

**Minutes of the Seventy-Seventh
NRHS Annual Membership Meeting
Murano Hotel, Tacoma, WA
Friday, June 24, 2011**

Pursuant of notice, the members of the National Railway Historical Society, Inc. met at the Murano Hotel, Tacoma, WA on Friday, June 24, 2011.

Call to Order

President Greg Molloy called the meeting to order at 2:18 PM PDT. Seventy-nine members were present.

Invocation

Dr. Barry Smith gave the invocation.

Approval of Minutes

President Molloy presented the minutes of the membership meeting held in Scranton, PA, on June 25, 2010. Dianne Heavenrich moved and Duane Durr seconded a motion to accept the minutes as written. Motion carried.

President's Report (See Attachment 1)

President Molloy presented a summary of the 2010 Annual Report. Mr. Molloy's slides are attached as Attachment 1.

The report covered various improvements to the NRHS programs, and concerns about the Society's operations. The opening slide presented the NRHS brand image which we are now using for external purposes.

NRHS has continued to work on elements of the NRHS Strategic Plan. The library collections are secure. Finances are solid for now, but there are remaining concerns about the future.

The *NRHS Bulletin* remains on schedule, and the *NRHS News* has continued to improve considerably in quality and content. Office operations remain in the hands of Femley & Femley in Philadelphia.

Membership numbers are steadily declining in all classes, and finances are likewise declining because our finances are still principally linked to income from membership dues. NRHS has not decided on the future operations of the library collections.

NRHS needs to become more outward looking within the rail heritage community, while working to improve the NRHS image. Many outsiders have a better image of us than we do ourselves, but some also see us as dinosaurs.

Financial results: NRHS 2010 income \$6,000, compared to 3rd quarter projections of a \$37,000 loss. The adjusted budget was \$11,000. As things wrapped up at the end of year, NRHS ended up in a break even position

Total donations have increased and NRHS has participated in the CFC (Combined Federal Campaign). This has been a source of income for 7 years, declining some in 2010. CFC has dropped NRHS and denied our appeal for the 2011 campaign, which impacts our income in 2012. The cost of further appeals is not justified, and the Society is looking to raise funds to fill that hole in the future.

Heritage Fund History – Trends reported on in the past were not included in this report. The money is still there, but how we will administer and report this in the future is uncertain as we are in a period of adjustment. The Geoffrey Gerstung Education Fund History was reviewed. This fund was donated as a permanently restricted asset, and the fund is stable at \$17,000

Membership Numbers: Total membership was down 3.7% from the previous year, but this did not have a significant financial impact because the Society had budgeted for a 5% loss. The loss was most significant in chapter primary members and some in families, while At-Large primary membership stayed pretty steady. Membership dues are still our primary income source even though it is declining, and the NRHS will need to address how we continue to build additional sources of revenue in the future.

Chapters - Added 3 chapters in 2010

Seven Railroads
George L. Carter
Chiloquin

Dropped 4 chapters in 2011

Southern Indiana
Shenango-Pymatuning
Hawaii
Hawk Mountain

163 chartered chapters (2 not functioning) at the end of 2010. One is inactive and one has asked to be suspended.

Other Programs:

- Film library in Phillipsburg, NJ
 - Added Union Pacific film *Northwest Empire*
 - Minor acquisitions

- No restorations completed
- Print library
 - Three Rivers, MA
 - Reference materials at F&F
 - Developing options for the future
- RailCamp
 - One teen session at Steamtown only
 - No Nevada Northern or Adult RailCamp
- 2010 Convention - Scranton, PA
 - All events operated
 - Continued support for 2011 and 2012
 - National support being reorganized – ongoing process
- Grants
 - 2010 awarded 10 grants, three to chapters and \$30k awarded
 - Through 2010, 186 grants awarded, \$460,000, 82 to NRHS Chapters and 104 to outside organizations
 - 14 grants for 2011, 3 to chapters, \$38,500 awarded
- Current issues in 2011
 - Implement new governance system
 - Build revenue sources since we can't rely as much on membership dues; have to build investments, convention income and donations.
 - Program services expansion – set up film preservation, launch new web based products, prepare to expand grants and RailCamp
- 2012 and beyond issues
 - Expand film preservation efforts
 - RailCamp additional venues
 - Additional web products
 - Prepare for online renewals - chapter
 - Broaden fundraising
- Longer term issues
 - Expand programs
 - Diversity products – selling to narrow segment to rail community, we service a fraction of market that is out there

- Need more income sources
- Fix the NRHS brand image

Election of Directors

John Fiorilla, NRHS General Counsel, introduced a resolution for the membership to empower the Board of Directors to continue to conduct business in accordance with the NRHS By Laws, enacted July 8, 2005. See Attachment 2. John Fiorilla moved and Joe Maloney seconded a motion to adopt the resolution. After discussion, the motion passed.

President Molloy presented the list of national directors nominated by the respective chapters or at-large directors nominated by the President. This list shows the nominees for the Board of Directors for the term starting who will begin their duties on October 1, 2011, before the Fall 2011 Board of Directors' meeting in Wilmington, DE.

Alabama Gulf	Frank J. McKeough
Alexander	Ted J. Smith
Arizona	Richard J. Barton
Arkansas-Boston Mountains	Charles Girard
Asheville	Edward A. Klinger
Atlanta	Larry S. Dyer
At-Large National Director	Jack Hilborn
At-Large National Director	Jeffrey Smith
At-Large National Director	William Chapman
At-Large National Director	William Gill
At-Large National Director	Don Winter
Augusta	Vacant
Baltimore	Kenneth A. Maylath
Bergen-Rockland	Donald W. Winters
Blackhawk	Robert J. Murray, Jr.
Blue Ridge	Clyde E. Guthrow, Jr.

Bluebonnet	Michael C. Wikman
Bluewater Michigan	Neil E. Baerman
Boston	Edward T. Levay, Jr.
British Columbia	Barrie W. Sanford
Bucktail	Michael H. Bauer, Jr.
Cape Cod	Jeffrey D. Foster
Cape Fear Railroaders	Richard E. Johnson
Carolina Clinchfield	W. Yancey Ellis
Central Coast	Edward F. Graham
Central Florida	Charles Wm. Ansell
Central New York	Ronald L. Vile
Central Oklahoma	John D. Ansell
Central Pennsylvania	Mark R. Irvin
Central Texas	Carl E. Olsen, Jr.
Champlain Valley	William H. Sander
Charleston	Arthur E. Giardino
Chicago	Roy C. Jackson
Chicago & Illinois Midland	William H. Shannon
Chiloquin	John C. Black
Cincinnati	William Scott Andes
Collis P. Huntington	Donald R. Maxwell
Colorado Midland	Mel McFarland
Columbia River	John D. Holloway
Conneaut	Vacant
Connecticut Eastern	Raymond A. Axelrod
Connecticut Valley	William E. Wood

Cornell	James Torgeson
Cotton Belt	Steve Rankin
Cumberland Valley	Barry O. Smith
Danville Junction	Richard M. Schroeder
Delaware Valley	Leon B. Duminiak
Delmarva	Charles A. Russell
East Carolina	Vacant
East Tennessee	M. Paul Hopkins
Florida East Coast	Vacant
Fort Lauderdale	Ronald L. Diedrich
George L. Carter	Jim Pahr
Grand Canyon	James Wurgler
Great Plains	H. Charles Furst
Greensboro	Robert F. Mays, Jr.
Greenville	Lester T. Collins
Gulf Coast	William T. Baxter
Gulf Curve	Harla Lazur
Gulf Wind	Lee Bishop
Hagerstown	Douglas R. White
Harrisburg	Mark R. Irvin
Heart Of Dixie	Martin P. Owen
Hoosierland	Roland Street
Horseshoe Curve	M. Richard Charlesworth
Indianapolis	Thomas M. Johnson, Sr.
Inland Empire	John P. Simanton
Intermountain	Thomas R. Moss

Iowa	Charles B. Buell
Japan	Yoshitaka Matsuo
Jersey Central	Mitchell E. Dakelman
Kansas City	John De Roo
Kentucky Central	Wesley F. Ross
Lackawanna & Wyoming Valley	Timothy E. O'Malley
Lake Shore	Ray Grabowski, Jr.
Lancaster	Harold L. Shaak, Jr.
Leatherstocking	Mark W. Lazur
Lehigh Valley	Richard Habermann
Long Island - Sunrise Trail/NRHS	Benjamin T. Young, Jr.
Louisville	Alan Marshall McCutchen
Marble Valley	Vacant
Memphis	William B. Strong
Memphis & Charleston Railroad	Daniel Briggs
Miami	S. J. Boldrick
Midwest	William D. Kovacs
Mississippi Great Southern	Vacant
Mohawk & Hudson	John M. Hart
Nashville	De Loy Nelms
Nebraska Railroad Museum	George William Blessing
New Orleans	Peter J. Messina
New York	Mia Mather
Niagara Frontier	Rebecca A. Gerstung
North Alabama	G. Patrick Molloy
North Florida	Marjorie Williams Fiorilla

North Jersey	Mitchell E. Dakelman
North Texas	Claude R. Doane
North Western Illinois	Ronald L. Lundstrom
Northstar	William W. Dredge
Old Dominion	Sanford C. Williamson
Old North State	Ken Faircloth
Old Pueblo	Robert D. Brubaker
Old Smoky	Robert Freeman
Overland	Richard M. Billings
Owensboro Chapter	B. J. Stigall
Ozarks	James Pekarek
Pacific Northwest	Edward M. Berntsen
Paducah	William R. Johnston
Perryville	Patrick E. Stetina
Philadelphia	Robert L. Eastwood, Jr.
Piedmont Carolinas	Richard B. Shulby
Pittsburgh	Donald F. Walter, Jr.
Pocahontas	Daniel J. Mulhearn
Pocono Mountains	Howard C. Dickinson, III
Potomac	Richard C. Davidson, Jr.
Pottstown & Reading	John D. Sweigart
Promontory	Howard E. Freed
Queen And Crescent	Matthew S. Nussbaum
Rappahannock	Robert S. Mesite
Raritan River	Kenneth W. Durr
Red River Valley	Duane D. Durr

Rio Grande	Charles B. Howard
Rivanna	Gerard R. Deily
Roanoke	Carl S. Jensen
Robert R. Young	Jere A. Wendt
Rochester	John R. Stewart
Saint Louis	Al Weber
Samuel Spencer	Paul E. Hess
Scioto Valley	Rev. O. Franklin Johnson
Seven Railroads	Bob McCormick
Shenandoah Valley	Vacant
Southeast Louisiana	David E. Brighters
Southern Oregon	John M. Powell
Suncoast	William H. Frantz
Susquehanna Valley	Donald A. Jilson
Tacoma	Vacant
Tampa Bay	Dave Byers
Tennessee Valley	Louis J. Miller, III
Texas Eagle	Harold B. Owens
Tidewater	Richard B. Boushell, Jr.
Topeka	Charles H. Martin
Tri-State	Ann Miller
Twin Forks	Richard K. Gorddard
Ulster & Delaware	Donald F. Bishop, II
United Kingdom	Ronald W. Keevil
Utica & Mohawk Valley	Mark W. Lazur
Washington DC	Ralph R. Bitzer

Watauga Valley	Robert W. Yapple
West Jersey	Frederick Ciocciola
West Michigan	James A. Lindholm
Western Colorado	Dick Helmke
Western Connecticut	Tony White
Western Kentucky	Wallace H. Henderson
Western Maryland	Thomas A. Biery
Western Montana	E. MacDougall Palmer
White Oak	Duane Justus
White River Junction	Vacant
Wichita	J. Harvey Koehn
Wilmington	E. Steven Barry
Winchester	Berton A. Robinson
Winston-Salem	Jack B. Salt
Wisconsin	Robert E. Joyce
Yadkin Valley	Thomas L. Caudill
Yaquina Pacific	Robert Topham
Yazoo & Mississippi Valley	Eugenia G. Nussbaum

The following chapters did not nominate a member to serve on the Board of Directors.

- Augusta
- Conneaut
- East Carolina
- Florida East Coast
- Marble Valley
- Mississippi Great Southern
- Shenandoah Valley
- Tacoma
- White River Junction

Art Giardino moved and Jim Pahriss seconded a motion that this amended list of nominees be approved as national directors for the term beginning in October, 2010. Motion carried.

New Business

New By-Laws: President Molloy introduced new Bylaws for the national organization. The revised By Laws are needed for modernization. The By Laws were passed by the Board of Directors the previous January and were brought to the membership for the final step of the approval process. All members in good standing were notified of this approval vote and given the opportunity to participate by proxy. All members in good standing received a summary of the proposed Bylaws and the opportunity to access the complete text prior to submitting a proxy or voting. Secretary Maloney reported that NRHS received 3132 proxies in favor of the new By Laws, and 180 proxies against them. President Molloy recognized the members of the By Laws Committee for their hard work. Steve Siegerist moved and John Fiorilla seconded a motion to approve the proposed By Laws as presented. Motion carried. The new By Laws are posted on www.nrhs.com.

Questions/Initiatives

The 2012 convention will be held in Cedar Rapids, Iowa in June 2012. NRHS is investigating options for national conventions for 2013 and beyond, but there were not yet firm arrangements in place for those future conventions.

Benediction

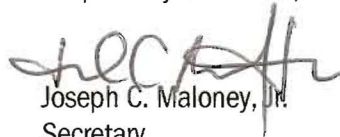
Bary Smith provided the benediction.

Adjournment

Duane Durr moved and Rick Davidson seconded a motion to adjourn. Motion carried.

The meeting adjourned at 3:18 PM, PDT.

Respectfully submitted,



Joseph C. Maloney, Jr.
Secretary
National Railway Historical Society

2 Attachments

1. 2010 Annual Report Presentation Charts
2. Membership Meeting Election Resolution