

Meeting Minutes NRHS Board of Directors Embassy Suites, Claymont, DE Saturday, October 20, 2012

Pursuant of notice, the Board of Directors of the National Railway Historical Society, Inc. met at the Crowne Plaza Hotel in Claymont, DE, Saturday, October 20, 2012.

Call to Order

President Gregory Molloy called the meeting to order at 9:02 a.m. EDT on Saturday, October 20, 2012.

Welcome

General Counsel John Fiorilla welcomed the Directors to this meeting, and discussed the results of the 2012 NRHS election. John reported that two seats remain unfilled, and that he had contacted everyone who received a write-in vote for the affected seats. About half the affected members did not answer the letters or emails, and all but two people had declined the opportunity to serve on the Board. John is looking into the two members' qualifications, and will report at the January 2013 meeting.

Joe Maloney reported that NRHS had disbanded the Interim Electoral Committee, and presented the various lessons the committee learned from the election. Some are administrative in nature; others require adjustments to Bylaws language.

Roll Call

Secretary Joe Maloney explained the process for taking attendance at the meeting. The Board attendance for this meeting was as follows:

Name	Office	Term of Office	Present	Absent with Excuse
Greg Molloy	President	2012 - 2014	Yes	
Barry Smith	Vice President	2012 - 2014	No	Yes
David Flinn	Global Director	2012 - 2014	Yes	
E. Steven Barry	Global Director	2012 - 2014	No	Yes
Walter Zullig	Global Director	2012 - 2016	Yes	
Robert Ernst	Global Director	2012 - 2016	Yes	
Bill Bain	Global Director	2012 - 2016	Yes	
Mia Mather	District 1	2012 - 2014	Yes	
William Wood	District 1	2012 - 2016	Yes	
Harold Shaak	District 2	2012 - 2014	Yes	
Mark Eyer	District 2	2012 - 2016	Yes	
Joe Maloney	District 3	2012 - 2014	Yes	
Bob Bitzer	District 3	2012 - 2016	Yes	
Vacant	District 4	2012 - 2014	N/A	N/A
Larry Dyer	District 4	2012 - 2016	Yes	
Don Maxwell	District 5	2012 - 2014	Yes	
Wesley Ross	District 5	2012 - 2016	Yes	
Al Weber	District 6	2012 - 2014	Yes	
Duane Durr	District 6	2012 - 2016	No	Yes



Claude Doane	District 7	2012 - 2014	Yes	
Vacant	District 7	2012 - 2016	N/A	N/A
Jeff Smith	District A	2012 - 2014	Yes	
James Phillips	District A	2012 - 2016	Yes	
Robert Neman	District B	2012 - 2014	Yes	
Philip McMeins	District B	2012 - 2016	No	Yes

There was a quorum present in order to conduct business. Appendix A lists the guests present at this meeting.

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. John Fiorilla explained the NRHS agreements of confidentiality, conflicts of interest and volunteer reporting. No one reported any conflict of interest at this meeting.

Introductions

Greg Molloy asked each Board member to introduce themselves. Subsequently, Greg Molloy introduced Kristen Olszewski who, in turn, introduced representatives from Femley & Femley who briefly explained their relationship with NRHS and its operational control. Dennis Springer is Director of Operations, Vicki Scott is Director of Client Services, and Trudie Bruner is Chief Operating Officer.

Appointments

Greg Molloy nominated Joe Maloney as Secretary and Bob Bitzer as Treasurer, both four-year terms. Bill Bain seconded the motion. Claude Doane questioned whether Messrs. Maloney and Bitzer could serve in those offices when they are now directors on the Board, per Article IX, Section 3 of the Bylaws. Greg Molloy pointed out that several words had been inadvertently omitted from the Bylaws, and it was not the intent of the Bylaws Committee to prohibit the Secretary and Treasurer from running for seats on the Board. After much discussion, Mr. Maloney withdrew from further consideration as NRHS Secretary, and Greg Molloy asked if there were any other nominations for Secretary. Seeing none, he subsequently appointed Joe Maloney as Acting NRHS Secretary. Subsequently, Mr. Bitzer withdrew from consideration as NRHS Treasurer, and Greg Molloy asked if there were any other nominations for NRHS Treasurer. Claude Doane nominated Steve Siegerist, and Al Weber seconded the motion. After discussion, Bill Bain moved and Larry Dyer seconded a motion to defer the matter of selecting permanent secretary and treasurer. After discussion, the vote on this motion was 8 for, 8 against, so the motion failed. After further discussion about the NRHS Treasurer nomination, Wes Ross moved and Don Maxwell seconded a motion to suspend the sections of the Bylaws to allow for various interpretations that now exist. After discussion, the vote on this resolution was 11 for, 7 against, so the resolution passed. Greg Molloy then appointed Bob Bitzer as Acting NRHS Treasurer. The Board discussed the procedures required to correct the error in the Bylaws document, and Greg Molloy asked John Fiorilla to convene a new Bylaws Committee to draft proposals in time to be considered for action at the Winter 2013 meeting.

Approval of Summer 2012 Minutes

Acting Secretary Joe Maloney advised that he had received one set of comments to the draft Summer 2012 BOD Meeting Minutes from Al Weber. On page 1, Al Weber served as the Alternate Director for the Central Florida Chapter. Throughout the document, Al Weber suggested using first and last names only without various titles. On page 5, Al Weber suggested changing the word "audited" to "unaudited" to describe state of the 2011 audit. Joe Maloney countered that the word



"unaudited" was misleading, and a better term would be "soon-to-be-completed" to which Al Weber concurred. Joe Maloney moved and Wes Ross seconded a motion to accept the minutes as amended. The motion carried.

Interactions with the Advisory Council

President Molloy announced that the Bylaws require that the president designate at least three Board members to attend today's Advisory Council meeting. Since most Board members said they would be attending that meeting, Greg Molloy appointed Mia Mather, Walter Zullig and Al Weber as the official delegation to attend that meeting. Greg Molloy moved and Claude Doane seconded a motion for the Board to designate those three Board members to attend the Advisory Council meeting. The motion carried.

Greg Molloy announced that Scott Andes, Cincinnati Chapter National Representative, will chair the Advisory Council meeting since Barry Smith is not in attendance due to excused absence. He likewise pointed out that the Bylaws do not address how the Advisory Council meeting should be conducted when the NRHS Vice President is absent.

President's Report

Greg Molloy pointed out a commercial handout that addresses how members of a board of directors are expected to conduct themselves. Greg announced five personal expectations on how a board should function, as follows:

- 1. Recognize your fiduciary responsibility and loyalty to NRHS.
 - a. Adhere to COI and confidentiality
 - b. Act as representatives of those who elected us NRHS members
- 2. Be open and honest in dealing with the full board.
 - a. Respect confidentiality and create an atmosphere where we can talk to one another, sometimes in Executive Session not operating in secret before proposals can be formulated. Ideas have to be worked on prior to meetings.
 - b. Be conscious about not surprising each other on issues that no one has had a chance to digest beforehand.
- 3. Focus on policy and business direction not administrative details. It is not the Board of Directors' function to administer the society or to review in detail the work of individuals.
- 4. Be active in implementing solutions not just telling others do the job.
- 5. Fundraising non profits survive on money. Greg charged the Board members to each raise about \$5k a year to secure short term financial stability for NRHS.

Insurance Report

John Fiorilla introduced Brandon Grizzel from New Castle Insurance who provides NRHS with Directors & Officers (D&O) insurance, as well as coverage for RailCamp, conventions and general liability. Mr. Grizzel explained the details of D&O insurance coverage with \$1,000,000 with \$1000 retention per occurrence, and offered chapters the opportunity to obtain similar insurance under a master policy at the reduced annual rate of \$450 per participating chapter. See Attachment 1 for details.

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Executive Session

Greg Molloy moved and Walter Zullig seconded a motion for the Board to move into an Executive Session, with Brandon Grizzel remaining for discussions on insurance matters and John Fiorilla, General Council remaining for the entire session. After a brief discussion, the motion passed, and the Board went into closed Executive Session.

The Executive Session convened at 11:00 a.m. EDT and involved sensitive Board of Directors' discussions concerning recent insurance matters, RailCamp, personnel and financial issues. Brandon Grizzel departed the Executive Session once the Board concluded discussions on insurance matters. At mid-day, Wes Ross moved and Al Weber seconded a motion to recess the Executive Session until 15 minutes after the Advisory Council meeting concluded. The motion carried by consensus and the Board recessed at 12:29 p.m. EDT.

The Executive Session reconvened at 4:02 p.m. EDT to continue the remaining sensitive discussions. After considerable discussions, Joe Maloney moved and Larry Dyer seconded a motion to adjourn the Executive Session, and recess the Board of Directors' meeting until 8:30 a.m. EDT Sunday. The motion carried and the Board adjourned and recessed for the day at 5:55 p.m. EDT.

Meeting Minutes NRHS Board of Directors Embassy Suites, Claymont, DE Sunday, October 21, 2012

Pursuant of notice, the Board of Directors of the National Railway Historical Society, Inc. met at the Crowne Plaza Hotel in Claymont, DE, Sunday, October 21, 2012.

President's Report (Continued)

Greg Molloy reported that NRHS will distribute the Strategic Plan presentation from yesterday's executive session electronically to the full Board of Directors.

Presidential Appointments

Greg Molloy moved to appoint John Fiorilla as General Counsel. Walter Zullig seconded the motion. There was no discussion and the motion carried.

NRHS Policies

Current NRHS policies are listed in the following table.

TITLE	DATE OF ISSUE
NRHS Convention Policy	July 4, 2003
Confidentiality	May 13, 2008
Conflict of Interest	January 30, 2011
Investment and Funds Policy	January 10, 2010
RailCamp Admissions Policy	September 21, 2006
Railway Heritage Grants Policy	January 10, 2010
Travel and Reimbursement Policy	October 25, 2009
Volunteer Reporting Policy	June 25, 2010

John Fiorilla outlined the work currently underway to update and develop NRHS policies, as shown below.

TITLE	PURPOSE	ACTION OFFICER
Records Retention	Identify how long to retain various types of records. Needed for	Joe Maloney
	compliance with GAAP and Maryland Law.	
Gift Acceptance	Identify controls over what gifts to accept and control donor limits	John Fiorilla
	over disposition of gifts	
Personal Conduct	Identify various behavior and conduct which NRHS will not tolerate	John Fiorilla
	from officers, directors and staff	
Conventions	Complete rewrite of 2003 document to define why conventions are	Bob Bitzer
	held and how they will be conducted and controlled.	
Conflict of Interest	Revise to match current Bylaws requirements	John Fiorilla
Confidentiality	Revise to match current Bylaws requirements	John Fiorilla

The drafts of several policies should be ready for Board review at the Winter 2013 meeting.

Al Weber advised that the Investment Policy needs updating, and Greg Molloy directed the Investment Committee to develop a draft revision in time for the Winter 2013 meeting.

John Fiorilla advised the revised policies on Confidentiality, Conflict of Interest, and Volunteer Reporting may need to be deferred until the Bylaws changes are complete.

Greg Molloy advised that the draft revision of the Railway Heritage Preservation Grants policy might be ready for Board action at the Spring 2013 meeting. He also indicated that he will review the Travel and Reimbursement Policy, and asked the Board to provide any comments. He likewise asked Walter Zullig, NRHS Inspector General, to review the Volunteer Reporting Policy for any necessary updating.

Greg Molloy asked John Fiorilla to develop a policy on Personal Conduct. He asked the Board to provide any examples of such policies from other non-profit organizations to John Fiorilla to use as a guide for the NRHS policy.

Greg Molloy pointed out that the Bylaws, Article VII, Section 16, requires the Board of Directors to develop a policy on how people may interact with the Board of Directors. Bill Bain agreed to develop a draft document for the Board to consider and discuss at the Winter 2013 meeting.

Executive Committee

The Bylaws require the President nominate 5 members of the Board of Directors who will be empowered to act for the Board on specific business items that require interim approval between board meetings and act on items if delegated by the Board.

The Chair moved to nominate Larry Dyer, Walter Zullig, Bob Ernst, Mia Mather and Jim Phillips to serve as Executive Committee for a two year term. Joe Maloney seconded the motion. There was no discussion and no other nominations; the motion carried.

Staff Appointments

Greg Molloy advised that there are a number of vacant positions. Greg appointed various volunteers as follows:

- Assistant Secretary Bob Ernst
- Comptroller Bob Heavenrich
- Chapter Development Director Don Maxwell
- NRHS News Editor Charles Williams
- NRHS Telegraph Editor Bob Ernst
- Emblem Sales Director Dave Baniewicz
- Internet Services Director Jim Lilly
- Media Services Director To Be Determined until Greg Molloy talks to Mitch Dakelman
- Membership Awards Director

 Joe Maloney
- Assistant Membership Awards Director Rick Davidson
- Membership Development Director Don Maxwell
- Director of Public Relations Elrond Lawrence
- Membership Records Director Bob Ernst (Note to Board Bob is moving into position with primary contact with Fernley and Fernley, and will be monitoring management@nrhs.com)
- Operation Lifesaver Director Wes Ross



- Bulletin Editor Jeff Smith
- Alco Historic Photos Committee Co-Chairs Ed Fernau and Walter Zullig
- Bylaws Committee Chair John Fiorilla (Note to Board Greg asked John to designate committee to start work on needed Bylaws corrections, changes and updates. Committee members do not have to all be Board members.
 Formal approval may be handled by Executive Committee)
- Finance Committee Bob Bitzer and Bob Heavenrich
- Historic Plaque Committee Chair Walter Zullig (Note to Board Kenton Forest has been ill. Walter Zullig has been communicating with him)
- Investment Committee Chair- Claude Doane
- Investment Committee Members Bob Bitzer, John Fiorilla, Steve Siegerist, Al Weber
- Railway Heritage Grants Chair Nathaniel Guest
- Railway Heritage Grants Committee Don Bishop, Robert Komreich, Kurt Bell, Mia Mather, Neil Norkaitis and Carl Olsen
- Membership Discount List Director- Wes Ross

Reports of Service Directors and Committee Chairs

- Heritage Grants Nathaniel not in attendance some interim policy changes are needed for the 2013 program
 and will be included in New Business. The Board has confirmed the 2013 Grants Budget; the 2013 application is
 in draft and should be posted on the website next week. All 2012 Grants have been distributed.
- Historic Plaques Walter Zullig reported that work is underway for a NRHS plaque to commemorate the 100th anniversary of Grand Central Terminal in New York City. The language is being determined with MetroNorth and the Metropolitan Transportation Authority. The plaque will be manufactured in time to unveil on Feb 1, 2013. The NRHS plaque for Tampa Union Station was unveiled in May 2012.
- Membership Awards Joe Maloney announced he had presented a 75-year certificate to Ed Francis since membership awards pins end at 70 years. There will be a lot of pins to be distributed in 2013.
- Library Greg Molloy reported that NRHS had budgeted \$20k to catalog the NRHS collection so we would have a
 complete and useable system. That action was deferred due to other financial concerns. NRHS has the money
 and it is restricted for this purpose, but did not have a large enough cash cushion to feel comfortable spending
 these funds at this time. The print library remains in retrievable secure storage at National Library
 Relocations in Three Rivers, MA.
- Website Jeff Smith included in the National Activities Report. See Attachment 2.
- Membership Discount Wes Ross reported that the list for 2013 appeared in the NRHS News. He has not
 received not much feedback, and reported an annual budget of under \$1000. Don Maxwell moved and Al Weber
 seconded a resolution to continue membership discount list. After discussion, the motion carried.

Convention Reports

- Tacoma, WA (June 2011) Ed Berntsen handed out a report on the close out of the Cascade Rails 2011. See
 Attachment 3. Since the Board did not have the opportunity to review the report beforehand, Board action on this
 report will be deferred until the Winter 2013 meeting. Board members requested Greg Molloy obtain a complete
 financial report.
- Cedar Rapids, IA (June 2012) Bart Jennings, the convention chair, was unable to attend this meeting, but
 provided a written report that was included in the Directors' reading materials distributed before this meeting. See
 Attachment 4. Some financial reports are still being tweaked, but the summary shows that the convention lost
 more than \$30K, mostly due to the high fixed costs associated with moving the needed equipment to Cedar



Rapids from elsewhere in the Midwest. Joe Maloney moved and Walter Zullig seconded a motion to accept this report to close out the convention. After discussion, Bill Bain moved and Don Maxwell seconded a motion to defer this action until the Winter 2013 meeting when all the financial actions will be completed. After discussion, the motion to defer accepting the final report carried.

- Anchorage, Alaska (September 18–22, 2013) Greg Molloy presented a status report on the 2013 convention in Anchorage, AK, September 18–22, 2013. Several pre-convention activities would take place in the Fairbanks, AK area, September 13–15, 2013, with a subsequent two-day inbound train trip from Fairbanks to Anchorage, AK, September 16–17, 2013, overnighting at Denali Park, AK. There is a core team working on finalizing various arrangements in Alaska, including Bart Jennings, Bud Thompson and Daniel Osborne. The ticket sales could start in early-November 2012. Open details involve catering meals aboard trains. All but one hotel is contracted. Local transportation is under contract. On the weekend of September 6–8, 2013, the White Pass & Yukon Railroad will run steam trains, and there will be further information about those operations, but those operations will not be part of the NRHS convention. The Westmark-Fairbanks will be the primary hotel in Fairbanks, AK; the Hilton-Anchorage will be the primary hotel in Anchorage, AK. The Bylaws require the Advisory Council to meet in conjunction with the annual convention, and there is time set aside on September 18, 2013 for that meeting. The Board will discuss future Board of Directors' meetings for 2013 in New Business.
- 2014 and beyond President Molloy advised that we have nothing to formally propose now, but NRHS is
 investigating several ideas for future conventions. Greg advised that we need to seriously discuss the future and
 feasibility of continuing NRHS conventions since it is becoming harder to find venues, as well as anyone who is
 willing to undertake the work needed to conduct a convention.

NRHS Conferences

- Winter 2013 (January 12-13, 2013) Secretary Maloney reported that the NRHS Winter 2013 Board of Directors' meeting will be held in Williamsburg, VA at the Williamsburg Lodge and Conference Center, January 12-13, 2013 (See Attachment 5), and is posted on the website at www.nrhs.com. Meetings will start at 9:00 a.m. on Saturday, and 8:30 a.m. on Sunday. Room rate is \$115 per night, and reservations must be made before Friday, <a href="Periodic Received Contents of Periodic Received Conten
- Spring 2013 (April 4-7, 2013) Don Maxwell reported that Collis P. Huntington Chapter and Cincinnati Chapter are partnering on the Spring 2013 Conference in Cincinnati.
- Summer 2013 Greg Molloy asked for a consensus about whether to schedule the Summer 2013 Board
 meeting during the July August 2013 timeframe instead of holding it during the convention. After discussion,
 the consensus was to attempt to hold the summer meeting separate from the convention. Wes Ross moved and
 Joe Maloney seconded a motion to schedule the Summer 2013 Board of Directors' meeting during the window of
 late June through early August After more discussion, the motion carried.
- Fall 2013 and beyond Bob Bitzer continues to look for sponsors for the Fall 2013 conference and beyond, and indicated that several chapters have expressed some interest in hosting conferences during 2013 2014. Please contact Bob at gopullman@prodigy.net to volunteer to host a NRHS conference.

2013 Dues Processing

All 2013 dues invoices have been mailed. The processing schedule is out and most members have received their invoices. The error on the chapter donation line was discussed with the Advisory Council, and NRHS did the required follow-up

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mailing to explain to the members how to handle chapter donations. The correction letter was printed and mailed at no cost to NRHS.

Unfinished Business

Executive Committee

Greg Molloy reported that the Executive Committee met once since the last Board of Directors' meeting via email to approve the site and dates for the Winter 2013 Conference.

Executive Director Study Committee Report

The study committee's interim report was handed out at this meeting and the committee of the previous Board of Directors will have their completed report for the Winter 2013 meeting. Board action on this report will be deferred until the Winter 2013 meeting.

Budget Proposal - FY 2012 - FY 2014

Greg Molloy reported that NRHS does not have a complete budget proposal to review, but does have the previously approved 3 year budget to continue with society programs. Board action on the three year budget will be deferred until the Winter 2013 meeting.

Vacant Board Seats

Greg Molloy discussed the two open Board seats. Two individuals who received write-in votes for the vacant District 4 seat have indicated to John Fiorilla that they are willing to serve. John has distributed the candidate materials to both individuals. Board action on this report will be deferred until the Winter 2013 meeting.

New Business

Audit Report

William Wood moved and Wes Ross seconded a motion that NRHS accept the final 2011 audit report from Padden, Guerrini & Associates. See Attachment 6. After discussion, the motion carried. Bob Bitzer agreed to write a cover letter with an executive summary to the membership for the audit report.

Withdrawal of Charters of the Marble Valley, Robert R. Young and Pittsburgh Chapters

Joe Maloney reported that the Marble Valley and Robert R. Young Chapters no longer have sufficient membership to continue as chapters. The Secretary contacted both chapters, requesting them to return their charters. Pittsburgh Chapter recently wrote to NRHS advising that they are going out of business on December 31, 2012. The affected members who have paid their dues have been converted to At-Large membership. Joe Maloney moved and Bob Ernst seconded a motion to withdraw the charters of the Marble Valley, Robert R. Young and Pittsburgh Chapters. After discussion, the motion carried.

Language Adjustments to the Railway Heritage Grants Policy

Greg Molloy discussed conversations he had with Mia Mather from the Grants Committee to change some current wording in the current policy. The first change would give the Grants Committee authority to grant exceptions to the



requirement that a recipient be a 501(c)(3) non-profit organization, such as a park or municipality. The second change would give the committee authority to move the upper limit on a grant for a project of exceptional merit up to \$10k. The third change would administratively tighten up the standards on matching funds, especially when tallying direct labor costs. Greg Molloy moved and Mia Mather seconded a motion that the Board approve the three policy changes. After discussion, the motion carried. Greg Molloy also advised that the grants winners for 2013 would be announced around July 1, 2013.

Grants Budget

Greg Molloy discussed the Grants Program funding needs for 2013 had been projected to be \$75K, but because of fiscal constraints, the committee is recommending the budget for 2013 be set at \$50K. Greg Molloy moved and William Wood seconded a motion to set the Railway Heritage Grants Program 2013 budget at \$50K. After discussion, the motion carried.

Adjournment Greg Molloy moved and Joe Maloney seconded a motion to adjourn. The motion carried. The meeting adjourned at 11:25 a.m. EDT.

Respectfully Submitted:

JOSEPH C. MALONEY, JR.

Secretary

14 January 2013

Attachments:

- 1. New Castle Insurance Proposal
- 2. National Activities Report
- 3. 2011 Convention Report
- 4. 2012 Convention Report
- 5. Winter 2013 Meeting Flyer
- 6. 2011 Audit Report



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Appendix A

National Staff, Service Directors, Members and Guests Present for the October 20 - 21, 2012 NRHS Board of Directors' Meeting

Tony White Western Connecticut Chapter National Representative Roberta Ballard Western Connecticut Chapter Chapter Secretary

David Baniewicz Chicago Chapter Director, Emblem Sales

John Fiorilla Tri-State Chapter NRHS General Counsel

John H. GoodmanNorthstar ChapterMemberBrandon GrizzelNew Castle InsuranceGuest

Kristen Olszewski At-Large Femley & Femley Manager

Dennis Springer At-Large Femley & Femley

Vicki ScottFemley & FemleyGuestTrudie BrunerFemley & FemleyGuest

Don Bishop **Ulster & Delaware Chapter** National Representative John Simanton **Inland Empire Chapter** National Representative Sam Williamson **Old Dominion Chapter** National Representative Patrick Molloy North Alabama Chapter National Representative Bill Dredge Northstar Chapter National Representative Helen Shaak **Lancaster Chapter** National Representative Jon Baake Washington DC Chapter National Representative

Steve Siegerist Saint Louis Chapter Member

Ed Graham Central Coast Chapter National Representative

Al Howe Saint Louis Chapter Alternate National Representative
Ed Berntsen Tacoma Chapter Alternate National Representative

Del Kittendorf Atlanta Chapter National Representative
Grace Wood Connecticut Valley Chapter National Representative
Robert Murray Blackhawk Chapter National Representative
Marjorie Fiorilla North Florida Chapter National Representative
Robert Freeman Old Smoky Chapter National Representative