

Minutes of 08/28/2016 Leprecon, Inc., Annual Board Meeting

Date: Sunday, August 28, 2016

Location: Spoke & Wheel Tavern, Phoenix, Arizona

The meeting was called to order by Mike Willmoth at 3:20 p.m.

Voting Board Members present: Mike Willmoth (Chairman, expires August 2018), Kevin McAlonan (Secretary, expires August 2016), Marg Grady (Lep40 Chair, expires August 2016), and Paul Tanton (Vice Chairman, Lep41 Chair, Database Administrator, Social Networking Coordinator, expires August 2017).

Voting Board Members absent: [Vacant] (expires August 2017).

Non-Voting Board Members present: Dee Astell (Lep43/W70 Chair) and Hal Astell (Quartermaster).

Non-Voting Board Members absent: Amanda Parker (Lep42 Chair), Bruce Farr (Treasurer), and [Vacant] (Webmaster).

Members present: Mark Boniece, Susan Cober, Shawn Daniels, Michael Falinski, Michael Fett, Sharan Hoyle, Marguerite Murray, Gary Swaty, J.B. Talbot, Susan Uttke, Rachel White, and Lee Whiteside.

Guests: None.

Petitions for Membership: None

Proxies: Jim Strait to Mark Boniece (1)
Wayne Myers, Amanda Parker, and Kathy Richardson to Paul Tanton (3)
Bruce Farr and Gerald Nordley to Mike Willmoth (2)

Absentee ballots to fill the remainder of the vacant Board position (expiring August 2017) were received from Bruce Farr, Marg Grady, Sharan Hoyle, Wayne Myers, and Gerald Nordley.

Absentee ballots for the 3-year Board position (expiring August 2019) were received from Marg Grady, Sharan Hoyle, Wayne Myers, and Gerald Nordley.

Absentee ballots for the Lep44 Chair position were received from Daniel Arthur, Robert Bohrman, Joanna Buttrick, Richard Christ, Raine Christianson, Tim Coffey, Liz Danforth, Michael Duckett Jr., Michael Duckett Sr., Alicia Frisch, Ben Frisch, Marg Grady, Mike Griffin, Michael Lesnick, Jen McAlonan, Ken St. Andre, David Lee Summers, and Frank D. Williams (additional absentee ballots were received from artists/merchants who were not eligible to vote).

Absentee ballots for the Lep45 Chair position were received from Daniel Arthur, Robert Bohrman, Joanna Buttrick, Richard Christ, Raine Christianson, Tim Coffey, Liz Danforth, Michael Duckett Jr., Michael Duckett Sr., Alicia Frisch, Ben Frisch, Marg Grady, Mike Griffin, Michael Lesnick, Jen McAlonan, David Lee Summers, and Frank D. Williams (additional absentee ballots were received from artists/merchants who were not eligible to vote).

Reports

Secretary's Report: Minutes from the 05/22/2016 meeting were posted on-line and available at the meeting. A motion to approve the minutes as posted was approved 17-0-3.

Treasurer's Report: Mike Willmoth reported that we have a total of \$10,469.41 in all the accounts as of 07/31/2016. Hal Astell raised concerns about the lack of current corporate funds and the corporate expenses, both current and in the past, stating that we have been spending or losing an average of \$6,000 per year for the past ten years. This issue was discussed and Hal Astell, Bruce Farr, Marg Grady, Sharan Hoyle, and Mike Willmoth were named to a committee to review the records, investigate the matter, and report back. The treasurer's report was approved 8-0-13.

LepreCon 41: Paul Tanton submitted the final revenues and expenditures to Bruce Farr. Mike Willmoth explained some transactions and reported that the net income was \$1,016.15 – the first profitable LepreCon since Lep 29.

LepreCon 42: Mike Willmoth reported the preliminary totals; we had a loss of approximately \$2,800. He explained that low membership hurt us, and that an extra 60 members would have resulted in a profit for the convention. In addition, we had less than 100 room nights, while Lep41 had about 140 room nights. Hal Astell questioned the use of the hotel model if we cannot get sufficient room nights. Mike Fett noted that the last CopperCon negotiated a flat rate for function space that was not dependent on room nights. Mike Willmoth noted that we cannot control the number of room nights or attendees, and that those numbers have fluctuated wildly in the past. Sue Uttke asked whether the new committee (see Treasurer's report) would look into this.

Westercon 70: Dee Astell reported:

- Westercon 69
 - The chair, vice-chair, treasurer, and others attended Westercon 69 in Portland, Oregon.
 - We manned a fan table throughout and ran a couple of room parties. We sold a bunch of memberships and gained many names interested in participating in our con.
 - Westercon 69 prominently placed our full page ad on the inside cover.
 - The chair and vice-chair spoke at the closing ceremonies and officially received the Westercon gavel.
 - Westercon 69 had 1,700 attendees and was the most attended Westercon in 20 years.
- LepreCon 42
 - We also manned a fan table during LepreCon 42 and sold more memberships there. We also received much feedback from members, which has been valuable.
- Author GoH
 - We are proud to announce that we now have a signed contract with Connie Willis to be our Author GoH.
 - We announced this at the LepreCon 42 closing ceremonies and at Westercon 69. She seems to be a notably popular guest.
- Org chart
 - We have continued to populate our org chart.
 - We currently have 41 staff positions (up one).
 - 29 positions are filled at this time (up seven), along with a growing number of minions, tentatives, and people willing to serve in an advisory capacity.

- We have also brought a couple of Westercon regulars on board to continue what they do year on year. Kevin Standlee will conduct our business meeting. Ben Yalow will handle site selection.
- New website
 - Our new WordPress website is live.
 - This includes the ability to buy or upgrade memberships and book hotel rooms.
 - It also includes a number of content pages.
 - Next steps are to get a vendor application form added, and set up pages for staff and program participants. This is also being collated for a full Progress Report #2.
- Meetings
 - We have met with our one downs to ensure we're all on the same page.
 - We're transitioning from high level guest, sponsor, and infrastructure setup to publicity.
 - We'll be meeting again with our Publicity director to plan in more detail.
 - We're also setting up departmental meetings.
- Westercon Profit Sharing
 - We have joined the Westercon pass-along funds scheme.
 - Each participating Westercon will pass along half its net profits to the next two Westercons.
 - We have received money from Westercon 67 already.
 - Westercon 68 has closed and is in the process of sending a check.
- Inappropriate use of funds
 - We discovered an inappropriate use of funds from the Westercon 70 bank account through a debit card.
 - We mention here only to place this on the official record and highlight that it has been resolved. We raised it with the party responsible, who then repaid the funds, rounded up.
- Leprecon Inc.
 - Because Lep Inc is now financially in debt, Westercon 70 is now forced to loan money to the corporate entity.
 - Lep Inc has already taken or asked for \$2,300 of our budget to close out Lep 42 and pay August bills, which means that we can't use that money for the con as planned.
 - More will have to follow over the next year so that Lep Inc can pay for its PO box, storage unit, bank fees, internet costs, *etc.*
 - We're not aware yet how much this will affect the con, but it has already removed the possibility of one major guest. It will surely have further knock-on effects.
 - Of course, however much Lep Inc ends up borrowing from the Westercon 70 budget will have to be deducted from the half of net profits from the con that would go to Lep Inc. We have to highlight the strong possibility that Lep Inc will spend all its profits before the con and will be bankrupt following it, as it would be now had we not won the Westercon bid.
 - We therefore recommend that Lep Inc move into fundraising mode to see what it can do to pay this money back to the con as soon as possible and to look at further cost-cutting measures.

A question was asked about whether W70/Lep43 would offer daily membership rates, and this was discussed. The decision on the matter is up to the W70/Lep43 Chair.

Bylaws Committee: Mike Willmoth reported that no committee meeting was held. The Board has recommended that the Bylaws Committee consider the restrictions on corporate memberships for artists and vendors.

Database: Paul Tanton reported that he still needs to enter data into the spreadsheet. A question was raised regarding this was a “database” or a “spreadsheet.” Based on the vote at the 05/22/2016 meeting, the policy regarding non-Excel programs was rescinded.

Website: Mike Willmoth reported that he is the default webmaster and is still looking for a Corporate Webmaster. Hal Astell volunteered to help clean up the existing issues and then step down; he suggested using a new host to get rid of the infections. No opposition was raised to Hal becoming “website migration director.” Paul Tanton asked whether we should use html or wordpress, which is more expensive. A recommendation on that issue is to be presented to the Board.

Social Media: Paul Tanton reported that the analytics were sent to the Board. Westercon 70 is doing amazingly well on Twitter, *etc.* Paul also recommended, based on his experience at Lep42, that the convention have someone monitoring Twitter when the GoHs arrive, as they may try to use that to communicate with the guest liaison.

Survey Committee: Paul Tanton reported that he had not had time to finalize the survey yet. Marg Grady volunteered to take charge of it.

Strategic Planning: Mike Willmoth reported that the committee has not met yet. A donation basket was set up at the 08/28/2016 meeting. [We received \$70 in cash donations, including \$20 from Gary Swaty.]

Tablet Committee: Paul Tanton reported that we do not currently own a Square-compatible device. A motion to allow Paul to sell the existing tablets passed with no opposition.

Committee Positions: Mike Willmoth reported that he will put together what we have so far, and seek additional information from Bruce Farr.

Board Policies: Hal Astell summarized what has been done as follows:

At the last meeting I presented the list of 20 policies, decisions and interpretations that I had collated from past minutes. These broke down as follows:

1. We affirmed eight of them without a vote as there was no opposition to letting them stand.
2. We changed three of them slightly and voted at the meeting to put them into effect with new wording.
3. We rescinded five of them as obsolete.
4. We deferred four of them until this meeting.

We also passed by vote that “any decision, interpretation or policy not documented on the website within By-Laws, Policies or this document are hereby rescinded and cannot be reapplied without a fresh vote.”

I collated all this, plus two further decisions that had been passed at the previous meeting, into a single PDF and mailed it to Mike wilimoth to upload to the corporate website. He uploaded it this morning. It includes a changelog, so that it can be expanded on over time with tracking.

The four items deferred are:

1. Conflict of Interest Policy. Mike Willmoth will locate this and upload to the website. Kevin located this and e-mailed it to Mike. He uploaded it this morning.
2. Privacy Policy. Gary Swaty will locate this and send to Mike Willmoth to upload to the website. Gary was unable to find this so a new one was written and the board has voted it into

- place on 26 August on the boardlist. This has not been uploaded as yet.
3. Stephanie Bannon. Gary Swaty will locate the legal letter and send to Mike Willmoth to be discussed at the next quarterly meeting. Gary was unable to find this, so we'll need to discuss based on existing evidence [message #284 on the Yahoo group]. 21 Aug 2005 Minutes - Board voted on Stephanie Bannon being barred from holding any committee or staff position at any LepreCon event or at the Corporate level. Passed 3-0-1. Our three options are, as before, to affirm it without a vote if there is no opposition, to change it and vote afresh or to vote to rescind it.
 4. Use of Google Docs. This will be discussed at the next meeting. This was actually rolled into the boardlist discussion about the Privacy Policy and has been addressed.

Privacy Policy

1. We won't sell our data to any other org.
2. We won't release our data to any other org except to those affiliated with the event. Examples are: World Horror con 2004, which a copy went to the World Horror Society Board of Directors as part of our responsibilities; World Fantasy Con 2004, which a copy was sent to the World Fantasy Society Board of Directors as part of our responsibilities; etc.
3. Should someone ask for someone's contact info, we will contact the requested party for permission or to pass along the contacting party's contact info instead.

A motion was made and seconded to rescind the Stephanie Bannon restriction; the motion did not pass. Proposed language to modify or confirm the restriction is to be posted by Mike Willmoth online. It was also noted that the restriction on Leslie Fish was not documented.

A motion was made and seconded to approved a sponsorship policy, retroactive to August 2012, stating: All future official sponsorships by external organizations held at Leprecon Inc sponsored events shall require:

- a) Approval by the event Chair / Co-Chairs;
- b) A written agreement between the external organization and Leprecon Inc;
- c) Approval by the Board of Directors of the written agreement;
- d) Program events are excluded except for those involving a funds exchange;
- e) Freebies (flyers, bookmarks, posters), fan tables and parties are excluded as they are covered by other board policies.

The motion failed by a vote of 9-10-2.

Quartermaster: Hal Astell reported:

1. I delivered the old desktop to Mandy, as requested.
2. We successfully issued Lep42 with all required stuff from the storage unit and successfully loaded back in after the con. The process either way was much easier than previous years because we could drive the truck right up to the unit.
3. I have not done a fresh inventory yet but will do later in the year. I asked Lep42 staff to test stuff and leave notes to say that it works or doesn't. I'll report to the board on recommendations after that fresh inventory.
4. Registration tested the old laminators and found that two of the three are broken beyond repair but the third, which looks the most broken, actually works capably as a backup. I raised this to the board. They voted to dispose of the two broken ones. I did so.
5. A number of the art flats were damaged in between leaving the storage unit for Lep42 and returning after it. Some lost dowels or hooks. Some lost integrity. One lost a leg. There was discussion of Westercon 70 buying new ones, but that's not likely in the current financial

situation. There was discussion of repairing the existing ones but this has been suggested in the past and never happened.

6. More stuff came back to storage than left it, so we're a little more crammed than we were. This is for a few reasons:
 - a. I haven't repacked everything yet. I'll consolidate where possible during my fresh inventory.
 - b. Paul and Mandy returned what they were using as the Lep 42 Street Team. None of this is detailed in my previous inventory.
 - c. I received a few boxes of Lep42 program books. I gave one to Mandy so that she can send out whatever she needs.
 - d. The Southwest Costumers Guild kindly donated some goods. I don't know what this entails yet, beyond a generic description of craft stuff for kids, but will add it to the next version of the inventory.
 - e. I also received a number of boxes from the art show which I've never seen before. I believe these were with David Gish who has now returned them. They were not in my previous inventory.

In addition, a recommendation was made to give the P-tape and pens to the new reg person, as those items need climate-controlled storage.

Social Club: Mike Willmoth reported on the past meetings; some were successful, some were not. He will need help in hosting. Paul Tanton and Hal and Dee Astell offered to help. Mike Willmoth also noted problems in getting the word out about the meetings.

July 31, 2016, Board Meeting: Mike Willmoth reported on the meeting as follows:

Leprecon Inc Board Meeting
Sunday July 31, 2016, 2pm
Chino Bandido Restaurant, Phoenix, AZ

Attending: Kevin McAlonan, Mike Willmoth, Margaret Grady, Paul Tanton

Meeting began around 2pm.

We discussed Westercon 70 website DNS issue. Voted 3-0-1 to change DNS as requested by Hal Astell.

We discussed surveys, LepreCon 42 vs 41 vs 40. Paul will receive suggestions for what to ask. Will do one for Lep42 soon, rest later.

Regarding upcoming elections, Kevin and Margie agreed to run again. Will include their names in upcoming announcement email. Mandy (Amanda Parker), Chair of Lep42, may or may not fulfill her role on board with two-year position now filled by Margie.

Discussed Lep41 books. Paul delivered a backpack to Mike containing convention's records. Mike will go through it. Kevin might have the registration forms; he'll check.

Discussed Lep42 funding. We looked at current bank accounts. Lep42 donation link doesn't work. Talked about Westercon 70 taking on corporate expenses for now. Mike recommended borrowing PayPal funds (~\$800) and checking funds (\$1000) from W70 to cover remaining Lep42 expenses. Vote 3-0-1. Mike will notify Dee Astell, Chair, W70. Mike will begin discussion online re: W70 taking on corporate expenses. Meanwhile, we agreed to put out a donation jar at the upcoming Annual Board Meeting to raise funds for corporate.

Discussed rumors floating around. No action taken.

Mike will ask for donations from past Worldcons and Westercon for corporate. Discussed Amazon Smiles program.

Discussed eliminating passthru. Formed new policy, starting with Lep44 (2018): Passthru are only authorized if a given annual event makes a profit. If it does, then it pays the following annual event for those passthru. Vote 4-0-0.

We also need to add to the Annual Meeting Agenda on Sun Aug 28 a possible bylaws change regarding Artists and Dealers.

Meeting concluded around 4pm.

Old Business

Preferred GoH List: Please send suggestions to Mike Willmoth.

Online Business:

- a) We discussed changing the official address with the IRS to correctly point to Tempe, AZ; that has been fixed.
- b) Discussed Corporate Webmaster Job Description.
- c) Discussed PayPal funds owed to W70 & corp;
- d) Margie was added to the board mailist after being elected to replace Michael Fett;
- e) Discussed Policies Committee;
- f) Discussed Lep42 supplies/equipment pickup/retrieval at the storage unit;
- g) Discussed dates for the Social Club Meetups;
- h) Paul requested sharing Social Media announcements;
- i) Discussed using Google Drive as a backup system; voted 500 to use it;
- j) Discussed website details for /corp;
- k) Paul requested email redirects using department@leprecon.org ;
- l) Michael Fett expressed concern re: UPF's cosponsorship of DC Fontana at Lep42; discussion;
- m) Mandy asked about event insurance for Lep42; Mike W took care of it using corp funds as usual;
- n) Margie asked about taking credit cards at Lep42; clarified current equipment and Bruce agreed to borrow tablets from Worldcon that support Square;
- o) Margie asked about a vinyl banner from past conventions; discussion;
- p) Mandy asked about the next quarterly board meeting;
- q) Mandy asked for help in finding a Logistics Director; Michael suggested Walt Bartlow;
- r) Michael and Paul debated what local fans/pros want or don't want LepreCons to do;
- s) Mike reported a bank meeting to add Bruce to EVENChk and LEPChk;
- t) Discussed repair/replacement of damaged art flats;
- u) Hal requested DNS redirects for the new W70 domain; Mike got permission from the board to make the requested changes;
- v) Voted 3-0-0 to dispose of the faulty slot punch used by Reg;
- w) Controversy about borrowed Lep42 tablets; Bruce borrowed them from LASFS Inc, not Worldcon; apparently they were supposed to be returned immediately, but didn't get the memo; we got them back within 30 days after Lep42;
- x) Dee filed a complaint about corp having to borrow funds from W70 to pay Lep42 bills; noted, but no other option;

- y) Paul complained about the losses of Lep42; discussion;
- z) Discussion about raising corp funds;
- aa) Paul requested we contact PayPal about being a 501(c)(3) org to get a discount; waited until address change processed; Mike will contact PayPal for details;
- bb) Michael complained about Chair/ViceChair of W70; after disagreeing with other board members he resigned.
- cc) Mike scheduled a one-month-out board meeting for Sun Jul 31 at Chino Bandido after input from other members.
- dd) Discussed Committee Positions committee.
- ee) Mike offered to receive Lep41 records to expedite the finalization of the books for last year; Paul delivered them to Mike at the Jul 31 meeting.
- ff) Dee complained about a board member pressuring her to use them at W70.
- gg) Discussed one-month-out board meetings.
- hh) Mike updated board on various funds transfers so Lep42 could pay its hotel bills.
- ii) Mike reposted report at August 2012 board meeting re: reprimands and sponsorship policy.
- jj) Voted 3-0-1 to close out WFBODDChk to save money on monthly fees.
- kk) Voted 4-0-0 to dispose of old nonworking laminators.
- ll) Voted 3-0-1 to close out WFB-EVEN-Chk by 12/31/16.
- mm) Gave W70 feedback on new website.
- nn) Mike gave W70 detailed membership summary from W62 to help with planning & recommending daily rates.
- oo) Kevin sent out final minutes from Feb and draft minutes from Mar.
- pp) Margie asked Mandy about passthru list; Mike said he'd develop it from Lep42 reg and send to past two chairs for approval soon.
- qq) Bruce sent Mike list of available Square-compatible equipment from Worldcon; discussion on board mailist.
- rr) Mike moved to reinstate sponsorship policy listed in minutes from Aug 2012; waiting for motion.
- ss) Voted 4-0-0 to approve Privacy Policy.

New Business

Amazon Smile: Hal Astell asked about the Amazon Smile program. Paul Tanton will go online and register Leprecon for that program.

MidAmericaCon: Mike Willmoth reported that this may be a source of additional funds.

Fundraising Committee: Will consist of Hal Astell, Paul Tanton, and Mike Willmoth.

Elections: A motion to postpone the elections for the Lep44 and Lep45 chairs failed to pass. A motion to postpone the election for the Lep45 chair failed to pass. Marg Grady was elected to fill the remainder of the vacant Board position (expiring August 2017). Kevin McAlonan was re-elected to a three-year Board position (expiring August 2019). Mike Fett was elected to be chair of Lep44 and Lep45.

Meeting adjourned by a vote of many-0-1 at 7:02 p.m.