

**Meeting Minutes
NRHS Board of Directors
Holiday Inn Holtsville NY
Saturday, October 9, 2021**

Pursuant of Notice, the Board of Directors of the National Railway Historical Society, Inc. met at the Holiday Inn, Holtsville, NY on Saturday, October 9, 2021.

Vice President Tony White called the meeting to order at 1:31 PM EST.

Roll Call

Vice President welcomed the Directors to the meeting. The Board attendance for the meeting was as follows:

| Name | Office | Present | Absent |
|-----------------------|---------------------|---------|--------|
| Al Weber | President | | X |
| Tony White | Vice President | A | |
| E. Steven Barry | Global Director | P | |
| Ned Harris | Global Director | P | |
| Roberta Ballard | Global Director | P | |
| Regan Rickson | Global Director | A | |
| Eric Fogg | Global Director | P | |
| R. Douglas Scott, Jr. | District 1 Director | | X |
| Harold Shaak | District 2 Director | A | |
| Charles Webb | District 2 Director | A | |
| Jon Baake | District 3 Director | A | |
| Marlin Taylor | District 3 Director | A | |
| David Foster | District 4 Director | P | |
| Frank Scheer | District 4 Director | P | |
| Scott Andes | District 5 Director | P | |
| John Goodman | District 6 Director | A | |
| John Simanton | District 6 Director | P | |
| Kenneth Eddy | District 7 Director | A | |
| Skip Waters | District 7 Director | P | |
| Jeffrey S. Smith | District A Director | | X |
| Patrick Molloy | District A Director | A | |
| Jack Hillborn | District B Director | | X |
| Ricky Durant | District B Director | | X |

A = In Attendance. P = Attended via Phone. X = Absent

There was a quorum present to conduct business.

Also, in attendance were: NRHS Treasurer Bob Bitzer, General Counsel John Fiorilla, Inspector General Walter Zullig, Director Emeritus Joe Maloney, NRHS Fund President Bob Ernst, Membership Chair Hugh Harris.

Administrative

Vice President White advised that he may have found a replacement for the District 1 vacancy. We still need to fill the District 5 vacancy.

Unfinished Business

The minutes from the 11/8/2020 GoToMeeting: a motion was made, seconded, and approved.

The minutes from the August 27, 2021: There was a misspelling of some names. The minutes were accepted with the corrections to be made.

New Business

By-Law Revision

John Fiorilla explained that due to the new membership system, several changes needed to be made. The changes are in Article V Dues and Article VI Membership. See APPENDIX A for those changes. Any By-Law changes will be approved at the next Membership Meeting. John Goodman moved that we accept both changes, seconded by Patrick Molloy. A Roll Call vote was taken and passed.

Membership Renewal Process

Hugh Harris reported that the renewal process is underway Renewals are being mailed out. They are being sent via First Class mail due to issues sending them at other rate classes.

Electoral Committee

Bob Ernst advised that information regarding the upcoming election can be found in the By-Laws on the Admin Site. The committee is comprised of himself, John Fiorilla, Joe Maloney, and Patti Webb. All directors will now serve a 2-year term, the President and Vice President will hold 4-year terms. The current president has termed out so the incoming president's term will be until 2026. The current Vice President will serve until 2024 when his term is up. However, he is eligible to run at that time for a second term.

Applications will go out on January 1 and be due by March 31. Ballots will be sent to members on June 1 and be due back by August 1. The ballots will be certified in

August. If more than 9 people run for the position on the Board, only 9 will be elected. All members will receive the same ballot.

Membership Site Update

Vice President Tony White explained that at the last meeting we made a guess at the cost of updating the membership site. However, that amount, \$5000, has proved to not be accurate. In discussions with different programs, both US and Europe, the estimated cost are coming in much higher than expected. The cost appears to be \$15,000. This is because we want the site to do more than just membership. We want it to also be able to handle fund raising and the convention. The committee is still looking into other systems, but all costs appear to be the same ballpark. They are looking into Word Press modules and Trisha is well versed in Word Press. Harold Shaak made a motion to increase the budget to \$15,000 to cover the costs of design. Seconded by Regan Rickson. Passed.

Photo Contest

Kalmbach Publishing has asked the NRHS to co-sponsor their annual photo contest. Winners to be announced in November 2022. Prizes have been given in the past with \$750 being the first prize. All advertising would contain our logo. It requires no money from us unless we want to award a prize. Val asked that once Kalmbach publishes the winners that the NRHS have second publishing/usage rights. The committee will have 4-7 members. There will be no in person meetings. The committee will collect, store, and judge all submissions. The committee will be small. On the committee will be Jeff Smith of the NRHS and Mike Yuhas of the Wisconsin Chapter. Charlie Webb made a motion to co-sponsor the Kalmbach photo contest, seconded by Jon Baake. The motion pass with one abstention. Vice president White suggested that the NRHS offer a \$1000 prize. That way it shows that we are fully committed to this contest. Consensus was that this was a good idea. Val suggested that we consider giving this prize to 18 and under as this is an untapped market. Tony will discuss with Kalmbach next week.

Charleston Chapter Withdrawal

At the meeting in Milwaukee, the Charleston chapter had notified the NRHS about their withdrawal from the NRHS. Ellen has received their charter and a check for \$862 for Heritage Grants which was received through John Fiorilla. Jon Baake moved that we accept the chapter withdrawal, seconded by John Goodman. Motion was approved.

Reports

2022 Budget and Treasurer's Report

Bob Bitzer – Members of the Board should have received a package including the Statement of Financial Position, Income + Expense vs. Budget, Income vs. Expense with a 6 yr. comparison through 8/31/2021. It also included the 2021 October Budget

Finance Report letter and the 2022 Budget planning worksheet. Before getting into the budget, Bob asked were there any questions on the first three documents. There being no questions he asked for a motion approving the documents. Patrick Molloy made the motion, seconded by John Goodman. Motion passed.

Current 2021 budget looks like there will be a deficit of \$16,000 by the end of the year. Numbers are still be worked on and this can change. Membership is increasing which is a good sign.

The 2022 budget shows an increase in membership income. RailCamp has been added back in, and unrestricted donations are looking good. We are projecting an income of \$8,000 at the end of 2022. A question was raised about the amount for Heritage Grants. They need a number ASAP since they will soon be starting the grant process. Bob Bitzer explained that he has been working with the Fund to get a final amount. Bob Ernst also agreed that the committee needs a number very soon. Some discussion followed. Vice President White asked for a 5-minute recess to have a discussion with Bob Bitzer and Bob Ernst to come up with an amount today.

After the brief break, Bob Bitzer announced that the amount allocated for Heritage Grants for 2022 will be \$100,000.

A question was raised as to why the Net Income/Loss line shows a negative amount of 8,565 when earlier Bob stated a positive amount. It was explained that this is a glitch in the program that for some reasons shows the positive as a negative. He will have this fixed. He asked for a motion to approve the 2022 Budget as amended. Charlie Webb made the motion and seconded by Jon Baake. Motion carried.

Jon Baake questioned total amount of funds in the NRHS accounts. He feels the amount being carried is more than is necessary for day-to-day operations. Bob Bitzer explained that he does routinely look at the accounts and transfer money to the Fund for investing. Bob Ernst stated that he, Al and Bob Bitzer will discuss how much is needed in accounts to keep the NRHS running. They will discuss and come up with an answer by the next meeting.

Advisory Council

Carl Jensen reported that at the meeting this morning the council discussed finding a chairperson and secretary for future meetings. Bill Welk volunteered to be the secretary going forward. After lengthy discussion, Becky Gerstung volunteered to find someone to take over the Chairperson position. This would be for a permanent position or a meeting-to-meeting position. Carl thanked Patti Webb for volunteering to handle the secretarial duties for today.

Carl advised that the council endorses the "Share the Wealth program". The Advisory Council will run the program and establish the structure and details for that program. He stated that the council recommends that the Board approve the council to go forward with this program. Vice President asked for a motion from the board, Charlie Webb made the motion, seconded by Harold Shaak, passed by the board.

General Counsel

John Fiorilla stated that he has been working on the by-law change for membership. He also sent information to the Advisory Council to solve their leadership issues. The Electoral Committee is working on the ballots, getting them out, and then certifying them. He feels that the process will be simpler this year since all the ballots will be the same as there are no longer any districts. There are no legal issues currently. He is waiting for funds to come in from various estates.

John Goodman asked about the status of the paintings we own. He was advised that all the paintings are at the auction house, and we have been assured that the auction will be online. John Goodman questioned the status of the paintings for sale at the convention. The paintings were sold, and Bob Bitzer thought the total was around \$700. There is approximately a dozen left. John Fiorilla stated that he hopes the paintings will be sold before the insurance policy comes due.

Charlie asked if a by-law change could be made that all chapter presidents also be the Advisory Council representative. This might help solve the problem of chapters not having representation on the council. Or that president can delegate the representative. It would be a change to Article VIII, Section 3. After some discussion John F. will work on the wording and send it to Charlie for his approval.

RailCamp

VP White stated we had heard Becky Gerstung's report this morning. All he can add is that he will be in touch with both Amtrak and Strasburg. He will be meeting with them in person. They need to discuss Covid strategies. He also wants to have some contingency plans in place. The application won't go online until after he speaks with the partners. If anyone is interested in becoming a counselor, please let him know.

Heritage Grants – Charlie Webb

As we heard earlier, \$100,000 has been budgeted for the grant program for 2022. Charlie is working on updating the application since there are some parts that have led to some confusion. He hopes to have this done so it can be posted to the website by mid-December. He has been receiving status reports from recipients and any photos received have been forwarded to Val for publication. All grants to date have been cashed. Any requested extensions have been granted.

Publications – Val Hoski

Status report is online.

NRHS Fund – Bob Ernst

The committee met last night. Financial Statements will be online shortly. Investments have done well this year. They have stated re-balancing accounts to 70/30. They have had good responses to fund raising with donations going to Heritage Grants. The matching grant challenge has been increased to \$10,000. They are looking into other ways of fund raising via corporate grants or other means available.

Historic Plaques – Walter Zullig

At the Milwaukee meeting, it was mentioned that the Pullman Facility in Chicago has been rededicated and should have an NRHS plaque. Walter has reached out to them and is waiting for a response. He will try to visit them when he is in Chicago. A PA railroad station has been recently rehabbed. It's a station that Amtrak used to use. He will contact them to see if they are interested in a plaque. He has also heard about a Colorado project that he will investigate. He is trying to get a list of all plaque recipients going back to the start. They would then be posted on the website. The committee has a few vacancies Walter is looking to fill those positions. They do have some photos of plaques and will make sure that photos are received in the future for all new plaques awarded.

Brochures – Jon Baake

We now have display boxes for the brochures. He thanked Marlin for recommending it. Marlin had the boxes made. Jon is now sending them with brochures. He has a few that he can give now. If he runs out, put your name on the list and he will send them to you.

Conventions – John Goodman

Milwaukee – To his knowledge no one contracted Covid at the convention. We all wore masks on all buses and where required on the trips. The banquet was sold out and we had a wonderful speaker. The trip to Christopher Gardens was well attended and they did not charge any fees. John Fiorilla worked with them regarding a donation. They opted for a donation to a charity and requested one to Meals on Wheels. We donated \$10 for each attendee. There were approximately 90 people.

2022 Convention – Southern California. One choice is Knotts Berry Farm which was the selection for 2020. Most of the preliminary work has been done. April 1 was the construction date which has now been pushed out until 6/1. The convention would be scheduled for 5/16-21. Rooms are 119.95 per night, they are waiving parking fees, and they will offer a Behind the Scenes tour of the railroad. This is one day only with 3 groups of 10 at 7,8,9 am. They will offer a discounted rate to the park for those staying at the hotel. The restaurant is open. The banquet will be held there. They do not offer pick up at the train station. They offer no free rooms.

The other choice is the Holiday Inn. That hotel is currently undergoing renovations. They are doing a floor by floor, so the work is for the most part hidden. The completion date of their work is 9/1. The convention dates would be 9/12-17. Room rate is \$139. They offer a free meeting room and a free registration room for 6 days. They do have pick up service and a free daily, hourly shuttle to Disney and Knotts Berry Farm. The banquet would also be there. It would be turkey and roast beef platters and a dessert. We have guaranteed 75 room nights at both hotels.

Southern California has stringent Covid protocols. We don't know what will happen in 2022 but we must keep this in mind. Currently CA requires masks worn all the time unless outdoors.

The plan for trips is like what was planned in 2020. The Fillmore & Western has been shut down, so that is no longer an option. There are rumors that the Sierra Railroad may be buying it, but it is only a rumor. Other trips would be Orange Empire, Griffith Park (10" gauge railroad nearby), Union Station tour, Rail Giant, Amtrak trip from Fullerton to San Diego (Balboa Park) or bus trip to Campo.

Discussion followed regarding whether to hold a board meeting during a convention. The opinion appears to try to separate meetings from the convention.

A question was raised as to other eating options at each hotel. John Goodman stated that there is an IHOP about 3 blocks away from Knotts Berry Farm and multiple food places near the Holiday Inn. A question regarding the condition of the hotels. Knotts Berry Farm rooms are tired and need upgrading but are clean and usable. The Holiday Inn would be completely renovated by the fall.

Jon Baake moved that the 2022 Convention be held at Knotts Berry Farm, seconded by Ken Eddy. A Roll Call vote was taken, and the motion passed.

Future Conventions-

2023 - Ft. Lauderdale/West Palm Beach FL - Would be in September. Would consist of riding the Florida East Coast Railroad and the BrightLine. By then the BrightLine should be completed to Orlando and maybe to Disney. John Fiorilla knows the General Counsel at Florida East Coast and may be able to assist with them.

2024 – Harrisburg/Hersey PA – Locations would be East Broad Top, Blue Mountain and Reading, Railroad Museum in Altoona, Horseshoe Curve, Strasburg, and the Railroad Museum of PA.

2025 – Sacramento CA. This is just a thought at this time.

Conferences – Bob Bitzer

Bob thanked the Twin Forks Chapter for hosting the meeting. The banquet will be held in the room next door to our meeting room starting at 7PM.

Spring 2022 – Springdale AR/Holiday Inn. Bob has been working with Hugh Harris at this is his home chapter. They were looking at a May date. Any earlier can have inclement weather. Because the convention will be in May, we should probably move the meeting to combine with the convention or move to the Fall. Discussion followed about changing the date, cancelling, or holding the meeting, etc. A point was made that holding the meeting at the convention was leaving too much time between this meeting and one in May. Jon Baake said that we should not hold the meeting at the convention. Bob Ernst stated that we could always have a Zoom meeting sometime in February or March which would lessen the time between meetings.

John Goodman moved that we hold a board/Advisory Council Zoom/GoToMeeting sometime in Late February, Early March. Seconded by Harold Shaak. Passed. Jon Baake moved that the meeting be held on Saturday, 2/26, seconded by Skip Waters. Passed.

Bob stated that he and Al have been working on a joint meeting with R&LHS. The meeting would be in May 2023 in Sacramento and take the place of our Spring meeting. Their meetings are mini conventions. It would be over 3 days and include trips, a breakfast meeting, dinner meeting. We will be able to attend their meetings and our meeting would be at the end. Anyone attending an R&LHS business meeting and/or event will be given a year's membership to the organization. They are working with the NRHS Chapters in California and Oregon to help with planning. They are also looking at visiting 5 or 6 museums. They are working on a host hotel. They will have a combined order form to include our meeting. Comments were made that at the last joint meeting, the NRHS had to purchase the entire package to do any trip. Bob said he will investigate seeing if they can separate the trips out. R&LHS will collect all monies and send us our portion. Some discussion followed regarding the time frame. Bob stated that he would just like to know if the board wants to move forward with a joint meeting. Skip Waters moved that we explore the idea of a joint meeting, seconded by David Foster. Passed

Announcements

Ellen reported Val Hoski had attended a funeral that morning for Jim Mixter. They spoke of his love of railfanning. At the end of the ceremony, she gave the family an NRHS pin in his honor.

Val asked if the dates of the convention and spring meeting can be published. She was advised this was OK.

Tony asked that the remaining convention merchandise being sold be purchased at the meeting.

Tony White also thanked Richard Shulby for his years of service to the NRHS and he will be missed on the Advisory Council.

John Goodman moved that the meeting be adjourned. Seconded and passed.

The meeting was adjourned at 4:55

Respectively submitted,

Ellen Scott

Ellen Scott
NRHS Secretary

Approved February 26, 2022