



Historical Miniatures Gaming Society
Eastern Chapter, Non-Profit Tax ID # 52-1463458
25 West Courtland Street, Bel Air, MD 21014
www.HMGS.org

07/23/08

ANNUAL MEMBERSHIP MEETING 26 JULY 2008

Call to Order

President Pete Panzeri called the meeting to order at 8:12 a.m. on 26 July 2008, at the Lancaster Host, Lancaster, PA.

Quorum

A quorum of 42 members was established with all Directors present:

President - Pete Panzeri
Executive Vice President/Convention Operations - John Drye
Treasurer - Dudley Garidel
Secretary - George Nafziger
Vice President for Education - Don Manser
Vice President for Member Communication - Dan McDonagh
Vice President for Outreach - Heather Blush (8:18 a.m.)

HMGS Officers also in attendance:

Historicon Director - Bob Giglio
Fall-In Director - Jim McWee
Cold Wars Director – Frank Preziosa (8:30 a.m.)

Order of Business

The President reported the Meeting Agenda as per HMGSE Bylaws and the mailed Meeting Notice [Attachment 1].

John Drye, seconded by Bill Rutherford motioned to change the Meeting Agenda to conduct two “New Business” items first: “Bylaws Change Amendment” [Attachment 2] and “Articles of Incorporation Amendment” [Attachment 3]. The “Agenda Change” motion passed unanimously by show of hands with no objections noted.

Bill Rutherford, seconded by John Drye, motioned for approval of the Bylaws Change Amendment [Attachment 1].

Pat Condray, seconded by G. Kidd, motioned that “The By-law amendment to include the phrase: ‘A Board initiated amendment to the by-laws goes into effect only upon approval by the membership.’

Pat Condray motioned to withdraw his motion, seconded by Pete Panzeri.
Pat Condray’s motion to withdraw passed by show of hands.

Pete Panzeri Called to Vote the “Change to Articles of Incorporation Amendment” [Attachment 2]

The motion passed by show of hands.

Articles of Incorporation

There was a consensus of those present that a legal determination needs to be made of what steps remain to implement changes to the Articles of Incorporation at the 26 July Annual Meeting of Members.

Approval of Minutes

As acting Secretary, Bill Rutherford provided the membership with copies of Draft Minutes for HMGSE Membership Meeting on March 17 2007, March 8, 2008, Jul 22, 2006, and July 28 2007, and motioned for approval. Each set was approved by all present with no objections noted.

New Business

Member Mark Zaslavsky motioned that "HMGS East donate \$1,000 donation to the “Wounded Warriors Fund” an IRS 501c3 charitable organization for US Military Veterans of Afghanistan and Iraq

The motion passed unanimously by show of hands with no objections noted.



Historical Miniatures Gaming Society
Eastern Chapter, Non-Profit Tax ID # 52-1463458
25 West Courtland Street, Bel Air, MD 21014
www.HMGS.org

07/23/08

MINUTES CONTINUED: ANNUAL MEMBERSHIP MEETING 26 JULY 2008

Treasurer, Dudley Garidel reported:

The January and February Chapter Financial Statements were posted online, but not the March statement, The IRS Audited HMGS East in 2007 and HMGS passed without penalty Overall finances of corporation are "very good,"

Education Director, Don Manser reported

HMGS East will implement a War College Speaker program for each of our Conventions. HMGS East is supporting six Educational Organizations for National History Day for 2008

Convention Operations Director, John Drye introduced

- Cold Wars Director, Frank Preziosa reported plans and "Revolutions" theme for Cold Wars 2008.
- Fall In! 2008 Plans and Theme were reported according to Director Jim McWee
- HISTORICON Director, Gob Giglio reported on programs and themes planned for HISTORICON 2009-2011.

Motion to Adjourn

Pat Condray Motioned to Adjourn. The motion passed unanimously by show of hands with no objections noted. The meeting adjourned at 9:58 a.m.

SUBMITTED By Michelle Preziosa, Chapter Secretary as of 20AUG009]

APPROVED BY HMGS EAST BOD (TELECON 24AUG09)

SIGNED 11SEP09

Peter F. Panzeri
East Chapter President
Historical Miniatures Gaming Society
President@HMGS.org 9/11/09

ATTACHMENTS

1. HMGS Presentation Coin Award Criteria (As amended/Approved)
2. "Bylaws Change Amendment" Motion from Bill Rutherford
3. "Articles of Incorporation Amendment" Motion from Bill Rutherford



Historical Miniatures Gaming Society
Eastern Chapter, Non-Profit Tax ID # 52-1463458
25 West Courtland Street, Bel Air, MD 21014
www.HMGS.org

07/23/08

ATTACHMENT 1:

[ATTACHMENTS TO MINUTES, 26 JULY 2008 ANNUAL MEMBERSHIP MEETING]

Meeting Agenda as per HMGSE Bylaws and the mailed Meeting Notice [Attachment 1].

ARTICLE IV: MEMBERSHIP MEETINGS. Section 3 (b)

Meeting agendas at all membership meetings shall include but not be limited to the following:

Quorum Determination

Call to Order

Reading of Minutes

Old Business

New Business (to include resolution of Procedural Issues)

Officers' Report

Standing Committee Reports

Temporary Committee Reports

Adjournment



Historical Miniatures Gaming Society
Eastern Chapter, Non-Profit Tax ID # 52-1463458
25 West Courtland Street, Bel Air, MD 21014
www.HMGS.org

07/23/08

ATTACHMENT 2:

[ATTACHMENTS TO MINUTES, 26 JULY 2008 ANNUAL MEMBERSHIP MEETING]

“Bylaws Change Amendment” Motion from Bill Rutherford to:

Amend the content of Article XIV of the HMGS East Bylaws

FROM:

These Bylaws may only be amended by vote of the Board of Directors or by a majority of the votes cast through referendum of the Corporation as a whole.

TO:

Section 1. These Bylaws may only be amended by vote of the Board of Directors or by a majority of the votes cast through referendum of the Corporation as a whole.

Section 2. All Bylaws changes made by vote of the Board of Directors (Board-initiated) shall be submitted to a referendum of the Corporation as a whole for ratification, as part of the next Board election ballot mailing specified in Article VI Section 2a of the bylaws. Board-initiated bylaws changes will go into effect as soon as the Board votes to implement them. Board-initiated bylaws changes that fail to be ratified by the membership in the Corporation-wide referendum will be rescinded as of the date that the election results are posted per Article VI Section 2a of the bylaws.



Historical Miniatures Gaming Society
Eastern Chapter, Non-Profit Tax ID # 52-1463458
25 West Courtland Street, Bel Air, MD 21014
www.HMGS.org

07/23/08

ATTACHMENT 3:

[ATTACHMENTS TO MINUTES, 26 JULY 2008 ANNUAL MEMBERSHIP MEETING]

"Articles of Incorporation Amendment" Motion from Bill Rutherford

Be it resolved that the HMGS East Board will amend the HMGS Inc. Articles of Incorporation

FROM:

"EIGHTH: The following provision is hereby adopted for the purpose of defining and regulating the power of the Corporation and its Directors: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend, and repeal the By-Laws of this Corporation, and to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation, with said property as security thereafter."

TO:

"EIGHTH: The following provision is hereby adopted for the purpose of defining and regulating the power of the Corporation and its Directors: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend, and repeal the By-Laws of this Corporation, *with membership ratification in such manner as directed by said By-Laws*, and to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation, with said property as security thereafter."

Further, the specific wording of the change (above) to the Articles of Incorporation will be submitted for review to HMGS Inc's corporate attorney before enactment, to allow the wording to be altered in form but not in substance, to ensure that it is legally correct.
