



Meeting of the Board of Directors
2022 Organizational Fall Conference Holiday Inn, Springdale, AK
Saturday, September 24, 2022 - 1:00PM CDT
Approved Saturday, March 11, 2023

President Al Weber called the meeting to order at 1:10 PM CST.

ROLL CALL AND ADMINISTRATIVE

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

Name	Office	Present	Absent
Al Weber	President	A	
Tony White	Vice President	A	
E. Steven Barry	Global Director		X
Ned Harris	Global Director	A	
Eric Fogg	Global Director	A	
Regan Rickson	Global Director	A	
Roberta Ballard	Global Director		X
R. Douglas Scott	District 1 Director	A	
Harold Shaak	District 2 Director		X
Charles Webb	District 2 Director	A	
Jon Baake	District 3 Director	A	
Marlin Taylor	District 3 Director	A	
David Foster	District 4 Director		X
Frank Scheer	District 4 Director	A	
Scott Andes	District 5 Director	A	
John Goodman	District 6 Director	A	
John Simanton	District 6 Director	A	
Kenneth Eddy	District 7 Director	A	

Skip Waters	District 7 Director	A	
Jeffrey S. Smith	District A Director		X
Patrick Molloy	District A Director	A	X
Jack Hillborn	District B Director		X
Ricky Durant	District B Director		X

A= In Attendance X = Absent

There was a quorum present to conduct business.

Also in attendance: Treasurer Ralph R. Bitzer, Asst. Treasurer Carol Ann Cornelius, NRHS Fund Comptroller, Kevin Feeney, General Counsel John Fiorilla, NRHS Fund President Robert Ernst, Director Emeritus Joe Maloney.

Members present: Ron Gawedzinski, Doug Scott, Dawn Holmberg, Dan Meyer, R. Victor Varney, Frank Cornelius, Richard Shulby, Christopher Guenzler, Elizabeth Guenzler, Bill Welk, Mile Yuhas, David Baniewicz, Eileen Weber.

The minutes of the May 16, 2022 meeting of the Board of Directors – A motion was made by John Goodman and Seconded by Skip Waters. The motion was passed to approve the minutes.

DISSOLUTION OF ALL PRESIDENTIAL APPOINTMENTS, COMMITTEE CHAIRS, AND COMMITTEE MEMBERS

President Weber thanked all for their work for the NRHS. He then dissolved all their duties.

ELECTORAL COMMITTEE REPORT

Committee Chair Bob Ernst reported that there were 11 candidates for the Director Position. Tony White was elected President, and the Director positions went to: Carol Ann Cornelius, Scott Andes, Bob Bitzer, Ellen Scott, Kevin Feeney, Charlie Webb, Eric Fogg, John Goodman, and Skip Waters.

The committee received 1183 ballots: 4 were rejected, 3 were received after the deadline, and 2 were blank. The votes were tallied over August 26 -27. The Committee members are Joe Maloney, Patti Webb, and John Fiorilla.

President Weber then introduced the new President Tony White.

President White called the meeting to order at 1:25PM

INTRODUCTION OF THE NEW BOARD

President White introduced the new board members: Bob Bitzer, Skip Waters, John Goodman, Kevin Feeney, Charlie Webb, Ellen Scott, Eric Fogg, Scott Andes, Carol Ann Cornelius.

ADMINISTRATIVE AND ROLL CALL

First Name	Middle	Last Name	Job Title	Present	Absent
Tony		White	President	A	
			Vice President		
Ellen		Scott	Secretary/Director	A	
Ralph	Robert	Bitzer	Treasurer/Director	A	
Carol	Ann	Cornelius	Asst. Treasurer/Director	A	
Scott		Andes	Director	A	
Kevin		Feeney	Director	A	
Eric		Fogg	Director	A	
John		Goodman	Director	A	
Skip		Waters	Director	A	
Charlie		Webb	Director	A	
Joe		Maloney	Director Emeritus	A	
Wes		Ross	Director Emeritus	A	
Bob		Ernst	Director Emeritus	A	
Walter		Zullig	Director Emeritus	A	

A = Attended X = Absent

CONFLICT OF INTEREST & CONFIDENTIALITY POLICIES EXPLANATION

John Fiorilla explained what these policies are for and why we need the signature pages. The forms were sent to all the directors and committee chairs.

It was advised that these policies should also be sent to all Advisory Council members. Ellen Scott advised she would send the information to the Advisory Council Secretary, Elizabeth Guenzler, for distribution.

REPORT ON SIGNATURES OF BOTH POLICIES

Ellen Scott reported that almost all have been returned. She is missing 4.

ELECTION OF VICE PRESIDENT

President White made a motion to appoint Frank Cornelius Vice President. Scott Andes seconded. The motion passed with 3 abstentions.

FAREWELL TO AL WEBER

President White asked for Al and Eileen Weber to come forward. He thanked Mr. Weber for his years of service and leading the NRHS forward. He then presented him with a gift of a book of saying from members and directors. He also presented Mrs. Weber with a gift. Mr. Weber read the comments to the group.

ELECTION OF OFFICERS

The officers are Ellen Scott-Secretary, Bob Bitzer-Treasurer, and Carol Ann Cornelius-Assistant Treasurer. Skip Water made the motion to accept the officers, seconded by John Goodman. Motion passed.

ELECT DIRECTORS' EMERITUS

See Appendix 1

Motion was made by Skip Waters, seconded by Eric Fogg. Motion passed.

PRESIDENT'S REPORT

See Appendix 2

PRESIDENTIAL APPOINTMENTS

See Appendix 3

REPORTS

Vice President – Frank Cornelius. Frank thanked Tony and the Board of Directors for electing him, Vice President. One of his objectives is to work with Dave Baniewicz on online sales.

- a. **Treasurer** – Bob Bitzer. He advised all reports had been sent out on August 31. It included a cover letter, and three reports. The convention report is not complete yet.
- b. **Fund** – Robert Ernst. The report was given at the Advisory Council meeting earlier today. The financial report will be out soon. The committee is still investigating how to generate funds using Facebook. Also, an exploratory committee has been formed to investigate other means of obtaining donations.
- c. **Advisory Council** – Richard Shulby. They had 32 members present: 13 at the meeting and 19 online.
 1. They would like to see a committee formed to aid Marlin with the film library.
 2. Share the Wealth has been disbanded
 3. They are endorsing the Black Hawk chapter's celebration in October 2023 of the first train to Chicago.
 4. They would like to see Advisory Council meetings in addition to BOD meetings on the same day.
 5. A committee to explore reinstating regional representation to further communicate with other chapters and At-Large members.
- d. **General Counsel** – John Fiorilla. John has renewed the trademark for both RailCamp and the NRHS logo with the lines through it. He met with the proposed new auditors. The grants have been completed.
- e. **Historic Plaques** – Walter Zullig. Nothing to really report. Two places expressed interest and he contacted them. He hasn't heard back from them. He stated that if anyone know of interested parties to please let him know.
- f. **Heritage Grants** – Charlie Webb. In the process of doing an after-action review. Also looking at consolidating some of the paperwork. The application for 2023 should be online in October/November. The deadline is changed to January from February. They are also investigating using Electric Fund Transfer instead of mailing checks. They are changing the cap

from \$5000 to \$10,000. When the project is completed, they will request a photo and description of the work. Those will be sent to both Val and Skip for publication.

- g. RailCamp** – Tony White. Working with Amtrak as they have a new boss. RailCamp is going forward in 2023 both East and West. Waiting to hear from Strasburg as to when Thomas will be there. Dates are not set yet.
- h. News** – Val Hoski. She gave the report at the Advisory Council meeting, and it is online. The NRHS sends out 3 black & white mailed issues, and 6 online color issues. The February, April, June, August, and August supplement are online, and the March and May issues have been mailed. A special thanks to Eileen Weber and Elizabeth Guenzler for their assistance.
- i. Discount List** – Wes Ross. The discount list started 20 years ago. It provides a list to NRHS members of rail attractions that are free and fee. It went well until Covid. The list includes all whether offering a discount or not. Many of the attractions are asking for membership brochures. Approximately 10,000 were sent in 2022. This will continue in 2023 **CFC**. This is the Combined Federal Campaign. It provides all federal workers to make donations to charities via payroll deduction. It runs from September thru January 15. It costs us \$1020 per year to do this.
The donations in past years were: 2021 \$1583.50

2022	\$2,000
2019	\$3,800
2018	\$3,600
2017	\$2,200

Members need to make this better known to friends and family to encourage donations to the NRHS. It does make money for us, so he recommends we go forward with this program. It's available to retirees and current employees.

- j. Inspector General** – Walter Zullig. He has been working with the Heritage Grants Committee towards the completion of the projects. He has contacted the recipients and working on getting updated information from them.
- k. Bulletin** – Tony White. During Covid it was easier for writers to have the time to write articles. We are currently seeing less being sent. If anyone is interested in back issues, contact Jeff Smith. Al Weber stated that he also sends surplus issues to chapters that are having shows. He sends back issues only and includes brochures.
- l. Membership** – Hugh Harris. We have sent out 5400 Bulletins which is the easiest way to count membership. Membership expires 12/31. The numbers are staying the same, with maybe an increase of 100 per year.
- m. Photo Contest** – Mike Yuhas. He presented a “preview” slide show of the winners of the photo contest.

Convention Reports – John Goodman. John mentioned that he has had a lot of people saying that they miss the seminars at convention. He explained that they were usually paid for by donations or a group. Mike Yuhas stated that we need to find some sponsorships, either rail fans or from the Railroad industry. Fort Lauderdale, FL – Walter Zullig has done a lot of work on this location. The dates are either 9/1-5 or 9/8-13, 2023. The committee is still looking into hotels. The dates will be finalized once a hotel is determined. Trips so far will be the Sugar Express Railroad in Clewiston, FL. There is an option of a six-hour trip or a two hour one. After discussion a vote was taken, and the 6-hour trip was decided on.

- 2024** Harrisburg, PA. The 2102 should be running by then. We would probably stay at a hotel in Harrisburg or the nearby area.
- 2025** Omaha. No details at this time.

Conferences – Bob Bitzer. Thanked Hugh Harris and the Arkansas-Boston Mountains Chapter for hosting the meeting. They are still working on the accounting. NRHS conferences are put on by the chapters. However, lately, a lot of the chapters are losing money or just breaking even. It was decided that in the future the NRHS will help the chapter with some of the finances.

The 2023 Spring conference with be a joint function with the R&LHS and the Sothern Pacific Railway Historical Society. The conference is being moved from Sacramento, CA to Reno/Sparks, NV. The host hotel will be the Nugget Hotel in Sparks. The hotel has just undergone a \$150 million renovation. All we have to do is set up. The rooms have been arranged for both the Advisory Council and the Board of Directors. R&LHS will handle the ticketing, it will all be a la carte. The dates are 5/15-21, our meetings will be held on 5/21. The Sparks location overlooks the UP yard. The registration package for us will probably be \$50. Their registration will be a sliding scale of \$99-\$129. They will collect all the monies. This is a way to develop a partnership with those organizations. Kevin Feeney made a motion to hold the Spring Conference in Conjunction with R&LHS, seconded by Skip Waters, passed.

A short discussion followed regarding the locations of conferences. Rather than looking for the chapters to sponsor, maybe schedule at an airport hotel for easy access.

NEW BUSINESS

Bob Bitzer stated that the local chapter did a great job, but they lost money. The NRHS has offered financial support one time in the past. After discussion, it was decided to offer up to \$6000 in support if necessary to the chapter. Motion made by Kevin Feeney, seconded by Skip Water, passed.

Budget-Bob Bitzer. Bob reviewed the budget. After review, Doug Scott asked if the funds for pins had been added to the budget. It was decided that half the pins would be ordered this year and the balance next year.

IT Budget-Dan Meyer. The virtual server needs an upgrade. Both the hardware and software need to be upgraded. The estimate is \$15,000. Skip Waters made a motion to amend the budget for these items, seconded by Kevin Feeney, passed

Audit Firms-John Fiorilla. Our current firm, RKL, is not working out. They are not getting our reports done in a timely fashion. John knew of this firm from some of his other customers. A group from the NRHS went to Syracuse to meet with the firm. Kevin Feeney also attended the meeting. He asked for names of current clients so that we could see how others felt about this firm. Kevin contacted them and received good answers from them. A plus for them is that we are working with a partner, not a manager. Bob Bitzer also spoke with them about the PA filings. They are a little higher than RKL, but it's fixed in the budget. The Fund recommends going with Bowers. Motion made by Ellen Scott to go with Bowers as the NRHS audit firm, seconded by Eric Fogg, passed.

John H. Emery Rail Heritage Trust – Tony White. They are looking for an NRHS person to be on their Board. We need someone that would be able to attend and chair this committee. Committee members are also needed.

NEON – Several board members have been meeting with NEON to see what they can and can't do for us. For the time being we will stay with NEON and see how things progress.

ANNOUNCEMENTS

Emblem Sales- Dave Baniewicz. Has items for sale in the back of the room. He is currently looking into selling NRHS items online.

A question came up regarding the remaining paintings that were to be auctioned and their location. Al Weber advised that they are with the auction company and will go on sale at the next auction. The appraised value is \$5500.

There being no further business, the meeting was adjourned at 5:22PM.

Respectfully submitted,

Ellen Scott
NRHS Secretary

APPENDIX 1
Directors Emeritus

The honorary title of Director Emeritus may be given to any past NRHS Board Director or Officer since the 2014 the formation of the board upon an affirmative vote of the NRHS Board of Directors. The position is a lifetime appointment as long as the Director Emeritus is a member of the NRHS in good standing at the time of the vote and remains so for the rest of his/her life.

Those granted the position of Director Emeritus have served the NRHS for years. They continue to be very active in all NRHS matters and share their knowledge and give advice when called upon. Emeritus Directors are like regular members who have no voting rights on NRHS matters in Board meetings or Executive Committee matters. They, just like regular members, vote at the Annual Meeting, vote on the bylaws, and vote in any elections for the board or officers. They can attend all meeting of the Board and can participate in an advisory role

The following former Board members or Officers to receive the honorary title of Director Emeritus are Steve Barry, Larry Dyer, Jack Hilborn, Jim Pahr, Harold (Smoke) Shaak, Steven Siegerist and Jeff Smith. Al weber asked that he not be awarded this title at this time.

APPENDIX 2
PRESIDENT'S REPORT

We would like to thank the Arkansas Midland Chapter, Hugh Harris, Members, Brenda Rouse and the Arkansas and Missouri Railroad for putting on a fine conference and train ride.

I would like to congratulate each one of you elected to the new board. All of the members who ran would have been perfect on the board. However, since there were more people running than could be elected, you should acknowledge the membership who voted and their faith in each one of us. We should also remember those not elected because they like you wanted to serve the Society.

Thank you to the Electoral Committee of Patti Webb, Bob Ernst, Joe Maloney, and John Fiorilla for the work they had to do in order to find candidates, process the ballots, count and certify them.

I would like us to take a minute to remember those we knew at the National, Chapter, At-Large levels, and their families and loved ones. Please remember all who have moved on including Bob Heavenrich, Bill Howes, Dell Kittendorf, Marty Swan, and Jim Wrinn. May you all have peace when thinking of them, as they were all a very important part of the NRHS.

Our smaller board should be a cohesive group. We should present a strong face to the Society during meetings, with member interactions and in the public. We should actively work to resolve conflicts as they come up and remember each of us is entitled to our opinions but not offended if another opinion is preferred. It would be great if we could stop rehashing old ideas and work on new ideas. This board is different from the previous one established in 2014 and vastly different from the board before then. The boards voted for change and the membership by their votes agreed with the changes.

There are many areas where help is needed to keep this Society functioning. I fully intend to illicit lots of help from non-board members, but each one of us on the board must make the choice to be functional as an active do something member. Each one of us must be involved with projects and not just have the title of Director. Written reports will be requested prior to meetings and possibly quarterly. Put up or... District 1 was my district prior to becoming the Vice President. The feelings of the membership in District 1 are well known. I discovered that there are similar feelings throughout the membership. The primary concern is about the finances of the Society and the fear that we will return to the days of long ago. Be assured that this will not happen. Know that the board, the fund, and I will work diligently to prevent needless spending, but we need many members volunteering in order to not outsource work. Yes, we may not be aggressive in having our monies grow, but as one member said to me, we are not a gambling society, and this is true. So please have patience and we will continue to earn money slowly, and not risk losing it by being aggressive.

Women have been the backbone of the Society and often overlooked. Most of the men within the NRHS would have not been able to participate without the tolerance of women. Al Weber just might be one of these men. The National Railway Historical Society has come a long way from when we had the activity on the day of meetings known as Women's Day or Women's Event. In Milwaukee, most of the board members wanted to go to the Christopher Transportation Museum, which was an alternative to attending the meetings for the general membership.

Today we have two women on the Board of Directors and they are Carol Ann Cornelius and Ellen Scott. Mia Mather and Roberta Ballard were previously on the board. All of these women have greatly benefited the Society in many ways including using their wisdom, participating actively on committees, attending conventions and conferences and providing financial assistance to the NRHS.

I like to take this time to honor one of the most active and tolerant women within the NRHS, Eileen Weber. We first met at the 2000 New Haven Rails Convention held in Stamford, CT. She spent the entire time behind the registration desk. The following year she did the same at the 2001 Looking West Convention in St. Louis. This story pretty much continued to this year's convention in Fullerton, CA.

Those who have worked with Eileen in the registration room all say that she is always thinking of ways to make systems work better and saving money. She is prudent when it comes to spending NRHS monies. Therefore, the NRHS would like to give Eileen this small token of appreciation.

The NRHS and Trains Magazine 2022 Photo Contest winners and photos will appear in the November issue of Trains Magazine. Thank you Jeff Smith, Mike Yuhas and Keith Schmidt. Priorities should be

- Fixing all membership problems including ease of renewing, audited trails, receiving membership cards, quick response to questions and listening to all members

- Getting more bang with our website, creating pages that the young and older people will look at, connect with other national organizations and railroads and magazines
- Hold both sessions of RailCamp
- Bring back Chapter Sales which allows chapters to sell to the 5,000 members
- Bring back the Annual issue where all chapters submit articles about themselves
- Showing the membership and the world that we are important, that we can get things done, that we have great programs including Heritage Grants, Heritage Plaques, Heritage Films and Slides, RailCamp and the collaboration with Trains Magazine
- The Advisory Council making a name for themselves by what they bring to the membership and the Society as a whole
- Priorities of the membership based on the 2021 survey are to keep The Bulletin, NRHS News, Conventions, RailCamp, Film Preservation, Heritage Grants, and advocating for Railfans and supporting Amtrak. These will also be our priorities.

APPENDIX 3
Presidential Appointments

General Counsel – John Fiorilla, esq
Assistant General Counsel – Scott Andes, esq
Advertising Committee Chair – Mike Yuhas
Audit Membership Chair – Patti Webb
Bulletin Editor – Jeff Smith
Bylaws Committee Chair – John Fiorilla
Chapter Development – Skip Waters
Chief of Staff – Joe Maloney, Director Emeritus
Combined Federal Campaign – Wesley Ross, Director Emeritus
Convention Chair – John Goodman
Conference Chair – Bob Bitzer
Discount List Chair – Wesley Ross, Director Emeritus
Electoral Committee – John Fiorilla, Robert Ernst, Joe Maloney, Patti Webb
Emblem Sales – David Baniewicz, Frank Cornelius
Executive Committee – Scott Andes, Bob Bitzer, Carol Ann Cornelius, Ellen Scott, Charlie Webb
Historic Grants Chair – Charles Webb
Historical Plaques Chair – Walter Zullig
John H. Emery Rail Heritage Trust Committee – Joe Maloney, John Fiorilla, Scott Andes, Charlie Webb
Library Slides and Film Chairs – Mitch Dakelman, Marlin Taylor
Membership Awards Chair – Doug Scott
Membership Brochures Chair – Jon Baake
Membership Committee – Hugh Harris- Chair, Steven Siegerist, Mike Yuhas, Patti Webb, Al Weber
Membership Welcoming Committee Chair – Becky Gerstung
NRHS News Editor – Val Hoski
Photo Contest – Jeff Smith, Mike Yuhas, Keith Schmidt
RailCamp Chair – Becky Gerstung
Technology Chair – Dan Meyer
Website Committee Chair – Dawn Holmberg
Website Communication, Information and Sales Chairs – Frank Cornelius-Chair, Elizabeth, and Chris Guenzler

