

**Meeting Minutes
NRHS Board of Directors
Williamsburg Lodge and Conference Center, Williamsburg, VA
Saturday, January 12, 2013**

Pursuant of notice, the Board of Directors of the National Railway Historical Society, Inc. met at the Williamsburg Lodge and Conference Center, Saturday, January 12, 2013.

Call to Order

President Gregory Molloy called the meeting to order at 9:00 a.m. EST on Saturday, January 12, 2013.

Welcome and Roll Call

Acting Secretary Joe Maloney welcomed the Directors to this meeting, and 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	Yes	
Mark Eyer	District 2	2012 - 2016	No	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	Yes	
Claude Doane	District 7	2012 - 2014	No	Yes
Vacant	District 7	2012 - 2016	N/A	N/A
Jeff Smith	District A	2012 - 2014	Yes	
James Phillips	District A	2012 - 2016	No	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.

Volunteer Reporting, Confidentiality and Conflict of Interest Agreements

Acting 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. Joe Maloney and Dave Flinn reported conflicts of interest concerning their memberships in the Colonial Williamsburg Foundation which owns and operates the Williamsburg Lodge and Conference Center.

Introductions

Greg Molloy asked each Board member to introduce themselves for the benefit of Philip McMeins who was unable to attend the Fall 2012 meeting.

Board Member Absences

Acting Secretary Maloney reported that he had erred at the Fall 2012 meeting by not reviewing the circumstances of the absent Board members with those attending that meeting. Joe Maloney laid out the following information about absences.

Fall 2012 Meeting

Barry Smith - health issues
Steve Barry - employment issues
Duane Durr - employment issues
Philip McMeins - health issues

Winter 2013 Meeting

Mark Eyer - employment issues
Claude Doane - employment issues
William Wood - health issues
Barry Smith - health issues
James Phillips - health related issues

All reasons for absences are considered valid and those Board members were excused.

Approval of Fall 2012 Minutes

Acting Secretary Joe Maloney advised that he had noted one error in the draft Summer 2012 BOD Meeting. On page 2, Phil McMeins should have shown as having an excused absence rather than unexcused. Duane Durr moved and Wes Ross 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 since the Fall 2012 Board meeting, he has been dealing with the most urgent issues in front of the Society. There are legal issues and long term financial viability concerns facing the Society. NRHS has had productive meetings to work on these issues and is staying on top of legal matters.

NRHS met some key milestones. The 2013 convention sales have opened and are progressing well. NRHS has completed and submitted the 2013 Combined Federal Campaign application.

Reports of National Officers, Service Directors, and Committee Chairs

General Counsel – John Fiorilla has been working on RailCamp insurance problems. In PA, The University of Scranton is requiring \$1 Million in sexual abuse insurance, with \$1 Million per incident and \$2 Million in aggregate. These changes would result in a tuition increase of about \$300/camper, which assumes somebody would actually sell us such insurance coverage. The University of Scranton is trying to get a whole binding policy for the whole university which could include NRHS personnel. Mr. Fiorilla is also investigating hotels to avoid the high insurance costs. In Tacoma, Pacific Lutheran University also requires \$1MM sexual abuse coverage, but not the \$2MM aggregate coverage. Bill Chapman is going to investigate our options with the university.

Mr. Fiorilla is also participating on the strategic planning committee, and advised that the legal concerns with the RailCamp issue will be discussed in the Executive Session.

Mr. Fiorilla also will prepare draft revisions of the agreements on Confidentiality, Conflicts of Interest and Volunteer Reporting for the Board of Directors to review before the Spring 2013 Board meeting. Likewise, he will complete an updated draft of a policy on gift acceptance for Board review before the Spring 2013 Board meeting

Social Media – Steve Barry is working on the NRHS Facebook® page content each week concerning rail preservation all across the world. The NRHS Twitter® account is run by Elrond Lawrence.

Bulletin - Jeff Smith reported that the Fall 2012 issue is being laid out now, and will be mailed next month. The Winter 2013 issue is being laid out as well, and will be mailed in late March – to early April. The remaining Bulletins for 2013 are on schedule.

Treasurer - Bob Bitzer reported no new concerns.

Telegraph - Bob Ernst advised that the deadline for the next *NRHS Telegraph* is February 2, 2013.

Secretary – Joe Maloney reported that work has been routine.

Membership Awards – Joe Maloney reported that the 2013 awards campaign began about two weeks ago. He has issued all the 60-year and 50-year pins for 2013, and that there are no 70-year awards for 2013. There are roughly 250 more 25-year pins to be handled this year. For the chapter anniversaries, the certificates will be sent out to the affected ten (10) chapters with a new cover letter around March 1, 2013.

Historic Plaque Committee - Walter Zullig advised that NRHS will present a plaque to New York's Grand Central Terminal on February 1, 2013 to celebrate that terminal's 100th Anniversary. Elrond Lawrence is helping with PR. Mr. Zullig requested any national officers to let him know if they plan to attend the ceremonies. No other applications are under review at this time.

Fernley & Fernley - A lot of reports are being sent out, but because the meeting is taking place so early in the month, we do not have the unaudited financial report for December, 2012.

Audit - President Molloy reported that the 2012 audit will occur on a schedule similar to previous years. The pre-audit review will occur in February, 2013 and the audit field work will be done in March, 2013.

President Molloy reviewed the membership Onboard report, as of December 31, 2012. See Attachment 1. As of end of year, 53% of the membership has renewed; at the same time last year, the renewal rate was 50%. Due to decreasing membership, we are about 100 members behind where we were last year. There are 50 chapters that have sent in no renewals. At-Large second notices will be prepared using renewals as of the week of January 14, 2013. January 31, 2013 will be deadline for reporting chapter members' renewals ahead of final notices.

Convention Sales Status - See Attachment 2. As of Thursday, January 10, 2013, the status of the 2013 convention sales status was \$129k of revenue; 24 hours later, status of sales was \$144k in revenue; as of today, we are passing \$150k of revenue. Hotel pickups are at 1/3 of event sales commitments. Income from convention is being comingled with other Society funds but is separate in the accounting system. Convention sales income is not being used to pay for day to day operations.

Executive Session

Phil McMeins moved and Walter Zullig seconded a motion for the Board to move into an Executive Session, with Gary Reinbolt, contractor for NRHS Fundraising and John Fiorilla, NRHS General Counsel remaining for the entire session. After a brief discussion, the motion carried, and the Board went into closed Executive Session.

The Executive Session convened at 10:20 a.m. EST and involved sensitive Board of Directors' discussions concerning recent insurance matters, RailCamp, personnel, strategic planning issues, along with the future of the NRHS conventions. After discussions, Bill Bain moved and Duane Durr seconded a motion to adjourn the Executive Session, and reconvene the Board of Directors' meeting at 4:15 p.m. EST. The motion carried and the Board reconvened.

Reports of Society Initiatives

RailCamp - Don Maxwell reiterated what had been discussed about new insurance requirements for both sites. Mr. Maxwell reported that the capacity of campers in the Pacific Northwest will be 16 rather than 12 which should help with finances. Organizationally, the two programs are coming together quite well, but both face challenges concerning sexual abuse insurance requirements and housing issues. If the programs both run, then tuition fees will more than likely increase to cover increased costs.

Convention Reports

- Tacoma, WA (June 2011) - President Molloy reported that Tacoma Chapter had not provided the final report the Board requested at the Fall 2012 meeting, and was no longer communicating with NRHS Management. There was no financial data for the Board to review and approve/reject. Bob Bitzer moved and Wesley Ross seconded a motion to direct the President and General Council to go back to Tacoma Chapter in writing to provide the information needed for Board action to close out the 2011 convention. The motion carried, with Bill Bain abstaining due to his conflict of interest with the chapter.
- 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 3. The financial report shows that the convention lost more than \$50K, mostly due to the high fixed

costs associated with moving the needed equipment to Cedar Rapids from elsewhere in the Midwest. President Molloy noted that over \$10,000 of this loss was already booked as 2011 expense in the audited financial statement because NRHS does not accrue convention expense. Don Maxwell moved and Dave Flinn seconded a motion to accept this report to close out the convention. After discussion, the motion carried.

- Anchorage, Alaska (September 18-22, 2013) – Greg Molloy presented a status report on the 2013 convention in Anchorage, AK, September 18-22, 2013. Sales are underway and progressing well. He advised all NRHS members who have not yet registered to do so soon, as one event has sold out and there are people on a wait list for that event. In most cases, train capacities can be adjusted quickly when demand warrants. 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, overnighiting 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 Westmark-Fairbanks will be the primary hotel in Fairbanks, AK; the Hilton-Anchorage will be the primary hotel in Anchorage, AK. The Advisory Council will meet September 18, 2013.
- 2014 and beyond - President Molloy advised that we have proposals from Kansas City and Northwest Arkansas, but neither proposal will be ready for Board action until the Spring 2013 Board meeting. For 2015, there are informal discussions about holding a convention in New Orleans, LA. Mr. Molloy reiterated the need for the Board 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

Bob Bitzer provided information on the following conferences:

- Spring 2013 (April 4-7, 2013) – Don Maxwell reported on the Collis P. Huntington Chapter and Cincinnati Chapter partnership on the Spring 2013 Conference in Cincinnati, OH. See attachment 4 for the conference flyer. The host hotel is the Cincinnati Marriott North. The hotel telephone number is 513-874-7335.
- Summer 2013 – Mr. Bitzer reported that he received a proposal to hold a conference in the June – July, 2013 timeframe in the Minneapolis – St. Paul, MN area. Because there was no firm information on hand for Board action, the conference approval will fall to the executive committee for action within the next several weeks.
- Fall 2013 – Mr. Bitzer is working with Tri-State Chapter to host a conference in the late October – early November, 2013 timeframe, and indicated that Claymont, DE is a fall back location for this conference.
- Winter 2014 – There are no proposals on hand.
- Spring 2014 – Mark Eyer has submitted a proposal to host the Spring 2014 conference in the Lewisburg, PA area.
- Summer 2014 and beyond - Bob Bitzer continues to look for sponsors for the Winter 2014 Board of Directors' meeting, and the Summer 2013 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. Durr moved and Mr. Ernst seconded a motion to recess the Board meeting until Sunday, January 13, 2013. The motion carried, and the Board recessed at 5:12 p.m.

**Meeting Minutes
NRHS Board of Directors
Williamsburg Lodge and Conference Center, Williamsburg, VA
Sunday, January 13, 2013**

Pursuant of notice, the Board of Directors of the National Railway Historical Society, Inc. met at the Williamsburg Lodge and Conference Center, Sunday, January 13, 2013. Greg Molloy called the meeting to order at 8:30 a.m.

Unfinished Business

Executive Committee

Greg Molloy reported that the Executive Committee has not met since the last Board of Directors' meeting.

Dues Processing for FY 2013

Bob Ernst reported that the Onboard report for December 31, 2012 was distributed. He has not noted any problems with this year's renewal process, and advised the directors who pay dues through chapters to make sure the home chapter has sent NRHS your dues.

Recommended Changes to Bylaws

John Fiorilla reported that the NRHS Bylaws Committee met in Philadelphia, PA on November 30, 2012 to review the current Bylaws and deal with several corrections, changes and new language omitted from the Bylaws NRHS adopted on June 24, 2011. The committee members are Walter Zullig, Dave Flinn, Jack Hilborn, Joe Maloney, Jim Pahriss, and (Ex Officio) Greg Molloy. The committee identified seven (7) changes to recommend to the Board of Directors for consideration.

1. Walter Zullig moved and Bill Bain seconded a motion to add the following text to Article IV, Section 7.

"In order to vote at the Annual Meeting of members and to vote in any election of officers and directors, all regular and family members must have attained the age of twelve (12) years by the day of the Annual Meeting of members or by August 1, whichever comes first."

After discussion, the Board voted and the motion carried.

2. Walter Zullig moved and Steve Barry seconded a motion to add the following text to Article VII, Section 9.

"In the event that a seat of the Board has no candidates seeking election, the Board shall appoint a qualified member in good standing to fill that position until the next scheduled election for that seat. The appointment shall take place at the next Board meeting scheduled after the election is completed. "

After discussion, the Board voted and the motion carried.

3. Walter Zullig moved and Don Maxwell seconded a motion to create a new Article IX, Section 3.

“The Treasurer and Secretary, upon their assuming office, shall not automatically be members of the Board of Directors unless otherwise elected thereto. The Treasurer and Secretary shall have the right to attend all meetings of the Board. “

After considerable discussion, Al Weber called the question. The Board voted and the motion to cut off further discussion carried. The Board subsequently voted on the original and that motion carried.

4. Walter Zullig moved and Wesley Ross seconded a motion to change the last sentence in Article IX, Section 6, to read as follows.

“The order of succession among the officers shall be President, Vice President, Secretary, Treasurer and General Counsel. “

After discussion, the Board voted and the motion carried.

5. Walter Zullig moved and Don Maxwell seconded a motion to replace the second paragraph of Article VII, Section 21, with the following.

“The President shall present to the Board of Directors at least three (3) nominees for membership of the Electoral Committee for the ensuing two years. One Director whose term does not expire with the upcoming election shall be a member of the committee and shall chair the committee. The remaining members shall be Society members in good standing and shall not be candidates for any elected office while serving on the Electoral Committee.”

After discussion, the Board voted and the motion carried.

6. Walter Zullig moved and seconded by Don Maxwell to replace Article IX, Section 9, with the following.

“The Secretary or his designee shall keep records of the proceedings of all meetings of the Board of Directors, the Advisory Council, and all meetings of the members. The Secretary shall issue all notices of meetings and retain all corporate records.”

After discussion, the Board voted and the motion carried.

7. John Fiorilla reported that the Advisory Council had presented several recommendations on the Bylaws as the result of issues they had to handle at their organizational meeting in October 2012, held in Claymont, DE as part of the NRHS Fall 2012 Conference. Walter Zullig moved and seconded by Wesley Ross to make several changes to Article VIII.

- a. Article VIII, Section 8 – add the following new section.

“The Advisory Council shall select a Chair Pro Tempore to chair Council meetings in the absence and/or at the request of the Vice-President and perform other duties as the Vice President may request from time to time to assist in planning, leadership and communications of the Advisory Council.”

- b. Article VIII, Section 9 – add the following new section.

“The Advisory Council with the consent of the Secretary may select an Advisory Council Secretary Pro Tempore to record meetings of Council and perform other secretarial duties assigned by the Secretary.”

- c. Article VIII, Section 10 – add the following new section.

“The Advisory Council may create such Council Offices and Committees as it deems necessary from its membership and the NRHS membership to help it develop recommendations to the Board, and/or communications with the Chapters and NRHS membership.”

- d. Article VIII, Section 11 – add the following new section.

“The election of Advisory Council officers shall take place at the Fall meeting of even numbered years by those Advisory Council members in attendance. A term of office shall be two years, pending continued selection to the Council by the Representative’s home Chapter. Election to fill vacancies will be for the remainder of the current term and shall take place at the next Council meeting. Any current Advisory Council member shall be eligible for election to a Council Office.”

Bob Ernst moved and Joe Maloney seconded a motion to change the proposed wording in Article VIII, Section 9 to delete the words, “a select.” The motion carried.

Joe Maloney moved and Bob Ernst seconded a motion to change the wording in Article VIII, Section 11 from “continue” to “continued.” The motion carried.

Joe Maloney moved and Bob Ernst seconded a motion to change the proposed wording in Article VIII, Section 11 by inserting the words “by those Advisory Council members in attendance” after the words, “...of even numbered years.” The motion carried.

After discussion, the Board voted and the original motion as amended carried. These changes become effective immediately, and will remain in effect unless rejected or amended by the members at the next Annual Meeting of the Membership. Approval of the Bylaws amendments will be part of the proxy that NRHS will send to the membership in advance of the 2013 annual meeting, and ratification will be voted on at the 2013 Annual Meeting of the Membership in Anchorage, AK.

Standing and New Committee Staffing

Al Weber moved and Duane Durr seconded the following motion.

“I propose that we establish a Standing Development committee. Then as ad hoc committees;

1. A Preservation committee
2. A Transactional business committee
3. A Relationships committee

These committees shall be filled by two or more Board of Directors’ members appointed by the President. The President can appoint any member in good standing to these committees.”

President Molloy noted that this motion was the outcome of discussions in the previous day’s executive session. The intent of these committees is to review and prioritize the Society’s many businesses, products and operations; establish the business purposes for all current and proposed operations and make recommendations for short-term priorities. This work

will be the foundation of our budgets, work plans and staffing plans. The intention is to include Board members on all committees, but to also include other NRHS members and outside resources as appropriate.

NRHS Development Committee – Bob Bitzer, Dave Flinn

NRHS Preservation Committee – Mia Mather, Larry Dyer, Walter Zullig

NRHS Transactional Business Committee – Bob Bitzer, Phil McMeins

NRHS Relationships Committee – Wesley Ross, Bill Bain

Each committee will report the results of their initial studies at the Spring 2013 Board of Directors' meeting.

Greg Molloy likewise appointed a Management Committee to assist the NRHS officers on similar investigations on a few specific business operations that require specialized skills or knowledge, such as websites. Directors Steve Barry and Jeff Smith volunteered to serve on that committee.

Unfinished Business (Continued)

Election of Secretary - Greg Molloy moved and Wesley Ross seconded a motion for the Board to elect Joe Maloney (NRHS #2005) as the NRHS Secretary. The motion carried.

Election of Treasurer - Greg Molloy moved and Larry Dyer seconded a motion for the Board to elect Bob Bitzer (NRHS #1817) as the NRHS Treasurer. The motion carried.

Election of Vacant Directors – President Molloy advised that we have no candidates who have come forward to run for those seats. This matter will be handled at the Spring 2013 Board of Directors' meeting.

New Business

FY 2013 Continuing Budget Resolution

President Molloy advised that NRHS had an approved three-year budget that included 2013 as the third year. Some of the budget assumptions are obsolete and must be updated as part of the business investigations previously discussed. In a separate action, the Board of Directors had agreed to cut the 2013 Railway Heritage Preservation Grants budget from the previously-approved \$70K to \$50K to ease cash flow concerns. No continuing resolution is required at this time. Further budget work will be taken up at the Spring 2013 Board of Directors' meeting after the special committees have reported their study results.

Plans for Cataloging Library Print Collections

Doug White, NRHS Library Manager, reported on plans to catalog the print collections in Three Rivers, MA. The collection is managed by National Library Relocations (NLR). The collection consists of Rare Books, timetables, maps, a locomotive bell, two (2) builders' plates from NYP&N locomotive #6, a film collection and photos. NLR proposed cataloging the print collection at a cost range of \$90K at the low end which assumes everything goes smoothly and the data records into a nationally-recognized data system to make it easier to catalogue books, to a high end of approximately \$150K. The proposal does not take into account time to do this with limited staff resources. After discussion, the board declined to accept this proposal for the time being due to budgetary constraints.

NRHS Records Retention Policy

The final draft of a NRHS records retention policy was sent to the Board members on November 8, 2012, with the request to have any comments back to Joe Maloney on December 15, 2012. One comment came from Al Weber on January 8, 2013 concerning how long to retain copies of insurance policies. Joe Maloney moved and Wes Ross seconded a motion to approve the policy draft as presented in November 2012. After considerable discussion, the chair entertained a motion to change the retention guidelines on expired insurance policies to be based on General Counsel review. Concurrently, Phil McMeins pointed out two discrepancies where certain records are to be retained permanently, but disposed of by shredding. Joe Maloney agreed to remove any disposal guidance for permanent records. Mr. Maloney and Dr. Ross accepted these proposals as friendly amendments, and the Board voted on the amended policy. The original motion, as amended, carried.

Confidentiality Agreement and Conflict of Interest Agreement

John Fiorilla advised that he would now complete the revisions needed on these two agreements and would have proposals for the Board to consider before the Spring 2013 Board of Directors' meeting.

Gift Acceptance Policy

John Fiorilla advised that he had not received any comments on the draft policy he previously circulated with the previous Board, and would circulate the draft policy with the Board of Directors to consider before the Spring 2013 Board of Directors' meeting.

Volunteer Reporting Agreement

Walter Zullig advised that he had reviewed the agreement and had found no problems with it. He will review it again and report his findings at the Spring 2013 Board of Directors' meeting.

Changes to RailCamp Admissions Policy

Greg Molloy reported that newly appointed RailCamp managers are concerned about provisions that are in the current policy document. Another version of the policy was passed to F&F in December 2011, but has not been approved by the Board of Directors, so there is no new document completed. Al Weber moved and Wesley Ross seconded a motion that, for 2013, the president may grant changes from current RailCamp admissions policies as appropriate for the 2013 RailCamp programs. After discussion, the motion carried.

Board Guidelines on Excused Absences

Joe Maloney reminded the Board about the draft guidelines he posted about what constitutes valid reasons for Board members to miss Board of Directors' meetings. Mr. Maloney requested all Board members review the draft and provide him any concerns. The guidelines will be on the agenda for the Spring Conference in Cincinnati.

New Chapter Charter

Don Maxwell advised that he had received a charter petition from a group in Bowling Green, KY to charter a new NRHS chapter to be known as the Southern Kentucky Chapter. Don advised that the petition meets all prerequisites on becoming a NRHS chapter. Wesley Ross moved and Don Maxwell seconded a motion that the Board of Directors charter the Southern Kentucky Chapter, and that it be assigned to District 5. After a brief discussion, the motion carried.

Chapter Reinstatement

Don Maxwell advised that he had received a request from Dr. Marilyn Kosier for the Board of Directors to reinstate the former NRHS Bradford, Ohio chapter. Don advised that Dr. Kosier's request meets all prerequisites on becoming a NRHS chapter. Wesley Ross moved and Don Maxwell seconded a motion that the Board of Directors reinstate the former Bradford, Ohio Chapter, and that it be assigned to District 5. After considerable discussion about various officers' experiences with the former Bradford, Ohio Chapter, the motion carried.

Withdrawal of Charter of the Central Florida Chapter

Joe Maloney reported that the Central Florida Chapter recently wrote to NRHS advising that they are ending their affiliation with NRHS effective December 31, 2012. Mr. Maloney wrote back to the former chapter requesting them to return their charter certificate, and advising them that their members were being converted to At-Large membership. Joe Maloney moved and Al Weber seconded a motion to withdraw the charter of the Central Florida Chapter. After discussion, the motion carried.

Sales of New Emblem Items

Don Maxwell asked about the status of the Emblem Sales Program, and whether we may expect to see any new items within the foreseeable future. Dave Baniewicz gave the Board a summary of current operations and product offerings. Greg Molloy advised that what we do in the long term would depend upon what the new committees see as the future of emblem sales. A considerable discussion ensued about whether NRHS should use some outside entity like Zazzle or Café Press to handle future routine sales, leaving the sales of convention-related items to NRHS volunteers.

NRHS Stationery, Business Cards, etc.

The previous discussion shifted to a discussion about whether NRHS would provide Board members with stationery, envelopes and business cards for use with Board of Directors' work. Greg Molloy discussed the budget issues to provide all these items, as well as how the previous BOD redesigned the letterhead and business cards and ordered us to not produce these items without new artwork. The previous Board wanted everything redesigned, but didn't allocate a budget for accomplishing the redesigns. Greg Molloy moved and Steve Barry seconded a motion to rescind all previous motions regarding NRHS logo on letterhead, business cards, etc. After discussion, the motion carried.

Executive Director Study Group Report

Jack Hilborn provided the study group's final report that NRHS distributed before this meeting. See Attachment 6. Wes Ross moved and Duane Durr seconded a motion that the Board defer acting on the report and provide it to the newly-established Business Committee. After discussion, the motion carried.

NRHS Web Site

Jeff Smith reported that the web site will be redesigned with four folders for holding various types of files. Those files will be:

1. **Public folder** – will hold public documents such as approved minutes. It will be accessible by anyone.
2. **BOD folder** – will hold working Board documents and other confidential files. It will be password protected.
3. **Advisory Council folder** – will hold open documentation used for Advisory Council matters. It will be accessible by anyone.

4. **NRHS Telegraph folder** – as determined by *NRHS Telegraph* editor.

The Advisory Council has asked that Board of Directors' meeting agendas be placed in the Advisory council folder so they know what issues on which to potentially advise the Board.

Adjournment Duane Durr moved and Don Maxwell seconded a motion to adjourn. The motion carried. The meeting was adjourned at 11:27 a.m. EST.

Respectfully Submitted:

JOSEPH C. MALONEY, JR.
Secretary

10 April 2013

Attachments:

1. December 31, 2012 Onboard Report
2. 2013 Convention Sales Status Report
3. Final Report – 2012 Convention
4. Spring 2013 Conference Flyer
5. Executive Director Study Group Final Report

Appendix A

National Staff, Service Directors,
Members and Guests Present for the
January 12 - 13, 2013 NRHS Board of Directors' Meeting

David Baniewicz	Chicago Chapter	Director, Emblem Sales
John Fiorilla	Tri-State Chapter	NRHS General Counsel
John Sweigart	Pottstown & Reading Chapter	National Representative
Peggy Sweigart	Lancaster Chapter	Member
Marjorie Fiorilla	North Florida Chapter	National Representative
John H. Goodman	Northstar Chapter	Member
Nina Lawford-Juviler	Ulster & Delaware Chapter	Member
Kristen Olszewski	At-Large	Femley & Femley Manager
Don Bishop	Ulster & Delaware Chapter	National Representative
Helen Shaak	Lancaster Chapter	National Representative
Robert Murray	Blackhawk Chapter	National Representative
Douglas White	Hagerstown Chapter	NRHS Library Manager
Gary Reinbolt	At-Large	NRHS Fundraising Consultant