



HMGS EAST

Eastern Chapter Historical Miniatures Gaming Society

Tax ID # 52-1463458

7/22/2006

Minutes of the Annual Meeting of Members July 22, 2006

On July 22, 2006, the Membership of the Historical Miniatures Gaming Society met for the 2006 Annual Meeting of Members 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 Pete Panzeri at 8:45 am.

Directors Present

President Pete Panzeri
Executive Vice President Dan McDonagh
Vice President for Education Don Manser
Vice President for Outreach James Mattes
Treasurer James Curtis
Secretary Bill Rutherford

Fred Haub announced his presence as a Director of HMGS; Pete Panzeri invited him to sit at the front of the meeting.

Quorum Determination

Secretary Bill Rutherford reported that there was a quorum of at least 40 members present, with 147 members in attendance.

Introduction

Pete Panzeri welcomed the attendees to the meeting.

Pete announced to the attendees that Mitch Osborne would act as Parliamentarian for the meeting and that Michael Cosentino would act as Sargeant at Arms.

Pete invited outgoing President Fred Hubig to the podium and presented him with a token of appreciation for his service to the Board and the Society; Fred thanked the Board and the Society, offered some observations, and resumed his seat.

Reading of Minutes

Bob Coggins made and Bob Liebl seconded a motion to waive the reading of the minutes.

Bill Rutherford made and Michael Cosentino seconded a motion to amend Bob Coggins' original motion from "waive" to "table until meeting's end".

The motion to amend passed and the original motion passed.

Note: Voting on motions at this meeting was conducted by show of hand; if there was any doubt of the outcome or even a significant minority in a vote, the vote was conducted by division. Where a motion did pass without division it will only be stated in these minutes that the motion passed.

Old Business

Bob Coggins made and Walt O'Hara seconded a motion to table Old Business until the end of the meeting.



HMGS EAST

Eastern Chapter Historical Miniatures Gaming Society

Tax ID # 52-1463458

7/22/2006

Michael Cosentino made and Orest Swystun seconded a motion to amend Bob Coggins' original motion to add "after the Reading of the Minutes".

The motion to amend passed and the original motion passed.

New Business

Pete Panzeri displayed on the over-head projector the full text of the motions behind the procedural issues at Attachment 1, said full text being located at Attachment 2.

Bill Rutherford read Motion 1 of Attachment 2 to the assembly:

I move that the HMGS East Board of Directors be ordered by the membership of HMGS East to produce and read to the Society's assembly at its Annual Meeting on July 22, 2006, the minutes of the HMGS East Board of Directors Executive Session held on May 7, 2006.

Ewan McNay made and Eric Turner seconded a motion to call the question.

The motion to call the question passed.

Greg Hacke raised a point of order, asking whether the attendees at the meeting could vote on the main motion; the Parliamentarian confirmed that they could.

Pete restated the motion and called the vote.

Motion 1 of Attachment 2 passed.

The minutes of the May 7, 2006 Executive Session still being in draft form, no copy was available for the membership. Pete reported to the attendees the contents of the draft minutes and read the motion made in that session to the attendees and informed the attendees of the outcome of the vote on that motion, which was 4 – 3.

Eric Turner made and Bill Rutherford seconded a motion to suspend the time limit on the 2006 Annual Meeting of Members.

Ewan McNay made a motion which was seconded to call the question.

The motion to call the question passed and the motion to suspend the time limit passed.

Bill Rutherford read Motion 2 of Attachment 2 to the assembly:

I move that a Corporation-wide membership referendum be initiated within 90 days which, if approved, would amend the Bylaws, Article VI, Section 10. to read: No individual may serve more than three consecutive terms on the Board of Directors without first taking a break in service of not less than two (2) years. In filling vacancies for unexpired terms, a director who has served more than half a term in office is considered to have served a full term.

Mitch Osborne stood down as Parliamentarian in order to address this motion, making a statement to the attendees.

Steve Roper made and Dick Hurchanik seconded a motion to call the question.



HMGS EAST

Eastern Chapter Historical Miniatures Gaming Society

Tax ID # 52-1463458

7/22/2006

The motion to call the question passed and Motion 2 of Attachment 2 passed.

Bill Rutherford read Motion 3 of Attachment 2 to the assembly:

I move that a Corporation-wide membership referendum be initiated within 90 days which, if approved, would amend the Bylaws, Article VI, Section 3(a) by adding the following wording to the end of the last sentence of the paragraph: "by a two-thirds vote of the entire membership of the Board of Directors".

Bob Nedwich offered and Mike Kennedy seconded an amendment to append "meeting in open session" to the end of the final sentence of the main motion.

The amendment to the motion was accepted by the assembly.

Steve Roper made and Walt Leach seconded a motion to call the question.

The motion to call the question passed and Motion 3 of Attachment 2 passed.

Bill Rutherford read Motion 4 of Attachment 2 to the assembly:

I move that a Corporation-wide membership referendum be initiated within 90 days which, if approved, would amend the bylaws as follow:

To Article III of the bylaws, add Section 1. (c) "Any action undertaken by the Board of Directors to suspend or terminate membership against the wishes of that member is subjected to a vote of confirmation by the full membership of the corporation if the member whose membership is being suspended/terminated so requests. A majority vote of members present at any Annual Meeting or General Membership meeting will be sufficient to uphold or overturn the Board's action. The Board may conduct a Corporation-wide referendum instead if they so choose."

Amend Article V, Section 3(d) of the bylaws to delete the words "The removal of a Director from office,"

To Article V of they bylaws, add Section 3 (f): "The removal of a Director from office may be initiated by a majority vote of the Board of Directors, but requires a majority of votes cast through a corporation wide referendum to be implemented."

Amend Article VI, Section 6 of the bylaws to change the second sentence FROM "At any meeting held to remove one or more Directors..." TO "At any meeting held to initiate the removal of one or more Directors..."

Michael Montemarano made a motion which was seconded to split Motion 4 of Attachment 2 into three motions, one dealing with Article III, one dealing with Article V, and one dealing with Article VI of the bylaws.

The amendment was accepted without objection from the assembly. The three motions will be referred to as Motions 4a, 4b, and 4c, respectively.

Bill Rutherford read Motion 4a, as split above, to the assembly:

I move that a Corporation-wide membership referendum be initiated within 90 days which, if approved, would amend the bylaws as follow:



HMGS EAST

Eastern Chapter Historical Miniatures Gaming Society

7/22/2006

Tax ID # 52-1463458

To Article III of the bylaws, add Section 1. (c) "Any action undertaken by the Board of Directors to suspend or terminate membership against the wishes of that member is subjected to a vote of confirmation by the full membership of the corporation if the member whose membership is being suspended/terminated so requests. A majority vote of members present at any Annual Meeting or General Membership meeting will be sufficient to uphold or overturn the Board's action. The Board may conduct a Corporation-wide referendum instead if they so choose."

Ewan McNay made and Dick Hurchanik seconded a motion to call the question.

The motion to call the question passed and Motion 4a passed.

Bill Rutherford read Motion 4b, as split above, to the assembly:

I move that a Corporation-wide membership referendum be initiated within 90 days which, if approved, would amend the bylaws as follow:

Amend Article V, Section 3(d) of the bylaws to delete the words "The removal of a Director from office,"

To Article V of the bylaws, add Section 3 (f): "The removal of a Director from office may be initiated by a majority vote of the Board of Directors, but requires a majority of votes cast through a corporation wide referendum to be implemented."

Bill Frye made and Bob Coggins seconded a motion to call the question.

The motion to call the question passed and Motion 4b failed.

Bill Rutherford read Motion 4c, as split above, to the assembly:

I move that a Corporation-wide membership referendum be initiated within 90 days which, if approved, would amend the bylaws as follow:

Amend Article VI, Section 6 of the bylaws to change the second sentence FROM "At any meeting held to remove one or more Directors..." TO "At any meeting held to initiate the removal of one or more Directors..."

Bob Wiltrout, maker of the motion, withdrew the motion without objection from the assembly.

Bill Rutherford read Motion 5 of Attachment 2 to the assembly:

I move that a Corporation-wide membership referendum be initiated within 90 days which, if approved, would amend Article X of the bylaws as follow:

The existing paragraph shall be designated as Section 1.

Section 2 shall be added as follows: "All meetings of the Board of Directors shall be documented by correct and complete minutes which are to be made available as provided in Section 1 above. The Board is precluded from conducting any formal meetings for which correct and complete minutes are not made available. Meeting in "executive session" is specifically not permitted.

Ewan McNay made and Robert Turnbull seconded a motion to call the question.



HMGS EAST

Eastern Chapter Historical Miniatures Gaming Society

Tax ID # 52-1463458

7/22/2006

The motion to call the question passed. Motion 5 of Attachment 2 failed.

Bill Rutherford read Motion 6 of Attachment 2 to the assembly:

Resolved, it is the sense of the members of the Society that Fred Haub shall continue to be a member of the board of directors until his term expires at Historicon 2007.

Pete Panzeri turned the chair of the meeting over to Dan McDonagh who recognized Pete Panzeri.

Pete Panzeri made a motion which was seconded to replace Motion 6 of Attachment 2 with a motion establish a temporary committee with Don Manser as its chair, consisting of nine HMGS members to investigate, evaluate, and report to the membership Fred Haub's status as an HMGS East Director.

Michael Montemarano made a motion which was seconded to amend Pete Panzeri's motion to add "to be selected by Don Manser" immediately after "...consisting of nine HMGS members..."

Pete Panzeri accepted the amendment without objection from the assembly.

Jevan Jarret made and Dudley Garidel seconded a motion to call the question.

The motion to call the question passed and Pete Panzeri's motion failed.

Robert Turnbull made and Ewan McNay seconded a motion to call the question on Motion 6 of Attachment 2.

The motion to call the question passed and Motion 6 of Attachment 2 passed.

Pete Panzeri resumed the chair from Dan McDonagh.

Bill Rutherford read Motion 7 of Attachment 2 to the assembly:

Resolved, it is the sense of the members of the Society that no money be spent to defend the failure of Mr. Panzeri, Mr. Curtis and Mr. MacDonough to follow due process in their attempt to remove Mr. Haub from the board.

James Mattes made and Curt Hurcanek seconded a motion to call the question on the main motion.

The motion to call the question passed and Motion 7 of Attachment 2 failed.

Pete Panzeri read Motion 8 of Attachment 2 to the assembly:

Resolved, Mr. Curtis and Mr. Mattes shall resign immediately.

Bob Giglio made and Stefan Petajak seconded a motion to call the question.

The motion to call the question failed.

Mike Lerner made and Bob Coggins seconded a motion to split the Motion 8 of Attachment 2 into two, one addressing each of the Directors referenced in the original motion.

<Unknown> made a motion which was seconded to call the question.



HMGS EAST

Eastern Chapter Historical Miniatures Gaming Society

Tax ID # 52-1463458

7/22/2006

[Who made the motion?]

The motion to call the question passed and the motion to split Motion 8 of Attachment 2 into two motions passed. The two motions will be referred to as Motions 8a and 8b as they relate to James Curtis and James Mattes, respectively.

Eric Turner made and Robert Turnbull seconded a motion to amend both Motions 8a and 8b by replacing "resign" with "be removed by corporation-wide referendum without cause".

<Unknown> made a motion which was seconded to call the question to amend Motions 8a and 8b.

[Who made the motion?]

The motion to call the question passed.

The motion failed.

<Unknown> made a motion which was seconded to call the question on Motion 8a:

[Who made the motion?]

Resolved, Mr. Curtis shall resign immediately.

The motion failed.

<Unknown> made a motion which was seconded to call the question on Motion 8b:

[Who made the motion?]

Resolved, Mr. Mattes shall resign immediately.

The motion passed.

Bill Rutherford read Motion 9 of Attachment 2 to the assembly:

I move that the HMGS East Board of Directors be ordered by the membership of HMGS East to produce and read to the Society's assembly at its Annual Meeting on July 22, 2006, the minutes of the HMGS East Board of Directors Executive Session held on November 12, 2004.

Bob Liebl made and Greg Hacke seconded a motion to call the question.

The motion to call the question passed and Motion 9 of Attachment passed.

Other New Business

Bill Dempsey made and Stefan Patejak seconded a motion to publish to the membership the events leading up to the Board's removal of Fred Haub.

Bill Dempsey amended his motion without objection from the assembly to add the clause "separately from the newsletter" after "...membership..." to his original motion.



HMGS EAST

Eastern Chapter Historical Miniatures Gaming Society

Tax ID # 52-1463458

7/22/2006

Dudley Garidel made and Jeff Wiltrout seconded a motion to call the question.

The motion to call the question passed and the main motion passed.

Reading of Minutes, Part II

Bill Rutherford asked that, were there no objections, the minutes from the General Membership Meeting of March 18, 2005 be accepted by acclamation.

There were no objections and the minutes were accepted by the assembly.

Bill Rutherford asked that, were there no objections, the minutes from the Annual Meeting of Members of July 23, 2005 be accepted by acclamation.

There were no objections and the minutes were accepted by the assembly.

Bill Rutherford asked that, were there no objections, the minutes from the General Membership Meeting of April 9, 2006 be accepted by acclamation.

There were no objections and the minutes were accepted by the assembly.

Michael Cosentino made and Walt O'Hara seconded a motion to adjourn.

The motion passed by acclamation at 11:55 am.

APPROVED _____
Pete Panzeri, President

DATE _____

APPROVED _____
Bill Rutherford, Secretary

DATE _____

Attachment 1: Meeting Notice

NOTICE of MEETING Historical Miniature Gaming Society Eastern Chapter

**Annual Meeting of Members
July 22, 2006, 8:00 – 10:00 a.m.**

The Historicon Annual Meeting of Members will be held at the **Vista 'C' Room (that's the breakfast nook)** of the Holiday Inn Lancaster Host Resort on Saturday Morning, beginning at 8:00 a.m. and lasting about two hours. The following agenda will be adhered to.

Quorum Determination

Call to Order

Reading of Minutes *

Old Business

New Business (to include resolution of Procedural Issues)

1. Motion to make the Minutes from HMGS East Board's Executive Session of 7 May 2006 available to the membership
2. Corporate Referendum to amend Article VI, Section 10 of the bylaws re: term limits for Directors
3. Corporate Referendum to amend Article VI, Section 3a of the bylaws re: requiring a 2/3 majority vote by the Board of Directors to remove a Director from the Board.
4. Corporate Referendum to amend Articles III, V, and VI of the bylaws re: membership ratification of Board-initiated removal of Directors from the HMGS Board of Directors.
5. Corporate Referendum to amend Article X of the bylaws re: minutes for Board of Directors' meetings and re: Executive Sessions
6. Resolution regarding Fred Haub's continued membership on the Board of Directors
7. Resolution regarding prohibiting the expenditure of HMGS funds to defend Directors for failure to follow due process in attempting to remove Fred Haub from the Board
8. Resolution regarding the resignation of James Curtis and James Mattes from the HMGS East Board of Directors
9. Motion to make the Minutes from the HMGS East Board's Executive Session of 12 November 2004 available to the membership

Officers' Reports

Standing Committee Reports

Temporary Committee Reports

Adjournment

* Draft minutes from the April 9, 2005 General Membership Meeting, the July 23, 2005 Annual Meeting of Members, and the March 18, 2006 General Membership Meeting will be distributed to meeting attendees upon their arrival at the meeting. These draft minutes are also available for review on-line at <http://www.hmgs.org/bodminutes>



HMGS EAST

Eastern Chapter Historical Miniatures Gaming Society

Tax ID # 52-1463458

Attachment 2: Full Text of Procedural Issue Motions

1. Received via e-mail from Dudley Garidel on 14 May 2006 and seconded by e-mail by Mitch Osborne on that day:

Motion: I move that the HMGS East Board of Directors be ordered by the membership of HMGS East to produce and read to the Society's assembly at its Annual Meeting on July 22, 2006, the minutes of the HMGS East Board of Directors Executive Session held on May 7, 2006.

2. Received via e-mail from Mitch Osborne on 23 May 2006 and seconded by e-mail by Mike Lorenzo on that day:

Motion: I move that a Corporation-wide membership referendum be initiated within 90 days which, if approved, would amend the Bylaws, Article VI, Section 10. to read: No individual may serve more than three consecutive terms on the Board of Directors without first taking a break in service of not less than two (2) years. In filling vacancies for unexpired terms, a director who has served more than half a term in office is considered to have served a full term.

3. Received via e-mail from Dudley Garidel on 14 June 2006 and seconded by e-mail by Mitch Osborne on that day:

Motion: I move that a Corporation-wide membership referendum be initiated within 90 days which, if approved, would amend the Bylaws, Article VI, Section 3(a) by adding the following wording to the end of the last sentence of the paragraph: "by a two-thirds vote of the entire membership of the Board of Directors".

4. Received via e-mail from Bob Wiltrot on 16 June 2006 and seconded by Jeff Wiltrot by e-mail on 16 June 2006:

Motion: I move that a Corporation-wide membership referendum be initiated within 90 days which, if approved, would amend the bylaws as follow:

To Article III of the bylaws, add Section 1. (c) "Any action undertaken by the Board of Directors to suspend or terminate membership against the wishes of that member is subjected to a vote of confirmation by the full membership of the corporation if the member whose membership is being suspended/terminated so requests. A majority vote of members present at any Annual Meeting or General Membership meeting will be sufficient to uphold or overturn the Board's action. The Board may conduct a Corporation-wide referendum instead if they so choose."

Amend Article V, Section 3(d) of the bylaws to delete the words "The removal of a Director from office,"

To Article V of they bylaws, add Section 3 (f): "The removal of a Director from office may be initiated by a majority vote of the Board of Directors, but requires a majority of votes cast through a corporation wide referendum to be implemented."

Amend Article VI, Section 6 of the bylaws to change the second sentence FROM "At any meeting held to remove one or more Directors..." TO "At any meeting held to initiate the removal of one or more Directors..."



HMGS EAST

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Tax ID # 52-1463458

5. Received via e-mail from Bob Wilttrout on 16 June 2006 and seconded by Jeff Wilttrout by e-mail on 16 June 2006:

Motion: I move that a Corporation-wide membership referendum be initiated within 90 days which, if approved, would amend Article X of the bylaws as follow:

The existing paragraph shall be designated as Section 1.

Section 2 shall be added as follows: "All meetings of the Board of Directors shall be documented by correct and complete minutes which are to be made available as provided in Section 1 above. The Board is precluded from conducting any formal meetings for which correct and complete minutes are not made available. Meeting in "executive session" is specifically not permitted."

6. Received via e-mail from Bob Coggins on 17 June 2006 and seconded by Bruce Milligan by e-mail on 20 June 2006:

Resolved, it is the sense of the members of the Society that Fred Haub shall continue to be a member of the board of directors until his term expires at Historicon 2007.

7. Received via e-mail from Bob Coggins on 17 June 2006 and seconded by Bruce Milligan by e-mail on 20 June 2006:

Resolved, it is the sense of the members of the Society that no money be spent to defend the failure of Mr. Panzeri, Mr. Curtis and Mr. MacDonough to follow due process in their attempt to remove Mr. Haub from the board.

8. Received via e-mail from Bob Coggins on 17 June 2006 and seconded by Scott Holder by e-mail on 20 June 2006:

Resolved, Mr. Curtis and Mr. Mattes shall resign immediately.

9. Received via e-mail from Del Stover on 20 June 2006 and seconded by Jay Hadley by e-mail on 21 June 2006:

Motion: I move that the HMGS East Board of Directors be ordered by the membership of HMGS East to produce and read to the Society's assembly at its Annual Meeting on July 22, 2006, the minutes of the HMGS East Board of Directors Executive Session held on November 12, 2004.