

## **Minutes of 08/09/2015 Leprecon, Inc., Annual Board Meeting**

Date: Sunday, August 9, 2015

Location: Spoke & Wheel Tavern, Phoenix, Arizona

Meeting called to order by Mike Willmoth at 4:11 p.m.

Voting Board Members present: Michael Fett (expires August 2017; Sponsorship Coordinator), 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: Dee Astell (W70), Hal C.F. Astell (Quartermaster), Lyle Dillie (Webmaster), Mandy Parker (L42), and Paul Tanton (L41, Social Networking Coordinator).

Non-Voting Board Members absent: Bruce Farr (Treasurer)

Members present: Walt Barlow, Mark Boniece, Michael Falinski, Barri Giardelli, John Grigg, Lloyd Pulley, Gary Swaty, Willow Tanton, Melissa Tribble, Susan Uttke, and Lee Whiteside.

Guests: None.

Petitions for Membership: None

Proxies: Jim Strait to Mark Boniece (1).

Johanna Buttrick, Raine Christianson, Shawn Flanders, Mark Greenawalt, Illeana Herrera, Marcus Johnston, Angelus Khave, Khurt Khave, Tabia Khave, and David Lee Summers to Hal Astell (10).

Margie Grady, Michael G. Montemayor, and Wayne Myers to Paul Tanton (3).

Bruce Farr, Jean Goddin, Gerald Nordley, and Sharan Hoyle to Mike Willmoth (4).

### **Reports**

Secretary's Report: Minutes from the May 17, 2015, meeting were read and approved lots-0-1.

Treasurer's Report: Mike Willmoth presented the treasurer's report. The current balance of all bank accounts is \$6,211.29. Regarding Lep41, Paul Tanton reported that they still need some receipts from some committee chairs and some artists have not cashed their checks yet. Regarding Westercon 70, Kevin McAlonan reported that the balance does not reflect reimbursements for expenses and Mike Willmoth said that it does not include the check for voting fees paid through Square. The treasurer's report was accepted many-0-0.

LepreCon 41: Paul Tanton reported that Lep 41 had 513 members (maybe 400 on site) and Lep42 currently has 17. The GoHs were happy and are willing to come back. As stated during the treasurer's report, the bank account is not ready to close out. A huge amount of people said that they enjoyed the convention; a few had criticisms that were addressed. A suggestion was made to send out SurveyMonkey surveys immediately after the convention, instead of holding a compliments and complaints panel. Lyle Dillie said that we do not need to use SurveyMonkey because our software can handle it. Paul asked about auctioning leftover sketches; this will be discussed under new business. Mike Willmoth asked about profit, and Paul said that it might be \$200-\$300. Previous years' numbers were discussed. Also discussed were keeping track of paid, pass-thru, participant and other types of memberships. It also was noted that we do not track daily attendance numbers. Paul said that we may try to do some of those things at Lep42. Mike Willmoth asked about a loan that appears to have been made to the convention. Paul said that this was done in case the PayPal funds were not transferred in time. It turned out to be unnecessary, and the money was repaid after the convention. Social networking and the street team were discussed; it appeared to be helpful. The full-color trifold brochure was very successful and well received. The conflict of interest statements for the convention staff were given to the Corporate Secretary. Also discussed was the GoH policy and similar policies, noting that we prefer not to repeat GoHs and try to maintain a 20-year cycle.

LepreCon 42: We have a hotel and three GoHs, although one may conflict with the Leprecon policy of not having Fan GoHs. A motion to approve having Gary Swaty as Fan GoH for Lep 42 was approved by the Board 3-1-1. Artist GoH is Jennie Breeden and Author GoH is Ben Woener, and there will be a group of musicians. Still seeking additional committee and staff. A bank account also still needs to be set up.

Westercon 70: Dee Astell reported that we have a Facebook page and a Twitter account. Local Author GoH will be Gini Koch and Weston Ochse will be Toastmaster. Treasurer is Kevin McAlonan. Vice Chair is Hal Astell. A bank account has been set up. The main programming person is on board. Valerie and Gary will be handling filk. GoH and participant policies and guidelines were discussed. We are open to pre- and post-con tours and events. The websites should be sorted out by next week.

Bylaws Committee: No report.

Database: Don Jacques resigned, effective immediately. Mike Willmoth asked for volunteers and Paul Tanton was appointed. Don was thanked for the work he has done in creating the database.

Database Standards: Paul Tanton asked about having separate opt-out selections for electronic communications and hard-copy communications, instead of having a single opt-out selection for everything. This would be discussed under New Business.

Social Networking: Paul Tanton reported that Lep 42 is up on Facebook and Twitter. We have new followers on the Conflag Twitter account because of its use at Lep 41. The corporate page is doing well, thanks to Historian Jeff George's photos. The Google+ community continues to grow. We would need a team if we hope to get up to twice-daily posts.

Survey Committee: Discussed during the Lep41 report.

Strategic Planning: No report.

Tablet Committee: Bruce Farr was able to get two loaner tablets from Worldcon. We have asked to purchase them after Worldcon is over, but we are not first in line and several groups are ahead of us. Our current Squares do not have the capability to handle chip cards. We also have an offer from Wells Fargo to use their software and hardware, which is less expensive than Square.

Committee Positions: No report.

Publicity Committee: No report.

Quartermaster: Hal Astell reported that we have moved into the new unit. It is \$86 a month including insurance. It is smaller, more accessible to vehicles, but not climate-controlled. The next challenge is to try to move to a 5x10, but there will be a problem with the art flats. Hal asked about the number of copies of old program booklets that we need; three Board members voted in favor of saving just five, with a copy kept in a fire safe. The possibility of donating the unwanted booklets to universities and other organizations was discussed, as well as having the street team use them. Paul Tanton said that having the old program books was very helpful for publicity.

### **Old Business**

Non-Profit Status: We are now a 501(c)(3). We need to publish the amended Articles of Incorporation. Mike Fett asked if we needed a sponsorship coordinator to get donations, grants, and discounts; he was appointed to that non-voting Board-level position. Patti Hultstrand said that we now can advertise for free at Harkins Theaters.

Preferred GoH List: Nothing new to report.

Website: Lyle Dillie reported that we have a WordPress website that uses tons of memory. It will crash if we try to do more than two. He also explained that people were going through the old sites to try to hack into the current site during the past year, and suggested archiving the old sites and just

linking to a pdf of the information. A long discussion of using WordPress, archiving options, and related issues was held. A motion to archive all old convention websites (through Lep 41) was deferred for online discussion.

Conflict Resolution Procedures: Hal Astell reported on the now-resolved complaint and suggested that we adopt a complaint policy and appoint a complaint officer to handle such disputes to avoid having problems get bigger or go unreported. Hal was appointed chair of a committee to do that. Also, current policy has the Board supervising and directing the convention chairs, but there seem to be no guidelines. Mike Willmoth said that the Board tends not to become involved unless necessary. Don Jacques suggested that we use Hal's recent experience as a guideline. Mike Willmoth noted that we drafted such a proposed amendment to the bylaws in 2012, but that it did not pass. At Don's suggestion, Mike Willmoth asked Hal to prepare two reports for the Board, one describing what occurred and how the complaint was resolved, and the other explaining how the process works and suggesting guidelines for the future. Hal agreed to do that. Mike Fett suggested that the Board should set guidelines for when the Board intervenes in a convention chair's decisions and actions.

Website Billing Errors: Lee Whiteside reported that he thinks that the problem has been fixed. Leprecon needs to reimburse Lee \$65.96.

#### Online Business:

- (1) Mike Willmoth issued a replacement Lep33 Art Show Sales check to Casteen O'Neill who had returned the uncashed check originally sent.
- (2) Paul Tanton asked for clarification of Lep41's corporate advance (\$1,000) versus Lep40's pre-reg funds (\$475) for Lep41.
- (3) Mike Willmoth notified the interested parties about the Board's decision regarding the complaint filed against a Board member.
- (4) Paul Tanton asked to use corporate expenses to pay for an advertising table at Phoenix ComiCon, Mike Willmoth moved, Kevin McAlonan seconded, vote was 3-0-2.
- (5) Bruce Farr notified the Board that Lep Inc was granted 501(c)(3) tax exempt status.
- (6) Paul Tanton requested clarification regarding any board policy for press passes at LepreCons.
- (7) Michael Fett posted details about getting a new storage unit; after much discussion the Board voted 4-0-1 to move to CubeSmart 8x10.
- (8) ) Mike Willmoth updated the corporate debit card on file with ipower.com to renew our account there for webhosting.
- (9) Paul Tanton asked for the procedure for obtaining mail from the corporate P.O. box when Mike Willmoth is out of town; Kevin McAlonan has a key.
- (10) Mike Willmoth obtained event insurance for Lep41 using corporate funds from theeventhelper.com (\$140.29).
- (11) Mike Willmoth notified Bruce Far that the Arizona Corporation Commission had rejected his update to the Articles of Incorporation due to an empty field; Mike scanned in the notification and Bruce agreed to fix it and resubmit.
- (12) The Board discussed the disposition of items in the storage unit, such as program books, flyers, etc.

- (13) Mike Willmoth ran into trouble trying to reserve the CubeSmart storage unit while out of town; Hal Astell ended up handling it in person due to their paperwork requirements.
- (14) Mike Willmoth forwarded a post by Stephanie Bannon from the SMOFs mail list about criticism over the lack of publicity regarding the Tempe in 2017 Westercon 70 bid.
- (15) Mike Willmoth forwarded an email by Warren Buff (NC Fan) responding to an anonymous fan complaining about Mike Willmoth, Leprecon Inc., and the Tempe in 2017 Westercon 70 bid, referencing LepreCon 41.
- (16) Michael Fett complained about a former Board member being on the W70 bid committee and moved to have him removed from W70 bid committee; no second was received, so the motion failed to advance.
- (17) Kevin McAlonan moved and Patti Hultstrand seconded the motion to elect Dee Astell as Chair of W70 should we win the bid for Westercon 70 in 2017; the vote was 3-0-1.
- (18) We won the Westercon 70 bid; the tally was 60 for Tempe, 2 for None of the Above, 6 for No Preference, 2 for Both, 1 for Reno, and 1 for Olive Country, for a total of 72 votes; ConAlope is the official name.
- (19) Dee Astell was added to the Board mail list.
- (20) Dee set up a Facebook page for W70.
- (21) Mike Willmoth moved and Kevin McAlonan seconded to obtain the domain names westercon70.org and conalope.org; voting went 4-1-0.
- (22) Mike Willmoth moved and Patti seconded to not renew nasfic2014.org and saguarocon.org; voting went 4-0-0 (Michael Fett not voting);
- (23) Mike Willmoth made a reservation to meet the local banker at WFB to set up a W70 checking account; Kevin McAlonan (W70 Treasurer) and Dee Astell (W70 Chair) sent availability; we met Monday July 27 at the Wells Fargo in downtown Scottsdale and opened WFB-W70-Chk; the bank required a dba registered through Sec of State's office and we submitted paperwork to do so.
- (24) Hal Astell requested that the two new domains point to the W70 subdirectory.
- (25) Mike Willmoth set up an ftp account for accessing W70 subdirectory, notified Lyle Dillie (Webmaster), Dee Astell (W70 Chair), and Kevin McAlonan (Corp Secretary).
- (26) Paul Tanton requested Kevin McAlonan send out approved minutes for February's quarterly Board meeting and tentative minutes for May's quarterly Board meeting; Kevin did so; Paul made suggested corrections.
- (27) Paul Tanton asked about Lep41 mailings to the P.O. box; Mike Willmoth confirmed that a letter had arrived; Paul asked Mike to confirm content and deposit any checks; Mike did.
- (28) One Lep41 member opted out of future email; Paul Tanton was notified.
- (29) Mike Willmoth notified Paul Tanton of failed email addresses when notifying Lep41 members about the upcoming Annual Board Meeting; Paul requested details; Mike sent them privately.
- (30) Hal Astell asked for a decision regarding hanging onto past Lep reg forms; discussion ensued.
- (31) Michael Fett requested annual expenses summary from Bruce Farr; Bruce sent detailed transactions for the last year, deferring a summary until after Worldcon in August.

## New Business

LepreCon 43: A discussion of the options for Lep43 were discussed: combine with Westercon 70, hold separate conventions, postpone Lep43, and cancel Lep43. Dee Astell said that she was willing to combine Lep43 with W70. A motion was made and seconded to have Dee be Lep43 and combine that convention with Westercon 70; it passed many-0-2.

LepreCon 44: A motion to postpone action on Lep44 until after Lep42 passed many-0-4.

Offer for Corporate Credit Card from Wells Fargo: Wells Fargo offered to give us a corporate credit card. It was decided not to accept.

Board Elections: Mike Willmoth and Margie Grady were nominated. Mike was elected by secret ballot.

Board Officers: By a vote of many-0-2, Mike Willmoth was elected Chair, Paul Tanton Vice-Chair, Bruce Farr Treasurer, and Kevin McAlonan Secretary.

Corporate Policies: Hal Astell proposed putting all corporate policies in writing by 12/31/2015, after which any unwritten policy is deemed to be void. This would include policies on conventions, credit cards, and charity auction fees. Hal was appointed chair of the committee to do this. Mike Willmoth will send the older Board minutes and ancillary documents after they have been scanned.

Listing Corporate Officers on Website: Hal Astell proposed listing the corporate officers on the website. Mike Willmoth said that Lyle Dillie would need to do that.

Job Descriptions: Hal Astell asked if a list of job descriptions exists. Mike Willmoth said that he would send Hal the notes and records from the "Committee Position" Committee.

Next meeting: The next meeting will be held on Sunday, November 15, 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 7:29 p.m.