

MINUTES OF WIP BoD MEETING
January 30, 2024

An adjourned special meeting of the Worldcon Intellectual Property (“WIP”) corporation Board of Directors was called to order as a continuation of the special meeting of January 28, 2014, at 5:04 PST January 30, 2024, with Kevin Standlee, Chairman of the Board, presiding and Linda Deneroff, Secretary, recording. In attendance were Judy Bemis, Alan Bond, Joni Dashoff, Linda Deneroff, Don Eastlake, David Ennis, Bruce Farr, Dave McCarty, Chris Rose, Linda Ross Mansfield, Kevin Standlee, Alissa Wales, Nicholas Whyte, Mike Willmoth, Ben Yalow, and Joe Yao (filling in for Raistlin Chen).

By unanimous consent, the meeting went into Executive Session. The first item was to approve the minutes of the January 28, 2024, meeting. There was no objection to adopting the minutes, and they were approved by unanimous consent.

At 5:08 p.m. the meeting went into a Committee of the Whole (“COTW”), with Donald E. Eastlake III presiding and the same attendees.

The COTW rose and reported at 6:44 p.m. Kevin Standlee resumed the chair and officially notified the WIP board that he was stepping down as WIP chair and would resign as chair of the MPC effective upon the election of his successor at the next MPC meeting (which immediately followed this meeting). Alan Bond nominated Linda Deneroff as chair, but she declined the nomination. Judy Bemis nominated Donald Eastlake, who accepted. With no other nominations and without objection, Mr. Eastlake was elected President of WIP and presided for the remainder of the meeting. The board thanked Mr. Standlee for his many years of service.

There were four actions recommended by the COTW:

As recommended by the COTW, the board voted 8 to 6 to reprimand Director Kevin Standlee for comments that mistakenly led people to believe that we are not servicing our marks.

The COTW recommended that WIP create a WSFS Marketing Committee (WIP Bylaws Section 6.1) as an advisory board of WIP and request that the MPC discharge the existing HAMC and transfer its duties to the WSFS Marketing Committee. This was adopted by unanimous consent.

The chair appointed Linda Deneroff as chair of the WSFS Marketing Committee.

The COTW recommended that WIP form a committee of two Directors (Bylaws Section 6.1) for the purpose of engaging a lawyer to produce a License Agreement compliant with the laws of the jurisdictions in which we hold service marks, per California Corporate Code Section 5212, and to direct this committee to present a proposal to the Board within 60 days regarding their investigation. This was accepted by unanimous consent.

Don appointed Alan Bond and himself as members of the committee and with additional WIP directors to be added at the Chair’s discretion. WIP directors wishing to be on the committee should contact the Chair, Alan Bond.

Linda Ross-Mansfield asked if we would have to present this to the Business Meeting. Alan noted that what we did here did not have to be reported to the Business Meeting; however, what eventually comes out of it will have to be brought before the meeting.

The COTW recommended that WIP create a Licensing Committee (WIP Bylaws Section 6.1) as an advisory board of WIP to be made up of 3 Directors, the Chairs of all currently seated or confirmed Conventions (or their designees) that have been granted use of our Marks, and the Chair of the 2024 WSFS Business Meeting (or their designee) for the purpose of consulting with experts, including but not limited to any lawyer engaged to craft a license agreement to create enforcement mechanisms to ensure the standards of any adopted License Agreement. This was adopted by unanimous consent. The Chair deferred appointing members to this committee for now.

By a vote of 11 to 2, the committee voted to approve the press release dated January 30, 2024.

The meeting adjourned *sine die* at 7:19 p.m. PST.

Parliamentary terminology note: These minutes use the formal meaning of “meeting” and “session” in Robert’s Rules. Where a series of gatherings are grouped together for the purposes of Robert’s Rules, the group is called a “session” and each gathering (including any brief recesses) is called a “meeting”.

These minutes were approved on January 30, 2024, and were authorized to be published on February 25, 2024.