



HMGS, INC

## Historical Miniatures Gaming Society

Non Profit Tax ID # 52-1463458

25 West Courtland Street – Bel Air, MD 21014

www.HMGS.org

### **DRAFT FOR MEMBERSHIP APPROVAL**

#### **Minutes of the General Membership Meeting on Saturday – March 12, 2011 in the Hopewell Room at the Lancaster Hotel and Resort Lancaster, Pennsylvania**

On March 12, 2011 the Membership of the Historical Miniatures Gaming Society met for the General Membership Meeting during Cold Wars in the Hopewell Room at the Lancaster Hotel and Resort - Lancaster, Pennsylvania

#### **Call to Order**

The President, Eric Shanoltz called the meeting to order at 8:23am.

#### **Quorum**

A quorum was established with the following Directors present:

President – Eric Shanoltz

Executive Vice President - James Petrie

Treasurer – Frank Preziosa

Vice President for Member Communication and Outreach - Heather Blush

Education – Paul Delaney

Secretary - Michelle Preziosa

HMGS Officers Also in Attendance:

Convention Operations – Orest Swystun

Historicon Director – Bob Giglio

Historicon XO – Neil Brennan

#### **Quorum Determination:**

- Secretary, Michelle Preziosa reported that there was a quorum of 64 members in attendance.
- For an attendance roster see attachment #1 at the end of the report.

#### **Introduction**

President, Eric Shanoltz, welcomed the attendees to the meeting.

#### **Agenda**

The meeting will adhere to the following order of business:

- Quorum Determination
- Call to order
- Reading of General Membership meeting minutes – 10/29/2010
- Old Business
- New Business:



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### DRAFT FOR MEMBERSHIP APPROVAL

- a) Discussion of Settlement
- b) Lowering of the quorum for membership attendance
- c) Minimum attendance standards for Board of Director members
- d) Moving the General Membership Meeting from Saturday morning to Friday evening.
- e) Motion made by John Drye and seconded by Michelle Preziosa
  - 1) Motion for corporation-wide referendum to remove HMGS Director Louis Desy Jr. from the HMGS Board without cause.
  2. The remainder of Mr.Desy's term shall be filled by in conjunction with the 2011 HMGS Board of Directors Election the fifth highest vote getter will fill the vacant spot for the remainder of the term.
- f) Election Nominations
  - Officers' Reports
  - Standing Committee Reports
  - Adjournment

### Reading of Minutes

Michelle Preziosa reported that at this moment minutes from the Special Membership Meeting were not available .

### Motion

Wayne Cooper made a motion to bypass the reading of the minutes.

Nancy Ott seconded

Motion passed by the majority of the attending membership.

NOTE: At this time it was agreed upon by the majority of the attending members to forgo the order of the agenda that was mailed out and to get the nominations for the 2011 election started.

### Election Nominees:

Wayne Cooper nominated Frank Preziosa

Jerry Hurwitz seconded

Wayne Cooper nominated Michelle Preziosa

J.T. Thomas seconded

Otto Schmidt nominated Ed Dowgiallo

Tim Bourdless seconded

Jerry Hurwitz nominated Heather Blush

J.T. Thomas seconded

Bill Rutherford nominated Christin Sciulli

John Drye seconded



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Ed Dowgiallo nominated Tim Bourdess  
Wayne Cooper seconded

Bill Rutherford nominated John Drye  
Jerry Hurwitz seconded

Ed Dowgiallo nominated Peter Yannotta  
Tim Bourdess seconded

Otto Schmidtt nominated Dan Murawski  
Bill Molyneaux seconded

Brian Whitaker nominated Kevin Kelley  
John Drye seconded

#### Motion

Bill Rutherford made a motion to close the 2011 Election Nominations.

Wayne Cooper seconded.

Motion passed by the majority of the attending membership.

- The positions open are four with a half term to finish out of one year.
- Four are voted positions with the fifth position coming in with the fifth highest vote.

#### NEW BUSINESS

At 8:35am - President, Eric Shanoltz asked members who did not sign the Non Disclosure Agreement to please leave the room.

**Note:** Every member signed the agreement and the discussion ensued.

At this time the information that was given orally cannot be placed into the Membership Meeting minutes.

Closed discussion ended at 9:11am

**Note:** At this time questions were being asked very rapidly that it was difficult to get the names of who asked what. Unfortunately, The tape recorder was never turned back on after the BCC discussion.



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### **DRAFT FOR MEMBERSHIP APPROVAL**

#### **Membership quorum**

- Lowering of the quorum for membership attendance was discussed.

#### **Motion**

Paul Olszanski made a motion to lower the membership meeting attendance from the original 40 down to 20.

Bill Rutherford seconded

Members voted yes: 21 Members voted no: 13 Members who abstained: 28

Motion passed by the majority of the attending membership.

\*\*\*This motion now goes to referendum on the Election Ballot for approval from the entire HMGS, Inc. membership.

#### **Minimum attendance standard for the Board of Directors**

Discussion ensued on the issue of what the requirements should be for attending BoD meetings.

#### **Motion**

Lee Girer made a motion that there be an 80% attendance figure for corporate wide attendance and that the non attendance be a matter of record.

John Demeter seconded

- Result of the discussion is that the attending majority of members felt that the absentee BoD member was a one time situation and would more than likely not happen again.

**NOTE:** This motion is still open as no formal vote was taken nor was a retraction made – it will have to be presented at the Annual Membership Meeting.

#### **Moving the General Membership Meeting from Saturday morning to Friday evening.**

- Discussion ensued as to the convenience of the time and day switch.
- Result of the discussion – The BoD has the authority to change the policy and to remove the verbiage for Cold Wars and make it at the BoD's discretion.

#### **Tabled Items**

- The items listed below were tabled until the Annual Membership Meeting at Historicon due to time constraint.
- At this time the majority of the membership left the room – no formal motion to table the below items was made.

Motion made by John Drye and seconded by Michelle Preziosa



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## DRAFT FOR MEMBERSHIP APPROVAL

1. Motion for corporation-wide referendum to remove HMGS Director Louis Desy Jr. from the HMGS Board of Directors without cause.
2. The remainder of Mr.Desy’s term shall be filled by means of a Special Election to be held in conjunction with the 2011 HMGS Board of Directors Election.
3. Procedures for the Special Election shall be determined by the HMGS Board of Directors in accordance with HMGS Bylaws.

### Officers’ Reports

- Standing Committee Reports

### Motion

Frank Sciulli made a motion to adjourn at 9:34am.

Bill Rutherford seconded

The motion passed by unanimous consent of the members present.

APPROVED \_\_\_\_\_  
Eric Shanoltz, President

DATE \_\_\_\_/\_\_\_\_/\_\_\_\_

APPROVED \_\_\_\_\_  
Michelle Preziosa, Secretary

DATE \_\_\_\_/\_\_\_\_/\_\_\_\_



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### DRAFT FOR MEMBERSHIP APPROVAL

#### Attachment #1

#### Members in attendance:

Michael Adair  
Byron Angel  
Heather Blush  
Tim Bourdess  
Neil Brennan  
Carl Cardoza  
Frank Chadwick  
Pat Condray  
Jason Connerly  
Wayne Cooper  
Maynard Creel  
Tom Cusa  
Paul Delaney  
John Demeter  
Paul Dittrich  
Ed Dowgiallo  
John Drye  
Mike Fijalka  
Roland Fricke  
Bob Giglio  
Lee Girer  
Robert Henderson

George Hunsicker  
Jerry Hurwitz  
Eric Jacobson  
Steve Kaich  
Dennis Kalember  
Kevin Kelley  
Glenn Kidd  
Scott Knox  
Scott Landis  
Mike Lorenzo  
Frank Lubretti  
Nancy Mallory  
John Manning  
Bob Marshall  
Steve Maynard  
Mark McDonagh  
Bill Molyneaux  
Nick Nesteruk  
Brian Nichols  
Paul Olszanski  
Nancy Ott  
Pete Panzeri

Roxanne Patton  
James Petrie  
Frank Preziosa  
Michelle Preziosa  
Doug Ray  
Steve Robertson  
Bill Rutherford  
Eric Shanoltz  
Otto Schmidt  
Stuart Schoenberger  
Steven Smith  
Orest Swystun  
Augie Thiesing  
JT Thomas  
Jime Viel  
Brian Whitaker  
Bob Wiltrout  
Shannon Wolmer  
Tim Wright  
Peter Yannotta