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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 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, November 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 11:07 PM, President David Gallaher presiding and Secretary Kevin Standlee recording. Members present (\*by conference call): James Briggs, David W. Clark, Nancy L. Cobb, Wolfgang Coe, Crickett Fox, David Gallaher, Jan Price\*, Cindy Scott, Kevin Standlee, Tom Whitmore\*. Members absent: Craige Howlett. Proxies: Craige Howlett to Wolfgang Coe; Jan Price to David Gallaher (in such cases where Ms. Price was unable to participate or was cut off the conference call); Tom Whitmore to David W. Clark (in such cases where Mr. Whitmore was unable to participate or was cut off the conference call). Others present: Dan Lopez, Cheryl Morgan.

## 2. Previous Minutes

### 2.1. Executive Session, November 13, 2004

On a motion by Mr. Standlee, the minutes of the Executive Session of November 13, 2004 were approved and unsealed by unanimous consent.<sup>1,2</sup>

### 2.2. Regular Meeting, July 9, 2005

Several typographical errors were noted and corrected. The minutes of the regular meeting of July 9, 2005 were approved as corrected.

### 2.3. Special Meeting, September 17, 2005

Several typographical errors were noted and corrected. The minutes of the regular meeting of September 17, 2005 were approved as corrected.

### 2.4. Executive Session, September 17, 2005

On a motion by Mr. Standlee, the minutes of the Executive Session of September 17, 2004 were approved and unsealed by unanimous consent.

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<sup>1</sup> All votes at this meeting were by ballot, or by unanimous consent. When “by unanimous consent” appears in the minutes, it means that the motion passed by unanimous consent. When “by ballot” appears, it means that the vote was taken by a written ballot. If a vote count appears, it means that the vote was taken by written ballot. Proxies are counted when voting by ballot, per the SFSFC Bylaws section 4.8.3.

<sup>2</sup> Minutes of Executive Session are confidential, and distribution of such minutes is limited to directors, who are on their honor not to divulge the proceedings therein; however, unsealing the minutes removes the confidentiality requirement.

### **3. Officer Reports**

#### **3.1. President**

The President had no report.

#### **3.2. Treasurer**

The Treasurer, Mr. Howlett, was unable to attend the meeting; however, he did send an e-mail reporting that the Annual Report for Fiscal Year 2004-5 should be done soon. The General Fund current account balance is \$5453.23, with an additional \$13,874.17 in CDs. The ConStruction Fund balance is \$3,256.24, \$3,000 of which is owed to the General Fund and is used to meet minimum-balance requirements for the ConStruction bank account.

#### **3.3 Secretary**

The Secretary, Mr. Standlee, briefly discussed the “pass-through” arrangement concluded with the Calgary West Science Fiction Association (CWSFA). (Mr. Standlee is a director and is Secretary of both SFSFC and CWSFA.) With the knowledge and agreement of the President and Treasurer, SFSFC agreed to act as agent for CWSFA, parent non-profit society of Westercon 58. WC58 owes US\$1,500 in membership reimbursements, and generating a bunch of relatively small USD drafts would be expensive. Instead, CWSFA will give SFSFC a draft drawn on a US bank for US\$1,510 (including \$10 to cover postage and incidental costs), and SFSFC will issue checks to the US members of Westercon 58 as directed by CWSFA. This transaction is revenue-neutral to SFSFC and we hope it will generate some goodwill as well as simply being a good turn we can do for CWSFA.

Mr. Standlee, who will attend CWSFA’s Board of Directors meeting in Calgary next weekend, intends to put in a request for a US\$500 grant to SFSFC for general operating purposes. SFSFC granted US\$500 to Due North to help fund the travel expenses of some of their US-based guests.

### **4. Standing Committee Reports**

#### **4.1 ConStruction**

The Co-Chairman of ConStruction, Mr. Coe, reported very positive feedback regarding Bay Area ConStruction 2005. The convention generated an operating surplus of \$256.24, which will be used as start-up money for CS 2006.

There was general informal discussion of plans for CS2006. Mr. Standlee suggested that the CS Committee come to the March meeting with more detailed plans, and that the Board consider extending the committee’s charter at that time through 2007, so that we continue to plan for two year’s worth of CS conferences.

### **5. Special Committee Reports**

#### **5.1. SMOFCon Scholarship Committee**

The Committee reported that both primary candidates, Michael Higashi and William Warriner, accepted their scholarships and plan to attend SMOFCon. On the recommendation of the committee, the SMOFCon Scholarship Committee was continued until the next regular meeting by unanimous consent.

#### **5.2 World Fantasy Committee Study Committee**

On a motion by Mr. Standlee, the meeting went into Committee of the Whole, Vice President Cobb presiding, to discuss the report of the World Fantasy Convention Study Committee. The Committee of the whole rose at 12:01 PM and reported the following:

- A representative of the Bay Area WFC Bid met with the WFC Board of Directors at their meeting in Madison WI during the 2005 WFC;
- Feedback was generally positive, with either San Jose (more affordable hotel prices, perceived safer location) or San Francisco (nicer facilities, more interesting location) acceptable under the right circumstances;
- The WFC Board encourages SFSFC to pursue a 2009 bid and to come to next year's WFC Board meeting with firmer information; however, they may not award the 2009 bid until 2007, and awarded bids may not sell memberships until two years before their convention date in any event.

On a motion by the WFC Study Committee, the Committee was continued until the next regular meeting by unanimous consent.

## 6. Unfinished Business

### 6.1. Laurie and the ConFrancisco Books

Ms. Fox reports that the books are still with Laurie Freeman near Austin, Texas. Ms. Freeman has apparently sent Ms. Fox a list of all books in the system, but it is trapped in Ms. Fox's unresponsive e-mail software. The Board expressed informal wishes that we could possibly work out something with Mr. Howlett, who lives relatively close to Laurie.

### 6.2 HPEF Convention

No report. No action was taken. The Secretary was directed to place this item on the unfinished business of the next regular meeting.

### 6.3 SMOFCon Bid

There was no report from Mr. Howlett, who had been investigating a bid to host the SMOFCon conrunning conference. Mr. Briggs reported that SCIFI has backed a bid for Long Beach, California. There was general and informal discussing of future prospects for hosting this conference. The Secretary was directed to place this item on the unfinished business of the next regular meeting.

### 6.4 Web/E-Mail

Ms. Morgan reported on the limited discussions she has had with Mr. Howlett. By unanimous consent, the meeting went into Committee of the Whole, Vice President Cobb presiding, at 12:27 PM for the purpose of discussing the corporation's web hosting and e-mail services. The Committee of the Whole rose at 12:48 and recommended the following resolutions:

#### 6.4.1 Web Hosting Grant

**Motion 2005-10<sup>3</sup>:**

*Moved,* To appropriate \$250 to Tony Cratz in recognition of his work in hosting the SFSFC corporate web site and associated mailing lists.

Motion 2005-10 was adopted by unanimous consent.

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<sup>3</sup> Motions and resolutions are presented with numbers continuous from the sequence started earlier in the year. The Secretary renumbered the motions and resolutions after the meeting; therefore, the numbers shown here are not necessarily those used during the meeting.

## 6.4.2 Web/E-Mail Hosting

### **Motion 2005-11:**

*Moved,* To instruct the Secretary to work with Cheryl Morgan to move the SFSFC web and e-mail services to a commercially-hosted service at a cost not to exceed \$200/year.

Motion 2005-11 was adopted by unanimous consent.

## **7. New Business**

### 7.1 Election of Directors

There were four seats up for election at this time, for three-year terms commencing January 1, 2006 and ending December 31, 2008. By unanimous consent, the incumbent directors (Mr. Clark, Ms. Fox, Ms. Price, Mr. Whitmore) were nominated. Also nominated was Tomoko Shintani Stocksiek.

The Secretary distributed ballots, including ballots for those persons holding proxies for the directors not physically present at today's meeting. The President appointed Ms. Morgan and Mr. Lopez as a Committee of Tellers, who collected the ballots and went off to count them while business continued.

### **Announcements/Future Meetings**

By unanimous consent, the meeting moved to item 8.2.

### 8.2. 2006 Meetings

Regular meetings were scheduled for **March 18, 2006** and **November 11, 2006**, both tentatively planned to be at the Centerville Train Station. The meeting initially considered scheduling the July meeting to be during ConStruction; however, the CS Committee asked that we not do this because it would negatively impact their programming on the meeting day. Although a decision was not made at this time, the July meeting will probably be the weekend before or after ConStuction, depending on how this conflicts with other events such as Westercon.

### 7.1 Election of Directors

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

#### Seat 4

Clark	4	6
Stocksiek	3	3
Price	2	2
Whitmore	1	X
Fox	1	X
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Total	11	11
Needed to Elect (Majority)	6	6

**Seat 5**

Price	4	6
Stocksiek	5	5
Whitmore	1	X
Fox	1	X
<hr/> Total	11	11
Needed to Elect (Majority)	6	6

**Seat 6**

Stocksiek	9
Whitmore	1
Fox	1
<hr/> Total	11
Needed to Elect (Majority)	6

**Seat 7**

Whitmore	7
Fox	4
<hr/> Total	11
Needed to Elect (Majority)	6

Mr. Clark, Ms. Price, Ms. Stocksiek, and Mr. Whitmore were elected for three-year terms commencing January 1, 2006.

The Tellers were thanked, and by unanimous consent, the ballots were ordered destroyed.

The meeting thanked Ms. Fox for her service to the corporation.

**7.2 SiliCon Grant**

Mr. Lopez, President of Siliconventions Ltd., a non-profit corporation that organizes the annual SiliCon SF convention, asked SFSFC to form a committee to study sponsoring SiliCon or granting operating funds.

Mr. Standlee moved the following motion:

**Motion 2005-12:**

*Moved,* To appoint a SiliCon Study Committee to investigate a grant request from Siliconventions Ltd., and

To direct the Committee to report recommendations to the March 2006 regular meeting.

Motion 2005-12 was adopted by unanimous consent. The President appointed Cindy Scott Chairman of the SiliCon Study Committee and authorized her to appoint and discharge members to this committee at her discretion.

### 7.3 Bylaws Review

The President suggested that we consider setting up a committee to review our bylaws and see if any changes are needed. He directed the Secretary to place this on the agenda of the next regular meeting.

### 8.1 Directors-Elect Meeting/Officer Elections

Without Ms. Stocksiek, we have procedural difficulties in doing the required officer-election meeting today. On the other hand, elections can be done by unanimous written consent without a meeting. Mr. Coe contacted Ms. Stocksiek by mobile phone; she accepted election to the Board, and indicated that she would agree to any officers elected by an officer-election meeting as long as she was not one of them. She also said that she was not available to participate in an officer-election meeting by telephone this afternoon.

In light of Ms. Stocksiek's willingness to waive procedural irregularities, the President directed that the meeting of Directors-Elect for the purposes of electing officers be held shortly following today's regular meeting, and that the Secretary prepare a document for Ms. Stocksiek waiving notice and accepting the officer election results.

## Adjournment

By unanimous consent, the meeting adjourned at 1:35 PM.

Kevin Standlee  
Secretary

*[Approved: March 18, 2006]*