

## **Minutes of 02/08/2015 Leprecon, Inc., Quarterly Board Meeting**

Date: Sunday, February 8, 2015

Location: Spoke & Wheel Tavern, Phoenix, Arizona

Meeting called to order by Mike Willmoth at 4:00 p.m.

Voting Board Members present: Mike Fett (expires August 2017), Patti Hultstrand (L39, expires August 2015), Donald Jacques (L40, expires August 2016; Database Administrator), Kevin McAlonan (expires August 2016; Secretary), and Mike Willmoth (expires August 2015; Chairman).

Voting Board Members absent: none

Non-Voting Board Members present: Bruce Farr (Treasurer), Amanda Parker (L42 chair) and Paul Tanton (L41 chair, Social Networking Coordinator).

Non-Voting Board Members absent: Lyle Dillie (Assistant Webmaster) and Jean Goddin (Webmaster).

Members present: Dee Astell, Hal C.F. Astell, Margaret Grady, Gary Swaty, and Susan Uttke.

Guests: Mike Cassidy.

Petitions for Membership: None

Proxies: Jason Youngdale to Paul Tanton (1).

Steve Beraha, Emily Devenport, Laura Freas, Jean Goddin, Ernest Hogan, Gerald Nordley, Maryeileen Flannagan, and Sharan Hoyle to Mike Willmoth (8)

### **Reports**

Secretary's Report: Minutes from the November 16, 2014, meeting were read and approved as amended 19-0-2.

Treasurer's Report: Bruce Farr presented the treasurer's report and distributed a written summary to the voting Board members. The balance of all bank accounts is \$7,028.04, but we are in the "sweet spot" where we have the income from convention memberships, but

have not yet paid GoH airfare and similar expenses. The Treasurer's report was approved 19-1-2. The dissenter, Michael Fett, explained his vote by asking for a more detailed report of expenses and income. Bruce said that he would do that in the future.

LepreCon 40: Mike Willmoth reported that we are cleaning up the data for the final report and master database.

LepreCon 41: Paul Tanton reported that we are continuing with the Second Friday event, selling memberships and t-shirts. We have a person in charge of food for ConSuite and Staff Lounge. We are finalizing the room allocations. Registration prices increase on Presidents' Day. We have sold around ten memberships; we are now at about 100 paying members (excluding GoHs).

LepreCon 42: Amanda Parker reported that we have signed a Gaming GoH. She needs a bank account and a treasurer.

Bylaws Committee: No report.

Database: No report.

Database Standards: No report.

Social Networking: Paul Tanton reported that people are continuing to post comments. Some out-of-town folks are worried about the convention being held in the summer, but we have this under control.

Survey Committee: No updates.

Strategic Planning: No report.

Tablet Committee: Paul Tanton reported that the previously authorized purchase of a tablet was not made. Mike Willmoth noted that we need to do research to determine which tablets are appropriate. Paul said that the information was available on the Square website. Michael Fett noted that the cheapest tablet might not be the best for our needs. Hal Astell noted that clearance sales for the Radio Shack bankruptcy might allow us to buy a tablet at a discount. Mike Willmoth said that Paul can use the convention account to purchase a tablet for the convention and have the expense reimbursed from the corporate account.

Committee Positions: No report.

Publicity Committee: No report.

Quartermaster: Mike Willmoth reported that we still need a quartermaster. No one

volunteered immediately; later in the meeting, Hall Astell was approved as quartermaster 22-0-0.

### **Old Business**

**Non-Profit Status:** Bruce Farr reported that he is about a third of the way through the paperwork. Our Articles of Incorporation need to be amended because they currently reference a (c)(7) status, which we had originally sought. The amendment would need to be replacement of the (c)(7) purpose with appropriate (c)(3) language, as well as the addition of a dissolution clause. Michael Fett moved to allow Bruce to amend the Articles and to handle any other issues that might crop up. Kevin McAlonan proposed an amendment to exclude “religious” from the (c)(3) purpose language. The amended motion was approved 19-0-1 by the membership and 5-0-0 by the Board. Bruce estimates that the time for completion of the 501(c)(3) application would be two to three days, but there is no way to know when the IRS might approve the application.

**Preferred GoH List:** Nothing new to report. Paul Tanton suggested adding a reminder to the meeting notification.

**Corporate Details on Website:** Mike Willmoth reported that Lyle Dillie made changes, but there is still more to do. Paul Tanton said that we have had compliments on the new look of the website.

**NPC Account:** Mike Willmoth reported that the NPC account was closed and a letter was sent; the Bank of America account that NPC was billing was also closed.

**PayPal Account:** Mike Willmoth reported that we need to change the PayPal account from the now-closed Bank of America account to one or more of our Wells Fargo accounts, and asked whether it should be the corporate account only or include the convention accounts. By a vote of 22-0-0, the membership approved allowing access to the PayPal account by all three Wells Fargo accounts (corporate, Lep-Odd, and Lep-Even).

### **Online Business:**

- (a) Michael Fett raised a concern over the cost of the storage unit on 2014-11-21. Discussion ensued; Mike Willmoth posted the corporate expenses as reference. No decision was made.
- (b) Facebook sent a notice on 2014-11-21 about a report from Lep regarding intellectual property; Mike Willmoth asked Paul Tanton if he knew about it; Paul replied yes, he filed a complaint about events on FB that involved our name. Paul sent files to Facebook supporting our claim; Facebook responded on 2014-11-25 that the content had been removed or disabled access.
- (c) Paul Tanton sent an email about a tablet for purchase on 2014-11-24; discussion ensued; Paul removed motion to purchase before vote could be concluded.

- (d) Mike Willmoth sent a 2014-11-24 email to Don Jacques and Patti Hultstrand about the potential passthrough from Lep40 to Lep41; both approved by 2014-12-04.
- (e) Paul Tanton sent an email on 2014-11-24 concerning the corporate status of Lep Inc at the Arizona Corporation Commission; Mike W filed the annual report, sent copies to Kevin McAlonan for secretarial files and Bruce Farr for treasurer files.
- (f) Paul Tanton sent an email on 2014-11-25 concerning website errors.
- (g) Bruce Farr sent an email on 2014-12-05 with an update on the non-profit filing for 501(c)(3).
- (h) Don Jacques requested the corporate budget; Mike Willmoth sent a list of regular corporate expenses and occasional income from Space Access; discussion ensued.
- (i) Patti Hultstrand requested on 2014-12-15 a day/time to deliver the large screen to the storage unit from Michael Fett; Mike Willmoth responded with December 17.
- (j) Paul Tanton reported on 2014-12-18 that TusCon has shared Facebook announcements from us per our agreement.
- (k) Mike Willmoth copied a Facebook discussion on 2014-12-18 between himself, Michael Fett, and Don Jacques regarding the storage unit.
- (l) Michael Fett on 2014-12-22 apologized for any misunderstandings regarding his emails on the board mail list; Mike Willmoth accepted his apology.
- (m) Paul Tanton on 2015-01-06 requested an ETA on passthrough data; we are still working on it.
- (n) Paul Tanton on 2015-01-06 posted a series of erroneous transactions in ODD-Chk; one was his error and several were Mike Willmoth's error; turns out Mike's debit card points to ODD-Chk and not LEP-Chk as expected; he transferred the funds to the correct accounts; Paul corrected his.
- (o) Michael Fett requested to know when Gary Swaty's check arrives so it can be deposited; Mike Willmoth said it had arrived and will deposit it.
- (p) Mike Willmoth requested on 2015-01-17 to borrow one video projector and screen from the storage unit for use at a Worldcon Division Head Meeting in Houston later in the month; board approved 3-0-1 on 2015-01-18.
- (q) Michael Fett moved on 2015-01-23 to hold next board meeting at Spoke and Wheel, 8525 N. Central Ave, Phoenix, on Sunday, February 8; board approved 4-0-1 on 2015-01-31; although the time was requested to change from 3pm to 4pm, the email notices said 3pm after a later clarification by Michael Fett; error was pointed out by several board members.

### **New Business**

**Deadlines and Timelines:** Don Jacques asked that we start putting deadlines and timelines on actions approved by the Board or membership, such as a 30-day deadline to accomplish the task. Bruce Farr suggested designating an "action item coordinator." If something does not get done, the AIC is to report it to the Board, and the Board will decide what to do. Don volunteered for the position and was appointed by Leprecon Chairman Mike Willmoth. Action items currently pending are the 501(c)(3) application and the PayPal

account change.

Website: Regarding Lyle Dillie's proposal to change from Ipower to another host with more security, Don Jacques stated that he had not seen anything to compel the switch in providers. Michael Fett asked if we could have an independent person look at the issues, and Paul Tanton said that he knew someone who could do this. After Paul gets feedback from his friend, Don will post some questions for Lyle.

Lep43 Chair: Mike Willmoth asked for volunteers. No response.

Lep-Even Account: Mike Willmoth asked if anyone had any objections to creating a bank account for the even-number conventions before the start of Lep 41. No objections.

WesterCon 70 (2017): Mike Willmoth reported that the bidding for the 2017 WesterCon is now open to all zones. Mike said that he cannot chair the bid, as he is too busy with WorldCon to do the work and travel necessary. The deadline for filing a bid is April 15, 2015; voting will be held at the 2015 WesterCon in San Diego over July 4th weekend. Hosting a WesterCon could provide about \$10,000 in net income. If we win the bid, we could hold WesterCon 70 and Lep43 at the same time. After a long discussion, it was approved 19-0-3 to go forward with a bid, using no Leprecon funds, with Gary Swaty as Bid Chair and Kevin McAlonan as Bid Treasurer. Hal Astell was suggested as the potential convention chair.

Storage Unit: Michael Fett stated that the existing storage unit was too expensive, and said that the Astells are willing to have a storage shed for Leprecon equipment on their property. One concern raised about an outside storage shed was that some items (such as computers, printers, printer cartridges) need a climate-controlled environment. This will need to be discussed further.

Board Members Attendance at Lep Conventions: Michael Fett raised a concern that Mike Willmoth will not be physically present at Lep 41, as he will be attending LibertyCon that weekend. Mike Willmoth noted that the bylaws do not require physical attendance by Board members, only that they have an attending membership in the convention, which he does have. Michael Fett's motion to require voting Board members to physically attend Leprecon conventions failed for want of a second.

Next meeting: The next meeting will be held on Sunday, May 17, 2015, at 4 p.m. The tentative location is the Spoke & Wheel Tavern in Phoenix, Arizona.

Meeting adjourned by a vote of many-0-2 at 6:14 p.m..