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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)

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

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# Regular Meeting of Board of Directors Minutes

Saturday, November 22, 2014, Sunnyvale, California

## 1. Call to Order

The regular trimesterly meeting of the Board of Directors of SFSFC, Inc., met on Saturday, November 22, 2014, in the home of Cindy Scott, 969 Asilomar Terr #6, Sunnyvale CA 94086-2438. The meeting was called to order at 11:22 AM, President David Gallaher presiding and Secretary Kevin Standlee recording. Members present (\*by telephone †*ex officio* non-voting director ‡director emeritus): David W. Clark, Kathryn Duval†, David Gallaher, Glenn Glazer, Lisa Deutsch Harrigan, Cheryl Morgan\*, Kevin Roche†, Cindy Scott, Randy Smith\* (left 1:25 PM), Spike, Kevin Standlee, Andy Trembley. Members absent: Dawn Plaskon†, Sandra Childress (Proxy to Cindy Scott), Tom Whitmore‡.

## 2. Previous Minutes

The minutes of the previous meetings are now adopted by unanimous consent via the Board e-mail list and published on the corporation's web site.

## 3. Officer Reports

### 3.1. President

The President had no report at this time.

### 3.2. Treasurer

Treasurer Lisa Deutsch Harrigan reported. We filed our Forms 990/199 (Federal/State) on November 15, 2014.

#### 3.2.1. Financial Statements

The Treasurer distributed paper copies of General Fund reports (see Appendices A-B) and discussed them in detail. Our current "unconstrained" balance (not earmarked for a specific fund) is approximately \$3000-\$4000.

### 3.3 Secretary

The SMOFCon28.org web site was renewed by Cindy Scott.

## 4. Standing Committee Reports

### 4.1. London in 2014 Committee

Spike and Kathryn Duval (Loncon 3 agent) reported. (See Appendix C for full report.)

## 4.2. Westercon 66 Committee

Co-Chairs Andy Trembley and Kevin Roche reported. To the best of their knowledge, all tasks are complete and there's nothing left to do. The Westercon 66 Committee moved that it be discharged:

### **Resolution 2014-02: Westercon 66 Discharged**

*Resolved*, That the Westercon 66 Committee established by resolution 2011-04 is discharged.

By unanimous consent, the Westercon 66 Committee was discharged, and the committee was thanked profusely. The Treasurer will transfer any Westercon funds remaining in the bank account to the general fund and management of the account will be transferred to the San Jose in 2018 bid committee for that committee's use.

## 4.3. Nebula Awards Weekend

Cindy Scott reported. The committee thinks that it has completed all of its responsibilities and moved that it be discharged:

### **Resolution 2014-03: Nebula Awards Weekend Committee Discharged**

*Resolved*, That the Nebula Awards Weekend Committee established by resolution 2011-08 is discharged.

By unanimous consent, the Nebula Awards Weekend Committee was discharged, and the committee was thanked profusely.

The meeting recessed at 12:07 PM and reconvened at 12:21 PM.

## 4.4. SJ2018 Worldcon Bid Committee

At 12:22 PM, the meeting went into Committee of the Whole, David W. Clark presiding, to receive a report from San Jose in 2018 Worldcon Bid Committee Chairman Andy Trembley. At 1:29, the Committee of the Whole rose and reported:

- The Committee submitted a financial report (See Appendices D-E)
- 95 pre-supporting members of different classes (49 pre-supporters, 1 pre-opposer, 40 Friend of Bid, 5 Venture Capitalists). Many have been chipping in the RegOnline fees as additional contributions.
- Bid party planned for Loscon. Other appearances being planned.
- Bid chair will be at SMOFCon.
- The bid's marketing strategy, website, and timeline continues to evolve.
- Cindy Scott is taking over as Bid Treasurer, reporting to Lisa Harrigan (Corporate Treasurer)

The meeting recessed at 1:30 PM and reconvened at 1:40 PM.

## **5. Special Committee Reports**

### 5.1. SMOFCon Scholarship Committee

The SMOFCon Scholarship Committee was continued by unanimous consent.

## 6. Unfinished Business

### 6.1 1993 Hugo Award Restoration

Mr. Clark reported. Although we're aware of some deterioration or corrosion of some of the plates on the 1993 Hugo Award trophies, we've had no requests for replacement or restoration.

## 7. New Business

### 7.1 CostumeCon

Radar reported that she is working on a bid for a San Jose in 2020 CostumeCon. If the bid matures (the selection would be in 2017), she would like to run it under the SFSFC corporate umbrella. After discussion, the Board considered the following resolution:

#### **Resolution 2014-04: CostumeCon 2020**

*Resolved*, That there is established a CostumeCon 2020 Convention Organizing Committee as a standing committee of SFSFC, per section 6.1 of the SFSFC Bylaws;

*Resolved*, That the Committee is directed to bid for, and if selected, operate CostumeCon 2020 at a site to be determined in the San Francisco Bay Area;

*Resolved*, That the Committee is instructed to operate under the current revision of the Procedures for Lifecycle of a Standing Committee; and

*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.

After discussion, Resolution 2014-04 was adopted by unanimous consent.

The President appointed Jennifer "Radar" Wylie as Chairman of the CostumeCon 2020 Convention Organizing Committee. This appointment was ratified by unanimous consent.

### 7.2 Director Elections

The terms of David W. Clark, Cheryl Morgan, Glenn Glazer, and Lisa Deutsch Harrigan end on December 31 of this year.

Nominated: David W. Clark, Cheryl Morgan, Glenn Glazer, Lisa Deutsch Harrigan.

Without objection, the four incumbent directors (David W. Clark, Cheryl Morgan, Glenn Glazer, and Lisa Deutsch Harrigan) were elected for three year terms commencing January 1, 2015.

Mr. Glazer moved:

#### **Resolution 2014-05: Directors**

*Resolved*, That the Board of Directors is hereby increased to 12 seats; and

*Resolved*, That the additional seat's first term shall end December 31, 2015.

Mr. Glazer said that as long as we have eager, qualified people who want to work, we should not put them in contention with each other, but should welcome them to the board.

Spike doesn't think that expanding the board serves any useful purpose.

Mr. Standlee spoke in favor, pointing out that having an even number of directors is not a problem, as tied votes lose and are not deadlocks.

Resolution 2014-05 passed on a vote by show of hands 5-2.

The President appointed Kevin Roche to the newly-created seat. This appointment was ratified by unanimous consent. Mr. Roche's term ends December 31, 2015

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

### **8.1. 2015 Meetings**

Future meeting dates for 2014 are as follows:

- March 21, 2015
- July 18, 2015
- November 21, 2015

The President will investigate sites and announce a decision on the sites of the meetings later.

## **9. Adjournment**

By unanimous consent, the meeting adjourned at 2:49 PM.

A meeting of directors-elect for the purpose of electing officers for 2015 took place immediately after this meeting.

Kevin Standlee  
Secretary

[Approved March 21, 2015]

## Appendix A: SFSFC General Fund, Profit & Loss, Fiscal Year to Date, November 22, 2014

	<u>Apr '14 - Mar 15</u>
<b>Ordinary Income/Expense</b>	
<b>Income</b>	
<b>Convention Income</b>	
<b>San Jose in 2018 Bid</b>	
Donations	350.92
Pre-Oppose	40.00
Pre-Support	5,390.00
<b>Total San Jose in 2018 Bid</b>	<u>5,780.92</u>
London in 2014	<u>5,000.00</u>
<b>Total Convention Income</b>	<u>10,780.92</u>
<b>Total Income</b>	<u>10,780.92</u>
<b>Gross Profit</b>	10,780.92
<b>Expense</b>	
<b>Conventions</b>	
<b>San Jose in 2018</b>	
SJin2018 Expense-See Sub Report	<u>970.51</u>
<b>Total San Jose in 2018</b>	<u>970.51</u>
<b>Total Conventions</b>	970.51
Credit Card Transaction Fees	55.65
Filing Fees	0.00
Internet	332.64
Interest Expense	48.65
Miscellaneous	70.00
Postage	80.00
Storage Unit	1,116.00
Tax	
State	<u>35.00</u>
<b>Total Tax</b>	<u>35.00</u>
<b>Total Expense</b>	<u>2,708.45</u>
<b>Net Ordinary Income</b>	8,072.47

**Net  
Income**

8,072.47

## Appendix B: SFSFC General Fund, Balance Sheet, November 22, 2014

Note: "Corporate Money" accounts are unrestricted general funds. All other asset funds are restricted to specific committees or are (like PayPal) holding accounts for money moving from fund to fund.

	<u>Nov 22, 14</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
<b>Corporate Money</b>	
Main Checking	28,054.10
CD #1	3,827.49
Construction Checking	<u>100.00</u>
<b>Total Corporate Money</b>	31,981.59
PayPal	1,453.44
Westercon 66 Checking	6,837.61
London in 2014	<u>9,698.50</u>
<b>Total Checking/Savings</b>	49,971.14
<b>Accounts Receivable</b>	
Accounts Receivable	<u>422.50</u>
<b>Total Accounts Receivable</b>	422.50
<b>Other Current Assets</b>	
SFSFC Petty Cash Fund	218.57
WC66 Petty Cash/Cash Box	<u>135.05</u>
<b>Total Other Current Assets</b>	<u>353.62</u>
<b>Total Current Assets</b>	<u>50,747.26</u>
<b>TOTAL ASSETS</b>	<u><u>50,747.26</u></u>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Other Current Liabilities</b>	
SJ in 2018 - In Corp Money Acct	4,561.58
London in 2014 Liabilities	<u>4,698.50</u>
<b>Total Other Current Liabilities</b>	<u>9,260.08</u>
<b>Total Current Liabilities</b>	<u>9,260.08</u>

<b>Total Liabilities</b>	9,260.08
<b>Equity</b>	
Temp. Restricted Net Assets	25,000.00
Adjusted Earnings	-124.33
Retained Earnings	8,539.04
Net Income	<u>8,072.47</u>
Total Equity	<u>41,487.18</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>50,747.26</u></u>



**Appendix C: London 2014 Report, November 16, 2014**

Note: this report is amended from the original version submitted to the November 16, 2014 meeting.

**Status:**

Loncon 3, the 72nd Worldcon was successfully held on August 14 through 18, 2014. The convention had over 10,000 total registrations and over 7,000 actual attendees.

Copies of the souvenir book will be sent to Supporting members of Loncon 3. Europe should have received them by now, but the second printing of souvenir books has been delayed. We now anticipate mailing those to members in Australia, New Zealand and North America in early 2015, i.e. in February.

**Financial Summary:**

\$17,275.32 funds in the checking account as of October 31, 2014.

The main expenses paid from this account following the convention have been payments to Loncon 3 artists. These debts are mostly discharged, but other invoices and reimbursements continue to dribble in and are being paid from this US\$ account.

Submitted 22 November 2014:  
Kathryn Duval / Spike  
c/o London in 2014  
530 Showers Drive Suite 7 #110  
Mountain View, CA 94040

## Appendix D: San Jose in 2018 Worldcon Bid Committee, Profit & Loss, Lifetime to Date, November 10, 2014

	<u>Nov 10, 14</u>
<b>Income</b>	
<b>4100000 · Bid Income</b>	
<b>4110000 · Pre Supporting</b>	
4110100 · Regular	980.00
4110200 · Early Adaptor - Friend of Bid	3,510.00
4110300 · Venture Capitalist	<u>900.00</u>
<b>Total 4110000 · Pre Supporting</b>	5,390.00
<b>4120000 · Pre Opposing</b>	
4120100 · Regular	<u>40.00</u>
<b>Total 4120000 · Pre Opposing</b>	40.00
<b>4170000 · Donations and Grants</b>	
4170100 · General Donations	194.72
4170101 · Reg Fee Payment	156.20
4170200 · San Jose City Grant	<u>25,000.00</u>
<b>Total 4170000 · Donations and Grants</b>	<u>25,350.92</u>
<b>Total 4100000 · Bid Income</b>	<u>30,780.92</u>
<b>Total Income</b>	<u>30,780.92</u>
<b>Gross Profit</b>	30,780.92
<b>Expense</b>	
<b>6100000 · Bid Expense</b>	
<b>6101000 · Adverting &amp; Parties</b>	
6101010 · Ads in Other Program Books	<u>460.00</u>
<b>Total 6101000 · Adverting &amp; Parties</b>	460.00
<b>6102000 · General Bid Expenses</b>	
6102010 · RegOnline Fees	323.05
<b>6102020 · Credit Card &amp; Paypal Fees</b>	
6102021 · Reg Credit Card Fees	150.01
6102022 · Square Fees	6.88
6102023 · Paypal Fees	<u>30.57</u>
<b>Total 6102020 · Credit Card &amp; Paypal Fees</b>	<u>187.46</u>
<b>Total 6102000 · General Bid Expenses</b>	510.51

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<b>Total 6100000 - Bid Expense</b>	<u>970.51</u>
<b>Total Expense</b>	<u>970.51</u>
<b>Net Income</b>	<u><u>29,810.41</u></u>

## Appendix E: San Jose in 2018 Worldcon Bid Committee, Balance Sheet, November 10, 2014

	<u>Nov 22, 14</u>
<b>ASSETS</b>	
Current Assets	
Checking/Savings	
11000 · Corporate Bank Accounts	
11100 · Westercon 66 Account	3,356.43
11200 · Paypal	962.03
11300 · SFSFC Bank Account	<u>25,243.12</u>
Total 11000 · Corporate Bank Accounts	29,561.58
12000 · Cash on hand	
12100 · Sales Table Cash	<u>30.00</u>
Total 12000 · Cash on hand	<u>30.00</u>
Total Checking/Savings	29,591.58
Accounts Receivable	
13000 · Accounts Receivable	<u>218.83</u>
Total Accounts Receivable	<u>218.83</u>
Total Current Assets	<u>29,810.41</u>
<b>TOTAL ASSETS</b>	<b><u>29,810.41</u></b>
<b>LIABILITIES &amp; EQUITY</b>	
Equity	
32000 · Unrestricted Net Assets	25,000.00
Net Income	<u>4,810.41</u>
Total Equity	<u>29,810.41</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b><u>29,810.41</u></b>