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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, July 9, 2005, Hilton Hotel, San José, California

## 1. Call to Order

The regular trimesterly meeting of the Board of Directors of SFSFC, Inc., met on Saturday, July 9, 2005, in the dining room of the Hilton Hotel, San José CA. The meeting was called to order at 5:09 PM, President David Gallaher presiding and Secretary Kevin Standlee recording. Members present: David W. Clark, Wolfgang Coe, Crickett Fox, David Gallaher, Craig Howlett, Jan Price, Kevin Standlee, Tom Whitmore. Members absent: James Briggs, Nancy L. Cobb, Cindy Scott. Proxies<sup>1</sup>: James Briggs to Tom Whitmore; Cindy Scott to Tomoko Stocksiek. Others present: Mike Higashi; Cheryl Morgan, Yoko Shintani; Matt Stocksiek.

## 2. Previous Minutes

### 2.1. Regular Meeting, March 12, 2005

Several typographical errors were noted and corrected. The minutes of the regular meeting of November 13, 2004 were approved as amended by unanimous consent.<sup>2</sup>

### 2.2. Executive Session, November 13 2004

The Secretary admitted that he had once again forgotten to bring paper copies of these minutes to the meeting. As a matter of policy, we do not distribute electronic copies of executive session minutes. The Secretary apologized profusely, again. The consideration of the minutes was postponed to the next regular meeting.

## 3. Officer Reports

### 3.1. President

The President welcomed everyone to ConStruction.

### 3.2. Treasurer

#### 3.2.1. Financial Statements

The Treasurer reported that current financial statements are not available because bank statements have not arrived. The Treasurer moved to appropriate not more than \$200 to purchase

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<sup>1</sup> The Secretary apologizes for having mislaid Ms. Cobb's proxy to Ms. Fox. The proxy was in the corporation's official records binder, which the Secretary neglected to carry with him to the meeting.

<sup>2</sup> All votes at this meeting were by roll call, 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. If a vote count appears, it means that the vote was taken by a counted show of hands, except where a roll call vote was held, in which case the way each director voted is shown, including those directors represented by proxy. Proxies held by other directors are counted only on roll call votes, per the SFSFC Bylaws section 4.8.3.

an upgrade to the QuickBooks accounting software for use by Michael Schaeffer, who maintains the corporation's accounts under the Treasurer's direction. The motion was adopted by unanimous consent.

### 3.2.2. Accounting Guidelines for Standing Committees

The Treasurer presented the latest revision of the Accounting Guidelines document. Mr. Standlee moved to adopt Version 1.5 of the Procedures for Lifecycle of a Standing Committee as corporate policy, subject to non-substantive copy-editing. This motion was adopted by unanimous consent.

### 3.2.3. IRS/FTB Filings

The Treasurer reported that all required IRS, FTB, and California Attorney General filings are now up to date, and provided copies of the corporation's IRS 990, FTB 199, and CA AG RRF-1 filings for 2003 (fiscal year ending June 30, 2004).

## 4. Standing Committee Reports

### 4.1 ConStruction

The Co-Chairs of ConStruction, Mr. Howlett and Mr. Coe, reported on the status of ConSturction, which was going on the same weekend (and in the same building) as this Board meeting. Everything is paid for. There will be no charge for the function space after \$1000 worth of catering was paid. The convention will generate a small surplus, which will be "rolled forward" to the already-committed ConStruction 2006. The Chairs complimented Cindy Scott for the convention badge design.

Plans for ConStruction 2006 were discussed generally. The plan is to hold the convention the same weekend next year (July 8-9, 2006).

## 5. Special Committee Reports

### 5.1. ConJosé Asset Management Committee

The Committee presented its final financial report, planned for distribution at the WSFS Business Meeting. On a motion by the committee adopted by unanimous consent, the CJAM Committee was continued for another trimester for the purpose of presenting ConJosé's Final Report to WSFS. The committee anticipates that it can be discharged at the November 2005 Board meeting or sooner if convenient, as it will have no further responsibilities after presenting the Final Report to WSFS.

### 5.2. SMOFCon Scholarship Committee

On a motion by the Committee adopted by unanimous consent, the application period for the Scholarship was extended through September 5, 2005, and the President was asked to call a special meeting in September for the purpose of receiving the SMOFCon committee report and recommendations.

## 6. Unfinished Business

### 6.1. Laurie and the ConFrancisco Books

Ms. Fox reported that she's written to Laurie, who still has not replied. Crickett will once again try to get a response and get the books to Mr. Howlett, who now lives relatively close to where the books are currently stored.

## 7. New Business

### 7.1 Future Projects

On a motion by Mr. Standlee, the meeting went into Committee of the Whole, Mr. Whitmore presiding, at 6:09 PM. The Committee of the Whole rose at 7:09 PM and moved the adoption of the following resolution:

#### **Resolution 2005-05: Future Projects**

*Resolved*, That Craige Howlett is directed to investigate a potential bid for a convention sanctioned by HP Education Fanon, Inc. (HPEF);

That David Gallaher is directed to investigate a potential bid for the World Fantasy Convention;

That Craige Howlett is directed to investigate a potential bid for a future SMOFCon;

That the President is directed to call a special meeting in September 2005 whose purposes shall include evaluating proposals for the above.

Resolution 2005-05 was adopted by unanimous consent.

### 7.2 Web Hosting/E-mail

On a motion by Mr. Howlett, the meeting went into Committee of the Whole, Mr. Whitmore presiding, at 7:10 PM for the purpose of discussing the corporation's web and e-mail hosting. The Committee of the Whole rose at 7:18 PM and moved the adoption of the following resolution:

#### **Resolution 2005-06: Web and E-Mail Hosting**

*Resolved*, That Craige Howlett and Cheryl Morgan investigate web and e-mail hosting alternatives for the corporation.

Resolution 2005-06 was adopted by unanimous consent.

## Announcements/Future Meetings

### 8.1. November 19

The November regular board meeting is scheduled Saturday, November 19, 11 AM, Centerville Train Station Wullenjohn Meeting Room. This will be an election meeting, with director seats to be selected. Directors were reminded that if possible, a meeting of directors-elect will be held immediately thereafter for the purpose of electing officers; therefore, proxies for this meeting should cover an officer election meeting. If all directors and directors-elect are not represented at the November meeting, it will be necessary to arrange yet another meeting sometime before the end of the calendar year for the purpose of officer elections.

### 8.2. September Special Meeting

The President will consult with the directors informally and determine a date and location for this meeting.

## **Adjournment**

By unanimous consent, the meeting adjourned at 7:22 PM.

Kevin Standlee  
Secretary

Approved: 11 November 2005