

San Diego Computer Society
Board Meeting
December 1, 2005

I. Meeting Call to Order

The meeting was called to order at 6:48 PM by Lan Barnes, President., SDCS.

II. Membership present:

- a. Board Members Present:
 - i. Lan Barnes, President
 - ii. Dave Tooley, Vice President
 - iii. Andrew Lentvorski, Treasurer (arrived late)
 - iv. Gregory Ruiz-Ade, Secretary
 - v. Carl Lowenstein, Director (KPLUG)
 - vi. Dick Hiatt, Director (SDPCUG)
- b. SIG Representatives
 - i. Dick Hiatt (SDPCUG)
 - ii. John Alvarado (SBCS)
- c. Visitors:
 - i. Sol Schumer (SDPCUG)
 - ii. Lance Dohe (Pres., SDPCUG)

III. Old Business

- a. Minutes from last meeting read and accepted
- b. Open action items
 - i. Bylaws committee
 - 1. A first reading was submitted by Sol Schumer
 - 2. SDCS Election will be in May, likely at SDPCUG
 - 3. Bylaws changes will need to be voted on at that meeting
 - 4. Suggested changes need to be published two months before (March)
 - ii. ComputerEdge Ad
 - 1. Ad still has not been corrected; Josh has not yet been able to do anything.
 - 2. Gregory will follow up with Josh to see if there is anything we can do to help.
 - 3. If we have a tax-free “thingy”, documentation will be necessary for tax reasons.
 - iii. New room contacts
 - 1. Lan has a source of new rooms for UCSD Extension (Don Muehlsback (sp?))
 - 2. A room is already being arranged for a SIG that is looking to join SDCS.
 - 3. Current rooms are at Mira Mesa, rooms may be available at other locations as well.

4. Rooms are high-quality.
 5. UCSD Ext. is willing to provide speakers on an as-available basis.
 6. Only condition is that we distribute UCSD Ext. catalogs at any meeting in rooms at their facilities.
 7. Lan would like for us to continue to develop contacts for meeting room spaces.
- iv. SDCS Hosting
1. Updating web site and mailing lists is done.
 2. Hosting is currently at Traverse Global Communications as a courtesy, originally set up by Mr. Ivers.
 3. Gregory will follow up with Traverse to establish a formal relationship
- v. Record destruction
1. For now, existing records are our primary link to all life-time members.
 2. Fiscal records need to be maintained for at least 7 years.
 3. Some records are older, and may be destroyed, but further examination will be required.
 4. Record destruction put on hold until after the first of the year.
 5. Motion made to grant Andrew authority to secure Accountancy services. Motion seconded and approved (4 aye, 0 nay, 2 abstentions)
- vi. Record storage
1. Andrew will transfer existing records to Gregory after the meeting.
- vii. Final disposition of SDCS phone
1. Lan has been in touch with a local provider, and has learned that there are currently no services that allow merely a phone number with an outgoing message.
 2. Andrew suggested that SDCS procure a mobile phone with simplest plan possible and only set up an outgoing message directing callers to the web site for further information.
 3. Phone will be held by the Secretary and handed over with records.
 4. John Alvarado was reimbursed for all phone costs to date for current SDCS usage. There will yet be one final month to reimburse for John.
- viii. Directors and Officers insurance
1. Due to Sarbanes-Oxley, all Directors and Officers can be held personally liable for infractions and fraud committed under the auspices of the corporation (SDCS).
 2. SIG officers might need this type of coverage as well.
 3. Lan has offered to contact current insurance provider (Hartford) to peruse adding a “directors and officers” rider to our policy.

- IV. New Business
- a. New SIGs

- i. Insurance can cover new SIGs at the point of membership fees and roster being provided to SDCS
 - ii. SIGs can be accepted so long as they read, accept and sign the SDCS SIG Guidelines
 - iii. If they have no bank account, new SIGs can be provided with a checking account in the current SDCS account system. If they have a bank account already, things need yet to be determined.
 - iv. Gregory will post SIG Guidelines (and SDCS Bylaws) on web site for easy reference.
- b. Membership perks (ideas for future?)
 - i. Start giving SDCS Membership Card with membership (annual card)
 - ii. Possible discounts with local vendors in exchanged for “supported by” verbiage on SDCS web site?
 - iii. John Alvarado mentioned that there had been a list of vendors about 2-3 years ago that did this with SDCS.
- c. Reimbursements from Treasury
 - i. Lan presented a number of receipts for reimbursement as authorized at a previous meeting for expenses incurred during activities related to SDCS business.
- d. Banking
 - i. Banking confusion between SDCS and SBCS banking accounts regarding signatories was determined to be an error on the bank’s part when changing signatories for SDCS accounts. The bank applied the changes to the SBCS sub-account.
 - ii. Lan will fix the signature issue with the bank for SBCS
 - iii. SDCS may need to work with SIGs to bring all SIG bank accounts under the SDCS master account, as required by corporate law and SDCS Bylaws. (We think? This will be confirmed with an accountant by Andrew.)
 - iv. Appropriate documentation on this will need to be provided to avoid such confusion by future members of the Board.

V. Continued and New Action Items

- a. Andrew Lentvorski needs to retrieve EINs for all SIGs of SDCS.
- b. Dick Hiatt will check with SD Maritime Museum to see how they handle membership cards.
- c. Gregory Ruiz-Ade will follow up with Joshua Penix on the ComputerEdge ad.
- d. Gregory Ruiz-Ade will establish a formal relationship with SDCS’ current Internet hosting provider in the next couple months (before Feb. meeting?)
- e. John Alvarado will cancel existing phone services being used for SDCS
- f. Lan Barnes will work on procuring a low-budget cell phone service to suit the phone number requirements of California business code.
- g. Lan Barnes will contact SDCS’ insurance provider to investigate the addition of a Directors & Officers rider to our Liability coverage.
- h. Gregory Ruiz-Ade will post SDCS SIG Guidelines and SDCS Bylaws on the SDCS web site for easy reference.

- i. Andrew Lentvorski and Lan Barnes will, over the next couple of months, ascertain exactly how SDCS and its member SIGs financial accounts should be set up in order to comply with legal requirements.
- VI. Adjournment of Meeting
 - a. Motion made to adjourn meeting at 8:25 PM
 - b. Motion to Adjourn seconded; Meeting adjourned at 8:25 PM.