

**Meeting Minutes
NRHS Board of Directors
Cincinnati Marriott North Hotel, West Chester, OH
Saturday, April 6, 2013**

Pursuant to notice, the Board of Directors of the National Railway Historical Society, Inc. met at the Cincinnati Marriott North Hotel, Saturday, April 6, 2013.

Call to Order

President Gregory Molloy called the meeting to order at 11:00 a.m. EDT on Saturday, April 6, 2013.

Welcome and Roll Call

Messrs. Don Maxwell and W. Scott Andes, representing the C. P. Huntington Chapter and Cincinnati Chapter, who jointly sponsored the Spring 2013 NRHS Conference, welcomed the Directors to this meeting. Secretary Joe Maloney provided various administrative details to the Board. Mr. 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 | 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 | No | Yes |
| Harold Shaak | District 2 | 2012 - 2014 | No | Yes |
| Mark Eyer | District 2 | 2012 - 2016 | Yes | |
| Joe Maloney | District 3 | 2012 - 2014 | Yes | |
| Bob Bitzer | District 3 | 2012 - 2016 | Yes | |
| Sam Williamson | District 4 | 2012 - 2014 | Yes | |
| Lary 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 | 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 | Yes | |

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

Confidentiality, Conflict of Interest and Volunteer Reporting Agreements

Secretary Maloney announced that he had several 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.

Adjust Agenda

Secretary Maloney reviewed the agenda (Attachment 1) and asked for unanimous consent to insert agenda item 5b, Election of Vacant District 4 Director Board Seat, at this point. President Molloy likewise requested unanimous consent to defer item 7d, Convention Reports for 2014 and beyond, until after the Executive Session. The Board agreed to both requests.

District 4 Board Member Election

Secretary Maloney reported that Sam Williamson had agreed to serve on the Board of Directors in the vacant seat from District 4. Mr. Williamson's biographical sheet is attached (Attachment 2). Mr. Durr moved and Mr. Ross seconded a motion to seat Mr. Williamson as a District 4 Director. After discussion, the Board voted on the motion. The motion passed.

Board Member Absences

Secretary Maloney reported that William Wood, Barry Smith and Harold Shaak were not in attendance, all due to health reasons. The reasons for absences are considered valid and those Board members were excused from this meeting.

Approval of Winter 2013 Minutes

Secretary Joe Maloney received a comment about two errors in the draft Winter 2013 BOD Meeting Minutes. On pages 3 and 4, replace the word "Council" with "Counsel" to describe John Fiorilla's title with NRHS. Walter Zullig moved and Bill Bain seconded a motion to accept the minutes as amended. The motion carried.

Appointments

President Molloy announced that Don Maxwell will chair the 2013 RailCamp East in Scranton, PA, and Bill Chapman will chair the 2013 RailCamp Northwest in Tacoma, WA. Greg Molloy also advised that Charles Williams had agreed to continue as editor of *NRHS News*, and that he needed help with proofreading and follow-up work.

President's Report

President Molloy advised that John Fiorilla has revised the Bylaws, copies of which were handed out with the latest revisions to the Board. The changes reflect the board vote from the Winter 2013 meeting. The changes to the Bylaws are now in effect, and will be subject to ratification at the 2013 Annual Meeting.

The Society business has moved forward a great deal since the January meeting. The Executive Committee met once via email, to approve the Summer 2013 Conference in Bloomington, MN. The hotel contracts have been signed and the conference is now scheduled for June 27-30, 2013.

The annual audit meeting took place in late March. 2012 year-end adjustments were made in February during the pre-audit work session. PGA is now working on the audit, but there is no firm completion date for this work.

Strategic planning effort work continues.

Reports of National Officers, Service Directors, and Committee Chairs

Secretary – Joe Maloney reported that most of the work has been routine. NRHS has sent two letters to NRHS student members congratulating them on becoming Eagle Scouts in the Boy Scouts of America.

District 3 Directors – Joe Maloney and Bob Bitzer have sent letters to each chapter to introduce themselves and offer a personal visit.

Membership Awards – Joe Maloney reported that distribution of individual pins and chapter anniversary certificates is complete. The report is attached (Attachment 3). Ten chapters are celebrating anniversaries in 2013. Report posted to website.

Treasurer – Bob Bitzer reported that he had participated in the audit meetings with PGA, and had several discussions with the Finance committee.

NRHS Bulletin – Jeff Smith reported that the *Bulletin* is behind schedule. The Fall 2012 issue went in the mail yesterday (April 5, 2013). The proofs for the Winter 2013 issue have been approved and the copy will be delivered for printing in about three weeks. The Spring 2013 issue is heading to printer for proofing, and should be out in late May - early June 2013.

Greg Molloy reported on the *NRHS News* - Charles Williams has completed the visual re-design of *NRHS News*. The February 2013 news is in the mail. The deadline for June 2013 issue has been extended until April 10th.

Member Discount List – Wes Ross reported that the 2013 discount list will be in the June issue of the *NRHS News*.

NRHS Telegraph – Bob Ernst reported that the deadline for material for the next *NRHS Telegraph* is April 27, 2013.

Chapter Development – Don Maxwell reported that two new chapter charters have been presented. There are two new potential chapters in New Belair, OH and the Lower Anthracite Region of Pennsylvania. Three older requests for establishing chapters have not responded to the NRHS.

Investment Committee - Claude Doane provided the attached report (Attachment 4).

Social Media - Steve Barry reported on current electronic communications work. Elrond Lawrence is putting out press releases and posts on the Twitter account. On Facebook, NRHS is adding new followers daily. The NRHS website needs content to build up the NRHS site. Likewise, the website needs new content so we do not disturb our rankings in search engines. Send information to Steve Barry that you are sending Charles Williams for the *NRHS News*.

Conventions

2011 – Tacoma, WA. There is no final report, but Bud Thompson reported that he has the data needed for a final report. Bill Bain moved and Wes Ross seconded a motion to delegate the approval of the final report of the 2011 convention to the Executive Committee. After discussion about posting the final report on the Board-restricted website, the motion passed.

2013 – Anchorage, AK. Greg Molloy reported that sales are strong, and that arrangements with the Alaska Railroad are going smoothly. Insurance coverage is in place. The hotels are selling well - we are at 80% of room commitment and recently added 50 rooms at the Denali Park hotel. All events are selling well. Premium seating is selling out, and the domes and *Aurora Class* are sold out. NRHS is finalizing arrangements for some additional small events and bus trips.

2014 – Deferred until after the Executive Session.

NRHS Conferences

Bob Bitzer provided information on the following conferences:

- Summer 2013 – John Goodman announced that the Summer 2013 Conference will take place June 27 – 30, 2013 in Bloomington, MN. The conference hotel will be the Minneapolis Airport Marriott, with an \$89 nightly rate. See Attachment 5 for details about the conference. The hotel telephone number is 952-854-7441. The Minnesota Twins will be playing home games while the NRHS conference is taking place. Light rail operates until 2:00 a.m.
- Fall 2013 – Mr. Bitzer proposed the Fall 2013 Conference take place the weekend of November 8 – 10, 2013 in Claymont, DE. The conference hotel would be the Crowne Plaza, with a \$91 nightly rate, single or double occupancy. Wes Ross moved and Bill Bain seconded a motion to approve the conference as a joint sponsorship with Wilmington Chapter, NRHS, as was done in Fall 2012. The motion passed.
- Winter 2014 – There are no proposals on hand. There is some interest in going back to Williamsburg, VA, and some opposition. Mr. Bitzer asked for a chapter to step forward to host the meeting, and the Board will vote on the meeting site at the June 2013 meeting.
- Spring 2014 – Mark Eyer submitted a proposal for the Central Pennsylvania Chapter to host the Spring 2014 conference the weekend of April 24 – 27, 2014 in Lewisburg, PA. The conference hotels would be the Best Western Hotel and the Country Inn and Suites. Room rates should be approximately \$110 per night. Mark Eyer moved and Steve Barry seconded a motion to accept this proposal. The motion passed.
- Summer 2014 – To be determined after the Executive Session.
- Fall 2014 – Bob Bitzer is working with the Tri-State Chapter about their sponsoring the Fall 2014 Conference in conjunction with their 50th anniversary with NRHS. The tentative location for the conference would be near Morristown, NJ, and could take place either October 17 - 19, 2014 or October 24 – 26, 2014. Mr. Bitzer hopes to have a written proposal for the Summer 2013 Board meeting.
- Spring 2015 – Greg Molloy proposed a joint conference with ATRRM the weekend of April 16 – 18, 2015 in York, PA. The conference hotel would be the Hotel Yorktowne, with a single room rate of approximately \$121 per night. David Flinn moved and Mia Mather seconded a motion to accept this proposal. Al Weber declared his conflict of interest in this motion due to his affiliation with ATRRM. The motion passed.
- Winter 2015 and beyond - Bob Bitzer continues to look for sponsors for the Winter 2015 Board of Directors' meeting, and the Summer 2015 conference and beyond, and indicated that several chapters have expressed some interest in hosting conferences. Please contact Bob at gopullman@prodigy.net to volunteer to host a NRHS conference.

Recess

Mr. Zullig moved and Mr. Bain seconded a motion to take the Board into Executive Session after a one hour break for lunch. The motion carried, and the Board recessed at 12:41 p.m.

Executive Session

The Executive Session convened at 1:56 p.m. EDT, and involved sensitive Board of Directors' discussions concerning the proposed Gift Acceptance Policy, legal issues, RailCamp, financial issues, needed training on fundraising, a new personnel issue, strategic planning issues, and a NRHS convention proposal. After discussions, Duane Durr moved and Bob Ernst

seconded a motion to adjourn the Executive Session at 5:07 p.m. The motion passed.

**Meeting Minutes
NRHS Board of Directors
Cincinnati Marriott North Hotel, West Chester, OH
Sunday, April 7, 2013**

Pursuant of notice, the Board of Directors of the National Railway Historical Society, Inc. met at the Cincinnati Marriott North, April 7, 2013. Greg Molloy called the meeting to order at 8:36 a.m.

Reports of Society Initiatives

RailCamp – Don Maxwell and Bud Thompson reported on their progress about overcoming the various challenges that have arisen about RailCamp. Mr. Thompson reported that all venues in WA are supporting a 2014 RailCamp program. For the eastern program, Mr. Thompson reported that the committee is investigating the possibility of relocating RailCamp to Delaware or elsewhere in Pennsylvania, and including the Strasburg Railroad in the program for 2014. If hotels must be used for housing, that will add approximately \$17,500 to the costs of running the program. The legal and insurance issues with the University of Scranton are not now factors with the University of Delaware, located in Newark, DE, or Franklin & Marshall College, located in Lancaster, PA. Steamtown labor costs increased significantly during the 2012 program. Because security, meal and insurance costs would be higher for the University of Delaware or Franklin & Marshall locations, the RailCamp program will need a financial commitment of \$17,500 from NRHS for 2014.

Unfinished Business

Executive Committee

Greg Molloy reported that the Executive Committee met once via email since the last Board of Directors' meeting to approve the dates and location of the Summer 2014 Board of Directors' Meeting to be held in Bloomington, MN, June 27-30, 2013.

Dues Processing for FY 2013

Kristen Olszewski reported that she will send out the last set of spreadsheets around April 30, 2013, and that the verification spreadsheets for 2014 dues processing will be sent out around April 14, 2013. Ed Graham requested that the On Board report be sent to the Advisory Council. Instead, NRHS will post it in the non-password protected area of the website (admin.nrhs.com).

Vacant District 7 Director Board Seat

Greg Molloy reported that there is no candidate at this point. This is the one remaining vacant seat on the board. It is the 4-year seat, and includes the Southwest and South-Central areas of the Continental United States, and the Pacific Ocean. There were write-in candidates but all of those members declined the position. Ed Graham will attempt to secure a candidate.

FY 2013 Budget

Greg Molloy discussed financial issues, and advised that he is not bringing a 2013 budget forward as there are remaining open issues that need to be addressed, as follows.

- RailCamp – NRHS is continuing work on the program on the basis that 2014 RailCamp will be operated. The situation is not completely certain because there are several open issues that the committee needs to address and settle. The committee assumes that RailCamp will go on in both venues in 2014 and beyond. The committee needs to do the

necessary pre-work to do this at this time, and needs the backing of the Board of Directors to do this. If NRHS cannot support the program, then the committee will find another sponsor. Walter Zullig moved and Bob Bitzer seconded a motion that it is the sense of the Board that NRHS wants to proceed with RailCamp with both east coast and west coast venues in 2014, barring any unforeseen circumstances. Greg Molloy advised that the support cannot be a 100% guarantee, but NRHS' intent is to continue with the planning of 2014 camps. After discussions that primarily centered on fundraising and chapter-sponsored scholarships as sources of funding for RailCamp, the Board voted. The motion passed.

- Duane Durr moved and Claude Doane seconded a motion that dues levels for 2014 and beyond be set as follows:
 - Chapter primary members increased from \$39 to \$50
 - At Large primary members increased from \$40 to \$50
 - Family members from \$5 to \$7
 - The rates for the other membership classes will remain unchanged

Mark Eyer advised that he could not support the proposed increase of dues for family members. Greg Molloy pointed out that NRHS is now trying to sell a \$50 product for less than \$40, and that the NRHS' long term financial health requires this sort of financial triage. There are other financial options for increasing income that NRHS is currently working on, but this proposed dues increase is now necessary for FY 2014. After considerable discussions, Mr. Eyer requested that the family members' due proposal be handled as separate item; the sponsor and second agreed to the request. After more discussions primarily involving the need for more fundraising and cost control, Mia Mather called for the question, and that motion passed. The Board then voted on the motion about dues for Chapter members and At Large members; the motion passed. The Board voted on the motion about increased dues for Family members; the motion passed.

- There are committees actively looking at areas where costs could be reduced, maybe eliminated where some sort of budget item is no longer necessary in terms of the Strategic Plan. They are looking for major alternatives to what we are doing and how we deliver those services and products.
- Greg Molloy pointed out that each Board member received the information on where 2012 spending occurred, and what is projected as needed for 2013. He asked the Directors to review this information and come prepared to discuss potential changes at the June 2013 meeting. He also volunteered that the officers will be happy to discuss any ideas and their impact on closing the budget deficit before the next meeting.

Agreements on Confidentiality and Conflicts of Interest

Joe Maloney moved and Duane Durr seconded a motion that the Board adopt the revised proposed agreements, both dated February 28, 2013, to replace the current agreements. After discussion to explain that the changes are technical in nature to reflect the 2011 Bylaws, the Board voted on the motion. The motion passed. (See Attachments 6 – 9)

Gift Acceptance Policy

Duane Durr moved and Claude Doane seconded a motion to adopt the draft policy circulated before this meeting. John Fiorilla summarized the main points about the draft policy, and acknowledged that one checklist was missing from the draft. After extensive discussion, Don Maxwell moved the question, and that motion passed. The Board then voted on the original motion to adopt the Gift Acceptance Policy. The motion passed. (Attachment 10)

Volunteer Reporting Policy

Walter Zullig reported that he had reviewed the current policy as he indicated that he would do at the Winter 2013 Board meeting. He concluded that the existing policy is accurate as currently written. The policy requires covered NRHS persons to report activities that may be violations of law to the Inspector General. Several Board members recommended that the 800 telephone for the Inspector General needs to routinely appear in the *NRHS Telegraph*.

New Business

Unfinished Business from the Executive Session

- Bylaws - Greg Molloy reported that the new edition of the Bylaws that was passed out yesterday contains a significant typographic error. Please recycle those copies, and Joe Maloney will correct the file and have that file posted to the non-password protected area of the website (admin.nrhs.com).
- 2014 Convention - Greg Molloy proposed that the 2014 Convention be held in northwestern Arkansas in late-Spring or early-Summer 2014. This would be a nationally-sponsored convention, operated primarily in conjunction with the Arkansas & Missouri RR. Larry Dyer moved and Steve Barry seconded a motion for a tentative approval to start negotiations with nearby hotels and railroads to develop a formal proposal to present to the Board at the Summer 2013 Board of Directors' meeting. The Arkansas-Boston Mountains Chapter would be supporting NRHS, but would not be the convention's sponsor. This would be a relatively low key and low risk convention. After discussion, the Board voted on the motion. The motion passed.
- 2015 Convention - Skip Waters has proposed the 2015 convention be held in New Orleans, LA, and discussed ideas about the convention with the Advisory Council. Skip will further investigate the idea, and present his findings to the Board at the Summer 2013 Board of Directors' meeting.

Guidelines on BOD Excused Absences

Joe Maloney moved and Duane Durr seconded a motion to adopt the draft guidelines for Board of Directors Excused Absences. The draft is dated December 18, 2012, was circulated to the Board for comments in January 2013. No one provided any comments. After discussion, the Board voted on the motion. The motion passed. (Attachment 11)

Withdrawal of Charters of the Bluebonnet and Chiloquin Chapters

Joe Maloney reported that the Bluebonnet and Chiloquin Chapters had written to NRHS advising that they were ending their affiliations with NRHS. Mr. Maloney wrote back to the former chapters requesting them to return their charter certificates, and advising them that their members were being converted to At-Large membership. Both former chapters returned their charters to the Secretary. Joe Maloney moved and Duane Durr seconded a motion to withdraw the charters of the Bluebonnet and Chiloquin Chapters. After discussion, the motion carried. The current list of NRHS chapters is attached for information (Attachment 12).

RailCamp Policy Revisions

Don Maxwell advised that the principal people involved with RailCamp need to get together to formalize a revised policy. Al Weber moved and Duane Durr seconded a motion to defer the RailCamp policy revision to the June 2013 Board of Directors' meeting. After discussion, the Board voted on the motion. The motion passed.

Development Committee

Dave Flinn provided a brief report on the Development Committees' progress, and asked that a member of the Advisory Council volunteer to serve on this committee.

Preservation Committee

Walter Zullig provided a summary of the initial work that the committee has identified for the various NRHS collections and library. The committee has met frequently via email, and met over dinner during this conference. The committee has concluded that the historic plaque and preservation grants programs should be left as they are. The committee is focused on the library which needs an accurate inventory list, then needs to discuss what to do with the items it contains, i.e. possibly combine with other libraries or organizations. Much more exploration is to be done by committee.

Grand Central Terminal Celebration

Walter Zullig reviewed the event and the plaque presentation at Grand Central Terminal on February 1, 2013.

Electronic Board of Directors' Meeting

Bill Bain moved and Duane Durr seconded a motion to form a task group to investigate the possibility and feasibility of allowing various Board members to electronically attend a Board of Directors' meeting. The objective is that the demonstration could be in place for a beta test for both the Advisory Council and the Board of Directors' meetings during the Fall 2013 Conference in Claymont, DE. Bill Bain agreed to head the task group. After discussion, the Board voted on the motion. The motion passed.

Future Agendas

Greg Molloy announced that future Board of Directors' meeting agendas will contain an item for a report from the Advisory Council.

Announcements

Greg Molloy thanked everyone for attending the Board meeting. He also thanked the Cincinnati and Collis P. Huntington Chapters for their great work in planning and carrying out this weekend's NRHS conference.

Adjournment

Duane Durr moved and Don Maxwell seconded a motion to adjourn. The motion carried. The meeting was adjourned at 11:29 a.m. EDT.

Respectfully Submitted:



JOSEPH C. MALONEY, JR.
Secretary

30 June 2013

Attachments:

1. Spring 2013 Board of Directors' Meeting Agenda
2. Sam Williamson Biographical Sheet
3. 2013 Membership Awards Report
4. Investment Committee Report
5. Summer 2013 Conference Flyer
6. Agreement on Confidentiality
7. Signature Page for Agreement on Confidentiality
8. Agreement on Conflicts of Interest
9. Signature Page for Agreement on Conflicts of Interest
10. Gift Acceptance Policy
11. NRHS General Guidelines – Board of Directors' Excused Absences
12. List of Current NRHS Chapters, as of April 2013

Appendix A

National Staff, Service Directors,
Members and Guests Present for the
April 6 - 7, 2013 NRHS Board of Directors' Meeting

| | | |
|-----------------------|-------------------------------------|-----------------------------|
| David Baniewicz | Chicago Chapter | Director, Emblem Sales |
| John Fiorilla | Tri-State Chapter | NRHS General Counsel |
| Marjorie Fiorilla | North Florida Chapter | National Representative |
| John H. Goodman | Northstar Chapter | Member |
| Kristen Olszewski | At-Large | Fernley & Fernley Manager |
| Don Bishop | Ulster & Delaware Chapter | National Representative |
| Robert Murray | Blackhawk Chapter | National Representative |
| Gary Reinbolt | At-Large | NRHS Fundraising Consultant |
| Mike Brock | Cincinnati Chapter | Member |
| Pete Senin | Philadelphia Chapter | National Representative |
| Hugh Harris | Hoosierland Chapter | National Representative |
| Alma Harris | Hoosierland Chapter | Member |
| Rick Davidson | Potomac Chapter | National Representative |
| G. Patrick Molloy | North Alabama Chapter | National Representative |
| Frank B. Fowler, Jr. | Western Maryland Chapter | National Representative |
| Tony White | Western Connecticut Chapter | National Representative |
| Roberta Ballard | Western Connecticut Chapter | Member |
| Del Kittendorf | Atlanta Chapter | National Representative |
| Jon Baake | Washington DC Chapter | National Representative |
| Ed Graham | Central Coast Chapter | National Representative |
| Rebecca Gerstung | Niagara Frontier Chapter | National Representative |
| Carl Jensen | Roanoke Chapter | National Representative |
| Scott Andes | Cincinnati Chapter | National Representative |
| Wilfred F. Waters, II | North Texas Chapter | National Representative |
| Timothy O'Malley | Lackawanna & Wyoming Valley Chapter | National Representative |
| Maurice F. Hartz | Collis P. Huntington Chapter | Member |
| Paul Yonge | Central New York Chapter | National Representative |
| Bob Murray | Blackhawk Chapter | National Representative |
| Alan Prieshoff | Cincinnati Chapter | Member |
| Sue Prieshoff | Cincinnati Chapter | Member |
| | Utica & Mohawk Valley Chapter | National Representative |
| Mark Lazur | Leatherstocking Chapter | National Representative |
| Harla Lazur | Gulf Curve Chapter | National Representative |
| Jay McFarland | Gulf Curve Chapter | Member |
| Bud Thompson | Tacoma Chapter | Member |
| Fred Ciocciola | West Jersey Chapter | National Representative |
| Fred Kurtz | Lancaster Chapter | Member |
| Wilfred "Skip" Waters | North Texas Chapter | Member |

Berton Robinson
Dave Watts
Ted Barker
Don Winters
Albert Howe, M.D.
Martin Owen
Robert Freeman
James Pahr
Shirley Ross

Winchester Chapter
Cumberland Valley Chapter
Rappahannock Chapter
Bergen-Rockland Chapter
Saint Louis Chapter
Heart of Dixie Chapter
Old Smoky Chapter
George I. Carter Chapter
Kentucky Central Chapter

National Representative
National Representative
National Representative
National Representative
National Representative
National Representative
National Representative
National Representative
Member