

# LepreCon, Inc. | Minutes: Quarterly Meeting 11/19/2017

## Call to Order

Date: Sunday, November 19, 2017

Location: Spoke & Wheel Tavern, Phoenix, Arizona

The meeting was called to order by Paul Tanton at 3:24 p.m.

## Attendance

Voting Board Members Present: Dee Astell (expires August 2019), Hal C. F. Astell (*Vice Chair, Secretary, Quartermaster, Webmaster* - expires August 2017), Kevin McAlonan (*Treasurer* - expires August 2019), Paul Tanton (*Chair* - expires August 2018).

Voting Board Members Absent: Gary Swaty (expires August 2018).

Other Officers Present: Michael Fett (*Vice President, Assistant Vice President*).

Other Officers Absent: None.

Members Present: Stephanie L. Bannon, Len Berger, Woody Bernardi, Mark Boniece, Mike Cassidy, Craig Dyer, Michael Falinski, Margaret Grady, John Grigg, Earl C. Hedges, Jr., Sharan Hoyle, Duncan Rittschof, J. B. Talbott, Susan Uttke.

Guests: None.

Petitions for Membership: None.

Proxies: Michael Ritchie and Valerie Ritchie to Dee Astell (2); Ivy Chapman, Crystel Flanders, Michael Flanders, Shawn Flanders, Khurt Khave, Michael Senft, Gary Swaty and Jocelyne Weathers to Hal C. F. Astell (8); Jim Strait to Mark Boniece (1); Sharan Hoyle to Paul Tanton (1).

## Donations

Paul Tanton passed around the Collection Cauldron. \$37.95 was collected.

## Officer Reports

### Secretary's Report

Hal Astell circulated minutes from the 08/27/2017 (quarterly), 09/24/2017 (board/committees) and 10/22/2017 (board) meetings. Two members asked that they be read aloud, so Hal did so.

1. Michael Fett said that he had concerns, though he repeatedly declined to identify any, and asked that his name be removed from the minutes. Discussion followed about our legal responsibility to keep minutes accurate. A motion to keep Michael's name on them passed 20-2-6.
2. Michael Fett raised concerns about the paragraph about Leslie Fish. He asked for her name to be removed, but members felt that this was inappropriate, especially as she'd raised the issue for discussion herself. A motion was made to remove the last sentence. An amendment to drop half a sentence more failed 10-13-4. A further amendment to replace the last line with one detailing Sharan Hoyle's interaction with the hotel passed 21-0-6.

A motion to skip reading of the committee section passed 22-1-4. A motion to skip the rest of the minutes passed 22-1-5. A motion to approve the minutes as read was approved 23-0-4.

A motion to accept the board/committee meeting minutes for 09/24/2017 as read was passed 19-2-5.

A motion to accept the board meeting minutes for 10/22/2017 as read was passed 20-0-6.

Hal Astell reported on online business:

1. Michael Fett asked for new wording to put on the About page on the LepreCon 44 website.
2. Michael Fett raised the idea of setting up a hardship membership. Discussion about how.
3. Bruce Farr sent our Articles of Incorporation. These highlight that our name is LepreCon, Inc. (with a capital C).
4. Kevin McAlonan shared registration lists for LepreCon 42.
5. Discussion about keeping Margie Grady (and committee heads) on the boardlist. A motion was made and passed 5-0-0.
6. Hal Astell shared draft minutes for the AGM.
7. Michael Fett shared that Basil Gogos isn't going to be able to sign as a GoH for LepreCon 44 and that he's open for suggestions about alternatives.
8. Discussion about our table at Phoenix Comicon.
9. Michael Fett raised the Stephanie Bannon restrictions and suggested that they be removed. This was deferred to the board/committees meeting for discussion.
10. Paul Tanton reported that Mike Willmoth has passed ownership of the Yahoo! group for Conflagration to him.
11. Paul Tanton has received and activated a LepreCon, Inc. debit card.
12. Bruce Farr mentioned that our sales tax license is due. Discussion about what this means and what we need.
13. Paul Tanton shared various policies. Margie Grady updated centrally.
14. Michael Fett raised Wayne Barlowe as a possible Artist GoH at LepreCon 44.
15. Paul Tanton presented a passthru list from LepreCon 42 to 44. Paul and Gary Swaty approved.
16. Hal Astell reported that he had replied to Jeff Jennings's query about LepreCon, Inc. possibly providing CASFS with a grant.
17. Paul Tanton asked for an update to our leprecon.org domain settings as part of the move to Google for Nonprofits. Hal Astell made this so.
18. Paul Tanton asked people to provide login details for Google for Nonprofits. Many provided.
19. Hal Astell reported on concerns with the LepreCon 44 website and the approaching deadlines set by the AGM. Much discussion.
20. Michael Fett asked for suggestions on food trucks at LepreCon 44. Discussion.
21. Michael Fett responded to the new deadlines set at the board meeting. He provided contracts (not signed) and a budget. He set a succession of conditions on handing over the domain names.
22. Michael Fett raised the possibility that WizardWorld may be ceasing to be.

A motion to amend by adding Paul's approval to 15 passed 24-1-3. A motion to accept as amended passed 27-0-0.

### **Treasurer's Report**

Kevin McAlonan provided balances for our bank accounts. We have a total of \$15,242.62. Westercon 70 still needs to mail printed material to supporting members, but otherwise costs have been taken care of.

1. Michael Fett asked how much this amount would decrease with Westercon passalong funds; Kevin said that half would go to the next two Westercons.
2. Len Berger asked if all cheques had cleared; Kevin said that they had.
3. Len also asked what our net profit is for Westercon 70; Kevin said that we didn't know at this time. Hal Astell noted that events had precluded sending the printed material to supporting members sooner but this should be done in the next couple of weeks, which would identify the postage cost.

A motion to accept passed 26-0-3.

## **President's Report**

Michael Fett reported on LepreCon 44:

1. The average age of convention attendees being around 60, preferred Guests of Honor are over 80; this is making it difficult to sign them. Chris Foss was willing but fell ill. Basil Gogos was willing but fell ill and passed. Michael stated that we should look for younger GoHs. Wayne Barlowe wants to come but cannot in 2018. Without a high profile artist guest, Michael suggested that we cancel the scheduled event and all current contracts and regroup.
2. Len Berger asked how much it would cost to cancel the venue contract. Michael replied that there would be no cost up to 30 days out.
3. Paul Tanton asked what Michael's suggested plan would be. Michael said to cancel the event and set up a one day fan gathering instead. He would continue to chair under the name of LepreCon 2018 with the possibility of retaining some concom members. 2019's plans would continue as is.
4. Dee Astell asked if he would stay in March. Michael said no; it should be moved to later in the year.
5. Hal Astell asked if he would keep the current GoHs and whether he would consider a hotel. Michael said that he would start from scratch on GoHs and maybe use a hotel.
6. Dee asked if he would run the Phoenix Sci-Fi & Fantasy Art Expo in 2019 on his own or as a LepreCon. Michael said it would be as a LepreCon. He suggested that we need to find a balance between the board doing too much and not enough.
7. Earl Hedges said that he was prepared to move forward on gaming except on certain dates.
8. Paul Tanton asked if there was a LepreCon 44 committee meeting planned to discuss. Michael said yes.
9. Stephanie Bannon asked for a current membership count. Michael said around 10.
10. Michael Fett proposed a motion to change LepreCon 44 to a fan gathering at a later date, at a different venue and with new guests. A motion to amend by adding a \$2,500 cap on expenditure passed 15-1-11. A motion to amend by removing the restriction on reusing GoHs passed 18-1-7. The resulting motion passed 15-2-11.
11. Hal Astell raised the four deliverables that were still in effect from the 10/22/2017 board meeting, in particular the fourth regarding the transfer of phxscifiandfantasyartexpo domain names. Michael said that he was willing to transfer them to corporate but he wants to retain a veto over who runs it in the future and for this to be done through a contract. Much discussion. Mike Cassidy asked if he bought the domain under LepreCon, Inc.'s name; Hal checked the registration dates online, which were 04/14/2017, after Michael was elected chair of LepreCon 44. Many members clarified the legal position as per corporate property with the same points. Earl asked why the need for a veto; Michael replied that only those with a sufficient knowledge of art should chair. A motion to write a contract under which Michael would transfer the domains to LepreCon, Inc., who would pay him for them if he so chose, but with no other conditions, passed 23-0-5. Michael refused to acknowledge the validity of the vote as he felt it was a board matter. The board then voted on the same motion and this passed 3-0-1. Michael refused to acknowledge the validity of this either, so resigned from all positions with prejudice and left the meeting. He returned later to apologise for how he had left.

A motion to accept passed 22-0-3.

## **Vice President's Report**

Following Michael Fett's resignation, the position of Vice President is now vacated and no report was given.

## **Assistant Vice President's Report**

We do not currently have an Assistant Vice President so no report was given.

# **Co-ordinator Reports**

## **Bylaws & Policies Committee**

Margaret Grady reported that there has been limited discussion on the Facebook group. Earl Hedges and J. B. Talbott expressed a willingness to join this committee. Dee Astell, Hal Astell and Kevin McAlonan all stated that they should be able to contribute after Thanksgiving. A motion to accept was passed by acclamation.

## **Database Committee**

Michael Falinski reported that a prototype is now in place. He also raised the issue of redundancy and suggested that he bring a couple of copies to the board on thumbdrives at meetings. Hal Astell stated that he could set Michael up with access to put copies into a folder on our webspace. Craig Dyer volunteered to donate a couple of thumbdrives. A motion to accept was passed by acclamation.

## **Financial Review Committee**

Hal Astell reported no change since the last quarterly meeting as the committee had not been able to meet. Paul Tanton asked if an action plan could be drawn up by the board/committee meeting; the committee agreed to aim for that. A motion to accept was passed by acclamation.

## **Fundraising Committee**

Woody Bernardi reported that some restaurants give a percentage of the take from a meeting/event to the non-profit. There's a website that lists which; Denny's is not on the list but IHOP is. Woody will share. Earl Hedges mentioned Kickstarter as a potential means of selling memberships and other things such as art books. A number of members raised copyright concerns. A motion to accept was passed by acclamation.

## **Positions Committee**

Margaret Grady reported that she was still building her Google Doc and both Woody Bernardi and Earl Hedges have access. Some descriptions for co-ordinators had been written up. A motion to accept was passed by acclamation.

## **Strategic Planning Committee**

This committee has been empty but both John Grigg and Annette Sexton-Ruiz were due to join in November. John is willing to chair. Earl Hedges asked to join and it was decided that voting board be members by default. Margaret Grady asked who would update the Google Doc; it was suggested that she chair a Google Doc Committee and she agreed. Discussion about reaching out to schools. A motion to accept was passed by acclamation.

## **Quartermaster**

Hal Astell reported that Mark Boniece had expressed interest in taking over this position and he agreed to step down for him to do so. Hal also agreed to work with Mark to complete the inventory he had planned to do in the winter months. Mark's appointment and a motion to accept were passed by acclamation.

## **Socials Committee**

Paul Tanton gave a report after Sharan Hoyle had left the meeting. She asked for someone to serve as a co-co-ordinator with her; Woody Bernardi volunteered. A motion to accept was passed by acclamation.

## **Social Media Committee**

Earl Hedges reported that he had posted to social media during the quarter but asked about the more legal posts that Paul Tanton had been handling; Paul asked him to just copy/paste those. A motion to accept was passed by acclamation.

## **Surveys Committee**

Margaret Grady proposed a survey for members at the quarterly meeting. The board voted and approved this 4-0-0. Margie then circulated the survey to be completed during the meeting. A motion to accept was passed by acclamation.

## **Webmaster**

Hal Astell reported that, after a board request, he had changed the main page at leprecon.org to focus on LepreCon 44 rather than LepreCon 42. This highlighted a problem with the LepreCon 42 site which was a WordPress instance installed in the wrong folder; the index files clashed and he was unable to change without moving the LepreCon 42 site into a different folder. This turned out to be problematic because of infections (he addressed 5 viruses in 12 files); the net result is that the LepreCon 42 site is not accessible at present. Everything else is still live. A motion to accept was passed by acclamation.

# **Old Business**

## **LepreCon 42**

Gary Swaty has been appointed chair of LepreCon 42 for the purpose of closing it out, given the passing of Mandy Parker and the resignation of Mike Willmoth. With Gary absent, no further report was given. Dee Astell mentioned that Kevin McAlonan should have a passthru from this convention. A motion to accept was passed by acclamation.

## **LepreCon 43 (Westercon 70)**

Dee Astell reported that most remaining costs have now been paid including the last printing bills, party expenses at LosCon and a half refund to Massoglia Books, a vendor who was unable to attend. What's left to do is to send certificates to masquerade winners and printed materials to supporting members. This should be soon, now that Arizona fandom is quietening down for the winter. A motion to accept was passed by acclamation.

## **Google for Nonprofits**

Paul Tanton reported progress in our move to GSuite (Google for Nonprofits). He will get details from those newly elected to officer or co-ordinator positions. Hal Astell highlighted that we now know that more things need to be moved to GSuite than were covered in the board's original vote, such as the default webmaster's e-mail address. Paul withdrew a motion to move all else to GSuite with a resolution to discover what else needs to go and what ramifications that would have. This will move to the boardlist.

# **New Business**

1. Paul Tanton brought a concern about quarterly reports from the board meeting to the membership. He explained how we should see quarters, namely as the three months from the previous quarter (i.e. July, August and September would count as the previous quarter for a November meeting). This should mean more timely reports. A motion to accept was passed by acclamation.
2. Paul Tanton raised the discovery that the bylaws preclude a future convention chair from holding any other official position. We have previously interpreted this as meaning that a future convention chair cannot serve on the voting board at the same time, but the bylaw clearly also addresses the other officer roles, including secretary, treasurer and the various presidents. In other words, if someone is elected to the role of President, to run the next LepreCon, (s)he cannot also run the one after or the one after that. Discussion followed. The board will work to clarify and update the bylaws.

3. Paul Tanton raised the Stephanie Bannon restrictions. These had been raised to the board, which had declined to overrule the membership's previous vote on the matter but agreed to bring it back to the membership for discussion. A motion was made to revoke her restrictions. A secret ballot was held and the motion was passed.
4. Hal Astell raised a motion to thank Michael Fett for his many contributions to previous LepreCons and to donate to him in thanks the Arizona tradename for the Phoenix Sci-Fi & Fantasy Art Expo. After multiple suggestions that the latter may be impossible, he amended this to look into whether such a donation can be made. This passed as amended 14-5-6.
5. Woody Bernardi volunteered to stand for the now vacant position of President; Hal Astell confirmed his eligibility. Nobody else eligible was willing to stand. Paul Tanton proposed a motion to remove the restrictions passed during the President's Report; this passed 9-4-15. Mark Boniece proposed a \$2,500 cap on expenditure for a fan gathering in 2018 but withdrew after discussion. Woody spoke to his qualifications and experience in fandom. Stephanie Bannon asked about seed money and Paul spoke to how we have handled that recently. A secret ballot was held and Woody was elected as President.
6. A motion to delay elections for Vice President (LepreCon 45 chair) and Assistant Vice President (LepreCon 46 chair) until the February meeting was passed by acclamation.
7. Margaret Grady thanked members present for completing her survey.

### **Announcements**

1. Hal Astell mentioned that he'd relaunched his archive of Arizona fandom in an expanded form (with fanzines, newszines etc.) under a dedicated new domain, [azfandom.org](http://azfandom.org).
2. Hal Astell also mentioned that the WesternSFA and CASFS have joined forces to host CoKoCon on the Labor Day weekend in 2018. This will be a joint ConKopelli/CopperCon. He and Mark Boniece are co-chairs. Dee Astell is vice-chair. Stephanie Bannon and Kevin McAlonan are joint bankers. This was announced at TusCon 44 where 28 memberships (+1 child) were sold.
3. Hal Astell listed all known Arizona conventions for the next quarter. 30 Nov - 2 Dec - The Vampire Diaries: Official Convention (Mesa). 9 Dec - LIBCON West (Glendale), Mesa Book Festival (Mesa) and Star Wars Fan Fest (Chandler). 5-7 Jan - Taiyou Con (Mesa). 13 Jan - Nansei Anime Con (Yuma). 13-15 Jan - Ace Comic Con (Glendale). 27 Jan - Tempe Public Library Comicon (Tempe). 2-4 Feb - Shindig Monster Camp (Mesa). 9-11 Feb - Arizona Game Fair (Mesa). 17-18 Feb - AZ Eventure Con (Glendale).
4. Len Berger highlighted that the Dark Ones had rented a theatre on December 16 for a screening of Star Wars Episode 8. Mark Boniece confirmed that tickets were still available.

### **Meetings**

The next quarterly meeting was set for 3.00 p.m. on February 25, 2018 at the Spoke & Wheel (8525 N Central Ave, Phoenix, AZ 85020).

### **Adjournment**

Paul Tanton adjourned the meeting at 8.10 p.m. after a vote by acclamation.