



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

Sunday, July 22, 2007, Holiday Inn, San Jose, California

1. Call to Order

The regular trimesterly meeting of the Board of Directors of SFSFC, Inc., met on Sunday, July 22, 2007, in Board Room of the Holiday Inn North First Street, San Jose CA. The meeting was called to order at 1:07 PM, President David Gallaher presiding and Secretary Kevin Standlee recording. Members present (*by telephone): James Briggs, David W. Clark, Nancy L. Cobb*, David Gallaher, Jan Price*, Cindy Scott, Kevin Standlee. Members absent: Wolfgang Coe, Craige Howlett, Tom Whitmore. Proxies: Nancy L. Cobb to Crickett Fox (if required); Wolfgang Coe to Cindy Scott; Jan Price to Cindy Scott (if required); Tom Whitmore to Kevin Standlee. Others present: Crickett Fox, Chris Garcia, Glenn Glazer, Maurine Starkey.

1.1 Board Vacancy

The Secretary announced that he had received the resignation of Tomoko Shintani. The resignation was unconditional and thus effective immediately upon receipt. Resignations do not need to be accepted.

2. Previous Minutes

2.1. Regular Meeting, March 17, 2007

The minutes of the regular meeting of March 17, 2007 were approved after minor corrections by unanimous consent.

3. Officer Reports

3.1. President

The President has 90 days to appoint someone to fill the now-vacant seat on the Board. The President stated that he was not prepared to make an appointment immediately.

3.2. Treasurer

3.2.1. Financial Statements

The Treasurer presented a written report (see Appendix C), Profit & Loss Statement (Appendix A) and Balance Statement (Appendix B) for the fiscal year ending June 30, 2007.

3.2.2. Budget

Per her statement at the previous meeting, the Treasurer submitted a proposed budget for fiscal year 2007-2008. (See Appendix D for final version as adopted.) Further discussion of the Budget was postponed until later in the meeting.

3.2 Secretary

The Secretary discussed issues surrounding e-mail forwarding and aliases and the SFSFC web site. He will work with the Treasurer and Cheryl Morgan to get us set up to accept payments through PayPal again.

4. Standing Committee Reports

4.1 ConStruction

Ms. Price is now sole Chair of ConStruction with the resignation of Ms. Shintani. She reported that the convention has been postponed until November. A contract with the Holiday Inn San Jose (North First Street) is written but not yet signed.

There was informal discussion of scheduling the convention, arranging programming, and other matters relating to the convention, which led to a discussion of when to schedule the November SFSFC Board meeting. After this discussion, the President designated Sunday, November 11.

The status of an expected grant from FanimeCon/ARG is unclear at this time. There was further discussion of this and of how ConStruction should be promoted and to whom it should be marketed.

4.2 HPEF 2009

Mr. Howlett sent a long written report (see Appendix E), which is included as an attachment to these minutes. We have a verbal agreement but no contract with HPEF, the sanctioning body of the HPEF conventions. We have a letter of intent with the San Jose Convention Center.

On a motion by Mr. Standlee, the meeting went into Committee of the Whole, Ms. Cobb presiding, at 1:47. The Committee of the Whole rose at 2:14 and reported the following recommendations:

Motion 2007-04: HPEF Instructions

Moved, That the HPEF 2009 Committee is instructed to not sign any agreements with HPEF prior to the November 2007 Board meeting without the express permission of the President; and

That the HPEF 2009 Committee is instructed to submit to the November 2007 Board meeting a draft committee structure with some specific appointments.

Motion 2007-04 was adopted by unanimous consent

4.3 SMOFCon 2010

Mr. Howlett sent a long written report (see Appendix E), which is included as an attachment to these minutes. Mr. Glazer (co-chair of the committee) stated that he was a bit startled by the report. The committee as currently recruited includes Tom Whitmore, Programming, Elayne Pelz, Treasurer, and Jan Price, Hospitality. We need clarification of exactly *when* this bid is for.

The meeting recessed at 2:27 and reconvened at 2:45.

5. Special Committee Reports

5.1. SMOFCon Scholarship Committee

Mr. Standlee reported that the 2007 Scholarship Forms are online but not announced. We will do an announcement this coming week. Deadline is October 15; we'll need to turn around a decision quickly to give recipients a chance to book their trip.

The SMOFCon Scholarship Committee was continued by unanimous consent.

5.2. World Fantasy Convention 2009

Mr. Gallaher reported, discussing the issues that arose at last year's WFC regarding staff and quality of presentation materials. He also discussed staff recruitment, and continued availability and interest from the hotel. We want to set up a web site or otherwise have material available to WFC board in advance of this year's WFC. This led to an informal discussion of technical issues such as the web site.

Decision on the 2009 site should be made at this year's WFC. The Committee moved the following:

Motion 2007-05: WFC 2009 Committee

Moved, To appropriate up to \$500 to the WFC 2009 Committee for the purpose of sending a representative to the 2007 World Fantasy Convention to present our bid to the WFC Board of Directors; and

To continue the WFC 2009 Committee.

Motion 2007-05 was adopted by unanimous consent. If we are awarded the bid, the Committee intends to move that it be made a Standing Committee at the next Board meeting.

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, Nancy L. Cobb presiding, at 3:04 PM. The Committee of the Whole rose at 3:17 PM and moved the following.

Motion 2007-06: Continued Strategic Direction

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

That the ConStruction Committee established by Resolution 2004-23 be continued through June 30, 2010; and

That the ConStruction Committee is hereby directed to organize a 2009 ConStruction under the same conditions as the current series of ConStruction events and to publicize it at the 2007 ConStruction; and

That this motion supersedes and amends Motion 2007-02 as required, so as to put ConStruction on a two-year cycle rather than an annual one.

Motion 2007-06 was adopted by unanimous consent.

5.5. Protocol Committee

Mr. Clark reported that we will present appropriate gifts on behalf of ConJose and SFSFC to the Nippon 2007 committee. By unanimous consent, the committee was continued to the next regular meeting.

6. Unfinished Business

6.1. Laurie and the ConFrancisco Books

There has thus been no further progress in getting the books back into the hands of the corporation.

7. New Business

7.1. Bob Wilkins

Mr. Clark moved the following resolution:

Resolution 2007-07: Bob Wilkins Grant

Whereas Bob Wilkins influenced a vast number of science fiction and fantasy fans in Northern California over a period of more than thirty years; and

Whereas Bob Wilkins is now suffering from Alzheimer's Disease; and

Whereas SFSFC would like to extend its appreciation to Bob Wilkins for his many years of service to the field, now therefore, be it

Resolved, That SFSFC grants \$250 to the Alzheimer's Aid Society of Northern California for the care of Bob Wilkins.

Resolution 2007-07 was adopted by unanimous consent.

3.2 Budget (Revisited)

The Treasurer moved to adopt the revised budget (attached as an appendix), which shows a loss for FY 2007-8 of approximately \$4,503. After further discussion, the budget was adopted by unanimous consent.

8. Announcements/Future Meetings

8.1. November Meeting

The November 2007 meeting will take place on Sunday, November 11, at ConStruction, at 1:30 PM.

9. Adjournment

By unanimous consent, the meeting adjourned at 3:45 PM.

Kevin Standlee
Secretary

[Approved: 11 November 2007]

Appendix A: SFSFC Profit & Loss Statement, Fiscal Year Ending June 30, 2007

	<u>Jul '06 - Jun 07</u>	
Ordinary Income/Expense		
Income		
Convention Income		
Construction 2006	1,770.00	
Total Convention Income	1,770.00	
Interest Income	367.87	
Total Income	2,137.87	
Expense		
Accounting Services	150.00	
Conventions		
Food	1,714.24	Construction 2006
Total Conventions	1,714.24	
Credit Card Transaction Fees	516.75	
Filing Fees	57.00	Secretary of State, ConJose FBN
Grants Made	2,450.00	see * below
Internet	116.35	
Meeting Expense	391.40	
Postage	54.72	
Storage Unit	792.00	
Tax		
State	10.00	
Total Tax	10.00	
Total Expense	6,252.46	
Net Ordinary Income	-4,114.59	
Net Income	<u><u>-4,114.59</u></u>	

* SMOFcon 2006 - \$950; WFC exploration - \$500; LACon IV Internet Lounge - \$1000

Appendix B: SFSFC Balance Sheet, June 30, 2007

	Jun 30, 07
ASSETS	
Current Assets	
Checking/Savings	
Bank of the West Checking	4,369.97
Bank of the West - Construction	3,687.18
Bank of the West CD #1	3,543.31
Bank of the West CD #2	<u>5,764.94</u>
Total Checking/Savings	<u>17,365.40</u>
Total Current Assets	<u>17,365.40</u>
TOTAL ASSETS	<u><u>17,365.40</u></u>
LIABILITIES & EQUITY	
Equity	
Retained Earnings	21,479.99
Net Income	<u>-4,114.59</u>
Total Equity	<u>17,365.40</u>
TOTAL LIABILITIES & EQUITY	<u><u>17,365.40</u></u>

Appendix C: Treasurer's Report, July 21, 2007

Current Status: we have \$17,365.40 in the bank in various accounts. Due to minimum balances and CD maturity dates, only \$4,057.15 is readily available at this time. Both the main checking account and the Construction account have \$2,000 minimum balances. Hopefully in the next month Bank of the West will come up to speed with some other banks and reduce that to a no-minimum balance account. If not, I will be looking into changing banks to free up more of our funds.

We are now paying \$45.95 per month to keep the merchant account open. I will be contacting our processing company to see if there are ways to reduce that monthly charge, such as electronic statements, etc. Given the barrel of laughs I understand opening the account was, I will not be closing it!

The following 2006-2007 Summary of corporate finances was prepared without audit from the books or records of the corporation: Our only income sources for the last fiscal year were Construction 2006 (83% of income) and Interest earned (17% of income). Our necessary business expenses (Accounting services, filing fees, merchant card processing, internet, meeting expenses and postage) comprised approximately 21% of our expenses this year. Construction 2006 was 27%, Grants Made (39%) and Storage expenses (13%).

Proposed budget for 2007-2008: The proposed budget for the current fiscal year looks very similar to last year's profit and loss statement. We have committed to holding Construction 2007 in November, along with issuing two SMOFcon grants and continuing our WFC exploration efforts. While we have not approved grants this year other than up to \$1,000 for SMOFcon and \$400 to for the Friday night mixer at Construction 2007.

So, why is the proposed budget almost identical to last year's Profit and Loss statement if we're proposing fewer grants? Construction expense and cc processing expenses are up.

2007 taxes: I have e-mailed Mr. Schaffer to see if he is willing to continue as our accountant. I have not heard back yet, but it is summer and I know he spends as much time as possible with his children who live out of state. If I have not heard back from him by the end of July, I'll call and see what is going on.

I expect to have the taxes filed well in advance of the November 15th deadline for non-profit filing (non-profits get an extra month after their fiscal year end to file).

Respectfully submitted,

Cindy Scott
Treasurer

Appendix D: Fiscal Year 2007-8 Budget

	<u>Jul '07 - Jun '08</u>	
Ordinary Income/Expense		
Income		
Convention Income		
Construction 2007	2,200.00	
Total Convention Income	2,200.00	
Interest Income	200.00	
Total Income	2,400.00	
Expense		
Accounting Services	150.00	
Conventions		
Food	2,600.00	Construction 2007
Total Conventions	2,600.00	
Credit Card Transaction Fees	551.40	
Filing Fees	37.00	HP FBN
Grants Made	2,150.00	SMOFcon 2007; Construction 2007, other?
Internet	150.00	
Meeting Expense	400.00	
Postage	55.00	
Storage Unit	800.00	
Tax		
State	10.00	
Total Tax	10.00	
Total Expense	6,903.40	
Net Ordinary Income	-4,503.40	
Net Income	<u><u>-4,503.40</u></u>	

Note: the discrepancy between Construction 2007 income and expense is covered by the up to \$400 grant for Friday night mixer by SFSFC.

Appendix E: HPEF/SMOFCon/Worldcon 2013 Report from Craig Howlett

Hello Fellow Board Members,

For the time being here are my reports:

Harry Potter - We have a verb agreements with HPEF using Kevin's verbiage for the formal written agreement and Gwen and I are attempting to my dates to be able to sit down and chat about it over the phone. They are willing to use Kevin's verbiage and I'm hoping to have the agreement drafted and to the board by the end of August when Gwen is next free.

The SJCCF already has our LOI and is working on the agreement. The Hilton is on board with a rate of \$125 for Quad, but the Marriott wants \$175 for a Single and I've told them to go suck bananas. If necessary I'll bring in the Crowne to off set the rooms and squeeze out the Marriott all together. Kelli from the CVB is working with me to pressure the Marriott hotel to fair (they have a new Sales Director). What I really need is a web site, a web master, for I have the content and Dann Lopez is working on the art work for the front page of the web site.

Prophecy 2007 is expecting over 1,300 attendees and the Portus 2008 is working on 1,500 plus. I've already got several dealers who are activity asking about tables for 2009 (eight tables are ready to be sold for Level Two) and several companies are seeking information about exhibit spaces.

I'm activity seeking a second, because I'm not able to handle it. The Beatles summed it up best in the song "HELP" (all rights reserved. This frack song is so appreciate for what I want to express to the board.

SMOFCon - Unless Glenn and I can get together in the near future on this one, I'm going to step down and release it. The Hilton is willing to host it and the CVB is looking to host a party at it, but I've don't have the time.

WorldCon 2013 - Just to keep the board up to speed on what I've done with this notion: The CVB has secured me a \$50,000.00 grant for marketing and advertising for this event. The SJCCF has an LOI with my name on it and seven hotels are lined up with coming on board. I'm sure that there are a few questions on this one.

Regards,

Craige