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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, March 17, 2007, 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 17, 2007, in the Bill Wullenjohn Meeting Room of the Centerville Train Station, 37260 Fremont Blvd., Fremont CA 94536. The meeting was called to order at 11:08 AM, President David Gallaher presiding and Secretary Kevin Standlee recording. Members present (\*by telephone): David W. Clark (arrived 11:32 AM), Nancy L. Cobb\*, Wolfgang Coe, David Gallaher, Craig Howlett (arrived 11:20 AM), Jan Price, Cindy Scott, Kevin Standlee, Tomoko Shintani, Tom Whitmore\*. Members absent: James Briggs. Proxies: James Briggs to Nancy L. Cobb; Nancy L. Cobb to Cindy Scott (if required). Others present: Crickett Fox, Glenn Glazer.

## 2. Previous Minutes

### 2.1. Regular Meeting, July 15, 2006

The current co-chairs of the ConStruction committee are Tomoko Shintani and Jan Price. The minutes of the regular meeting of November 11, 2006 were approved as corrected by unanimous consent.

The minutes of the meeting of directors-elect of November 11, 2006 were approved as published in advance of the meeting 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 Profit & Loss statement for the current fiscal year through the end of last month (July 2006-February 2007) and a Balance Statement as of February 28, 2007. Copies of these statements are attached to these minutes as an appendix.

We currently have \$ 17,813.57 in our cash accounts, including funds held on account for ConStruction. Because Bank of the West has lowered the minimum-balance requirement for the ConStruction account to \$2,000, the Treasurer will move \$1,000 of the \$3,000 we have on standing loan from the General Fund from the ConStruction account back to the General Fund account.

The Treasurer observed that while we require budgets from all of our committees, we have never developed one for the General Fund itself. She proposed (and all agreed it was a good idea) that she develop such a budget for the next fiscal year (July 2007-June 2008).

### 3.2 Secretary

The Secretary explained delays in getting the corporation's web site updated, having to do with his hard drive failing. (He'll have the Dreamweaver website software reinstalled soon.) He thanked Cheryl Morgan for making corrections for us in his absence.

## 4. Standing Committee Reports

### 4.1 ConStruction

CS co-chairs Tomoko Shintani and Jan Price reported that the convention's plans are not finalized, nor is the date settled. Ms. Shintani committed to confirming a date (either July 7-8 or 21-22) by April 13, and preferably sooner. The San Jose Convention & Visitors' Bureau is interested in doing something like the "ConVersation" meeting with local conrunners at ConStruction.

Mr. Standlee moved to appropriate up to \$400 from the General Fund to pay for a reception on the night before ConStruction open to anyone in Bay Area fandom with an interest in convention running, the ConStruction Committee to make the necessary arrangements. This motion was adopted by unanimous consent.

### 4.2 HPEF 2009

Mr. Howlett reported that we have not signed a formal agreement with Harry Potter Educational Fanon to host the 2009 HPEF event at the San Jose McEnery Convention Center, although we have been announced as the host of the event. Mr. Howlett asked the Secretary for a copy of the proposed surplus-sharing agreement with HPEF, which they need to formalize the contract.

The Board asked for a fresh copy of the event budget. There will be a small amount of expenses (web site and domain fees and the like) that the corporation will need to "front" for the convention, because they are not allowed to sell memberships until the previous year's event. Mr. Standlee asked the committee if they could develop a cash-flow budget so we would know what our exposure was.

There was informal discussion of organizational issues such as fictitious business name statements, domain registrations, web sites, and staffing matters.

### 4.3 SMOFCon 2010

Mr. Glazer and Mr. Howlett performed an Alphonse-and-Gaston "after you" routine before settling down to report. The planned venue for the 2010 SMOFCon, should we be awarded the bid at the 2009 SMOFCon, is the San Jose Marriott or Hilton. The "campaign," such as it is, is in the "candidates sort it out amongst themselves" mode, as most SMOFCons are awarded as uncontested elections with all but one candidate withdrawing.

## 5. Special Committee Reports

### 5.1. SMOFCon Scholarship Committee

The Committee reported that Jason Justice attended the convention, submitted his report, and was accordingly paid the \$50 "bounty" completing the scholarship. Bryan Manternach was unable to attend due to illness. The Committee has been attempting to contact Bryan to find out what his plans regarding the scholarship money he's already received are. There was unanimous agreement that using his scholarship money to attend the 2007 SMOFCon in Boston would be appropriate.

The Committee moved the following:

**Motion 2007-01<sup>1</sup>: 2007 SMOFCon Scholarship Committee**

*Moved,* That the SMOFCon Scholarship Committee created by Resolution 2004-1 is continued as currently constituted; and

That SFSFC offer up to two \$500 scholarships under the same conditions as specified in Resolution 2006-1, which is hereby renewed and included by reference.

This motion was adopted by unanimous consent. The Committee does not expect to publicize this immediately, but will probably do so, including issuing a press release, in April once the maintenance of the web site is back in the Secretary's hands.

**5.2. World Fantasy Convention 2009**

Ms. Cobb assumed the Chair. Mr. Gallaher, chair of the WFC 2009 bid Committee, reported that "we're sort of in a holding pattern right now." Certain members of the WFC board have apparently expressed some concern about our organization having a lack of WFC experience. The Committee is recruiting people with WFC experience and has volunteered to run Facilities for this year's WFC in Saratoga Springs NY. There was informal discussion of specific persons who might be suitable for specific positions.

Ms. Scott asked what impact holding two conventions within four months of each other (WFC and the HPEF event) would have upon the corporation. The committees' chairs said that they think the conflicts are minimal due to the significantly different emphasis of each event and the relatively small overlap between their likely operating committees.

The WFC Study committee was continued by unanimous consent.

**5.3. Westercon Study Committee**

Mr. Howlett reported that the Committee, after reviewing the situation, has decided not to continue their efforts. The Board thanked the Committee for their efforts and for knowing when it is appropriate to back off.

The Westercon Study Committee is automatically discharged under the "sunset clause" of the SFSFC Bylaws.

The meeting recessed at 12:23 PM and reconvened at 12:43 PM

**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, David W. Clark presiding, at 12:44 PM. The Committee of the Whole rose at 1:37 PM and made the following recommendations on behalf of the Strategic Development Committee.

The Strategic Development Committee moved the following:

**Motion 2007-02: Continued Strategic Direction**

*Moved,* That the Strategic Development Committee be continued through the July 2007 meeting;

*Moved,* That the ConStruction Committee established by Resolution 2004-23 be continued through June 30, 2009; and

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<sup>1</sup> Formally recorded motions and resolutions are presented with numbers continuous through each calendar year, and are assigned by the Secretary.

*Moved*, That the ConStruction Committee is hereby directed to organize a 2008 ConStruction under the same conditions as the current series of ConStruction events and to publicize it at the 2007 ConStruction.

The recommendations of the Strategic Development Committee as codified by this motion were adopted by unanimous consent.

#### 5.4.1. ConJose Fictitious Business Name Statement

Ms. Scott reported on the difficulties of obtaining a renewed FBN from Santa Clara County, even though we already had one. As a consequence of the discussions, it became clear that if we are going to continue organizing events in Santa Clara County – and most of our functions seem to be happening there – we should establish an office in that county.

After further discussion (and after Ms. Scott consulted with her husband), Mr. Standlee moved the following motion:

##### **Motion 2007-03: Corporate Office**

*Moved*, To change the principle office of the corporation, in accordance with Section 1.2 of the SFSFC bylaws, to 969 Asilomar Terrace #6, Sunnyvale CA 94086-2438; and

To designate Cindy Scott, of 969 Asilomar Terrace #6, Sunnyvale CA 94086-2438, the Agent for Service of Process of the corporation.

This address is the home of Treasurer Cindy Scott. The most-recent corporate address was the home of David W. Clark, who reassured Ms. Scott that the role of official corporate office primarily consists in fielding corporate junk mail. This motion was adopted by unanimous consent, and the Treasurer and President will take appropriate action to complete our annual statement of corporate address, officers, and agent for service to the Secretary of State's office and to pay the appropriate filing fee. *[A copy of the annual statement with the Secretary of State's office is kept in the corporation's annual records book.]*

#### 5.4.2. ConJose Service Mark

Mr. Standlee reported that he had approached Esther Horwich (WSFS's intellectual property attorney) regarding her handling a service mark filing for us, but had not yet had a response from her.

#### 5.5. Protocol Committee

There was informal discussion of appropriate gifts. By unanimous consent, the committee was continued to the next regular meeting.

### **6. Unfinished Business**

#### 6.1. Laurie and the ConFrancisco Books

Ms. Fox reported that Laurie has moved back to the Bay Area, but that the books are still in the house in Texas, which is now boarded up and inaccessible. There has thus been no further progress in getting the books back into the hands of the corporation.

### **7. New Business**

#### 7.1. Speakerphones and Conference Calls

There was an informal discussion of telephone technology for conference calls as well as the appropriate sort of speakerphone for SFSFC board meetings. The speakerphone we currently

have has proved to be insufficient for meetings of our size. The President continues to explore alternatives for improving our ability to meet by conference call.

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

### **8.1. July Meeting**

The July 2007 meeting will take place on the Saturday of ConStruction (assuming the ConStruction Committee is able to finalize a date), probably at 2 PM rather than over a meal.

## **9. Adjournment**

By unanimous consent, the meeting adjourned at 2:05 PM.

Kevin Standlee  
Secretary

*[Approved: 22 July 2007]*

**Appendix A: SFSFC Profit & Loss Statement, Fiscal Year to Date,  
February 28, 2007**

	<u>Jul '06 - Feb 07</u>
<b>Ordinary Income/Expense</b>	
<b>Income</b>	
<b>Convention Income</b>	
<b>Construction 2006</b>	1,770.00
<b>Total Convention Income</b>	<u>1,770.00</u>
<b>Interest Income</b>	227.19
<b>Total Income</b>	<u>1,997.19</u>
<b>Expense</b>	
<b>Accounting Services</b>	150.00
<b>Conventions</b>	
<b>Food</b>	1,714.24
<b>Total Conventions</b>	<u>1,714.24</u>
<b>Credit Card Transaction Fees</b>	332.95
<b>Grants Made</b>	2,400.00
<b>Meeting Expense</b>	217.50
<b>Postage</b>	46.92
<b>Storage Unit</b>	792.00
<b>Tax</b>	
<b>State</b>	10.00
<b>Total Tax</b>	<u>10.00</u>
<b>Total Expense</b>	<u>5,663.61</u>
<b>Net Ordinary Income</b>	<u>(3,666.42)</u>
<b>Net Income</b>	<u><u>(3,666.42)</u></u>

**Appendix B: SFSFC Balance Sheet, February 28, 2006**

	<u>Feb 28, 07</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
Bank of the West Checking	4,958.82
Bank of the West - Construction	3,687.18
Bank of the West CD #1	3,488.52
Bank of the West CD #2	5,679.05
<b>Total Checking/Savings</b>	<u>17,813.57</u>
<b>Total Current Assets</b>	<u>17,813.57</u>
<b>TOTAL ASSETS</b>	<u><u>17,813.57</u></u>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Equity</b>	
Retained Earnings	21,479.99
Net Income	<u>(3,666.42)</u>
<b>Total Equity</b>	<u>17,813.57</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>17,813.57</u></u>