



San Francisco Science Fiction Conventions, Inc.

A California Non-Profit Corporation recognized under IRC §501(c)(3)
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Regular Meeting of Board of Directors Minutes

Saturday, March 15, 2003, Courtyard Hotel, Newark, California

1. Call to Order

The regular trimesterly meeting of the Board of Directors of SFSFC, Inc., met on Saturday, March 15, 2003, in Meeting Room B of the Courtyard Hotel, Newark CA. The meeting was called to order at 1:38 PM, President David Gallaher presiding and Secretary Kevin Standlee recording. Members present: David W. Clark, Nancy L. Cobb, Crickett Fox, David Gallaher, Craige Howlett, Jan Price, Cindy Scott, Michael Siladi, Kevin Standlee, Tom Whitmore. Members absent: Kathryn Daugherty. Elisa Sheets presented an unrestricted proxy to her from Kathryn Daugherty. Others present: Kelly Buehler.

1.1. Waiver of Notice

The directors present all signed a meeting notice waiver, required because the call for this meeting was mailed several days after the deadline specified in Bylaws section 4.4.1. Ms. Sheets indicated that Ms. Daugherty intended to sign the notice waiver when she has an opportunity to do so. The notice waiver is kept with the original copy of the minutes of this meeting.

2. Previous Minutes

The agenda in this section was incorrect, as there were more sets of previous minutes pending than the current Secretary recalled.

2.1. Regular Meeting July 13, 2002

Mr. Siladi objected to the way in which his remarks were reported in the draft minutes under the heading of "Questions to ConJosé" and moved to strike out the last two sentences of the first paragraph under that heading.

There was debate of what was actually said at the meeting. Mr. Whitmore moved to amend Mr. Siladi's amendment so that it would further add in place of the stricken text "He expressed severe concern, and asked why the situation had been allowed to deteriorate." After debate, the secondary amendment passed 6-4¹. The primary amendment (as amended) passed by a show of hands.

¹ All votes at this meeting were by show of hands or by unanimous consent. When "by unanimous consent" appears in the minutes, it means that the motion passed by unanimous consent. When "by a show of hands" appears, it means that the vote was taken by an uncounted show of hands. When a vote count appears, it means that the vote was taken by a counted show of hands.

There were numerous typographical corrections not individually recorded here. The minutes of the regular meeting of July 13, 2002 as amended and corrected were adopted by unanimous consent. Assistant Secretary Ms. Scott (who was Board Secretary at the time these minutes were taken) will incorporate changes and corrections and distribute a final copy.

2.2. Special Meeting, August 11, 2002

The list of “others present” at this meeting was omitted. Ms. Sheets said that she was present at that meeting. There was a note in the minutes that they are missing the contents of an e-mail of August 8 sent by Mr. Standlee and Mr. Whitmore to the Board that should be incorporated into the minutes. In light of this, further consideration of the minutes of the special meeting of August 11, 2002 was postponed to the next regular meeting.

2.3. Special Meeting, August 28, 2002.

There was discussion of what the actual tally of the vote to adjourn was. Mr. Siladi moved to amend the minutes by striking out “by unanimous consent” and inserting “with dissent.” After debate, the amendment failed 4-6.

Mr. Whitmore asked whether it was possible to debate a motion to Adjourn. Mr. Standlee explained that *if no business is pending*, a motion to Adjourn is actually what is known as a “incidental main motion” and is both debatable and amendable. The motion to Adjourn is not debatable nor amendable, nor may it be made in any of its “qualified” forms if it is made *when other business is pending*. In such cases, Adjourn is a very high-ranking motion (only one other motion, the motion To Fix the Time to which to Adjourn, outranks it); however, it may only be made in the unqualified form (“Adjourn immediately.”)

In the sentence in question, Mr. Whitmore moved to strike out “by unanimous consent.” This amendment passed on a vote by show of hands.

The minutes of the special meeting of August 28, 2002 as amended were adopted by unanimous consent.

2.4. Regular Meeting, November 16, 2002

Assistant Secretary Ms. Scott reported that the minutes of this meeting are not yet ready, but that she expects to be able to distribute them soon. By unanimous consent, consideration of the minutes of the regular meeting of November 16, 2002 was postponed to the next regular meeting.

2.5. Directors-Elect Officer-Selection Meeting, November 16, 2002

As with the regular meeting of this same date, the minutes are not yet available for review. By unanimous consent, consideration of the minutes of the meeting of directors and directors-elect of November 16, 2002 for the purpose of electing officers was postponed to the next regular meeting.

3. Officer Reports

3.1. President

President David Gallaher had no report at this time.

3.2. Treasurer

Treasurer Craig Howlett reported that he supplied Mr. Standlee with financial information from which Mr. Standlee prepared a Profit & Loss statement and a Balance Sheet (see attachment distributed with the agenda).

The Treasurer asked if he could transfer money from our non-interest-bearing checking account to our interest-bearing CDs. The President ruled that the Bylaws already authorize the Treasurer to administer our existing accounts and to move money between accounts as he sees fit, provided that he acts in a reasonable and prudent manner. There was some informal discussion of interest rates, return on investment, staggering of CD maturities, and related subjects. The Treasurer appointed Mr. Standlee as Assistant Treasurer, retroactive to January 1, 2003, and they agreed to work out between them ways to get a better return on our money than we currently are getting, probably by moving most of it into a set of staggered-maturity certificates of deposit.

Audit Committee

The Treasurer reported on the current status of the Standing Audit Committee. As far as his research can determine, there are no existing corporate-level financial policy and procedure manuals for groups similar to SFSFC, such as MCFI or SCIFI. Everyone the Treasurer consulted agreed that such a manual, particularly if it were to be usable by other groups, would be a good thing.

After general discussion, the following motion² passed by unanimous consent:

Motion 2003-1: *Moved*, That the Standing Audit Committee is instructed to work on development of financial standards for the corporation and its committees, with an eye toward such standards' applicability to other similar organizations.

The President observed that the Standing Audit Committee was originally instructed to study ConJosé's accounting procedures and that it should not lose sight of this instruction.

Legal and Financial Filings

The Treasurer reported that Mr. Michael Schaffer, an accountant with whom the Treasurer has been working on SFSFC financial matters, discovered that SFSFC had not been filing a required form with the Attorney General's office. Starting in 2000, groups such as ours must annually file form RRF-1 and, if they have revenues or assets exceeding \$100,000, pay a \$25 fee. He filed this form. The Secretary observed that doing so had the additional salutary effect of getting our address with the AG's office updated; they still had us at our pre-incorporation address on T Street in Sacramento, home of the late Susan Stone.

Mr. Standlee inquired if we had filed our Forms 990 and 199 (Federal and State informational returns) for the fiscal year ending June 30, 2002 yet. These filings are due by the 15th day of the fourth month

² The Secretary intends to reintroduce the practice of numbering main motions and resolutions considered by the Board of Directors. Procedural motions such as adopting minutes, recessing, etc. will not count toward this list. Motions and Resolutions will be numbered sequentially, using the same sequence – a Resolution is merely a more formal Motion – as they are introduced or when they are assigned a number by the Secretary. The Secretary anticipates that this may lead to some motions or resolutions being considered “out of sequence,” but thinks that the overall ease of reference offsets this. The Secretary encourages any director intending to introduce complex items of new business to consult him in advance so that he can assign it a motion/resolution number and assist in the drafting of it if desired.

after the close of our fiscal year; in our case, that means October 15. The Treasurer reported later in the meeting that we had not done so, but that we had filed filing extensions before the deadline, and that he had made an appointment for the Treasurer and Assistant Treasurer to meet with Mr. Schaffer in late April to settle these filings.

3.3 Secretary

Secretary Kevin Standlee reported that he had filed our required biennial statement with the Secretary of State (Form SI-100). This form must be filed at least once every two years, during the six months ending with the last day of the month in which the corporation was originally incorporated. As SFSFC's incorporation date is March 19, 1991, this means that our SI-100 filing is due by the end of March of odd-numbered years. There is a \$20 filing fee for these required filings. Amended filings, required any time something on the statement (officers, corporate office, agent for service) changes, cost nothing.

The Secretary reported that he had appointed Cindy Scott Assistant Secretary, retroactive to January 1, 2003.

The meeting recessed at 2:51 PM and reconvened at 3:08 PM.

4. Standing Committee Reports

4.1 ConStruction

ConStruction Standing Committee (CSSC) Chair Michael Siladi reported that he had "nothing significant to report. No convention has been held." He is employed again; however, he is so popular with his new employer that he is too busy to work on planning. He has continued to consider times and sites for future conventions, perhaps sometime between June and August of this year. He observed that the \$2000 appropriation approved at the July 2002 meeting was about to expire and asked that it be continued.

Ms. Scott moved the adoption of the following motion:

Motion 2003-2: *Moved*, That the \$2000 appropriation to the ConStruction Standing Committee for the purpose of holding up to two ConStruction convention-running conferences be continued through the end of the November regular meeting of the Board of Directors.

This motion was adopted by unanimous consent. The Treasurer observed that, as he has stated before, disbursement from this appropriation is contingent upon the CSSC submitting a budget, hotel commitment (contract or letter of intent), and conference schedule.

Mr. Siladi said that the theme of the next ConStruction would be "fundamentals," with emphasis on Programming and Finance.

4.2 ConJosé

Standing Worldcon Operating Committee Co-Chairs Kevin Standlee and Tom Whitmore presented a written report and financial statements, distributed in advance of the meeting (see attachments). They answered general questions about the reports.

Mr. Standlee, upon inquiry, pointed out that an additional "Minor Task" not listed in the report should be "Refund of Mobie/Scooter Rental." Due to a misunderstanding, the Canadian vendor of the scooters consistently quoted prices in Canadian dollars when ConJosé requested quotes in US dollars. Accordingly, as there was never any intention of making a profit on the equipment rentals, ConJosé will

issue refunds to the people who rented scooters, and will not request that portion of the grant from SCIFI which was to partially subsidize the rental cost. The expected completion date of these refunds is June 2003.

Mr. Clark, who was head of ConJosé's Fairy Godfather division, asked to make a report. He reported that the toasters his division presented to those members whose membership numbers ended in 000 have all been awarded, but that this left him with two spare toasters. He produced these spare toasters and presented them to Mr. Whitmore and Mr. Standlee, presumably as Lovely Parting Gifts. The following motion was then adopted by unanimous consent.

Resolution 2003-3: *Resolved*, That David Clark is hereby declared to be "ConJosé's Master Toaster."

The meeting recessed at 4:25 PM and reconvened at 4:35 PM.

5. Unfinished Business

5.1. Bylaw Amendment: Voting Status of Standing Committee Chairs

The text of this amendment being one of the things in the minutes of the November 2002 Board meeting that is missing, consideration of the motion was postponed to the next regular meeting.

Other Unfinished Business

Laurie Freeman, a member of the ConFrancisco (1993 Worldcon) committee, is believed to still have some assets of ConFrancisco in her possession; however, there has been no change in status since the last report on this subject, and it is unclear how much energy we are prepared to expend to collect the assets from her.

6. New Business

6.1. Corporate Office

The owner of the studio in which SFSFC currently keeps its corporate office has asked us to vacate the premises. Per the Bylaws, the corporate office must be in one of the counties of the San Francisco Bay Area, but need not be in the city/county of San Francisco proper. After some discussion of likely locations, Mr. Clark agreed that he was willing to host the SFSFC corporate office in his home; accordingly, Mr. Standlee moved the following motion:

Motion 2003-4: *Moved*, To change the corporate office of SFSFC Inc. to 2804 Stuart Street, Berkeley CA 94705-1320, pursuant to Bylaws section 1.2, effective immediately.

This motion was adopted by unanimous consent.

6.2 Grant Request Handling

Mr. Standlee said that we have been being approached with requests for grants, but that we have no formal procedure for handling them. He asked if the Board thought it would be a good thing for us to adopt formal procedures for applying for a grant. General discussion of this subject followed. There was a question of whether we wanted procedures ("Here, fill out this form") or a list of criteria (not the same as a procedure). A list of criteria might make it easier to decide on any particular request, but the criteria might end up being so broad as to be useless, or might create unrealistic expectations ("Here, I filled out your form, why didn't you give me the money?") and ill-will. Establishing formal procedures might tie our hands, but also might make it easier to process grant requests when people come approach us.

The consensus was that it would be worth Mr. Standlee's time to think about this subject further and to prepare recommendations to the next regular meeting, if he has time to do so, but that it was not to be considered a high priority.

6.3. Grant Requests

6.3.1. SF-Lovers

Mr. Standlee introduced a resolution (2003-5; text distributed before and at the meeting) that would issue a grant to Mr. Saul Jaffe to fund the operations of the SF-Lovers electronic service. Mr. Standlee explained the background and how he believes such a grant is justifiable for a group of our nature. Mr. Siladi moved to change the grant amount, but withdrew the amendment after Mr. Standlee proposed amending the resolution to change it from a flat grant to a flat grant plus a "challenge match" grant, whereby SFSFC would grant some money to Mr. Jaffe immediately, but would also match grants made by similar organizations up to a maximum amount. This amendment was adopted by unanimous consent; however, it contained blanks for the flat grant and the challenge match amount, which were filled by the method of filling blanks as follows:

Flat Grant: Suggestions were \$1500, \$600, and \$450. \$1500 and \$600 both were rejected on a vote by show of hands. \$450 was adopted on a vote by show of hands.

Challenge Match: Suggestions were \$1500, \$1050, and \$1000. \$1500 failed on a vote by show of hands. \$1050 was adopted on a vote by show of hands. (\$1000 was not voted upon because when filling blanks, once a suggestion fills the blank, you ignore the remaining suggestions.)

Mr. Standlee asked if we wanted to set a time limit by which the challenge must be met. The consensus was that it was not a significant issue.

There was little discussion and no amendments of the resolution's preamble.

Resolution 2003-5, as amended, was adopted by unanimous consent. The adopted wording follows:

Resolution 2003-5: SF-Lovers Grant

Whereas, The SF-Lovers online service has, since 1983, been dedicated to fandom and online fannish activity; and

Whereas, At present, The SF-Lovers host maintains the archives of SF-Lovers Digest, the Internet's first mailing list dedicated to SF & fantasy, the SMOFS mailing list, the TIMEBINDERS mailing list, and the SF-Lovers Convention List (the largest, and most comprehensive list of SF conventions available online), as well as a web-site dedicated and devoted to providing information about SF and related genres to the online community; and

Whereas, The SF-Lovers host contains the most comprehensive known archive of documents relating to the World Science Fiction Society, including past meeting minutes and official papers dating back to 1974 and forming an invaluable resource for research regarding WSFS procedures; and

Whereas, At the 1989 Worldcon (Noreascon III), SF-Lovers received a Special Committee Award for pioneering the use of computer bulletin boards in fandom; and

Whereas, Saul Jaffe has maintained sflovers.org (and sflovers.rutgers.edu before that) out of his own resources since 1991; and

Whereas, Due to current personal financial difficulties, Mr. Jaffe is seeking assistance from science fiction-related groups to continue to maintain this service to the fannish community; and

Whereas, The SFSFC Board of Directors believes supporting sflovers.org would be a valid use of SFSFC's 501(c)(3) funds in keeping with our primary objective "To promote science fiction and fantasy in all its forms..." as stated in the SFSFC Bylaws; now, therefore, be it

Resolved, That SFSFC grants \$450 to Saul Jaffe for the support of sflovers.org; and

Resolved, That SFSFC shall match grants for this purpose from other groups of a similar nature, to a maximum total of \$1050.

At 5:30 PM, Mr. Whitmore left the meeting, giving an unrestricted proxy to Cindy Scott.

6.3.2. Bucconeer/Student SF Contest

6.3.3. Strange Horizons

6.3.4. Comic Book Legal Defense Fund

All other grant requests on the agenda were postponed to the next regular meeting. Proponents of grants to these groups were strongly urged to develop formal resolutions similar to 2003-5.

6.4. Alliance of Bay Area Conventions

This motion by Mr. Howlett (*now assigned motion number 2003-6*) was postponed to the next regular meeting by unanimous consent.

7. Future Meetings

While the meeting room at the Courtyard is nice, and is in many ways ideal for a group of our size, it costs \$250 to rent, which is excessive for a group of our means. The meeting discussed potential future venues, but took no specific action; therefore, per Bylaws section 4.3, the President shall determine a location for the next regular meeting.

7.1. Saturday, July 12, 2003

This meeting is tentatively scheduled for 11 AM at the Fremont Main Library; however, Mr. Howlett has volunteered to host a barbeque for the Board that day at his house. The President will consult with Mr. Howlett and make an announcement later.

7.2. Saturday, November 15, 2003

No time or place has yet been established for this meeting.

8. Adjournment

By unanimous consent, the meeting adjourned at 5:39 PM.

Kevin Standlee
Secretary

Approved: July 12, 2003

