and Committee Chairs. Trouble is, if we keeping calling the Chair the 'Board Chair' in the Bylaws, then that basically becomes the *de facto* title even if we state only "CHAIR" at the beginning of Paragraph VI-D-1. Also, the Chair of the Board is also the Chair of the Chapter, so I hesitate to imply a limitation on the powers and scope of the position by focusing on the position's role as moderator of the monthly Board meetings. I therefore feel that 'Chair' should always mean the Chapter Chair unless it is specifically preceded by 'Committee', which was always the intent, although they still seem to be getting confused. But then, in a phrasing such as "committee chairs shall be appointed by the Chair of the Board of Directors" in our Section VII-B, removing the modifier "of the Board of Directors" would make the sentence look and sound and feel pretty silly. I feel that we generally should keep those phrases basically as we have them, because otherwise we muddy up the distinction between Chair and Committee Chair even further. So, in hope of alleviating their confusion, IT IS ALSO PROPOSED to replace "By agreeing to be the Local Secretary of GLAAM, the Chair agrees…" with "By agreeing to be the Local Secretary of GLAAM, the Chair (also referenced herein as the "Chair of the Board" and the "Chair of the Board of Directors") agrees…" in the final sentence of Paragraph VI-D-1.

14. In III.A, "the" should be inserted before "AMC".

JCE: Fine, okay. IT IS PROPOSED to replace "assigned to GLAAM by AMC" with "assigned to GLAAM by the AMC" in Section III-A.

15. We are curious about the inclusion in III.B of "The Board of Directors, its members, or any of its designates may invite a person not a member of GLAAM to participate in GLAAM business affairs." Why is it there? This seems to allow persons who are not members of Mensa, as well as members of Mensa who are not members of GLAAM, to participate in the business affairs of GLAAM. This participation cannot include voting, nor running for office; what does it include?

JCE: This relates to good ol' Item 14 in our good ol' "laundry list" of rule changes which we proposed going on four years ago now. Brian Madsen had suggested dropping entirely the provision about "business affairs", on grounds that it was too vague to be useful, and apparently it is indeed pretty vague. We still feel that the provision is important, though, because without it someone might raise an objection to our allowing a non-member to be the Webmaster (as George Blombach was) or a member of the RG Committee (as Doug Walker has been for numerous years now) or a parent volunteer for the GY Committee. We probably need to rephrase the text, though. Previous sentence (which is required by the Minimum Standard Bylaws) refers to "The national Ombudsman … and members of the AMC [participating] in the business affairs of GLAAM", which must mean being involved in making decisions as opposed to just helping out. We had better rephrase the second "business affairs" to focus on the helping instead of the decision-making. Therefore, IT IS PROPOSED to replace "may invite a person not a member of GLAAM to participate in GLAAM business affairs" with "may invite a person not a member of GLAAM to serve as a GLAAM volunteer" in the final sentence of Section III-B.

16. Regarding VI.D.1, VI.D.2, and VI.D.3, is there a delineation anywhere as to what is an "executive duty" and what is an "administrative duty"? Else we can foresee turf battles between the Executive Vice-Chairman and the Administrative Vice-Chairman.

JCE: Yeah, they're still talking about the Great Turf Wars of 1999. All those Vice-Chairs can't ever get nearly enough work to do. Then again, they may have something of a semantic point here, but not necessarily. Strict definitions of 'execute' and 'administer' are largely synonymous. I have seen them used interchangeably in reference to a will or living trust, and there are those who argue that a government's Executive Branch should be limited to 'executing' or 'administering' the policies established by the superior Legislature. Conversely, the term 'executive' has come to mean a position of high authority (as in the expression 'Chief Executive Officer'), and there is the counterargument that the Executive Branch does or should have some nonzero latitude in establishing policy independently of the Legislature. We in GLAAM have always applied the latter interpretation to the Vice-Chair positions since they were established in 1977, that in any division of labor the XVC handles the higher-end assistance, and the AVC handles lower-end. The distinction always seemed implicit to us, not requiring inclusion of the distasteful expressions "higher-end" and "lower-end" or any similar, and I do not recall ever seeing any confusion or "*turf battle*" over it. Should we clarify the language or leave it as is? Further, if we do replace the adjectives "executive" and "administrative" as applied to "duties", then should/must we also replace them as modifiers in the actual position titles? We think not. If the modifiers are good enough for the position titles, then they should be good enough for the "duties" appertaining to those positions. Therefore, while we are receptive to entertaining any ideas for a rephrase, for now IT IS PROPOSED to take no action.

17. In VI.B, it might make it clearer to specify that the agreement to nomination has to go to the "current" or "outgoing" Chairman or Secretary.

JCE: What other Chair or Secretary is there than the current Chair or Secretary? Why would you direct your written acceptance of nomination to any past Chair or Secretary? How could you possibly direct it to a future Chair or Secretary? They think that adding the adjective "*might make it clearer*", but I feel that it

might make it sillier. Besides, by now we have begun to amass a fairly long list of Bylaws amendments here, far beyond the three which we initiated internally, and it is beginning to remind me of the 72 proposed changes from the infamous 2007 ballot. IT IS PROPOSED to pass on this suggestion.

18. In VI.D.4, first sentence, please add "all" before "membership business meetings" if that is what is intended (for consistency with "all meetings of the Board of Directors" in the same sentence).

JCE: This one is okay, talking about what the Secretary keeps minutes of. IT IS PROPOSED to replace "and membership business meetings" with "and all membership business meetings" in Paragraph VI-D-4.

19. In VI.D.4, last sentence, please clarify what is meant by "as of the beginning of the May Board meeting." Does that mean the outgoing Secretary, as the incoming Secretary has not yet taken office at the start of the meeting, or does it mean the incoming Secretary?

JCE: Sheesh, you work so hard to be clear, and people still find a way to fog things up. It means the outgoing Secretary, duh, but Secretaries sometimes remain in their positions for several consecutive years (when we have the luxury of having any Secretary at all), so the Secretary as of the beginning of the meeting may be either outgoing or continuing. Can we not leave the language exactly as we have it? If people do exactly what is stated here, then we will be fine. Why change? Tell you what, though, so that the clueless reader will know to cross-ref this expression with the description of the May Board Meeting (where hopefully it is clearly established already that all the Executive Officer positions are up for election), IT IS PROPOSED to add the phrase "(see Section XIII-B)" after "May Board meeting" in Paragraph VI-D-4.

20. In VII.D, we are curious as to the reason for the first of the two removal procedures, i.e., removing an appointee from office with no notice to anyone, including no notice to the Board nor notice to the appointee. If there is no notice to the Board, how can there be a Board vote? Is this to allow for slightly less than 24 hours' notice when calling a meeting, perhaps? And is the lack of notice time the reason for the 2/3 requirement to remove in a hurry-up meeting?

JCE: The entire Section VII-D currently reads that "Except where otherwise specified in these Bylaws, a Committee Chairman or committee member or Coordinator may be removed from that office by a two-thirds vote of the Board of Directors, or by a majority vote of the Board with a minimum of 24 hours' prior notice to the Board and the subject of the proposed action." As I recall, the reason for the dual provision is so that the Board would have the option to remove someone immediately if agreement was broad enough, which might for example be the case if someone showed up at a Board meeting and offered to substitute for an underperforming incumbent. For, any motion previously adopted may generally be modified or rescinded with no notice by a 2/3 majority of the assembly, or by a simple majority if sufficient notice of the action is provided. We have historically considered one week to be the minimum notice for any substantive action to be taken or modified by a simple majority, which is why the Secretary's Guidelines have called for the Agenda package to be distributed at least one week before each Board meeting. In retrospect, then, this business of 24 hours' notice looks a bit funny. In order to address both this concern and the point raised in their paragraph above about why we have a dual provision in the first place, IT IS PROPOSED to insert the phrase "if the motion is offered with no prior notice" after "Board of Directors" in Section VII-D, AND to replace "24 hours' prior notice" with "one week's prior notice" in the same sentence.

21. If you think you might want to send a printed copy of a specific issue of the newsletter to those members who specified they wanted newsletters electronically -- for instance, some local groups send a printed copy of each issue containing a ballot to every member, regardless of electronic preference -- the way to do that would be to add the following sentence, presumably in IX.B: "The governing body may, at its discretion, send printed copies of the newsletter in addition to the electronic version to members who would otherwise get only the electronic version." And if you don't want to do that, that also is fine by us.

JCE: Unless the Board strenuously wishes to reconsider our policy yet again, IT IS PROPOSED to keep things simple, and to leave this business as we currently have it.

22. In XI.B, the wording of the first sentence seemed to us to be hard to understand. Perhaps breaking it up into more than one sentence might make it clearer? Maybe something like: "A member of the Board shall be considered to have resigned from the Board upon having failed to attend three consecutive Board meetings without an acceptable excuse. The Chairman has authority to accept a Board member's excuse for missing a meeting, but the Board may vote to override that acceptance in particular cases. To avoid being automatically removed for missing Board meetings, a Board member may petition the Board to be retained as a Board member, prior to the end of the third consecutive meeting.", retaining the final sentence of XI.B as is.

JCE: This relates to Mandatory Item #5 above. Their convoluted construction above is not necessary if we drop the entire language about "prior excuse" as now recommended. We could rephrase the bit about a "petition" to more generically refer to a motion which could be offered by either that absent member of any other Board member, but they are retaining the "petition" reference in their suggested construction above, so IT IS PROPOSED to take no further action here.

23. XI.C requires a reason for a proposal that a Board member be removed by vote of the Board, but XI.A does not require such a reason when proposing that an executive officer be removed. Should it?

JCE: This is interesting, and confirms for us that they have no substantive problem with our original proposal to allow the Board to remove excessively-problematic Board members. They only wonder why a reason for removal is required for Board members, but not for Executive Officers. Should we similarly require a reason to be stated in any motion to remove an Executive Officer? Could go either way philosophically, so let's look at the history. Motion #2012-063 to remove Jill Golmant as Treasurer did not specify a reason as far as we can tell, but then September 2012 was one of those meetings for which we did not have an actual Secretary preparing actual Minutes (we really like having that -- hint hint!!), so we may never know. In any case, while we are flex to go along with any Board preference to the contrary, we are currently arguing for leaving the dual standard in place. For, an Executive Officer is put in place by the Board and serves at the Board's pleasure, so the Board may dismiss said officer without cause. In contrast, a Board member is typically (though not always) selected by the Membership, so it is an extraordinary action for the Board to substitute its judgment for that of the Membership, and so we had better make sure to have at least one stated reason on record. Therefore, IT IS PROPOSED to take no action here.

24. In XIII we are curious as to why remote participation is allowed in in special Board meetings but not in regular Board meetings.

JCE: Answer is because we normally do not like remote participation very much, but are willing to allow it if a Special Board Meeting needs to be called, because in that short window many Board members would experience difficulty rearranging their personal schedules to attend in person. We don't really need a

change here, and it wouldn't bother us to leave these provisions as they are. However, in that it may help to forestall the above question being asked again by anyone else ever, IT IS PROPOSED to replace "Members unable to be present in person" with "Because of the shorter notice, members unable to be present in person" in Paragraph XIII-C-4.

25. In XIII.C.2, the quorum requirement is given as 1/3 of the entire Board. Why 1/3? Most local groups use half of the entire Board as the quorum requirement. We do not know the size of GLAAM's board, but say there are twelve members; then 1/3 would be four, and a motion could pass with only three votes. Is that really what you want to do? If it is, we will go along with it, but we do question it.

JCE: Answer is because we sometimes have trouble getting as many as 1/3 of the Board members to appear, and that a quorum of 1/2 is sometimes unrealistic for us. IT IS PROPOSED to leave this alone.

26. XIV.C, last sentence, requires that notice shall be (etc.). Notice of what? Please clarify.

JCE: Again, this relates to the provision about establishing new Areas, already addressed in Mandatory Item #10 above. We have already crafted changes to satisfy, so IT IS PROPOSED to take no further action.

27. We are curious as to why XIV.D, on the subject of allowing Areas outside Los Angeles County, is present. Is it to accommodate other local groups, or portions of other local groups, being merged into GLAAM? If such a merger occurs, the AMC will have changed the boundaries of GLAAM, obviating the need for something special in GLAAM's bylaws to accommodate the merger. Or is is about members by preference? But members by preference might live in a much wider area than just Southern California. Please enlighten us as to why this is here?

JCE: What we have been trying to state here is that the addition of territory outside of Los Angeles County must require the approval of both the GLAAM Board and the AMC. The more territory we have outside Los Angeles County, the harder it is to continue thinking of our chapter as the Los Angeles chapter, and we want the Board to be able to adjudge which exceptions are to be allowed. Section XIV-C requires notice in the GLAAM printed publication if we ever seek to rearrange Areas within our current territory, but for outside our current borders Section XIV-D requires only the GLAAM Board and the AMC to agree. If we think that this explanation will be sufficient to "*enlighten*" them, then IT IS PROPOSED to do nothing further.

28. We note that the term of the Election Committee expires at the end of the officer term, as no exception is specified for it. But we also note in XVI.A.5 that the Election Committee may perform its vote-counting task up to April 30, and that the end of its term is some time in May (the May Board Meeting). If the vote count happens to occur on April 30, and if the May Board Meeting happens to occur on May 1, is there time for the Election Committee to prepare an article for the newsletter before its term ends? If not, should the term of the Election Committee be extended by a few days? We note in XVI.B.1 that election challenges go to the Ombudsman, not the Election Committee, so that is not a reason to extend the Election Committee's term.

JCE: Even if we were to keep the Election Committee to a shorter duration of existence, and even if the May Board Meeting were to take place after April 30 (as of course it always does), it is common practice for any officer or committee to prepare some kind of closing report after the term nominally ends. Outgoing Secretary prepares the Minutes of the May Board Meeting. Outgoing Treasurer prepares the closing Financial Statements. And, the outgoing Election Committee would be responsible for reporting

to the Membership promptly on the results of the ballot counting, and presumably the results of the Executive Officer elections, regardless of the timing of those events *vis-à-vis* the nominal end of the Board term. Besides, there is also the provision in Paragraph XVI-A-7 that the ballot materials must be maintained for inspection for at least 90 days, so the Election Committee cannot simply die right away. We already have in Paragraph XVI-A-8 that the Committee's report is to be submitted "for printing in the June issue" of the newsletter. In order to obviate this pesky question about the life expectancy of the Election Committee, IT IS PROPOSED to follow our own lead in Mandatory Item #12 above, and to insert the word 'standing' before "Election Committee" in Paragraph XVI-A-8

29. In XVI.A.7, we note that ties are broken by a coin flip, and we note in XIII.B.1 that the coin flip occurs at the May Board Meeting. We suggest that the coin flip be held instead at the conclusion of the vote count; that way, the winner of the coin flip will have an opportunity to prepare for the upcoming term of office and the other candidate(s) will be relieved of the necessity of doing so. Of course if you want to keep it as is, that also is fine by us.

JCE: This is actually interesting, too, and shows that their review of our document has been more thorough on some points than it has been on others. We currently have in Paragraph XIII-B-1 that the first Special Order of the May Board Meeting is "Installation of the new Board by the Election Chairman or designee, followed by resolution of any tied Board elections", so yes they are correct that this is when the hated (by at least one) coin flip would take place, at least according to that provision. However, we also have in Paragraph XVI-A-7 that "In case of a tie, election from among the tied candidates shall be determined by the flip of a coin by the Election Committee Chairman (or appointed representative)." Timing is not specified in that Section, and there is no reference to the May Board Meeting there at all, so someone reading that Section alone may construe that the coin flip is to be conducted immediately at the ballot counting, which may actually have been someone's intent at some point. If we concur that both interpretations are possible, then we concur with their analysis that an earlier resolution of any tie is better than later, both for the new incumbent and for the Membership eager to know the results. Therefore, in order to fix the coin flip unambiguously at the ballot counting instead of the May Board Meeting, IT IS PROPOSED to remove the language ", followed by resolution of any tied Board elections" from Paragraph XIII-B-1, AND to insert the phrase "at the ballot counting" after "shall be determined by the flip of a coin" in Paragraph XVI-A-7.
