

House of Gordon USA Annual General Meeting  
Grandfather Mountain Highland Games in Linville, NC  
July 13, 2013

Federal IRS EIN # 26-0285250

Call to Order: The annual House of Gordon USA meeting (AGM) was called to order at 2:00 PM by John Gordon, Quartermaster and Board member. John asked Nikki Middleton, secretary, if there was a quorum present to conduct a business meeting and the election. Nikki Middleton informed John that there were 354 active 2013 members, thus requiring a quorum of 71 votes. After counting the proxies and members present, we only had 69 votes; therefore, a quorum was not present to hold a business meeting or to hold elections.

After a short discussion, Keith Linse made the motion and seconded by Frank Gordon to end the business part of the AGM since we did not have a quorum. After brief explanation regarding that under the Bylaws there could be no legal meeting without a quorum there was a unanimous vote to end the business meeting.

John Gordon, then re-opened the meeting for general discussion and information only, and turned the meeting over to Lois Todd. She then reviewed with the members present the various committee reports and the steps taken by the board as follows:

In reviewing the Bylaws in case there was not a quorum and in order to ensure that there would be officers put into place to resolve the crises the organization had been put into with the resignation of previous officers, it was found that Article 4 Section 5 states:

**SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Director shall be filled by the Board of Directors.

The membership was told that there was a scheduled meeting of the current board to follow directly this meeting where the board would appoint the slate of proposed officers as had been published in the May newsletter.

Discussion of the membership continued on the following topics:

1. Talked about Board actions or lack of actions for the year. The one question asked by several members was why the board had not appointed a VP or secretary following the June 2012 resignations of Lynne Gordon and Laura Whiteside respectively. The answer was that Roger Mills, then president, had refused to consider the matter. The members also questioned why an interim president had not been appointed upon Roger's resignation in December. The answer to that was that the one officer of the corporation at that point had felt that to appoint an interim president may have been detrimental to the upcoming election process. The board did at that point appoint a secretary so that a legal meeting and election could be held. At this point many questioned why the

bylaws had not been followed, and several questions regarding the way in which the bylaws had been interpreted and implemented were asked. Specifics included the way proxies and votes were counted in previous meetings, the way officers were to be replaced in events as we were now facing, and how we could avoid future problems. A Bylaws revision was suggested by several and Stuart Geddes recommended that we have form a committee. Lois Todd said that she had already asked Evan Rose to head up a Bylaws revision committee and that any who wished to be on that committee should see her.

2. Talked about ways to get a quorum for the AGM next year.
3. Talked about the DNA project, and the DNA fund
4. Talked about possible fund-raisers, like T-shirt sales, etc. and Jackie Gordon mentioned an idea about creating an exchange page online where members could list items, especially children's tartan items, that they had which could be traded or donated for sale with the proceeds going to support the scholarship fund.
5. Talked about possible ways to make additional money by expanding what the Quartermaster sold as Gordon Heritage items.

After the general discussion was completed the meeting ended at 2:55 PM.