



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, July 15, 2006, 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 15, 2006, in the dining room of the Hilton Hotel, San José CA. The meeting was called to order at 6:11 PM, President David Gallaher presiding and Secretary Kevin Standlee recording. Members present: David W. Clark, Nancy L. Cobb, Wolfgang Coe, David Gallaher, Craige Howlett, Jan Price, Cindy Scott, Kevin Standlee, Tomoko Shintani Stocksiek. Members absent: James Briggs, Tom Whitmore. Proxies: Tom Whitmore to David W. Clark, James Briggs to David Gallaher (vice Tom Whitmore). Mr. Whitmore addressed those present informally by telephone before the meeting. Others present: Crickett Fox, Dann Lopez, Terry Meadows, Kurt Siegel, Maurine Starkey.

2. Previous Minutes

2.1. Regular Meeting, March 18, 2006

Several typographical errors were noted and corrected. The minutes of the regular meeting of March 18, 2006 were approved as amended by unanimous consent.¹

3. Officer Reports

3.1. President

The President announced that because the Board ordinarily spends \$108.75 (including sales tax) to rent its meeting space, the corporation will apply the same amount toward tonight's restaurant bill, with the members to be responsible for their shares after that.

3.2. Treasurer

3.2.1. Financial Statements

The Treasurer reported that the corporation's informational returns for the year ending 30 June 2005 have been filed. Electronic copies will be sent to the Secretary for his files and any other director who wishes to see them.

We currently have over \$20,000 in checking, ConStruction and CD accounts.

¹ 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.

Since the checking balance is getting to our minimum, the Treasurer will be transferring some funds out of one of our CDs that matures next week to supplement the cash available for our operating expenses.

The treasurer expects to have the 30 June 2006 year-end information to our Accountant in the next two weeks. All reports are expected to be filed in a timely manner.

3.2 Secretary

The Secretary reported on the current state of the corporation's web site.

4. Standing Committee Reports

4.1 ConStructure

CS co-chair Wolfgang Coe reported, "We're here," and that turnout for the convention is a little lighter than expected, with 26 paid attending members. We need to evaluate this year's convention before deciding whether to recommend continuing the event. The ConStructure committee will report a recommendation on whether or not to continue holding ConStructure by the next regular meeting.

4.2 HPEF 2009

Mr. Howlett reported that he has been discussing the bid for the 2009 Harry Potter Educational Fanon event with the San Jose Convention Center. He has received a Letter of Agreement from the SJCC and hotels. President Gallaher will review these oddslot website documents before we submit a formal submission of HPEF. The HPEF board will make a decision after they go through their formal submission review process. Mr. Howlett thinks that we are a virtual certainty to be selected if we bid.

There was some discussion of budgetary matters. This year's event sold out at 1200 members. SFSFC would pay no up-front license fee to HPEF, but they would get 50% of the operational profit. SFSFC would assume all of the risk of holding the event.

The meeting recessed at 6:32 PM and reconvened at 7:06 PM

5. Special Committee Reports

5.1. SMOFCon Scholarship Committee

The Committee proposes that awards, if made, be structured as \$450 up-front and \$50 upon acceptance of a convention report from the scholarship recipient. (There was no objection to this.) It appears that we are encouraging other offers: the Seattle Westercon Organizing Committee (SWOC, parent of the 2005 NASFiC among other events) will also offer SMOFCon Scholarships.

5.2 World Fantasy Convention 2009

By unanimous consent, the meeting went into Committee of the Whole, Nancy L. Cobb presiding, at 7:09 PM. The COTW rose at 7:20 and recommended the following:

1. To continue the WFC Study Committee through the November 2006 meeting;
2. To instruct the committee to prepare a proposal for a standing committee at the November 2006 meeting if the committee thinks a 2009 World Fantasy Convention bid is viable;
3. To appropriate up to \$500 to the WFCSC for the purpose of sending a representative to the 2006 World Fantasy Convention in Austin TX.

The recommendations of the COTW were adopted by unanimous consent.

6. Unfinished Business

6.1. Laurie and the ConFrancisco Books

There is nothing new to report; however, Mr. Howlett intends to go to Austin in early November and hopes to report something new at the November board meeting.

7. New Business

7.1 Westercon

Mr. Howlett moved the following (after discussion and clarification):

Resolution 2006-05:

Resolved, That there is created a Westercon Study Committee as a special committee of the corporation;

Resolved, That the Committee is directed to study the prospects for a Bay Area West Coast Science Fantasy Conference in 2010 or later; and

Resolved, That the Committee is instructed to report to the November 2006 Board of Directors meeting.

Motion 2006-05 was adopted by unanimous consent. The President appointed Mr. Howlett as Chairman and authorized him to appoint others to the committee as his discretion.

7.2 SMOFCon

Glenn Glazer, who had been working with Mr. Howlett informally on a 2008 SMOFCon proposal, is moving to the Bay Area. Mr. Howlett advised the Board that we should expect a proposal from him and Mr. Glazer at the November meeting.

7.3 L.A.con IV Internet Lounge

President Gallaher discussed the state of L.A.con IV's finances and the fact that it is unable to fund an internet lounge due to the high prices being charged by their facilities for the connection. After discussion of the matter, including other groups' offers to assist and how L.A.con IV's parent corporation helped ConJosé in 2002, the board adopted the following by unanimous consent:

Resolution 2006-06:

Resolved, That SFSFC grants \$1000 to the Southern California Institute for Fan Interests (SCIFI), contingent upon L.A.con IV providing an internet lounge for its members.

Mr. Gallaher will advise L.A.con IV of this grant and make arrangements for payment of the grant to SCIFI.

7.4 Strategic Development Committee

After informal discussion of future projects the corporation may wish to undertake the board adopted the following by unanimous consent:

Resolution 2006-07:

Resolved, That there is created a Strategic Development Committee as a special committee of the corporation;

Resolved, That the Committee is instructed to consider the medium-to-long-term future of the Corporation and projects which the Corporation may undertake; and

Resolved, That the Committee is instructed to report to the November 2006 Board of Directors meeting.

The President appointed himself Chairman of the Strategic Development Committee, appointed all directors present (that is, all directors except Mr. Briggs and Mr. Whitmore) to the committee, and authorized the committee to augment its membership at its discretion.

8. Announcements/Future Meetings

8.1. November 11, 2006

The November regular board meeting is scheduled Saturday, November 11, 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.

The terms of Ms. Scott, Mr. Standlee, and Ms. Cobb expire at the end of 2006.

9. Adjournment

By unanimous consent, the meeting adjourned at 7:45 PM.

Kevin Standlee
Secretary

[Approved: November 11, 2006]