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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 17, 2012, Fremont, California

## 1. Call to Order

The regular trimesterly meeting of the Board of Directors of SFSFC, Inc., met on Saturday, November 17, 2012, in the Meeting Room of the Centerville Train Station, 37260 Fremont Blvd., Fremont CA 94536. The meeting was called to order at 11:07 AM, President David Gallaher presiding and Secretary Kevin Standlee recording. Members present (\*by telephone †*ex officio* non-voting director ‡director emeritus): Sandra Childress, David W. Clark, Nancy L. Cobb (left 1:38), David Gallaher, Glenn Glazer, Lisa Deutsch Harrigan, Kevin Roche† (Westercon 66; joined 11:41, left 11:50), Cindy Scott\*, Spike, Kevin Standlee, Andy Trembley\* (Westercon 66). Members absent: Wolfgang Coe, Tom Whitmore‡. Others present: Kurt Siegel. Wolfgang Coe sent an unrestricted proxy to David Gallaher.

## 2. Previous Minutes

The minutes of the previous meetings are now adopted by unanimous consent via the Board e-mail list and published on the corporation's web site.

## 3. Officer Reports

### 3.1. President

The President had no report at this time

### 3.2. Treasurer

Treasurer Lisa Deutsch Harrigan reported and elaborated on the various financial statements. Assistant Treasurer Cindy Scott reported on ongoing negotiations with the IRS regarding an outstanding issue with informational returns from several years ago.

#### 3.2.1. Financial Statements

The Treasurer distributed paper copies of reports (See Appendices A-B) and discussed them in detail. The general-fund statements do not include all standing committees and need some more cleaning up.

#### 3.2.2. Informational Filings

We have filed our Form 990 for FY2011-12. The Treasurer reports that the California Franchise Tax Board lost our 2010 199 filing and therefore suspended us in September 2012, but she's working with the FTB to get this corrected.

### 3.3 Secretary

Web site: Everything up to date (except the 2010-11 990s, which we'll get posted soon.)

## **4. Standing Committee Reports**

### **4.1. London in 2014 Committee**

Spike reported. (Appendix C).

London won! There was general discussion of how the transition from bid to seated Worldcon worked. The Secretary noted that the official name of the committee always has been “London in 2014” without the word “bid” in it, so there’s no reason we can’t continue with the current arrangements where SFSFC cooperates with Loncon 3 on certain US-based finances. However, Spike says she is trying to transition out of her current US Agent responsibilities. Spike thanked everyone on the SFSFC Board for their help and support with the London bid.

### **4.3. Westercon 66 Committee**

Co-Chairs Andy Trembley and Kevin Roche reported. (See Appendix for snapshot.) Recruitment for staff positions continues, as does promotion efforts. In addition to the snapshot, the committee reported these things:

- In addition to the attached snapshot we have another 37 unconverted voters. That gives us 265 attending and 43 supporting including voters.
- We are gearing up for the next PR; our artist GOH is working on some spot art for us.
- We’re about to start our programming surveys.
- The party at Convolution was well attended, we’ll be at LosCon next weekend.
- We have been approached by the SFPA about hosting the Rhysling Awards. This would entail setting aside space and about 90 minutes in the program schedule. We’ve expressed interest and are awaiting their response.

### **4.4. Nebula Awards Weekend (May 16-19, 2013)**

David Gallaher reported. We have a signed contract with the Hilton for Nebula weekend. We got the much-coveted corkage waiver. (The contract is held by SFWA, not SFSFC; SFSFC is SFWA’s agent for actually running the event.) There was general discussion of the planning calendar and banking arrangements. The Committee is still recruiting for some positions.

The meeting recessed at 12:02 PM and reconvened at 12:12 PM.

## **5. Special Committee Reports**

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

The SMOFCon Scholarship Committee was continued by unanimous consent.

### **5.2. Strategic Development Committee**

At 12:13 PM, the meeting went into Committee of the Whole, Vice President Nancy L. Cobb presiding, meeting as the Strategic Development Committee.

At 12:52 PM, the Committee of the Whole rose and reported

- That the SDC discussed the future strategic direction for SFSFC in detail, but has no specific recommendations for the formation of committees or commitments to events at this time;
- Recommended that the SDC be continued.

The Strategic Development Committee was continued by unanimous consent.

### 5.3 Code of Conduct Policy Committee

The Code of Conduct Policy Committee reported a draft policy (See Appendix F).

There were several typographical errors discussed and corrected. In addition, there was an addition to deal with potential conflicts of policy specifying that the most-restrictive policy always applies in case of conflict.

The committee recommends that the Board adopt the draft policy, as corrected and amended.

#### **Resolution 2012-03:<sup>1</sup> Code of Conduct Policy**

*Resolved*, that the Code of Conduct policy attached to this motion is adopted as official corporate policy of SFSFC, Inc.;

Resolved, that this policy is hereby made binding upon all of the corporation's committees established after the adoption of this resolution; and;

*Resolved*, that nothing in this policy shall be construed to conflict with any applicable local laws.

Resolution 2012-03 was adopted by unanimous consent.

## 6. Unfinished Business

There were no items of unfinished business postponed from the previous meeting.

## 7. New Business

### 7.1 Election of Directors: Election of Directors: 3-year term commencing January 1, 2013

The terms of Nancy L. Cobb, Kevin Standlee, and Cindy Scott end on December 31 of this year.

Ms. Cobb announced that she will not seek election for another term.

Nominees: Kevin Standlee, Cindy Scott, Randy Smith, Andy Trembley.

The election of directors was laid on the table by unanimous consent.

Mr. Glazer made the following motion:

#### **Motion 2012-04: Number of Directors**

*Moved*, to increase the number of Directors of SFSFC to twelve (12), effective January 1, 2013.

Ms. Childress asked "What if we deadlock?"

The President explained that motions need a majority of those voting. If a motion was to be a 6-6 tie, the motion would lose, since a tie is not a majority. There was a discussion of how the President can vote to make a tie as well as to break one; the President may not vote to break a tie if s/he has already voted.

Mr. Glazer spoke to the motion, saying that we have multiple competent, talented people, all of whom would be positive additions to the Board, and since we have the ability to do so, we should take advantage.

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<sup>1</sup> Resolutions and formal motions are recorded in continuous sequence within a calendar year. The Secretary issues numbers to motions and resolutions, but such numbered motions and resolutions may not appear in consecutive order in the minutes due to matters submitted in advance being assigned earlier numbers.

Mr. Standlee discussed a potential increase to 13 members, but withdrew a proposed motion to do so (it would have been an amendment to Mr. Glazer's motion) after some informal discussion.

Spike spoke against the proposal on the grounds that we've had difficulty adding people to the Board and that increasing the size of the board increases the complexity of organizing meetings.

Mr. Glazer said that he thinks all of the mooted nominees are energetic and that we shouldn't turn down such energy.

Motion 2012-04 failed on a vote of 4-5.

The election of directors was taken from the table.

Ballots were distributed and collected. The two directors participating by phone e-mailed their ballots to the President, who counted the ballots.

While the ballots were being counted, Mr. Standlee introduced the following resolution:

**Resolution 2012-05: Nancy L. Cobb**

*Resolved*, that SFSFC thanks Nancy L. Cobb for her many years of service to SFSFC as a director and officer, and wishes her the best in her future endeavors.

Resolution 2012-05 was adopted by acclamation.

The President announced the results of voting as follows:

	Seat 1	Seat 2	Seat 3
<b>Kevin Standlee</b>	7		
<b>Cindy Scott</b>	3	9	
Randy Smith			2
<b>Andy Trembley</b>		1	8

Kevin Standlee, Cindy Scott, and Andy Trembley were elected to three year terms commencing January 1, 2013. The ballots were ordered destroyed by unanimous consent.

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

### **8.1. 2013 Meetings**

Future meeting dates for 2013 are as follows:

- March 23, 2013, 11 AM Pacific Time
- July 27, 2013
- November 16, 2013

There was discussion of potential future venues. Our current venue has been converted to a game store, although they accommodated our previous reservations by closing the store for our July and November meetings. The President said that he would ask the Depot Café about penciling us in for the 2013 dates, but would also investigate alternative venues.

## **9. Adjournment**

By unanimous consent, the meeting adjourned at 1:58 PM. A meeting of directors-elect for the purpose of electing officers for 2013 was held immediately subsequent to this meeting.

Kevin Standlee  
Secretary

*[Approved by unanimous consent without meeting, January 2, 2013]*

**Appendix A: SFSFC General Fund, Profit & Loss, Fiscal Year to date,  
April 1, 2011 – November 17, 2012**

	<u>Apr '12 - Mar 13</u>
<b>Ordinary Income/Expense</b>	
<b>Income</b>	
Interest Income	<u>5.08</u>
<b>Total Income</b>	<u>5.08</u>
<b>Gross Profit</b>	5.08
<b>Expense</b>	
Credit Card Transaction Fees	<u>156.00</u>
<b>Total Expense</b>	<u>156.00</u>
<b>Net Ordinary Income</b>	<u>-150.92</u>
<b>Net Income</b>	<u><u>-150.92</u></u>

**Appendix B: SFSFC General Fund, Balance Sheet, November 17, 2012**

	<u>Nov 17, 12</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
Main Checking	5,030.98
CD #1	3,816.63
Construction Checking	100.00
CorFlu 28 Checking	2,973.11
Westercon 64 Checking	1,966.23
Westercon 66 Checking	5,226.67
London in 2014	<u>7,055.12</u>
<b>Total Checking/Savings</b>	26,168.74
<b>Accounts Receivable</b>	
<b>Accounts Receivable</b>	
Westercon 66	116.38
Westercon 64	14.00
Accounts Receivable - Other	<u>397.50</u>
<b>Total Accounts Receivable</b>	<u>527.88</u>
<b>Total Accounts Receivable</b>	527.88
<b>Other Current Assets</b>	
CorFlu	-66.97
WC 64 Petty Cash/Cash Box Funds	244.67
WC66 Petty Cash/Cash Box	<u>225.00</u>
<b>Total Other Current Assets</b>	<u>402.70</u>
<b>Total Current Assets</b>	<u>27,099.32</u>
<b>TOTAL ASSETS</b>	<u><u>27,099.32</u></u>

**LIABILITIES & EQUITY****Liabilities****Current Liabilities****Other Current Liabilities****Westercon 66 Liabilities**

Memberships	<u>6,390.70</u>
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<b>Total Westercon 66 Liabilities</b>	6,390.70
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London in 2014 Liabilities	5,255.12
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<b>SMOFcon 29 Liabilities</b>	<u>1,700.00</u>
<b>Total Other Current Liabilities</b>	<u>13,345.82</u>
<b>Total Current Liabilities</b>	<u>13,345.82</u>
<b>Total Liabilities</b>	13,345.82
<b>Equity</b>	
<b>Retained Earnings</b>	13,904.42
<b>Net Income</b>	<u>-150.92</u>
<b>Total Equity</b>	<u>13,753.50</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>27,099.32</u></u>



## **Appendix C: London 2014 Report, November 16, 2012**

The London in 2014 Committee has won its Bid to host the Worldcon in 2014. By the close of bidding on the Saturday at Chicon 7, we had over 2200 people worldwide supporting us.

Loncon 3, the 72nd World Science Fiction Convention, will take place 14-18 August 2014, at the ExCeL center in the Docklands area of London, England. The co-chairs are Alice Lawson and Steve Cooper. Loncon 3 currently has almost 1150 Attending members, and over 700 Supporting members. The convention website is up and populated at: [www.loncon3.org](http://www.loncon3.org).

In August this Committee, on behalf of SFSFC, filed a Fictitious Business Name Statement with Santa Clara County. SFSFC and London in 2014 are now able to use the name "Loncon 3." Also in August, at the suggestion of our banker, London in 2014 was given a new membership and a business account at the same credit union. The upshot is that the two SFSFC accounts — for London in 2014 and Westercon 66 — are a bit more separate than before. (There was no change for the SFSFC membership and Westercon 66 account.)

This quarter Bid and Loncon 3 events (including bid desks, parties, and/or sponsorships) were held at these North American conventions:

Armadillocon 34 (Austin, TX)

Chicon 7 (Worldcon, Chicago, IL)

CapClave (Gaithersburg, MD)

Financial Summary:

\$9,354.29 London in 2014 funds in business checking account 10/31/2012. This account balance represents Bid and Loncon 3 memberships purchased in US\$ by cash or check, minus expenses related to bid events listed above, shipping flyers to conventions, and souvenir book ads. Credit card payments, if any, go directly into the Bid PayPal account in the UK, outside the purview of this Committee.

Spike

## Appendix D: Westercon 66 Committee, Profit & Loss, Lifetime to Date, November 12, 2012

	<u>Nov 12, 12</u>
<b>Ordinary Income/Expense</b>	
<b>Income</b>	
<b>4000 - Contributed support</b>	
4090 - Nonprofit Org Grants-Other Cons	<u>3,500.00</u>
<b>Total 4000 - Contributed support</b>	3,500.00
<b>4300 - Convention Income</b>	
<b>4400 - Convention Membership</b>	
4410 - Site Selection	2,375.00
4420 - Attending	12,775.00
4490 - Supporting	<u>180.00</u>
<b>Total 4400 - Convention Membership</b>	<u>15,330.00</u>
<b>Total 4300 - Convention Income</b>	<u>15,330.00</u>
<b>Total Income</b>	<u>18,830.00</u>
<b>Gross Profit</b>	18,830.00
<b>Expense</b>	
<b>6000 - Front Office Expenses</b>	
<b>6100 - Front Office Expenses</b>	
6120 - Business Fees	37.35
6150 - Online Registration Fees	930.02
6100 - Front Office Expenses - Other	<u>25.00</u>
<b>Total 6100 - Front Office Expenses</b>	992.37
<b>6200 - Treasurer Expenses</b>	205.66
<b>6230 - Bank Fees</b>	
6240 - Credit Card Fees	<u>576.16</u>
<b>Total 6230 - Bank Fees</b>	<u>576.16</u>
<b>Total 6000 - Front Office Expenses</b>	1,774.19
<b>7010 - Advertising</b>	
7011 - Flyers	245.22
7012 - Ads in Publications	100.00
7013 - Parties - Fan Tables	2,870.62
7010 - Advertising - Other	60.00

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<b>Total 7010 - Advertising</b>	<u>3,275.84</u>
<b>Total Expense</b>	<u>5,050.03</u>
<b>Net Ordinary Income</b>	<u>13,779.97</u>
<b>Net Income</b>	<u><u>13,779.97</u></u>

## Appendix E: Westercon 66 Committee, Balance Sheet, November 12, 2012

	<u>Nov 17, 12</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
1010 - Meriwest Credit Union-Checking	12,097.32
1050 - Cash Box	
1055 - Registration Cash Box	<u>370.00</u>
Total 1050 - Cash Box	370.00
1070 - Cash in Corporate Accounts	
1080 - Credit Card Account	<u>760.00</u>
Total 1070 - Cash in Corporate Accounts	<u>760.00</u>
Total Checking/Savings	13,227.32
<b>Other Current Assets</b>	
1299 - Undeposited Funds	<u>590.00</u>
Total Other Current Assets	<u>590.00</u>
Total Current Assets	<u>13,817.32</u>
<b>TOTAL ASSETS</b>	<b><u>13,817.32</u></b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Accounts Payable</b>	
2010 - Accounts payable	<u>37.35</u>
Total Accounts Payable	37.35
<b>Other Current Liabilities</b>	
2450 - Convention Future Liabilities	
2460 - Membership Liability	<u>6,390.70</u>
Total 2450 - Convention Future Liabilities	<u>6,390.70</u>
Total Other Current Liabilities	<u>6,390.70</u>
Total Current Liabilities	<u>6,428.05</u>
Total Liabilities	6,428.05

<b>Equity</b>	
3000 - Unrestricted net assets	
3040 - Adjustments to Equity	<u>-6,390.70</u>
Total 3000 - Unrestricted net assets	-6,390.70
3010 - Unrestrict (retained earnings)	6,390.70
Net Income	<u>7,389.27</u>
Total Equity	<u>7,389.27</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b><u><u>13,817.32</u></u></b>

## Appendix F: Code of Conduct Policy

*[Adopted November 17, 2012]*

### Preamble

SFSFC, Inc is chartered to promote and develop fantasy and science fiction in all their forms. SFSFC events include educational and social activities. Our goal is to show how fantasy and science fiction can be serious and artistic, and fun and accessible to everybody.

We fail in that goal if we create an environment where harassment of attendees and participants is condoned. Victims of harassment will not enjoy an event and will not find fantasy and science fiction to be fun or accessible. SFSFC and its event-planning teams are committed to responding respectfully to reports of harassment and taking appropriate action to ensure harassment that is brought to our attention is stopped.

### Corporate Policy

It is the responsibility of the chair or chairs of each SFSFC event to publish and enforce an anti-harassment policy.

This policy will include:

- A non-limiting definition of harassment. Committees must be ready to respond to unanticipated types of harassment
- Documented procedures making it easy for victims to report harassment
- A list of actions the committee may and/or will take to separate a person who has engaged in harassment from his or her victim

The event's anti-harassment policy may also include:

- Conduct standards and training for committee members and operations staff receiving reports of harassment
- A committee officer/address to contact for more information on the anti-harassment policy

When operating an event for another organization, the event anti-harassment policy must also comply with anti-harassment policies published by that organization. Similarly, when operating an event at a venue with a published anti-harassment policy, the event policy must comply with that policy. In case of differing organizational and venue requirements, event policy must comply with both.

Details of violations of an event's anti-harassment policy must be forwarded to the SFSFC Board of Directors.

### Policy examples, templates and reference materials from other organizations

Event committees are encouraged to review and learn from policies developed and implemented by other convention organizers.

This list of references may be revised at the direction of the SFSFC President without requiring a vote of the SFSFC Board.

- [Anthrocon](#) (furry convention, Pittsburgh, PA)
- [Con Anti-Harassment Project](#)
- [Geek Feminism Conference Anti-Harassment](#)

- [ReaderCon 23/24](#) (Boston, MA)