

GLAAM Board of Directors

Official Minutes

July 11, 2020

Meeting conducted electronically via Zoom

	Secretary	Delegate	Members-at-Large
Mid-City	[X] Vesper Burnett	[X] Jordan Albert	[X] Greg Williamson
Coastal	[X] Alma Munro	[X] Madeline Walker	[/] Andrea Nolan
SFV	[X] Jana Bickel	vacant	[X] Gene Schneider
ELAC	[O] Billie Lee	vacant	[X] Sandra Smith
Hi-Desert	[X] Craig Lancaster	[X] Bruce Smith	[/] Courtney Seiter
Inland Empire	[X] Wilbert Woo	vacant	

[X] = present for entire meeting, [/] = present for portion, [O] = absent with leave, [#] = consecutive unexcused absence(s)

Guests: Jonathan Elliott, Brian Madsen, Vickey Kalambakal, Charles Lindenblatt, Toni Hansen, Jay Friedlander

I. Opening

- A. Call to Order — at 11:22 am
- B. Approval of Agenda — (Albert/ B. Smith) 11/0/1
- C. Approval of Previous Minutes — May (S. Smith/Albert) moved to approve, but then postponed (Albert/G. Schneider) moved due to no objections. June minutes postponed.

II. Reports

A. Executive Officers

- i. Chairman (Munro) — trying to move to electronic events.
- ii. Exec Vice Chair (S Smith) — na
- iii. Vice Chair (G. Schneider) — time to contact lapsed members.
- iv. Sec – (Burnett) – please send reports etc. through Mensa connect on CC's list.
- v. Treasurer (B Smith) — GLAAM-\$25675.89 RG-\$6785.62, a few refunds for the RG are still pending.

B. Area Reports

- i. Mid City (Burnett) - na
- ii. Coastal (Walker) — Sunday Salons have stopped for now.
- iii. ELAC (Lee) — Attending national meeting
- iv. Hi-Desert (Lancaster) — na
- v. Inland Empire (Woo) — na
- vi. SFV – (Bickel) – feel out interest in a book discussion through Mensa Connect and set one up for this month. Alma sent out a bigger blast. Confusion about receiving info via connect and email.

C. Members-at-Large

- i. Nolan — n/a
- ii. Schnieder - n/a
- iii. S. Smith – 2 handbooks for new members are printed, call if needed. (Ask Lee if they are all up to date on the website)
- iv. Williamson –na, but can we add names and titles to agendas? We all agree yes.
- v. Seiter- n/a

D. Committees and Coordinators

- i. Awards (J. Elliott) – n/a
- ii. By-laws (J. Elliott) –

-Updated language for remote meetings shared on cc's list. Will be talked about in unfinished business. (*updated language copied below*)

- Committee took up the topic of remote participation at in-person board meetings, and constructed a Bylaws amendment which would give the Board full authority to decide any such policies. Draft was shared on the CC's list with multiple approvals and no objection stated. We therefore will ask during Unfinished Business that the measure be formally approved by the Board, in which case we will be ready to package our entire set of Bylaws amendments for reconsideration by the National Bylaws Committee.

- We are standing by to hear an official report that the November 2019 Minutes have been approved and posted before we can begin updating our motions catalogs.

iii. Elections — n/a

iv. Gifted Youth (Walker) — 15yo did a Zoom game day. New dates to follow.

v. Regional Gathering (Walker) — situation has not changed. Possible short Zoom RG.

vi. Scholarships — n/a

vii. Social Media Coordinators (Albert) —n/a

viii. Special Events (Walker) — Hamilton – 40% want refund, we will see about seats in Oct, Nov. Dodgers – schedule has been released but we would have to be spread out, so asking for full refund. Hollywood Bowl – Most want to donate, but still in discussion. (Schneider / Walker) moved to extend rules to go over time limit because it's 1pm. Moved 11/0/0

ix. Strategic Planning (Munro) —n/a

x. Testing (D. Elliott) — not present

xi. Circulation (Madsen) — everything well

xii. Data (Madsen) — 1720 members, 29 undeliverable emails. 67% of membership have email addresses. All other things are up to date.

xiii. LA-mentary (Kalambakal) — Monday is deadline for material. Cover ideas would be appreciated.

xiv. Open Forum (Albert) — n/a, plans to talk to Williamson offline about integrating Open Forum with some of his PR initiatives

xv. SIGHT - (A. Chew) - Nothing to report (submitted via email)

- xvi. SIGs (Madsen) - Nothing to report
- xvii. Webmaster (Friedlander made report) — there was an issue with someone being offended by profanity on Facebook, but there is no bylaw or other rule that it is against profanity or political discussion. There is discussion at National today about this. **Added to next month's new business.**
- xviii. Mensaphone (Schneider) - n/a
- xv. PR (Williamson) – Going back and forth with National about the survey. It is a lengthy process. Trying to set up a blog on GLAAM.org website. One objective is to create a better public facing setup.
- xvi. Membership (Williamson) – Movie screenings virtually (Secret Movie Club). Should we do the same? Volunteer event – day shelters for homeless.

III. Special Orders

IV. Unfinished Business

- A. Budget (including Hollywood Bowl) – (B. Smith) what are we doing with our budget during COVID? Let's investigate new avenues of outreach. Much discussion about Zoom. (Schneider) – can we add a new line for reallocated resources to the budget? (J. Elliott) – maybe reallocate from area budget. (B. Smith) – We will have less income as well as expenses this year due to COVID. (Williamson)- Can we add expenses for equipment and such for the events outlined in the Membership Committee report above? He has a spreadsheet of possible numbers he will share with the CC's list. Aprox. \$5800 expenses total. (Munro) - Retain RG budget for now. Special events not reflective of COVID. Lots of discussion about Zoom RG. More discussion to be held online and this issue will carry over to next month. About Hollywood Bowl (Williamson) – can we ask HB to advertise for us? Walker will make a call. Walker makes a motion to donate this season's Hollywood bowl cash to HB as long as it isn't a rules violation and we find out within 2 weeks (Walker / B. Smith) Moved 9/0/2.
- B. Bylaws Committee - attending in person meetings electronically – J. Elliott has added language to bylaws as seen below. Everyone agrees this is super! The board approves the motion.

V. New Business

VI. Closing

- A. Good of the Order – (Schneider) – Mensa has given us guidelines about virtual events. (M. Walker) – we also will 'donate' money to Pilgrim Towers and such.
- B. Adjournment – (S. Smith/ Albert) 11/0/0 14:44

***WRITTEN REPORTS:**

SUBMITTED BY JONATHAN ELLIOTT:

Bylaws / updated language for remote participation:

19 June 2020

When the Board considered our recent proposal to modify Section XIII-C to reflect our new chapter policy on remote participation in Board meetings, the point was raised that we may not have been sufficiently clear that we now want to allow remote participation in physical meetings.

We therefore have drafted a further reconstruction to relieve the apparent ambiguity.

Specific spot in question is Paragraph XIII-C-2, which currently states that "There shall be no proxy voting, and abstentions and invalid ballots shall not be counted.", but for which we recently approved an expansion of the first clause to "There shall be no proxy voting or other remote participation", with the second clause of "abstentions and invalid ballots shall not be counted" intended to be broken off into a separate sentence. After the Board expressed in May 2020 that we would now like to allow remote participation at any physical meeting if technically possible, we recommended that we leave that sentence in its previous condition, with no further adjustment to that paragraph.

The point raised in the June 2020 meeting of the Board was that this approach makes the Bylaws silent as to whether or not we are allowing remote participation at physical meetings. It has been expressed within the Bylaws Committee that it should be this way, in order to allow the Board maximum flexibility to either allow or regulate or prohibit remote participation, without being too restrictive in the Bylaws one way or another. However, the argument should also be considered that if we are changing our chapter policy in an area which is treated in the Bylaws, then we had better change the language in the Bylaws to make that point clearer, especially to the oldtimers who have grown accustomed to things long being a certain way.

Probably easiest if we leave the first sentence of Paragraph XIII-C-2 in its current unamended state, as recommended last month, and add a new sentence at the end of the paragraph to say whatever we want about remote participation in physical meetings. That way, we can debate just that one sentence as may be desired, without worrying about the rest.

One of the fears expressed within the Bylaws Committee is that being overly permissive might tie the Board's hands by forcing it to allow more remote participation than it really wants to, especially if someone makes demands of remote participation which are technically or logistically difficult for us to fulfill. Committee preference is to give the Board the power of decision, which it can

formulate by Standing Rule or other ASIE as it may decide, so that the Bylaws are not constraining the Board one way or another.

In hope of satisfying both these objectives, we propose that the following sentence be added at the end of Paragraph XIII-C-2: “The Board may establish policies as to whether remote participation by Board members or other individuals shall be allowed at regular in-person Board meetings, and the conditions for any such remote participation.”

If this additional change is adopted, in addition to all the others previously approved by the Board, then the entire Section XIII-C would read as follows:

C. REGULAR AND SPECIAL BOARD MEETINGS.

1. The Board of Directors shall meet regularly at least once every three months, or more frequently as the Board may determine. Regular meetings are to be conducted in person, unless the Board decides by simple majority to conduct a specified set of regular meetings electronically. Notice of the date, time, manner (in person or electronic), and place (if any) of such meetings shall appear in the official GLAAM publication.
2. The quorum for a regular Board meeting shall be one-third of the entire Board. There shall be no proxy voting, and abstentions and invalid ballots shall not be counted. The Board may continue to conduct business when the members present fall below a quorum. However, no action shall pass without the affirmative vote of a majority of the quorum number for that meeting. The Board may establish policies as to whether remote participation by Board members or other individuals shall be allowed at regular in-person Board meetings, and the conditions for any such remote participation.
3. The addition of an item to the Agenda during a regular Board meeting must be approved by the Board.
4. Special meetings of the Board of Directors may be called at 24 hours' notice, either by the Chair or by any four members of the Board or by petition of 10% of the GLAAM membership, or 100 members, whichever is less. A reasonable attempt shall be made to notify all Board members of the date, time, manner (in person or electronic), and place (if any) of such special meeting. The GLAAM membership and the Regional Vice-Chair shall be notified of the special meeting if practicable. The purpose(s) of the special meeting shall be specified by the person or persons calling the meeting at the time of calling the meeting. A quorum for a special meeting shall consist of one half of the entire Board. There shall be no proxy voting, and abstentions and invalid votes shall not be counted. The Board may conduct business when the members present fall below a quorum. However, no action shall pass without half the seated Board voting yes. No business other than that specified in calling the meeting shall be acted upon.
5. Any item shall be placed on the agenda of any regular Board meeting if received in writing by the Board Secretary at least ten (10) days prior to the scheduled date of the meeting from one of the members of the Board. Moreover, an item shall be placed on the agenda and deemed moved and seconded, if so requested by twenty-five (25) members of GLAAM in good standing, provided that the request is received by the Board Chair at least fifteen (15) days prior to the date of the meeting.
6. All meetings of the GLAAM membership, Board of Directors except when in executive session, and all GLAAM committees, shall be open to all members. For this reason, any electronic meetings must allow all interested GLAAM members to observe and participate at the same time as all others. Members of GLAAM who are not members of the respective bodies shall have a voice but no vote.

SUBMITTED REPORTS AND SUPPORTING DOCUMENTATION:

Bylaws (J. Elliott)- 9 June 2020

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GLAAM Board of Directors
Mini-Minutes
Board Meeting – July 11, 2020

Meeting called to order at 11:22 am over Zoom, with Board members Albert, Burnett, Munro, Woo, Lancaster, Nolan, B Smith, S Smith, Walker, Seiter, Schneider, Bickel, and Williamson present, in addition to guests Jonathan Elliott, Brian Madsen, Vickey Kalambakal, Charles Lindenblatt, Toni Hansen, and Jay Friedlander. Executive officers, area secretaries, coordinators and committee chairs gave updates. The board continued to discuss the budget. The final bylaws regarding remote meetings were approved. Meeting adjourned at 14:44pm.