



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 17, 2004, Fremont Public Library, Fremont, California

1. Call to Order

The regular trimesterly meeting of the Board of Directors of SFSFC, Inc., met on Saturday, July 17, 2004, in the Fukaya B Room of the Fremont Public Library, Fremont CA. The meeting was called to order at 1:00 PM, President David Gallaher presiding and Secretary Kevin Standlee recording. Members present: David W. Clark, Nancy L. Cobb, Crickett Fox, David Gallaher, Craig Howlett, Cindy Scott, Michael Siladi, Kevin Standlee, Tom Whitmore. Members absent: Kathryn Daugherty, Jan Price. Tony Cratz presented an unrestricted proxy to him from Kathryn Daugherty. Nancy L. Cobb presented a restricted proxy to her from Jan Price. Others present: Wolfgang Coe, Robert Daverin, Mike Higashi, Elisa Sheets.

2. Previous Minutes

2.1. Regular Meeting, March 13-14, 2004.

Several typographical errors were noted and corrected. The minutes of the regular meeting of March 13-14, 2004 were approved as amended by unanimous consent.¹

3. Officer Reports

3.1. President

The President reported that he appointed Craig Howlett to chair the ConStruction Committee created by Motion 2004-11.

3.2. Treasurer

3.2.1. Financial Statements

The Treasurer distributed copies of current financial statements for the corporate General Fund. Mr. Standlee reminded the Treasurer of his responsibility to produce an Annual Report under bylaws section 8.5.

3.2.2. Accounting Guidelines for Standing Committees

The Treasurer distributed a draft document, which the board discussed in general terms. The Board, by unanimous consent, directed the Treasurer to polish off loose ends noted in the

¹ All votes at this meeting were by 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. When a vote count appears, it means that the vote was taken by a counted show of hands.

document and to report back a “version 1.0” for possible adoption as official policy at the next regular meeting.

3.2.3. IRS/FTB Filings

The Treasurer agreed to produce copies of IRS forms 990 and FTB forms 199 filed by the corporation for the fiscal years ending June 30, 2001, 2002, 2003 and 2004 at the next regular meeting.

4. Standing Committee Reports

4.1. ConJosé

The co-Chairs of the Standing Worldcon Operating Committee, Mr. Standlee and Mr. Whitmore, presented a written report (see appendix), and ConJosé Controller Cindy Scott distributed financial statements for the ConJosé Fund as of June 30, 2004. The ConJosé committee moved the adoption of the resolution contained in its report, providing that the ConJosé Committee be formally discharged and that the corporation create a “caretaker” asset management committee.

Resolution 2004-14: ConJosé Discharge and Transition Provisions

Resolved, That the ConJosé 2002 Standing Worldcon Operating Committee is hereby discharged;

Resolved, That there is established a ConJosé Asset Management Committee (CJAM Committee) consisting of Kevin Standlee, Tom Whitmore, and Cindy Scott;

Resolved, That the CJAM Committee is charged to manage those assets and responsibilities of SFSFC inherited from the ConJosé 2002 Standing Worldcon Operating Committee, including WSFS reporting responsibilities; and

Resolved, That the CJAM Committee is directed to pay all ongoing expenses of SFSFC, in consultation with the Corporate Treasurer, unless such payments would not reduce the WSFS reportable surplus of ConJosé.

Mr. Siladi moved to add an additional clause to the resolution:

Resolved, That this committee shall complete its responsibilities and be discharged as of September 30, 2004.

Mr. Siladi spoke for this amendment. Mr. Standlee spoke against.

Mr. Clark asked how many more WSFS reports we expect to make. Mr. Whitmore estimated that we expect to report to the 2004 and 2005 WSFS Business Meetings, with our Final Report to WSFS in 2005.

The amendment failed on a vote by show of hands.

Mr. Siladi spoke in favor of the original motion.

Mr. Clark asked when the committee plans to hand over control of the ConJosé bank account to the Treasurer. Mr. Standlee said that the committee can do so at such time as the Treasurer finds convenient, and that the committee will want to do so when the account balance drops below the point where it would start incurring service charges.

Resolution 2004-14, creating a ConJosé Asset Management Committee as a special committee, was adopted by unanimous consent. The Board gave the now-discharged ConJosé Worldcon Committee a round of applause.

The meeting recessed at 2:19 PM and reconvened at 2:30 PM.

5. Special Committee Reports

5.1. SMOFCon Scholarship Committee

The committee reported that they received seven applications. It being clear that members of the Board wanted to discuss the individual applications, the committee moved to go into Executive Session. The motion passed and the meeting went into Executive Session at 2:33 PM.

[Proceedings held in Executive Session are private and not published. Members of the Board of Directors are cautioned that they are on word of honor not to divulge the proceedings held in Executive Session. The minutes of the Executive Session are in a separate document distributed only to members of the Board of Directors or their proxies.]

The Executive Session ended at 2:57 PM, having adopted the following motion²:

Motion 2004-20:

Moved, To award, based on the advice of the SMOFCon Scholarship Committee, \$500 scholarships for the purpose of attending SMOFcon 22 to Tomoko Shintani and Wolfgang Coe, subject to their acceptance, and

Moved, That should a recipient decline their award, the SMOFCon Scholarship Committee is authorized to designate an alternate recipient.

The results of the session (the motion adopted above) were temporarily held under embargo pending the acceptance of the award recipients, but the Committee was directed to publicize the results once the recipients accepted their awards. (This implicitly continued the SMOFCon Scholarship Committee to the next regular meeting.)

5.3 Open Meeting Study Committee

Ms. Cobb, per her proxy from Ms. Price moved to postpone the report of the Committee of the Whole on Open Meeting Results to the next regular meeting. The motion to postpone was adopted by unanimous consent.

5.2. ConStruction

Mr. Howlett presented a proposal for a ConStruction conrunning convention for October 16-17, 2004, including a facility proposal and outline of programming.

Ms. Fox asked about parking; Mr. Howlett said that free or reduced-price parking is available on weekends.

Per a question by Mr. Gallaher, Mr. Howlett expected that the convention break-even point would be 50 members.

There was general discussion of potential dates, budget, program, and other factors involved in organizing such a convention. Mr. Standlee moved the following:

Motion 2004-21:

Moved, To continue the ConStruction Committee as currently constituted;

² Motions and resolutions are presented with numbers out of order in these minutes because business submitted in advance of the meeting is generally assigned a motion/resolution number in advance.

To plan for ConStruction convention-running conventions for 2005 and 2006; and
To present a plan to the Board of Directors at the next regular meeting, including a resolution to establish a standing committee for the purpose of organizing ConStruction.

Motion 2004-21 was adopted by unanimous consent.

Mr. Siladi raised a question of personal privilege regarding certain comments made to him by Mr. Howlett during the discussion of ConStruction proposals. The President reminded all directors about how meeting decorum works and how members should address the Chair and respect each other's rights of the floor. ("Politeness counts.")

6. Unfinished Business

6.1. Directors Retreat

Ms. Fox stated that her research indicates that we could get better rates in March than in November. Ms. Cobb asked about costs. Mr. Standlee moved to postpone discussion and decision to the next regular meeting. The motion to postpone was adopted by unanimous consent.

6.2. VSFA/VegaCon Art Show Grant (2004-9)

Ms. Scott reported on the timeline of events regarding this grant. VegaCon I, originally announced for this October, has been canceled, with no firm date for a future convention announced. Mr. Siladi moved the following resolution:

Motion 2004-22:

Moved, To rescind Resolution 2004-9; and

To request that the Vegas Science Fiction Association return any grant money paid to them by SFSFC.

There was some discussion of the mechanics of recovering the grant money, and an agreement that the ConJosé Asset Management Committee (CJAMC) can incur reasonable bank fees, if necessary, in order to recover this grant. (The original grant was paid from ConJosé's bank account and the recovery of the grant increases ConJosé's WSFS-reportable balance.)

Motion 2004-22, rescinding the VegaCon Art Show Grant, was adopted by unanimous consent.

6.3. Laurie and the ConFrancisco Books

Ms. Fox reported that Laurie is moving again and that she's working with Ms. Scott to get any material owned by ConFrancisco (and thus now owned by SFSFC) shipped to our storage locker.

The meeting recessed at 3:30 PM and reconvened at 3:40 PM.

7. New Business

7.1. Grant Request Handling

Ms. Scott asked that all grant requests include information on to whom the check should be made payable and to where we should send it. There was general discussion of how to handle grants.

7.2. Grant Request: Clarion West

The Board received a request for a matching grant from Clarion West. Mr. Whitmore moved the adoption of the following resolution:

Resolution 2004-15: Clarion West Writers' Workshop

Resolved, that SFSFC shall match grants to the Clarion West Writers' Workshop for the purposes cited in their grant request, to a maximum total of \$2000.

Without objection, a blank was created in the resolution, with candidate amounts of \$2000, \$1500, \$1000, and \$750.³ Various members of the Board spoke in favor of different values. After a series of votes by show of hands, \$1000 filled the blank.

Resolution 2004-15, as amended to read as follows, passed on a vote by show of hands.

Resolution 2004-15: Clarion West Writers' Workshop

Resolved, that SFSFC shall match grants to the Clarion West Writers' Workshop for the purposes cited in their grant request, to a maximum total of \$1000.

7.3 Grant Request: Shipping Cases

Mr. Standlee moved the adoption of the following resolution:

Resolution 2004-16: Worldcon Exhibit Shipping Cases

Resolved, that SFSFC grants \$3000 to Massachusetts Convention Fandom Inc. (MCFI) for the purpose of purchasing high-quality exhibit shipping cases for the use of all future World Science Fiction Conventions.

Mr. Standlee spoke in favor of the motion, explaining that while MCFI (Noreascon 4) made the grant request and will purchase the cases, they intend to pass them on to their successors. The intent is to build up a set of quality shipping cases for storage and transportation of the Worldcon historical exhibits. Most Worldcons cannot justify purchasing this equipment during their own convention; however, Mr. Standlee believes that this is an ideal use of Worldcon surplus funds.

Mr. Siladi agreed that the cases sound like a good idea; however, he was concerned that cases must meet Transportation Security Administration requirements for inspection, lest the TSA demolish the cases while breaking into them for inspection.

On a motion by Mr. Whitmore, a blank was created in the motion, with candidate amounts of \$3000, \$2500, and \$2000. \$3000 filled the blank.

Resolution 2004-16 was adopted by unanimous consent. Mr. Standlee said he would ask MCFI to mark cases indicating who purchased them.

7.4 Grant Request: Strange Horizons

The Board received a request for a grant from Strange Horizons. Mr. Standlee moved the adoption of the following resolution:

Resolution 2004-17: Strange Horizons

Resolved, that SFSFC grants \$500 to Strange Horizons for the general operating costs as cited in their grant request.

Mr. Siladi moved to strike out \$500 and insert \$600, and spoke in favor of the amendment, pointing out that this would pay for one year's web hosting fees. The amendment was adopted by show of hands.

³ When filling blanks to spend money, you vote on them in descending order. The first to get a majority fills the blank, and you do not vote on any of the subsequent choices.

Resolution 2004-17, as amended to \$600, passed on a vote by show of hands.

Mr. Siladi commented on how well written the proposal was, and that others should take it as an example of how to write grant requests.

7.5. Grant Request: Due North/Westercon 58

The Board received a request for a grant from the Canada West Science Fiction Association, non-profit parent corporation of Westercon 58 (“Due North”). Mr. Whitmore moved the adoption of the following resolution:

Resolution 2004-18: Due North/Westercon 58

Resolved, that SFSFC grants US\$1000 to the Canada West Science Fiction Association (CWSFA), a non-profit society organized under the Alberta Societies Act, for the purposes of funding a guest of honor from the USA to Westercon 58 (“Due North”).

Mr. Standlee spoke in favor of the resolution; however, he also explained that, as a member of the board of directors of CWSFA, he would recuse himself from any votes on the matter.

On a motion by Ms. Cobb, a blank was created in the motion, with candidate amounts of \$1000, \$750, and \$500.

Mr. Siladi spoke against the concept of giving them any money at all, and pointed out that ConAdian, the 1994 Worldcon in Winnipeg, still has a lot of leftover money.

Mr. Standlee said that CWSFA is also in discussion with ConAdian, and that they anticipate getting a grant from them of around CA\$5000.

Mr. Whitmore moved to postpone any action on this resolution to the next regular meeting. The motion to postpone (which carries the pending blank and values to fill it with it) was adopted by a vote by show of hands.

7.6. Standing Rule: Postpone Definitely

Mr. Standlee introduced the following motion:

Motion 2004-19: Postponement

Moved, To adopt the following special rule of order as a Standing Rule:

Standing Rule 2.

The motion to postpone definitely is allowed at all meetings, even if more than a quarterly time interval will elapse before the next regular meeting. No motion may be postponed beyond the next regular meeting.

Background

SFSFC has commonly postponed action on motions to the next regular meeting by postponing them definitely. The Secretary was recently re-reading our parliamentary authority and noticed that groups that regularly meet less often than quarterly (such as SFSFC) are not supposed to be able to postpone motions beyond the end of the current meeting or a continuation of it. This amendment adds a standing rule that confirms our existing practice of allowing motions to be postponed to the next regular meeting, and explicitly prohibits postponement of a motion beyond the next regular meeting.

This amendment is mainly technical in nature. It would not allow postponement if the substantive impact of postponement were to kill the motion (for example, by postponing a decision beyond the time when the decision must be made in order to have any substantive effect), as this is already prohibited by the rules regarding Postpone Definitely.

Motion 2004-19 was adopted by unanimous consent

8. Announcements/Future Meetings

8.1. Saturday, November 13, 2004

By unanimous consent, the President was authorized to change the previously designated date of November 14 to November 13, and to make arrangement for meeting location and time.

9. Adjournment

There was a round of applause for Mr. Howlett and Mr. Coe, who arrived early for today's meeting and found that the air wall separating the two halves of the room was not in place. They acted to secure our reserved space, as the group holding the other half of the room had been in the process of taking over all of the space.

By unanimous consent, the meeting adjourned at 4:31 PM.

Kevin Standlee
Secretary

Approved: November 13, 2004

Appendix A: ConJosé Worldcon Operating Committee Report — July 2004

Executive Summary

The ConJosé committee has accomplished all of its remaining major goals and is ready to be discharged. We recommend that the Board establish a small committee to manage the remaining assets of ConJosé and the WSFS reporting requirements that the corporation inherits from the convention.

Convention Finances

A convention profit and loss statement for the convention's final fiscal year ending June 30, 2004 and for the convention's entire fiscal lifetime to date and a balance sheet as June 30, 2004 was submitted to the Board under separate cover. No bills remain unpaid. All expenses have been paid.

Tasks Accomplished March – June 2004

- **WSFS Mark Protection Committee.** Our appointment to the WSFS MPC extends until the end of the 2004 WSFS Business Meeting. Our appointee, Cheryl Morgan, continues to participate in the MPC's affairs, as does elected member Kevin Standlee. There are some interesting developments on the MPC, and the MPC has deflected a potentially serious infringement on one of the WSFS service marks. Kevin can elaborate on this upon request.
- **Additional "Level Playing Field" (Policy 004) Expense Reimbursements.** See the committee's March 2004 report. All such expenses have been paid and are reflected in our financial statements.

Status: **Closed.**

Remaining Major Tasks

- **Surplus Sale.** The convention has a storage locker full of office equipment, furniture, and assorted miscellany, all of which is costing us money for locker rental. Cindy Scott organized an inventory list of everything that is surplus to requirements and selling it or otherwise disposing of it as possible. We have donated some assets (mostly old computers) to Wiscon and to CascadiaCon, both of which are backed by 501(c)(3) organizations. (Note that we should include this in our next IRS return as among our charitable activities.) We have sold other assets for salvage value, and donated the remainder to charity if possible.

Cindy has arranged to ship material where necessary, and to move the small amount of equipment (including a couple of file cabinets) to a much smaller storage unit in the same building as our original large locker. We propose that the corporation use this locker as a central storage for its records, which are currently distributed amongst the homes of directors and former directors in a regrettably disorganized manner.

Goal for completion: **June 2004.** Status: **Mostly complete; loose ends remain.**

Minor Tasks

- **Membership Count.** Based on the database after doing the post-con mailing, and to the best of our ability to calculate a figure that is known to be difficult to calculate due to conflicting definitions, we calculate that **5,162** individual human beings constructively attended ConJosé (warm-body count). Using the WSFS Formulation of Long List Entries committee definition, the “members of all kinds” (not including contractors given badges for ease of access, but including non-attending members) count is **5,916**.

Kevin has (available upon request) a complete analysis of membership types, and a copy of the comparison to other Worldcons for which the FOLLE committee has numbers. He has been working with the FOLLE committee to get a definitive figure and to make sure our entry in future Worldcon Long Lists is correct. In particular, we want to make sure that the estimate of 5,300 bodies-on-site used in the Torcon 3 Souvenir Book is corrected to the more-accurate 5,162 figure above.

Goal: **April 2004**. Actual: **June 2004**. Status: **Closed**

- **Report to WSFS Business Meeting.** Beginning with the 2004 WSFS Business Meeting, SFSFC will be required to make such reports, for as long as a reportable balance remains. Status: **Ongoing SFSFC Responsibility**.
- **Web Site.** The FANAC fan history web site has agreed to host an archived <http://www.conjose.org/> web site; we would like to offer them a one-time grant of \$500 to fund their ongoing project in return for this hosting. Now that the site has moved to FANAC’s servers, we expect no further changes; however, we expect to retain the ability to edit the site on the FANAC servers if necessary. We have discontinued the ongoing expense of paying for web hosting while preserving the convention web site for historical reasons. Note, however, that the conjose.org domain will remain the property of (and responsibility of) SFSFC. The corporation will need to renew the domain the next time it comes up for renewal in August 2006, and should they wish to reuse the name, they could “reclaim” the web site from FANAC. The Committee hopes that SFSFC will help keep the historical web site alive for future interest.

The ConJosé Committee recommends that it be given to the ConJosé Asset Management Committee (see our proposal later in this report).

Goal: **June 2004**. Actual: **July 2004**

Committee Wind-Down

The ConJosé Committee’s authorization expired on June 30, 2004, per the resolution originally establishing the committee. In the brief period between then and the July 17, 2004 SFSFC Board of Directors meeting, the Committee has continued to manage the assets of ConJosé in consultation with the President and Treasurer of the corporation.

The Committee is ready to “hand in the keys” and transfer all its assets to the control of the corporation. We expect to be able to report to the 2004 WSFS Business Meeting that the ConJosé Committee has been discharged and that SFSFC will directly manage any further obligations of the convention.

Transfer of ConJosé Assets to SFSFC

The last time SFSFC faced the administrative discharge of a Worldcon committee, it simply took charge of the convention's bank account. At that time, the corporation did not actually have a separate general fund account. ConFrancisco's assets became, in effect, the original SFSFC General Fund. Because the corporation's structure has changed since the last time we discharged a Worldcon committee, we suggest a different approach to the discharge of the ConJosé committee.

Originally the ConJosé Committee planned to close all of its bank accounts and simply give the corporate Treasurer a cashier's check for the remaining balance. However, upon reflection we realized that it would make it much easier to keep track of our reportable balance to WSFS if we kept the WSFS-accountable money in a separate bank account. After consulting with the corporate President and Treasurer, we developed a recommendation that the corporation form a small committee to manage the residual responsibilities and assets, including the former CJ bank account.

The ConJosé committee moves the adoption of the following transition resolution. Note that the committee formed by this motion is *not* a standing committee of the corporation, and must report to each regular Board meeting and be continued by explicit Board action. Should the Board not continue the committee, the "sunset" provisions of the SFSFC Bylaws would automatically discharge the committee.

Resolution 2004-14: ConJosé Discharge and Transition Provisions

Resolved, That the ConJosé 2002 Standing Worldcon Operating Committee is hereby discharged;

Resolved, That there is established a ConJosé Asset Management Committee (CJAM Committee) consisting of Kevin Standlee, Tom Whitmore, and Cindy Scott;

Resolved, That the CJAM Committee is charged to manage those assets and responsibilities of SFSFC inherited from the ConJosé 2002 Standing Worldcon Operating Committee, including WSFS reporting responsibilities; and

Resolved, That the CJAM Committee is directed to pay all ongoing expenses of SFSFC, in consultation with the Corporate Treasurer, unless such payments would not reduce the WSFS reportable surplus of ConJosé.

Ongoing Responsibilities

Until such time as SFSFC has spent a sum equal to the amount of any remaining reportable balance of ConJosé, it must continue to submit annual reports to the WSFS Business Meeting. Details of this process were in our March 2003 report. (Interest earned on the surplus is not reportable to WSFS, and we transferred interest earned since September 2002 to the General Fund before June 30, 2004.)

Convention non-cash assets include a small amount of office equipment (moved to a small storage locker in the same complex as the now-closed CJ locker; see above), and the ConJosé web site (see earlier in this report).

Conclusion

ConJosé is over, and SFSFC is now responsible for managing the remaining assets of the convention. ConJosé is happy to be able to turn over a surplus to the corporation to be used for

such purposes as SFSFC sees fit and within the guidelines agreed to under the WSFS Constitution.

Despite some notable rough spots, we think the corporation can look back over the past eight years (starting with the formation of the 2002 Bid committee in July 1996) with some pride in our accomplishment. We ran a fiscally responsible Worldcon. Our convention program earned praise from many quarters. Over 5,000 people attended the convention. We earned a surplus, but not an excessive one. We passed on a reasonable proportion of our surplus to our successors under Pass-Along Funds, and we did so in a timely manner and without having to be nagged into doing so. In many ways, ConJosé set a good example for our successors to follow, and even when we did not, we attempted to be as open as we could about our mistakes so that our successors could learn from us.

Kevin Standlee

Tom Whitmore

July 14, 2004