



HMGS EAST

# Eastern Chapter Historical Miniatures Gaming Society

Tax ID # 52-1463458

7/29/2007

## Minutes of Meeting of Board of Directors on July 29, 2007

### Call to Order

President Pete Panzeri called the meeting to order at 8:15 am in the Legends Restaurant at the Lancaster Host Resort in Lancaster, PA.

### Quorum

A quorum was established with the following Directors:

1. President Pete Panzeri
2. Executive VP and VP for Communications Heather Blush
3. Treasurer Dudley Garidel
4. Secretary Bill Rutherford
5. VP for Convention Operations John Drye
6. VP for Education Don Manser
7. VP for Outreach Mike Pierce

Also present were:

1. Fall In! 2007 Director Jim McWee
2. Cold Wars 2008 Director Frank Preziosa
3. Outgoing Treasurer James Curtis

### Convention Operations

Fall In! Report: Jim McWee reported on his meeting with Duncan McFarlane of **Wargames Illustrated**.

Cold Wars Report: Frank Preziosa reported on Cold Wars 2008 to the Board.

Pete Panzeri tasked Dudley Garidel to collect statements from all people involved with the \$3,000 Cold Wars 2007 cash overage reported by Frank Preziosa in his report, no later than 1 September 2007.

Historicon Report: Bob Giglio reported on the current convention:

- Overall, very successful;
- There were air conditioner issues in the Exhibitor Hall; and
- Requested that, for future conventions, the Board assign a Media Liaison to deal with the media.

The Board tasked John Drye to determine the legal rights and responsibilities of HMGS regarding criminal activities on the part of convention attendees, to develop a draft policy on the same, and to report to the Board no later than the next Board meeting.

John Drye reported that the Site Move Sensing Session on 28 July 2007 went very well and recommended conducting a membership survey to gather information on site rank factor weights.

The Board tasked John Drye with developing a survey to be taken of the membership to be submitted to the Board for review no later than 15 August 2007 and to be published no later than 31 August 2007.

The Board tasked John Drye to report on any planned convention site renovations no later than the next Board meeting.

John Drye reported on the Convention Operations meeting held on 26 July 2007:



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- The Convention Directors unanimously recommended moving forward with acquiring laptop computers for HMGS.
- The credit card machine is 8 years old, is wearing out, and needs replacement.
- More cash register keys are needed than are currently on-hand.
- There are two old cash registers that need to be disposed of.
- The convention registration system needs upgrading.
- There are a number of organizational and convention anniversaries coming up that provide additional opportunities for celebration.
- Recommended service awards for convention staff.

The Board agreed by unanimous consent to donate the two old cash registers to a charity and to properly record those donations. Dudley Garidel volunteered to take action to dispose of the old cash registers.

Pete Panzeri tasked John Drye with providing a draft HMGS volunteer policy to the Board no later than 1 October 2007.

### Motions Raised from the Table

Bill Rutherford and Don Manser seconded the following motion, raised from the table:

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.

Pete Panzeri made and John Drye seconded a motion to table Bill Rutherford's motion until the next meeting of the HMGS Board.

The tabling motion passed with a vote of 5-1-1, all Directors voting in favor except for Don Manser who voted against, and Heather Blush, who abstained.

Bill Rutherford made and Dudley Garidel seconded the following motion:

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.

Pete Panzeri made and John Drye seconded a motion to amend the preceding motion to say:



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Be it resolved that as a matter of HMGS policy, 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.

The amendment was accepted without objection by the Directors present and the amended motion passed with a vote of 5-1-1, all Directors voting in favor except for Dudley Garidel who voted against and Heather Blush who abstained.

Bill Rutherford made and Dudley Garidel seconded the following motion:

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.

The motion passed by unanimous consent of the Directors present.

Bill Rutherford made and Pete Panzeri seconded the following motion:

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.

The motion passed by unanimous consent of the Directors present.

Bill Rutherford made and Pete Panzeri seconded the following motion:

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.



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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.

### Minutes

Pete Panzeri made and Dudley Garidel seconded a motion to table minutes approval until the next Board meeting.

The motion passed by unanimous consent of the Directors present.

The Board tasked Pete Panzeri with obtaining input to the outstanding minutes from James Mattes prior to the next Board meeting.

### Outreach

The President tasked Mike Pierce with contacting James Mattes to complete Outreach turnover no later than the next Board meeting.

### Communications

Heather Blush informally reported on her newsletter plan and will formally present it to the Board at the next Board meeting.

John Drye proposed using the HMGS website at [www.hmgs.org](http://www.hmgs.org) for membership news updates e.g. "Board Notes".

### Awards

Pete Panzeri reported:

- **The Desert Generals, North Africa 1941**, presented by Glenn Kidd, won the "Best of Show" award at Historicon 2007.
- **Northwest Frontier Uprising – A Village Too Far**, presented by John Spiess and James Stanton, won the best Theme Event award at Historicon 2007.

Heather Blush reported on the numerous Historicon 2007 painting events.

### Pete Panzeri made and Pierce seconded a motion to adjourn.

Passed by unanimous consent of the Directors present.

The meeting adjourned at 10:40 am.

APPROVED \_\_\_\_\_ DATE \_\_\_\_\_  
Pete Panzeri, President

APPROVED \_\_\_\_\_ DATE \_\_\_\_\_  
Bill Rutherford, Secretary



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