



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, November 14, 2015, Sunnyvale, California

1. Call to Order

The regular trimesterly meeting of the Board of Directors of SFSFC, Inc., met on Saturday, November 14, 2015, in the home of Cindy Scott, 969 Asilomar Terrace #6, Sunnyvale CA 94086-2438. The meeting was called to order at 1:41 PM, President David Gallaher presiding and Secretary Kevin Standlee recording. Members present (*by telephone †*ex officio* non-voting director ‡director emeritus): David W. Clark, David Gallaher, Lisa Deutsch Harrigan, Cheryl Morgan*, Kevin Roche, Cindy Scott, Randy Smith (Arrived 2:00 PM), Spike, Kevin Standlee, Andy Trembley, Tom Whitmore*‡, Jennifer “Radar” Wylie†. Members absent: Sandra Childress, Kathryn Duval†, Glenn Glazer. Proxies: Sandra Childress to Cindy Scott, Glenn Glazer to David Gallaher.

2. Previous Minutes

The minutes of the July 18, 2015 Regular Meeting and October 17, 2015 Special Meeting were approved as distributed by unanimous consent via the Board e-mail list.

3. Officer Reports

3.1. President

The President had no report at this time.

3.2. Treasurer

Treasurer Lisa Deutsch Harrigan reported. We are in the process of setting up a money-market account for the restricted funds of the SJ in 2018 committee. She filed our IRS and CA FTB tax filings for the FY ending March 31, 2015 late July 2015.

Although the Board has previously issued blanket-banking-resolution authorization to the Treasurer in the past, it has been sufficiently long since the last time that we did so that our bank asked the Treasurer to pass a new one and to give explicit direction to the Treasurer regarding a money-market account.

The Treasurer introduced the following resolutions:

Resolution 2015-06: Bank of the West Banking Resolution

Resolved, That San Francisco Science Fiction Conventions, Inc. (the "Organization") authorizes LISA DEUTSCH HARRIGAN (Treasurer) to (1) establish with Bank of the West (the "Bank") one or more deposit accounts, all such deposit accounts having the same ownership and Authorized Signer(s) as provided on the Organizational/Association Signature Card; (2) open one or more additional deposit account(s) at a future date under the Signature Card, provided that the ownership and Authorized Signer(s) of the new deposit account(s) is/are the same as the ownership and Authorized Signer(s) on the Signature Card; (3) designate from time to time persons to manage, operate, or otherwise provide instructions regarding each deposit account ("Authorized Signers"); and (4) contract for such other banking services as any Authorized Representative deems necessary or appropriate to manage this Organization's deposit accounts;

Further Resolved, That this Organization adopts for each deposit account (a) the Bank's Deposit Account Disclosure for Business Accounts and Schedule of Fees and Charges for Business Accounts, as added to, deleted from, or otherwise amended from time to time; (b) this Signature Card; and (c) an addenda thereto, which is incorporated by this reference, for each deposit account it opens;

Further Resolved, That the person(s) designated as Authorizes signer(s) are authorized to transact on all current and future deposit accounts opened under the Signature Card. The authority granted to each Authorized Signer includes, but is not limited to, authority to sign checks and other items and to give Bank other instructions to withdraw funds, to endorse and deposit checks and other items that are payable to or that belong to the Organization, and to transact other business related to each of this Organization's deposit accounts; and

Further Resolved, That the authority conferred is in addition to any other, including conflicting authorizations, in effect and shall remain in force until Bank receives written notice of its revocation at the office where the deposit account is maintained or at such other location as the Bank may direct.

Resolution 2015-06 was adopted by unanimous consent.

Resolution 2015-07: Money Market Account

Resolved, That the Treasurer is authorized and directed to withdraw \$25,000 from Checking Account 014-015214 and to open a money market savings account with those funds.

Resolution 2015-07 was adopted by unanimous consent.

3.2.1. Financial Statements

The Treasurer distributed paper copies of General Fund reports (see Appendices A-B) and discussed them in detail. Our current "unconstrained" balance (not earmarked for a specific fund) is approximately \$4,000.

Spike inquired regarding the way in which the London in 2014 Fund is recorded in the corporation's accounts. The Treasurer explained that now that the convention is over, Loncon 3 assets are no longer accounted for as a liability on the corporation's accounts, consistent with our past practice accounting for conventions held under our corporate umbrella.

The Treasurer has still not yet had the opportunity to close out the remaining Westercon 66 funds and transfer them to other funds as previously directed (see the March 2015 minutes for details).

3.3 Secretary

The corporate web site is up to date. We recently issued press releases related to the 2018 Worldcon Operating Committee and Bid. If you see something out of date, contact the Secretary.

4. Standing Committee Reports

The Secretary asked and obtained general consent to consider the SJ2018 Worldcon Bid Committee and the 2018 Worldcon Operating Committee to be considered as having equal “seniority” for the purposes of ordering future agendas, and the agenda for today’s meeting was accordingly reordered.

4.1. London in 2014 Committee

Spike (Loncon 3 agent) reported. (See Appendix C for full report.) Per the report, the committee will not yet ask to be discharged until some remaining issues are resolved.

4.2/4.4. SJ2018 Worldcon Bid Committee/2018 Worldcon Operating Committee

At 2:00 PM, the meeting went into Committee of the Whole, Vice President David W. Clark presiding, to discuss the San Jose in 2018 Worldcon Bid Committee. At 2:45 PM, the Committee of the Whole rose and reported:

- The bid committee announced that it was publically asking for recommendation for guests of honor and has been accumulating them for consideration.
- Recruiting for various positions, both in the bid and in the proposed Worldcon, continues.
- The bid discussed planned future convention appearances, including how the bid intends to present itself at parties, and also improving the documentation of bid administrative processes.
- Preparation continues for the bid’s presentation at SMOFCon.
- The announcement of a chair for the 2018 Worldcon should we win appears to have met with generally positive responses.
- The bid’s website is being redesigned.
- The bid’s bank account has (finally) been renamed from a predecessor account and checks received.

4.3. CostumeCon 2021 Committee

Radar reported. Committee members have done a walkthrough of the planned facility after its completed remodeling. The web site is under development; however, the committee would be interested in having someone volunteer to take charge of the website. First planned public appearance is next year’s FurCon, and first planned room party is at next year’s Con-Volution.

5. Special Committee Reports

There are no special committees at this time. The Secretary noted that this agenda heading will be dropped from future meetings until such time as we establish other special committees.

6. New Business

6.1. Director Elections

The President introduced the following resolution:

Resolution 2015-08: Number of Directors

Resolved, That the number of directors is hereby increased to 13, under the provisions of Section 3.1 of the Bylaws.

There was discussion of an additional person who has expressed an interest in being a director, and there seems to be a consensus that adding more active participants in Board matters would be a net benefit for the corporation. However, there are also certain procedural difficulties if we create a new Board position at this meeting, and that it might be administratively easier to deal with it at the March 2016 meeting.

By unanimous consent, consideration of Motion 2015-08 was postponed indefinitely. (It can be reintroduced at a future meeting without prejudice.)

Kevin Standlee, Cindy Scott, Andrew Trembley, and Kevin Roche were nominated for the four vacant Board positions. Without objection, the four candidates were elected to the four seats commencing January 1, 2016 for a three-year term.

7. Announcements/Future Meetings**7.1. 2016 Meetings**

Future meeting dates for 2015 are as follows:

- Saturday, March 19, 2016, 11 AM, the home of Cindy Scott, 969 Asilomar Terrace #6, Sunnyvale CA 94086-2438.
- Saturday, July 16, 2016, 11 AM, the home of Cindy Scott.
- November 19, 2016, 11 AM, the home of Cindy Scott.

8. Adjournment

By unanimous consent, the meeting adjourned at 3:11 PM. A meeting of directors-elect for the purpose of electing officers followed shortly thereafter.

Kevin Standlee Secretary

[Approved by unanimous consent without meeting: November 26, 2015]

Appendix A: SFSFC General Fund and SJ2018 Worldcon Bid Fund, Profit & Loss, Fiscal Year to Date, November 14, 2015

	<u>Corporate</u>	<u>SJ2018</u>	<u>TOTAL</u>
Ordinary Income/Expense			
Income			
Corp Donations	40.00	0.00	40.00
Convention Income			
San Jose in 2018 Bid			
Pre-Support	0.00	1,593.25	1,593.25
Total San Jose in 2018 Bid	0.00	1,593.25	1,593.25
Total Convention Income	0.00	1,593.25	1,593.25
Interest Income	1.75	0.00	1.75
Total Income	41.75	1,593.25	1,635.00
Gross Profit	41.75	1,593.25	1,635.00
Expense			
Conventions			
San Jose in 2018			
SJin2018 Expense-See Sub Report	0.00	191.31	191.31
Total San Jose in 2018	0.00	191.31	191.31
Total Conventions	0.00	191.31	191.31
Credit Card Transaction Fees	7.95	0.00	7.95
Internet	321.78	0.00	321.78
Interest Expense	6.87	0.00	6.87
Meeting Expense	49.46	0.00	49.46
Office Supplies	195.70	39.71	235.41
Postage	103.00	0.00	103.00
Storage Unit	1,203.00	0.00	1,203.00
Tax			
State	10.00	0.00	10.00
Total Tax	10.00	0.00	10.00
Total Expense	1,897.76	231.02	2,128.78
Net Ordinary Income	-1,856.01	1,362.23	-493.78
Net Income	<u>-1,856.01</u>	<u>1,362.23</u>	<u>-493.78</u>

Appendix B: SFSFC General Fund, Balance Sheet, November 14, 2015

Note: "Corporate Money" accounts are general unrestricted funds. All other asset funds are restricted to specific committees or are (like PayPal) holding accounts for money moving from fund to fund.

	<u>Nov 14, 15</u>
ASSETS	
Current Assets	
Checking/Savings	
Corporate Money	
Main Checking	26,102.17
CD #1	3,831.15
Construction Checking	<u>100.00</u>
Total Corporate Money	30,033.32
PayPal	3,082.59
Westercon 66 Checking	6,707.20
London in 2014	<u>5,281.24</u>
Total Checking/Savings	45,104.35
Accounts Receivable	
Accounts Receivable	<u>422.50</u>
Total Accounts Receivable	422.50
Other Current Assets	
SJin2018 Cash Fund	165.00
SFSFC Petty Cash Fund	218.57
WC66 Petty Cash/Cash Box	135.05
Undeposited Funds	<u>648.21</u>
Total Other Current Assets	<u>1,166.83</u>
Total Current Assets	<u>46,693.68</u>
TOTAL ASSETS	<u><u>46,693.68</u></u>

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Other Current Liabilities

SJ in 2018 - In Corp Money Acct	<u>4,658.38</u>
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Total Other Current Liabilities	<u>4,658.38</u>
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Total Current Liabilities	<u>4,658.38</u>
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Total Liabilities	4,658.38
Equity	
Temp. Restricted Net Assets	25,000.00
Adjusted Earnings	-172.30
Retained Earnings	17,551.80
Net Income	<u>-344.20</u>
Total Equity	<u>42,035.30</u>
TOTAL LIABILITIES & EQUITY	<u><u>46,693.68</u></u>

Appendix C: London 2014 Report, November 14, 2015

Summary:

Loncon 3, the World Science Fiction Convention, was successfully held in London in August 2014. A final accounting has not been made, due partly to a single large rebate that is owed to the convention by one of the hotels. The convention is still in the red until this complaint with the hotel is settled.

We received a \$5000 grant from Sasquan in late October. These funds will be used to cover expense reimbursements due several Loncon Committee members. Due to this windfall, the London in 2014 Committee is keeping its Meriwest account open for another couple of months.

Financial Summary:

\$5,094.98 funds in the U.S. checking account as of October 31, 2015.

Status of Souvenir Book Printing:

Paper souvenir books have now been mailed (or handed) to Loncon 3 members who requested them. Other members were happy accepting the digital copy of the Souvenir Book that was made available this summer. The re-printing and mailing were subsidized by LoneStarCon 3. The Committee thanks Cindy Scott and Sandra Childress for their help with this project.

Submitted 14 November 2015

Spike
London in 2014
c/o SFSFC
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