

GLAAM Board of Directors  
Agenda – Monthly Board Meeting  
April 6, 2019 -- 11:00am  
Pilgrim Towers, 440 N. Madison Av., Pasadena CA

- I. Opening
  - A. Call to Order
  - B. Approval of Agenda
  - C. Approval of Previous Minutes
  
- II. Reports
  - A. Executive Officers
  - B. Area Reports
  - C. Members-at-Large
  - D. Committees and Coordinators
  
- III. Special Orders
  - A. Filling of Vacant Board Positions
    - 1. ELAC Delegate
    - 2. Inland Empire Delegate
  - B. Filling of Vacant Committee/Coordinator Positions
    - 1. Finance Chair
    - 2. Public Relations Coordinator
    - 3. Young M's Coordinator
  
- IV. Unfinished Business
  - A. Review Status of Mensa Connect Preparation, cont'd (Elliott)
  - B. Hi-Desert Bank Account (Schneider)
  
- V. New Business
  - A. Amendment to Guidelines for Awards Committee (Bylaws Committee)

The current Guidelines do not mention the separate step which we have organically added to our process, to identify prior to the full annual awards tabulation all those volunteers who earned at least one point each, so that they could be invited to the annual Volunteer Appreciation Luncheon. It was established during Board discussion at the March 2019 that we would like to have this preliminary step completed by March 8, in order to allow sufficient time for the invitations to be processed, and for recipients to decide whether or not to accept. We feel that it would be helpful to incorporate this expectation into our Guidelines, so that we do not need to undertake another discussion or debate on that topic. WE THEREFORE MOVE the addition of a Paragraph C to the Guidelines for the Awards Committee, reading:

"C. Current practice is to conduct the annual Volunteer Appreciation Luncheon directly after the April Board meeting, partly so that we can take that time to 'look back' on our achievements of the preceding year (whereas May is a better time to 'look forward' to the new Board term), and partly because it is easier from an accounting standpoint to schedule the luncheon expenditure for the same fiscal year in which it is budgeted (fiscal year ends in April and begins in May, with the budget usually scheduled for June), and partly because we want to take that opportunity to remind our active volunteers of the roles which are expected to need filling during the upcoming term.

Current practice is also to invite to the Volunteer Appreciation Luncheon anyone who has earned at least one point under the Awards Committee's schema during the current year. In order to capture as much information about volunteer activities as we practically can, but also allow invitations to be sent early enough for the recipients to have adequate time to consider them, the GLAAM Board determined on March 2, 2019 that the Awards Committee should aim to create at least the 'one-point list' between March 1 (so that we can observe any April parties listed in the March calendar) and March 8."

B. Restoration of Roster section to Guidelines (Bylaws Committee)

Motion #2017-049 referred to the Bylaws Committee a certain item on restoring a Roster section to our Guidelines, even though we do not intend to produce any more rosters for the foreseeable future, but to make sure that our rules are reflecting certain policies which apparently have been adopted by American Mensa. WE THEREFORE MOVE, To amend Motion #2018-025 by restoring a Roster section to our Officer Guidelines, containing a single paragraph reading:

"Current GLAAM policy (as enacted by Motion #2017-050) is not to publish any kind of membership roster. However, just in case we ever decide to do so again, we want to make sure to adhere to certain guidelines established by GLAAM and/or AML. Specifically, for any roster activity we must request the data directly from National, and may not use any of the data mining tools available to Area representatives or other officers."

C. Compliance with Minimum Standard Bylaws (Bylaws Committee)

As previously reported, the national Bylaws Committee will not consider for approval the three Bylaws amendments which the GLAAM Board has approved within the last three years, unless and until we once arrange for our Bylaws to conform in all other respects to the national Minimum Standard Bylaws, which have undergone considerable changes since we last updated our local Bylaws in December of 2007. We have identified 14 changes which we believe will bring our document into compliance, but we are not completely sure about all of them. All 14 proposed changes are presented for Board consideration via the attached 6-page exhibit, arranged according to three levels of difficulty.

VI. Closing

- A. Good of the Order
- B. Adjournment

**PROPOSED AMENDMENTS to comply with the National MINIMUM STANDARD BYLAWS,  
as offered by the GLAAM Bylaws Committee**

**March 9, 2019**

*As we reported to the GLAAM Board of Directors on November 3, 2018, the GLAAM Bylaws Committee has identified 14 amendments which we believe are needed in order to comply with the Minimum Standard Bylaws (MSB) which are required by American Mensa, Ltd. We therefore are now presenting our specific proposals to the Board for formal consideration.*

*Some of the proposals are easier than others. They have not told us exactly which spots need changing, nor any specific adjustments which we allegedly need to make. They simply referred us to the current MSB document, which is not completely clear in all areas. To make things easier for everybody, we are therefore arranging our proposals according to the following three levels of difficulty:*

*Definite & Trivial - where we definitely know that a change is needed, and where the specific change needed is very easy to identify*

*Definite & Non-Trivial - where we definitely know that we need to do something, but we are not entirely sure that the recommended course is necessarily the best one, so asking for careful consideration by the Board before disposition of the proposals*

*Indefinite - where we are guessing as to whether a particular change actually needs to be made at all, as well as what the nature and language of the change should be*

*We probably will move the Definite & Trivial category as a block for a 'consent calendar', and the other proposals individually, but we can see how we feel after folks have had a chance to absorb the material. The proposals are constructed here in the same way that they would appear on the membership ballot, showing the current language and the proposed change and the reason for the proposal. Three other Bylaws amendments have already been approved by the Board since the most recent update, so these proposals are numbered beginning as Proposed Change #4. Because notice is being provided to the Board more than a week in advance of its next meeting, the proposals require for approval only a simple majority of Board members present and voting. Kind thanks for your consideration.*

Definite & Trivial

PROPOSED CHANGE #4:

The first sentence of Section B of Article III (Membership) currently reads as follows:

“Mensa members in good standing who are not members of GLAAM are welcome to participate in the social activities of GLAAM to the same extent as any member of GLAAM, but may not vote or hold elective or appointive office.”

The national Minimum Standard Bylaws require a discretionary-participation statement which specifically includes members of the local group as well as members of other chapters. Therefore, IT IS PROPOSED to replace this sentence with the following two sentences:

“Mensa members in good standing, including those who are not also members of GLAAM, are welcome to participate in the social activities of GLAAM at the discretion of the host or hostess. Mensa members in good standing who are not also members of GLAAM may not vote in GLAAM elections or hold elective or appointive office within GLAAM.”

**Shall Article III be changed as proposed? Yes \_\_\_\_\_ No \_\_\_\_\_**

PROPOSED CHANGE #5:

The second sentence of Section B of Article III (Membership) currently reads as follows:

“The national Ombudsman, his representative, and members of the AMC shall be permitted to participate in the business affairs of GLAAM in the discharge of their official duties.”

The national Minimum Standard Bylaws require a reference to the new position of Regional Ombudsman, and they have changed ‘representative’ to ‘surrogate’. Therefore, IT IS PROPOSED to replace this sentence with the following:

“The national Ombudsman, his surrogate, the Regional Ombudsman, and members of the AMC shall be permitted to participate in the business affairs of GLAAM in the discharge of their official duties.”

**Shall Article III be changed as proposed? Yes \_\_\_\_\_ No \_\_\_\_\_**

PROPOSED CHANGE #6:

Paragraph 1(b) of Section A of Article XV (Terms and Qualifications of Members of the Board of Directors) currently reads as follows:

“No later than four weeks after leaving office, all executive officers, other Board members, and appointees shall turn over all files, equipment, and other materials pertaining to their office either to their successors, to the Chairman, or to the Secretary.”

The national Minimum Standard Bylaws require inclusion in this statement of references to computer applications and passwords. Therefore, IT IS PROPOSED to replace this sentence with the following:

“No later than four weeks after leaving office, all executive officers, other Board members, and appointees shall turn over all files, equipment, computer applications (along with associated user IDs and passwords), and other materials pertaining to their office either to their successors, to the Chairman, or to the Secretary.”

**Shall Article XV be changed as proposed? Yes \_\_\_\_\_ No \_\_\_\_\_**

PROPOSED CHANGE #7:

The national Minimum Standard Bylaws require a statement regarding their rules on conflict of interest. We currently do not have any statement in our Bylaws regarding conflict of interest. Therefore, IT IS PROPOSED to add the following new Section C to Article II:

“The conflict of interest rules stated in the Bylaws of American Mensa for the AMC shall also be applicable to GLAAM and the members of its governing body.”

**Shall Article II be changed as proposed? Yes \_\_\_\_\_ No \_\_\_\_\_**

PROPOSED CHANGE #8:

The sixth sentence of Section A of Article IX (Publication) currently reads as follows:

“The local Ombudsman and the national Ombudsman may submit to the official publication items marked 'for publication' that relate to their official duties; such material shall be given the highest practicable priority for publication.”

The national Minimum Standard Bylaws require a reference here to the new position of Regional Ombudsman. Therefore, IT IS PROPOSED to change this sentence as follows:

“The local Ombudsman and the regional Ombudsman and the national Ombudsman may submit to the official publication items marked 'for publication' that relate to their official duties; such material shall be given the highest practicable priority for publication.”

**Shall Article IX be changed as proposed? Yes \_\_\_\_\_ No \_\_\_\_\_**

PROPOSED CHANGE #9:

The first three sentences of Paragraph 4 of Section C of Article XIII (Meetings) currently read as follows:

“Special meetings of the Board of Directors may be called at 24 hours’ notice, either by the Chairman or by any four members of the Board or by at least 10% of the GLAAM membership. A reasonable attempt shall be made to notify all Board members of the date, time, and place of such special meeting. Members unable to be present in person may arrange to attend the meeting by telephone, video link, or other suitable electronic medium.”

The national Minimum Standard Bylaws require additional notifications “if practicable”. Therefore, IT IS PROPOSED to replace the current third sentence with the following two sentences:

“The GLAAM membership and the Regional Vice-Chairman shall be notified of the special meeting if practicable. Board members unable to be present in person may arrange to attend the meeting by telephone, video link, or other suitable electronic medium.”

**Shall Article XIII be changed as proposed? Yes \_\_\_\_\_ No \_\_\_\_\_**

PROPOSED CHANGE #10:

The first sentence of Section A of Article II (Identity, Affiliation, and Fiscal Year) currently reads:

“AML has granted a royalty-free, non-exclusive license to GLAAM for the use of the mark “Mensa” and a logo, consisting of a globe over a stylized “M” within a border, in connection with the non-commercial uses of GLAAM.”

The national Minimum Standard Bylaws require this statement to be punctuated differently, and the national Bylaws Committee has specifically objected to our current treatment. Therefore, IT IS PROPOSED to replace this sentence with the following:

“American Mensa, Ltd. (AML) has granted a royalty free, nonexclusive license to GLAAM for the use of the mark “Mensa” and a logo, consisting of a globe over a stylized “M” within a border, in connection with the non-commercial uses of GLAAM.”

**Shall Article II be changed as proposed? Yes \_\_\_\_\_ No \_\_\_\_\_**

PROPOSED CHANGE #11:

The national Minimum Standard Bylaws require “A statement that the Minimum Standard Bylaws for Local Groups of AML are implicitly included in” our Bylaws, even though we already have that “GLAAM is ... subject to ... the resolutions adopted by the American Mensa Committee”. Therefore, IT IS PROPOSED to add a new Section to Article II, to be registered as Section D if Proposed Change #7 also passes and as Section C otherwise, and reading as follows:

“The Minimum Standard Bylaws for Local Groups of AML are implicitly included in these bylaws. The minimum requirements are enforceable even if they are not explicitly contained in these bylaws. If there is a conflict between these bylaws and the Minimum Standards, the Minimum Standards take precedence.”

**Shall Article II be changed as proposed? Yes \_\_\_\_\_ No \_\_\_\_\_**

Definite & Non-Trivial

PROPOSED CHANGE #12:

Article V describes the Board of Directors, and Article VI lists and describes the five Executive Officers. The national Minimum Standard Bylaws require us to include their particular definition of the term ‘officer’ somewhere. Other options may be possible, but we find the least disruptive course to be to add the required definition as a new Section at the end of Article V, and to make it clear that it’s their idea in case it gets changed again. Therefore, IT IS PROPOSED to add the following Section C to Article V:

“As required by AMC resolution, an officer is defined as any person whose position is specified in the GLAAM Bylaws or who is appointed by the GLAAM Board of Directors, or a member thereof, to a position with a title and specific responsibilities. All GLAAM officers, whether elected or appointed, must be current members in good standing of AML.”

**Shall Article V be changed as proposed? Yes \_\_\_\_\_ No \_\_\_\_\_**

PROPOSED CHANGE #13:

Section C of Article VIII (Ombudsman) currently reads as follows:

“The Ombudsman shall have the primary responsibility to mediate disputes within GLAAM, and to arbitrate disputes within or among other local groups, as needed. The Ombudsman may also express opinions, and generally promote the general welfare of GLAAM.”

The national Minimum Standard Bylaws require “A statement that the local group shall select one or more ombudsmen to pursue local resolution of disputes and perform such other duties as may be required of all local group ombudsmen by AML.” The last phrase definitely needs to be added, but we claim that our current ‘mediate’ and ‘arbitrate’ are sufficiently synonymous with their ‘pursue’ that no action is needed on that point. Therefore, IT IS PROPOSED to replace the first sentence with the following:

“The Ombudsman shall have the primary responsibility to mediate disputes within GLAAM, and to arbitrate disputes within or among other local groups, as needed, and to perform such other duties as may be required of all local group ombudsmen by AML.”

**Shall Article VIII be changed as proposed? Yes \_\_\_\_\_ No \_\_\_\_\_**

Indefinite

PROPOSED CHANGE #14:

Section A of Article XII (Vacancies) reads as follows:

“A vacancy on the Board of Directors may be filled by the Board until the next regular election.”

The first sentence of Section B of Article XII reads as follows:

“A vacancy in any executive officer position shall be filled by the Board of Directors at a regular or special meeting of the Board of Directors, following two weeks prior notice to the Board (through oral, written, or electronic communication) of an election to fill such vacancy.”

The national Minimum Standard Bylaws require a statement that “A replacement for an elected officer is considered to be an elected officer whose term of office ends with the next regular elections.” We might argue that this requirement is already implied with our existing provisions. However, to be on the safe side, it might expedite the ratification process if we specifically include this line as a separate statement. Therefore, IT IS PROPOSED to add the following third sentence to Section B of Article XII:

“A replacement for an executive officer is considered to be an executive officer whose term of office ends with the next regular elections.”

**Shall Article XII be changed as proposed? Yes \_\_\_\_\_ No \_\_\_\_\_**

PROPOSED CHANGE #15:

The first sentence of Section A of Article II (Identity, Affiliation, and Fiscal Year) reads as follows:

“GLAAM is a California non-profit corporation and a local group of American Mensa, Ltd. (which name may be abbreviated to AML), subject to the Laws of the State of California, the Constitution of Mensa, the Bylaws of American Mensa, Ltd., and the resolutions adopted by the American Mensa Committee (which name may be abbreviated to AMC).”

The national Minimum Standard Bylaws require a statement that “the local group shall comply with federal financial reporting requirements.” This is not specifically stated under the Treasurer’s duties in Article VI, but perhaps it is implied for us as a California corporation. Nevertheless, in order to expedite ratification, we are suggesting to add the language anyway, because AML may not care that we are separately incorporated. Therefore, IT IS PROPOSED to replace this sentence with:

“GLAAM is a California non-profit corporation and a local group of American Mensa, Ltd. (which name may be abbreviated to AML), subject to the Laws of the State of California, the Constitution of Mensa, the Bylaws of American Mensa, Ltd., the resolutions adopted by the American Mensa Committee (which name may be abbreviated to AMC), and federal financial reporting requirements.”

**Shall Article II be changed as proposed? Yes \_\_\_\_\_ No \_\_\_\_\_**

PROPOSED CHANGE #16:

Section B of Article IX (Publication) currently reads as follows:

“If an electronic version of the official publication is created, the printed version shall nevertheless be the one sent to members unless they request otherwise.”

We previously found that this provision contradicts the current national policy (as documented in the Mini-Minutes of the 2-Apr-2011 Board meeting, appearing in the May 2011 newsletter), that the default receipt option for local newsletters is electronic, so the GLAAM Board voted on January 9, 2016 to delete Section IX-B in its entirety, which action is currently shown as Proposed Change #1 on our ballot-in-progress. According to the Minutes of that meeting, it was “Agreed in brief discussion that the measure being considered for removal is too detailed for a Bylaws document, because we want to be able to respond to evolving technologies without having to change the Bylaws each time.” However, the national Minimum Standard Bylaws require “A statement that, if an electronic version of the newsletter is created, the local group shall observe the preferences of members regarding how their newsletters are to be delivered (electronically or printed), as filed with AML.” The national requirements appear to be contradictory, and we are not convinced of the best approach to take here, but we suggest that the MSB will likely be given precedence over any other alleged statement of national policy, and that we would expedite the ratification process most readily by having a related statement in there. We also suggest that, while it may not be strictly necessary, we probably should adopt their language over our current. Therefore, IT IS PROPOSED to rescind Motion #2016-005, and to replace the current sentence with:

“If an electronic version of the official publication is created, then GLAAM shall observe the preferences of members regarding how their newsletters are to be delivered (electronically or printed), as filed with AML.”

**Shall Article IX be changed as proposed? Yes \_\_\_\_\_ No \_\_\_\_\_**

PROPOSED CHANGE #17:

The first sentence of Section B of Article XVIII (Amendments to Bylaws) currently reads as follows:

“In case an amendment is validly proposed, either by the Board of Directors or by petition, and approved by the AMC for membership referendum, the Chairman of the Board shall, within 30 days, arrange for printing of the proposal in the official GLAAM publication, which shall include a ballot and the entire text in effect prior to the proposed amendment of any and all sections subject to revision by the proposed amendment, and clearly identify any and all additions and/or deletions proposed.”

Section C of Article XVIII currently reads as follows:

“Ballots for this procedure shall be accepted for at least 90 days following the initial mailing of the ballots to the members.”

The national Minimum Standard Bylaws require “A statement specifying who will conduct a recall election or bylaws amendment election.” It is possible that our current reference to “Chairman of the Board” satisfies this requirement, and that no action is needed on this point, but ‘arranging for printing of the proposal’ may not be the same as ‘conducting the election’. Additionally, our Bylaws have always



been unclear as to where Bylaws ballots should be sent, and we have directed them at different times to the Secretary and the Bylaws Chair and the Elections Chair, so we can take this opportunity to make things better. Therefore, IT IS PROPOSED to replace Section C of Article XVIII with the following:

“Ballots for this procedure shall be returned as directed by the Election Committee, which shall arrange for counting of the ballots and otherwise conduct the election. Ballots shall be accepted for at least 90 days following the initial mailing of the ballots to the members.”

**Shall Article XVIII be changed as proposed? Yes \_\_\_\_\_ No \_\_\_\_\_**