



HMGS EAST

Eastern Chapter Historical Miniatures Gaming Society

Tax ID # 52-1463458

3/18/2006

Minutes of the General Membership Meeting April 9, 2005

On April 9, 2005, the Membership of the Historical Miniatures Gaming Society met for the General Membership Meeting in the Alta Vista Café of the Lancaster Host Resort & Conference Center located at 2300 Lincoln Highway East, Lancaster, PA.

Call to Order:

Meeting was called to order by President Fred Hubig at 8:13 am.

Directors Present:

President Fred Hubig
Treasurer and Vice President for Education Rick Egtvedt
Executive Vice President Del Stover
Vice President for Marketing James Mattes
Vice President for Communications & Outreach Peter Panzeri
Director James Curtis
Secretary and Vice President for Member Services Bill Rutherford

Quorum Determination:

Secretary Bill Rutherford reported that there was a quorum of at least 40 members present, with 48 members in attendance.

Introduction

Fred Hubig welcomed the attendees to the meeting.

A moment of silence was observed for George Wisz.

Nominations for the 2005 HMGS East Board of Directors Election

Fred Hubig introduced new Director James Curtis to the membership.

The following candidates were nominated for election to the HMGS East Board of Directors, in order of presentation:

- Del Stover, nominated by Bill Rutherford and declined by Del.
- Fred Haub, nominated by Cleo Hanlon and seconded by Walt O'Hara.
- James Mattes, nominated by Don Perrin and seconded by Walt O'Hara.
- James Curtis, nominated by J.T. Thomas and seconded by Bob Giglio.
- John Snead, nominated by Mike Hillsgrove and seconded by Walt O'Hara.



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- Jim Birdseye, nominated by Pete Panzeri and seconded by Tom Garnett.

Bill Rutherford moved and Jerry Hurwitz seconded a motion that nominations be closed.

Passed unanimously.

Fred Hubig announced that Bob and Cleo Liebl were the new HMGS Newsletter Editors as part of his announcement of the opportunity each candidate would have to submit a 500-word biography/platform statement for publication in the newsletter, on the website, and in the ballot packet. The deadline for submission of biographies/platforms to the Newsletter Editors is May 6, 2005.

Reading of Minutes:

Minutes from the Annual Meeting of Members of July 24, 2004 were discussed.

Jerry Hurwitz made and Bob Van Der Kamp seconded a motion to waive the reading of the minutes.

Passed by acclamation.

Bob Van Der Kamp and David Sweet submitted corrections to the minutes.

Bill Rutherford made and Jerry Hurwitz seconded a motion to approve the minutes of the Annual Meeting of Members of July 24, 2004 as amended.

Passed by acclamation.

Nominations for the 2005 HMGS East Board of Directors Election, Continued

Nominations were re-opened by unanimous consent so that the following nomination could be made:

- John Drye, nominated by Pat Shields and seconded by Don Perrin.

Bob Beattie moved and Cleo Hanlon seconded a motion that nominations again be closed.

Passed unanimously.

New Business

Several questions and discussion items were raised from the floor:



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- Dennis Daughetee asked that the Board be careful when considering moving to a new convention venue.
- Pat Condray asked whether it was possible to grow our conventions without the need to move to a new venue.
- He further asked that the Board keep the membership informed of its activities both via the HMGS Issues Forum (go to <http://www.yahoo.com> and under Groups, search for "HMGS Issues Forum") and as required, via the U.S. Mail, i.e., the newsletter.

Fred Hubig told the attendees that an outside group had approached the Board, proposing to take over the operation of Fall In at some future date.

Further questions and observations from the floor included:

- John Desmond asked about the possibility of expanding conventions hosted at the Host to other local hotels.
- Bob Giglio asked that the Board publish committee membership lists to the membership.
- Bob Beattie observed that:
 - Not all HMGS members are on-line
 - Customers contacted him who did not know about **Cold Wars 2005**
 - The convention flyer must be sent out in a timely manner to make it worthwhile.
- Scott Landis noted that the membership needs to know the Board direction on important matters and suggested an Outreach Plan to keep people apprised.
- Jerry Hurwitz expressed concerns about HMGS' participating in a partnership with a for-profit entity in Fall In.
- Pat Condray noted that the membership of the HMGS Issues Forum Yahoo Group, combined with the membership of the unofficial HMGS Yahoo Group between them account for 10% or less of the HMGS membership, and that depending on those Groups for dissemination of information is probably not adequate.
- Michael Panzer noted as well that a printed newsletter containing Society Business will get passed around and read by more than one member.
- J.T. Thomas asked who the Historicon 2006 Director was. Fred Hubig advised him that no decision had yet been made, but would be made soon.

Officers' Reports:

President's Report

Fred Hubig spoke about the strength of HMGS – the membership – and asked the members' help in uniting and cooperating in furtherance of the goals of HMGS.

Treasurer's Report

Rick Egtvedt read the March 2005 Financial Report to the membership.



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Bill Rutherford asked if this would be posted to the HMGS Issues Forum and published in the HMGS Newsletter and was told that it would be posted to the HMGS Issues Forum and would be available in writing to members requesting it.

Rick Egtvedt advised the attendees that we'd received our audit report which said, in summary:

The Board directed an audit be performed to document HMGS's financial position (as of 30 September 2004) and to determine if there are issues that require greater board attention. An independent auditor was hired to review our books in accordance with generally accepted auditing standards in the United States of America. The auditor reports, "In our opinion, the statement of financial position referred to above fairly, in all material respects, the financial position of Historical Miniatures Gaming Society."

Total Assets: \$126,152
Total Net Assets: \$126,152
(As of 30 Sep 04)

While the audit noted areas where increased internal controls and policies were needed, it also noted that our disbursement procedures were "excellent" and should be continued without exception. Areas that are being worked include development of written financial policies and procedures, increased control over convention receipts, greater oversight involving database and dues processing, required documentation for all reimbursement requests and password protection for access to all corporate computers.

Bob Giglio asked how much the audit cost HMGS and was told it cost approximately \$5,000.

Education Report

Rick Egtvedt described the National and State History Day Programs, reporting to the attendees that we supported the June 2005 National History Day Program with prizes in the Senior and Junior Divisions and that we were further supporting State History Day Programs in Pennsylvania, Maryland, North Carolina and were working with the Virginia and New Jersey History Day Programs with prize support.

Billy Ray Wagenseller asked if this was described in the newsletter. Rick Egtvedt replied that information was available online at the HMGS website on the Charities and Education page at <http://www.hmgs.org/charities.htm>.

Outreach Report

Pete Panzeri:

- Reported that the current newsletter went out late. He will provide a written explanation, as well as a timeline for future newsletters, to the membership.



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- Described his work on the HMGS Awards Program.
- Described his work on the HMGS Elections Procedures and that his proposed revisions were accepted by the Board on April 7.
- Noted that, while, due to other more pressing issues, his Outreach Proposals had not been specifically addressed yet, he would propose to the Board the use of Origins-like HOT (Historicals at Origins Teams) teams to visit other gaming venues to grow the hobby and to recruit HMGS convention attendees.

James Mattes:

- Noted that the HMGS Scholarship Program would end in 2005.
- Described where the increase in the HMGS membership dues went, i.e. to:
 - Outreach
 - Education (e.g., the History Day Programs)
- Announced that every HMGS member will get critical information online or via printed copy upon request.

Note: Quorum was lost at approximately 9:20 am.

Additional questions and observations from the floor included:

- Jim Butters asked:
 - Whether any effort had been made to thank Scott Holder for his work as Editor of the HMGS Newsletter and was told that Scott was to be recognized in the newsletter.
 - Whether any thought had been given towards some sort of interface with the History TV Channel and was told that it had.
- Otto Schmidt asked for an explanation of the proposed HOT Teams.
- Dennis Daughety noted that he wanted to run games at Brandywine and was asked to see Pete Panzeri after the meeting.
- Scott Landis asked:
 - Why there was no Outreach section in the Newsletter and was advised that this is changing.
 - Whether any thought had been given towards accepting vendor advertising in the newsletter and was advised that it'd been discussed but that no decisions had yet been made.
- Pat Condray suggested that there may be mailing constraints to which HMGS is subject (i.e., nonprofit bulk mail) that would preclude vendor advertising.

Promotions Report

James Mattes:

- Reported on his efforts to maximize the promotional value of the Newsletter and noted that all contact information will be provided in both the newsletter and on-line.



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- Thanked Heather Blush for her promotions work for our conventions.
- Announced the themes for our next three conventions:
 - Historicon 2005: The Age of Fighting Sail – The Age of Wooden Ships and Iron Men
 - Fall In 2005: Twilight of the Confederacy and The Union Restored: The American Civil War, Gettysburg to Appomattox
 - Cold Wars 2006: The Rise and Fall of Rome: A Millennium of Conflict
- Is working on establishing a promotions staff position for each individual convention.
- Has established a Vision Working Group which is a subgroup of the Marketing Team that will concentrate on the HMGS vision.
- Announced the establishment of a Convention Review Group to review HMGS convention venues.
- Thanked the ClubCon organizers for:
 - Showcasing the Hobby
 - Energizing our base
 - Providing attendees a hobby networking tool
- Discussed the HMGS Club Builder Program:
 - Helping with cross-pollination among HMGS affiliated clubs
 - Helping with promotions for HMGS affiliated clubs
 - Participating in postcard mailings for HMGS affiliated clubs
- Discussed development of an “HMGS Look” for HMGS promotional materials.
- Thanked Don Perrin for his work on the current newsletter.

Don Perrin asked for which signs, sigils, and symbols HMGS held trademarks and was advised that HMGS held trademarks for HMGS, Historical Miniature Gaming Society, Cold Wars, Historicon, and Fall-In. Don advised using © or ™ marks when using those trademarked symbols.

Walt O'Hara asked whether brand logos were being developed for our conventions and was advised that Heather Blush is working on logos for all three conventions.

Standard Operating Procedures

Del Stover provided an overview of his work on HMGS SOPs. He noted that he will continue his work on them after he leaves the Board this summer.

Pat Condray made and Otto Schmidt seconded a motion to adjourn which failed.

Bob Giglio asked whether the SOPs would be posted to the HMGS Issues Forum; Del replied that they probably would not be posted.

Cold Wars Report

Cold Wars Director Walt O'Hara:



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- Reported that as of 7:00 am on Saturday morning there were 957 paid attendees and 257 other attendees, including Game Masters but not Exhibitors.
- Reported that there were some changes in physical organization, notably the movement of the Events Desk downstairs to the Distlefink Foyer next to the GM Desk.
- Thanked Otto Schmidt and Mike Hillsgrove for their work in recognizing HMGS affiliated club contributions to the hobby, notably in the ClubCon effort.
- Asked the attendees to sign the memorial cards and book for George Wisz.
- Thanked the volunteers who made Cold Wars 2005 happen: Bill Gray, Neil Brennan, Ruth Torres, Geoff Graff, Heather Blush, Pete Panzeri, Mitch Osborne, Otto Schmidt, Mike Lorenzo, and Mike Hillsgrove, in addition to many other volunteers.
- Singled out Mitch Osborne for recognition for his work in producing a creditable convention program in 36 hours, from scratch the week before the convention, when the individual contracted to produce the program walked off the job.
- Announced that there'd be a Cold Wars 2006 Meeting in the Wheatland Room at 10:00 am on Sunday.

Mike Hillsgrove extended his thanks to all of the ClubCon participants, stressing the importance of their efforts in building clubs during the "Other 49 weekends" when there's not a major HMGS convention going on.

Secretary's Report

Bill Rutherford reported:

- HMGS membership. The membership cycle continues – memberships drop off after the end of the membership year (31 December) and rebuild as people register for conventions during the year. Membership at year's start seems to be increasing at 2% - 3% per year.
- Articles of Incorporation and Bylaws:
 - We have discovered that our Articles and Bylaws are in conflict with one another.
 - As a result, Fred has appointed a Temporary Articles Committee to bring them into agreement; James Curtis is Chair, and Del Stover and Bill Rutherford are committee members.
 - Articles IV and V of the Articles of Incorporation need to be updated to reflect our current principal office and resident agent, i.e., KSG, in Bel Air.
 - Article VIII of the Articles deals with the express ability of the Board to make changes to the bylaws, amongst other things.
 - A few weeks ago there were posted to the HMGS Issues Forum the list of bylaws changes you picked up on your way into this meeting.
 - It was also planned to provide draft wording (it is out on the Issues Forum) for a bylaws change to implement the results of the 2002 corporation-wide referendum that required membership ratification of bylaws changes.
 - However, a bylaw implementing this would appear to contradict Article VIII:



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- The article implies that the Board may make bylaws changes without membership approval.
- The original referendum called for amendment of the Articles to change Article VIII. The bylaws simply don't address the membership's ability to change the Articles.
- But: based on the inconsistencies between the Articles and the proposed bylaws change, the Board has collectively decided to get the Articles and Bylaws as they now exist into synch with one another before addressing the referendum results.
- That's where it stands. The committee doesn't have a report-by date yet (it was only formed Thursday) but it will be as soon as possible.
- The six bylaws changes are basically administrative in nature. This does not trivialize them; they are simply not controversial. They are attached at Attachment 1.
- The Articles Committee solicits member input. If members are interested in providing input to the committee please remain after the meeting or contact James Curtis, the Committee Chair.
- Membership Database: Standard requests for members to notify the Secretary when they move, to be sure of uninterrupted newsletter delivery, etc. We still have 39 members whose locations are unknown.
- PayPal usage for Cold Wars 2005: Usage, at 53% of pre-registrants, is up a half percent over Cold Wars 2004 and is at an all-time high.

New Director's Report

James Curtis introduced himself.

J.T. Thomas asked whether any consideration had been made for granting Mitch Osborne a lifetime membership for his work on the Cold Wars 2005 program. Fred Hubig responded that the current HMGS mechanism for awarding lifetime memberships is induction into the Legion of Honor.

Michael Panzer made and Neil Brennan seconded a motion to adjourn.

The motion passed by acclamation at 10:17 am.

APPROVED _____ DATE _____
Fred Hubig, President

APPROVED _____ DATE _____
Bill Rutherford, Secretary



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Attachment 1: Administrative Bylaws Changes Enacted by the Board

Amendment to Article I, Section 1 of the Bylaws to update the Corporation Principal Office:

Section 1. Principal Office. The principal office of the Corporation shall be located at King Stringfellow Group, 2105 Laurel Bush Road, Suite 200, Bel Air, MD 21015.

Updates Principal Office of Corporation to reflect new address. Former wording was:

Section 1. Principal Office. The principal office of the Corporation shall be located at 12905 Layhill Road, Silver Spring, Maryland 20906.

KSG was appointed HMGS' Resident Agent, at which location the Corporation Principal Office resides, at the Board meeting on 7/21/04.

Amendment to Article IV, Section 1.d of the Bylaws to amend sentences 2 and 3:

...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...

Removes obsolete reference to elections from description of Notice for Annual Meeting, adds reference to nominations to that for General Membership Meeting. Former wording was:

...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...

Changed by Board vote on 3/13/05

Amendment to Article VI, Section 2.a of the Bylaws to add the following passage to the end of the existing paragraph:

In case of special elections; Directors terms will commence at the start of the next board meeting following the election certification. Special election originated Director terms-of-office will end in-accordance-with the above succession conditions and will comply with the following normal term start date regardless of actual service dates.

Adds wording to existing Article to deal with the case of Special Elections. Added by Board vote on 3/13/05.

Amendment to Article VI, Section 2 of the Bylaws to add the following paragraph to the existing section:

(e) The election officer will maintain election ballots in a sealed container for 30 days following the installation of any newly elected Director(s) or until 30 days pass following the resolution of any election protests.

This ensures that no ballots are destroyed until their need has passed. Added by Board vote on 3/13/05.

Amendment to Article IX, Section 1 of the Bylaws to add the following passage to the end of the *new* existing passage (see immediately above):

In the absence of previous board direction, and in order to eliminate unnecessary conditions or charges, only the President or Treasurer (in the President's absence or if the President negotiated the contract) may bind the Corporation by signing contracts in excess of \$1,000.



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This limits authority to sign contracts in the absence of Board direction. Added by Board vote on 3/13/05.

Amendment to Article XI of the Bylaws to change the fiscal year:

The fiscal year of the Corporation shall be 1 January to 31 December.

Changes the bylaws to conform to the new fiscal year. Former wording was:

The fiscal year of the Corporation shall be 1 October to 30 September.

Changed by Board vote on 10/24/04
