

**Minutes of the Eighty First
NRHS Annual Membership Meeting
Holiday Inn, Rutland, VT
Friday, June 19, 2015**

Pursuant of notice, the members of the National Railway Historical Society, Inc. met at the Holiday Inn, Rutland, VT Friday, June 19, 2015.

1 - Call to Order

President Al Weber called the meeting to order at 3:00 p.m. EDT. One hundred thirty one members and guests were present.

2 - Approval of Minutes

Secretary Bob Ernst presented the minutes of the membership meeting held in Springdale, AR on June 13, 2014. There were no comments received from NRHS members that affected the wording on the draft minutes.

Motion: Mr. Steven Siegerist motioned and Mr. Douglas Scott seconded a motion to accept the minutes as written. Motion carried.

3 - President's Report (See Attachment A)

President Weber presented a summary of the 2014 Annual Report. Mr. Weber's slides are attached as Attachment 1.

Highlights of the report include:

- Membership in 2014 was about 10,000.
- Moved our accounting functions to Your Part Time Comptroller.
- RailCamp was held on both coasts and both sessions were successful.
- NRHS Fund, Inc. is now active.
- NRHS was behind in paying invoices in 2014.
- 2014 was an election year for the NRHS.

- A proposed New Business Model was discussed but defeated.

4 - Introduction of Officers and Staff

President Weber introduced the officers and staff who attended this meeting.

5 - New Business

The Secretary received 779 proxy ballots. Two ballots were rejected due to a lack of information on the proxy.

a - Bylaws Changes

i - Item #1 – Secretary Bob Ernst motioned and Mr. Frank Fowler seconded to approve the amendments regarding President and Vice President Terms as proposed and approved by the Board of Directors.

Discussion from the floor: Mr. Patrick Molloy discussed that there should not be a need for term limits, the elections are the way to change Officers. He also felt changing the current term of the President to four year as unfair as the election just held in 2014 was for a two year term.

The motion passed by voice vote. It is noted there were a few no votes voiced.

Proxy results for Item #1: Yes = 764 No = 15

ii – Item # 2 – Secretary Bob Ernst motioned and Mr. Jim Pahriss seconded to approve the amendments regarding the meetings of the Board of Directors as proposed and approved by the Board of Directors.

There was no discussion from the floor.

The motion passed by voice vote. It is noted there was one no vote voiced.

Proxy results for Item #2: Yes = 767 No = 12

iii – Item #3 – Secretary Bob Ernst motioned and Mr. John Goodman seconded to approve the amendments regarding the meetings of the Advisory Committee as proposed and approved by the Board of Directors.

There was no discussion from the floor.

The motion passed by voice vote.

Proxy results for Item #3: Yes = 768 No = 11

b – Bylaws Change – Advisory Council changes deferred from the 2014 Membership Meeting

Secretary Bob Ernst motioned and Mr. Tony White seconded to approve the amendment regarding the Advisory Council Chairman and Secretary as proposed and approved by the Board of Directors.

No discussion from the floor.

The motion passed by voice vote.

Proxy results for b: Yes = 751 No = 28

6 – Questions and Initiatives from the Membership

No questions were offered from the floor

Heritage Grants - Mr. Don Bishop, member of the Heritage Grants Committee, announced to the membership the recipients of the 2015 Heritage Grants. He encouraged donations to continue this program. Copies of the announcement were made available to members in attendance.

7 - Adjournment

Mr. Wes Ross motioned to adjourn. Motion carried.

The meeting adjourned at 4:00 PM, EDT.

Respectfully submitted

Robert J. Ernst
Secretary
National Railway Historical Society

3 Attachments

- 2014 Annual Report Presentation
- Bylaws Changes 2015
- Bylaws Changes 2014

Headlines - 2014

- Over 10000 renewed Members
- Accounting moved to Your Part Time Controller
- Membership Data in process of being moved to Amelia
- RailCamp is running on both coasts
- NRHS Fund, Inc is up and running
- NRHS was behind in their bills (corrected in 2015)
-

2015 Finance

- **Holding our own (thanks to your donations)**
- Financial picture is getting clearer and clearer every day
Should have the 2014 data ready to go to our outside auditors soon.

What Happened in 2014?

- Financial Loss
- A few major items
 - Defeated business model
 - RailCamp ran on both coasts
 - Convention in Springdale made a small profit
 - Election and new officers
 - CFC income was smaller
 - Started ending contract with Fernley and Fernley



National Railway Historical Society

2014 Annual Report

Attachment B

The NRHS Board of Directors approved the following changes to the NRHS Bylaws at the Spring Conference on April 19, 2015. The membership is being asked to ratify the changes at the Annual Membership Meeting being held Friday, June 19, 2015 in Rutland, VT.

There are three separate items to ratify. A vote is required for each item.

Item 1: President/Vice President terms of office.

Article VII Section 6.

Current:

"Section 6. Each individual who serves as a member of the Board of Directors may not exceed ten consecutive years of service on the Board. A member's service on the former Board of Directors of the Society pursuant to the 2005 and prior bylaws is not counted for this ten year term limitation. Members of the Board of Directors shall serve for four year terms, after completion of the initial classification. Notwithstanding the above, terms of the President and Vice President, shall not be term limited.

At the time of the adoption of these bylaws, the seats on the Board of Directors shall be classified as of the effective date of these bylaws. There shall be two classes. Those persons elected to serve in class one, shall be elected to serve a four year term. Those persons elected to serve in class two, shall be elected to serve a two year term. Once these classified terms have concluded, all subsequent terms shall be four years. A director who is elected to an initial two year term may be re-elected twice, thus serving ten consecutive years. A director elected to an initial four year term may be reelected once, thus serving eight consecutive years. Notwithstanding this section, the terms of the President and the Vice President shall be two years, and shall not be classified."

New:

"Section 6. Each individual who serves as a member of the Board of Directors may not exceed ten consecutive years of service on the Board. A member's service on the former Board of Directors of the Society pursuant to the 2005 and prior bylaws is not counted for this ten year term limitation. Members of the Board of Directors shall serve for four year terms, after completion of the initial classification. ***Notwithstanding the above, terms of the President and Vice President, shall be limited to two consecutive terms but be eligible for re-election after not holding office for one election cycle.***

At the time of the adoption of these bylaws, the seats on the Board of Directors shall be classified as of the effective date of these bylaws. There shall be two classes. Those persons elected to serve in class one, shall be elected to serve a four year term. Those persons elected to serve in class two, shall be elected to serve a two year term. Once these classified terms have concluded, all subsequent terms shall be four years. A director who is elected to an initial two year term may be re-elected twice, thus serving ten consecutive years. A director elected to an initial four year term may be reelected once, thus serving eight consecutive years.

Notwithstanding this section, the terms of the President and the Vice President shall be **four years and classified as of the effective date of these amended bylaws. The President will serve a four year term which began at the certification of the 2014 election and will be considered the first term of office. The Vice President will serve the current two year term and be eligible for election for the 2016 election cycle. All subsequent terms for President and Vice President will be four years.**

The terms of the President, Vice President and Directors begin at the organizational meeting following the certification of their election. The Electoral Committee will establish a certification date of the election.

Article IX Section 1.

Current:

“Section 1. The President and Vice President of the Society shall be directly elected by its members. To be eligible for election, each candidate must meet the criteria contained in Article VII, Section 7, throughout his term of office. He shall serve for fixed terms, of two years, and shall be eligible for re-election. Election shall be by a plurality of those votes cast by any legally permissible means. Such officers shall take office upon certification by the Electoral Committee of the results of his election, within fourteen days of the election.”

New:

“Section 1. The President and Vice President of the Society shall be directly elected by its members. To be eligible for election, each candidate must meet the criteria contained in Article VII, Section 7, throughout his term of office. **He shall serve for fixed terms as contained in Article VII, Section 6.** Election shall be by a plurality of those votes cast by any legally permissible means.” **(Last sentence deleted.)**

Discussion of intent for Item 1:

The offices of President and Vice President shall be four year terms but staggered for continuity.

In order to set up the four year terms, the 2014 election of President will be the first term ending in 2018 and the 2016 election of Vice President for his first term ending in 2020.

Both offices have a two consecutive terms limit but a candidate may run for office again after not holding the office for one election cycle (four years).

All Officers and Directors terms start at the Fall organizational meeting following the election certification.

Item 2: Board of Directors meeting requirements.

Article VII Section 12.

Current:

“The Board of Directors shall meet in regular session at least four times each year, including the organizational meeting. The meetings may be held by any means of communication which is permitted by the laws of Maryland. The times and places of these meetings shall be fixed by the President or by the Board of Directors.”

New:

“The Board of Directors shall meet in regular session at least **two (2)** times each year, including the organizational meeting. The meetings may be held by any means of communication which is permitted by the laws of Maryland. The times and places of these meetings shall be fixed by the President or by the Board of Directors. ***Additional meetings may be scheduled by the Board of Directors as deemed necessary.***”

Note: The organizational meeting is required to be held in October or November of each year per Article VII Section 11.

Discussion of intent for Item 2:

Change the mandatory requirement of Board meetings from four to two meetings a year. The Board may still call more meetings if business warrants. This keeps one of the meetings as the Fall organizational meeting.

Item 3: Advisory Council meeting requirements.

Article VIII Section 5.

Current:

“**Section 5.** The Advisory Council shall meet at times and places that shall be set by the President, or pursuant to order of the Board of Directors, after consultation with the Advisory Council. These meetings shall take place at least three (3) times per year. Additional meetings of the Advisory Council shall be called by the Secretary, upon motion of the Board of Directors. The Board of Directors shall direct not less than three Directors in addition to the Presiding officer of the Advisory Council to attend the Advisory Council meetings.”

New:

“**Section 5.** The Advisory Council shall meet at times and places that shall be set by the President, or pursuant to order of the Board of Directors, after consultation with the Advisory Council. These meetings shall take place at least **two (2)** times per year. Additional meetings of the Advisory Council shall be called by the Secretary, upon motion of the Board of Directors.”

The Board of Directors shall direct not less than three Directors in addition to the Presiding officer of the Advisory Council to attend the Advisory Council meetings.”

Article VIII Section 7.

Current:

“**Section 7.** Advisory Council meetings shall take place in various portions of the territory which is served by the Society. Advisory Council meetings will also be a part of the National Convention, should such a National Convention be held in a particular year. Chapters of the Society may host the meetings of the Advisory Council, as may the Society.”

New:

“**Section 7.** Chapters of the Society may host the meetings of the Advisory Council, as may the Society.”

Note: Delete reference to holding meeting at a convention. First and last sentence say the same so I went with the last sentence only.

Discussion of intent for Item 3:

As with the Board meetings, change the mandatory requirement from three meetings to two meetings. Additional meetings may be called as required with consent of the Board.

The intent of section 7 is to allow chapters to host an Advisory Council meeting or National may host a meeting not connected with a chapter.

Submitted

Bob Ernst

NRHS Secretary

Attachment C

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.