

**MINUTES OF WORLDCON INTELLECTUAL PROPERTY BOD MEETING**  
**February 25, 2024**

A special meeting of Worldcon Intellectual Property (“WIP”) was called to order at 11:04 a.m. PST, with Don Eastlake presiding and Secretary Linda Deneroff recording. In attendance were Judy Bemis, Alan Bond, Joni Dashoff, Linda Deneroff, Don Eastlake, David Ennis, Bruce Farr, Chris Rose, Linda Ross Mansfield, Kevin Standlee, Alissa Wales, Nicholas Whyte, Mike Willmoth, Ben Yalow, and Joe Yao and Raistlin Chen). There was one guest (Joe Yao).

**Item 1: Approve the expected expense for initial mark registrations in Australia.**

There is a fan in Perth, Australia, who is an attorney there with an intellectual property law firm. He has volunteered to do trademark filings for us there on a pro bono basis and registrations at a discount. He recommended first registering “WORLDCON” and “HUGO AWARD” in Class 41 (Education and Entertainment Services). These are the two marks for which we have had the most problems with possible infringers. The filing fee is US\$240 per mark/class, and registration would be US\$360 per mark/class, for a total of US\$600 per mark/class or US\$1,200 for both marks if no difficulties arose. Don requested that we approve \$1,400 to provide some margin for costs.

Do we go with registering “Hugo Award” or “The Hugo Award” for the trademark? We have registered “Hugo Award” in Europe and in the UK, but “The Hugo Award” in the U.S. We might want to ask our British and EU attorneys how difficult would it be to change the name of the trademark? It might not be possible without re-registering our mark, which would be a noticeable expense.

(Since the U.S. Patent and Trademark Office is extremely picky when it comes to registering or renewing marks and since the specimens submitted with renewal applications must show the marks being used **exactly** as they are registered, our attorney wanted to use <https://www.thehugoawards.org/hugo-categories/>, as the specimen when she renews the mark. However, our website was inconsistent in the use of the verbiage. We have updated the website so it now says “The Hugo Awards” everywhere.)

Don preferred going with “Hugo Award” since it’s simpler and more general. We should ask our Australian attorney what we should use: The Hugo Awards or Hugo Awards. Linda Ross-Mansfield noted that an Australian registration might impact Canadian registration since they have a tendency to follow similar regulations for all Commonwealth countries (but not always). Don will point this out to the attorney in case it has an effect on our registration.

We have other marks and some registrations in other classes (16 (Paper Goods) and 35 (Advertising and Business Services) as well, depending on the mark, but Hugo Award and Worldcon in class 41 are the most critical.

Don has asked the attorney how long it would take, typically, between the filing and the registration but has not heard back yet. We will have to supply samples, which probably could be web sites.

Bruce noted we (the MPC) are historically flush, with about \$18,000 in our account.

Don made a motion to spend up to \$1400 to start the trademark process in Australia. By unanimous consent, the funds were approved.

**Item 1A: Backing Up Our Websites**

Since we were discussing expenses, Kevin noted that out we do not have backups of our websites. At one point they were being backed up manually to some extent by Cheryl Morgan. Since we have less

than 6 gigabytes on their servers, Pair.com will automatically back up our websites for \$3 a month or \$36 a year. There was unanimous consent approving that we should do this.

At 11:15 a.m. PST, the general meeting moved into Executive Session, with the same members presiding and attending. There was no objection to Joe Yao remaining in the meeting to assist with possible language problems for Raistlen.

**Item 2: Approve the minutes of the January 30 adjourned Special Meeting**

Since we failed to approve the January 30, 2024, Minutes of the WIP Board of Directors unanimously via email, WIP moved into Executive Session in order to approve them [Robert’s Rules requires that by default minutes of an Executive Session must be approved in Executive Session]. (We had previously approved the January 28, 2024, Minutes of the WIP Board of Directors.) Don quickly reviewed those minutes, and without discussion, the January 30, 2024, Minutes were approved by unanimous consent.

**Item 3: Approve publication of the minutes of both January 28 and January 30, other than the one sentence marked as [Redacted]**

Without discussion and by unanimous consent the Board approved publishing the minutes of the January 28 and 30 Minutes, with the exception of a single sentence, which will be indicated as Redacted.

**Item 4: Directors and Officers Insurance**

Bruce Farr has located an insurance company that seems to be charging in the usual range for such insurance. Directors and Officers (“D&O”) insurance policies offer liability coverage for company managers to protect them from claims which may arise from decisions and actions taken as part of their duties. There are some exclusions.

We also received a quotation for Employment Practices Liability Insurance, which covers discrimination or problems with how employees are being treated, or hiring or firing, etc. But it’s more expensive, and we don’t have any employees.

The choices of D&O coverage are below:

LIMIT	Annual Cost
\$500,000	\$797
\$1,000,000	\$1,004
\$2,000,000	\$1,211
\$3,000,000	\$1,335

The D&O insurance has a \$5,000 deductible for claims against the corporation but no deductible for claims against Officers and Directors. Bruce and Don recommended going with \$2 million in coverage. This includes all our study groups (advisory boards). This is an annual charge and covers only claims made within the year.

If we cancel the insurance in the middle of the year, we would get a partial refund. We can change the amount of coverage from year to year. The choices are as in the table above, not variable. This insurance includes all our “study groups”, e.g., all our committees and covers all committee members, not just the officers.

Linda Ross-Mansfield asked if this was a U.S.-only policy or international. Don was not sure. Bruce, noting that he is not a lawyer, said we would have to be sued in California since that is where our corporation is located, so it's almost irrelevant.

Alan Bond asked if we would need to ask for additional revenue in future years to cover the cost of the D&O insurance. We currently have the funds to cover it, but we might need to ask for increased funding in future years. We want to use our funds wisely, but historical evidence indicates that when the need arises and we have a shortfall, Worldcons comes through with funding for the MPC. Our request to Worldcon is currently UD\$0.75 per WSFS member, but at some point we might have to increase the request. We have normally spent about \$3,000 a year on average over the past 15 years, and this would up the expense to \$4,200. Bruce noted that several Worldcons in the past few years have been very generous to us.

By unanimous consent, the motion to purchase \$2 million in D&O insurance passed.

At 11:31 a.m., the meeting unanimously agreed to continue as if in Committee of the Whole. [This is the same as Committee of the Whole except there is not a different person as Chair.]

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At 12:11 p.m., the COTW rose and reported back to the Executive session.

#### **Item 7: Handle any recommendations by the COTW**

The Committee of the Whole recommended that Kevin Standlee be censured for a comment he posted publicly.

A vote to censure Kevin Standlee for a comment he publicly posted failed by a vote of 5 aye and 8 nay.

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With the Executive Session concluded, we returned to the open session at 12: 17 p.m. PST.

#### **Item 8: Move to authorize publication of the minutes of this meeting after they are approved, and to authorize the approval of the executive meeting portion of this meeting in an open meeting.**

By unanimous consent, the committee authorized that these minutes and their publication may be approved by an email vote without requiring it to be by unanimous consent, as long as a majority of a quorum of voters approve.

We may need at least one more meeting before we meet at Glasgow Worldcon in order to finalize our report to the Business Meeting before the agenda closes or take other actions. Don has already requested a room in which to meet in Glasgow Thursday afternoon on the first day but it seems likely, the way things are going, that we will need another meeting between now and that meeting. Once the Business Meeting concludes, the first meeting of the newly constituted MPC will then also meet in Glasgow.

#### **Item 9: Possible WIP Bylaw Amendments**

The next order of business was to review six potential changes to the WIP bylaws that had been previously distributed. Some of these fix holdovers from the original corporation that do not conform to WSFS tradition and rules.

- **Amendment 1: Objectives and Purposes**

To add the following to Article 2 “Objectives and Purposes of the Corporation”: 2.1.2 To manage, promote, and protect the intellectual property of the World Science Fiction Society, an unincorporated literary society.

A discussion ensued about our marks, in particular whether the inserted text should say “. . . property of **the** World Science Fiction Society, . . .” or “. . . property **used by the** World Science Fiction Society, . . .”. In particular, a motion was made and seconded to replace “of the” with “used by the”.

Alan Bond stated that WIP owns the trademarks and that WSFS is using them at our discretion. Kevin noted that WIP is subordinate to the WSFS; we are meant to be an instrument for carrying out the will of the World Science Fiction Society.

Chris Rose noted WIP is the legal owner of these marks. Having our bylaws reflect our legal responsibility makes us able to carry out that mission. Trying to change the wording to minimize WIP’s responsibility and authority is reflective of the problem that got us into this series of meetings in the first place, which is where we had public commentary disclaiming our ability or inclination to enforce our marks. The bylaws should reflect the truth of what our responsibilities are.

David Ennis pointed out that our service mark statement says that the corporation is managed by the Mark Protection Committee of WSFS. Our corporation is managed by WSFS, and we should not be putting ourselves above WSFS.

Mr. Bond said that, as originally proposed, this bylaw amendment says we don’t own and can’t own the marks because they belong to WSFS, and therefore our legal purpose and existence has been disclaimed by our bylaws, and we lose any ability to enforce anything to do with our marks because we have said we don’t own them.

Linda Deneroff noted that there is a lot of talk about creating WSFS, Inc. and separating the Hugos from Worldcon. Does WIP become WSFS, Inc.? That is not our decision to make. We report to WSFS; WSFS does not report to us.

Don Eastlake noted that technically WIP owns the marks. Ben Yalow disagreed and said it was important to indicate these marks originated from WSFS; they belong to WSFS, and WSFS has loaned to WIP the right to administer these marks. In as many places as possible we need to make it clear that WSFS owns the WIP, not the other way around.

By a vote of 5 in favor and 9 opposed, the amendment to change “of the” to “used by the” in the first amendment to the WIP Bylaws failed.

By a vote of 8 in favor and 5 opposed, the amendment to the WIP Bylaws passed. [However, as noted later in the minutes, this vote was later rescinded.]

- **Amendment 2: Number of Directors**

To clarify that the Board of Directors is identical to the membership of the WSFS Mark Protection Committee.

Alan Bond made a motion to submit these proposed amendments for review by an attorney. Joni Dashoff and Chris Rose agreed we should go through them and take a vote as to which of these amendments we should pass along to an attorney because that will cost some money. Don briefly reviewed the rest of the amendments. [See APPENDIX after minutes.]

- **Amendment 3: Director Age Restriction**

To remove the age restriction regarding directors.

Bruce Farr noted that a board member under California law must be a natural person 18 years or older, except that one director may be 15 years or older if permitted by the board of directors or bylaws. The current bylaws do not reflect that WSFS and the MPC do not have any age requirement to be a member.

- **Removal of Directors**

To provide an explicit process for removing directors, thus not requiring reference to the default process under California law.

- **Officers, Agents, and Vice Chair**

To provide for a Vice Chair of the Board and to define any Assistant officers as agents of the corporation

The MPC traditionally has had a Vice Chair, though that position is currently vacant.

- **Discharge and Continuation of Committees**

To make it explicit that the Board may continue committees from year to year at the Annual General Meeting

This would remove any confusion for those who think that unless you specifically allow for a motion to continue to committees that you cannot.

Alan Bond made a motion to submit these proposed amendments for review by an attorney. Joni and Chris Rose agreed we should take a vote as to which of these amendments we should pass along to an attorney. By unanimous consent, all the amendments will be sent to an attorney for review. Kevin Standlee asked for and received unanimous consent to rescind the vote to approve the first amendment and pass it along to our attorney with the others.

The WIP meeting adjourned at 12:51 p.m. PST.

## APPENDIX: TEXT OF PROPOSED BYLAW AMENDMENTS

### Proposed Amendments to WIP Bylaws

In all cases, material in ~~strikethrough type~~ is to be struck out, and material in underline red type is to be added. Numbering of sections and cross-references, even if not explicitly noted in the text, is considered an administrative issue and not substantive to the proposals.

### Amendment 1: Objectives and Purposes

*Moved*, To amend Article 2 to explicitly include the management, promotion, and protection of WSFS's intellectual property as purposes of the corporation.

#### 2. Objectives and Purposes

##### 2.1 Objectives and Purposes of the Corporation

The primary objectives and purposes of the corporation shall be:

2.1.1 To promote science fiction and fantasy literature through the presentation of awards for science fiction and fantasy in any language.

2.1.2 To manage, promote, and protect the intellectual property of the World Science Fiction Society, an unincorporated literary society.

2.1.3 To engage in other activities of a charitable, educational, or literary nature, as permitted by section 501(c)(3) of the Internal Revenue Code of the United States of America.

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### Amendment 2: Number of Directors

*Moved*, To amend Article 3 to clarify that the Board of Directors is identical to the membership of the WSFS Mark Protection Committee, except as provided for the purpose of having at least one director (possibly non-voting) resident in the state of California.

#### 3. Board of Directors

##### 3.1 Number of Directors

~~The corporation shall have at least five (5) but no more than twenty-five (25) Directors and collectively they shall be known as the Board of Directors. No individual may hold more than one seat on the Board at any given time. The specific number of directors shall be determined by resolution of the Board of Directors, except that no director's seat may be eliminated by a change in the number of directors prior to the conclusion of that director's term of office.~~

Per the provisions of Section 5047 of the California Nonprofit Public Benefit Law, the corporation shall have a Board of Directors consisting of the members of the Mark Protection Committee of the World Science Fiction Society. Should the World Science Fiction Society rename or create a successor body after the date of the adoption of this section, the provisions of these Bylaws referring to the Mark Protection Committee shall apply to that renamed or successor body.

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### **Amendment 3: Director Age Restriction**

*Moved*, To amend Article 3 to remove the age restriction regarding directors.

#### **3.4 Qualifications of Directors**

Any Per the provisions of Section 5047 of the California Nonprofit Public Benefit Law, any natural person who is a voting member of the Mark Protection Committee of the World Science Fiction Society and who is otherwise qualified to be a Director by the provisions of these Bylaws shall be a voting member of the Board of Directors. ~~All Directors must be natural persons eighteen (18) years of age or older, be legally able to enter into a contract in the State of California, and be a voting member of the Mark Protection Committee of the World Science Fiction Society. At least one Director must be a resident of the State of California. The Board may provide by resolution for one non-voting Director not otherwise qualified under this section if there would otherwise be no Director who is a resident of the State of California.~~

All Directors must be voting members of the Mark Protection Committee of the World Science Fiction Society, except that the Board may provide by resolution for one non-voting Director not otherwise qualified under this section if there would otherwise be no Director who is a resident of the State of California.

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### **Amendment 4: Removal of Directors**

*Moved*, To amend Article 3 to provide an explicit process for removing directors, thus not requiring reference to the default process under California law. This adds a new section, which will require the renumbering of the remaining sections of the article and correction of any cross-references.

#### **3.7 Removal of Directors**

Directors who hold office by virtue of being a member of the Mark Protection Committee of the World Science Fiction Society may be removed from office only by being removed as members of the Mark Protection Committee of the World Science Fiction Society. Non-voting directors appointed under the provisions of Section 3.4 may be removed by a vote of a majority of the entire membership of the Board of Directors at any time, with or without cause.

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### **Amendment 5: Officers, Agents, and Vice Chair**

*Moved*, To amend Articles 5 and 15 to provide for a Vice Chair of the Board and to define any Assistant officers as agents of the corporation. This adds a new section, which will require the renumbering of the remaining sections of the article and correction of any cross-references.

*Provided That*, All references to “Chairman” shall be changed to “Chairperson” throughout the Bylaws.

#### **5 Officers**

##### **5.1 Number and Title of Officers**

The Officers of the corporation shall be a Chief Executive Officer who shall be designated the ~~Chairman~~ Chairperson of the Board, a Vice Chairperson of the Board, a Secretary of the Board, and a Chief Financial Officer who shall be designated Treasurer of the Board. The Secretary shall be empowered to

appoint and dismiss persons to the position of Assistant Secretary, and the Treasurer shall be empowered to appoint and dismiss persons to the position of Assistant Treasurer. ~~but~~; however, such appointment shall not constitute elevation to the status of Officer or Director for the purpose of these Bylaws, or for the Articles of Incorporation, or for provisions of law; however, such appointment shall make such a person an agent of the corporation for the purposes of section 3.12.

## **5.2 Multiple Offices**

No individual may hold more than one position as an Officer of the corporation except as otherwise provided in these Bylaws, except that the positions of Secretary and Treasurer may be held by the same person, and except that a person may be Assistant Secretary and/or Assistant Treasurer while holding any other Offices except ~~Chairman~~ Chairperson.

## **5.3 Qualifications for Officers**

All Officers must be Directors and must meet the qualifications for Directors set forth in Section 3.4. Assistant Secretaries or Assistant Treasurers need not be Directors.

## **5.4 Term of Office**

Each Officer, Assistant Secretary, or Assistant Treasurer shall hold office until his/her successor takes office, except as otherwise provided in these Bylaws. Appointments of Assistant Secretaries or Assistant Treasurers shall expire at the conclusion of the regular meeting following the effective date of the appointment to these positions.

## **5.5 Election of Officers**

The Board shall elect officers at the Annual General Meeting. Each of the offices of ~~Chairman~~ Chairperson, Vice Chairperson, Secretary, and Treasurer shall be voted upon individually by written preferential ballot, with each Director casting no more than one vote. For the election of Officers to take place, a number of Directors equal to a quorum as defined in these Bylaws must be present. If there is only one candidate for an office, a written preferential ballot is not necessary, and the Board may elect the candidate to the position by unanimous consent. If there is only one nominee for each office, the Board may elect the entire slate of candidates simultaneously by unanimous consent.

## **5.6 Removal and Resignation**

Any Officer may be removed, either with or without cause, by a two-thirds (2/3) vote of the Board of Directors, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **5.7 Vacancy in the Office of ~~Chairman~~ Chairperson**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of the ~~Chairman~~ Chairperson shall be filled by election, by written preferential ballot, by the Board of Directors at the next regular meeting of the Board or at a special meeting called for the purpose of electing a new ~~Chairman~~ Chairperson. Until such a meeting, the ~~Secretary~~ Vice Chairperson shall become Acting ~~Chairman~~ Chairperson, with all the powers and responsibilities of the ~~Chairman~~ Chairperson, except that he or she may designate another Director to serve as Acting ~~Chairman~~ Chairperson. If, at the next regular meeting, the Acting ~~Chairman~~ Chairperson is not elected ~~Chairman~~ Chairperson, he or she shall return to the position he or she held before the vacancy in the ~~Presidency~~ position of Chairperson came



into existence. Any remaining vacancies among the Officers shall be filled by election by preferential ballot at that meeting. If there is only one candidate for an office, a written preferential ballot is not necessary, and the Board may elect the candidate to the position by unanimous consent.

### **5.8 Vacancy in the Office of Secretary or Treasurer**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of the Secretary or Treasurer shall be filled by election, by written preferential ballot, by the Board of Directors at the next regular meeting of the Board or at a special meeting called for the purpose of electing a new Secretary or Treasurer. If there is only one candidate for an office, a written preferential ballot is not necessary, and the Board may elect the candidate to the position by unanimous consent. Until such a meeting, the ~~Chairman~~ Chairperson shall name an Acting Secretary or Acting Treasurer ~~from the remaining Directors~~. The Acting Secretary or Acting Treasurer shall have all the powers and responsibilities of the Secretary or Treasurer. Under no circumstances, except being the sole remaining Director, may the Secretary, Treasurer, Acting Secretary or Acting Treasurer serve as ~~Chairman~~ Chairperson without first relinquishing the office of Secretary, Treasurer, Acting Secretary, or Acting Treasurer.

### **5.9 Duties of the ~~Chairman~~ Chairperson**

The ~~Chairman~~ Chairperson shall:

5.9.1 Be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the Officers;

5.9.2 In general, perform all duties incident to ~~his or her~~ their office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors;

5.9.3 Preside over all meetings of the Board of Directors, or designate a Director to do so;

5.9.4 Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors, or shall designate in writing an individual to do so in specific instances.

### **5.10 Duties of the Vice Chairperson**

The Vice Chairperson shall:

5.10.1 Assist the Chairperson in their duties, preside in the Chairperson's place in the Chairperson's absence as provided elsewhere in these Bylaws;

5.10.2 In general, perform all duties incidental to their office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or that may be prescribed from time to time by the Board of Directors;

5.10.3 Serve as *ex officio* a member of all committees.

### **15.3 Officers and Directors**

For purposes of these Bylaws, "Officers" refers only to the positions of ~~Chairman~~ Chairperson, Acting ~~Chairman~~ Chairperson, Vice Chairperson, Secretary, Treasurer, Acting Secretary, and Acting Treasurer of Worldcon Intellectual Property. For purposes of these Bylaws, the ~~Chairman~~ Chairperson and Vice

Chairperson of the Board and the ~~Chairman~~ Chairperson and Vice Chairperson of the corporation are one and the same; the Secretary and Treasurer of the Board and the Secretary and Treasurer of the corporation are one and the same. Acting officer positions are likewise both Officers of the Board of Directors and Officers of the corporation. For purposes of these Bylaws, "Director" refers to any member of the Board of Directors of Worldcon Intellectual Property, notwithstanding that member's status as an Officer of the same.

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#### **Amendment 6: Discharge and Continuation of Committees**

*Moved*, To amend Article 6 to make it explicit that the Board may continue committees from year to year at the Annual General Meeting.

#### **6.3 Discharge of Committees**

Unless otherwise provided for in these Bylaws or in the resolution creating a committee or by other action of the Board, all committees shall be discharged at the conclusion of the regular Board meeting following the creation of the committee. Committees may be continued from the previous year by a vote by the Annual General Meeting.