

Kumoricon / Altonimbus Entertainment

Annual Meeting of the Membership on December 5, 2020, 11:00am Online

Call to Order

The meeting was called to order at 11:11am by Brian Mathews.

At the initial quorum count, the meeting continued once 40 members signed in as present, thus meeting the quorum requirement of 30 members. In total during the meeting, 60 members signed in as present (including by proxy) out of 219 total, with 30 needed to reach quorum.

Meeting Introduction

Brian introduced the meeting. He noted that the video feed is trying out automated captions as an option. During the quorum count, Brian explained quorum.

Approval of minutes was skipped as the last meeting's minutes were not presented yet.

Reports

Chair

Brian Mathews, Chair, presented slides *[lightly copy-edited]*:

- This has been a unique year!
- I had planned to build out infrastructure for multiple areas (accessibility, training, HR); that didn't happen.
- I chaired DigiKumo!
- Next year's goals: do what I planned originally.
- Thank you to all our staff!
- Thank you to the staff with DigiKumo!
- For the staff who couldn't, thanks for sticking with us. We haven't forgotten you. <3

Infrastructure

Ash "Bunny" Butler, Director of Infrastructure, presented slides *[lightly copy-edited]*:

- 2020 was a year of so many changings, so much learning and growing.
- How do you sum up a year like this?
- A huge part of Infrastructure's year was honestly working with our various contacts to make the Kumo 2020 to 2021 transition. The postponement and all of the uncertainty around it took so much time and coordinated effort as our contacts worked out what to do to charge forward through a wild year between the pandemic and almost all of our department's contacts changing throughout the year, due to changeover.
- DigiKumo was amazing to help other departments with stuff as we worked together to move forward with such an amazing unique event to our previous experiences. I'm very proud of Infrastructure staff that took on other positions to help with DigiKumo and tried learning new skills to aid con.
- Thank you all for everything you do that makes this organization amazing no matter what we set out to do!

Membership

Charmaine Martinez, Director of Membership, presented slides *[lightly copy-edited]*:

- Off to a good start! ~~Ignoring 2020~~
 - 1,668 regular pre-registrations
 - 20 VIP registrations
- Exciting things next year!
 - Advancements to registration system (thank you Reg Dev!)
 - New sub-departments
 - Accessibility
 - Staff Registration
- Let's talk DigiKumo!
- DigiKumo registration and donations!
 - 1,343 people registered
 - 432 people donated
 - Total donation amount of \$2,737
 - 143 people donated \$1-\$4
 - 222 people donated \$5-\$9
 - 47 people donated \$10-\$20
 - 13 people donated \$25-\$48
 - 7 people donated \$50 or more
- General registration during DigiKumo weekend!
 - 27 adults and 1 child
- More numbers!
 - We had viewers from 44 states (as well as the District of Columbia and Puerto Rico), and 20 other countries!
 - Countries
 1. United States
 2. France
 3. Canada
 4. Japan
 5. Mexico
 6. United Kingdom
 7. Australia
 8. Colombia
 9. Philippines
 10. Netherlands
 - States
 1. Oregon
 2. Washington
 3. California
 4. Missouri
 5. New York
 6. North Carolina
 7. Colorado
 8. Texas
 9. Georgia
 10. Arizona
- Big thank you to DigiKumo Reg team!

Operations

Ben Riker, Director of Operations, presented slides *[lightly copy-edited]*:

- We hid in the shadows and watched. Tech Help Desk had all the action.
 - IT team and Con Suite stepping up to assist our department.
 - Collaborating with Publicity and Mod team.
 - Documenting everything for future reference.
- Successes
 - DigiKumo
 - Lost and Found return rate
 - Record low codes called
 - Zero line jumpers
- Failures
 - Communication
 - Morale
 - Leadership
- Looking to the future
 - Be safe
 - Be kind
 - Keep in touch
 - Hang in there
- Thank you all for the memories

Programming

Devin Hunter, Director of Programming, presented slides *[lightly copy-edited]*:

- We made it through DigiKumo!
 - 89 hours of content produced
 - 37 hours of Twitch streaming
 - 13 terabytes of data served
 - Thousands of interactions from attendees
 - Hundreds of quality memes
 - Staff developed a ton of new tools and systems.
- Thank you for helping! Thank you for watching!
- Looking ahead
 - Sign up for staff for 2021
 - Twitch streaming all year round

Publicity

Samantha Rushford, Director of Publicity, presented slides *[lightly copy-edited]*:

- 2020 in review
 - Check out our new 2020 merch! Available now at: www.kumoricon.org/merchandise
 - New online merchandise store sold \$10,327.00 in merchandise alone from 10 different countries.
 - Website team built a Discord bot to assist with DigiKumo and our staff Discord server.
 - New Discord server with plans to keep it and build a stronger community for our attendees
 - The website team built tools that will help lay the foundation for future goals for our attendees.
 - Social Media and Marketing really pushed hard this year and kept the passion strong.
 - So many ideas for the future, and we can't wait!

- Thank you!
 - I'd love to thank everyone on my team, but here are some special shout outs!
 - Robin Leinonen
 - Steven Garcia
 - Jeff Tyrrill
 - Jason Short
- Looking forward
 - Come join the fun for 2021!
 - Multimedia
 - Marketing
 - Press Office
 - Social Media
 - Graphic Design
 - Forum Moderation
 - Web Development
 - Info Booth
 - Publicity Office

Relations

Sam Fletcher-Taylor, Director of Relations, presented slides *[lightly copy-edited]*:

- Y'all like numbers, right?
 - 22 DigiKumo Guests: ACME, TeddyLoid, TORIENA, Shigeto Koyama, Hiromi Wakabayashi, Ginny Di, J'adore Cosplay, Kamui Cosplay, Momma Sammu, John Eric Bentley, Beau Billingslea, Steve Blum, Kimberly Brooks, Melissa Fahn, Billy Kametz, Josh Keaton, Wendee Lee, A.J. LoCascio, Mary Elizabeth McGlynn, Alyson Leigh Rosenfeld, Karen Strassman, Kari Wahlgren
 - 2 Concerts: ACME x TORIENA & TeddyLoid
 - 17 hours of **live** guest content
 - From 5 different time zones
 - 4 fabulous sponsors, 1 sponsor art collab: XP-PEN, Shattered Earth, Sony, ArtRage, Arda Wigs
- Digi-KumoriMarket
 - 138 artists from 19 US states and Canada (furthest was from NY)
 - 35 exhibitors
- 27 hours of gaming for charity
 - Goal raised 3 times during DigiKumo!!
 - Raised \$4,735 USD
 - Goal \$4,500 USD
 - You can still donate!
 - <https://www.extra-life.org/team/52777>
- It's been fun folks <3

Secretary

Tracy Creel, Secretary, presented slides *[lightly copy-edited]*:

- Mid-year staff change.
- Legal research / lawyer consultation on venue contracts and convention postponement.
- Legal research on holding online meetings.
- Assisted with policy details relating to convention postponement.
- Comprehensive update to elections policy to support online elections and to create the new nomination moderator role.

- Creating manuals and how-tos for Secretary tasks.
- Hammering out details to make DigiKumo work.
- All the teamwork.
- Finishing work on Secretary manuals.
- Continuing the hunt for an Archivist.
- All the organizing!
- Putting a focus on how we can utilize the skills we mastered in 2020 to help with 2021 and beyond.

Treasurer

Jo Ayers, Treasurer, presented slides [*lightly copy-edited*]:

- Things we did this year
 - <https://www.bufor.org/>
- Expenses 2020 vs. 2019



Jo also prepared a written report [*below, copy-edited*] and reported it during the meeting:

- We bought the insurance (needed annually)!
- We filed the taxes (and got a big ol' payday).
- We donated to The International School and Doernbecher Children's Hospital, and also the Black United Fund of Oregon—because there's still hard fights to be fought. As an event, we may not be the

most experienced at the tools that help our community where it is most needed, but we can support those that do.

- These three slides compare 2020 to 2019, so you can see what happened and compare it to a “normal” year. The solid green line is 2020, and the dashed/dotted line is 2019.
- We typically have a spike of expenses in/around February, because that’s when one of the deposits on the venue comes due. In 2019, February was actually higher than it should have been because that’s when we made the final payment on 2018 instead of, like, November or December 2018. We also normally have a spike in June for another deposit, then a large expense in October for our last deposit, and then holy hannah everything hits in November—final payments to the OCC, to the hotels where there’s content, to Fern, to all the guests, to the airlines that transport the guests—it’s all then. But this year, because we were digital, we didn’t have the deposits in June or October, and in November we had basically just the guest appearance fees and the streaming costs.
- If you’re looking at April and October and thinking to yourself “How did we have negative expenses?” here’s your answer: Things like purchase rebates and tax refunds are not counted as “revenue” or income; they’re categorized as a negative expense, because they are money in instead of money out like normal expenses. April is when we got a rebate on some hotel expenses from 2019, and October is when we deposited the tax refunds.
- So, expenses were down, but so was revenue, which is pretty much entirely pre-registration sales, plus some merchandise. In a normal year, revenue trickles in until right before con, and then we get bombarded with tons of money all at once, as you see in the dotted line. This year, no surprise, the trickle of revenue was more like a drip, even going negative just a bit in August when we announced the reschedule and offered refunds. We did see an uptick in November thanks to the online store, donations from DigiKumo attendees, and pre-registration for 2021 gaining momentum.
- Net Profit is what happens when you actually subtract expenses from the income. Since our income is pretty steady and doesn’t fluctuate much except right around con, our Net Profit graph looks a lot like the Expenses graph just flipped upside down. Anywhere a line goes above zero, that means that month had more income than expense, and anywhere it’s below zero that means we had more expense that month than income. Overall, 2020 has been a rough year, and although it’s not over yet (we still have the rest of December, plus there are a few transactions remaining to categorize) so far we’ve spent over \$100,000 more than we’ve taken in. Luckily, thanks to previous boards being careful with savings, we had enough reserves to see us through this. But there’s not a lot of slack remaining, so next year’s board will need to be super careful about not spending money before we have it.
- In short—be thrifty.

Unfinished Business

There was no unfinished business.

New Business

Jo opened a presentation about two motions being presented to the membership to a vote, as previously notified.

Jo presented slides:

- Motion #1: Amendment to organization bylaws and articles of incorporation
 - Purpose: Preparation for applying for federal 501(c)(3) tax-exempt status
 - Changes state corporation type from nonprofit mutual benefit to nonprofit public benefit
 - Updates statement of purpose to follow 501(c)(3) requirements
 - Updates dissolution statement to follow 501(c)(3) requirements
- Motion #2: Amendment to articles of incorporation
 - Purpose: Bring articles of incorporation up-to-date so they are consistent with our bylaws

- Dissolution statement and membership status had fallen out of date in our articles of incorporation (in other words, when we have amended our bylaws in the past, we did not make the matching amendments in our articles of incorporation)
- Remove original incorporators' names as permitted by ORS 65.434 (1)
- *[Full text on subsequent slides; see attachments at end of minutes]*

The members voted on motion #1. The motion carried unanimously, with 48 votes (including by proxy) in favor and no votes opposed.

The members voted on motion #2. The motion carried unanimously, with 46 votes (including by proxy) in favor and no votes opposed.

The meeting recess at around 12:36pm.

The meeting resumed at 12:50pm.

Good of the Order

Members shared anime series of interest:

- Jujutsu Kaisen

Brian encouraged people not staff yet to apply for staff.

Elections

Tracy Creel began the elections segment as elections moderator.

Tracy read introductory material and reviewed basic procedure, including the order of races, and how to elect by acclamation. Slides presented:

- Order of races:
(As set during the meeting by vote of the membership.) *[was modified from this slide later in the meeting]*
 - President / Chair
 - Director of Infrastructure
 - Director of Membership
 - Director of Operations
 - Director of Programming
 - Director of Publicity
 - Director of Relations
- Procedure for each election:
 - Candidate speeches
 - Open questions and comments
 - Anonymous question-and-comment presentation and candidate responses
 - Brief re-open of questions and comments if needed
 - Vote by acclamation or by secret ballot with ElectionBuddy
 - Tabulation of results
 - Report of result
- How to elect by acclamation
 - Acclamation is a public vote to elect a specific candidate by unanimous consent. If even one member objects, the motion fails.
 - If all acclamation motions fail (or none are made), then voting will occur by secret ballot.
 - After all comment segments for a specific race are complete, a member may move to elect *<named person X>* for *<elected office Y>* by acclamation. There will then be an opportunity for any member to object. If no member objects, the motion carries and the election for that race is

complete. If the motion fails, then members may move to elect a different person by acclamation.

- An acclamation motion must specify a specific person and office.
 - Multiple persons or multiple offices may not be combined in a single motion.
 - An acclamation vote is not in order until after the speeches, Q&A, and comments, and is only in order for the office of that specific race.
- Pre-election Q&A
 - Staff can read pre-election candidate Q&A on our staff Discord server.
 - Staff without Discord can read a PDF export of the Q&A (taken at 10:30am) at <https://www.kumoricon.org/staff-login>

Chair / President

The race for Chair / President was uncontested, with Brian Mathews as the candidate. The candidate speech and questions-and-comments segments were held. **Brian Mathews** was elected **Chair / President** by acclamation.

A member moved to re-order the Director of Relations race directly after the Chair / President race. The motion carried, with 23 votes in favor, and 10 votes (including by proxy) against.

Director of Relations

The race for Director of Relations was held. The candidates were:

- Amber Feldman
- Heather Holland

Candidate speeches and questions-and-comments segments were held. The members voted by secret ballot, as follows:

Total votes cast: 50 (Required for majority: 26)

- Amber Feldman: 21
- Heather Holland: 29
- "No confidence": 0

Heather Holland, having achieved majority, was elected as **Director of Relations**.

Director of Infrastructure

The race for Director of Infrastructure was uncontested, with Ash Butler as the candidate. The candidate speech and questions-and-comments segments were held. **Ash Butler** was elected **Director of Infrastructure** by acclamation.

Director of Membership

The race for Director of Membership was uncontested, with Jessica Ulibarri as the candidate. The candidate speech and questions-and-comments segments were held. **Jessica Ulibarri** was elected **Director of Membership** by acclamation.

Director of Operations

The race for Director of Operations was uncontested, with Yaz Wigfall as the candidate. The candidate speech and questions-and-comments segments were held. **Yaz Wigfall** was elected **Director of Operations** by acclamation.

Director of Programming

The race for Director of Programming was uncontested, with Devin Hunter as the candidate. The candidate speech and questions-and-comments segments were held. **Devin Hunter** was elected **Director of Programming** by acclamation.

Director of Publicity

The race for Director of Publicity was uncontested, with Samantha Rushford as the candidate. The candidate speech and questions-and-comments segments were held. **Samantha Rushford** was elected **Director of Publicity** by acclamation.

Adjournment

At the conclusion of elections, Brian led a live group Zoom “photo” of the newly-elected board.

Brian gave a shout-out to Tracy for running the elections for the first time.

The meeting was adjourned at 5:30pm by Brian Mathews.

Submitted, and revised and approved by the members,
Tracy Creel, Secretary

Attachment: Presentation slides

See file *kumoricon-minutes-member-20201205-attachment.pdf*

Attachment: Amendments motion #1

The Altonimbus Entertainment bylaws are hereby amended as follows:

In the title:

- Strike “*An Oregon Non-Profit Mutual Benefit Corporation*” and replace it with “*An Oregon Nonprofit Public Benefit Corporation*”.

In Article 1 (Statement of Purpose):

- Strike the text “*mutual benefit*” and replace it with “*public benefit*”.
- Strike the text “*to promote Japanese animation and culture by hosting the annual Kumoricon event, as well as other events and activities.*” and replace it with “*exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The organization is dedicated to creating awareness and appreciation for Japanese animation, comics, and related popular culture by organizing activities and events open to the general public which celebrate their historic and continuing contributions to art and culture.*”
- The Article will then read: “*Altonimbus Entertainment is a nonprofit public benefit corporation organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue*”

Code, or corresponding section of any future federal tax code. The organization is dedicated to creating awareness and appreciation for Japanese animation, comics, and related popular culture by organizing activities and events open to the general public which celebrate their historic and continuing contributions to art and culture.”

In Article 12 (Amendments, Distribution, and Dissolution), Section D (Distribution of Assets Upon Dissolution):

- Strike the text “*donated to a 501(c)(3) organization*” and replace it with “*distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. The purpose of such distribution will be*”.
- In the final clause, strike the text “*a 501(c)(3) organization*” and replace it with “*the exempt purpose*”.
- The Section will then read: “*Upon dissolution, organization assets shall first go toward satisfying debts owed to the creditors of the organization, if any. Any remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. The purpose of such distribution will be approved by both the Membership and by the Board in votes of each body. If such combined approval cannot be obtained after a reasonable, good faith effort, then the Board shall select the exempt purpose by a vote in which two-thirds of the total Directors in office cast votes in approval.*”

Further, the Altonimbus Entertainment articles of incorporation are hereby amended as follows:

- **Article 5: Type of corporation:** Public benefit
- **Article 7: Distribution of assets upon dissolution:** The purpose or purposes for which the corporation is organized are as follows: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Attachment: Amendments motion #2

The Altonimbus Entertainment articles of incorporation are hereby amended as follows with the proviso that, if the motion previously presented to the members has been approved, the item of this proposal referring to Article 7 shall be struck from the proposal:

- **Article 2: Registered agent:** *deleting per ORS 65.434 (1) (c)*
- **Article 3: Registered agent's publicly available address:** *deleting per ORS 65.434 (1) (c)*
- **Article 4: Address where the division may mail notices:** *deleting per ORS 65.434 (1) (d)*
- **Article 6: Will the corporation have members:** Yes
- **Article 7: Distribution of assets upon dissolution:** Upon dissolution, organization assets shall first go toward satisfying debts owed to the creditors of the organization, if any. Any remaining assets shall be donated to a 501(c)(3) organization approved by both the Membership and by the Board in votes of each body. If such combined approval cannot be obtained after a reasonable, good faith effort, then the Board shall select a 501(c)(3) organization by a vote in which two-thirds of the total Directors in office cast votes in approval.
- **Article 9: Incorporators:** *deleting per ORS 65.434 (1) (b)*