



HMGS EAST

Eastern Chapter Historical Miniatures Gaming Society

Tax ID # 52-1463458

11/11/2007

Minutes of Meeting of Board of Directors on November 11, 2007

Call to Order

President Pete Panzeri called the meeting to order at 8:00 am in the Board Room of the Eisenhower Convention Center in Gettysburg, PA.

Quorum

A quorum was established with the following Directors:

- President Pete Panzeri
- Executive VP and VP for Communications Heather Blush
- Treasurer Dudley Garidel
- Secretary Bill Rutherford
- VP for Convention Operations John Drye
- VP for Education Don Manser
- VP for Outreach Mike Pierce

- Fall In! 2008 Director Jim McWee (arrived 9 am)

Meeting Agenda

The Board agreed by unanimous consent to the following agenda:

- Minutes
- Fall In! 2007 Report
- Old Business
- New Business

Minutes

Mike Pierce made and Dudley Garidel seconded a motion to approve the Board meeting minutes of 12 May 07 pending reformatting and revision by the author.

The motion was amended without objection by the Directors present to add "no later than the next Board meeting." to the end of the motion.

The amended motion passed with a vote of 6-0-1, all Directors voting in favor of it except for Bill Rutherford, who abstained.

Bill Rutherford made and Dudley Garidel seconded a motion to approve, as amended at this meeting, the minutes of the 25 Jul 07 Board Meeting.

The motion passed by unanimous consent of the Directors present.

Dudley Garidel made and John Drye seconded a motion to approve, as amended at this meeting, the draft minutes of the 28 Jul 07 Annual Meeting of Members for distribution to the membership for their approval.

The motion passed by unanimous consent of the Directors present.

Mike Pierce made and Don Manser seconded a motion to approve, as amended at this meeting, the minutes of the 29 Jul 07 Board Meeting.



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The motion passed by unanimous consent of the Directors present.

Fall In! Director Jim McWee arrived at the meeting.

Fall In! 2007

Jim McWee reported on Fall In! 2007:

- There were just over 1,800 attendees of all categories.
- 296 Exhibitor tables were sold.
- HMGS needs to obtain contracts for Fall In! for 2009 and 2010.

Jim McWee left the meeting.

Old Business

Bill Rutherford submitted two draft policies to the Board for review:

- Electronic Voting
- Examination of Corporate Books and Records

Mike Pierce made and Pete Panzeri seconded a motion to approve the policy on Examination of Corporate Books and Records (Attachment 1).

The motion passed by unanimous consent of the Directors present.

Bill Rutherford made and Dudley Garidel seconded a motion to raise the following motion, originally made by Bill Rutherford and seconded by Don Manser, from the table where it had been placed at the 29 Jul 07 Board meeting:

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.

The motion passed by the unanimous consent of the Directors present.

Bill Rutherford made and Pete Panzeri seconded the following motion:



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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.

The motion passed by the unanimous consent of the Directors present.

Bill Rutherford made and Pete Panzeri seconded the following motion:

Delete Article IV, Section 1d, sentences 3 and 4, of the HMGS East Bylaws:

Notice for an Annual Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notices of Special Meetings shall state the purpose or purposes for which the meeting is called.

And insert in their place:

Notice for an Annual Meeting shall state that the meeting is being called for the transaction of such business as may properly come before the meeting. Notice for the Special Meeting known as the General Membership Meeting shall state that the meeting is being called for the nomination of candidates for election to the Board of Directors and for the transaction of such other business as may properly come before the meeting. Notices of other Special Meetings shall state the purpose or purposes for which the meeting is called.

The motion passed by the unanimous consent of the Directors present.

Bill Rutherford made and Dudley Garidel seconded the following motion:

Add after the last sentence of HMGS East Membership Regulation 7:

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 motion passed by the unanimous consent of the Directors present.

The President tasked, with the consent of the Directors present:

- Heather Blush to provide a draft newsletter to the Board for review no later than 30 Nov 07.



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- John Drye to set up a Board teleconference to take place on 2 Dec 07.

Bill Rutherford made and Mike Pierce seconded a motion to adjourn.

The motion passed by unanimous consent of the Directors present.

The meeting adjourned at 10:37 am.

APPROVED _____ DATE _____
 Pete Panzeri, President

APPROVED _____ DATE _____
 Bill Rutherford, Secretary



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Attachment 1: Policy for the Examination of Corporate Books and Records

- I. All requests for examination of HMGS Corporate Books and Records should be directed telephonically or in writing to its Principal Office, as recorded in Article I of the HMGS Bylaws.
- II. The Principal Office will contact the HMGS Secretary to advise him or her of the request and to coordinate scheduling an appointment with the Requestor to view the records.
- III. All requests will be scheduled for an appointment to view the records no later than thirty (30) calendar days after the date of the request though the appointment *may*, at the convenience of the Society and of the Principal Office, be scheduled sooner. Appointments will be scheduled to take place during the normal working hours of the Principal Office.
- IV. The Principal Office will provide a viewing space consisting of a table and chair, and the requested records.
- V. The HMGS Secretary or another Director, as named by the HMGS Board, will accompany all Requestors when they are viewing HMGS Books and Records.
- VI. Copying services will not be available.