



HMGS EAST

Eastern Chapter Historical Miniatures Gaming Society

Tax ID # 52-1463458

7/25/2007

Minutes of Meeting of Board of Directors on July 25, 2007

Call to Order

President Pete Panzeri called the meeting to order at 6:08 pmm in the Top Flight Room at the Lancaster Host Resort in Lancaster, PA.

Quorum

A quorum was established with the following Directors:

1. President Pete Panzeri
2. Treasurer James Curtis
3. Secretary Bill Rutherford
4. VP for Education Don Manser

Also present were:

1. Director-elect Heather Blush
2. Director-elect John Drye
3. Director-elect Dudley Garidel
4. Director-elect Mike Pierce
5. Cold Wars 2008 Director Frank Preziosa
6. Cold Wars 2008 Registrar Michelle Preziosa

Seating of New Directors

Pete Panzeri welcomed the new Directors to the Board.

Order of Business

The Board reviewed the following agenda and agreed to it by unanimous consent:

1. Minutes
2. Finance Transition
3. Convention Director Reports
4. Proposed Board Structure
5. Board Officer Elections
6. New Business, to include submitted Motions 1 through 5 at Attachment 1

Minutes

Approval of the minutes from the 22 July 2006 and 17 March 2007 membership meetings and from the 27 January, 15 March, 18 March, and 12 May 2007 Board meetings tabled by unanimous consent of the Directors present until the Sunday Board meeting. Board tasked Bill to get input and sign-off from outgoing Directors absent from the meeting, no later than the start of Sunday's Board meeting.

Finance Transition

James Curtis reported that the six copies of Adobe's InDesign whose purchase was approved at the 12 May 2007 Board meeting had arrived and that he would distribute them to:

- 3 copies to Convention Directors
- 1 copy to VP for Communications
- 1 copy to VP for Outreach
- 1 copy to file for future use



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James Curtis will provide copies of the recipient receipts to both the HMGS bookkeeper and to the Secretary when signed.

Pete Panzeri made and Bill Rutherford seconded the following motion:

The outgoing Treasurer will continue to perform the Treasurer duties until the incoming Treasurer has fully assumed all Treasurer responsibilities, or until 31 August 2007, whichever comes first.

The motion passed by unanimous consent of the Directors present.

The Board tasked James Curtis with reviewing and updating the finances article for the current issue of the HMGS newsletter.

Convention Director Reports

Fall In 2007 Director Jim McWee arrived at the meeting.

Jim McWee submitted the report at Attachment 2 for inclusion in the minutes, which were accepted by the Board by unanimous consent of the Directors present.

Pete Panzeri asked Jim McWee to share the report with the various HMGS Yahoo groups and to publish the Fall In 2007 key staff positions with associated names as soon as possible.

Historicon 2007 Director Bob Giglio and Deputy Director Neil Brennan arrived at the meeting.

Bob Giglio reported on Historicon 2007:

- Advised the Board that only a few Scruby Ceremony tickets had been sold.
 - After discussion, the Board approved, by unanimous consent, refunds for any tickets that had been sold.
- Advised the Board of his concerns about modernizing the convention registration system.
 - After discussion, Pete Panzeri appointed Bill Rutherford the temporary Chair of the Convention Registration System Committee and tasked him with reconstituting the committee.

Bob Giglio, Neil Brennan, and Jim McWee departed the meeting.

Board Structure

The Board discussed and agreed to the following structure:

- President
- Executive Vice President
- Treasurer
- Secretary
- Vice President for Communications
- Vice President for Convention Operations
- Vice President for Outreach
- Vice President for Education
- Vice President for Membership Services
- Vendor Liaison Officer
- Publications Officer

Board Officer Elections



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John Drye nominated Pete Panzeri for the office of President.

Pete Panzeri was elected President with a vote of 5-1-1 with all Directors voting Aye except for Don Manser who voted Nay and Pete Panzeri who abstained.

Bill Rutherford nominated Heather Blush for the office of Executive Vice President.

Heather Blush was elected Executive Vice President unanimously by the Board of Directors.

Dudley Garidel nominated Bill Rutherford for the office of Secretary.

Bill Rutherford was elected Secretary unanimously by the Board of Directors.

Pete Panzeri nominated Dudley Garidel for the office of Treasurer.

Dudley Garidel was elected Treasurer unanimously by the Board of Directors.

Pete Panzeri nominated John Drye for the office of Vice President for Convention Operations.

John Drye was elected Vice President for Convention Operations unanimously by the Board of Directors.

John Drye, with the unanimous consent of the Board, changed his vote for Vice President of Convention Operations from Aye to Abstain.

Pete Panzeri nominated Don Manser for the office of Vice President for Education.

Don Manser was elected Vice President for Education with a vote of 6-0-1 with all Directors voting Aye except for Don Manser who abstained.

Dudley Garidel nominated Mike Pierce for the office of Vice President for Outreach.

Mike Pierce was elected Vice President for Outreach with a vote of 6-0-1 with all Directors voting Aye except for Mike Pierce who abstained.

Don Manser nominated Heather Blush for the office of Vice President for Communications.

Heather Blush was elected Vice President for Communications with a vote of 6-0-1 with all Directors voting Aye except for Heather Blush who abstained.

Dudley Garidel nominated Bill Rutherford for the office of Vice President for Membership Services.

Bill Rutherford was elected Vice President for Membership Services unanimously by the Board of Directors.

By the unanimous consent of the Board, the position of Vendor Liaison Officer was made subordinate to the Vice President for Convention Operations and will be filled by appointment by the Vice President for Convention Operations.

Committee appointments:



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- Awards Committee: Pete Panzeri will continue to chair this committee, with Mike Pierce and John Drye as committee members.
- Legion of Honor Liaison: Pete Panzeri will continue to fill this position.
- Convention Operations Committee: Pete Panzeri appointed John Drye as Chair, said committee to be comprised of the Chair, the three Convention Directors, the President, and the Treasurer.
- HMGS Webmaster and Publications Officer:

Dudley Garidel made and John Drye seconded the following motion:

Mitch Osborne is hereby re-appointed as Publications officer and Bill Gray is hereby re-appointed as HMGS Webmaster for the coming year.

The motion passed unanimously by the Directors present.

- IT Officer: Pete Panzeri tasked Heather Blush with composing a request for interest for the IT Officer position, to be completed no later than 1 August 2007, to be published to solicit interest in the position.
- Game Master Liaison: Pete Panzeri appointed Mike Pierce to this position.
- Bylaws, Policies, and Standard Operating Procedures Committee: Pete Panzeri appointed the John Drye as the Chair with the Board as the committee members. Pete Panzeri tasked John Drye with breaking HMGS's SOPs down into task assignments, to report the assignments to the Board, and to submit a timeline for SOP development to the Executive Vice President, no later than 31 August 2007
- Convention Site Task Force Committee: Pete Panzeri will continue to chair this committee, with John Drye, Mike Pierce, Bob Giglio, and Mike Montemarano as committee members, and will report on work so far to the Board at the Site Selection Briefing at 8 am on 26 July 2007.

Ethics Statements

Bill Rutherford distributed HMGS Ethics Statements to the Directors, requesting that they sign and return them no later than the 29 July 2007 Board meeting.

Motions

The motions at Attachment 1 were tabled until the 29 July 2007 Board meeting by the unanimous consent of the Directors.

Pete Panzeri made and John Drye seconded a motion to adjourn.

Passed by unanimous consent of the Directors present.

The meeting adjourned at 10:46 pm.

APPROVED _____ DATE _____
Pete Panzeri, President

APPROVED _____ DATE _____
Bill Rutherford, Secretary



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ATTACHMENT 1: : Proposed Motions

DATE _____ MOTION NUMBER 1

MOTION BY: Bill Rutherford

MOTION READS:

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.

MOTION SECONDED BY: _____

[If Applicable] MOTION AMENDED [by _____] TO READ:

The motion Passed/Failed ___ [AYE] - ___ [NAY] - ___ [Abstain]

VOTES FOR [names]: _____

VOTES AGAINST [names]: _____

ABSTAIN [names]: _____

Recorded by: _____



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DATE _____ MOTION NUMBER 2

MOTION BY: Bill Rutherford

MOTION READS:

Be it resolved that all lapsed-member HMGS memberships that are renewed AFTER Historicon in a given fiscal year shall expire at the end of the *following* fiscal year.

MOTION SECONDED BY: _____

[If Applicable] MOTION AMENDED [by _____] TO READ:

The motion Passed/Failed ___ [AYE] - ___ [NAY] - ___ [Abstain]

VOTES FOR [names]: _____

VOTES AGAINST [names]: _____

ABSTAIN [names]: _____

Recorded by: _____

DATE _____ MOTION NUMBER 3

MOTION BY: Bill Rutherford

MOTION READS:

The Secretary will continue to record all official HMGS minutes in the current paragraph format until such time as the format referred to in Motion 10 passed at the 27 Jan 2007 Board meeting is agreed upon and established.

MOTION SECONDED BY: _____

[If Applicable] MOTION AMENDED [by _____] TO READ:

The motion Passed/Failed ___ [AYE] - ___ [NAY] - ___ [Abstain]

VOTES FOR [names]: _____

VOTES AGAINST [names]: _____

ABSTAIN [names]: _____

Recorded by: _____



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DATE _____ MOTION NUMBER 4

MOTION BY: Bill Rutherford

MOTION READS:

I move that the HMGS bylaws be amended from:

Article I, Section 1. Principal Office. The principal office of the Corporation shall be located at the King Stringfellow Group, 2105 Laurel Bush Road, Suite 200, Bel Air, MD 21015, phone (440) 640-1030.

to:

Article I, Section 1. Principal Office and Resident Agent. The principal office and resident agent of the Corporation shall be Frank Hajek & Associates, P.A., located at 25 W. Courtland Street, Bel Air, MD 21014, phone (410) 893-2083.

MOTION SECONDED BY: _____

[If Applicable] MOTION AMENDED [by _____] TO READ:

The motion Passed/Failed ___ [AYE] - ___ [NAY] - ___ [Abstain]

VOTES FOR [names]: _____

VOTES AGAINST [names]: _____

ABSTAIN [names]: _____

Recorded by: _____



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DATE _____ MOTION NUMBER 5

MOTION BY: Bill Rutherford

MOTION READS:

I move that articles FOURTH and FIFTH of the HMGS articles of incorporation be amended from:

FOURTH: The post office address of the principal office of the Corporation is:

12905 Layhill Road
Silver Spring, Maryland 20906

FIFTH: The name and post office address of the registered agent of the Corporation in the state of Maryland is:

Walter Simon
12905 Layhill Road
Silver Spring, Maryland 20906
Montgomery County

to:

FOURTH: The post office address of the principal office of the Corporation is located as specified in Article I of the Bylaws.

FIFTH: The name and post office address of the registered agent of the Corporation in the state of Maryland is located as specified in Article I of the Bylaws.

And further, that said amendments be reviewed by HMGS legal counsel for correctness and completeness before implementation.

MOTION SECONDED BY: _____

[If Applicable] MOTION AMENDED [by _____] TO READ:

The motion Passed/Failed ___ [AYE] - ___ [NAY] - ___ [Abstain]

VOTES FOR [names]: _____

VOTES AGAINST [names]: _____

ABSTAIN [names]: _____

Recorded by: _____



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Background:

Motion 1: This implements the results of the membership referendum of 2002, attached.

Motion 2 (my opinion only!): Currently, our regulations say that a lapsed HMGS member (note that this motion does NOT deal with new members) who renews at, say, Fall-In, doesn't have his or her membership end a few weeks later (our fiscal year runs from 1 January to 31 December). For example, somebody with HMGS member number 06-H12345 (the "06" means s/he is lapsed, i.e. is no longer a member) renews at Fall-In 2007. His or her membership would then expire on 12/31/07.

-->This change to the membership regulations would mean that his or her membership would extend to 12/31/08. This *can* be gamed out by cagey - and cheap - gamers, but given the amount of work somebody would need to go to, to take advantage of this, I do not believe it will be subject to statistically significant abuse.

-->The current regulation provides no incentive for somebody to renew their membership, i.e. the cost of a membership (\$20) and a member pre-registration (\$10) = \$30 is the same as the cost of a non-member pre-registration = \$30.

-->The reason for the post-Historicon break-point is because if one renews before Historicon there's actually a savings in convention admissions (i.e. the cost for a member to pre-reg for both Historicon and Fall-In is less than the cost for a non-member to do so)

-->The current regulation feels (in my opinion) cheesy because we're currently faced with telling everybody whose membership lapsed for some reason (deployed out of country, left hobby and now returning, etc.) that when they renew at Fall-In their membership's essentially worthless because they'll need to renew in less than 2 months.

Motion 3: I've embedded Motion 10 from the 1/27/07 meeting below for your reference. So far we've not settled on a format. This motion simply gives the Secretary the ability to record minutes from our meetings. Pete presented one possible format at the 1/27/07 meeting. My minutes from that meeting attempted to follow that format and went over like a lead balloon. I note that Dan McDonagh's minutes from the 5/12/07 meeting reverted to the current format. This motion merely makes this all proper. I'll be resending the draft minutes from the 1/27/07 (in both the original format in which I recorded them as well as the older format), 3/15/07, 3/17/07, and 3/18/07 for your review so you can see what I mean. I will also include the Directors-elect on that mailing, as they will have input to them (Most of the Directors-elect attended the 3/17/07 meeting, and they will certainly have input re: the 1/27/07 format).

1/27/07 MOTION 10 (for reference only)

HMGS EAST Board of Directors Meeting

DATE 1/27/2007 MOTION NUMBER 10

MOTION BY: Pete Panzeri

MOTION READS:

The Secretary will reformat all unapproved minutes to comply with an agreed-upon format.

MOTION SECONDED BY: Dan McDonagh.

[If Applicable] MOTION AMENDED [by _____] TO READ:

The motion Passed 4 [AYE] – 1 [NAY] – 0 [Abstain]



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VOTES FOR [names]: Bill Rutherford, James Mattes, Pete Panzeri ,Dan McDonagh

VOTES AGAINST [names]: Don Manser

ABSTAIN [names]:

Acknowledgement of Motion by: _____

Motion 4: This updates the address and name of our principle agent and office in our bylaws.

Motion 5: This removes the "hard coding" of the address and name of our principle agent and office from the Articles of Incorporation, allowing them to be more easily maintained.



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ATTACHMENT 2: Fall In! 2007 Report

[Separate – will be merged into PDF when minutes are final, prior to sending to Bill Gray for posting.]



July BOD Meeting

Contract 2007 and 2008

- Mailed to the hotel June 7th.

FALL IN!™ 2008 Theme

- Warfare in the Trenches: Petersburg to Cambrai

Convention Schedule

Important Dates	
Event	When
Exhibitor Registration Opens	July 29th
GM Registration Opens	July 29th
Preliminary Events List Cutoff To receive free GM badge must submit your games by this date	September 1st
PEL Published	September 15th
Registration Opens	September 15th
Exhibitor Cutoff	September 21st
GM Registration Cutoff for Program	September 21st
GM Registration Closes	October 12th
Registration Closes	October 25th

Osprey cooperation

- Selected artwork for program and brochure.
- Simone has sent CD with low and high res images.
- Simone has sent some books for use as prizes.

Wargames Illustrated

- Meeting with Duncan to discuss working with FALL IN!™.
- Reallocating some budget for an ad in WI. Will cut budget line for signs to pay for the ad. Hoping to negotiate a deal with Duncan.

TMP Banner Ad

- Created three banners using the professional photographer photos taken at Historicon 2006.
- Started running the ads in July will peak in multiples in September and October.
- Terminate November 1st – by this time I believe gamers will be coming to the convention or not.

Month	Multiples per day	Cost per day	Cost per month
July	6	\$.90	\$27.90
August	6	\$.90	\$27.90
September	9	\$1.35	\$40.50
October	9	\$1.35	\$41.85
Total			\$138.15

Brochure & Program

- Cover for both is complete and on schedule.

Exhibitor Packet

- Will be mailed immediately after Historicon™.
- PDF version will be online for those who wish to download.
- TMP and HESN announcement will be sent out right after Historicon™.

Tournaments

- Tournament information is posted on the web.
- Armati is the only tournament not attending FALL IN!™

Tee Shirt

- Tee shirt artwork will be done by mid-September.

Banner exchange & Cross promotion

- Exchanged contact information/banners with “The Cottage at Gettysburg” in Gettysburg. I doubt this will generate much interest from his site to ours but it was easy, free and could help in some future time.
(www.thecottageatgettysburg.com)