



San Francisco Science Fiction Conventions, Inc.

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

☒ PO Box 61363 ❖ Sunnyvale CA 94088-1363 ❖ USA

☒ info@sfsfc.org ❖ <http://www.sfsfc.org>

Regular Meeting of Board of Directors Minutes

Saturday, March 18, 2006, Centerville Train Station, Fremont, California

1. Call to Order

The regular trimesterly meeting of the Board of Directors of SFSFC, Inc., met on Saturday, March 18, 2006, in the Bill Wullenjohn Meeting Room of the Centerville Train Station, 37260 Fremont Blvd., Fremont CA 94536. The meeting was called to order at 11:07 AM, President David Gallaher presiding and Secretary Kevin Standlee recording. Members present (*by conference call): James Briggs*, David W. Clark (* until 12:01 PM), Nancy L. Cobb, Wolfgang Coe, David Gallaher, Craig Howlett, Jan Price, Cindy Scott, Kevin Standlee, Tomoko Shintani Stocksiek, Tom Whitmore*. Members absent: None. Proxies: None. Others present: Crickett Fox, Dann Lopez, Kurt Siegel.

2. Previous Minutes

2.1. Regular Meeting, November 12, 2005

Several typographical errors were noted and corrected. The minutes of the regular meeting of November 12, 2005 were approved as corrected by unanimous consent.¹

2.2. Meeting of Directors-Elect, November 12, 2005

Several typographical errors were noted and corrected. The minutes of the meeting of directors-elect for the purpose of electing officers on November 12, 2005 were approved as corrected by unanimous consent.

3. Officer Reports

3.1. President

The President had no report.

3.2. Treasurer

The Treasurer, Ms. Scott, reported that she had only recently taken charge of the corporation's records from her predecessor. She distributed financial statements as of the end of the previous fiscal year (June 30, 2005) and as of March 18, 2006. There are still several minor irregularities she is attempting to identify and correct; however, she does not anticipate much difficulty in doing so now that she has the records. The corporate accounts still show the general fund owing ConJosé \$254.35, which does not square with the now-closed ConJosé accounts, which showed

¹ All votes at this meeting were 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 show of hands" appears, it means that the vote was taken by an uncounted show of hands, the members participating by conference call responding "aye," "no," or not responding as appropriate.

no accounts payable or receivable. The Treasurer expects to have these issues resolved shortly and will send the directors a corrected set of financial statements soon.

We still do not have an annual report for FY 2004-5, nor have we filed our Forms IRS 990/FTB 199 for that period; however, we have filed for an extension, and the returns are due May 14. The Treasurer will work with our accountant, Michael Schaffer, to make sure the returns are filed on time.

We must maintain a minimum \$3000 balance in our “working” checking account to avoid service charges. As our current balance in that account is approaching the \$3000 floor value, the Treasurer expects that we will have to cash one of our CDs (one of them matures on March 30). Of course, we have no significant income at this time, so this is not unexpected.

3.3. Secretary

The Secretary, Mr. Standlee, briefly discussed how we will continue the “pass-through” arrangement concluded with the Calgary West Science Fiction Association (CWSFA) for the payment of grants recently announced by CWSFA. (Mr. Standlee is a director and is Secretary of both SFSFC and CWSFA.) With the knowledge and agreement of the President and Treasurer, SFSFC agreed to act as agent for CWSFA, parent non-profit society of Westercon 58. CWSFA will give SFSFC a draft drawn on a US bank for the grants due to US organizations, and SFSFC will issue checks to the US groups. SFSFC gets to keep some of the money as well; one of the grants was to us in recognition of the help we’ve provided CWSFA. We also were told that we could keep the small amount of overpayment in the earlier agency payment (one of the people identified as requiring a USD membership reimbursement was actually due reimbursement from the CAD account).

The Secretary also noted that new director lists were available, but that due to his oversight, three of the four directors (those who were re-elected last) November are still shown with terms ending December 2005 instead of 2008.

4. Standing Committee Reports

4.1. ConStruction

The Co-Chairmen of ConStruction, Mr. Coe and Mr. Howlett, reported that they have posted the convention program on the website and have the hotel arrangements nailed down, but they need help from the Board recruiting staff, doing promotion, contacting other groups to recruit members, etc. Mr. Howlett said he wanted to try and create a mailing list for people interested in ConStruction; the Secretary reminded him that such a list exists and that he’d told the CS chairs several months ago that it exists and how they could administer it themselves without having to go through someone else.

There was general informal discussion of plans for CS2006. The committee did not at this time propose that its charter be extended to future years. Per Resolution 2004-23 establishing the ConStruction Committee, it will be discharged on June 30, 2007 unless the Board takes other action.

5. Special Committee Reports

5.1. SMOFCon Scholarship Committee

The Committee discussed the results of the 2005 scholarships. William Warriner presented a written report as requested, while Mike Higashi has not as of today submitted a report, despite having been asked about it by Mr. Standlee in February. William’s report was forwarded to the

Board. He had a less-than-happy experience, and concluded that the convention was mostly useless for anything about which he was interested. The Board discussed this in general. Mr. Whitmore suggested that if we do this again, we need to do a better job of coaching recipients about what to expect. Ms. Stocksiek suggested that if possible, board members who are also going to SMOFCon act as “mentors” at that convention, introducing the scholar to regular attendees and making more of an effort to socialize them. Ms. Price suggested that we use the scholarship money to subsidize memberships to ConStruction instead.

Discussing the general question of whether to continue the scholarships and for how much they should be, the board noted that this year’s convention is in Kansas City, and thus will be probably more expensive for Bay Area residents to attend than last year’s in Portland, Oregon. In addition, the board was generally in agreement that the SMOFCon Scholarship Committee should (a) have the final decision without having to refer back to the Board; and (b) be able to decide to award fewer than two scholarships if they think this is appropriate.

After further discussion, the following resolution was put to a vote.

Resolution 2006-01²: SMOFcon Scholarship

Resolved, That SFSFC allocates \$1000 for the purpose of awarding up to two \$500 scholarships to allow two people to attend SMOFcon, the annual convention for science fiction-convention runners;

Resolved, That the SMOFcon Scholarship Committee created by Resolution 2004-1 is continued as currently constituted;

Resolved, That the Scholarship Committee is directed to:

- Prepare standard forms for scholarship applicants;
- Promote the availability of these scholarships;
- Receive applications from interested persons;
- Evaluate applications;
- Make any scholarship awards no later than September 30, 2006;
- Report to the Board their decisions;

Resolved, That applicants must commit to attend the next SMOFcon and to use the scholarship solely to pay for expenses related to attending the convention such as transportation, hotel, meals, and other travel-related expenses;

Resolved, That the Scholarship Committee shall take the following factors into account in evaluating applications:

1. **Interest:** Applicants must demonstrate an interest in convention-running;
2. **Ability:** Applicants must demonstrate that they would benefit from the knowledge (formal and informal) on offer at SMOFcon and demonstrate how it would benefit San Francisco Bay Area conventions;
3. **Financial Need:** Applicants must demonstrate that they cannot afford to make the trip on their own resources;
4. **Geographic Preference:** Applicants who live in the SF Bay Area are preferred;

² Formally recorded motions and resolutions are presented with numbers continuous through each calendar year, and are assigned by the Secretary.

5. **New Attendees Preferred:** Applicants who have not attended previous SMOFcons are preferred.

Resolution 2006-01 was adopted by unanimous consent.

5.2. World Fantasy Committee Study Committee

Mr. Gallaher, chair of the WFCSC, reported that we have penciled-in dates at hotels in both San Jose and San Francisco for a potential 2009 World Fantasy Convention. Opinion on the WFC Board of Directors appears split between SJ and SF. There was general discussion of hotel considerations in both cities. Mr. Standlee suggested that the committee take the best proposal from both cities to the WFC Board and ask them which they would prefer. The WFC Board may make a decision as early as this year's WFC, but may also put off a decision until 2007.

The WFC Study Committee was continued to the next regular meeting by unanimous consent.

5.3. SiliCon Study Committee

Ms. Scott, chair of the SiliCon Study Committee, reported on meetings the committee had with representatives of SiliCon. While SiliCon seems to be in a good organizational state, it has a substantial debt to pay off, which makes it difficult for them to raise funds for their designated charity, and the committee therefore recommends that if SFSFC wants to assist SiliCon's charitable efforts, they make a direct donation to that charity in Silicon's name. Mr. Lopez reported that their designated charity is currently the Diabetes Society of Santa Clara Valley.

After further discussion, the committee moved the adoption of the following resolution:

Resolution 2006-02: SiliCon Grant

Whereas, the SiliCon science fiction convention, operated by Siliconventions Ltd., a 501(c)(3) organization, is raising money for the Diabetes Society of Santa Clara Valley; and

Whereas, SFSFC would like to assist SiliCon; therefore, be it

Resolved, That SFSFC grants \$250 to the Diabetes Society of Santa Clara Valley in the name of SiliCon/Siliconventions Ltd.

Resolution 2006-02 was adopted by unanimous consent.

The SiliCon study committee is automatically discharged at the conclusion of this meeting.

The meeting recessed at 12:33 PM and reconvened at 12:45 PM.

6. Unfinished Business

6.1. Laurie and the ConFrancisco Books

Mr. Howlett no longer lives near Laurie, but is arranging to have his uncle in Texas take possession of the books, with the goal of moving them back to California sometime in 2006.

6.2. HPEF Convention

Mr. Howlett is going to Las Vegas next week and plans to file a bid to host the 2008 Harry Potter Symposium in San Jose, if SFSFC authorizes it. This is a 1200-person convention, with limited attendance, somewhat like the World Fantasy Convention. Compared to a sprawling event like a Worldcon, this is a relatively easy event to run, sells out in advance, and should be a good opportunity for us to not only further our educational aims (it is a "symposium" with considerable literary-education aspects to it) and also generate some income for the corporation with which we can pursue our other non-profit goals.

Observing that Mr. Howlett needs to have us establish a standing committee so that he has a mechanism for actually bidding for the event, Mr. Standlee moved the following resolution:

Resolution 2006-03: Harry Potter Symposium

Resolved, That there is established an HPEF Committee as a standing committee of SFSFC, per section 6.1 of the SFSFC Bylaws; and

Resolved, That the HPEF Committee is directed to bid for, and if awarded the bid by Harry Potter Educational Fannon, operate the 2008 Harry Potter Symposium.

After discussion of procedural implementation details (directors were referred to Standing Rule 1), Resolution 2006-03 passed on a vote by show of hands.

The President appointed Craig Howlett as chair of the HPEF Committee, per section 6.2 of the Bylaws. This appointment was ratified on a vote by show of hands.

The Secretary reminded the newly-appointed committee chairman of the document “Procedures for Lifecycle of a Standing Committee,” which should govern relations between the HPEF Committee and the corporation.

6.3. SMOFCon Bid

Mr. Howlett, had been investigating a bid to host the SMOFCon conrunning conference. After investigation, he suggested that we cooperate in a “joint bid” for the 2008 convention in Long Beach, with SCIFI taking the “lead agency” role, with the long range plan being for SFSFC to act as a similar “lead agency” for a 2012 or later bid for the Bay Area. No action was taken at this time, although several directors wanted to know what the exact legal and financial arrangements for a “joint bid” would be.

6.4. Web/E-Mail

Mr. Standlee reported that our web site and e-mail lists have been relocated to Pair.com, our domain names have been renewed through 2011, our web site has been completely redesigned, and several people have the “keys” to the site and e-mail lists and can make modifications to it, the idea being to make things less susceptible to bottlenecks on specific individuals. The Board thanked Cheryl Morgan for redesigning the web site.

Some discussion of technical issues with the web site and e-mail lists followed.

7. New Business

7.1. Bylaws Review

The President raised the issue of whether we want to undertake changes in our corporate structure. Mr. Standlee explained the OSFCI structure, whereby people who work on OSFCI events earn “points” toward corporate membership, and that those members who do not continue to work eventually “deadwood” and are dropped automatically from membership. Should SFSFC wish to move toward such a structure (which would result in a larger corporate membership that met annually and a smaller board of directors elected by the members), we would need to have regular events that generated the necessary “work points” to keep producing new members. There was further general discussion of what this might entail; however, no action was taken at this time.

7.2. SF-Lovers Grant

Mr. Standlee reported on the current state of the SF-lovers web site and the associated SMOFS mailing list (and other lists hosted at the same site), which are in danger of being shut down.

Massachusetts Convention Fandom Inc. (MCFI), parent corporation of Noreascon 4, has stepped forward as “lead agency,” in cooperation with the New England Science Fiction Association (NESFA) and others, to preserve the SF-Lovers archives and mailing lists. Mr. Standlee stressed that MCFI wants this to be a cooperative effort with other related non-profit organizations, and asked SFSFC to participate in the project by proposing the following resolution:

Resolution 2006-04: SF-Lovers Grant

Resolved, That SFSFC pledges \$50 to Massachusetts Convention Fandom Inc. (MCFI) toward the costs of preserving the SMOFS e-mail lists, SF-Lovers web site, and associated activities.

Resolution 2006-04 passed by unanimous consent.

Announcements/Future Meetings

8.1. July Meeting

The regular meeting for July was scheduled for **Saturday, July 15, 2006, 6 PM**, during ConStruction, the previously-noted conflicts with ConStruction having been resolved.

8.2. November Meeting

This meeting will, as previously decided, be **Saturday, November 11, 2006, 11 AM**, at the Centerville Station Wullenjohn Meeting Room.

Adjournment

By unanimous consent, the meeting adjourned at 1:39 PM.

Kevin Standlee
Secretary