

Meeting Minutes NRHS Board of Directors Holiday Inn Hotel and Conference Center, Urbana, IL Sunday, April 17, 2011

Pursuant of notice, the Board of Directors of the National Railway Historical Society, Inc. met at the Holiday Inn Hotel and Conference Center in Urbana, IL, Sunday, April 17, 2011.

Call to Order

President Gregory Molloy called the meeting to order at 8:30 a.m. CDT on Sunday, April 17, 2011.

Invocation and Welcome

Senior Vice President Barry Smith led the Directors in an invocation.

Roll Call

Secretary Joe Maloney explained the process for taking attendance at the meeting. Because the registrations received from Board members were fairly low for this meeting, Mr. Maloney conducted a roll call vote to verify that there was a quorum in attendance, and determined that the Board had 141 votes attending.

Agenda Changes

Secretary Maloney advised that we are adding a new item 13e – Withdrawal of Palm Beaches Chapter, and are moving item 13b - Raritan River Chapter Charter to the front of the agenda after approval of the Winter 2011 BOD Meeting Minutes.

Volunteer Reporting, Confidentiality and Conflict of Interest Agreements

Secretary Maloney announced that he had extra copies of the Confidentiality Agreement and the Volunteer Reporting Agreement for those people who needed to sign them. He likewise reminded attendees to sign the Conflict of Interest Agreement that the Board approved at the Winter 2011 BOD Meeting. No one reported any conflict of interest at this meeting.

National Directors Requiring Dues Renewal

Mr. Maloney reported that NRHS had received no 2011 dues from the following National Directors:

- James Pekarek Ozarks Chapter
- Peter J. Messina New Orleans Chapter
- Ted J. Smith Alexander Chapter
- Robert S. Mesite Rappahannock Chapter
- Raymond A. Axelrod Connecticut Eastern Chapter
- Ronald W. Keevil United Kingdom Chapter
- Robert H. Clark White River Junction Chapter
- David A. Nickson Dalsa/Sunset Chapter
- Earl Whiteley Marble Valley Chapter

Mr. Pekarik advised by email this date that he was embarrassed for having forgotten to pay his dues, and he was sending them to NRHS as soon as possible.

Newly Elected Directors

The Greensboro Chapter has nominated Mr. Robert F. Mays, Jr. as its new National Director, to replace Mr. Harry Clapp. Mr. Jensen moved and Mr. Durr seconded a motion that the Board seat Mr. Mays to fill the vacant position for the Greensboro Chapter. Motion carried.

Alternate National Directors

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

- At-Large Christine Winter (vice Gill)
- At-Large Bill Chapman (vice Smith)
- Baltimore Joseph C. Maloney, Jr.
- Blackhawk Roy Jackson
- Central Florida Al Weber
- Chicago & Illinois Midland Al Weber
- Danville Junction Al Weber
- Gulf Curve Jay McFarland (did not answer roll call)
- Hoosierland Wesley Ross
- Overland Robert Emst
- Ozarks Al Weber
- Pacific Northwest Bill Chapman
- Seven Railroads Stephen Wasby
- Tacoma Bill Chapman
- Tri-State John Fiorilla
- Yaquina Pacific Stephen Wasby

Mr. Doane moved and Ms. Mather seconded a motion to seat the alternate directors for this meeting. Motion carried.

Voting Directors

The list of voting Directors, National Officers, Service Directors, Members, and Guests present or excused at this meeting is Appendix A to these minutes. The list of those absent is Appendix B to these minutes.

At this meeting, 51 National Directors, At Large National Directors, and Alternate National Directors attended from 59 Chapters and the At Large members. Including officers, regional vice presidents, members and guests, 64 persons attended the meeting. There were 141 weighted votes in attendance, meaning there was a quorum for this meeting.

Approval of Minutes

Secretary Maloney advised that he had received no comments or corrections to the draft Winter 2011 BOD Meeting Minutes. Mr. Durr moved and Mr. Sweigart seconded a motion to accept the draft minutes as posted. The motion carried.

New Chapter Charter

Ms. Mather moved and Ms. Gerstung seconded a motion to charter the Raritan River Chapter, to assign chapter to the Metropolitan Region, and to Mr. Ken Durea on the Board of Directors. The motion carried. Mr. Don Maxwell introduced Mr. Ron Ferrell who is the Vice President from the newlyformed Raritan River Chapter in New Jersey. Mr. Ferrell outlined the chapter's work in documenting the history of the Raritan River Railroad, and preserving the railroad's former freight station in Middletown, NJ.

President's Report

President Molloy reported that NRHS has been quite busy since the last BOD meeting in Williamsburg. The pre-audit work session held in Philadelphia, PA in early-March 2011 went quite smoothly. The auditors found the financial records to be accurate. Once the audit report is complete, NRHS will submit the IRS Form 990.

The officers completed the final By-Laws draft which incorporated various amendments the Board approved in January 2011. The document is posted on the NRHS web site for the NRHS membership to review. Each NRHS member on the roll on March 31, 2011 should receive via US Mail a proxy form for the annual membership meeting.

The budget proposal was completed and distributed to the Board members.

The arrangements for the 2011 and 2012 conventions are progressing satisfactorily.

The Federal Office of Personnel Management rejected the NRHS application for the 2011 Combined Federal Campaign, and NRHS is appealing that rejection.

In late-February, 2011, Mr. Jerry Hardwich resigned his positions as Vice President, Public Relations, and as Director, Membership Development. President Molloy asked for volunteers willing to take on these two positions.

NRHS will operate under the current governance structure for at least another year. NRHS needs three (3) volunteers for the 2011 Nominating Committee. Likewise, NRHS needs to achieve quorums for future meetings, and President Molloy extolled directors to attend the remaining future meetings under the current governing structure to deal with the many challenges that NRHS is still facing.

President Molloy thanked the Blackhawk Chapter for their hosting this meeting, and for their great educational programs held yesterday.

Dr. Wasby moved and Mr. Pahris seconded a motion that NRHS send Mr. Jerry Hardwich a letter thanking him for his service as Vice President, Public Relations, and as Director, Membership Development. The motion carried.

Reports of National Officers, Service Directors, and Committee Chairs

Senior Vice President (SVP) Barry Smith reported that NRHS expects to receive a major donation of an extensive collection of railroad photographs, negatives and slides from the estate of Mr. Robert E. Lewis, former editor of *Railway Age*. The executor of the estate is working to have the collection appraised in Florida. The collection will come to NRHS will full legal release for NRHS to use the images.

SVP Smith also reported that Bluewater Michigan Chapter has given NRHS another large collection of slides from multiple sources, including some commercial slides which may be subject to copyright laws. NRHS needs to be careful when attempting to publish any materials from commercial sources that might be subject to copyright laws.

SVP Barry Smith praised both the Bluewater Chapter and Mr. Lewis' estate for taking the time to ensure that the collections were given to an organization that will preserve those collections.

SVP Smith, at the request of those present at the work session held April 16, 2011, gave a report on the dues renewals and RailCamp at that session.

President Molloy reported that the *NRHS Bulletin* publication process remains on schedule. The Winter 2011 edition was distributed in February 2011, and went to all members on the roll on December 31, 2010. The Spring 2011 edition is at the printer and will be distributed to members on the roll for 2011. The Summer 2011 edition should be distributed in August 2011, and the Fall 2011 edition should be distributed in November 2011.

Additionally, President Molloy reported that work on the new NRHS web site is progressing as expected. The system is currently handling online convention registrations for the Tacoma convention, and about one half of the registration orders are being placed online. The new payment processing account for the Tacoma convention should become the norm for future NRHS conventions as NRHS moves to more direct credit card transactions. Various small projects are underway concerning NRHS branding changes to modify the artwork that goes with the advertising. The budget proposal also includes starting some demonstration projects to better work with other rail heritage organizations outside NRHS who are interested in some partnering efforts.

Dr. Wesley Ross reported on the 2011 NRHS discount list. The 2011 list of attractions is complete with approximately 110 participating attractions, which represents 10% growth in the number of participating attractions over 2010. There are many new attractions this year, but many from past years elected not to participate. The final list will appear in the June 2011 edition of the NRHS News, and will appear on the NRHS web site.

Walter Zullig reported on the field trip to Israel. The trip will take place November 10-21, 2011. Cost will be approximately \$3000 plus airfare. All members interested in this trip should contact Mr. Zullig at WEZRail@aol.com.

Dr. Wasby reminded the Board that applications for heritage grants are due to the Philadelphia office by 5:00 p.m., EDT, on April 28, 2011. NRHS requires two (2) hard copies of the applications.

Mr. Maloney reported that several chapters that are due anniversary certificates have not yet advised NRHS how they want NRHS to handle their certificates. The affected RVPs agreed to deal with those chapters.

President Molloy reported that dues renewals for 2011 are being processed fairly smoothly, and that the chapters are doing quite well in routinely submitting the necessary information. Per the On-Board Report of March 31, 2011 that NRHS sent to the Board prior to this meeting, several chapters have not sent in any renewals whatsoever, so NRHS will (1) discontinue sending any publications to the members of those chapters, and (2) soon send notices to the members of those chapters that they will be dropped from the membership rolls. Many chapters have renewed at or above their 2010 levels.

Convention Reports

- Scranton, PA Tim O'Malley announced that the bills for Endless Mountain Rails 2010 have been
 paid, and the committee is preparing for the required final audit of the books. After the audit is
 complete, there will be more money to share. The final payment and financial statement will be
 available at the Tacoma convention.
- Tacoma, WA (June 20-26, 2011) Bill Chapman reported on Cascade Rails 2011 on behalf of Ed Bemtsen. The convention is coming together well, and several events are sold out or nearly so. Details are on the convention web site, www.cascaderails2011.com.
- Cedar Rapids, IA (June 18-24, 2012) Bart Jennings, the convention chair, provided a written report (Attachment 1), and reported that insurance is being settled. John Goodman is hard at work in securing cars for the excursions. Bart has had several meetings with the participating railroads with good results. Several railroads are ready to sign contracts. NRHS has signed a contract with the Clarion Hotel, and there will be additional hotel space available at the nearby Holiday Inn Express and the Hampton. Basic information on the convention is on the NRHS web site, and there will not be a separate convention web site for 2012.
- 2013 and beyond President Molloy advised that we have nothing to report now, and NRHS is discussing several proposals to bring forward later this year.

Bob Bitzer reported on the upcoming NRHS Conferences and Board of Directors' meetings.

- Fall 2011, Wilmington, DE (October 28-30, 2011) Mr. Bitzer reported that the meeting hotel is the Doubletree Hotel in downtown Wilmington, DE. There is shuttle service from the joint Amtrak/SEPTA Wilmington Station. Wilmington Chapter will run an Alco-powered freight train the afternoon of October 28 over the West Chester Railroad, and the RVP meeting will be held on Oct. 28 in the evening. On Saturday, Oct. 29, the chapter will operate an excursion on the Cape May Scenic Railroad, with a staff meeting in the late afternoon, followed by a banquet. The Board meeting will take place Sunday moming, Oct. 30, 2011, starting at 8:30 am, EDT. Preliminary plans are shown on Attachment 2, and are subject to change.
- Fall 2012, Fishers, IN (November 16-18, 2012) Dr. Wesley Ross reported that the Hoosierland Chapter will sponsor the Fall 2012 Conference in Fishers, IN near Indianapolis, IN. The host hotels are the Hilton Garden Inn and the Hotel Indigo. This will likely be the first conference conducted with the new Board of Directors and Advisory Council.

Mr. Bitzer continues to look for sponsors for the remaining 2012 and 2013 conferences, and expects a chapter in the Mid-Atlantic Region to submit a bid for the Spring 2012 Conference.

Reports on Society Initiatives

RailCamp - Barry Smith reported that 2011 RailCamp is scheduled for July 10-15, 2011, at Steamtown. All commitments are in place. Cost is \$850 per student. Twenty-three out of twenty-four spaces have been committed. Dr. Smith is looking at several possible new venues, and will have more to report at future Board meetings.

Unfinished Business

Executive Committee: President Molloy reported that the Executive Committee has not met since the BOD Meeting in Williamsburg, VA, so there is nothing to report.

NRHS Budget for Fiscal Years 2011 - 2013: Mr. Maloney moved and Mr. Fiorilla seconded a motion to accept the budget as posted on the NRHS web site (Attachment 3). After some discussion, Mr. Maloney amended his original motion to state, "I move the acceptance of this budget, predicated on annual reviews of the outlying fiscal years." Mr. Fiorilla seconded the amending motion. After discussing several points concerning both projected income and expenses, the motion camed.

New Business

Rescind Past Actions Regarding Premium Dues Levels: President Molloy explained the intent of this item is to remove all previous premium dues programs the Board of Directors authorized since the NRHS was chartered. Mr. Maxwell moved and Mr. Emst seconded a motion for the Board of Directors to rescind all premium dues levels. After discussion, Dr. Smith moved and Mr. Shulby seconded an amending motion to clarify that the intent of the motion is to eliminate programmed donations. After further discussion, the amendment carried, and after no additional discussion, the amended motion carried.

Introductory Dues Rate for Cascades Rails 2011: After some discussion, the Board determined there was no further action required at this meeting.

Increase Age for NRHS Student Membership from 18 to 24 Years of Age: Mr. Pahris moved and Dr. Wasby seconded the following motion:

"Whereas the NRHS has reduced membership dues rates for youth and student members, and whereas this organization is looking to increase its membership by encouraging younger people to become involved, the age limit for Student members be increased from 18 to 24 years of age, or until completion of an undergraduate degree. Individuals not in a full-time student status would not be eligible for this reduced rate beyond the age of 18. Students working toward an undergraduate degree shall include documentation of their full-time status with their dues payment."

After considerable discussion about how to verify student status, Dr. Wasby moved and Mr. Durr seconded an amendment to change the wording to read,

"Whereas the NRHS has reduced membership dues rates for youth and student members, and whereas this organization is looking to increase its membership by encouraging younger people to become involved, the age limit for Student members shall be increased from 18 to 24 years of age, or until completion of an undergraduate degree. Student status shall be attested to by an officer of a chapter or by an at-large member."

After considerable discussion, Mr. Doane moved the previous question. The previous question motion carried.

The Board voted on the amendment, and the amendment to the motion carried.

The motion, as amended, carried.

Withdrawal of Palm Beaches Chapter Charter: Mr. Sam Boldrick reported that he had mail advising him that the Palm Beaches Chapter has disbanded. So far, they cannot locate the charter to return to Secretary Maloney. Mr. Boldrick moved and Mr. Ernst seconded a motion to withdraw the charter of the Palm Beaches Chapter. Motion carried.

Announcements

Don Maxwell raised the question about when NRHS would start selling new merchandise showing the new logo. President Molloy responded that this is a part of the overall rebranding work, and should start in 2012 with the convention.

John Sweigart discussed an NRHS member's role in the movie Unstoppable.

Benediction: Dr. Smith gave the benediction.

Adjournment: Dr. Durr moved and Mr. Kovacs seconded a motion to adjourn. The motion carried. The meeting adjourned at 11:13 a.m. CDT

Respectfully Submitted:

JOSEPH C. MALONEY, JR.

Secretary

24 June 2011

Attachments:

- 1. 2012 Convention Report
- 2. NRHS Fall 2011 Conference Notice
- 3. NRHS 2011-2013 Budget

National Directors Present for the April 17, 2011 NRHS Board of Directors' Meeting

Name	NRHS Affiliation	Position	Votes
Larry Dyer	Atlanta	National Director	4
William Chapman	At-Large Member	National Director	3
Jack Hilbom	At-Large Member	National Director	3
Donald C. Winter	At-Large Member	National Director	3
Christine Winter	At-Large Member	Altemate Director	3
William Chapman	At-Large Member	Alternate Director	2
Joseph C. Maloney, Jr.	Baltimore	Alternate Director	4
Donald W. Winters	Bergen-Rockland	National Director	2
Roy Jackson	Blackhawk	Alternate Director	2
Neil Baerman	Bluewater Michigan	National Director	4
Stephen L. Wasby	Cape Cod	National Director	2
Richard E. Johnson	Cape Fear Railroaders	National Director	1
Edward F. Graham	Central Coast	National Director	5
Al Weber	Central Florida	Alternate Director	2
Roy Jackson	Chicago	National Director	3
Al Weber	Chicago & Illinois Midland	Alternate Director	2
William Scott Andes	Cincinnati	National Director	3
Donald Maxwell	Collis P. Huntington	National Director	4
William E. Wood	Connecticut Valley	National Director	1
Barry O. Smith	Curnberland Valley	National Director	2
Rick Schroeder	Danville Junction	National Director	2
James Pahris	George L. Carter	National Director	1
William Baxter	Gulf Coast	National Director	3
Martin P. Owen	Heart of Dixie	National Director	2
Wesley F. Ross	Hoosierland	Alternate Director	2
John Simanton	Inland Empire	National Director	1
Thomas R. Moss	Intermountain	National Director	3
John DeRoo	Kansas City	National Director	2
Wesley F. Ross	Kentucky Central	National Director	1
Timothy E. O'Malley	Lackawanna & Wyoming Valley	National Director	4
Harold L. Shaak	Lancaster	National Director	4
Sam Boldrick	Miami	National Director	1
William D. Kovacs	Midwest	National Director	2
Mia Mather	New York	National Director	2
Rebecca A. Gerstung	Niagara Frontier	National Director	3
G. Patrick Molloy	North Alabama	National Director	2
Marjorie Fiorilla	North Florida	National Director	1
Claude Doane	North Texas	National Director	2
William W. Dredge	Northstar	National Director	2
Sanford Williamson	Old Dominion	National Director	3

Robert Freeman	Old Smoky	National Director	1
Robert J. Emst	Overland	Alternate Director	1
Al Weber	Ozarks	Alternate Director	1
William Chapman	Pacific Northwest	Altemate Director	4
Richard B. Shulby	Piedmont Carolinas	National Director	2
Richard Davidson, Jr.	Potomac	National Director	3
John D. Sweigart	Pottstown & Reading	National Director	2
Robert P. Ferrell	Raritan River	Alternate Director	2
Duane Durr	Red River Valley	National Director	2
Carl S. Jensen	Roanoke	National Director	3
Al Weber	Saint Louis	National Director	4
Stephen L. Wasby	Seven Railroads	Alternate Director	1
William Chapman	Tacoma	Alternate Director	1
John Fiorilla	Tri-State	Alternate Director	2
Donald F. Bishop	Ulster & Delaware	National Director	2
Ralph R. Bitzer	Washington DC	National Director	4
Frederick Ciocciola	West Jersey	National Director	4
Wallace H. Henderson	Western Kentucky	National Director	2
Steven L. Wasby	Yaquina Pacific	Alternate Director	2
		Votes Present	141

National Officers, Staff, Regional Vice Presidents, Members and Guests Present for the April 17, 2011 NRHS Board of Directors' Meeting

David Baniewicz Chicago Chapter Director, Emblem Sales David G. Flinn Cornell Chapter Northeast RVP John H. Goodman Member Northstar Chapter Diane Heavenrich Washington DC Chapter Member Robert Heavenrich Washington DC Chapter Comptroller Kate Marlys Fernley & Femley Manager Member Gregory P. Molloy Cincinnati Chapter **NRHS** President William Molony Blackhawk Chapter **Chapter President** Steven Siegrist Saint Louis Chapter NRHS Investment Committee **Peggy Sweigart** Lancaster Chapter **Emblem Sales** Joseph B. Williams **New York Chapter** Asst. General Counsel Grace H. Wood **Connecticut Valley Chapter** Member Walter Zullig **New York Chapter** Inspector General

National Directors Absent Without Designated Alternate for the April 17, 2011 Board of Directors' Meeting

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Name	Affiliation	Weighted Votes
Frank McKeough	Alabama Gulf	1
Ted J. Smith	Alexander	1
Richard J. Barton	Arizona	1
Charles Girard	Arkansas-Boston Mountains	2
Ed Klinger	Asheville	1
No National Director	Augusta	1
Clyde E. Guthrow, Jr.	Blue Ridge	2
Michael C. Wikman	Bluebonnet	1
Edward T. Levay, Jr.	Boston	2
Barrie W. Sanford	British Columbia	1
Michael H. Bauer	Bucktail	1
W. Yancey Ellis	Carolina Clinchfield	2
Ronald L. Vile	Central New York	3
John D. Ansell	Central Oklahoma	2
Mark R. Irvin	Central Pennsylvania	2
Carl E. "Pat" Olsen, Jr.	Central Texas	1
William H. Sander	Champlain Valley	3
Arthur E. Giordino	Charleston	1
John C. Black	Chiloquin	1
Mel McFarland	Colorado Midland	1
John D. Holloway	Columbia River	1
No National Director	Conneaut	1
Raymond A. Axelrod	Connecticut Eastern	3
James Torgeson	Comell	2
Steve Rankin	Cotton Belt	1
David Andrew Nickson	Dalsa/Sunset	1
Leon B. Duminiak	Delaware Valley	2
Charles A. Russell	Delmarva	1
No National Director	East Carolina	2
M. Paul Hopkins	East Tennessee	1
No National Director	Florida East Coast	1
Ronald L. Diedrich	Fort Lauderdale	1
Michael Brooks	Grand Canyon	1
H. Charles Furst	Great Plains	3
Robert F. Mays, Jr.	Greensboro	1
Lester T. Collins	Greenville	2
Jay McFarland	Gulf Curve	1

No National Director	Gulf Wind	1
Douglas White	Hagerstown	1
Mark R. Irvin	Harrisburg	3
M. Richard Charlesworth	Horseshoe Curve	2
Thomas M. Johnson, Sr.	Indianapolis	1
Charles B. Buell	lowa	1
Yoshitaka Matsuo	Japan	1
Mitchell E. Dakelman	Jersey Central	3
Ray Grabowski, Jr.	Lake Shore	2
Mark Lazur	Leatherstocking	1
Richard Habermann	Lehigh Valley	3
Benjamin T. Young, Jr.	Long Island - Sunrise Trail	4
Allen M. McCutchen	Louisville	2
Earl Whiteley	Marble Valley	1
William B. Strong	Memphis	1
No National Director	Mississippi Great Southern	1
John M. Hart	Mohawk & Hudson	2
De Loy Nelms	Nashville	1
George William Blessing	Nebraska Railroad Museum	1
Peter J. Messina	New Orleans	1
Mitchell E. Dakelman	North Jersey	2
Brain Carlson	North Western Illinois	2
Ken Faircloth	Old North State	1
Robert D. Brubaker	Old Pueblo	1
Arthur P. Poole	Oregon Coast	1
B. J. Stigall	Owensboro	1
William R. Johnston	Paducah	2
Patrick E. Stetina	Perryville	1
R. L. Eastwood, Jr.	Philadelphia	5
Donald F. Walter, Jr.	Pittsburgh	2
Daniel J. Mulheam	Pocahontas	1
Howard C. Dickinson, III	Pocono Mountains	2
Howard E. Freed	Promontory	2
No National Director	Quebec Central (Suspended)	0
Matthew S. Nussbaum	Queen And Crescent	1
Robert S. Mesite	Rappahannock	2
Charles Howard	Rio Grande	1
Gerard R. Deily	Rivanna	2
Jere A. Wendt	Robert R. Young	1
John R. Stewart	Rochester	4
Paul Hess	Samuel Spencer	1
O. Franklin Johnson	Scioto Valley	1
Daniel E. Stark	Shenandoah Valley	1

David E. Brighters	Southeast Louisiana	1
John M. Powell	Southern Oregon	2
Thomas N. Thomquist	Southwest Florida	1
William Frantz	Suncoast	1
Donald Jilson	Susquehanna Valley	2
Dave Byers	Tampa Bay	2
Louis J. Miller, III	Tennessee Valley	2
Harold B. Owens	Texas Eagle	1
Richard Boushell	Tidewater	1
Charles H. Martin	Topeka	2
Richard K. Gorddard	Twin Forks	1
Ronald W. Keevil	United Kingdom	2
Mark Lazur	Utica & Mohawk Valley	2
Robert W. Yaple	Watauga Valley	3
James A. Lindholm	West Michigan	1
Dick Helmke	Western Colorado	1
Tony White	Western Connecticut	2
Thomas A. Biery	Western Maryland	2
E. MacDougall Palmer	Western Montana	1
Ray Murdock	White Oak	1
Robert H. Clark	White River Junction	1
J. Harvey Koehn	Wichita	2
E. Steven Barry	Wilmington	1
Berton A. Robinson	Winchester	2
Jack Salt	Winston-Salem	2
Robert E. Joyce	Wisconsin	3
Thomas Caudill	Yadkin Valley	1
Eugenia G. Nussbaum	Yazoo & Mississippi Valley	1

Votes Absent 167