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Secretary

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**Meeting Minutes  
NRHS Board of Directors  
Philadelphia Airport Marriott, Philadelphia, PA  
Saturday, February 7, 2009**

Pursuant of notice, the Board of Directors of the National Railway Historical Society, Inc. met at the Philadelphia Airport Marriott in Philadelphia, PA, on Saturday, February 7, 2009.

**Call to Order**

President Gregory Molloy called the meeting to order at 8:51 a.m. EST. Due to the absence of Secretary Joe Maloney, Mr. Molloy has appointed Douglas White as Acting Secretary for this meeting.

**Invocation**

Dr. Barry Smith led the Directors in an invocation.

**Roll Call**

Acting Secretary Douglas White explained the process for taking attendance at the meeting. Each National Director obtained an envelope with two attendance cards before the meeting began. Mr. White asked the Directors to use the appropriate attendance card for the Saturday session and for the Sunday session.

**National Directors Requiring Dues Renewal**

Mr. White informed the Board that, due to the early date of this meeting, we are still within the 90-day grace period for 2009 dues renewals. A dues renewal report will be presented at the Spring Board meeting.

**Newly Elected Directors**

The following Chapters elected new National Directors since the Board of Directors meeting on November 2, 2008:

- Bluewater Michigan: Greg Leidheiser
- North Florida: Marjorie Erich
- Northstar: William Dredge
- Northwest Illinois: Brian Carlson

Mr. Sweigart moved and Mr. Chapman seconded a motion that the Board seat the newly elected directors to fill the vacant positions for the respective chapters. Motion carried.

## **Alternate National Directors**

The following Chapters and At Large National Directors have appointed Alternate National Directors for this meeting:

- At-Large – Braley Pastorino (for Bogart)
- Chicago & Illinois Midland – Al Weber
- Connecticut Valley – Robert J. Mahar
- Miami – Walter Zullig
- New York – Gary Kazin

Mr. Berntsen moved and Mr. Bitzer seconded a motion to seat alternate directors for this meeting. Motion carried.

## **Voting Directors**

The list of voting Directors, National Officers, Service Directors, Members, and Guests is Appendix A to these minutes.

At this meeting 63 National Directors, At Large National Directors, Alternate National Directors, or At Large Alternate National Directors attended from 53 Chapters and the At Large members. Including officers, regional vice presidents, members and guests, 64 persons attended the meeting.

## **Confidentiality and Conflict of Interest Agreements**

No Directors or Alternate Directors announced conflicts of interest, except as identified herein.

General Counsel John Fiorilla reviewed the practical application of the confidentiality policy as it relates to Directors disseminating information back to the membership.

## **Approval of Minutes**

Two corrections was brought; on page 8 the wording of the motion attributed to Dr. Wasby includes extra text, and the minutes need to reference the budget and the financial report.

Mr. Zullig moved and Mr. Moss seconded a motion to accept the minutes as corrected. The motion carried.

## **President's report**

President Molloy called the Board's attention to the package of reports distributed before the meeting. Most of this material will not be repeated during the meeting. The reports are attached as Appendix B.

President Molloy reviewed the mission statement as adopted at the Winter 2008 Board meeting, using projected slides. From the six key objectives, the two most urgent were identified:

Build and maintain archives etc., and  
Maintain and grow the organization.

Some of the presentations planned for the committee session later in the day will bear directly on those topics. However, the NRHS spends a lot of time and effort working on administrative tasks rather than our most important objectives. We will also discuss ways that we can reduce this administrative burden so that more effort can be directed to the things we should be working on.

At 9:40 a.m. Mr. Berntsen moved and Mr. Sweigart seconded a motion to adjourn the meeting until 8:30 a.m. on February 8 and convene a Committee of the Whole session. The motion carried.

At the Committee of the Whole meeting, the Board heard presentations on the relocation of the library, the development and upgrades of the NRHS webpage, the relationship between NRHS and Fernley and Fernley, the progress of the study on governance, and the need for a dues increase in 2010.

The Committee of the Whole recessed at 4:35 p.m. The Board was reminded to bring the updated meeting agenda and written reports to the continuation of the business meeting on Sunday.

**Meeting Minutes**  
**NRHS Board of Directors**  
**Philadelphia Airport Marriott, Philadelphia, PA**  
**Sunday, February 8, 2009**

The Board of Directors reconvened in session on February 8, 2009 in the Philadelphia Airport Marriott. President Molloy called the session to order at 8:30 a.m. EST.

**Approval of Minutes**

Dr. Smith moved and Dr. Wasby seconded a motion to reconsider the action approving the minutes of the previous meeting and include a statement that the audit report for 2007 was distributed to the Board of Directors at the Fall 2008 meeting in Chicago, IL. The motion carried.

**President's Report**

President Molloy remarked on the upcoming 75<sup>th</sup> anniversary of the NRHS in 2010 and asked for ideas on how the Society should observe this important milestone.

President Molloy thanked the White River Junction Chapter for a donation of \$150.

Two follow-up items from the Committee of the Whole were announced.

- Email addresses of Governance Committee members, and contact information for website project members were distributed with the written reports.
- Contracts executed by the National organization are available to members of the Board. Most contracts are in the General Counsel's office and other contracts will be consolidated at that location. Any Board member who has signed a confidentiality agreement may contact John Fiorilla at [gc@nrhs.com](mailto:gc@nrhs.com) to request access to contracts that the Board has approved.

**Reports of National Officers, Service Directors, and Committee Chairs**

Jeff Smith, NRHS Bulletin Editor, added the following information to the written reports:

- The Spring 2008 issue is now in the mail.
- The Summer 2008 with a feature article on O. Winston Link will be mailed in two weeks.
- The Fall 2008 issue will go out in mid-March.
- The 2007 Yearbook has been sent to the printer, and should be mailed in March.
- The Winter 2009 issue is done with layout, and may be out in April.

John Fiorilla, General Counsel, addressed a question from the Board regarding the status of the ALCO Historic Photos. The collection is stable, secure and operating. We have a general agreement among most parties, including the Mohawk & Hudson Chapter, on the long-term direction of the collection. One party has yet to be heard from and we are

planning to follow up. This is a time consuming process because it is outside the core mission of many of the participants. NRHS plans to meet with the City of Schenectady about long-term housing arrangements. We also need to arrange the return of certain corporate records that are still located in Philadelphia. The City is funding the project has a paid historian for this project, and has a permanent location to house the collection.

Bob Ernst, Membership Records Chairman, had no additions to the written reports.

President Molloy informed the Board that the dues level for 2010 will be an issue at the Spring Board meeting. A related note is that the Bulletins and final notices will be out in mid-February to At-Large members and approximately 75% of Chapters.

Bob Heavenrich, Comptroller, had no additions to the written reports.

Membership Awards had an updated report available to attendees. A question was asked from the floor about the number of surviving Charter Members; it was commented that there were five alive in 1995 for the 60<sup>th</sup> anniversary, but Jim Shumann appears to be the last survivor.

Steve Wasby reported on the Heritage Grants Committee. The schedule has not yet been finalized, but it will be released shortly. The application will not change significantly from last year, so Chapters should be readying their applications.

Christina Rockwell will prepare regular headquarters reports from Fernley & Fernley for Board meetings from now on.

Mitch Dakelman reported that the film library received a donation of slides and film negatives from John Milton, from Maryland. In August, some photos and negatives in the John Denney collection were purchased, and another collection of photographs in Alexandria, VA is being pursued.

Walter Zullig reported that he met with AMTRAK representatives to discuss photography policies. They are aware of the hobby, and are trying to develop guidelines. Mr. Zullig has asked that the NRHS be able to see a draft of guidelines when appropriate. The Maryland MTA has not responded formally, but as a practical matter the photography issue may be resolved.

John Sweigart reported that the Regional Vice Presidents met prior to this Board meeting, and also visited the offices and met the staff of Fernley & Fernley. The RVPs also discussed issues with missed renewals, cost controls for RailCamp, Convention and future Board meetings, and corporate memberships.

### **Reports of Society Initiatives**

Dr. Smith reported that the RailCamp ads are now in *Trains Magazine* for the adult RailCamp. The dates are June 8-13, 2009 and Sept. 14-20, 2009. The Fall program is the most popular. *Trains Magazine* is also offering an Adult RailCamp slot as a prize for their photography contest.

Teen RailCamp has twelve promised positions from organizations, and Chapters which previously offered scholarships will receive mailings. Sponsors include 4H (in NJ), RailPace *Magazine*, and RPCA. The age range for RailCampers is preferably having 9<sup>th</sup> grade completed to the year graduating high school. The dates are July 5-11, 2009 at Steamtown, and July 26-Aug. 1, 2009 at Nevada Northern.

A written progress report on the Electronic Distribution initiative was distributed.

### **Unfinished Business**

Dues Levels for 2010:

The dues levels for 2010 were discussed in the Committee of the Whole. A written proposition and absentee ballots will be distributed prior to the Spring meeting.

Finalize 2007 Audit Report:

This was addressed at the Fall 2008 Board meeting.

New Members Pins:

At the 2008 Fall Chicago Board meeting, the motion by Mr. Pahriss that each new NRHS member either at-large or chapter be provided with an NRHS membership pin as part of the welcoming packet, beginning with those individuals joining in 2009 and continue through subsequent years, was postponed until this meeting.

There is no recommendation from NRHS management on the business of new membership pins, but data pertinent to the decision was distributed. Mr. Pahriss moved and Mr. Ansell seconded to amend the motion to begin with members in 2010 and tie it to the approval of a higher dues level starting in that membership year. The motion to amend carried.

Mr. Patrick Molloy moved and Mr. Maxwell seconded to amend the motion to include a \$7.50 coupon redeemable for items in the Emblem Sales store. The motion to amend was defeated.

The amended motion on membership pins carried.

### **New Business**

Approval of Auditing Firm:

Mr. Bitzer announced that since he is the treasurer for the 2000 NRHS Convention and would be audited under this contract, he had a conflict of interest and would not participate in the discussion or the vote on this matter.

Mr. Fiorilla briefed the Board on confidential details concerning bids from auditing firms. Mr. Jensen moved and Mr. Eastwood seconded a motion to accept the bid from Padden, Guerrini & Associates, PC which spans three years. The motion carried.

#### Withdrawal of Charters from Inactive/Disbanded Chapters:

NRHS management recommended to the Board of Directors that it withdraw the charters of four NRHS chapters for reasons detailed in the written reports for this meeting.

Mr. Berntsen moved and Mr. Maxwell seconded a motion that the charter of the North Georgia Chapter be withdrawn as of February 8, 2009 and that the chapter's seat on the Board of Directors be eliminated as of that date. (Chapter #228) The motion carried.

Mr. Weber moved and Mr. C. Ansell seconded a motion that the Longhorn Chapter's charter be withdrawn as of February 8, 2009 and that the chapter's seat on the Board of Directors be eliminated as of that date. (Chapter #229) The motion carried.

Mr. Jensen moved and Mr. Giardino seconded a motion that the Central Sierra Chapter's charter be withdrawn as of February 8, 2009 and that the chapter's seat on the Board of Directors be eliminated as of that date. (Chapter #137) The motion carried.

Mr. Berntsen moved and Mr. Maxwell seconded a motion that the Little Rock Chapter's charter be withdrawn as of February 8, 2009, that all paid chapter members not yet affiliated with a different chapter be converted to At-Large membership, that the other members of the Little Rock Chapter be offered the option to renew as At-Large members and that the chapter's seat on the Board of Directors be eliminated as of the 2009 Annual Meeting scheduled for August 14, 2009. (Chapter #109) The motion carried.

Management was also asked to notify the ten renewed Little Rock members that they may apply to form a new Chapter if they so choose.

#### Governance Committee:

President Molloy relayed the consensus from the Committee of the Whole that the Committee should continue its efforts.

#### **Convention Reports**

2008, Fort Worth, TX – Dale Wilken reported that the books are closed, and an audit is pending. The Convention was a success, generating \$221,023 while expenses were \$160,923. The Chapter presented a check for \$10,020.13 toward the national organization's portion of the surplus.

2009, Duluth, MN – John Goodman reported that the "Steam on the Range" convention booklet should be available by April 1. The 2719 steam locomotive will be involved, and there are up to seven trips planned, including a steam dinner train. There are two hotels identified: the Radisson Duluth (\$99/night) and the Holiday Inn (\$109/night). The Board meeting is scheduled for Friday, 8:30 am up to 2 pm if necessary; the membership meeting is scheduled to begin at 2 pm, followed by the banquet.

2010, Scranton, PA – Tim O'Malley reported that the "Endless Mountain Rails" convention has identified two hotels: the Radisson Lackawanna (where the banquet will

be held) and the Scranton Hilton. There will be lecture tracks on preservation and tracks for railfans, including the topic of the future of Steamtown. There will be three trips, on Tuesday, Wednesday and Saturday.

2011 and beyond – there have been no bids, and a few tentative inquiries. Any Chapters interested can contact Ed Graham, Mia Mather or Joe Williams.

### **Future Board of Directors Meetings**

Spring 2009, Norwalk, CT – Tony White reported that the Norwalk Hilton Garden Inn hotel will have a March 16 cutoff date for reservations at the discounted NRHS rate. There will be three shuttle busses running all day, every 15 minutes to the hotel from the Norwalk station for attendees arriving by train. To come by rail, take AMTRAK to Stamford, CT, then use Metro North. The RVP meeting will occur on Thursday at 7 pm. There will be a Friday trip leaving at 6:45 am, and a Saturday trip which will include Grand Central Terminal.

Fall 2009, St. Louis, MO (October 22-25, 2009) – Al Weber reported that the hotel will be the Holiday Inn in St. Peters. Attendees arriving by rail can take AMTRAK to St. Louis, use the light rail to the airport, then use a hotel shuttle van. Agenda items include a Friday UP shop tour, the Saturday Board work session and banquet.

Winter 2010 – At this time, it is not known if this will be necessary, but we should schedule this, and cancel if it is not needed.

Spring 2010, Huntington, WV (April 8-11, 2010) – Don Maxwell distributed information to the Board, and reported that the hotel will be the Pullman Plaza Hotel. Agenda items include a tour of the CSX locomotive shop, the Chapter museum, screening of historic films and museum tours. Attendees arriving by rail can use the AMTRAK Cardinal. Mr. Maxwell informed the board members that the board meeting will be on Saturday, and not the traditional time on Sunday.


Fall 2010, Lancaster, PA – Harold Shaak reported that their committee would be meeting soon for planning. The meeting will likely use the new convention center.

2011 and beyond - The Board was asked to propose suggestions or bids for the 2011 Board meetings.

**Benediction:** Dr. Smith gave the benediction.

**Adjournment:** Mr. Weber moved and Mr. Douglas White seconded a motion to adjourn. The motion carried. The meeting adjourned at 11:33 a.m.

Respectfully Submitted:

  
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JOSEPH C. MALONEY, JR.  
Secretary



## Appendix A

### National Directors Present for the February 7 & 8, 2009 Board of Directors Meeting

Braley Pastorino	At-Large Member	Alternate Director
Dianne K. Pastorino	At-Large Member	National Director
Donald C. Winter	At-Large Member	National Director
Jack Hilborn	At-Large Member	National Director
William M. Chapman	At-Large Member	National Director
Larry S. Dyer	Atlanta	National Director
Kenneth A. Maylath	Baltimore	National Director
Greg Leidheiser	Bluewater Michigan	National Director
Stephen L. Wasby	Cape Cod	National Director
W. Yancey Ellis	Carolina Clinchfield	National Director
Edward F. Graham	Central Coast	National Director
Charles Wm. Ansell	Central Florida	National Director
John D. Ansell	Central Oklahoma	National Director
Arthur E. Giardino	Charleston	National Director
Robert J. Ernst	Chicago	Alternate Director
William Scott Andes	Cincinnati	National Director
Donald R. Maxwell	Collis P. Huntington	National Director
Robert J. Mahar	Connecticut Valley	National Director
Barry O. Smith	Cumberland Valley	National Director
Leon B. Duminiak	Delaware Valley	National Director
Gale C. McKinley	Gulf Coast	National Director
Douglas R. White	Hagerstown	National Director
Thomas R. Moss	Intermountain	National Director
Mitchell E. Dakelman	Jersey Central	National Director
	Lackawanna & Wyoming	
Timothy E. O'Malley	Valley	National Director
Harold L. Shaak	Lancaster	National Director
Walter E. Zullig, Jr.	Miami	Alternate Director
Gary Kazin	New York	National Director
Rebecca A. Gerstung	Niagara Frontier	National Director
G. Patrick Molloy	North Alabama	National Director
Marjorie W. Erich	North Florida	National Director
Mitchell E. Dakelman	North Jersey	National Director
Dale Wilken	North Texas	National Director
Brian Carlson	North Western Illinois	National Director
William W. Dredge	Northstar	National Director
Nelson K. Burks	Old Dominion	National Director
Robert Freeman	Old Smoky	National Director
Edward M. Berntsen	Pacific Northwest	National Director
Robert L. Eastwood	Philadelphia	National Director
Richard B. Shulby	Piedmont Carolinas	National Director

Richard C. Davidson	Potomac	National Director
John D. Sweigart	Pottstown & Reading	National Director
Gerard R. Deily	Rivanna	National Director
Carl S. Jensen	Roanoke	National Director
Al Weber	Saint Louis	National Director
Donald F. Bishop	Ulster & Delaware	National Director
Ralph R. Bitzer	Washington DC	National Director
Jim Pahriss	Watauga Valley	National Director
Frederick Ciocciola	West Jersey	National Director
Tony White	Western Connecticut	National Director
Robert Clark	White River Junction	National Director
Berton A. Robinson	Winchester	National Director

National Officers, Staff, Regional Vice Presidents,  
Members and Guests Present for the  
February 7 & 8, 2009 Board of Directors Meeting

Joseph Williams	Western Connecticut	Asst. General Counsel
Bob Heavenrich	Bluewater Michigan	Comptroller
Dave Baniewicz	Chicago	Director, Emblem Sales
Jim Lilly	Washington DC	Director, Internet Services
John Fiorilla	Tri-State	General Counsel
David G. Flinn	Cornell	Northeast Region VP
Gregory P. Molloy	Cincinnati	President
Jeffrey Smith	At-Large	Vice President
Christina Winter	At-Large	Member
Diane Heavenrich	Bluewater Michigan	Member
Jane Belcher	White River Junction	Member
Christina Rockwell	Fernley & Fernley Account Manager	Guest