

Space Frontier Foundation Board Minutes – Saturday August 7, 2004

Present:

- Tony DeTora, Executive Director
- Brook Mantia, Corporate Secretary
- Manny Pimenta, Board Member
- Natalie Vollrath, Board Member
- Erin Medlicott, Board Member
- David Livingston, Board Member
- Elaine Walker, Board Member
- Al Differ, Board Chairman
- Joe Gillin, Advocate Coordinator
- John Spencer, SFC13

Absent:

- Bob Hillhouse, Board Member
- Bob Werb, Treasurer
- Bill Gaubatz, Board Member
- Rich Pournelle, Board Member

Call to Order – 10:05amPT/1:05pmET

- **Approval of Board Minutes**

- A motion to accept the July 24, 2004 Board Meeting Minutes was approved.

- **Current Business**

1. Executive Director Status - Tony DeTora

- John Spencer gave a status up for SFC13. A conference team has been organized and is starting weekly telecons. They are working closely with the Queen Mary on venue logistics. Additional information will be going up on the website soon. In the next two weeks the program and speakers will be developed. After that the primary focus will be PR, sponsorships and getting the word out to various mailing lists.
- Manny Pimenta gave a post-event report for RTM 5. He has sent a preliminary financial report to the Board. We are estimating a loss at this time, but hopefully it will be an investment which should make money in the long run. Proceedings will be published on CD in the next couple of months.
- Tony DeTora gave a status on Media efforts. We are still waiting for a complete report on year-to-date press releases. We don't have a clipping service, so we can't identify what kind of press hits are being generated. Erin Medlicott has distributed a preliminary media report on RTM 5 prepared by John Hanks.
- Nominations are open for the 2004 Space Frontier Awards. The deadline is August 20.
- Regarding Board elections procedures, we need to wait until the By-Laws changes are complete to open nominations for the next term of Directors.
- The Advocate Nomination/Selection/Induction Process is being worked on. Board mentors will be assigned to prospective Advocates. An Advocate Review Committee will be established.

2. By-Laws Proposed Amendments: Director's Length of Term and other minor fixes.

After a review by Pat Gibbs, the Foundation's attorney, further revisions have been advised to the language of the By-Laws to comply with legal requirements. A motion will be made at the next meeting to consider and accept the following verbatim modifications to the By-Laws:

Article V -- BOARD OF DIRECTORS

SECTION 1: The Board of Directors shall consist of not less than three (3) and not more than nine (9) members. Directors shall be elected to fill available seats at the Annual General Meeting of the Corporation by a majority vote. A Membership Year shall run from the end of one Annual General Meeting of the Corporation until the following Annual General Meeting of the Corporation.

SECTION 2: The term of office for directors shall be counted in Membership Years. Starting with those directors elected in 2005 the term of office for all directors shall be two years. For the 2004 election the top five candidates in votes received shall have two year terms. The remaining candidates (up to four) shall have one year terms.

ARTICLE VII – DUES

SECTION 1: Each Voting Member of the Foundation shall pay an annual amount set by the Board of Directors or its designee(s) as membership dues. The annual dues are payable upon application for membership in the Foundation.

SECTION 2: The dues and payment schedules for nonvoting members (Supporters) shall be set by the Executive Director.

ARTICLE VIII – OFFICERS

The officers of the Foundation shall be as follows:

SECTION 2: Secretary. This person shall serve as the repositor and archivist of all non-financial records of the Foundation. He shall prepare and report minutes of all meetings of the Board and handle all correspondence not prepared by another Officer and shall receive for filing any correspondence prepared by another officer, or person, for the Foundation. In coordination with the Executive Director he shall transmit meeting notices, agendas and minutes to members of the Board. The Secretary is also responsible for the preparation and filing with the Georgia Secretary of State, or any other state authority, of any annual reports of the Corporation that are required by law.

SECTION 3: Treasurer. This person shall serve as the repositor of all financial records of the Corporation, shall keep and report timely books of account for the Corporation as a whole and shall maintain accounts of deposit (both time and demand) in the name of the Foundation in financial institutions designated by the Board of Directors, shall prepare and file with state or federal authorities any financial statements or tax returns required by law and in general be responsible for all financial transactions of the Foundation.

SECTION 4: Other officers. The Board of Directors may appoint other officers to assist the Executive Director, Secretary, and Treasurer in the performance of their responsibilities.

ARTICLE XI -- ELECTIONS; TERMS OF OFFICE

SECTION 1: A Director's term of office shall start at the end of the Transition Meeting of the Board of Directors immediately following the individual's election to the Board.

ARTICLE XIII – MEETINGS

SECTION 1: There shall be one Annual General Meeting of the Foundation each year, at a time and place to be fixed by the Board. The meeting for one year must occur at least 9 months after and no more than 15 months later than the meeting for the previous year. At that meeting, and before the election of a new Board of Directors, an annual financial report shall be made by the Treasurer and a 'State of the Foundation' report shall be made by the Executive Director with written copies of each submitted to each

Advocate at or before the meeting. The principal business of the Annual General Meeting is the election to fill upcoming vacant seats of the Board of Directors. The Secretary shall record the minutes of the meeting.

SECTION 2: The next meeting of the Board of Directors after the Annual General Meeting shall be the Transition Meeting. The principal business of the Transition meeting is to prepare the newly elected Directors. The Board meeting following the Transition Meeting is the Budget Meeting. At that time the Board shall make decisions as to plans for the forthcoming fiscal year and shall approve a budget proposed by the Executive Director.

SECTION 9: The fiscal year of the Foundation starts on the first day of January.

3. Advocate Coordinator Status - Joe Gillin

- Changes in Advocate Status: No new updates.
 - Issues Raised By Advocates: An issue was raised about event venues being too “elitist.”
- **New Business** – No new business.
 - **Date for next Board Meeting**: Saturday, August 21, 2004, 9:00amPST/12:00pm EST
 - **Adjourn** – **10:49amPT/1:49pmET**
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