

Central Arizona Speculative Fiction Society
Minutes of the Board of Directors

2001

Central Arizona Speculative Fiction Society

Minutes of the Board of Directors

Regular meeting
January 26, 2001 8:50 pm
JB's, I-17 and Indian School

Submitted by David M. Hungerford III

Present: Stephanie Bannon, Jim Cryer, Jeff George, David Hungerford, Bob LaPierre, and Nick Schumacher.

Absent: Brian Korn.

- Election of Board Officers
 - Secretary - David Hungerford, by acclamation
 - Vice Chair - Jeff George, by acclamation
 - Chair - Jim Cryer elected by a vote of 5 to 1 over Nick Schumacher.
- The business of the general meeting, including the Treasurer's Report, was ratified, **6-0-0**.

Old Business

- Corporate Auditor - Nothing new.
- IRS list of non-profits - Brian will investigate.
- VNSA lead-up table - Robert Barber is ill, so Bob was not able to obtain the information.

New Business

- We will be starting up the record-keeping Policies and Procedures discussion online again.
- Jim Cryer and Jeff George will not be at the next meeting

We voted to adjourn at 8:57 pm. **6-0-0**.

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Minutes of the Board of Directors

Regular meeting

February 23, 2001 8:48 pm

JB's, I-17 and Indian School

Submitted by David M. Hungerford III

Present: Stephanie Bannon, David Hungerford, Brian Korn, Bob LaPierre and Nick Schumacher.

Absent: Jim Cryer and Jeff George.

- The business of the general meeting, including the Treasurer's Report, was ratified, **5-0-0**.

Old Business

- Corporate Auditor - Nothing new.
- IRS list of non-profits - The IRS says they have no record of us being a 501(c)3 non-profit. They say they have no record of us ever having had that status. Yes, we do have a letter from them stating that we are one, but what we physically have is a copy of a copy of a copy. The IRS says that if we can produce an original of that letter, that they will grant us 501(c)3 status retroactive to 1984. If we cannot produce an original, then as far as they're concerned, we are not and never have been one, and we could conceivably have to dissolve the Corporation and re-file from scratch.

There was also discussion over whether we it was necessary for us to have been filing any sort of informational return with the IRS every year. The Treasurer said we didn't bring in enough income to have to do so. There was some sentiment on the Board to start doing so anyway, just to remind them that we exist.

- VNSA lead-up table - Nothing new.

New Business

- Additional seed money for conventions and cash flow - The amount of seed money we grant to conventions has gone up simply because the pre-con expenses of the conventions have gone up while attendance is relatively flat. We discussed what effect this has on CASFS Main and the ability of the organization to do things other than conventions. The Treasurer pointed out to us that CASFS, as an organization, has fixed expenses of around \$3000 per year...if the conventions don't clear that much, then the organization as a whole loses money. Right now, CASFS Main is getting somewhat low...the Treasurer estimates that , **if nothing changes**, then all the Corporation's capital will be tied up in the subsidiary accounts within about two years. Various ways things could change without hurting anything were discussed.

It was proposed that capital expenditures be made out of the convention accounts on the grounds that that's where the money is. This was objected to on the grounds that capital expenditures are not properly chargeable to the individual conventions as they benefit all of CASFS. There was much debate, including a proposal to make the capital expenditures out of the convention accounts, but to report the amount of those expenditures as part of the

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convention profit. In the end, the Board decided to table the discussion to give people time to think about it.

We voted to adjourn at 9:47 pm. **5-0-0.**

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Minutes of the Board of Directors

Regular meeting

March 30, 2001 9:08 pm

JB's, I-17 and Indian School

Submitted by David M. Hungerford III

Present: Stephanie Bannon, Jim Cryer, Jeff George, David Hungerford, and Bob LaPierre.

Absent: Brian Korn and Nick Schumacher.

- The business of the general meeting was ratified, **5-0-0**.
- The Corporate Secretary announced that he would be distributing the Board Minutes by email to the Board usefully prior to the succeeding meeting.

Old Business

- Corporate Auditor - Nothing new.
- IRS list of non-profits - We have a new letter from the IRS saying that at least some of them know we exist and that we really and truly are a 501(c)3 non-profit corporation. Copies will be distributed as appropriate; the Corporate Secretary will hold the original.
- VNSA lead-up table - Nothing new.
- Additional seed money for conventions and cash flow - More discussion. It was noted that the upcoming Hex had taken in \$1,500 pre-con and had pre-con expenses of \$3,250. The increased seed money is necessary. It was proposed that we end this discussion by voting that capital expenses will still come out of CASFS Main. Bob so moved, Stephanie seconded, approved **4-0-1** with David abstaining.

New Business

- Additional checks - It was proposed that the second signer on CASFS Main (the Chairman of the Board) have a set of checks for use when there are necessary expenses and the Treasurer is not available. Stephanie so moved, David seconded, approved **5-0-0**.
- Duplicate attendance records - It was proposed that the Treasurer bring two sets of attendance sheets to the general meetings. Once the first set had circulated, the Treasurer would mark the second set according to who had signed in, then turn over the second set to the Procedural Secretary. Stephanie so moved, Bob seconded, approved **5-0-0**.
- Jim and Jeff wanted February's absence to be excused on the grounds that they were representing and promoting CASFS and Arizona fandom at Gallifrey. David so moved, Bob seconded, approved **3-0-2** with Jim and Jeff abstaining.

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- Mike Willmoth presented the CopperCon 2002 hotel contract for approval. It's really, really wonderful. David moved to approve, Jeff seconded, approved **5-0-0**.
- In accordance with the Financial Procedures, Jeff George presented the Board with a CopperCon 21 budget.

We voted to adjourn at 9:36 pm. **5-0-0**.

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Minutes of the Board of Directors

Regular meeting
April 27, 2001 9:08 pm
JB's, I-17 and Indian School

Submitted by David M. Hungerford III

Present: Jim Cryer, Jeff George, David Hungerford, Brian Korn, Bob LaPierre, and Nick Schumacher.

Absent: Stephanie Bannon.

- The business of the general meeting was ratified, **6-0-0**.

Old Business

- Corporate Auditor – Nothing new.
- IRS list of non-profits – This issue is resolved and is no longer business.
- VNSA lead-up table – Nothing new.
- Additional checks – Brian pointed out that the purpose of the second signer is for catastrophic problems (and ease of signer changeover). Having the second signer readily able to independently take the account negative is bad. Only the Treasurer knows what's really going on with CASFS Main. Also, it's not necessary. If we really need the money, we can raid the other accounts. So in the event of a problem, first resort is to contact the Treasurer. Worst case is to raid the other accounts.
Was moved and seconded to rescind the previous resolution to give the second signer their own checks. Approved **3-1-2**, Bob against, forgot to record who abstained.
We will be revisiting this issue.
- Duplicate attendance records – Brian wants it understood that Treasurer's copy of the attendance list (the one actually signed by attendees) is the senior copy and overrides the others. Approved **by acclamation**.
- Additional seed money for conventions and cash flow – We reviewed our current financial situation. With the increased seed money, the revised turnback to CASFS Main from HexaCon 10 and CopperCon 20 will not cover our regular fixed expenses for the year, let alone give the additional seed money to Odd accounts.
It was proposed that we keep the initial seed money at the \$1000 level with the conventions having the authority to get the rest as needed.
Jeff so moved, Bob seconded, approved **5-0-1**, Brian abstaining.

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New Business

- Web Hosting - Nick mentioned the existence of a web hosting outfit that is itself a 501(c)3 non-profit and, as part of fulfilling its charter, offers free web hosting to other 501(c)3 corporations. Nick will investigate.
- On the occasion of Administrative Professionals' Day (formerly Secretaries' Day) The Board recognizes the job Angel has done as Procedural Secretary and is deeply appreciative. While no formal action was taken, the Board members did personally contribute towards a Borders Gift Card for her.
- Attendance - Brian reiterated that he is available by phone and email pretty much all the time.
- There was discussion about the tone of certain emails circulated among the Board members. It is the sense of the board that more professionalism is necessary in all Board communications.
- In accordance with the Financial Procedures, Bob LaPierre presented the Board with a HexaCon 12 budget.
- Jim Cryer submitted a final copy of the CopperCon 22 hotel contract.

We voted to adjourn at 10:40 pm. **6-0-0**.

The Board then subsequently reconvened on an emergency basis to discuss deferring the ConNotations subsidy for one month unless it's necessary to keep ConNotations out of the red. This was necessary to keep CASFS Main out of the red. Approved **5-0-0** (David absent).

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Minutes of the Board of Directors

Regular meeting
May 25, 2001 9:29 pm
JB's, I-17 and Indian School

Submitted by David M. Hungerford III

Present: Stephanie Bannon, Jim Cryer, Jeff George, David Hungerford, Brian Korn, Bob LaPierre, and Nick Schumacher.

Absent: None

- Carlos Ross and Christi Carpenter were approved for membership in CASFS, **7-0-0**.
- The business of the general meeting was ratified, **7-0-0**.

Old Business

- Corporate Auditor - Nothing new.
- VNSA lead-up table - We'd need a City of Phoenix Sales License. They cost \$50. The consensus is that that's not worth it.
- Additional checks - Stephanie pointed out that if Brian's not going to be at a meeting, he should send the tip check along with someone.
- Additional seed money for conventions and cash flow - Brian handed out a financial summary. It's included by reference in the minutes. We discussed the difference between total income and cash flow. There is money in the accounts, but if we fully seed the conventions, then we lose our operating flexibility. We went back and forth on whether it's fiscally responsible for convention bankers to count on upcoming seed funds when budgeting. It was suggested that the extra seed money come from the immediately preceding convention proceeds, immediately after the hotel is paid. Stephanie moved that we go ahead and, in accordance with the Financial Procedures, we give the conventions the full seed money and re-address all this in December when we know more about how this year has gone and what sort of financial shape CASFS is in. Stephanie so moved, Bob seconded, approved **4-2-1**, Dave and Brian opposed, Nick abstaining.
- Web Hosting - Email to admin@ the hosting company was not responded to. That makes them useless.

New Business

- ConNotations will not receive its subsidy until CASFS Main has money again. Approved, **7-0-0**.

We voted to adjourn at 10:23 pm. **7-0-0**.

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Minutes of the Board of Directors

Regular meeting
June 29, 2001 9:44 pm
JB's, I-17 and Indian School

Submitted by David M. Hungerford III

Present: Stephanie Bannon, Jim Cryer, Jeff George, David Hungerford, Brian Korn, Bob LaPierre, and Nick Schumacher.

Absent: None

- The business of the general meeting was ratified, **7-0-0**.

Old Business

- Corporate Auditor – Nothing new.
- VNSA lead-up table – Apparently, you can get a single-event sales license. We don't know how much it costs. Randall Whitlock will find out. This turned into a discussion of whether it's worth it to get the sales tax exemption paperwork so we can sell memberships there. The consensus was that it probably is not.
- Additional seed money for conventions and cash flow – Dead topic.

New Business

- Stephanie is Corporate Treasurer and ConNotations Editor. She can't be both signers on the account. Jim Cryer will be the second signer. She also wants Craig Dyer on the account, as he often is the one who goes out and pays for things. Dave so moved, Brian seconded, Approved **6-0-1** (Stephanie abstained).

We voted to adjourn at 9:58 pm. **7-0-0**.

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Minutes of the Board of Directors

Regular meeting
July 27, 2001
Holiday Inn Sunspree

No Minutes Available for this meeting

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Minutes of the Board of Directors

Regular meeting
August 31, 2001 9:00 pm
JB's, I-17 and Indian School

Submitted by David M. Hungerford III

Present: Stephanie Bannon, Mark Boniece, Jim Cryer, Jeff George, David Hungerford, Brian Korn, and Lee Whiteside.

Absent: None

- The business of the general meeting was ratified, **7-0-0**.
- Applicant members Gary Furash and Joseph Formichella approved: Jeff, Brian, **7-0-0**.

Old Business

- Corporate Auditor - Nothing new.
- VNSA lead-up table - Randall gave someone the sales license stuff; it's now gone walkabout. It will be found. In the meantime, we tabled it.

New Business

- Ken Hall submitted a report on declining attendance at conventions. We passed it around.
- An attempt was made to reconstruct the minutes of the July meeting in the event that they cannot be found. The main topic of discussion at that meeting was Bob's resignation and the surrounding events. About all we decided was that we need to make Chairs and Bankers more aware that if they're having a dispute they cannot resolve, that the proper course of action is to bring it before the Board. By Bylaw, that's one of the things we exist for.
- We discussed who actually is the Corporate Secretary. According to the Bylaws, I am. According to the law, Gary may be. There's been confusion on this point before...we need to figure it out.
- We discussed Bob LaPierre's membership status. Technically, he did resign. He submitted a resignation in writing and the Chairman of the Board accepted it. The membership does not enter into it, and the President should not have so submitted it. But. That did happen, and it makes the most sense to let the status stay quo without counting this as a precedent. In the end, we tabled it.
- It was pointed out that Brian missed four of the twelve meetings leading up to his most recent election to the Board. Brian pointed out that one of his absences had been excused by the Board, thus giving him the requisite nine of twelve. In email subsequent to the meeting, some Board members expressed a desire to revisit the whole concept of excused absences for the future.

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- There was an extended discussion of Brian's recordkeeping as Treasurer, and of whose responsibility certain bank charges (relating to instances of insufficient funds or negative account balances) were. In dispute was who was responsible for what and when they were responsible for it, what recordkeeping was done and whether it was "sufficient", and whether any communication was going on at all. There was very little agreement on any of these issues. No action was taken by the Board
- From now on, the Treasurer will be the one turning the credit card account on and off.
- ~~Everybody controlling a CASFS account should get duplicate checks, and should do so from one of the three big check printing companies (Current, Deluxe, or Rocky Mountain).~~
- We figured out who has the PO Box keys. Craig has one, Stephanie has one, and Gary has two.

We voted to adjourn at 10:22 pm. Jeff, Lee, 7-0-0.

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Minutes of the Board of Directors

Regular meeting

September 28, 2001 9:26 pm

JB's, I-17 and Indian School

Submitted by David M. Hungerford III

Present: Stephanie Bannon, Mark Boniece, Jim Cryer, Jeff George, David Hungerford, Brian Korn, and Lee Whiteside.

Absent: None

- The business of the general meeting was ratified, **7-0-0**.

Old Business

- Corporate Auditor – Ray Mackey is interested in the position. It's the kind of thing he does for a living. He needs to find out if it's a conflict of interest for him to hold the position with us.
- VNSA lead-up table – The Sales License stuff has not been found yet. Subsequent to the meeting, it was found and is in the possession of the Board Secretary.
- Ken Hall's convention attendance report – not everyone has seen it yet. In order to facilitate this, April will contact Ken for an electronic copy.
- Who is the Corporate Secretary – We still don't know. The Board Secretary agreed to look into it.
- Excused absences – By consensus of the Board, we're not doing them anymore.
- Who turns on the credit card account – Since the Treasurer is, by default, responsible for all CASFS accounts, it's not necessary to vote to say that the Treasurer will do this. So we didn't.
- Last month's discussion of what companies to buy checks from was apparently just discussion. People controlling CASFS accounts are free to buy checks from whomever they choose. Last month's minutes are to be so amended, **6-0-1**, Dave abstaining.
- PO Box keys – Gary will give one to Jim C.

New Business

- Stephanie wants all the Bankers to use Quicken, and would like CASFS to buy a copy. After some discussion about why (compatibility of records and ease of integration), it was moved to require that, if a banker keeps electronic records, that the software they use must generate Quicken files. Dave, Jeff, **7-0-0**. We chose to defer the decision on whether to buy a copy of Quicken.

We voted to adjourn at 9:59 pm, **7-0-0**.

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Minutes of the Board of Directors

Regular meeting
October 12, 2001 9:00 pm
JB's, I-17 and Indian School

Submitted by David M. Hungerford III

Present: Stephanie Bannon, Mark Boniece, Jim Cryer, Jeff George, David Hungerford, Brian Korn, and Lee Whiteside.

Absent: None

- The business of the general meeting was ratified, **7-0-0**.

Old Business

- Corporate Auditor – Nothing new.
- VN SA lead-up table – The Sales License will cost \$25. This sounds reasonable, but we'll take it before the membership. We'll need people to sit the table. Bob will be contacting someone from the city to make sure we really can do this at all.
- Ken Hall's convention attendance report – We now have an electronic copy, and Stephanie will mail it out to the rest of the Board.
- Who is the Corporate Secretary – We still don't know. The Board Secretary agreed to continue to look into it.
- Clarification of the check issue – Okay, we settled this once and for all. The Board recommends, but does not require, that checks for CASFS accounts be purchased either through the bank or from one of the Big Three check companies (Deluxe, Current, or Rocky Mountain). We don't want you buying junk, but we don't want you overpaying, either.

New Business

- Costco Memberships – Additional Associate cards are \$35. We're not getting any. Renewal for the membership is in either March or April. We're going to be transferring one of the cards from Lori to Mark.

We voted to adjourn at 9:28 pm, **7-0-0**.

We then reconvened at 9:36, approved Vy Kaftan for membership, and adjourned **6-0-0** (Brian had left).

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Minutes of the Board of Directors

Regular meeting
November 16, 2001 8:48 pm
JB's, I-17 and Indian School

Submitted by David M. Hungerford III

Present: Stephanie Bannon, Mark Boniece, Jim Cryer, David Hungerford, and Lee Whiteside
Absent: Jeff George and Brian Korn

- The business of the general meeting was ratified, **5-0-0**.

Old Business

- Corporate Auditor - Nothing new.
- VNSA lead-up table - We're waiting for the person Bob contacted to get back to him.
- Ken Hall's convention attendance report - We've looked at it. We didn't really discuss any of the specifics from it, but did discuss general attendance issues. The one thing that came out of that is that, while it is of course the decision of the Chair and Banker of each convention, the Board has no objections to conventions selling one-day memberships.
- Who is the Corporate Secretary - We still don't know. The Board Secretary agreed to continue to look into it.
- Costco Memberships - We can't transfer one of the cards from Lori to Mark right now because Bob is listed as controlling the account. We'll need to get a letter from Bob changing this. Somebody will have to do this.

New Business

- Web Site - Stephanie says we need the password from Nick. Dave said he'd talk to him. Meanwhile, Lee gave what he thinks it is to Stephanie.
- Per the Financial Procedures, Kim presented the CopperCon 22 budget to the Board. It looks good.

We voted to adjourn at 9:25 pm, **5-0-0**.

Central Arizona Speculative Fiction Society

Minutes of the Board of Directors

Regular meeting
December 14, 2001 8:48 pm
JB's, I-17 and Indian School

Submitted by David M. Hungerford III

Present: Stephanie Bannon, Mark Boniece, Jim Cryer, Jeff George, and David Hungerford
Absent: Brian Korn and LeeWhiteside (proxy)

- The business of the general meeting was ratified, **6-0-0**.

Old Business

- Corporate Auditor - Nothing new.
- VNSA lead-up table - We're waiting for the person Bob contacted to get back to him.
- Ken Hall's convention attendance report - We'll read it again and talk about it in January.
- Who is the Corporate Secretary - We still don't know. The Board Secretary agreed to continue to look into it.
- Costco Memberships - Bob will go into Costco and put Gary on as the primary cardholder.
- Web Site - Nick says he doesn't have that password.

New Business

- The email vote on the Financial Procedures was noted.
- We discussed the Metro Art proposal. Decided we weren't going to do anything. If the membership wants to give them money, that'd be cool.
- We discussed Hex. It made a lot of money. The Registration procedures need to be improved. Stephanie is taking the lead on this.
- We're likely going to move the credit card checking account to cut down on bank fees.
- We discussed getting a deposit stamp for CASFS Main. We also discussed getting a self-advancing number stamp.
- We need a Quartermaster.
- The Treasurer wants year-end reports from everyone who hasn't already turned theirs in.

We voted to adjourn at 9:49 pm, **6-0-0**.