



These are the Minutes of the NRHS Board of Directors' Meeting, held April 26 - 27, 2014 in Lewisburg, PA. as approved by the Board of Directors on June 13, 2014.

**Meeting Minutes
NRHS Board of Directors
Best Western Country Cupboard Inn Conference Center
Lewisburg, PA
Saturday, April 26, 2014**

Pursuant to notice, the Board of Directors of the National Railway Historical Society, Inc. met at the Best Western Cupboard Inn Conference Center, Lewisburg, PA, Saturday, April 26, 2014 and Sunday, April 27, 2014.

Call to Order

President Gregory Molloy called the meeting to order at 1:00 p.m. EDT on Saturday, April 26, 2014.

Welcome and Roll Call

Mr. Mark Eyer welcomed the Directors to this NRHS-sponsored meeting. Secretary Bob Ernst provided various administrative details to the Board. Mr. Ernst explained the process for taking attendance at the meeting. The Board attendance for this meeting was as follows:

Name	Office	Present	Absent
Gregory P. Molloy	President	1	
Joseph C. Maloney, Jr.	Vice President	1	
David Flinn	Global Director (2012 - 2014)	1	
E. Steven Barry	Global Director (2012 - 2014)		1E
Walter Zullig	Global Director (2012 - 2016)	1/Phone	
Robert J. Ernst	Global Director (2012 - 2016)	1	
William Bain	Global Director (2012 - 2016)	1/Phone	
Mia Mather	District 1 Director (2012 - 2014)	1	
Tony White	District 1 Director (2012 - 2016)	1	
Harold Shaak	District 2 Director (2012 - 2014)	1	
Mark S. Eyer	District 2 Director (2012 - 2016)	1	
Frank Fowler	District 3 Director (2012 - 2014)	1	
Ralph Robert Bitzer	District 3 Director (2012 - 2016)	1	
Sanford Williamson	District 4 Director (2012 - 2014)	1	
Larry Dyer	District 4 Director (2012 - 2016)	1	
Patrick Molloy	District 5 Director (2012 - 2014)	1	
Wesley F. Ross	District 5 Director (2012 - 2016)	1	

Al Weber	District 6 Director (2012 - 2014)	1	
Duane Durr	District 6 Director (2012 - 2016)	1	
Claude Doane	District 7 Director (2012 - 2014)		1E
Skip Waters	District 7 Director (2012 - 2016)	1	
Jeffrey S. Smith	District A Director (2012 - 2014)	1	
Wes Weis	District A Director (2012 - 2016)		1E
Robert L. Neman	District B Director (2012 - 2014)		1E
Philip A. McMeins	District B Director (2012 - 2016)		1E

1/ Attended via teleconference line. E=Excused Absence U=Unexcused Absence

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 Bob Ernst announced that he had several extra copies of the Confidentiality Agreement, Conflict of Interest Agreement and the Volunteer Reporting Agreement for those people who needed to sign them.

Board Vacancies

District 3 Vacancy – Candidate Frank Fowler

Motion: Bob Ernst moved and Bob Bitzer seconded to elect Frank Fowler for the vacant seat in District 3 for which the term expires in 2014.

Mr. Fowler has submitted signed copies of the NRHS Conflict of Interest and Confidentiality policies. Passed by voice vote.

District A Vacancy – Candidate Wes Weis

Motion: Bob Ernst moved and Wes Ross seconded to elect Wes Weis for the vacant seat in District A for which the term expires in 2016. Mr. Weis has submitted signed copies of the NRHS Conflict of Interest and Confidentiality policies. Passed by voice vote.

Approval of Winter 2014 Minutes

Secretary Bob Ernst did not receive any comments or corrections for the Winter 2014 Board of Directors’ Meeting in St. Louis, MO.

Motion: Duane Durr moved and Sanford Williamson seconded a motion to accept the minutes. Passed by voice vote.

President’s Report

NRHS financial situation is of significant concern. Greg reported he would like to be in the position to supply a financial report but it is not available at this time. The lack of a financial report is because of Fernley & Fernley (F&F) accounting issues that have developed. The 2013 audit is proceeding. NRHS auditors, Padden, Guerrini & Associates P.C. (PGA), have resolved most technical issues regarding the 2013 audit and a draft audit report will be presented soon. The NRHS has engaged a third party's services, Your Part-Time Controller, to provide financial management as of Jan. 1, 2014. This will impact the current contract with F&F. Greg will send the draft of the audit out to the Board. Otherwise the volume of business is moving along - publications are coming out, conventions are being set up, renewals are being processed.

President Appointments

No appointments were made.

Reports of National Officers, Service Directors, and Committee Chairs

The following verbal reports were presented:

Vice President: Vice President Joe Maloney referred to the National Activities Report for his report.

Treasurer: Bob Bitzer set up "Your Part-Time Controller"(YPTC) with access to financial accounts.

Membership Discounts: Director Wes Ross completed work on the 2014 Membership Discount Program. The complete list will be available in the June issue of the *NRHS News* as well as on the NRHS website.

Reports Review

a. NRHS Strategic Plan – Gary Reinbolt (Attachment #1)

The NRHS Strategic Plan is pared down to effective goals based on survey results. Gary wants tactics back to him by the first of September.

Tactics are action steps that are going to be needed to accomplish a goal. Winnow down to most effective tactics. Tactics should have a deadline. The tactics should not only come from the Board but from all members. All tactics should be sent to the chairmen of the Strategic Planning Committees with a copy to Gary.

Heritage Grants/Preservation – Walter Zullig
Management & Business Process – Jeff Smith
Fund Development – Gary Reinbolt
Relationships – Wes Ross
Branding, Marketing – Jeff Smith

Strategic Plan is a guideline for building a budget and taking on new initiatives. It gives you a target for three years. The plan should be reviewed annually. Not all of it will be accomplished. The order in which the goals are listed is by priority.

b. Transactional Business - Bob Bitzer

Bob continues to ask for input on how the Conferences are structured and how to continually improve them. His committee is meeting regularly to discuss the various issues that the committee has been charged to work on.

Chapter Anniversary Certificates - Joe Maloney (Attachment #2)

The initiative has been operating since 1961. This year there are nine chapters who are affected by an anniversary. Of the nine chapters contacted regarding awarding the certificate, by the end of January Joe has heard back from two chapters. He heard from two more in March. Joe is recommending that the whole program be scuttled. - Wes Ross believes that the awards should be turned over to the District Directors.

Motion: Wes Ross moved and Duane Durr seconded that the District Directors assume the responsibility of the Chapter Anniversary Certificate Program.

Skip Waters requested that an initial letter come from the NRHS and the Directors will take over at that point. Greg Molloy stated that National will provide the District Directors with a list of chapter anniversaries on an annual basis. Joe Maloney saw no issue with providing the initial letter to the chapters providing notification about the certificate and advising the chapter to contact one of their Directors.

Passed by voice vote.

c. Relationships - Wes Ross

The Relationship Committee has three tactics to bring to the Board at this meeting.

- 1) Encourage Directors, National Officers and National Committee Members to visit chapters on a regular basis. Each member making a chapter visit will make a report to Wes. Wes will post a list quarterly on the admin site with an ongoing list of which chapters were visited and who visited them.
- 2) To set aside an hour or so at each conference to allow Directors representing specific districts to meet with the chapter representatives. Bob Bitzer supports this idea and will work with Wes on scheduling time at the Conferences for this type of meeting. Bob Ernst also suggested putting together some conference calls as a way to meet.
- 3) To request District Directors representing the chapters get to know the chapters and ascertain if there is any need to contact the chapters about their health. This is similar to the Advisory Council request made in their meeting. The Relationship Committee received the report from the Advisory Council and will ask District Directors to make as many visits as possible and report on the chapters' health. Gary Reinbolt noted that it is important that the

District Directors bring back information to the Board regarding chapters' health, good and bad, so the Board can act as necessary to rectify problems.

d. Development - Gary Reinbolt

The Development Committee is in need of a Chairperson to replace Dave Flinn who will remain a member of the committee. Gary Reinbolt will lead but he is a hired consultant and not a member of the Board. Gary reported on revenue generation – additional gift income to enhance revenue to fund programs. Did increasing dues decrease additional gift income? Gary did a year to year comparison – found that the gift count is down 22% and renewal is down 5%; but only 2% down in revenue from number of checks written. This is a typical year, on track. One more letter going out in June for RailCamp solicitation. RailCamp, though, has topped out as a fundraiser.

Major Fundraising

Looking at the Strategic Plan under fundraising there are some tactics to focus on:

- 1) Identify corporate support;
- 2) Identify foundation support and;
- 3) Major Donor Program.

Gary stated that everyone in this room is a fundraiser. People give money to people. Gary also noted that negative comments are not helping when it comes to fundraising. The members of the Board will need to identify revenue sources for fundraising. The time frame to see new revenue from the three tactics will take up to three years.

e. Preservation - Walter Zullig

The priority is to relocate the slides and photos housed at Three Rivers and send them to Phillipsburg.

There is no progress on longer range plan for library. Walter is open to suggestions.

Joe Maloney is working on the film to digital program. Walter asked Joe to report on the project.

Film Digitization Project (Attachment #3)- Joe Maloney reviewed the posted report on the project. The project has about 19-20 hours of film to work with. A college in the Philadelphia area has been identified to provide student involvement in the project. The initial cost was \$7,400. The group has a pledge of \$20,000 from an anonymous donor.

Motion: Wes Ross moved and Duane Durr seconded that the Board support the film digitization work as outlined in the report up to the \$20,000 donation. The motion was passed by a voice vote.

Historic Plaque - Walter Zullig reported on the historic plaque that is being shipped to Utica, NY for the centennial of Utica Union Station. The funds to cover the costs were donated by the group.

f. Management - Jeff Smith

There will be a report at the next meeting.

i. Improved Management Structure

There will be a report at the next meeting

g. 2014 Elections - Bob Ernst

Bob submitted a report which was posted prior to this meeting. The ballots will be out around June 1. The complete candidate slate, with presidential candidates' bios, will be in the June issue of *NRHS News*.

h. RailCamp 2014 - East & Northwest -

Bill Chapman submitted a written report which was posted. Al Weber reported that all camper slots are filled.

i. NRHS Fund, Inc. - Greg Molloy

The NRHS Fund, Inc. discussion is moved to the end of today's agenda.

j. 2015 Dues Renewal Process - Jeff Smith

Jeff received from Fernley & Fernley a proposal on contractor work. All work is on schedule. Implementation of testing will begin in July and August. Current budget numbers for the project are in line or trending lower.

k. Bylaws Committee - John Fiorilla

The Bylaws Committee made the changes as proposed by the Advisory Council. The Bylaws changes will require ratification by the membership at the annual meeting, but because of the tight timing between this meeting and the Membership meeting in June, the membership ratification will happen at the 2015 Membership meeting. Assuming the Board approves the changes during tomorrow's session, the changes will be effective tomorrow, subject to membership ratification in 2015.

l. 2013 Audit - Greg Molloy

The audit sessions with the auditors (PGA) have been done and the audit is on track. The NRHS has filed for an extension on the IRS Form 990. This extension for the 990 has been filed yearly by the NRHS and the 990 filing should be complete in June and should be available for the meetings at the Convention. Audited financial statements should also be ready for the Board in June.

m. Most Endangered List - Nathaniel Guest

No report at this meeting.

n. Inspector General – Walter Zullig

Walter submitted a report that was posted. No additional items to report.

NRHS Fund (Attachment #4)

This portion of the meeting was held as a joint meeting with the Trustees of the NRHS Fund, Inc. and the NRHS Board of Directors.

Several items happened:

The NRHS Board of Directors approved the creation of the NRHS Fund Inc. (The Fund) a charitable support organization. The NRHS Board appointed the Board of Trustees of the Fund. The Trustees of the Fund are Duane Durr, Dave Flinn, Walter Zullig, Wes Ross, Al Weber, Jeff Smith and Bob Bitzer. John Fiorilla was appointed as the Incorporator. The NRHS Fund, Inc. was incorporated in the State of Maryland after January 1, 2014. The Fund has an EIN.

Steps Taken and Next Steps:

- 1) The Fund has received unanimous consent from the Fund's Board of Trustees on a two page resolution. The management of the Fund now exists. The Fund's Bylaws are adopted. Officers are elected. The Officers mirror the NRHS, Greg Molloy – President, Bob Ernst – Secretary and Bob Bitzer – Treasurer. The Fund can now act on its own.
- 2) The Fund needs to apply for 501(c)3 status with the IRS. The paperwork is in progress.
- 3) The Fund has authorized the Fund Treasurer to open a bank account.
- 4) The Fund's Corporate Seal is in John Fiorilla's office.

NRHS Fund Initial Capitalization

The original plan is that the NRHS will fund the NRHS Fund, Inc. \$50,000 from unrestricted funds. The Fund will take over responsibility for fundraising in 2014. It is recommended by Counsel that the NRHS make a loan of \$50,000 without interest and with repayment at a later date.

Motion (NRHS Board of Directors): Greg Molloy motioned and Dave Flinn seconded that the NRHS authorize a loan of \$50,000 to the NRHS Fund, Inc. without interest and to be repaid at a later date. Passed by voice vote.

Motion (NRHS Fund Board of Trustees): Greg Molloy motioned and Wes Ross seconded that the NRHS Fund, Inc. accept the loan of \$50,000 from the NRHS without interest and with repayment terms to be established at a later date. Passed by voice vote.

Motion (NRHS Fund Board of Trustees): Greg Molloy motioned and Duane Durr seconded that the NRHS Fund, Inc. agree to take over responsibility for NRHS fundraising effective January 1, 2014. Passed by voice vote.

Motion (NRHS Board of Directors): Greg Molloy motioned and Duane Durr seconded that the NRHS agree to pay for the NRHS Fund, Inc. fundraising costs effective January 1, 2014 and until the NRHS Fund, Inc. can reimburse the NRHS for those expenses. After that time the NRHS may continue to provide certain fundraising services for the NRHS Fund, Inc. on a reimbursement basis. Passed by voice vote.

Details to be worked out. The application for 501(c)3 status should be ready to submit this week. John Fiorilla will let the Fund know when donations can be received directly into the Fund. Donations will continue to be accepted by the NRHS.

Some vendor services that work with both entities will have separate contracts and/or invoicing. This includes services by F&F, YPTC, among others.

Motion: Duane Durr moved and Wes Ross seconded that the NRHS Fund, Inc. Board of Trustees adjourn. Passed by voice vote.

Motion: Wes Ross Moved and Al Weber seconded to go into executive session at 4:05PM. Passed by voice vote.

The NRHS Board of Directors went into Executive Session. Discussion included status of legal litigation, contract negotiations and fundraising.

Motion: Larry Dyer moved and Joe Maloney seconded to come out of Executive Session and recess until 8:30AM EDT Sunday. Passed by voice vote. Board recessed at 9:45PM EDT.

**Meeting Minutes
NRHS Board of Directors
Best Western Country Cupboard Inn Conference Center
Lewisburg, PA
Sunday, April 27, 2014**

Reconvene

The Board of Directors reconvened Sunday, April 27, 2014 at 8:30AM EDT.

Roll Call

The Board attendance is the same as the Saturday Session. Bill Bain, Walter Zullig and John Fiorilla attended via teleconference.

Advisory Council Report

NRHS Vice President Joe Maloney made the report.

The Advisory Council met on Saturday, April 26, 2014 and handled a series of motions to hand to the Board. The Advisory Council discussed the six points of John Baake's report of January 11, 2014. The Advisory Council is requesting the Board take action on points #2 and #4.

The Advisory Council is requesting on the NRHS Strategic Plan that the word "chapters" be added in the Mission Statement. Also, under Core Business to change the word "industry" to "community."

The Advisory Council is recommending that we make available in the *NRHS News* what the *NRHS Telegraph* is and how to access it. Greg asked Bob Ernst to write an article about the content of the *NRHS Telegraph* and forward to Charles Williams for the *NRHS News*.

Conventions**2013 Anchorage, AK Convention (Attachment #5)**

A final convention report was received by the Board. There were 371 registrants, carried over 400 local riders in Fairbanks on the public trips. Over 800 riders in total on the trips. There is a projection of \$48,000 net earnings for the convention. The range of accuracy for the projection is +/- \$2,000.

Motion: Wes Ross moved and Mark Eyer seconded to accept the final report for the 2013 NRHS Convention. Passed by voice vote.

2014 Springdale, AR Convention

Greg Molloy gave an updated sales report. There are currently 287 registrants with a revenue

of \$147,000. The mix of ticket sales is running 89% members, 10% new members and 2 public ticket sales. As of April 15 the remaining tickets will be opened for public sale. The events are running about 90% of capacity, with costs under control and sales progressing nicely.

2015 Rutland, VT Convention,

Greg Molloy distributed a report to the Board which was posted prior to the meeting. The dates of the convention will be June 16 – 20, 2015. The convention will include a Sunday public trip. There are opportunities to run pre-convention tours and charter operations at other railroads in the area. The hotel contracts are not in place as the negotiations for meeting room space are still in progress. The Vermont Railway has verbally agreed to the proposal.

The operating committee of the convention includes Bart Jennings on rail operations, Tony White as hotel coordinator and Steve Miller on bus operations. After some discussion on the position of General Convention Chairman, Walter Zullig volunteered and was appointed by Greg.

2016 Convention

No firm bids for 2016 at this time. There are a few ideas being investigated.

Conferences

2014 Convention Conference, Springdale, AR

No further update. Meeting schedule is set.

2014 Fall Conference (Attachment #6)

Bob Bitzer distributed a bid to the Board which was posted prior to the meeting from the George L. Carter Chapter. The dates will be November 13-15, 2014 in Johnson City, TN.

Motion: Wes Ross moved and Duane Durr seconded that the Board accept the proposal from the George L. Carter Chapter to host the Fall 2014 NRHS Conference. Passed by voice vote.

2015 Winter Conference

Carl Jensen introduced a bid by the Roanoke Chapter to host the Winter 2015 Conference on January 10 -11, 2015 in Roanoke, VA. The host hotel will be the Hotel Roanoke with a room rate of \$104. No planned events are scheduled.

Motion: Joe Maloney moved and Duane Durr seconded that the Board accept the proposal from the Roanoke Chapter to host the 2015 Winter Conference. Passed by voice vote.

2015 Spring Conference, April 17-19, 2015, York, PA

This will be a joint meeting with ATRRM. A detailed report was posted for the Board prior to the meeting. There was discussion on the three schedule plans within the report for the NRHS meetings. Based on the consensus of the room, Plan A was adopted.

2015 Convention Conference, June 2015, Rutland VT

No report given.

Bob Bitzer is welcoming bids for future Conferences.

Unfinished Business

a. Actions of the Executive Committee (Attachment #7)

A report on the actions taken was presented. Two resolutions were approved by the committee to submit changes and access to the bank accounts. They were interim approvals until this meeting. The two resolutions are identical to the two motions being made.

Blackhawk Bank Account

Motion: Greg Molloy moved and Bob Ernst seconded that the NRHS Blackhawk checking account be updated by resolution to add Mr. James Little of Your Part-Time Controller for the purpose of obtaining copies of the bank statements as part of the audit functions this company will be performing for the NRHS. This is a read only function and will not allow any financial transactions on the account to be done by Your Part-Time Controller. Passed by voice vote.

TDA Account

Motion: Greg Molloy moved and Bob Ernst seconded that the TD Ameritrade Account be updated by resolution to remove all existing officers, former officers and Investment Committee members from the account and update it with the current President, Vice President, Treasurer and General Counsel. Passed by voice vote.

b. Budget Proposal – FY 2014

The 2014 Budget is not yet completed as we do not have a December 2013 financial statement to use as a basis for budgeting. Within the next 1-2 weeks we should have the draft audited 2013 financial report. In addition, the contract negotiations are still in progress with Fernley & Fernley. It is expected to have the budget proposal for the Springdale meeting.

c. Fernley & Fernley Contract

There is a scheduled meeting at Fernley & Fernley on Monday, April 28, 2014. Greg Molloy and Jeff Smith will be in attendance to negotiate a new contract. The Board will be updated as necessary.

d. Bylaws Changes (Attachment #8)

The Advisory Council previously presented to the Board a set of NRHS Bylaws changes. The proposal was given to the Bylaws Committee and a final draft presented to the Board. The draft was posted prior to the meeting.

Motion: Joe Maloney moved and Mia Mather seconded to adopt the proposed NRHS Bylaws changes as presented. Passed by voice vote.

The changes go into effect immediately subject to ratification by the membership at the 2015 Membership Meeting in Rutland, VT. The Advisory Council can now act on the changes. The revised Bylaws will be posted to the NRHS admin website in the public section.

e. NRHS Privacy Policy

Jeff Smith and John Fiorilla are working on a draft of the policy and expect to present a report at the meeting in Springdale.

f. NRHS Fund (added agenda item)

The NRHS Fund will require separate Directors & Officers liability insurance coverage. No firm pricing has been set.

Motion: Greg Molloy moved and Dave Flinn seconded that the NRHS authorize the purchase of D&O Liability Insurance for the Trustees and Officers of the NRHS Fund to be reimbursed upon completion of the NRHS Fund capitalization. Passed by voice vote.

g. Presidential Appointments (added agenda item)

For the record Greg Molloy appointed Walter Zullig as 2015 Convention Chair and Gary Reinbolt to the position of Director of Development. The Development Committee is still in need of a Chairman – Gary is not the Chair of the Committee.

h. Fernley & Fernley Contract Extension (added agenda item)

Motion: Duane Durr moved and Mia Mather seconded to extend the current Fernley & Fernley contract through June 30, 2014. Passed by voice vote.

i. 2014 Budget Funding (added agenda item)

Motion: Duane Durr moved and Wes Ross seconded to extend the continuing Budget Funding resolution until the Springdale meeting. Passed by voice vote.

New Business

a. Reports Review- Proposals and Action Points

No items to act on from the Saturday Session

b. Your Part-Time Controller Agreement

The agreement was not distributed prior to the meeting. This agreement is for services at a rate and the rate chart is sensitive information. The high points of agreement are for oversight functions of the bookkeeping, bank reconciliations and corrections of journal entries, with rates based on hours actually worked. The rates in the agreement are for three levels of people in the company. The primary work is being done by James Little of YPTC at the lowest rate. The YPTC agreement was not presented for formal approval by the Board as there was no long-term financial commitment or cancellation penalty. The expected costs will be incorporated in the 2014 budget proposal to be submitted for Board approval at an upcoming meeting.

If the NRHS concludes it is in their best interest to alter scope of work, the agreement will be updated.

YPTC has read only access to the NRHS bank accounts and only at a terminal at Fernley & Fernley. No accounting records are being transferred either via email or via any type of external drive. The Officers of the NRHS are responsible for the general oversight of YPTC with Bob Heavenrich in close contact with James Little.

c. Convention Policy

The report is not complete for this meeting. It will be distributed to the Board and Advisory Council for the Springdale meeting.

d. NRHS Rental Car Policy

The NRHS Rental Car Policy is in need of updating. It is cost prohibitive for the NRHS to obtain non-owned liability coverage on autos used for NRHS business. Current policy is for use of personal auto under personal insurance for travel under 150 miles. A rental car should be used for travel over 150 miles each way on NRHS business. A statement, "Rented for Business for the NRHS, Inc.", on the rental contract should be added to show that the car rental is business related. The policy will be worked on with General Counsel and brought to the Board.

e. Affiliate Memberships

No intention for action at this meeting. Greg asked the Development and Relations Committees to do a final review of this proposal, put it under a cover letter that explains its purpose and ask for comment. It should be sent to Advisory Council and the Board.

f. **Non-Compliant Chapters**

There is no action being proposed at this time. Some type of action needs to be considered for the future. This has been discussed at previous sessions as to the position we want to take regarding chapters that are not in compliance with NRHS Bylaws. At the time, this was not a priority and more information needed to be gathered.

The reason for concern is that we have been running ahead of or equal to renewal curve for the last year, until the end of February. As of the end of March, renewal stood at 81% vs. March 2013 was 86%. This is a 5% decrease in the renewal rate over one year prior. Several chapters have blatantly ignored that NRHS membership is required for chapter membership. We are finding this out through the chapter newsletters and this trend is growing.

Other chapters are actively encouraging members to join local organizations, and not to renew with NRHS. They are offering a full chapter membership but not the NRHS publications. This is becoming a concern to chapters that are complying with the NRHS Bylaws. The Bylaws's only remedy is to kick out the chapter. We can ignore this trend or drop chapters. Another option is to recognize this trend and go to a two-tiered structure and make chapters sign compliance letters. The fact is any solution will involve unpleasantness.

g. **Switzerland Trip**

Walter presented a report to the Board on a proposal for a Switzerland tour similar to the Israeli tour. The cost will be in the \$3,000 range without airfare. The time frame would be September, 2015. Time will be needed to sell the tour. The proposal will be brought back to the Board in Springdale.

h. **Withdrawal of Chapter Charters**

Motion: Skip Waters moved and Al Weber seconded that the charters of the Seven Railroads Chapter and Texas Eagle Chapter be withdrawn. Passed by voice vote.

Announcements

Bob Ernst requested to have all reports for the Springdale meetings to him for posting by the end of May. He also set a deadline for the next *NRHS Telegraph* as May 9th.

Adjournment

Motion: Al Weber moved and Wes Ross seconded to adjourn. Passed by voice vote.

Meeting adjourned at 11:30AM EDT

Respectfully Submitted:

Robert Ernst
Secretary

12 June 2014

Attachments:

- 1) National Activities Report
- 2) Strategic Plan
- 3) Chapter Anniversary Awards
- 4) Film Digitizing Report
- 5) RailCamp Report
- 6) NRHS Fund Status
- 7) 2013 Convention Final Report
- 8) 2014 Fall Conference Proposal
- 9) 2015 Spring Conference Report
- 10) Actions of the Executive Committee
- 11) NRHS Bylaws Changes

Appendix A

National Staff, Service Directors, Members and Guests Present for the April 26 - 27, 2014 NRHS Board of Directors' Meeting

Arkansas-Boston Mountains Chapter	Kenneth Eddy	National Representative
Atlanta Chapter	Delmar Kittendorf	National Representative
Baltimore Chapter	Richard Shulby	National Representative
Bergen-Rockland Chapter	Donald Winters	National Representative
Blackhawk Chapter	Robert Murray	National Representative
Blue Ridge Chapter	Robert Leslie	National Representative
Cape Cod Chapter	R.Douglas Scott	National Representative
Central Coast Chapter	Edward Graham	National Representative
Central Pennsylvania Chapter	Mark Irvin	National Representative
Cincinnati Chapter	William Andes	National Representative
Collis P. Huntington Chapter	Maurice Hartz	National Representative
Connecticut Valley Chapter	Roberta Ballard	National Representative
Cumberland Valley Chapter	David Watts	National Representative
Delaware Valley Chapter	Leon Duminiak	National Representative
George L. Carter	Jim Pahriss	National Representative
Gulf Curve Chapter	Harla Lazur	National Representative
Harrisburg Chapter	Mark Irvin	National Representative
Inland Empire Chapter	John Simanton	National Representative
Iowa Chapter	Ellen Pinsky	National Representative
Kentucky Central Chapter	Shirley Ross	National Representative
Lackawanna & Wyoming Valley Chapter	Timothy O'Malley	National Representative
Lancaster Chapter	Fred Kurtz	National Representative
Leatherstocking Chapter	Mark Lazur	National Representative
New York Chapter	Cora Sowa	National Representative
Niagara Frontier Chapter	Rebecca Gerstung	National Representative
North Florida Chapter	Marjorie Fiorilla	National Representative
Northstar Chapter	John Goodman	National Representative
Old Smoky Chapter	Robert Freeman	National Representative
Pacific Northwest Chapter	Al Baker	National Representative
Philadelphia Chapter	Peter Senin	National Representative

Piedmont Carolinas Chapter	Richard Shulby	National Representative
Pottstown & Reading Chapter	John Sweigart	National Representative
Roanoke Chapter	Carl Jensen	National Representative
Saint Louis Chapter	Ron Gawedzinski	National Representative
Susquehanna Valley Chapter	Donald Jilson	National Representative
Ulster & Delaware Chapter	Donald Bishop	National Representative
Utica & Mohawk Valley Chapter	Mark Lazur	National Representative
Washington DC Chapter	Jon Baake	National Representative
West Jersey Chapter	Frederick Ciocciola	National Representative
Western Connecticut Chapter	Roberta Ballard	National Representative
Winchester Chapter	Berton Robinson	National Representative
	John Fiorilla	NRHS General Counsel via phone conference line
	David Baniewicz	NRHS Emblem Sales
	Robert Heavenrich	NRHS Comptroller
	Diane Heavenrich	Member
	Gary Reinbolt	Director, Development
	Kristen Olszewski	NRHS Office, Fernley & Fernley
	Sheila Dorr	Member
	Peggy Sweigart	NRHS Emblem Sales

NATIONAL ACTIVITY REPORTS

Submitted by: Officers and Staff

January – April 2014

Advertising & Public Relations

- No items to report

ALCO Historic Photo's

Submitted by Edward A. Fernau

- No items to report

Chapter Development

Submitted by Tim O'Malley

- We have made contact via phone and e-mail with a man who is interested in creating a chapter in New Mexico.
- We have made contact via e-mail with a woman in Alberta on creation of a chapter.
- A letter sent from President Molloy to Haskell Corp in Fairport Harbor, OH seems to have rescued a Coast Guard building from demolition. It instead is being relocated to another part of the harbor to provide shelter for a railroad museum. Chapter development is being pursued in this area by members of the museum

Convention Status

Submitted by Bart Jennings/Greg Molloy

- Have continued planning efforts for 2014 NRHS convention on the Arkansas & Missouri Railroad in Springdale, Arkansas. Efforts have included:
 - On-site visit and meeting in February to review plans with railroad and to participate in event promotions at area train show in Springdale, Arkansas
 - Work with Amtrak to arrange display of Amtrak Exhibit Train at the 2014 convention
 - Work on efforts for convention promotions
- Work with Vermont Railway on initial plans for 2015 convention in Rutland, Vermont
- Work with Transactional Committee creating policy and strategies for future conventions and other meetings
- January 29-February 1 - Visit to Rutland and Burlington, Vermont to do preliminary work on 2015 convention program (G. Molloy, J. Fiorilla, T. White, R. Ballard).
- April 12 - Conducted due diligence conference call with 2014 convention staff to assure arrangements are in place and remaining open issues are resolved. (G. Molloy)

Emblem Sales

Submitted by Dave Baniewicz

- See separate report on website

Finance Update

Submitted by Ralph Bitzer/Greg Molloy

- January, February and March - Set up contract and held initial meetings with Your Part-Time Controller to perform accounting oversight and reporting functions starting in 2014. (G. Molloy)
- February 19-21 - Visit to Philadelphia to conduct pre-audit review of NRHS financial records (G. Molloy, B. Heavenrich)
- March 25-26 - Participated in 2013 audit field work in Philadelphia. (G. Molloy, B. Heavenrich, B. Bitzer)

Library Project Manager

- No items to report

Media Services

Submitted by Mitchell Dakelman

- No items to report at this time

Membership Awards

Submitted by Joe Maloney

- **See separate report submitted by Joe Maloney on website for VP activities and Membership Awards**

Membership Discount Program

Submitted by Wes Ross

- Finished work on the 2014 NRHS Discount Program--Will be published in the June NRHS News.

NRHS Inspector General

Submitted by Walter Zullig

- See separate report posted on website

NRHS Publications

Submitted by Jeff Smith/Bob Ernst

- Produced the February issue of the NRHS Telegraph which posted on February 18th (B. Ernst)

RailCamp

Submitted by Bill Chapman and Bud Thompson

- See separate report on website
- March 4 - Met with RailCamp program management team in Seattle to review progress in reinstating RailCamp programs in 2014. (G. Molloy)

Railway Heritage Grants Program

Submitted by Nathaniel Guest

- No items to report

Secretary

Submitted by Bob Ernst

- Prepared and submitted the draft minutes for the Board of Directors' Winter Meeting.
- Prepared and submitted the draft minutes for the Advisory Council's Winter Meeting.
- Compiled and submitted the agendas and reports for the Spring Conference.
- Participated in the Transactional Committee's teleconference meetings.
- Update report on the 2014 Election process submitted for the Spring Conference
- Handled routine duties as required.

Website Project Update

Submitted by Jeff Smith

- No update at this time

Other Administrative Activities

- **See separate report submitted by Joe Maloney on website for VP activities and Membership Awards**
- January, February and March - Multiple phone calls and meetings in Philadelphia to work on accounting issues with Fernley & Fernley. (G. Molloy)
- January, February and March - Preparations and initial meetings to start contract renewal negotiations with Fernley & Fernley. (G. Molloy)
- February and March - Several phone calls and meetings in preparation for establishment of The NRHS Fund, Inc. as a separate charitable support organization. (G. Molloy)
- March 7 - Supported NRHS/Railfan & Railroad event at Winterail in Stockton, CA to publicize NRHS programs and raise funds for Railway Heritage Grants program. Event admissions and collection of donations raised over \$1000 for Grants program (G. Molloy, S. Barry, J. Smith and E. Lawrence).
- April 4-5 - Represented NRHS at ATRRM Spring Conference in Kingston, NY. Worked with R. Bitzer and ATRRM staff on arrangements for 2015 joint Spring Conference in York, PA. (G. Molloy)
- Participated in conference calls with NRHS Transactional Business Committee and other NRHS staff on several items of NRHS business. (G. Molloy)
- Presented 50-Year Certificate to the Owensboro Chapter (W. Ross)

Officers and Staff Reporting on Activities:

Gregory P. Molloy: President

Joe Maloney, Vice President

Robert J. Ernst: Secretary, Director-Membership Records & Editor, NRHS Telegraph

Ralph R. Bitzer: Treasurer

Dave Baniewicz: Emblem Sales Director

Bill Chapman & Bud Thompson, Director-RailCamp Programs

Mitchell E. Dakelman: Director-Media Services

Nathaniel Guest: Director of Heritage Grants Program

Robert M. Heavenrich Jr.: Comptroller

Tim O'Malley, Director of Chapter Development

Jeffrey S. Smith: Editor, *NRHS Bulletin*

Douglas R. White: Library Project Manager

Walter Zullig, NRHS Inspector General



NRHS STRATEGIC PLAN 2014 – 2017

These are the strategic plan goals for the National Historical Railway Society for the years 2014 through 2018. It is a product of almost a year of review and assessment on the part of the Board and its constituent committees.

The guideline for creating these goals was to answer the question “How do we prioritize our resources, both financial and human, to bring NRHS programs, procedures, and protocols in alignment with its mission, core business and its vision?”

Mission Statement

The National Railway Historical Society promotes railway heritage preservation and educates its members and the public about rail transportation, its history and impact, with a focus on North America.

Core Business:

Be the unifying organization that brings together the rail preservation industry.

Vision Statement:

NRHS will promote rail history and educate the public about rail heritage by unifying rail preservation organizations through funding, information, advocacy, outreach, and coordination.

Various drafts were circulated for comment, subsequently edited, and two rounds of prioritizing surveys were undertaken to create this document. These are the goals that the board felt would accomplish moving NRHS to its future.

However the plan is not complete as it stands. Action items – the tactics, and timelines – the delivery dates for those tasks, need to be determined by the committee's as noted.

The strategic plan is only useful if it is applied to its intended purpose: to guide the formulation of budgets, review current programs, evaluate new program proposals, and provide mileposts at fixed periods.

Therefore we ask that the committees have their task lists appended to this document by the fall 2014 Board of Directors meeting.



NRHS STRATEGIC GOALS

2014-2017

HERITAGE GRANTS – Tactics To Be Determined By Heritage Grant Committee

- Increase the size of the grant pool and increase average amount awarded.
- Institute the National Railway Heritage Register and Railway Heritage Watch Lists (aka a user-submitted endangered list).
- Develop a committee of professionals from museums, tourist RRs, chapters, NTHP, NPS, etc.,
- to design, implement, and conduct a process to create a list of National Railway Landmarks,
- resources of the highest importance.
- Develop a committee of professionals to create each annual At-Risk List.

PRESERVATION ACTIVITIES – Tactics To Be Developed By Preservation Committee

- Develop position, strategy and plan for long term library/archive/collections disposition.
- Inventory & appraise (where appropriate) all library/archival/collections assets.
- Dispose of the library artifacts.

MANAGEMENT & BUSINESS PROCESSES – Tactics To Be Determined By Management Practices Committee

- Ensure that convention activities contribute positively to the society's image and finances.
- Evaluate corporate structure to ensure maximum fiduciary oversight and maximum efficiency in delivering
- resources to core activities.
- Evaluate business office functions for structure, policy and procedure to ensure timely information flow and effective oversight.
- Increase transparency of governance functions.
- Assess management support needs going forward as a donor driven organization,
- identify specification to be subcontracted, evaluate best approach and create RFP for vendor bids.

NRHS STRATEGIC GOALS

2014-2017

FUND DEVELOPMENT – Tactics To Be Determined By Development Committee

- Identify and initiate corporate support program.
- Identify and apply for program and operating foundation support grants.
- Initiate Major Donor Program.
- Investigate/implement acquisition of gifts from non-members.
- Implement Planned Giving.
- Develop a new class of membership for railroad related organizations, museums, and railroad historical societies.

INTERNAL AND EXTERNAL RELATIONS – Tactics To Be Determined By Relations Committee

- As it provides value for internal and external relations, strengthen communication between the chapters and national office.
- Increase transparency of governance functions
- Develop relationships with other rail-related organizations at both national and chapter level
- More fully integrate the Advisory Council in NRHS planning and communications
- Begin recovery of "lost" Chapters- Request District Directors contact Chapters that have left the Society in the last three (3) years in an effort to determine the reasons.

BRANDING, PR & MARKETING AND COMMUNICATIONS – Tactics Determined By Management Committee

- Communicate the new NRHS vision/accomplishments across all communications vehicles.
- Continue an awareness campaign targeted at the casual rail enthusiast.
- As it provides value for Branding and Marketing, strengthen communication between the chapters and national office.
- Establish NRHS as a voice in the national preservation discussion.
- Develop the rail preservation website to focus on what is going on in the broader community.

Talking Paper

NRHS Chapter Anniversary Awards Program

As of 9 April 2014

Background: The program consists of NRHS sending a certificate signed by the President and Secretary to recognize chapters celebrating 75-year, 50-year and 25-year anniversaries of their charter. As information, there is no requirement in the NRHS Bylaws to conduct this program.

Discussion: For 2014, there are nine chapters celebrating anniversaries of their charters.

- On January 3, I sent letters and emails to all nine affected chapters to congratulate them on their achievement and asked them to tell us about their plans to celebrate their anniversaries. That same day, I ordered the calligraphy work for the nine anniversary certificates. Through January, one chapter answered the mail with their plans.
- In mid-February, one other chapter asked us to determine who their charter members were. In mid-March, we found the file with the information and provided that information to the chapter. Since then, there has been no further word.
- On February 18, I retrieved the completed anniversary certificates from the calligrapher.
- On March 10, I wrote follow-up letters and sent follow-up emails to the eight chapters who had not answered the letters sent to them on January 3. One chapter sent an email back within two hours of receiving the email with their plans.
- To date, six of the nine chapters have not acknowledged receiving any communications from NRHS, and the seventh has not acknowledged their specific plans. This pattern of non-response is typical of what we have received from the chapters for the nine years I have been handling the program. If we continue to not receive anything back from the chapters by April 15, then I will send the completed certificates to the seven affected chapters advising them to not contact us with any requests to send a representative to an anniversary celebration.

Conclusion: This program is a time drain on the Membership Awards Director for which the affected chapters do not seem to care.

Recommendation: I recommend that NRHS Management discontinue this program altogether.



JOSEPH C. MALONEY, JR.
Membership Awards Director

Talking Paper

Status of Project to Digitize NRHS 8 mm Film Collection

As of 09 April 2014

Background: The working committee has developed a project plan to digitize the salvageable 8 mm films stored at Phillipsburg, NJ, has secured a pledge donation to acquire the needed equipment, and identified and gotten verbal agreement for high school students to perform the labor for this project.

Discussion:

1. Purchase of equipment. Who, what, from where, etc.
 - The project committee has secured the roughly \$7000 as a restricted donation that is needed to purchase the equipment to actually duplicate the current 8 mm film archive into a digital format. The NRHS Fund, Inc. as a separate non-profit entity could handle this donation to acquire the equipment for NRHS, and hold title to that equipment, once the Fund has set up its SOP's for handling donations.
 - The project committee has endorsed the approximate \$7000 donation to the Fund as a restricted (fenced) donation dedicated only to the 8 mm film digitizing project, and requests NRHS Board of Directors' approval for this project.
2. Inventory of 8 mm films. What do we have; How many feet of film to be digitized; What has been lost to time and deterioration?
 - Based on Mitch Dakelman's best estimate, NRHS possesses approximately 20,000 linear feet of original 8 mm films. At a viewing rate of roughly 18 feet per minute, there is a potential of digitizing around 19 hours worth of motion pictures.
 - The archived collections, all housed at no cost to NRHS in Phillipsburg, NJ, consists of collections filmed by NRHS members (some alive some deceased) Sell, Beaujon, Bowman, Denney, Marshall, Spotts, Wood, George Meyer and Lee Dietrich. The film collections were shot starting in the late-1930's and on into the 1980's. The collections cover such subjects as NRHS conventions, and a wide mix of different railroad and electric traction operations. Some small percentage (Mitch will determine how much) has been lost to time and poor storage conditions prior to being moved from Philadelphia, PA to Phillipsburg, NJ in early 2008. He has described the damaged film as confetti.
 - Mitch will provide an approximate inventory of the collections within the total collection by name, number of linear feet, and a brief description of subjects on the film and when it was shot.
 - Based on Tom's estimates, we could conceivably digitize one hour of film (18 feet x 60 minutes = 1080 feet) in one labor day (8 hours). That equates to roughly 19 - 20 days of labor to digitize the film images.

3. Need for an agreement with the school system providing the student volunteer labor, i.e. Statement of work, indemnification, etc.

- Before we start drafting a statement of work and letter of agreement between NRHS and the school which Dr. Tom Coughlin has identified for providing volunteer labor and oversight, Tom has agreed to once more look into potential commercial sources for handling the digitizing work and the associated potential costs to NRHS for using the commercial option.

4. Other issues?

- This project addresses archiving the existing 8 mm film collections into a media format that can be readily accessed and used with current technology. It does not concern itself with marketing the collections; that will be left for others to determine the next course of action.
- Once we can determine the best value option to digitizing the film collections (Student Volunteers vice Commercial), the Film Digitizing Project Committee will bring the NRHS General Counsel into the project for the legal support (documentation) for the necessary archiving work.
- The committee (Maloney, Dakelman, Coughlin) discussed the possibility of tying this project into RaiiCamp for 2015 and beyond. Joe Maloney will look into this. Mitch thinks that for many reasons, this idea may be impractical. He advises that few, if any of the youngsters who attend RaiiCamp who know what real movie film is, and how to take care of it and maintain it. Mitch offered that he would do a presentation to the RaiiCampers, and see what interest, if any, it sparks among the campers.
- There are magnetic tape sound recordings that need conversion as well. There are different technologies involved to preserve these recordings, and the old tapes may be highly sensitive to movement. This likely should be another separate project.

Conclusion: The project committee has run this report past the Strategic Planning Committee on Preservation, Walter Zullig, Mia Mather and Larry Dyer, who agree with it.

Recommendation: The NRHS Board of Directors authorize the project committee to continue the work needed to digitize the NRHS 8 mm film collection.



JOSEPH C. MALONEY, JR.
Vice President

Board of Directors Report for RailCamp 2014

The RailCamp program is very much alive and well again, and we are looking forward to the two exciting camps that are being offered this year.

As of April 4, 2014, we have enough campers registered to fill both camps. Thirty campers are registered for RailCamp–East – six over capacity – while RailCamp–NW has thirteen campers registered – three under capacity. The camp staff is currently in the process of polling the extra campers registered for the East Camp to see if they may be interested in transferring to the NW Camp. Once this process has been completed, we will review any additional applications received to fill remaining slots.

RailCamp Staff

Bill Chapman – Director RailCamp–NW (Deputy Director – East)
Bud Thompson – Director RailCamp–East (Deputy Director – NW)
Janice Bauer – RailCamp Manager (both camps)
Michael Muldowney – RailCamp Manager (both camps)
Carl Jensen – Counselor (both camps)
Clifford Clements – Counselor (RailCamp–East)
Mike Bergman – Counselor (RailCamp–NW)
Stephan Schmidt – Official Photographer (RailCamp–East)
Bob Harbison, Mike Klass and Greg Molloy – Official Photographers (RailCamp–NW)

During the week of March 2, 2014, the directors and managers met in Tacoma to introduce the newly appointed managers to our RailCamp–NW partners and to review each venue's program with the partners to ensure that the proposed time schedules would work, and to discuss any concerns on the part of our partners or the RC staff. All of the meetings were productive and the partners are ready to meet our new crop of campers.

The managers had already met our RailCamp–East partners, and after the successful meetings in Tacoma, we believed that the directors should also meet with the RailCamp–East partners to review our proposed schedule and activities being offered to once again assure the success of the camp. Bud Thompson met with the prime contacts at each of our partners during the week of March 31st. We are incredibly impressed with the programs being developed by Amtrak and our new partners for RailCamp–East, The Strasburg Rail Road and the Railroad Museum of Pennsylvania.

Our RailCamp housing this year will be provided by two universities new to us, the University of Delaware in Newark, DE, and the University of Puget Sound in Tacoma, WA. Both institutions have excellent facilities and are looking forward hosting and housing our campers and staff.

We are very pleased with the incredible response to the return of RailCamp by our past and new partners, as well as the campers who will be filling both venues!

Respectfully submitted

Bill Chapman and Bud Thompson, Directors

STATUS OF NRHS FUND

Confidential Report Including Proposed Actions

April 20, 2014

BACKGROUND

The NRHS has previously approved the formation of The NRHS Fund, Inc. as a charitable support organization (CSO) to support the charitable good works of the NRHS. The NRHS Board of Directors elected an initial Board of Trustees of the Fund, and appointed John K. Fiorilla as the Incorporator. Yasmeeen Khaleel of Capehart & Scatchard, PA is handling the actual legal filings.

Incorporation papers were filed with the state of Maryland after the first of the year (intentionally, to avoid complicating the 2013 audit). Although Maryland took longer than expected, the incorporation was approved in March and, after a few more weeks of delay, the certificate of incorporation was received by our registered agent in Baltimore.

Based on the incorporation, Ms. Khaleel applied for and has received the EIN for the Fund.

NEXT STEPS

Completing the setup of the NRHS Fund, Inc. requires several more steps by both the NRHS Board of Directors (NRHS) and the NRHS Fund Board of Trustees (Fund). These are:

1. (Fund) Establishment of Bylaws and initial officers: These are critical next steps. A set of resolutions has been circulated to the Fund for approval by unanimous consent. As if the last update I received last week, we had approval from six of the seven trustees, so the resolution was not yet approved. We hope to obtain that final approval in Lewisburg if not before. Once the resolution is approved, the Fund can then act under the new Fund bylaws to manage its own affairs.
2. (Fund) Apply for 501c3 status: Papers have been prepared and signed, but they cannot be submitted until Step (1) is completed.
3. (Fund) must authorize Fund Treasurer to establish a bank account. If we do this in Lewisburg, we can proceed with setting up the account immediately.
4. Initial capitalization must be authorized by both NRHS and the Fund. After reviewing the litigation situation, our legal department has recommended the following steps:
NRHS authorizes a loan of \$50,000 to Fund, without interest and with repayment terms to be established later.
Fund accepts this loan.
Fund agrees to take over responsibility for NRHS Fundraising effective January 1, 2014.

NRHS agrees to pay for Fundraising costs from January 1, 2014 until Fund can reimburse NRHS for these expenses. After that time, NRHS may continue to provide certain fundraising services for the Fund on a reimbursement basis.

Actual transfer of capitalization money to the Fund will take place after the Fund has established a bank account.

5. At an appropriate time after submitting the 501c3 Application, Fund may begin to receive donations directly. This is expected to occur in mid-2014. At this point, donations to NRHS will be directed to the Fund unless the donor requests that they go to NRHS itself. NRHS will continue to maintain its own 501c3 status.

6. Following these initial steps, NRHS and Fund will establish separate contracts with Padden Guerrini & Associates (Audit services) and Fernley & Fernley (Association Management services) and other suppliers as appropriate.

JOINT MEETING OF THE BOARDS

NRHS management has requested that a joint meeting of the NRHS Board of Directors and the NRHS Fund Board of Trustees be held in Lewisburg to address issues (1), (3) & (4) above.

Greg Molloy

2013 NRHS CONVENTION

Final Report

April 11, 2013

SUMMARY

The NRHS held its 2013 Convention in Anchorage, Alaska, with pre-convention activities in Fairbanks and Denali Park. The convention was a financial success that also generated positive press coverage and public attention for the NRHS.

TIMING & OPERATIONS

The design of the 2013 convention program was a radical departure from many of our past practices. These are some of the significant changes:

The convention program was scheduled in mid-September to take advantage of shoulder system pricing, availability of Alaska RR passenger equipment and crews at the end of the summer operating system, and peak fall color season in Alaska.

The convention was held in a remote location far from the center of NRHS membership demographics and with no local NRHS chapter within hundreds of miles.

NRHS planned and executed the convention with a small core team of national members and made heavy use of the well-developed tourism business in Alaska to plan and execute the program.

NRHS opened convention events for sale ten months in advance of the actual convention, and offered participants the option of making payments in two or more stages rather than a single lump-sum payment.

In addition to the convention events and special train operations, the convention program included the operation of two public passenger trains in Fairbanks area, operated in conjunction with the Alaska Railroad, Alaska Operation Lifesaver and the Fairbanks Convention & Visitor Bureau.

ACCOMPLISHMENTS

The 2013 convention was very well received by those who participated in the programs. It generated considerable positive press coverage for the NRHS and raised public awareness of the NRHS and its works.

Operationally, the convention program operated smoothly. The convention events operated without significant disruption and very close to the published schedule. All planned passenger stops and photo runs

were held as scheduled. The few operational problems we encountered along the way were usually the result of the popularity of features such as premium *Gold Star* service and on-train dining cars, and the crews were able to stock up and adjust procedures to avoid repeating the few problems we did encounter.

We received excellent cooperation from the Alaska Railroad at all levels from upper management to on-train crews. Operational requirements for special trains for the NRHS were significantly different from the railroad's normal charter operations for tour groups and cruise lines. NRHS and railroad staff worked together to assure a successful operation.

To the best of our knowledge, the NRHS program offered the first photo runbys ever performed by the Alaska RR, and they performed a lot of them for us. Despite the often-rugged terrain and remote locations, the convention program operated without any significant injuries, safety or security incidents. We received many positive comments about the professionalism of the NRHS volunteer safety staff.

All planned convention events were operated except for a pair of photography chase vans on September 21. These had to be canceled because of highway construction. All ticketed passengers on the chase vans were accommodated on the passenger train instead, most of them in premium accommodations. NRHS also proposed a pre-convention bus package from Skagway (White Pass & Yukon Route) to Fairbanks but withdrew the operation because of minimal advance orders.

The NRHS produced an excellent historical route guidebook for the Alaska Railroad and other convention venues, written by Bart Jennings and edited by Sarah Jennings.

In addition to generating revenue for the NRHS, the convention made a total of \$5,000 in donations to several Alaska historical preservation projects and museums, some of which qualified for matching funds from other sources as well.

PARTICIPATION

A total of 371 participants registered for the 2013 convention, more than enough to assure the financial success of the convention. In addition, more than 400 local riders participated in the two public train trips out of Fairbanks on September 15. In total, over 800 people participated on one or more convention events.

The attached sales report shows ticket sales by event. This report was generated from the Society's on-line registration system, and actual sales were slightly higher than those shown here. Some last-minute cash sales of remaining space and upgrades were not recorded in the on-line system. The sales report for the September 15 public trips includes only the one dome coach we held back for NRHS convention sales. The remaining capacity (over 400 tickets and over \$7,000 in revenue) were sold through the Alaska Railroad reservation and ticketing system and are not included in this sales report.

FINANCIAL RESULTS

The 2013 convention earned over \$48,000 for the NRHS. A financial projection is attached.

The projection was assembled from the General Ledger as of March 13, 2014. This was prior to the 2013 audit field work in April. No issues were raised during the field work that had any significant impact on the 2013 convention financial results. Note that, as was the case in 2012, convention-related emblem sales inventory was treated as part of Emblem Sales and not part of the convention accounting.

The financial projection is built from the convention-related accounts on the 2013 general ledger. Adjustments are included to remove transactions in FY 2013 that were part of the 2012 and 2014 conventions, as well as to capture early spending on the 2013 convention program that occurred during FY 2012. NRHS does not treat early spending as Prepaid Expense unless the costs are recoverable in the event of cancellation.

The positive financial results were made possible by tight control of expenses and taking full advantage of financial support for planning efforts offered by the Alaska tourism industry, especially from Visit Anchorage (the Anchorage Convention & Visitor Bureau). We also benefitted from a flexible pricing structure from the Alaska Railroad that allowed us to flex the capacity of our passenger trains to match demand.

ACKNOWLEDGEMENTS

The 2013 convention was successful because of the hard work of many NRHS staff and volunteers from across the country, and because of the patronage of the many NRHS members who came to Alaska to participate.

The convention was lead by a small core team consisting of:

Bart Jennings (At-Large, Avon, IL), who managed railroad operations.

Bud Thompson (Tacoma Chapter, Tacoma, WA) who managed bus transportation, hotels and non-rail events,

Daniel Osborne (At-Large, Fairbanks, AK) who provided contacts with local resources, historical material and on-the-ground field support,

Bob Bitzer (Washington DC Chapter, Mt. Laurel, MD), who served as convention treasurer,

Greg Molloy (Cincinnati Chapter, Cincinnati, OH and Seattle, WA) who served as general chairman, interface with NRHS staff functions and support to other team members as needed.

NRHS also benefitted from great support by many members of the Alaska tourism industry, especially from Visit Anchorage, the Alaska Railroad and the Fairbanks Convention & Visitor Bureau.

DRAFT

George L. Carter Chapter National Railway Historical Society

To: NRHS Board members, Chapter representatives and general membership

Subject: Fall 2014 NRHS Conference

The George L. Carter Chapter (GLCC) of NRHS is hosting the Fall 2014 NRHS conference which includes the Board of Directors' and Advisory Council meetings, November 13 -16 at the Carnegie Hotel 1216 W. State of Franklin Road, Johnson City, TN 37604. The hotel is across the street from East Tennessee State University (ETSU), which is the location of the George L. Carter Railroad Museum and home to the GLCC.

The following activities are planned in addition to the NRHS Board of Directors' and Advisory Council meetings. On Friday we will take a bus to **Natural Tunnel State Park** just outside Duffield, VA. We will use the chair lift to reach trackside at the tunnel and maybe see trains. After leaving Natural Tunnel we will visit the **Fannon Railroad Museum**, Kenny Fannon's museum is partially housed in the depot used in the movie *The Coal Miner's Daughter*. Enroute to and from Natural Tunnel we will pass the famous **Copper Creek Double Railroad Trestles**. The taller trestle is 185 feet above the water and is 1,160 feet in length. This trestle was built in 1908 by the Clinchfield or CC&O RR, now CSX. The lower trestle was built for the Virginia & Southwestern (Southern RR), now NS. Lunch will be at each individual's expense in the former Clinchfield Station in Johnson City. This station is now home to Tupelo Honey Café. After lunch we will depart for Hampton, TN and a ride on the remaining active Narrow Gauge portion of the ET&WNC to Pardee Point in Doe River Gorge. The Wellington Restaurant is located in the Carnegie Hotel and opens every day at 6:30am, Mon –Sat and serves all 3 meals, but is only open on Sundays for breakfast. The restaurant is scheduled to open at 6am on Friday, as we depart at 7:30am. Several fast food eateries are located on the east side of the hotel, and Ruby Tuesdays Restaurant is located on the west side of the hotel. Saturday evening will be a buffet with Alan Bridwell telling about the history of Johnson City's Railroads.

Johnson City does not have AMTRAK service. The closest AMTRAK station is Lynchburg, VA or Greenville and Spartanburg, SC. Lynchburg has one train each way on the NEC. The SC stations are served by the Crescent with both trains arriving in the very early morning hours. The GLCC is **unable** to provide van/bus service to any of the AMTRAK stations. Johnson City is served by both Delta and US Air at Tri-Cities Regional Airport. The local airport code is **TRI**. The Carnegie Hotel will have a shuttle van to the airport for pickup and drop-off of attendees. You must let the hotel know your arrival time and flight number. There is a \$20 per person charge to or from **TRI**, if a group of 5 or more are going in the same van the charge will be \$60 per group one way.

Hotel reservations must be arranged individually by Oct 31. The Carnegie Hotel has a NRHS conference rate of \$88 per night plus taxes for the period November 13-16, 2014. Please call the hotel at 423-979-6400, and mention you are attending the National Railway Historical Society Conference to obtain this special rate, which does not include breakfast.

For further information please call our hotline at **(423) 439-3382** and leave a message, or send an email to **rrbill@embargo.com**. We will get back to you as soon as we can. Sincerely,

Jim Pahriss
Chairman, 2014 Fall Conference

Fred J. Alsop, III, Ph.D.
President, George L. Carter Chapter, NRHS

DRAFT

DRAFT

NRHS Fall 2014 Conference
With Board and Advisory Council Meetings
REGISTRATION FORM

Deadline for orders October 31, 2014

Name _____ NRHS Member Number _____

Address _____

City _____ State _____ Zip Code _____

Telephone: _____ Home _____ Cell _____ Work _____

E-Mail Address _____

NAME TAG: Must be worn during all conference events

Name as desired _____

Office _____

Chapter _____

Spouse name (for name tag) _____

EMERGENCY CONTACT INFORMATION (for this meeting only)

Name _____ Telephone _____

Ticket Orders – Enter quantity of each item desired in the number column and the total amount for each item in the right column

Event	Number	Price	Total
Registration – 1 per household for entire conference		\$40.00	
Friday November 14th		\$65.00	
Saturday November 15th – Banquet – Alan Bridwell presentation		\$45.00	
		Grand Total	

Please mail completed form
and your check made payable to
George L. Carter Chapter, NRHS
Attn: Fall 2014 Conference
P.O. Box 70697, ETSU
Johnson City, TN 37614

Hotel reservations must be arranged individually. The Carnegie Hotel
1216 W. State of Franklin Rd., Johnson City, TN 37604 has a NRHS
conference rate of \$88 per night plus taxes for the period Nov. 13-16.
For reservations please call 423-979-6400 and mention you are atten-
ding the NRHS Conference to get this special rate, which does not
include breakfast. However the hotel does have an onsite restaurant.

DRAFT

NRHS 2015 SPRING CONFERENCE

Status Report & Decision Needed at Spring 2014 Conference

April

BACKGROUND

In previous meetings, NRHS agreed to hold our 2015 Spring Conference as a joint meeting in York, PA with ATRRM (Association of Tourist Railroads and Railway Museums). This is a status report on those arrangements. NRHS must make a critical decision on timing of meetings in order to complete negotiations for our block of rooms at the Yorktowne Hotel.

ATRRM was formed by the recent merger of TRAIN and ARM, the trade organizations of the tourist railway industry and the railway museums respectively. NRHS was a member of ARM at the time of the merger and has continued membership in ATRRM. ATRRM is a 501c6 trade organization, not a 501c3 charity.

NRHS Treasurer Bob Bitzer and NRHS President Greg Molloy attended the ATRRM Spring Conference in Kingston, NY April 4 & 5 and used the opportunity to meet with ATRRM management and firm up arrangements.

As of this date, NRHS has not formally contracted for rooms or meeting space with the Yorktowne Hotel. Before we can do so, we need to set our meeting times. We are working to obtain for NRHS registrants the same room rates and amenities as the ATRRM registrants.

DECISIONS ALREADY MADE

We have agreed that NRHS participants will have access to the full ATRRM tour and seminar program. Capacities have been adjusted to accommodate the anticipated attendance from both organizations.

We also agreed that ATRRM will handle the registration for both organizations. ATRRM offers an on-line registration system with credit card payment (Visa and MasterCard). Registration for this meeting will be opened at some point after the ATRRM 2014 Fall Conference in early November.

ATRRM does not offer *a-la-carte* pricing for their meeting events. They charge meeting participants a package price for the two-day event. The prices are often lower than what NRHS would typically charge for a full program because of two factors. First, ATRRM has a higher dues structure than NRHS, and their national organization pays for meeting rooms and communications systems, not conference registrants. Second, ATRRM actively solicits corporate sponsorships, so some meals and social functions are paid by sponsors. These sponsorships are still being negotiated, so ATRRM has not set the final price of their package at this time.

Participants will identify themselves as either ATRRM or NRHS participants when they register. NRHS participants will pay a NRHS meeting fee on top of the ATRRM package. This fee, comparable to our current conference registration fee, will cover meeting expenses normally paid by NRHS participants. NRHS members may elect to pay only the NRHS registration fee, but such members will have access to only the NRHS business meetings and none of the seminars, tours or meals offered in the ATRRM package. The amount of the NRHS registration fee has not yet been set pending resolution of NRHS meeting schedules and room requirements.

DECISIONS REQUIRED

In order to finalize hotel negotiations, NRHS must determine the schedule for our meeting rooms. There are multiple choices available.

Our recommendation (**Plan A**) is to have the Advisory Council meeting on Saturday evening after a dinner break following the tour activity. (ATRRM usually finishes with a group dinner on Saturday evening, but they are not planning one at this conference.) The Board of Directors would meet Sunday morning and run until about 2pm rather than noon. This plan will allow participation in all conference events by NRHS, but it would require Board members to stay a couple hours past the traditional Noon departure time on Sunday.

Our second choice (**Plan B**) would be to organize one early escape bus from the Saturday afternoon visit for NRHS and limit our visit to the Ma & Pa museum to about 45 minutes. Many NRHS people visited this museum a couple years ago. The Advisory Council could then meet late afternoon Saturday. The Board of Directors would meet after dinner on Saturday and all morning Sunday, adjourning around the traditional noon timing.

The third choice (**Plan C**) would be to hold the NRHS Advisory Council meeting on Thursday mid-day, then a Thursday-afternoon session of the Board of Directors. The Board would then recess until Sunday morning and wrap up its business by noon. Plan C would preclude participation by people who are only available on weekends.

We need a decision on which meeting schedule we will use now so that we can contract for our meeting space.

ATRRM 2015 Spring Conference

April 7, 2014

The ATRRM 2015 Spring Conference will be held jointly with the National Railway Historical Society (NRHS) in York, PA. The Maryland & Pennsylvania Railroad Preservation Society (M&PRPS) will serve as the conference host organization. The conference dates are Wednesday, April 15 through Saturday, April 18, 2015.

Conference Hotel

The conference will be held at the Yorktowne Hotel, a steam era Historic Hotel of America in downtown York. M&PRPS has signed a Group Sales Agreement with the hotel that covers space for the registration table, a meeting room for the ATRRM Board meeting on April 16, lunch for the Board meeting, a large conference space for three plenary sessions on April 18, a lunch buffet on April 18, and guest room space for ATRRM registrants. Guest rooms at \$121/night plus tax will include breakfast and valet parking. The Agreement blocks 20 rooms for the night of April 15 and 35 rooms for April 16 - 18.

The NRHS is making its own arrangements with the hotel to provide meeting space for the NRHS Board and guest rooms for NRHS registrants. NRHS is blocking 40 rooms for the main days of the conference.

Site Visits

Friday, April 17, will be devoted to visits to four sites in the York area as follows:

- Middletown & Hummelstown Railroad -- The day will begin with a train ride on the Milk & Honey Line. Weather permitting, the railroad will have a trolley out for display and short rides. We also expect to get a look at former Canadian National 2-6-0 Mogul #91.
- Harrisburg Chapter National Railway Historical Society -- The Harrisburg Chapter has restored Harris Tower and can simulate operations at the tower when it controlled more than 100 passenger trains per day through the intricate maze of tracks on the north approach to the Harrisburg Station. The Chapter also owns a PRR GG-1 locomotive and an N6b cabin car. We are working with the chapter on details of this visit, which may be impacted by planned Amtrak platform work at the station.
- Agricultural and Industrial Museum of the York County Heritage Trust -- This museum, celebrates the agriculture and industry of York County. It has many exhibits that will be of interest to registrants including a York City Trolley, an EMD industrial switcher, a full size water powered gristmill, a 72-ton ammonia compressor, and much more.
- Steam into History -- We will ride the replica 1860's steam train from New Freedom to Hanover Junction where Abraham Lincoln made a stop on his way to deliver the Gettysburg Address. On the train the narrator will discuss events surrounding the Battle of Gettysburg, and the restored Hanover Junction station will be open for us to visit.

On Saturday afternoon, April 18, we will visit the Ma & Pa Railroad Heritage Village. The museum highlights the central role of the railroad in the commercial and cultural life of an early 20th century village. We will take a 5-mile motorcar train ride through the Muddy Creek Valley, visit the general store, roller mill, and grain elevator, and have time to view exhibits and a small collection of railroad equipment.

Plenary Session

On Saturday morning, April 18, we will have three speakers addressing the general theme of interpreting the railroad in its historic context.

- Andrew Masich, President of the Heinz History Center in Pittsburgh and Chairman of the Pennsylvania Historical and Museum Commission, will be the keynote speaker. He will address the general topic of historic interpretation for museums and what does and does not work well for visitors.
- Bob Gotwols, Chief Operating Officer of Steam Into History, will talk about the concept for SIH, the process of bringing a replica 1860's train from concept to operation, and the role historic interpretation plays in what they do.
- Craig Sansonetti of the Maryland & Pennsylvania Railroad Preservation Society will talk about how the Society came to save a section of the Ma & Pa mainline and how preserving an early 20th century village became central to the Society's vision of interpreting the railroad in the context of the communities it served.

Public Outreach Session

At 7:00 pm on Thursday evening, April 16, M&PRPS and the York County Heritage Trust will join forces to provide a session for arriving registrants and the general public at the Heritage Trust two blocks from the Yorktowne Hotel. The Heritage Trust will publicize the session to the public as they do their normal programs. The speaker will be Martin van Horn, President of the Baltimore Chapter of the NRHS, talking about the history of the Northern Central Railroad, which was completed from Baltimore to York in 1838. We will have space for tables for local rail attractions to publicize their activities to those who attend.

Agenda

The preliminary agenda for the conference is attached.

Craig Sansonetti, Secretary
Maryland & Pennsylvania Railroad Preservation Society

Planned Agenda

Association of Tourist Railroads and Railway Museums 2015 Spring Conference

Wednesday, April 15

7:00 – 10:00 PM Registration Desk Open -- Hotel Lobby

Thursday, April 16

8:00 -- 9:00 AM Registration Desk Open -- Hotel Lobby

Board Meeting (Yorktowne – Lafayette Room)

8:30 – Noon Morning Session

Noon – 1:00 Lunch

1:00 – 4:00 Afternoon Session

6:00 – 10:00 PM Registration Desk Open -- Hotel Lobby

7:00 PM Martin van Horn - Public Outreach Session at York County Heritage Trust

Friday, April 17

7:00 -- 8:00 AM Registration Desk Open -- Hotel Lobby

Tour

8:00 Buses leave Yorktowne

8:45 – 10:30 Middletown and Hummelstown Railroad

11:00 – 12:30 Harrisburg NRHS -- Harris Tower, GG1, PRR N6B caboose

1:00 – 1:30 Box Lunch at Agricultural and Industrial Museum

1:30 – 2:45 Agricultural and Industrial Museum

3:30 – 5:30 Steam into History

Saturday, April 18

8:30 AM Welcome (Yorktowne – Continental Room)

9:00 Plenary 1 – Andrew Masich, President Heinz History Center
Historic Interpretation for Museums

10:00 Break

10:30 Plenary 2 – Bob Gotwols, Steam Into History
Recreating a Civil War Era Railroad

11:30 Plenary 3 – Craig Sansonetti, M&PRPS
The Railroad in Context at the Ma & Pa Railroad Heritage Village

12:30 Lunch Buffet at Yorktowne

2:30 – 5:30 Tour of Ma & Pa Railroad Heritage Village

Registration includes all tours, Plenary Session, Friday box lunch for tour, and Saturday buffet lunch at Yorktowne.

Yorktowne Hotel

Room rate -- \$121 for one occupant, \$130 for two occupants + 9% tax
(includes valet parking and limited menu hot breakfast)

Rate available for four nights – April 15 – 18, 2015

NRHS EXECUTIVE COMMITTEE

Actions Since Previous Board of Directors Meeting

March 27, 2014

The NRHS Board of Directors Executive Committee convened one time since the Winter 2014 Board meeting by electronic means to discuss and approve two proposals from the NRHS Treasurer. Both of these matters had been discussed with the Board of Directors at the Winter 2014 meeting, although no formal motions were presented at that time pending development of specific information.

Part 1. Blackhawk State Bank:

Purpose: Account needs to be updated by resolution to add James Little of Your Part Time Controller to the account with limited view only access of the bank statements on-line. This is part of the new audit function separating bookkeeping by Fernley & Fernley from the audit and balancing functions provided by Your Part Time Controller.

Motion: Move that the NRHS Blackhawk checking account be updated by resolution to add Mr. James Little of Your Part Time Controller for the purpose of obtaining copies of the bank statements as part of the audit functions this company will be performing for the NRHS. This is a read only function and will not allow any financial transactions on the account to be done by Your Part Time Controller.

Part 2: TD Ameritrade:

Purpose: Account needs to be updated to add and remove selected NRHS Officers (current and former) and Investment Committee members to bring in-line with our current elected officers who will be managing the account.

Motion: Move that the TD Ameritrade Account be updated by resolution to remove all existing officers, former officers and Investment Committee members from the account and update it with the current President, Vice President, Treasurer and General Counsel.

The proposals were distributed to the Executive Committee on March 26. After comments and questions from the committee, the motions were both approved by electronic vote on March 27, 2014.

(signed) Gregory P. Molloy
President, NRHS

PROPOSED BY LAW AMENDMENTS

Article VIII

Section 8 is rewritten to read

The Advisory Council shall elect a Chairperson from among Council Members to chair Council meetings. The Council may also elect a Chair pro Tempore to chair meetings if the Chairperson is absent or unable to Chair the meeting. The Chairperson (or the Chair pro tempore in the Chairperson's absence) shall be responsible for planning, leadership and communications of the Council with the Board of Directors.

Section 9 Shall be rewritten as follows:

The Advisory Council shall elect a Secretary from among its members to record meetings of the Council and perform other secretarial duties as assigned by the Chairperson. All such recordings shall be forwarded to the National Secretary as soon as practicable after each meeting of the Council so that such recordings may become part of the permanent records of the Society.

Article IX

Section 8 is rewritten to read

The Vice President shall have such duties as assigned by the President or Board of Directors and shall be informed of business of the Society. The Vice-President or his/her designee shall attend all meetings of the Advisory Council to observe and advise the Council at its request.

Section 9 is rewritten to read

The Secretary or his/her designee shall keep records of the proceedings of the Board of Directors and all meetings of the members. The Secretary shall issue all notices of meetings and retain all corporate records.