



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, March 12, 2005, Centerville Train Station, Fremont, California

1. Call to Order

The regular trimesterly meeting of the Board of Directors of SFSFC, Inc., met on Saturday, March 12, 2005, in the Bill Wullenjohn Meeting Room of the Centerville Train Station, 37260 Fremont Blvd., Fremont CA 94536. The meeting was called to order at 12:06 PM, President David Gallaher presiding and Secretary Kevin Standlee recording. Members present: James Briggs, David W. Clark, Nancy L. Cobb, Crickett Fox, David Gallaher, Jan Price, Cindy Scott, Kevin Standlee. Members absent: Wolfgang Coe, Craige Howlett, Tom Whitmore. Proxies: Wolfgang Coe to Crickett Fox (unrestricted); Craige Howlett to Jan Price (unrestricted). Others present: Sandra Childress, Cheryl Morgan.

2. Previous Minutes

2.1. Regular Meeting, November 13, 2004

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

2.2. Executive Session, November 13 2004

The Secretary admitted that he had left the paper copies of these minutes in his desk at his job. As a matter of policy, we do not distribute electronic copies of executive session minutes. The Secretary apologized profusely. The consideration of the minutes was postponed to the next regular meeting.

2.3. Directors-Elect Meeting, December 18, 2004

The minutes of the meeting of directors and directors-elect for the purpose of electing officers were approved as published by unanimous consent.

3. Officer Reports

3.1. President

The President had no report.

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.

3.2. Treasurer

The Treasurer, Mr. Howlett, was unable to attend the meeting; however, he did send an e-mail giving portions of his report; those portions of the report are reproduced here verbatim from his e-mail.

3.2.1. Financial Statements

The Treasurer reported²:

As for SFSFC's financial statements for the past four month, nothing much has changed. With Michael [Schaffer] in the middle of tax session, we have had not the time to get them finished. I will produce statements just after the tax season and PDF to anyone who would like a copy. Otherwise they will be ready for the July meeting. Here are the rough numbers, as of March 1, 2005, CD #1 \$3,307, CD #2 \$5,361, CD #3 \$5,077 and the checking account balance is \$9,872. The only real expense we are facing each month is the NOVA and American Express charges for using their services (\$35 and \$5 respectively).

Thus the General Fund balance in cash is approximately \$ 23,617. This does not include money in the ConJosé Fund, but should include money deposited for ConStruction, because ConStruction doesn't have its own bank account at this time.

3.2.2. Accounting Guidelines for Standing Committees

At the last meeting, the Board directed the Treasurer to polish off loose ends noted in the document and to report back a "version 1.1" for possible adoption as official policy at this meeting. No report was received. The request for a revision was renewed. The Board asked once again that the Treasurer would distribute this document in advance as a PDF so that members could have sufficient time to review it, rather than having to use up a lot of meeting time reviewing it point by point.

3.2.3. IRS/FTB Filings

The Treasurer reported:

Michael Schaffer and I have finished the current years tax returns, 990 (w/schedule A) and 199 for 2003, along with the 2004 Registration/Renewal Fee Report. I found a error in the listing for the Board members, which has corrected. I will be PDF'ing the material and sending it off to those who request it, except Kevin, who I will automatically send it to him, also I will send a copy to Tony with instructions to post it on the web site.

I would like to point out that the normal charges by Michael for doing a corporate return is \$1,035.00 plus computer processing charges, that means for the last three years, it should have costs us over \$3,000 for his services. However, Michael agreed in the beginning to do them for a greatly reduce cost to SFSFC. He only charged us \$150 per year, that is a savings of \$885 per year or \$2,655 for the past three years.

At the last regular meeting, Mr. Standlee asked about Unrelated Business Income; in particular, advertising revenue. The Treasurer and Mr. Schaffer discussed this subject with Mr. Standlee in the days following the meeting and Mr. Standlee reports that he is satisfied that we have a proper case for not claiming any UBI. He also passed the references Mr. Schaffer found on to MCFI at the request of Noreascon 4's chair, Deb Geisler.

² Material in typface Courier is verbatim from the Treasurer's e-mail except where bracketed.

3.3 Secretary

The corporation has received from the Secretary of State the form regarding our officers and location for service of process that we must file with the Secretary of State's office biennially. This statement is due by March 31, 2005. In keeping with current policy, the ConJosé fund will issue a check for \$20 to cover this filing fee, and Mr. Standlee will file the form with the Secretary of State before the deadline.

4. Standing Committee Reports

4.1 ConStructure

The Chairman of ConStructure, Mr. Howlett, was unable to attend the meeting; however, he did send an e-mail giving portions of his report; those portions of the report are reproduced here verbatim from his e-mail.

As for ConStructure, I have signed Hilton Hotel contracts for 2005 and 2006 with no attritions clauses for the limited number of hotel rooms. They will be PDF'ed and made available to anyone that would like to see them. There will be several BEO functions, the first is on Friday (sponsored by SFSFC), the next is the dessert event on Saturday (ConStructions) and a shared cost event for Sunday Brunch. Currently we have 18 registered memberships (only three have not paid and I'm one of them), with six of them taking the brunch option, two of them taking hotel rooms and Fanime has asked for options on five additional membership and they will be decided by April or May if they will be taking the brunch option too.

Wolf and I are working on filling in the panel slots with one or more persons per panel. That project is ongoing and the 1st draft is finished, we will post it to the list after we get confirmations from panelist who decide to accept. The next project after programming will be gathering all the data or information from the panelists into one binder and burning a CD of it.

President Gallaher noted that, in light of his employer having invested a lot of resources in sending him to training, he has offered to give a presentation at ConStructure on "Conventions as Project Management."

Ms. Fox asked how much the Hilton contract commits us to pay. Ms. Price inquired whether the ConStructure Committee had authority to sign a two-year contract. The Secretary looked up the resolution creating the committee (2004-23), and noted that the committee was chartered through June 30, 2007, and that it was charged "to organize conferences about organizing science fiction conventions at locations within the San Francisco Bay Area." This appears to be sufficient authority to do any number of such events during the committee's lifespan.

The President will request that ConStructure provide a budget and financial statements to the Board (preferably by e-mail) by March 31, 2005. He will also request that ConStructure provide copies of the hotel contract to the Secretary for the corporate file and to the President, also by March 31, 2005.

Several members asked about how ConStructure plans to populate panels and programming. The President pointed out that Mr. Howlett stated when he took the chair of ConStructure that he plans to rely heavily upon members of the Board for assistance, and that it is incumbent upon the directors to volunteer to help with the convention.

5. Special Committee Reports

5.1. ConJosé Asset Management Committee

The committee distributed financial reports with the meeting papers. Ms. Scott discussed the numbers in the report. The CJAM fund is still being kept separately from the corporate general fund. There are just under \$2,000 in uncleared checks not reflected in our current fund balance. These represent ConJosé membership reimbursements that were never cashed, despite multiple attempts to contact the individuals. The committee will shortly write off these checks and report them as "negative expense" (increasing reportable balance) to WSFS.

Net of the amount of interest (not reportable to WSFS) due to SFSFC, uncleared checks, costs incurred today for the meeting room, the Secretary of State fees, and of previously-committed funds (including \$500 to ConStructure), the committee estimates the WSFS reportable balance to be \$2,008.72. (The actual amount may vary by a few dollars on account of a disputed bank charge that Ms. Scott will deal with soon.)

The committee urged the Board to commit the remaining WSFS-reportable balance at today's meeting so that the committee can close the bank account and prepare ConJosé's Final Report to this year's WSFS Business Meeting. Mr. Standlee noted that we have some money committed right now that won't actually be needed until mid-July; however, we should be able to legitimately do the necessary internal transfer to get it off the ConJosé books and onto those of ConStructure before June 30.

On a motion by the committee, the CJAM Committee was continued for another trimester. The committee anticipates needing to be continued one more time at the July meeting, at which time it should be able to show the board the Final Report. The committee does not expect to need to be continued beyond the November 2005 Board meeting, at which time the last official vestige of ConJosé, traceable to the July 1996 Board meeting where the 2002 Worldcon Bidding Committee was chartered, will be discharged.

5.2. SMOFcon Scholarship Committee

The committee had no report; however, there was general agreement that the scholarships are a good idea. Mr. Standlee moved the adoption of the following resolution, patterned after the similar resolution we adopted last year. *[The resolution is numbered 2005-04 because there are other resolutions submitted in advance that received numbers but will be considered later in the meeting.]*

Resolution 2005-04: SMOFcon Scholarship

Resolved, That SFSFC allocates \$_____ for the purpose of awarding two \$_____ scholarships to allow two people to attend SMOFcon, the annual convention for science fiction-convention runners;

Resolved, That the SMOFcon Scholarship Committee created by Resolution 2004-1 is continued as currently constituted;

Resolved, That the Scholarship Committee is directed to:

- Prepare standard forms for scholarship applicants;
- Promote the availability of these scholarships;
- Receive applications from interested persons;
- Evaluate applications;

- Report to the Board with recommendations as to whom to award the scholarships;

Resolved, That applicants must commit to attend the next SMOFcon and to use the scholarship solely to pay for expenses related to attending the convention such as transportation, hotel, meals, and other travel-related expenses;

Resolved, That the Board will make the final decision and award at its July meeting;

Resolved, That the Scholarship Committee shall take the following factors into account in evaluating applications:

1. **Interest:** Applicants must demonstrate an interest in convention-running;
2. **Ability:** Applicants must demonstrate that they would benefit from the knowledge (formal and informal) on offer at SMOFcon and demonstrate how it would benefit San Francisco Bay Area conventions;
3. **Financial Need:** Applicants must demonstrate that they cannot afford to make the trip on their own resources;
4. **Geographic Preference:** Applicants who live in the SF Bay Area are preferred;
5. **New Attendees Preferred:** Applicants who have not attended previous SMOFcons are preferred.

The Board proceeded to fill the blanks. Scholarship amounts of \$500, \$400, \$300, and \$250 were proposed. \$500 failed on a vote by show of hands. The vote on \$400 was sufficiently close that a roll-call vote was requested (proxies only count on roll-call votes).

On the question of filling the blank with \$400 per scholarship (\$800 total), the vote was:

Total Votes Cast: 9

Necessary for Adoption (Majority): 5

Aye (4): Standlee, Price, Howlett*, Briggs

No (5): Cobb, Scott, Fox, Clark, Coe*

Present (1): Gallaher

Absent (1): Whitmore

*Vote cast by proxy.

\$300 was approved on a vote by show of hands.

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

Resolution 2005-04, with two \$300 scholarships (\$600 total), was adopted by unanimous consent.

Several directors asked where the funding for this would come from. Based on our intentions as stated earlier today, it appears that the SMOFcon Scholarships would be funded from the General Fund, as we do not expect the ConJosé Fund to have any money in it by the time we need to pay the scholarships.

6. Unfinished Business

6.1. Laurie and the ConFrancisco Books

Ms. Fox reports nothing new; the books are still with Laurie Freeman in Texas. Ms. Fox will contact Laurie again, possibly attempting to work out something with Mr. Howlett, who lives relatively near Laurie.

6.2. Kathryn Daugherty Loscon Honors

Those who were present and involved reported on SFSFC's attempts to honor former director Kathryn Daugherty at Loscon 31, per Resolution 2004-08. Ms. Cobb reported that the official ice cream flavor (nominally sponsored by SFSFC) was, as Ms. Daugherty's choice, Macadamia Nut. However, as a consequence of various misunderstandings between Loscon and their host hotel, Loscon was never charged for any of the ice cream of any flavor, and therefore SFSFC owed nothing. (The full story is beyond the scope of these minutes.) The President reported that he sent the ad we tried to place in the Loscon program book to the address sent to him, but that the address was wrong. Loscon never received the ad, but the President never received a failed-delivery message either. Consequently, the ad never appeared, and we were never charged. Thus, the net cost of implementing 2004-08 was zero, and most of our attempts failed to materialize, but not for lack of trying.

6.3 Kevin Standlee NASFiC Honors

There is an active resolution (2004-07), allocating \$500 (general fund) to pay for a reception at this year's NASFiC, CascadiaCon, in honor of Mr. Standlee, who is their Fan Guest of Honor. The President will contact CascadiaCon to make arrangements for implementing this resolution.

7. New Business

On a motion by Mr. Standlee, the meeting went into Committee of the Whole, Vice President Cobb presiding, at 2:00 PM to consider Resolutions 2005-01 through 03, all of which were grant proposals. The Committee of the Whole rose at 2:42.

7.1 Grant Request: Interaction Worldcon Events

The Committee of the Whole moved to amend the resolution as submitted by striking out "portions" and inserting "catering." This amendment was submitted to clarify that this grant should be considered as a kind of "pay it forward" grant, in light of the grant we received from SCIFI to fund the catering of the ConJosé Masquerade Green Room. The amendment was adopted by unanimous consent.

Because of the way in which the other Committee of the Whole phrased its recommendations, Resolution 2005-01 was laid on the table in order to consider the subsequent two resolutions.

7.2 Grant Request: GUFF

The Committee of the Whole moved to amend the resolution as submitted by adding a clause directing that the grant be paid for out of the ConJosé Fund, and that the grant amount be \$750. These amendments were adopted by unanimous consent. The resolution as considered thus read:

Resolution 2005-02: GUFF Grant

Whereas, The Going Under (Get Up and over) Fan Fund (GUFF) is an Fan Activity that promotes bonds across international borders; and

Whereas, GUFF is funded wholly by donation; and

Whereas, GUFF frequently is short of funds; now, therefore be it

Resolved, That SFSFC grants US\$750 to GUFF; and

Resolved, That the Board directs the ConJosé Worldcon Operating Committee to fund this grant out of their unrestricted surplus funds.

Resolution 2005-02 as amended was adopted by unanimous consent.

7.3. Grant Request: FFANZ

The Committee of the Whole moved to amend the resolution as submitted by adding a clause directing that the grant be paid for out of the ConJosé Fund, and that the grant amount be \$250. These amendments were adopted by unanimous consent. The resolution as considered thus read:

Resolution 2005-03: FFANZ Grant

Whereas, The Fan Fund of Australia and New Zealand (FFANZ) is an fan activity that promotes bonds across international borders; and

Whereas, FFANZ is funded wholly by donation; and

Whereas, FFANZ frequently is short of funds; now, therefore be it

Resolved, That SFSFC grants US\$250 to FFANZ; and

Resolved, That the Board directs the ConJosé Worldcon Operating Committee to fund this grant out of their unrestricted surplus funds.

Resolution 2005-03 as amended was adopted by unanimous consent.

7.1 Grant Request: Interaction

Resolution 2005-01 was taken from the table.

The Committee of the Whole moved to amend the resolution as submitted by filling the blank with " the remaining surplus of ConJosé reportable to the World Science Fiction Society." This amendment was adopted by unanimous consent, and the resolution as considered thus read:

Resolution 2005-01: Interaction Events Funding

Whereas, The 2005 World Science Fiction Convention, Interaction, in Glasgow, Scotland, has financial challenges not faced by their North American counterparts such as the 2002 Worldcon organized by SFSFC; and

Whereas, The Interaction Committee has approached SFSFC and requested funding assistance with certain of their major events; and

Whereas, The SFSFC Board of Directors believes that assisting a World Science Fiction Convention be a valid use of SFSFC's 501(c)(3) funds, and would be in keeping with our primary objective "To promote science fiction and fantasy in all its forms..." as stated in the SFSFC Bylaws; and

Resolved, That SFSFC grants the remaining surplus of ConJosé reportable to the World Science Fiction Society to the committee of Interaction, the 2005 World Science Fiction Convention, for the purpose of funding catering of their major events, including the 2005 Hugo Award Ceremony and Worldcon Masquerade; and

Resolved, That the Board directs the ConJosé Worldcon Operating Committee to fund this grant out of their unrestricted surplus funds.

Because of the actions taken in resolutions 2005-02 and 03, passed earlier, the remaining reportable balance from ConJosé is slightly more than \$1,000, with the precise amount pending final reckoning of the accounts.

Resolution 2005-01 as amended was adopted by unanimous consent.

7.4 CJAM Close-out/Bulk Mail Account

The ConJosé Asset Management Committee, having now received commitments on the remaining WSFS-reportable ConJosé money, will take steps to pay the final committed grants

(including the ConStruction reception), close out the ConJosé bank account, and transfer any non-WSFS-reportable money (substantially interest on the ConJosé surplus) to the General Fund. The CJAM committee will prepare a Final Report to WSFS with a draft to be presented at, and preferably by e-mail in advance of, the July meeting.

Ms. Scott noted that the bulk mail account at the San José post office has \$2.83 balance (nominally part of the ConJosé fund; this will be settled out as part of the close-out of the CJAM committee so that it moves into the General Fund). After discussion, the consensus was that we should leave the account untouched until such time as the post office contacts us about it or we want to do another bulk mailing.

7.5 Future Projects

There was some general discussion regarding future SFSFC projects. The President directed that "Future Projects" be placed on the agenda for the July meeting.

Announcements/Future Meetings

8.1. July 8-10 (ConStruction)

The July regular board meeting is scheduled for the weekend of July 8-9-10, during ConStruction 2005. This meeting is tentatively scheduled for 2 PM on Sunday, July 10, but is subject to publication of the detailed ConStruction schedule. The President may order the meeting rescheduled at relatively short notice. Directors are advised to pay close attention to the corporate e-mail list during the days leading up to ConStruction and to confirm the date and time with the President closer to the convention.

8.2. November 19

The November regular board meeting is scheduled Saturday, November 19, 11 AM, Centerville Train Station Wullenjohn Meeting Room. We learned this afternoon that there is a telephone line in the room, so we may be able to organize a conference call should it be necessary; however, directors are urged to keep their schedules clear of conflicting engagements for this day if at all possible.

8.3. Corporate Office

Mr. Clark, whose home address is the current official office of the corporation, reports that we continue to receive copious amounts of unsolicited commercial ("junk") mail, particularly since we filed a DBA for "ConStruction."

Adjournment

By unanimous consent, the meeting adjourned at 3:14 PM.

Kevin Standlee
Secretary

Approved: 10 July 2005