



1. Modify Article VI Officers Section 11 (b) as follows

Replace “10th Ed.” With “latest edition”

At the request of any Director present, Board Meetings will be conducted according to Roberts Rules of Order (10th Ed.)- **Latest edition.**

2. Modify article IV section 3b 4th bullet membership meetings as follows.

- ~~Old~~ **Unfinished** Business

Rationale: Updated Roberts Rules terminology to agree with 11th edition. Old business is reconsidering items already acted on and disposed of. The ‘old business’ terminology was an open door to bring up old items that never got much traction again and again.

3. Article VII officers

Insert “ to appear on the ballot” as shown:

Section 4. Candidates for election or appointment to fill a vacancy to the Board of Directors and individuals proposed as Convention Directors will be required to undergo a background check **to appear on the ballot** in accordance with such background check policies as the Board shall determine and as it may amend such policy from time to time.

Rationale: Deals with late filling out of BI. This was a timing issue if the nominee refused/failed to complete BI but insist they appear on the ballot. This will become increasingly important if we go to online or Hybrid elections.

4. Article VI, Section 10

The second sentence of Section 10 currently reads - “In filling vacancies for unexpired terms, a Director who has served more than thirteen months in office is considered to have served a full term.”

Motion to delete the words “thirteen months” and replace with “366 days”

New Section 10 would read - “In filling vacancies for unexpired terms, a Director who has served more than 366 days in office is considered to have served a full term.”

Rationale: In 2015 this Section was changed from a “half term” (one year) to “thirteen months”. The new wording created a loop hole that allows members appointed to the Board of Directors to circumvent the six year term limit. By changing this to 366 days, the loop hole is closed.

5. Article VI Board of Directors, Section 2

Delete Article VI Sections 2 (a) (b) (c) (d) and (e) and replace as follows.

NEW WORDING

Article VI Board of Directors Section 2.



HMGS Proposed Bylaws Changes Spring 2017

Non Profit Tax ID # 52-1463458

25 West Courtland Street ♦ Bel Air, MD 21014

www.HMGS.org

- (a) The membership shall elect Directors to hold office for a period of two (2) years.
- (b) The senior member, in the order below, of the Board of Directors not standing for re-election will be the Board of Directors' non-voting representative to the Election committee. Should the President, Vice President, Secretary, and Treasurer all be standing for reelection, the longest serving BOD member will assume this duty.
- (c) Annually at Historicon the Board of Directors HMGS shall confirm an Election Committee, including a Chairman, chosen from among HMGS in good standing and selected for their ability to conduct elections. The Election Committee shall be responsible for the conduct of the election and any referenda, including but not limited to the establishment, updating and publication of a detailed HMGS Election Procedures (EP), which must be approved by the Board of Directors. The EP will include provisions for conducting the election: first class mail, web/email-based or a hybrid, the nominations process, the preparation of ballots and written material, and the distribution of ballots to the membership no later than 90 days before the Historicon Annual Meeting. The Election Committee is authorized to select and contract with a secure, independent, 3rd party agency to record, count, and report out and archive the returned ballots for at least 30 days. Election results will be published no later than 14 days before the Historicon Annual Meeting.
- (d) Nominations for election to the Board of Directors will be opened and closed at the Cold Wars' General Membership Meeting prior to the election. Members need not be present to be nominated.

Old para (b) is now (e) but is otherwise the same.

- (e) Should the Cold Wars' General membership meeting not have a quorum or not occur due to circumstances beyond HMGS' control, board members up for reelection will have their terms extended as per Article VI Section 2a sentence 6 to end after elections occur and their possible replacements are seated. Nominations will take place at that year's HCON membership meeting and the election held between HCON and Fall IN. New Directors seated on the Board at Fall In will be considered to have served a full term on the Board as of the next Historicon.

Rationale: HMGS currently votes by US mail and sends about 1800 ballots at an annual cost of approximately \$3000. Typically, 300-350 ballots are returned at a cost of \$10/per returned ballot. Both the membership and Board members have asked about on-line voting as a means to get more participation and help lower the annual cost. To do so requires an amendment to our bylaws. Accordingly the Board appointed a committee to research and draft a change to our bylaws that would allow us to conduct the election all or partly online. We received several draft proposals from selected vendors that show a 'hybrid' election, that is online plus limited paper ballots, would be fiscally feasible for HMGS. Costs ranged from \$700 to \$5000 per election cycle, which depend on the level of service and most importantly the number of paper ballots

It also became apparent that we could not write a bylaws change that detailed an online or hybrid procedure and also left the door open to easily revert to US mail. Samples from other organizations we looked at ran upwards of a dozen pages. Consequently, just like the background check requirement, most of the details – the how to – will be in a supporting policy, referred to as HMGS Election Procedures. HMGS currently has no written election procedures other than bylaws wording. A draft Election Procedure document has been drafted, is ready to implement, and is available at http://hmgs.site-ym.com/members/group_content_view.asp?group=123173&id=525415