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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 11, 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, November 11, 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 11:03 AM, President David Gallaher presiding and Secretary Kevin Standlee recording. Members present (\*by telephone): James Briggs, David W. Clark, Nancy L. Cobb, Wolfgang Coe, David Gallaher, Craig Howlett\*, Jan Price, Cindy Scott, Kevin Standlee, Tomoko Shintani, Tom Whitmore\*. Members absent: None. Proxies: None. Others present: Crickett Fox.

This being the 11<sup>th</sup> hour of the 11<sup>th</sup> day of the 11<sup>th</sup> month, the meeting observed a moment of silence in honor of Armistice Day.

### 2. Previous Minutes

#### 2.1. Regular Meeting, July 15, 2006

The minutes of the regular meeting of July 15, 2006 were approved as published in advance of the meeting by unanimous consent [but see Item 5.3 below].<sup>1</sup>

### 3. Officer Reports

#### 3.1. President

The President had no report.

#### 3.2. Treasurer

##### 3.2.1. Financial Statements

The Treasurer presented a Profit & Loss statement for the current fiscal year through the end of last month (July-October 2006) and a Balance Statement as of October 31, 2006. Copies of these statements are attached to these minutes as an appendix.

We currently have \$ 18,620.51 in our cash accounts, including funds held on account for ConStruction<sup>2</sup>.

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<sup>1</sup> Votes at SFSFC meetings are taken 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 any directors represented by proxy. Proxies held by other directors are counted only on roll call votes, per the SFSFC Bylaws section 4.8.3.

<sup>2</sup> The first \$3,000 of the ConStruction bank account is SFSFC corporate funds on loan to the ConStruction Committee, with instructions that it not be spent, so that their bank account remains free of service charges.

### 3.2 Secretary

The Secretary apologized for neglecting to send a courtesy meeting notice to the SFSFC announcements e-mail list. There followed an informal discussion of the corporation's web site, greatly facilitated by the fact that the Wullenjohn Meeting Room has an wireless internet connection, courtesy of the Depot Cafe. Mr. Coe reported that the "fine print" is displaying in nearly invisible gray print.

## 4. Standing Committee Reports

### 4.1 ConStruction

CS co-chairs Wolfgang Coe and Craige Howlett reported that the convention broke even financially. People who attended the conference enjoyed it, but it was not well-publicized, and attendance was lower than we would have liked. The committee pleaded limited bandwidth due to other, larger-scale projects. The Committee does recommend continuing the event for another year, with Tomoko Shintani and Jan Price as co-chairs.

The committee's recommendation to extend the ConStruction Committee for one year and to appoint Tomoko Shintani and Jan Price co-chairs was adopted by unanimous consent.

The Board requested that the Committee report specific dates planned for the convention by January 1, 2007.

It is SFSFC's policy to let ConStruction retain any ongoing surplus from the event for future conventions. The Committee has approximately \$680 in such "retained earnings." The Committee may come to the Board with a funding request at the March meeting.

### 4.2 HPEF 2009

Mr. Howlett reported that we have been tentatively awarded the bid from Harry Potter Educational Fanon to host the 2009 HPEF event at the San Jose McEnery Convention Center. However, we do not yet have a contract from HPEF, and therefore we have nothing to approve yet. There was some informal discussion of the specifics of what needs to be in the final agreement with HPEF.

Assuming we agree to proceed once we have a contract from HPEF, the Committee will recommend that Craige Howlett chair the convention. The President expressed his desire that we get things pinned down by the end of December 2006.

## 5. Special Committee Reports

### 5.1. SMOFCon Scholarship Committee

The Committee reported that, in accordance with its charge from the Board, they had selected Brian Manternech and Jason Justice as recipients for the 2006 Scholarship, to be used to enable them to attend the 2006 SMOFCon in Kansas City.

After some general discussion of the implementation details (the scholars will receive \$450 immediately and \$50 upon delivery of their trip report), the Board agreed that it would be appropriate in the future to remind past applicants of the scholarship's existence. (No person has yet to apply for the scholarship after having not been selected on their first application.)

The SMOFCon Scholarship Committee was continued by unanimous consent.

## 5.2. World Fantasy Convention 2009

By unanimous consent, the meeting went into Committee of the Whole, Nancy L. Cobb presiding, at 11:50 AM, to discuss the corporation's bid for a World Fantasy Convention. The Committee of the Whole rose at 12:12 PM and reported the following:

1. The WFC Study Committee is working with the Board of the World Fantasy Convention to refine its bid.
2. The Committee is considering changing the bid to 2010 in light of feedback received from various sources.
3. The Committee recommends that the Board continue the WFC Study Committee as currently constituted through the March 2007 meeting;

The WFC Study committee was continued through the March 2007 meeting by unanimous consent.

The meeting recessed at 12:20 PM and reconvened at 12:32 PM

## 5.3. Westercon Study Committee

An error in the minutes of the July 2006 meeting regarding the name of the convention was corrected by unanimous consent.

Craige Howlett reported informally. The Committee was continued through the March 2007 meeting by unanimous consent.

## 5.4. Strategic Development Committee

By unanimous consent, the meeting went into a Committee of the Whole and met as the Strategic Development Committee established by Resolution 2006-07, Nancy L. Cobb presiding, at 12:34 PM. The Committee of the Whole rose at 1:22 PM and made the following recommendations on behalf of the Strategic Development Committee.

The Strategic Development Committee recommends:

1. That it be continued through the March 2007 meeting and that its membership be expanded to include all directors;
2. That the corporation appropriate up to \$100 to renew the "ConJosé" Fictitious Business Name statement in Santa Clara County and that the Treasurer be directed to undertake such renewal;
3. That the Secretary be directed to investigate registering "ConJosé" as a service mark;

The recommendations of the Strategic Development Committee were adopted by unanimous consent.

## 6. Unfinished Business

### 6.1. Laurie and the ConFrancisco Books

Mr. Howlett reported that his new wife is willing to take delivery of the books in Texas at any mutually convenient time.

### 6.2. SMOFCon

Mr. Howlett reported that he and Glenn Glazer intend to present an "expression of interest" to host the 2010 or 2011 SMOFCon at this year's SMOFCon in Kansas City. (SMOFCons are selected one year in advance, but "expressions of interest" several years in advance are part of

the traditional process.) The proposed facility is the Hilton San Jose, and the general idea is to scale up ConStruction, which is held in the same hotel.

Ms. Cobb moved the following resolution:

**Resolution 2006-08: SMOFCon Standing Committee**

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

*Resolved*, That the SMOFCon Organizing Committee is directed to bid for, and if selected, operate a SMOFCon in the San Francisco Bay Area in 2010 or 2011;

*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 current revision of the Procedures for Lifecycle of a Standing Committee.

*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; and

*Resolved*, That the Committee shall be discharged no later than March 31, 2011, unless otherwise provided by the Board.

Resolution 2006-08 was adopted by unanimous consent.

The President appointed Craig Howlett as Chairman of this committee. This appointment was ratified by unanimous consent.

## **7. New Business**

### **7.1. Election of Directors**

The terms of Ms. Scott, Mr. Standlee, and Ms. Cobb expire at the end of 2006. The incumbents were nominated; no other persons were nominated. As authorized by Bylaws section 3.6, the incumbent directors, Ms. Scott, Mr. Standlee, and Ms. Cobb, were elected by unanimous consent for three-year terms commencing January 1, 2007.

### **7.2. Protocol Committee**

Mr. Clark noted that it may be appropriate for the corporation to present a formal gift to the Nippon 2007 committee at the 2007 Worldcon, and moved the following:

**Resolution 2006-09:**

*Resolved*, That there is created a Protocol Committee as a special committee of the corporation;

*Resolved*, That the Committee is directed to investigate appropriate gifts to present to the 2007 Worldcon Committee;

*Resolved*, That the committee shall continue through the November 2007 Board of Directors meeting unless otherwise provided by the Board; and

*Resolved*, That the Committee is instructed to report to the November 2007 Board of Directors meeting or earlier at its convenience.

The President appointed Mr. Clark chairman of the Protocol Committee.

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

### **8.1. 2007 Meetings**

After the members consulted their calendars, the President designated regular meeting dates for 2007 as follows:

March 17, 11 AM, Centerville Train Station, Wullenjohn Meeting Room, Fremont

July: In conjunction with ConStruction, with date and time to be determined in consultation with the Construction Committee.

November 10, 11 AM, Centerville Train Station, Wullenjohn Meeting Room, Fremont

### **8.2. Con-X-Treme**

Mr. Coe announced the formation of Con-X-Treme, an extreme martial arts and anime convention. Mr. Coe suggested that this convention may contact us in the future for advice or other assistance.

### **8.3. ConVersation**

SFSFC has been invited to a meeting at the Fairmont San Jose on November 16, 2006 along with representatives of other SF and related specialty conventions to hear a presentation from the San Jose Convention and Visitors Bureau and San Jose area hotels.

## **9. Adjournment**

By unanimous consent, the meeting adjourned at 1:52 PM. The meeting of Directors-Elect for the purpose of electing officers was held shortly thereafter.

Kevin Standlee  
Secretary

*[Approved: 17 March 2007]*

**Appendix A: SFSFC Profit & Loss Statement, Fiscal Year to Date,  
October 31, 2006**

	<u>Jul - Oct 06</u>
<b>Ordinary Income/Expense</b>	
<b>Income</b>	
<b>Convention Income</b>	
<b>Construction 2006</b>	<u>1,770.00</u>
<b>Total Convention Income</b>	1,770.00
<b>Interest Income</b>	<u>98.43</u>
<b>Total Income</b>	1,868.43
<b>Expense</b>	
<b>Conventions</b>	
<b>Food</b>	<u>1,714.24</u>
<b>Total Conventions</b>	1,714.24
<b>Credit Card Transaction Fees</b>	166.00
<b>Grants Made</b>	1,900.00
<b>Meeting Expense</b>	108.75
<b>Postage</b>	46.92
<b>Storage Unit</b>	<u>792.00</u>
<b>Total Expense</b>	<u>4,727.91</u>
<b>Net Ordinary Income</b>	<u>-2,859.48</u>
<b>Net Income</b>	<u><u>-2,859.48</u></u>

**Appendix B: SFSFC Balance Sheet, October 31, 2006**

	<u>Oct 31, 06</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
Bank of the West Checking	5,894.52
Bank of the West - Construction	3,687.18
Bank of the West CD #1	3,447.88
Bank of the West CD #2	<u>5,590.93</u>
<b>Total Checking/Savings</b>	<u>18,620.51</u>
<b>Total Current Assets</b>	<u>18,620.51</u>
<b>TOTAL ASSETS</b>	<u><u>18,620.51</u></u>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Equity</b>	
Retained Earnings	21,479.99
Net Income	<u>-2,859.48</u>
<b>Total Equity</b>	<u>18,620.51</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>18,620.51</u></u>