

GLAAM Board of Directors
Agenda - Annual Installation Meeting
May 6, 2017 -- 10:30am
Pilgrim Towers, 440 N. Madison Av., Pasadena CA

- I. Opening
 - A. Call to Order
 - B. Approval of Previous Minutes

- II. Closing Reports
 - A. Executive Officers
 - B. Area Reports
 - C. Members-at-Large
 - D. Committees and Coordinators

- III. Special Orders
 - A. Requirements of Bylaws Section XIII-B
 - 1. Installation of the new Board by the Election Chairman or designee, followed by resolution of any tied Board elections.
 - 2. Election of the Chairman by the members of the newly seated Board of Directors, under the supervision of the Election Chairman or designee.
 - 3. Election of the other Executive Officers by the members of the newly seated Board of Directors, under the supervision of the Election Chairman or designee.
 - 4. Installation of the new Chairman of the Board.
 - 5. Filling of any vacancies on the new Board, in accordance with procedures.
 - 6. Appointment of committee chairmen and other appointees in accordance with procedures.
 - 7. Approval of the remaining agenda by the new Board.

- IV. New Business
 - A. Revised Election Procedures (J Elliott)

There are some adjustments required to make the current Election Procedures comply with Article XII of the Bylaws specifying that the XVC or AVC automatically fills the position of Chairman until a separate election is conducted following two weeks of prior notice. Because of this superseding provision, it should be only when all three of the senior executive positions are left vacant that the ElComm Chair or designee would continue acting as Chairman/LocSec beyond the normal period of electing the Executive Officers at the Annual Installation Meeting.

The first change that we need to make is in the previously-cited Paragraph V-A-2 of the Election Procedures, currently reading that "the Election Chairman or designee shall be the acting Chairman" until "all Executive Officers are elected". I remember from our most recent reconstruction of that section that the intent was for the ElComm designee to preside over the election of all five of the Executive Officers, and then yield the Chair to the newly-elected LocSec, who then would preside over the remainder of the meeting. It was not intended for the ElComm designee to remain as acting LocSec if either a newly-elected XVC or a newly-elected AVC was available to act as LocSec until a subsequent election for that position.

I also see that Paragraph V-A-2 includes the phrase "and [until after] any additional Board appointments are completed", but this contradicts Paragraph V-D-2, which requires that the ElComm designee should turn control of the meeting over to the new Chairman (or other

Executive Officer) after the Executive Officer elections and the new Guideline announcement, but before Board vacancies are filled or any other business takes place. The distinction is very important, because I remember that it was the subject of a big debate some years back, some people asserting that the new Chairman should take over immediately after the Chairman election, others asserting that the Chairman should not take over until all elections have taken place and we're ready to take up the Unfinished Business. The compromise solution that we worked out was that the ElComm would supervise all the Executive Officer elections, but nothing besides, and I am not eager to upset that arrangement.

The second problem is addressed by simply removing the extraneous phrase from Paragraph V-A-2. The first problem is addressed by replacing the phrase "and [until after] all Executive Officers are elected" with the phrase "and [until after] the elections for all Executive Officers have been conducted".

I have made both adjustments in a new draft of the combined Election Procedures, which I am attaching to this message, and which I am now hereby asking the Secretary (separately copied on this note) to replace for the version previously submitted for Board ratification at the May meeting. [see below for complete text]

B. Roster, Revisited (Madsen)

As you know, we've discussed this off-list recently and reached what appears to me to be a consensus not to publish one until further notice, and specifically not this year. If that's our plan, I think we should be clear about that out in the open. If we're not going to publish one, moreover, I'd like to see the position of Roster Coordinator removed altogether from our printed and web lists of coordinators until and unless it's decided that it's needed again, rather than simply listed "vacant" like we do with positions that are looking for someone to fill them.

V. Closing

A. Good of the Order

B. Adjournment

**PROCEDURES FOR THE
ELECTION OF OFFICERS OF
GREATER LOS ANGELES AREA MENSA**

May 6, 2017

I. DEFINITIONS

- A. GLAAM: Greater Los Angeles Area Mensa
- B. Bylaws: the Bylaws of GLAAM
- C. Board: the Board of Directors of GLAAM
- D. LocSec: The Chairman of the GLAAM Board (short for "Local Secretary")
- E. Election Committee: a standing committee of GLAAM, whose duties are described below and in the Bylaws
- F. Election Chairman: the Chairman and a member of the Election Committee
- G. Newsletter: the official publication of GLAAM
- H. Editor: the Editor of the Newsletter

II. APPOINTMENT OF ELECTION COMMITTEE

A. Chairman

- 1. The Election Committee Chairman shall be appointed by the LocSec, with the approval of the Board.¹
- 2. This appointment should take place promptly after the start of the term of the Board and shall take place prior to November 1.¹

B. Members

- 1. Other members of the Election Committee shall be appointed by the LocSec,¹ except that the LocSec may delegate the appointment of Committee members to the Election Chairman.¹
- 2. Notwithstanding the above, all members of the Election Committee must be approved by the Board of Directors.¹

C. Qualifications

- 1. All members of the Election Committee shall be members of GLAAM.
- 2. No members of the Election Committee shall be a member of, or a candidate for, the Board.¹
- 3. No Election Committee member shall have a conflict of interest.²

III. ANNUAL MEMBERSHIP ELECTION

A. Pre-notice period

- 1. The Election Chairman shall make a good faith effort to ensure that all members of the Election Committee and the Newsletter Editor are familiar with these procedures and the Bylaws.
- 2. The Election Chairman should coordinate with the Newsletter Editor as to the notices, ballots and other material that will be published during the election cycle. From this, the Editor can prepare for the items that need to be published, and the Election Chairman can determine the resources available for publication and the requirements for submission.

B. Notice of Election

1. The Election Committee shall prepare a Notice of Election and shall transmit it to the Editor in sufficient time to be published in the December, January and February issues of the Newsletter.¹
2. The Notice shall include:
 - a) the offices to be filled, together with the length of term for each office;¹
 - b) a list of the Members-at-Large whose terms are expiring (Member-at-Large election rotation shall be at 3 Member-at-Large positions on even years and 2 Member-at-Large positions on odd years, for so long as there remain 5 Member-at-Large positions for GLAAM);
 - c) the procedure whereby candidates may be included in the original slate of candidates for election;¹
 - d) the content requirements for a nomination petition;
 - e) a statement that nominations close at noon on February 20;¹
 - f) the basic requirements for candidates' statements and photos; and
 - g) a statement that a copy of these Election Procedures and of the Bylaws can be obtained from the Election Chairman.

C. Publication of candidate lists

1. The material prepared by the Election Committee for the February and March issues of the Newsletter shall include a list of all candidates from whom valid nominating petitions have been received as of the deadline for that issue.¹
2. The list of candidates for each office shall be listed in random order under each office.¹
3. For any office for which no valid petition has been received, the notice shall indicate that there is no candidate as yet.

D. Validation/Acknowledgement

1. As petitions are received, the Election Committee shall validate them in accordance with the Bylaws and these Election Procedures.
2. A written acknowledgement shall be sent within 10 days of receipt of each petition¹, candidate statement and/or photo.
3. The acknowledgement shall include
 - a) a statement that the item has been accepted, or, if not, how it does not meet requirements; and
 - b) if a statement and/or photo is not included with a petition, a reminder as to the requirements and deadlines involved for them.

E. Ballots

1. The Election Committee shall prepare the ballot and accompanying material and transmit this to the Editor in sufficient time to be published in the April issue of the Newsletter.¹
2. During this process, a final attempt shall be made to acquire any missing statements and photos from candidates in contested elections.
3. Ballot
 - a) The ballot shall contain a list of all offices to be filled.
 - b) The offices shall be listed in the following order:
 - (1) By Area, first Area Secretary, then Delegate, and
 - (2) Members-at-Large.
 - c) The names of the candidates nominated for each office shall be listed, in random order.
 - d) At this time, the Election Committee shall declare elected any candidates in uncontested elections, and indicate this on the ballot for each candidate declared elected.¹

- e) If no valid petitions have been submitted for one or more particular offices, then the Election Committee shall include a statement that the one or more offices may be filled by appointment at the May Board meeting.

4. Instructions

- a) The voting instructions shall be included on the same page(s) as the ballot or on the page(s) immediately preceding the ballot.
- b) The instructions shall include the following:
 - (1) Marking of ballots
 - (a) Voters may vote only for Area candidates in the same Area of which the voter is a member, one vote for each office to be filled.
 - (b) Voters may vote for as many candidates for Member-at-Large as there are vacancies for that position.
 - (c) Reasonable facsimiles or photocopies of blank ballots are acceptable.
 - (d) Pre-marked ballots shall not be permitted.
 - (2) Packaging of ballots
 - (a) Each ballot shall be placed inside a separate, sealed identification envelope.
 - (b) The outside of the sealed identification envelope shall be marked with the voter's name, address, membership number and signature.
 - (c) The ballot itself may be contained within a separate, plain, sealed envelope that is enclosed in the identification envelope.
 - (3) Ballots may be returned by mail or by any other method of delivery.¹
 - (4) More than one sealed identification envelope may be returned together in another larger package.
 - (5) The address to which ballots shall be mailed or otherwise delivered.
 - (6) Ballots must be received prior to the counting.
 - (7) The time and place of the counting, the time no earlier than noon, April 21 nor later than midnight, April 30,¹ and the place within the geographical boundaries of GLAAM.³
 - (8) All interested members may assist with the counting, except for candidates and Board members, who may observe but not participate.¹

5. Statements and photos

- a) Statements and photos that meet the requirements set out in the section of these Procedures entitled "Procedures for Candidates" shall be published without editing.
- b) Notwithstanding the above, statements and photos for candidates for uncontested offices may be omitted from publication.
- c) Statements and photos shall be published on pages immediately preceding the ballot and instructions.
- d) Statements shall appear in the same order as names appear on the ballot.
- e) Each photo shall appear immediately adjacent to the statement for that candidate.
- f) Notwithstanding the above, all statements and photos shall be given equal presentation.
- g) If a statement and/or photo has not been submitted for any candidate, a note to this effect shall be inserted where the item would otherwise have been located.

F. Validation and counting of returned ballots

1. No appropriately marked sealed identification envelopes shall be opened until the step indicated below at the official counting.
2. Sealed identification envelopes may be examined by the Election Committee prior to the counting to sort them by name and area and to provide opportunity to obtain additional membership information from the American Mensa national office.

3. The official counting shall take place promptly at the time and place specified in the voting instructions.
4. The ballots shall be counted by the Election Committee, together with any members of GLAAM who signify their intent to assist with the counting, to the exclusion of all candidates¹ and Board members, who may observe but not participate in the counting.
5. The counting procedure shall be as follows:
 - a) Sealed identification envelopes shall be sorted by the Area in which the member resides. This may have been started previously, as described above.
 - b) Sealed identification envelopes shall be examined and validated.
 - (1) Validation shall be based on a member's signature, printed name, address and membership number on the outside of each sealed envelope.
 - (2) The latest available membership listing shall be used for verification. This listing may be supplemented by contacting the American Mensa national office for information.¹
 - (3) Notwithstanding other provisions of these procedures, no ballot or envelope containing a ballot shall be invalidated for purely technical reasons, provided that the identification envelope is clear with regard to there being only one ballot cast by an eligible voter.
 - c) Sealed identification envelopes invalidated prior to opening shall not be opened. Envelopes/ballots invalidated shall be so marked, including the reason for invalidation, and kept separate from valid ballots.
 - d) If more than one sealed identification envelope is received from the same member, the Election Committee shall use the latest envelope, according to postmark, or, if no postmark is legible on one or more of these envelopes, choose one of the sealed envelopes at random. This process shall take place only after the official counting has started, but prior to the opening of the envelopes. Any envelope(s) not chosen shall be so marked and kept separate from valid ballots.
 - e) Each Area's envelopes shall be opened and separated from the ballots in such a way that individual ballots are not associated with specific envelopes. The envelopes shall then be kept separate from the ballots.
 - f) If a sealed identification envelope (not containing other sealed envelopes) contains more than one ballot, all such ballots shall be invalid, with the envelope and ballots so marked and kept with other invalidated ballots.
 - g) Ballots for each Area shall then be counted for that Area's Secretary and/or Delegate elections, and the results tallied.
 - h) If a ballot is marked for Area contests in other than the member's Area of membership (based on the original separation), those other markings shall be ignored, but the ballot not otherwise invalidated.
 - i) Ballots from each Area shall then be counted for the Member-at-Large election, and the results for all Areas tallied together. The ballots shall be kept separate by Area throughout the counting and afterwards.
 - j) Any ballot with more than the allowed number of candidates marked for any given contest shall not be counted for that contest only. The ballot shall not be declared invalid, and all other validly marked contests shall be counted.
6. A plurality shall constitute the election, except in elections for Member-at-Large, where the highest vote totals, regardless of the totals, shall determine the winners. In case of a tie, the election shall be determined by a flip of a coin by the Election Chairman or appointed representative.¹

G. Post-counting period

1. The Election Committee shall certify those candidates elected to office and shall promptly send a written report of the election results containing the names and vote count for all candidates to each candidate, whether or not elected, to each member of the Board, and to the Editor, for publication in the June issue of the Newsletter.¹
2. The Election Committee shall make an additional report to the GLAAM Secretary for inclusion in GLAAM official files, including the following:

- a) total ballots, valid and invalid;
 - b) total votes for each candidate;
 - c) certification of those elected; and
 - d) a summary of terms of office for the following year's election.
3. The Election Committee shall retain all envelopes, ballots, tallies, tabulations, reports and other material used by them for a period of 90 days from the date of the counting ¹, or such longer period of time as may be requested in writing by the GLAAM Ombudsman or LocSec.
 4. For a period of 90 days from the counting, the Election Committee shall promptly make all election material available for inspection by any GLAAM member on request. ¹

H. Challenges

1. Any challenge to the candidacy or election of any member of the Board shall be made in writing to the Ombudsman by July 1 immediately following said election. ¹
2. No challenge, sequestering or other action shall prevent election material from being promptly made available for inspection at the request of any GLAAM member.

IV. PROCEDURES FOR CANDIDATES

A. Qualifications

1. All candidates for Member-at-Large shall be members-in-good-standing of GLAAM and reside within the geographical boundaries of GLAAM. ¹
2. All candidates for Area Secretary or Area Delegate shall be members-in-good-standing of the Area which the office will serve and reside within the geographical boundaries of that Area. ¹
3. All candidates shall meet the same requirements throughout their candidacy. ¹
4. There shall be a mandatory 90-day waiting period between the time that the Editor of the official GLAAM publication vacates that position and the time that he/she files a petition for, or accepts appointment to, any GLAAM office

B. Petitions

1. Before circulation, a petition for signatures shall include
 - a) the name of the candidate;
 - b) the office being sought; and
 - c) a signed notice of willingness to serve.
2. Petitions submitted shall contain the name, address, signature and membership number of 10 members or 5% of the electorate for the office sought (whichever is the lesser number). ¹
3. Signers of the petition shall be members-in-good-standing of the Area which the office will serve, or of GLAAM for Members-at-Large. ¹
4. The candidate's signature on the petition constitutes a willingness to serve and also counts as a signature needed for nomination.
5. Completed petitions shall be delivered to the Election Chairman in time for receipt by the petition deadline, noon on February 20.
6. A written acknowledgement and acceptance status shall be sent within 10 days after receipt of the petition.

C. Statements and photos

1. Each candidate may submit a statement and/or photograph for publication with the ballot.
2. The statement shall be no longer than 150 words.
3. The photograph should be approximately 2" x 2" (passport size).
4. A statement shall not be edited if it meets submission requirements.
5. This material shall be delivered to the Election Chairman for receipt by noon on February 20.

6. A written acknowledgement and acceptance status shall be sent within 10 days after receipt of this material.
7. Photos and statements may be withheld from publication for candidates who are running uncontested.

V. ANNUAL INSTALLATION MEETING

A. Installation of the new Board

1. Immediately upon the conclusion of all closing reports by outgoing officers at the Annual Installation Meeting (aka 'May Board Meeting'), the outgoing Board Chairman shall yield control of the meeting to the outgoing Election Chairman or designee.
2. Until after the new Board has been installed, and the elections for all Executive Officers have been conducted, the Election Chairman or designee shall be the acting Chairman of Greater Los Angeles Area Mensa. The Election Chairman or designee shall not be a Board member and shall not nominate or vote for candidates for any officer position.
3. The outgoing Secretary shall be responsible for the Minutes of the entire Board meeting at which the new Secretary is elected, and shall record for the Minutes the time when the outgoing Chairman yields control of the meeting.
4. Upon assuming control of the meeting from the outgoing Chairman, the Election Chairman or designee shall immediately thank and excuse all Board members whose terms of office are expiring, and shall then welcome all Board members who are beginning new terms of office.

B. Election of the Chairman

1. The incoming Chairman of Greater Los Angeles Area Mensa shall be elected by the Board immediately after installation of the new Board by the Election Chairman or designee. The Chairman shall be elected for a term of office beginning upon election and ending upon expiration of the term of the Board.
2. The Chairman must be a member of the Board of Directors as newly installed.
3. Election shall take place by the members of the Board as newly installed, under the supervision of the Election Chairman or designee, according to the following procedures:
 - a) The Election Chairman or designee shall call for nominations from the members of the new Board. Eligible candidates for office must have agreed to nomination to that office in person or in writing prior to balloting. A member need not be recognized by the Acting Chairman to make a nomination. No second is required.
 - b) After a candidate is nominated, the Election Chairman or designee shall announce the nomination and call for further nominations. The Election Chairman or designee announces each nomination until all nominations for the office have been made.
 - c) When no one else wishes to make a nomination, the Election Chairman or designee shall declare the nominations for that office closed, without waiting for a motion to that effect. A motion to close nominations requires a two-thirds vote. After nominations have been closed, a majority vote is required to reopen them.
 - d) If there is only one candidate for an office, the Election Chairman or designee shall declare the candidate elected. If there are no candidates for an office, the Election Chairman or designee shall declare the office vacant.
 - e) Prior to voting for a contested office, the Election Chairman or designee shall allow all Board members the opportunity to speak on behalf of a candidate for no more than three minutes. The Election Chairman or designee may allow other members of Greater Los Angeles Area Mensa present at the meeting to speak on behalf of a candidate for no more than three minutes.

- f) Voting for contested offices shall be by ballot and there shall be no proxy voting. To be elected, a candidate must receive a majority of the votes of those Board members voting, except that abstentions and invalid ballots shall not be counted.
- g) If no candidate receives a majority, then balloting shall be repeated. When repeated balloting for an office is necessary, the names of all candidates remain on the ballot unless a candidate withdraws. If no candidate receives a majority after five ballots, then the Election Chairman or designee shall declare the office vacant, vacancy to be filled as provided in Article XII of the Bylaws.

C. Election of the other Executive Officers

1. The other Executive Officers of Greater Los Angeles Area Mensa shall be elected by the Board immediately after the election for the Chairman has been conducted. Each of the other Executive Officers shall be elected for a term of office beginning upon election and ending upon expiration of the term of the Board.
2. Each of the other Executive Officers must be a member of the Board of Directors as newly installed. A Board member may hold more than one executive office, but a Board member holding more than one executive office still has only one vote at Board meetings.
3. Nominations and voting for the other Executive Officers shall take place in the following order, with nominations and voting for each executive office to be completed before nominations are made for the next executive office:
 - a) Executive Vice-Chairman
 - b) Administrative Vice-Chairman
 - c) Secretary
 - d) Treasurer
4. Election shall take place by the members of the Board as newly installed, under the supervision of the Election Chairman or designee, according to the procedures detailed in Subsection B-3 directly above.

D. Installation of the new Chairman

1. After the elections for all executive officers have been completed, the Election Chairman or designee shall announce to all incoming officers present that they should familiarize themselves as soon as practical with the Guidelines for their positions, as currently posted on the GLAAM website.
2. After the Guideline announcement, the Election Chairman or designee shall turn control of the meeting to the newly-elected Chairman of the Board or, in case of the absence of the newly-elected Chairman, the highest ranking newly-elected executive officer present.
3. The outgoing Secretary, being responsible for the Minutes of the entire Board meeting at which the new Secretary is elected, shall record for the Minutes the time when the incoming Chairman assumes control of the meeting.

E. Filling of any vacancies on the new Board

1. The incoming Chairman's first duty under the Bylaws is to conduct elections for any vacancies which may exist among the newly-installed Board of Directors.
2. As each vacancy is filled, the electee is immediately welcomed to the new Board, and is immediately entitled to vote as to other vacancies and all other Board business.
3. All vacancies for Area Secretary positions shall be filled first, then all vacancies for Area Delegate positions, and finally all vacancies for Member-at-Large positions.
4. Within the set of Area Secretary positions, and within the set of Area Delegate positions, the vacancies shall be filled in increasing order by Area population, in order to help motivate larger Areas to use their greater populations to elect their representatives in advance by petition, and thus to maximize their voting influence during the May Board Meeting.
5. Elections shall take place according to the procedures detailed in Subsection B-3 above, except that the incoming Chairman shall supervise the elections, not the Election Chairman or designee.

F. Appointment of committee chairmen and other appointees

1. After the elections as to any and all Board vacancies have taken place, the next step for the incoming Chairman is to fill all currently-established positions for committee chairmen and coordinators, except that the office of the Ombudsman is filled only once every six years.
2. Committee chairmen and coordinators shall be appointed by the Chairman with the approval of the members of the Board in attendance. The Chairman of the Board may choose to delegate the appointment of committee members to the committee chairman, except that all members of the Election Committee must be approved by the Board of Directors. The term of office of all such appointments shall end upon expiration of the term of the Board, again except that the term of office of the Ombudsman is six years.
3. The Chairman announces all proposed appointments, and allows all Board members present the opportunity to register objection, in the absence of which the appointments stand.
4. In the case of any objection from one or more Board members as to any proposed appointment, the Chairman shall open the floor for alternate nominations. If one or more additional nominations are offered, then the Board members present (including the Chairman) shall vote from among them. If no additional nominations are offered, then the Board shall vote as to whether to approve the proposed appointment or to leave the position vacant.
5. After all positions for committee chairmen and coordinators have been addressed, the Chairman shall announce to all incoming officers present (even if the announcement was previously made by the Election Chairman or designee) that they should familiarize themselves as soon as practical with the Guidelines for their positions, as currently posted on the GLAAM website.

G. Approval of remaining agenda

1. The final requirement under the Special Orders of the Annual Installation Meeting is for the newly-installed Board of Directors to consider for approval any items of Unfinished Business and/or New Business which may have carried over from the previous Board.
2. After deciding upon the remaining agenda, the new Board begins to conduct any current business normally.

¹ As required by Bylaws. Articles in the Bylaws especially pertaining to elections are Article VII, regarding appointment of the Election Committee; Article XV, regarding terms and qualifications of candidates and voters; Article XVI on election procedures; and Article XVII on recall elections.

² It is as important that elections appear to be handled impartially as it is that they are actually being handled impartially. The LocSec and the Election Chairman must maintain this sense of propriety from the time of appointment through the elections, even without a specific list of who may or may not be included. Similar consideration applies to the Editor's involvement in elections and to content of the Newsletter.

³ The choice of a time and place for the counting should take into consideration the convenience of members in participating, including factors such as travel distance and space availability.

[Originally enacted as Motions #1990-017 and #1998-117. Other amendments effected by Motions #1997-155 and #2000-207. Combined document ratified by Motion #2017-xxx.]