



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

Sunday, November 11, 2007, Holiday Inn, San Jose, California

1. Call to Order

The regular trimesterly meeting of the Board of Directors of SFSFC, Inc., met on Sunday, November 11, 2007, in Governor's House Room C of the Holiday Inn North First Street, San Jose CA, immediately following ConStruction. The meeting was called to order at 1:39 PM, President David Gallaher presiding and Secretary Kevin Standlee recording. Members present: James Briggs, David W. Clark, Nancy L. Cobb, Wolfgang Coe, David Gallaher, Craige Howlett, Glenn Glazer, Jan Price, Cindy Scott, Kevin Standlee, and Tom Whitmore (arrived 2:00 PM). Members absent: None. Others present: Crickett Fox, Mike Higashi, Deirdre Saorise Moen, Audrey O'Connor, Pam Rice, Eric Scott, and Maurine Starkey.

1.1 Confirmation of Board Appointment

To fill the vacancy created by the resignation of Tomoko Shintani, the President appointed Glenn Glazer *ad interim* per the provisions of section 3.8 of the SFSFC Bylaws. The appointment of Mr. Glazer was ratified by unanimous consent.

2. Previous Minutes

2.1. Regular Meeting, July 22, 2007

The minutes of the regular meeting of July 22, 2007 were approved after minor corrections by unanimous consent.

3. Officer Reports

3.1. President

The President had no report.

3.2. Treasurer

3.2.1. Financial Statements

The Treasurer presented a written report (see Appendix C), Profit & Loss Statement (Appendix A) and Balance Statement (Appendix B) for the current fiscal year July 1, 2007 through November 11, 2007.

3.2.2. Corporate Credit Card

By unanimous consent, the Treasurer was authorized to open a general purpose credit card account in the name of the corporation. The corporation currently has a Kinko's credit card account, although it has not been used in some time.

3.2 Secretary

The Secretary discussed the SFSFC web site. Thanks to the Treasurer's work with Cheryl Morgan, we are now set up to accept PayPal payments again. Deirde Saorise Moen will be webmaster for the World Fantasy Convention. Upon confirmation of SFSFC's bid to host the 2009 WFC, and in consultation with Mr. Gallaher, the Secretary registered <http://www.worldfantasy2009.org/> through our existing registrar (PairNIC) and added hosting for that web site to our existing Pair.com account. The additional costs will be borne by the WFC committee.

4. Standing Committee Reports

4.1 ConStruction

Ms. Price reported. ConStruction had 38 members, some of whom were funded through a grant from Anime Resources Group (FanimeCon). The convention covered its expenses, and may not need to use the grant from the SFSFC fund for the Friday evening reception. We took 22 room-nights, which exceeded our committed room block; however, this does not reduce our space rental cost. We let CostumeCon 26 use Governor's House D (the other half of ConStruction's space) for a work session going on immediately after ConStruction. [This work session was happening during the Board meeting.]

The meeting went into Committee of the Whole, Nancy L. Cobb presiding, at 1:56, to discussion future ConStruction events. At 2:18 PM, the committee rose and reported the following motion:

Motion 2007-08: ConStruction

Moved, That

1. The provisions of the 2nd, 3rd, and 4th clauses of Motion 2007-06 are rescinded;
2. The ConStruction Committee established by Resolution 2004-23 be continued through December 31, 2010; and
3. The ConStruction Committee is hereby directed to organize a 2008 and 2010 ConStruction under the same conditions as the current series of ConStruction events;
4. The ConStruction Committee is directed to study the prospect of working with other groups to organize a ConStruction event in 2009; and
5. This motion supersedes any conflicting provisions of Motion 2007-02.

Motion 2007-08 was adopted by unanimous consent.

Moment of Remembrance

Mr. Whitmore requested that, today being Veterans Day, the meeting observe a moment of remembrance of veterans and the importance of the United States Constitution. Without objection, the meeting observed such a moment of remembrance.

4.2 HPEF 2009 ("Level Two")

The meeting went into Committee of the Whole, Ms. Cobb presiding, at 2:22 PM, to discuss reports from the HPEF 2009 Committee. The Committee of the Whole rose at 2:53 and reported that it had received a comprehensive report from the HPEF Committee and representatives of Harry Potter Educational Fanon, Inc., and that the HPEF Committee expects to conclude a written agreement between HPEF Inc. and SFSFC soon.

The President reported that he was satisfied with the progress reported with the negotiations with HPEF Inc. and the organization of "Level Two" (the name of the 2009 HPEF event).

The meeting recessed at 2:53 PM and reconvened at 3:07 PM.

4.3 SMOFCon 2010

This item was postponed until after item 5.3.

5. Special Committee Reports

5.1. SMOFCon Scholarship Committee

Mr. Standlee reported that the Committee selected Eemeli Aro and Maurine Starkey as this year's scholarship recipients. Mr. Standlee is working with the Treasurer and Mr. Aro (who lives in Finland) to get him his scholarship money with a minimum of banking overhead costs or currency exchange issues. (The Treasurer will give Mr. Standlee a check for \$450 and he will give Mr. Aro his initial scholarship award in cash at SMOFCon.)

The SMOFCon Scholarship Committee was continued by unanimous consent.

5.2. World Fantasy Convention 2009

Mr. Gallaher reported that the World Fantasy Convention, Inc. selected SFSFC's bid and that we will host the 2009 WFC. The WFC Study Committee moved the following resolution:

Resolution 2007-09 World Fantasy Con 2009 Committee

Resolved, That the World Fantasy Convention Study Committee established by Resolution 2005-08 is discharged;

Resolved, That there is established a World Fantasy Convention 2009 Organizing Committee as a standing committee of SFSFC, per section 6.1 of the SFSFC Bylaws;

Resolved, That the WFC2009 Organizing Committee is directed to operate the 2009 World Fantasy Convention under the conditions established by the board of directors of the World Fantasy Convention as negotiated by the WFC Study Committee and to assume any other responsibilities of the World Fantasy Convention Study Committee;

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 or 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 December 31, 2011, unless otherwise provided by the Board.

Resolution 2007-09 was adopted by unanimous consent.

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

Informal discussion of the 2009 WFC followed. WFC has a membership cap of 850 members. The initial membership rate is \$100 attending, \$35 supporting/staff. The Committee is in the process of filling committee positions and should have a more comprehensive report at the next meeting. As noted in the Secretary's report, we have an internet domain and web hosting (it was up and running as of the moment the selection was official).

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 3:18 PM. The Committee of the Whole rose at 3:48 PM and moved the following.

Motion 2007-10: Continued Strategic Direction

Moved, That the Strategic Development Committee be continued through the March 2008 meeting.

Motion 2007-10 was adopted by unanimous consent.

4.3. SMOFCon 2010

(This item was postponed from earlier in the meeting.)

The President appointed Glenn Glazer as a co-Chair of the SMOFCon Organizing Committee established by Resolution 2006-08. The appointment was ratified by unanimous consent. Mr. Standlee observed that, consistent with our past practice, all persons jointly chairing an SFSFC committee are styled "co-Chair," regardless of prior arrangements if those committees had only one Chair.

Mr. Glazer reported that he has discussed arrangements for a 2010 SMOFCon with several hotels in the Bay Area. He will be at the Boston SMOFCon to discuss the bid there as well.

By unanimous consent, the meeting went into Committee of the Whole, Ms. Cobb presiding, at 3:52 PM to discuss matters related to SMOFCon. At 4:01 PM, the Committee of the Whole rose and reported that it received an informal report from the SMOFCon Organizing committee and discussed potential arrangements for a future Bay Area SMOFCon, including plans for activities at this year's SMOFCon in Boston.

5.5. Protocol Committee

Mr. Clark reported that he, with the assistance of Mr. Standlee and Mr. Briggs, presented appropriate gifts on behalf of ConJose and SFSFC to Hiroke Inoue, Chairman of the Nippon 2007 committee, during the Former Worldcon Chairs Party on the final evening of Nippon 2007. A video of the presentation of gifts and Inoue-san's acceptance is on Google Video at <http://video.google.com/videoplay?docid=1550080067036285918&hl=en> and <http://video.google.com/videoplay?docid=4985392408142868509&hl=en>. The Secretary will show it after today's meeting to anyone interested. We presented Inoue-san with a set of San Jose CVB mugs (part of the cache we accidentally acquired on the last day of ConJose) and a set of San Francisco cable car pins (relics of the SF in '93 bid).

By unanimous consent and a round of applause, the Protocol Committee was thanked for its efforts and wished a happy sunset.

6. Unfinished Business

6.1. Laurie and the ConFrancisco Books

There has thus been no further progress in getting the books back into the hands of the corporation. The last telephone contact we had for Laurie isn't answering.

This issue has been kicking around for years, with little or no progress. By unanimous consent, SFSFC will cease further formal efforts to recover the leftover books from ConFrancisco.

7. New Business

7.1. Director Elections

Ms. Cobb assumed the Chair.

The terms of Mr. Gallaher, Mr. Howlett, Mr. Coe, and Mr. Briggs end at the end of this calendar year. Mr. Howlett announced that he was not seeking re-election.

The following people were nominated for the four open seats: David Gallaher, Wolfgang Coe, James Briggs, Crickett Fox, Sandra Childress.

The Secretary distributed ballots. The President appointed Mr. Standlee and Mr. Whitmore as a Committee of Tellers, who collected the ballots and went off to count them during the ensuing recess.

The meeting recessed at 4:19 PM and reconvened at 4:29 PM.

The Tellers Committee returned and reported the results of the balloting:

Seat	8	9	10	11
Fox				4
Childress			1	6
Gallaher	10			
Coe	1	6		
Briggs		5	9	
(Blank)			1	1
<hr/>				
Total with preference	11	11	10	10
Needed to Elect (Majority)	6	6	6	6

Mr. Gallaher, Mr. Coe, Mr. Briggs, and Ms. Childress were elected for three-year terms commencing January 1, 2008. Mr. Gallaher resumed the Chair.

8. Announcements/Future Meetings

Ms. Scott telephoned Ms. Childress to inform her of her election. She indicated that she would waive the notice requirement for the election of officers, which will take place at a meeting of directors and directors-elect immediately following this meeting.

8.1. 2008 Meetings

The President designated the following meetings for 2008: March 15, 11 AM, Centerville Train Station; July 19, 11 AM, location to be determined. He did not designate a November meeting date at this time. The default November meeting date is November 15, 2008.

9. Adjournment

By unanimous consent, the meeting adjourned at 4:40 PM.

Kevin Standlee
Secretary

[Approved: 15 March 2008]

Appendix A: SFSFC Profit & Loss Statement, July 1 – November 11, 2007

	<u>Jul 1 - Nov 11, 07</u>
Ordinary Income/Expense	
Income	
Convention Income	
WFC 2009	740.00
Construction 2007	<u>335.00</u>
Total Convention Income	1,075.00
Grants	-700.00
Interest Income	<u>129.89</u>
Total Income	504.89
Expense	
Convention Development	244.09
Credit Card Transaction Fees	
Paypal Fees	36.94
Credit Card Transaction Fees - Other	<u>177.85</u>
Total Credit Card Transaction Fees	214.79
Meeting Expense	163.01
Postage	54.00
Storage Unit	<u>864.00</u>
Total Expense	<u>1,539.89</u>
Net Ordinary Income	<u>-1,035.00</u>
Net Income	<u><u>-1,035.00</u></u>

Appendix B: SFSFC Balance Sheet, November 11, 2007

	<u>Nov 11, 07</u>
ASSETS	
Current Assets	
Checking/Savings	
Bank of the West Checking	2,455.28
Bank of the West - Construction	3,687.18
Bank of the West CD #1	3,601.74
Bank of the West CD #2	5,850.75
PayPal	<u>749.80</u>
Total Checking/Savings	<u>16,344.75</u>
Total Current Assets	<u>16,344.75</u>
TOTAL ASSETS	<u><u>16,344.75</u></u>
LIABILITIES & EQUITY	
Equity	
Retained Earnings	17,379.75
Net Income	<u>-1,035.00</u>
Total Equity	<u>16,344.75</u>
TOTAL LIABILITIES & EQUITY	<u><u>16,344.75</u></u>

Appendix C: Treasurer's Report, July 21, 2007

Current assets are \$16344.75. This includes memberships via PayPal for both Construction 2007 and World Fantasy Convention 2009, but no other income for those two conventions. There is approximately another \$2000 in income not yet on the books.

2007 Taxes are not yet filed. Due to a very busy schedule the Treasurer has not yet been able to get the data to our Accountant. The extension of time to file has been sent (deadline was 11/15) and that gives us until 2/15/08 to file. We anticipate having the taxes filed by January 1, 2008.

Our PayPal account has a limit of \$500 per month withdrawal until we add my PERSONAL social security number (not happening) or a credit card to the account for extra verification – yes, the checking account has already been verified. I have applied for a debit card on the main checking account in order to satisfy this requirement and should have it in 7-10 business days.

Respectfully submitted,

Cindy Scott