



As approved by the NRHS Board of Directors on September 20, 2014

**Meeting Minutes  
NRHS Board of Directors  
Holiday Inn Hotel  
Springdale, AR  
Friday, June 13, 2014**

Pursuant to notice, the Board of Directors of the National Railway Historical Society, Inc. met at the Holiday Inn Hotel, Springdale, AR, Friday, June 13, 2014.

**1. Call to Order**

President Gregory Molloy called the meeting to order at 8:05 a.m. CDT on Friday, June 13, 2014.

**2/3a. Welcome and Roll Call**

President Greg Molloy 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)		1E
E. Steven Barry	Global Director (2012 - 2014)	1	
Walter Zullig	Global Director (2012 - 2016)	1	
Robert J. Ernst	Global Director (2012 - 2016)	1	
William Bain	Global Director (2012 - 2016)	1/Phone	
Mia Mather	District 1 Director (2012 - 2014)		1E
Tony White	District 1 Director (2012 - 2016)	1/Phone	
Harold Shaak	District 2 Director (2012 - 2014)	1	
Mark S. Eyer	District 2 Director (2012 - 2016)	1/Phone	
Frank Fowler	District 3 Director (2012 - 2014)	1	
Ralph Robert Bitzer	District 3 Director (2012 - 2016)	1/Phone	
Sanford Williamson	District 4 Director (2012 - 2014)	1/Phone	
Larry Dyer	District 4 Director (2012 - 2016)	1/Phone	
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)	1	
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)	1	
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.

**3b. Approval of Spring 2014 Minutes**

Secretary Bob Ernst received some corrections from District 6 Director Al Weber prior to the meeting regarding the Spring 2014 Minutes.

**Motion:** Duane Durr moved and Wes Ross seconded a motion to accept the minutes. Passed by voice vote.

**4. President’s Report**

President Molloy deferred his report.

**5. Reports of National Officers, Service Directors, and Committee Chairs**

The following verbal reports were presented:

**Vice President:** Vice President Joe Maloney reported the 8mm Film Digitization Project is under way and will finish the initial work ahead of schedule.

The Chapter Anniversary Certificates have been distributed to the District Directors and all membership awards have been distributed.

**Treasurer:** Bob Bitzer reported that all of the new banking accounts for the NRHS Fund, Inc. have been opened. Otherwise it is business as usual.

**Heritage Grants:** Greg Molloy will announce the recipients of the 2014 Heritage Grants at the upcoming Annual Membership Meeting. Twelve grants in 11 states will be awarded. Only one

NRHS chapter will receive a grant; however, it was the only chapter to apply. A press release will be distributed after the convention.

**Secretary:** Bob Ernst gave a brief update on the election process. The ballots were mailed as scheduled. The election certification will take place on August 22, 2014. He reported as editor of the *NRHS Telegraph* that he received 4 emails from members volunteering to take over the editor's position for the publication. He will be contacting them after the convention.

**Historic Plaques:** Walter Zullig reported on the plaque dedication at Utica Union Station in Utica, NY. Tony White was present for the dedication. The NRHS will receive a reimbursement for the costs associated with the plaque.

**Inspector General:** Walter Zullig reported that there were no actions taken.

**Preservation Committee:** Walter Zullig is seeking help to move the slide collection from Three Rivers to Phillipsburg. He also noted the need to seek a home for the library collection.

**On-Board Report:** Greg Molloy reviewed the current On-Board Report and noted that only two chapters show zero renewals, Lake Shore Chapter and U.K. Chapter.

## 6. President Appointments

No appointments were made.

## 7. Advisory Council Report

Advisory Council Pro Temp, Scott Andes gave the report on the Advisory Council's Meeting of June 12, 2014. The third meeting of the year for the Council was well attended. The Council adopted a job description for the role of the National Representatives. The Council heard reports on RailCamp, the 2015 Dues Renewal Changes and the NRHS Strategic Plan.

**RailCamp:** Greg Molloy gave a short review on the 2014 RailCamp program. All student slots are filled for both sessions. The state of Pennsylvania has some restrictions on the hands-on activities of under age 21 participants but Bill Chapman and his crew are working with the museum personnel to create hands-on activities that are within the restrictions.

**Emblem Sales:** Dave Baniewicz is conducting the sales during the convention. Convention items will be on sale onboard the trains and in the hotel lobby through Sunday.

## 8. Conventions

**2014 Springdale, AR** – Greg Molloy reported that ticket sales for the convention have gone well. There are approximately 330 registrants. The hotel room pick-up for the Holiday Inn and the Hampton Inn may come under the contracted minimum.

**2015 Rutland, VT** – The Holiday Inn in Rutland, VT will be the only contracted hotel for the convention. The agreement with the Vermont Railway is being discussed and is close to being firm. A representative from the Vermont Railway is in attendance at this convention observing the operations and answering questions.

**2016 and beyond** – No firm proposals.

## **9. Conferences**

**Fall 2014, Johnson City, TN** (November 13 - 16, 2014) – George L. Carter National Representative Jim Pahr distributed copies of the registration form for the Fall Conference. Registrations and hotel reservations are being accepted at this time.

**Winter 2015, Roanoke, VA** (January 10 - 11, 2015) – No report

**Spring 2015, York, PA** (April 16 – 18, 2015) – Greg Molloy reported that the plans are coming together on the schedule of events and meetings for the Conference in conjunction with ATRRM.

No other Conference reports were given.

## **10. NRHS Fund**

Greg Molloy gave a report on the NRHS Fund, Inc. The bank accounts are in place and open. A checking account was included and checks are available for use. The loan was made from the NRHS to the NRHS Fund, Inc. The NRHS Fund, Inc. received its first large donation. The NRHS Fund, Inc. will have a full Board of Trustees' Meeting at the Fall Conference.

## **11. Executive Session**

**Motion:** Al Weber motioned and Bill Bain seconded to recess and move into Executive Session. Passed by voice vote.

The Board moved into Executive Session at 9:03 a.m. The Board discussed items related to the 2014 Budget, cash flow for the remainder of the year, the NRHS Strategic Plan/Reorganization, and the current status of the lawsuit.

**Motion:** Greg Molloy motioned and Duane Durr seconded to come out of Executive Session and return to the Open Session at 1:30p.m. Passed by voice vote.

## **12. Unfinished Business**

**12a. Actions of the Executive Committee** – No actions taken since the Spring 2014 Conference.

**12b. Fernley & Fernley Contract** – Deferred, no further discussion at this meeting.

**12c. FY2014 Budget** - Deferred, no further discussion at this meeting.

**12d. NRHS Privacy Policy** – Deferred.

**12e. Convention Policy** – Deferred.

**12f. Switzerland Tour** – Deferred.

### **13. New Business**

**13a. 2013 Audit Report** – The 2013 Audit Report was distributed to the Board of Directors prior to the meeting.

**Motion:** Al Weber motioned and Claude Doane seconded to receive the 2013 Audit Report as presented. Passed by voice vote.

The 2013 Audit Report will be posted to the admin website.

**13b. PGA Audit Agreement** – Padden, Guerrini & Associates P.C. (PGA) submitted a new audit agreement with the NRHS which continues through December 31, 2016. The agreement was posted prior to the meeting for the Board's review.

**Motion:** Wes Ross motioned and Frank Fowler seconded to accept the PGA agreement as presented. Passed by voice vote.

### **13c. New Business Model Committee**

**Motion:** Duane Durr motioned and Walter Zullig seconded the following motion.

“The NRHS Board of Directors charges the New Business Model Committee to create a new top-level business model that can enable the NRHS to be successful in the rail preservation field.

The plan is to develop a:

- 1) VISION
- 2) BUSINESS MODEL
- 3) FINANCIAL MODEL
- 4) GOVERNANCE STRUCTURE MODEL
- 5) FRAMEWORK FOR IMPLEMENTATION

The New Business Model Committee shall complete the creation of the deliverable above by September 15, 2014.

The NRHS Board of Directors, on a date to be determined upon completion of the committee's charge, will either approve or reject the plan without amendment.”

Greg Molloy noted that this was extensively discussed in the Executive Session and it was decided that the time has come to restructure the NRHS. Jeff Smith outlined the five components of the business model and the basic timeline the committee will have to work with. The Board of Directors is delegating the work to a committee and will only accept or reject the plan. The committee will update the Board during the development of the plan.

The motion passed by voice vote.

President Greg Molloy appointed Jeff Smith, Steve Barry, Wes Weis and Bob Ernst as members of the New Business Committee. Greg also appointed John Fiorilla as Counsel to the committee and Gary Reinbolt as a consultant to the committee.

### **13d. Officer Delegation**

**Motion:** Greg Molloy motioned and Al Weber seconded the following motion.

“The NRHS Board of Directors delegates to the Officers of the NRHS to take whatever steps are necessary to keep the society functioning through January 11, 2015.”

Greg noted that there is still the need to keep the NRHS functioning as the society works thorough the changes.

Passed by voice vote.

### **13e. Dues Renewal**

**Motion:** Greg Molloy motioned and Al Weber seconded the following motion.

“To rescind the 2015 Dues Renewal Processing motion passed on January 2014, in St. Louis, MO.”

Passed by voice vote.

Greg will update the membership at the upcoming Annual Membership Meeting.

### **14. Announcements**

Walter Zullig discussed the Switzerland Tour and took some input from the Board and decided to hold off on making any plans at this time.

### **15. Adjourn**

Al Weber motioned and Bob Ernst seconded to adjourn.

Passed by voice vote.

Meeting adjourned at 2PM CDT.

Respectfully Submitted:

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Robert Ernst  
Secretary

## 1) Appendix A

### National Staff, Service Directors, Members and Guests Present for the June 13, 2014 NRHS Board of Directors' Meeting

General Council	Fiorilla	John
Director of Development	Reinbolt	Gary
Emblem Sales	Baniewicz	David
Comptroller	Heavenrich	Bob
Arkansas-Boston Mountains Chapter	Eddy	Kenneth
Atlanta Chapter	Kittendorf	Delmar
Blackhawk Chapter	Murray	Robert
Bluewater Michigan Chapter	Patterson	Elizabeth
Cape Cod Chapter	Scott	R.Douglas
Charleston Chapter	Giardino	Arthur
Cincinnati Chapter	Andes	William
East Tennessee Chapter	Hopkins	M.Paul
George L. Carter	Pahris	Jim
Heart Of Dixie Chapter	Owen	Martin
Inland Empire Chapter	Simanton	John
Kentucky Central Chapter	Ross	Shirley
Miami Chapter of	Boldrick	S.
North Florida Chapter	Fiorilla	Marjorie



North Texas Chapter	Pegelow	Edwin
Northstar Chapter	Goodman	John
Old Smoky Chapter	Freeman	Robert
Pacific Northwest Chapter	Baker	Al
Philadelphia Chapter	Dorr	Sheila
Potomac Chapter	Davidson	Richard
Pottstown & Reading Chapter	Sweigart	John
Saint Louis Chapter	Siegerist	Steven
Tacoma Chapter	Bergaman	Mike
Ulster & Delaware Chapter	Bishop	Donald
Washington DC Chapter	Baake	Jon