

**CoastCon, Inc.**  
**General Membership Meeting**  
**March 6, 2005**  
**President Broadwater Resort**  
**Biloxi, MS. 39533**

The CoastCon Inc. General Membership meeting was held on March 6, 2005 in Panel Room 2 at the President Broadwater Tower in Biloxi, MS with the Chairman Lon Jerome in the chair and Lynn Jerome as Secretary.

Lon Jerome - Chairman  
Lynn Jerome - Secretary  
Carmen Tempone - Treasurer  
Brian Everhart - MAL 1  
John Holland - MAL 2  
Cynthia Majure - MAL 4  
William Murphy - MAL 5  
Mark Tempone - MAL 6

The General Membership meeting was scheduled to start at 1:00pm but due to the extension of the Art Auction the meeting started at 2:00pm.

Prior to the General Membership being called to order the Chairman made the announcement that the Governing Committee ran into a small dilemma for the Herbie award. Because of a tie-vote, this year we have 2 Herbie award winners, the first being awarded to Matthew Tessier for his work in CoastCon over the years. Matthew thanked Michael Scott, his mentor. The second Herbie award went to Cynthia Majure also for all of her hard work over the year. She accepted on behalf of the entire Governing Committee.

Lon told the membership that this year we brought back the George Award and that we couldn't think of a better person to give it to no other than Mr. Lou Zocchi. Lou thanks everyone for the award.

Carmen Tempone, Charity Liaison presented a check to Mr. Terry Latham of Hope Haven in the amount of \$2,764.00. Mr. Latham said, "that in 6 years CoastCon has donated over \$12,000 to Hope Haven to help the children there who have been abused, burned and neglected".

Chairman Lon Jerome took time to thank the Governing Committee, staff, his kids, guests, LARP, RPGA, Wizards of the Coast, Wizkids, Jackson Gamers, MOBICON, Bayou Wars, KAG, Area 504, Matthew Tessier and Bob Hart.

Chairman calls the meeting to order and asks Secretary Lynn Jerome if we have a quorum. Secretary answers, "Mr. Chairman, we have at least 20 members in good standing, but there is a question as to whether the meeting has been duly called." Lon explained to the membership that we were indeed 6 days late in mailing out the General Membership announcements and asked the Vice Chairman/Parliamentarian Bill Majure for a ruling as to whether we broke letter of bylaw; did we adhere to the spirit? MAL/Protome Mark Tempone reads aloud the Vice Chairman's response.

It reads:

#### CoastCon Membership

As Vice-Chair and Parliamentarian for Coast Con, the Board has asked for rulings on two (2) related questions. First, has Coast Con failed to achieve a quorum because of the "duly called and announced" (Article VI.A.4) statement in the By-Laws? Second, if failing to achieve a quorum, can an election take place as required by the By-Laws "elections shall be held at the General Membership Meeting at each Annual Convention" (Article IV.D.2)?

The most fundamental principle of the Roberts Rules of Order is "no motion is in order that conflicts with federal, state, or local law; with the rules of a parent organization; or with the organization's constitution or bylaws or other rules of the organization." The institution is not in conflict with any laws or rules except its own By-Laws. There is truly only one question and that is whether or not the General Membership Meeting will have a quorum. Clearly the announcements of the General Membership Meeting were mailed or emailed about six (6) days late which is contrary to "not less than thirty (30) days prior the General Membership Meeting" (Article VI.A.3) The consequences of this decision are very significant, and there appears to be only two options available to CoastCon:

- If a declaration of no quorum is made, no elections at the Annual General Membership Meeting could take place as required in the By-Laws. This would put the Con in violation of its own rules. The consequences would be that the Chairman, Vice-Chair, Secretary and Treasurer would be the only members of the Governing Committee still in office at the end of the transition meeting. These four officers would have 30 days to replace all six (6) Members-at-Large as provided for in Article IV –Elected officers (The Governing Committee) G. Replacement of Elected Officers. Since there is no provision for elections at any other time the next possible election would be conducted at the next General Membership Meeting Coast Con XXVIII.
- If a declaration is made that a quorum has been met, then CoastCon can conduct business as usual.

The Coast Con By-Laws that are in conflict use of such emphatic terms as "shall" and "must" leaving very little room for interpretation or compromise. Robert's Rules of Order from the earliest to the most current edition discusses the nature of achieving quorum only in terms of the minimum number of members of a deliberative body necessary to

conduct the business of that group. But CoastCon By-Laws set a different standard as outlined in Article VI. Section A. Paragraph 3 and Paragraph 4 which in brief state that a meeting must be duly called and that announcement must send by mail or email thirty (30) days in advance, attended by twenty (20) members and conduct the meeting within 25 miles of Biloxi.

The dilemma is that strict adherence to the By-Laws would silence the democratic voice of the members. The membership comes to CoastCon with the expectation of an election. The By-Laws state emphatically that "Elections...shall be held at the General Membership Meeting at each Annual Convention" and they serve as a perpetual notice for election of Governing Committee officers. Neither of the options above fully meets the intent of our By-Laws: the first because a small group of officers should not choose all the Members-at-Large, thereby negating the concept of Vox Populi; the second because it is unarguable that the newsletter containing the Order of Business (in this case, Bylaw Amendments under consideration) was late, so CoastCon, with the exception of elections, is not in order to conduct business. **Therefore elections for Members-at-Large will be conducted at the General Membership provided that all other standards for quorum are met. The meeting may be used for general discussion with the membership, presentation of reports, polling members for ideas and presentation of awards but no other business will be in order.**

William D. Majure, Vice-Chair

A member of CoastCon asks the Chairman to explain in plain english. Lon responds, we cannot vote on new by-law amendments, we will put them off because more amendments need to be made. We have 2 ways to conduct MAL elections. Officers are 3yr terms. (1)You the members can declare that we have a quorum and elect the Members at Large. (2)You declare that we do not have a quorum that the Chairman, Vice Chairman, Secretary and Treasurer make the decision of who will be the 6 MAL's. Matthew Tessier seconds the first choice. CoastCon is built by members and the voices of the members will be heard. Lon Jerome agrees that it is the 3<sup>rd</sup> option. (3) Duly announced Governing Committee Meeting and opens floor for discussion. Frank Schiavo mentions from the Roberts Rules of Order that any referendum is considered a meeting. Judy Johnson states that we declare a quorum. Matthew Tessier seconds. Frank Schiavo asks "Is it legal to have a declaration without a quorum?" Lon Jerome responds "yes it is since it is not a motion simply a declaration." The declaration that the General Membership Meeting has a Quorum has been stated and seconded. The general feel from the membership is to agree. Lon Jerome asked the membership if their wish to approve the declaration. 2 abstain, the declaration carries. Frank Schiavo asks " Please inform the General Membership about this problem on the website to remove any question of impropriety of any shadow there of. The Chairman states it will be recorded in the minutes for the General Membership Meeting which will be posted on the website.

The Chairman moves to open the floor for nominations for MAL, seconded and carries. (20050306.001)

Garland Young was nominated from the floor, accepted, and seconded

Mark Tempone was nominated from the floor, accepted, and seconded

Cynthia Majure was nominated from the floor, accepted and seconded

John Holland was nominated from the floor, accepted, and seconded

Kristina Hanck was nominated from the floor, accepted and seconded

Mike White was nominated from the floor, was not present to accept, was seconded, but was removed due to not being able to contact him to accept.

Brian Everhart was nominated from the floor, accepted and seconded

William Murphy was nominated from the floor, accepted and seconded

Last call for nominations. Being that there are no further nominations, motion made to close the floor for nominations, seconded, carried. (20050306.002)

The Chairman asked the Sergeant at Arms to secure the doors for the election. The election process will be each member gets 1 ticket and the nominees will stand before them. Each member will pass the nominees and drop their ticket into the cup of the person they wish to elect. The person with the most votes is elected. The Chairman stated the reason for the change was to prevent what happened at CoastCon 27. Which was a few members dropped all their tickets still connected into one cup. The Governing Committee at CoastCon 27 simply removed 5 of the tickets and placed them in the abstain cup making the election legal. During the first round of voting member Jason Fisher asked the Chairman if this was going to be the only pass or would there be 5 more. The Chairman responded that there would be a total of 6 passes. After each pass the MAL with the most votes would be elected and the remaining nominees would stand for round 2 and so on. That gives each member of CoastCon the 6 votes they are entitled to. Also during the first pass member John Holland stepped out of his nomination. This action reduced the number of nominees to 6. Member Judy Johnson moved that we accept the 6 nominees as the MAL for the coming year, Kristina Hanck, William Murphy, Cynthia Majure, Mark Tempone, Garland Young, and Brian Everhart. The motion was seconded and carried.(20050306.003)

The Chairman stated that due to the announcement problem there was no further business before the membership.

Motion to adjourn made and seconded. Vote called for and passed unanimously. (20050306.004)

Frank Schiavo stands and thanks the Governing Committee and Staff for putting on CoastCon 28. The membership generously gives them a standing ovation.

The Chairman declares the meeting adjourned at 2:58pm.

Minutes recorded by: Lynn Jerome Secretary, CoastCon, Inc.