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## San Francisco Science Fiction Conventions, Inc.

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A California Non-Profit Corporation recognized under IRC §501(c)(3)

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# Regular Meeting of Board of Directors Minutes

**Saturday, November 13, 2004, Centerville Train Station, Fremont, California**

## 1. Call to Order

The regular trimesterly meeting of the Board of Directors of SFSFC, Inc., met on Saturday, November 13, 2004, in the Meeting Room of the Centerville Train Station, Fremont CA. The meeting was called to order at 10:13 AM, President David Gallaher presiding and Secretary Kevin Standlee recording. Members present: David W. Clark (arrived 11:00), Nancy L. Cobb, Crickett Fox, David Gallaher, Craige Howlett, Jan Price (arrived 10:40), Cindy Scott, Michael Siladi, Kevin Standlee, Tom Whitmore. Members absent: Kathryn Daugherty. Tony Cratz presented an unrestricted proxy to him from Kathryn Daugherty. Others present: Wolfgang Coe, Brenda Daverin, Robert Daverin, Mike Higashi, Cheryl Morgan, Kurt Siegel.

## 2. Previous Minutes

### 2.1. Regular Meeting, July 17, 2004.

Several typographical errors were noted and corrected. The minutes of the regular meeting of July 17, 2004 were approved as amended by unanimous consent.<sup>1</sup>

### 2.2. Executive Session, July 17, 2004

Several typographical errors were noted and corrected; however, no substantive discussion was necessary, so it was not necessary to go into executive session to consider these minutes. The minutes of the executive session held in conjunction with the regular meeting of July 17, 2004 were approved as amended by unanimous consent.

## 3. Officer Reports

### 3.1. President

The President reported that he and Mr. Standlee had located this meeting room, and that we were able to use it in return for purchasing about \$100 worth of catering. There was general agreement that we were getting more than our money's worth, and we are likely to return to this location when it is convenient to do so.

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<sup>1</sup> 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.

## 3.2. Treasurer

### 3.2.1. Financial Statements

The Treasurer distributed copies of financial statements for the corporate General Fund for the fiscal year ending June 30, 2004.

### 3.2.2. Accounting Guidelines for Standing Committees

The Treasurer distributed a revised draft document based on feedback from the July meeting. The Board then proceeded to consider specific items in the document informally. The Board, by unanimous consent, directed the Treasurer to polish off loose ends noted in the document and to report back a "version 1.1" for possible adoption as official policy at the next regular meeting. There was a strong suggestion that the Treasurer should distribute this document in advance as a PDF so that members could have sufficient time to review it, rather than having to use up a lot of meeting time reviewing it point by point. The general consensus appeared to be that this document is about what the Board wanted to see, and that it will prove useful in providing policy guidance to future committees.

### 3.2.3. IRS/FTB Filings

The Treasurer reported that forms IRS 990 and FTB 199 (informational returns from organizations exempt from income tax, federal and state editions) for the fiscal years ending June 30, 2002 and 2003 have been filed, and that an extension of time to file the 2004 return has been applied for. Copies of the 2002 and 2003 returns were distributed with the meeting papers, and PDFs of the forms will be posted on the corporate web site.

Mr. Standlee asked about Unrelated Business Income; in particular, advertising revenue. The Treasurer agreed to discuss this privately with Mr. Standlee and to research whether or not we are subject to UBI Tax.

## 4. Standing Committee Reports

*The corporation has no standing committees at this time.*

## 5. Special Committee Reports

### 5.1. Open Meeting Study Committee

Some brief discussion made it clear that this subject was related to a decision on a Directors Retreat. Therefore, this item was laid on the table.

### 5.2. ConStruction

Mr. Howlett, chair of the committee established at the last meeting, presented a proposal for a ConStruction conrunning convention for July 16-17, 2005, including a facility proposal and outline of programming. The Board discussed various aspects of the proposal informally.

The meeting recessed at 11:36 AM and reconvened at 11:53 AM.

Mr. Standlee moved the following:

#### **Resolution 2004-23:**

*Resolved*, That there is established at ConStruction Committee as a standing committee of SFSFC as authorized by section 6.1 of the Bylaws;

*Resolved*, That the Committee is charged to organize conferences about organizing science fiction conventions at locations within the San Francisco Bay Area as defined in section 15.4 of the Bylaws;

*Resolved*, That the Committee is instructed to operate under the "Procedures for Lifecycle of a Standing Committee" presented to the November 2004 SFSFC Board of Directors meeting and all revisions thereof;

*Resolved*, That the Committee is instructed to present a report of its finances and summary of its activities to every regular SFSFC Board meeting and also at such times as it may be directed by the Treasurer of President of the Corporation or by Board resolution, and that a failure to do so shall be considered a default of its responsibilities;

*Resolved*, That upon the discharge of the Committee, any remaining funds of the Committee shall be returned to the SFSFC General Fund;

*Resolved*, That the Committee shall be discharged no later than June 30, 2007, unless otherwise provided by the Board; and

*Resolved*, That should the Committee and the Treasurer of the Corporation decide to establish a separate bank account, the General Fund is authorized to loan the Committee \$3000 for the purpose of meeting minimum-balance requirements, provided that the Committee is not allowed to draw its bank account below \$3000 without the permission of the Treasurer of the Corporation.

Mr. Siladi moved to strike out "2007" and insert "2006" and spoke in favor of the amendment. Mr. Standlee spoke against the amendment. The amendment failed on a vote by show of hands.

There was informal discussion of committee plans and the expected relationship between the committee and corporation. After this discussion, motion 2004-23 was adopted on a vote by show of hands.

The President appointed Craig Howlett as Chairman of the ConStructure Committee. This appointment was ratified by unanimous consent.

Mr. Standlee moved the adoption of the following resolution:

**Resolution 2004-24:**

*Resolved*, That the ConJosé Asset Management Committee is directed to grant \$500 to the ConStructure Committee for the purpose of organizing a reception at ConStructure 2005, provided that membership in ConStructure need not be required to attend this reception.

Resolution 2004-24 was approved by unanimous consent.

### 5.3. ConJosé Asset Management Committee

The committee distributed financial reports with the meeting papers. Ms. Scott discussed the numbers in the report. The CJAM fund is still being kept separately from the corporate general fund. Mr. Standlee pointed out that the report is net of about \$2,000 in as-yet-uncashed membership reimbursement checks. Eventually, CJAM will close this bank account and turn all of the money over to the general fund, at which time we will write off those reimbursements; this will count as "negative expense" and will increase our balance reportable to WSFS.

Several members of the Board who attended Noreascon 4 reported that MCFI did purchase the exhibit shipping cases funded by our grant. Addressing Mr. Siladi's concerns, the cases do not

have integral locks, and therefore can be inspected without having to damage the cases. Mr. Whitmore reported on Noreascon 4's highly visible acknowledgement of our pass-along funds grant (along with other Worldcon committees) on the convention's 'ConCourse." Mr. Standlee commented somewhat wryly that ConJosé appears to get better and better the further in the past it gets.

On a motion by the committee, the CJAM Committee was continued for another trimester.

#### 5.4. SMOFCon Scholarship Committee

The committee reported that Wolfgang Coe was obliged to withdraw his acceptance of the scholarship award. As authorized by Resolution 2004-20, the committee designated Deirdre Saoirse Moen as an alternate recipient, and she accepted. The committee and the Board in general thanked Mr. Coe for making his decision (and returning his scholarship grant) far enough in advance that we were able to select an alternate with enough time to make travel plans.

Without objection, the SMOFCon Scholarship Committee was continued for another trimester.

## 6. Unfinished Business

### 6.1. Directors Retreat

Amid several expressions of lack of interest, the Board took no action on this subject; therefore, the proposal is dropped, and no Retreat is planned at this time.

### 5.1. Open Meeting Study Committee

This subject was taken from the table. Ms. Price, chair of the committee, stated that due to the sensitive nature of certain elements of the draft committee report, the committee believes the report should be discussed privately, and moved to go into executive session. The motion passed and the meeting went into executive session at 12:30 PM.

***[Proceedings held in executive session are private and not published. Members of the Board of Directors are cautioned that they are on word of honor not to divulge the proceedings held in executive session. The minutes of the executive session are in a separate document distributed only to members of the Board of Directors or their proxies.]***

The executive session ended at 12:59. The meeting recessed at 1:00 PM and reconvened at 1:06 PM.

The members generally discussed the results of the executive session. The SFSFC webmaster (Mr. Cratz) was asked to establish a links page on the SFSFC web site and start linking to other Bay Area SF-related groups. The list of ideas generated out of the meeting includes many projects that interest us, but for which we don't have the "people points" to operate. Should people come forward prepared to do the work, we may be prepared to fund the projects, within our means.

The Open Meeting Study Committee was not continued, so it was automatically discharged at the end of this meeting.

### 6.2. Laurie and the ConFrancisco Books

Ms. Fox reports that the books have currently ended up in Texas. Amid general expressions of dismay that the books are getting further away from California every time we hear about them, she said that she is in contact with Laurie, who continues to promise that she'll arrange to ship

the books back to us. We have already said that we would pay the shipping cost. Ms. Fox will give other directors contact information for Laurie so that we don't lose touch with her again.

### 6.3. Due North Grant

Postponed from the previous meeting, the motion came back to the meeting as follows:

#### **Resolution 2004-18: Due North/Westercon 58**

*Resolved*, that SFSFC grants US\$\_\_\_\_\_ to the Canada West Science Fiction Association (CWSFA), a non-profit society organized under the Alberta Societies Act, for the purposes of funding a guest of honor from the USA to Westercon 58 ("Due North").

The motion to fill the blank was immediately pending, with amounts of \$1000, \$750, and \$500 suggested.

Mr. Standlee noted that ConAdian has granted Due North CA\$10,000 [about US\$8,360 at that days' exchange rate]. Mr. Siladi asked how much money ConAdian still has. Mr. Standlee did not have the figure immediately at hand, but addressed the subject generally. [According to ConAdian's report to the 2004 WSFS Business Meeting, their balance was CA\$31,812 as of August 1, prior to payment of the grant to Due North.].

Mr. Standlee reminded the members that, as a member of CWSFA, he would recuse himself from all votes related to this resolution.

The candidate amounts were voted upon by votes by show of hands. \$1,000 and \$750 were rejected. \$500 was approved.

Mr. Siladi spoke against approval of the grant on the grounds that ConAdian still has lots of money and should pay for Canadian conventions.

Mr. Whitmore spoke in favor, noting that Canada is about as monolithic as the USA, and that a nominal grant for Westercon would be appropriate.

Mr. Standlee spoke in favor, saying that the relationship between ConAdian and Due North was broadly similar to that between SFSFC and Due North: both have overlaps in their governing boards, and both share geographic similarities. ConAdian and Due North are both in the same country; SFSFC (ConJosé) and Due North are both in the Northern Westercon rotation zone. He reminded the Board that it had voted to help the El Paso Westercon, and that if we wanted to encourage Westercons to have more diversity of locations, we should support those held outside of the largest metropolitan areas.

Ms. Fox asked if we could restrict the grant to be used for expenses within the USA. Mr. Standlee pointed out that the grant is already restricted to travel expenses of their US-based guests of honor.

Resolution 2004-18, granting \$500 to Due North, passed on a vote by show of hands, Mr. Standlee recusing himself from the vote. Per previous board action, this grant will come from CJAM-managed funds, and Mr. Standlee will work with Ms. Scott to get the check issued.

## **7. New Business**

### 7.1. Director Elections

Mr. Gallaher, being one of the directors whose seat was up for election, left the Chair in favor of Vice President Cobb.

Mr. Cratz advised the Board that Ms. Daugherty was not seeking re-election. The other incumbents (Mr. Gallaher, Mr. Siladi, Mr. Howlett) were re-nominated by unanimous consent. Others nominated were Wolfgang Coe, Tony Cratz, Robert Daverin, and James Briggs. The nominations were closed, the members reminded how preferential "instant runoff" voting works, and ballots were distributed. Cheryl Morgan, Mike Higashi, and Kurt Siegel agreed to act as tellers. After the members of the Board voted, the tellers collected the ballots.

The meeting recessed at 1:33 PM and reconvened at 1:46 PM.

Ms. Morgan, on behalf of the committee of tellers, reported the following results:

<b>Seat:</b>	<b>8</b>	<b>9</b>	<b>10</b>	<b>11</b>
<b>Gallaher</b>	7	-	-	-
Siladi	1	1	1	1
<b>Howlett</b>	1	<b>8</b>	-	-
<b>Coe</b>	-	-	7	-
Cratz	1	1	1	1
Daverin	-	-	-	2
<b>Briggs</b>	1	1	2	7

By unanimous consent, the tellers were thanked and instructed to destroy the ballots.

Mr. Gallaher resumed the Chair.

## **8. Announcements/Future Meetings**

### **8.1. Officer Elections**

Because not all eleven directors and directors-elect are present or waived notice, we will have to arrange for an officer election meeting or conference call sometime between now and the end of the calendar year. The President will discuss this with the incoming board and make an announcement later.

### **8.1. 2005 Meetings**

After general discussion, the following dates/times/locations were agreed upon:

- Saturday, March 12, 11 AM, Centerville Train Station Meeting Room
- Weekend of July 16-17, Time/Location TBA: During ConStruction 2005
- Saturday, November 19, 11 AM, Centerville Train Station Meeting Room

## **9. Adjournment**

By unanimous consent, the meeting adjourned at 1:57 PM.

Kevin Standlee  
Secretary  
Approved: 03/12/2005