



As approved by the Board December 6, 2015 via email.

**Meeting Minutes
NRHS Board of Directors
Hotel Utica
Utica, NY
Saturday, October 24, 2015**

Pursuant of notice, the Board of Directors of the National Railway Historical Society, Inc. met at the Hotel Utica in Utica, NY on October 24, 2015.

1) Call to Order - Open Session

President Al Weber called the meeting to order at 2:15p.m. EDT on Saturday, October 24, 2015.

2) Welcome and Roll Call

President Al Weber welcomed the Directors to this meeting. Secretary Bob Ernst explained the process for taking attendance at the meeting. The Board attendance for this meeting was as follows:

Name	Office	Present	Absent
Al Weber	President	1	
Joseph C. Maloney, Jr.	Vice President	1	
David Flinn	Global Director (2014 - 2018)	1	
E. Steven Barry	Global Director (2014 - 2018)	1	
Walter Zullig	Global Director (2012 - 2016)	1	
Robert J. Ernst	Global Director (2012 - 2016)	1	
William Bain	Global Director (2012 - 2016)		U
R. Douglas Scott	District 1 Director (2014 - 2018)	1	
Tony White	District 1 Director (2012 - 2016)	1	
Harold Shaak	District 2 Director (2014 - 2018)	1	
Mark S. Eyer	District 2 Director (2012 - 2016)	1	
Frank Fowler	District 3 Director (2014 - 2018)	1	
Ralph Robert Bitzer	District 3 Director (2012 - 2016)	1	
Sanford Williamson	District 4 Director (2014 - 2018)	P	
Larry Dyer	District 4 Director (2012 - 2016)	1	
Jim Pahriss	District 5 Director (2014 - 2018)	1	

Wesley F. Ross	District 5 Director (2012 - 2016)	1	
John Goodman	District 6 Director (2014 - 2018)	1	
Duane Durr	District 6 Director (2012 - 2016)	1	
Steven Siegerist	District 7 Director (2014 - 2018)	1	
Skip Waters	District 7 Director (2012 - 2016)	P	
Jeffrey S. Smith	District A Director (2014 - 2018)		E
Wes Weis	District A Director (2012 - 2016)	1	
Jack Hilborn	District B Director (2014 - 2018)	1	
Philip A. McMeins	District B Director (2012 - 2016)		U

P = Attended via phone E=Excused Absence U=Unexcused Absence

There was a quorum present in order to conduct business.

General Counsel John Fiorilla and NRHS Fund President Gregory Molloy were in attendance.

Approval of June 2015 Minutes

The minutes of the Convention 2015 Board of Directors' Meeting were approved via email and posted to the admin site on July 31, 2015.

3) President's Report

President Al Weber appointed the following committees and their members:

- Electoral Committee: John Fiorilla (Chairman), Jim Pahriss, Fred Kurtz and Steve Barry.
- Grants Committee: Robert Kornreich (Chairman), Mia Mather, Walter Zullig, Edward Berntsen, Rick Davidson, Carl Jensen, and Larry Dyer.

President Weber received a letter from District 1 Director Mia Mather resigning her position effective immediately. The resignation was for personal reasons.

Motion: Walter Zullig motioned and Tony White seconded to accept the resignation of District 1 Director Mia Mather. Passed by voice vote.

Motion: Tony White motioned and Joe Maloney seconded to elect R. Douglas Scott to the remaining term of the District 1 Director position vacated by the resignation of Mia Mather. Passed by voice vote. Doug Scott was seated to the Board.

4) Officers, Directors' and Service Directors Reports

Membership Records – Skip Waters

Skip noted that he gave a comprehensive report to the Advisory Council regarding the 2016 due renewal process. Since all Directors participated in the AC meeting he did not repeat the report to the Board.

Skip recognized Hugh Harris for the effort to get the Amilia database working and has been a champion for the NRHS in this endeavor. Hugh has been given the title of NRHS Amilia Administrator. Hugh will be the focal point on creating an accurate database in Amilia.

Skip and Hugh are fielding the changes and corrections of the database entries as they receive the changes from the chapters. Skip's desire was to have the chapters be able to make changes to their own members' information but that will not be possible at this time, if ever, with Amila.

The 2016 due process was discussed. Besides the Amilia renewal process, which is the preferred method, renewals will be taken via the NRHS website and by mail for those using checks.

There will be an email sent to the Board and AC explaining the entire process. Chapters can assist in the renewal process as in past years.

Vice President Joe Maloney

Report handout – Appendix B

Joe reported that he has been active with Skip Waters and Hugh Harris creating the chapter renewal spreadsheets for the chapters to review and note membership changes and corrections.

Joe has been working with Ed Berntsen on the material that is stored at National Library Relocations (NLR) in Three Rivers, MA. The employees of National Library Relocations (NLR) are identifying the contents of the 98 file boxes which came from Fernley and Fernley and have separated the items such as timetables and chapter newsletters that have accumulated since 2008 and placed them in storage at the facility. Arrangements with NLR have been made to professionally photograph and describe the paintings of the John Emery collection for future sale via auction.

A proposal has been received by Joe from an organization which would take the print library material. The information will be reviewed by Joe, Ed Bernsten and Jim Pahriss. If the proposal is sound, Joe will return to the Board for action to be taken on the Library material.

In the area of Membership Awards for 2016, Joe reported that six chapters will receive anniversary certificates.

Secretary Bob Ernst

The minutes of the Board of Directors' Meeting held in Rutland, VT in June were approved by the Board via email and posted to the NRHS public admin site on July 30, 2015.

Treasurer Bob Bitzer

Bob Bitzer reported that the 2014 Audits and the 2016 Budget work are in progress. We are current with all of the Society's bills. Overall the finances are in good shape. Heritage Grants are being processed and checks are being sent out. The RailCamp invoices are being paid.

Bob is investigating a lockbox program with Wells Fargo for checks received by the NRHS. This program will make it simpler for membership renewal data collection.

NRHS Comptroller Bob Heavenrich reviewed the NRHS balance sheet which was distributed to the Board.

Bob Bitzer noted that regular financial reports will now be distributed since the Society has accurate information.

General Counsel John Fiorilla

John reported the NRHS insurance policies are in place and paid. He will be shopping for policies to cover the 2016 Convention and RailCamp. John is working with John Goodman regarding the 2016 Convention trips.

Overall, it's been a normal workload for the General Counsel.

Advisory Council – Fred Kurtz

The Advisory Council is submitting two recommendations to the Board.

- The NRHS Bylaws be amended to encourage chapter members to be National members but not require National membership.
- The Advisory Council is in favor of the 2019 Spring Conference being held in conjunction with the Union Pacific anniversary celebration in May 2019, to be held in Ogden, UT.

Heritage Grants – Walter Zullig

Heritage Grants Committee member Walter Zullig reported that the committee has updated the grants application for 2016. The application will be posted November 1, 2015 and the due

date will be March 1, 2016. The announcement of the grant recipients will be made at the Spring Conference and repeated at the Convention. The applications need to be submitted electronically to make the review process quicker and easier. The recipients will be required to complete the project for which the grant was awarded within two years. A final report will be required from the recipient upon completion of the project.

A new email address was established for the grant submissions – grants@nrhs.com.

Walter noted the need for more fundraising as many worthwhile projects did not receive a grant or did not receive the full amount requested.

5) RailCamp – Becky Gerstung

Becky reviewed the letter to the Board from RailCamp Chairman (Retired) Bud Thompson. (Appendix C) The RailCamp committee met via phone to review the 2015 RailCamp. RailCamp met its goal for 2015 by providing an excellent educational experience for the campers. The RailCamp committee is asking the Board to confirm its support for the 2016 RailCamp program.

Motion: Walter Zullig motioned and Duane Durr seconded to approve and support the 2016 RailCamp program. Passed by voice vote.

President Al Weber and the Board extended a round of thanks for the efforts of the RailCamp committee.

The RailCamp committee is openly soliciting donations, counselors, campers and sponsors for the 2016 RailCamp.

For 2016, the RailCamp Committee will be Becky Gerstung - Chairman, Tony White - Director RailCamp East, Carl Jensen – Education Advisor, Bud Thompson and Bill Chapman – Technical Advisors. The committee is searching for a Director for the RailCamp Northwest program.

6) NRHS Fund – Greg Molloy

Greg reported that the Fund Board of Trustees met on Friday, October 23, 2015. The audited 2014 financial report is in progress with the NRHS financial audit. Upon receipt of the audited report the Fund Trustees will meet in three weeks via conference call to review and accept the report. The Trustees can then release the audited report to the NRHS membership.

The Fund can publish quarterly financial reports as the financial information is now accurate. The report ending September 30, 2016 was just received by the Fund from YPTC and can be posted to the NRHS admin site.

The Fund Trustees re-affirmed the need and continuation of the Fund.

The Spring meeting of the NRHS Fund Board of Trustees will be held during the NRHS Spring 2016 Conference in Cumberland, MD. This will be the Fund's organizational meeting.

The Fund will have three Trustee's terms up for appointment. There may be other vacancies. The NRHS Board will need to appoint Trustees to the open seats. The Fund is asking the NRHS Board to establish the procedure and qualifications required to hold a Trustee seat. This will have to be in place well before the Spring Conference to properly solicit candidates for the open Trustee seats.

After the Spring meeting the NRHS Fund and the NRHS will need to discuss the handling of liabilities and meeting the overhead expenses for the Fund. The Fund does not have a current source of income. The operation can continue as is for now but this issue must be corrected in 2016.

There are technical issues to be worked on for placing money into the Fund. Since the NRHS has committed to the operation of the Fund, the NRHS will need to review the wording and legal statements for donations. This should be in place on the website.

Greg noted upon review of the NRHS 2016 Budget that there are some inconsistencies to be addressed during the Budget agenda item.

General Counsel John Fiorilla reviewed the NRHS Fund Trustee appointment process with the Board. John asked the Board to review the Fund Bylaws regarding the Fund Trustees' responsibilities. John is requesting the Board create a committee to begin creating the appointment process.

President Weber reviewed the need for a committee and asked the Board to take action.

Motion: Steve Barry motioned and Bob Ernst seconded to create a NRHS Fund, Inc. appointment committee with three members. The committee is charged to create the appointment process and to poll the current Fund Trustees on their desire to continue or be re-appointed and to find qualified candidates for the openings.
Passed by voice vote.

Wes Weiss volunteered to Chair the new committee. He will find two other members to join the committee.

7) Convention Reports

2014 Springdale, AR

The 2014 Convention report needs to be finalized.

2015 Rutland, VT

Convention Chairman Walter Zullig reported that the convention had 610 participants. All events ran as scheduled. \$4,200 was contributed to the NRHS Fund for tickets in the premium car. Financial reports for the convention need to be finalized.

2016 Denver, CO

Convention Chairman John Goodman discussed the plans for the 2016 Convention in Denver, CO. The dates will be July 19 – 24, 2016. The host hotel has been sold to a new owner and the contract will be reviewed. The plans are in place but we are waiting on approval from the Union Pacific regarding the proposed Sunday trip to Cheyenne, WY.

The Advisory Council meeting is scheduled for Wednesday night, July 21, 7:30PM – 10:30PM MT and the Board of Directors' meeting is scheduled for Friday, July 23, 8:30AM – Noon MT. The Membership meeting is scheduled for Friday, July 23, 2:00PM – 4:00PM MT.

John reviewed and discussed the operational schedule of the convention.

2017 – Tennessee

John reported that Chattanooga, TN will not be feasible for the 2017 Convention due to the condition and ownership issues at the Chattanooga Choo Choo Hotel. John is proposing that Nashville be the preferred location. It will be a shortened, four day convention scheduled June 9 – 12, 2017.

Motion: Steven Siegerist motioned and Doug Scott seconded to approve the 2017 NRHS Convention on dates June 9 – 12, 2017 in Nashville, TN. Passed by voice vote.

2018 – TBD

Orlando, FL is possible as a location. No action taken to date. John is watching the status of All Aboard Florida rail service since this could be a key event.

2019 - TBD

Based on earlier discussion at the Advisory Council meeting the recommendation is to plan the 2019 Spring Conference around the activities of the 150th anniversary of the Union Pacific at Promontory, UT. John asked the Board to advise whether to take this recommendation or continue plans as a convention.

Motion: Steve Barry motioned and Wes Ross seconded to investigate the possibility of holding the 2019 NRHS Convention in Salt Lake City in conjunction with the UP 150th anniversary on May 10, 2019. Passed by voice vote. One no vote recorded.

8) Conferences – Bob Bitzer

Fall 2015 – Utica, NY. October 23 – 25, 2015.

Bob Bitzer thanked Mark and Harla Lazur and the Utica and Mohawk Valley Chapter for hosting the Conference.

Spring 2016

Frank Fowler reported that the Spring 2016 Conference dates have been set for April 22 – 24, 2016. The hotel, Ramada Inn Cumberland, is taking reservations. Frank distributed a registration form and the chapter is ready to take orders. The schedule of events was discussed.

Fall 2016

Al Baker, Pacific Northwest Chapter, will investigate holding the Fall 2016 Conference in Portland, OR. The Board and members in attendance gave a positive indication to having a west coast conference.

9) Unfinished Business

Actions of the Executive Committee

The committee approved the cancellation of the Winter 2016 Conference.

10) New Business

Bylaws Changes

Bob Ernst is asking the Board to create a Bylaws committee to study changes regarding chapter definition and organizational memberships along with the Board and Advisory Council structure.

Motion: Wes Ross motioned and Steve Barry seconded to create a Bylaws committee of Bob Ernst (Chairman), Joe Maloney, Tony White, John Simanton, Scott Andes and John Fiorilla. Passed by voice vote. One no vote was recorded.

Member Discount List

Wes Ross is asking for approval to create the 2016 Member Discount List. Money is available to support the list.

Motion: Wes Ross motioned and Jim Pahrns seconded to implement the 2016 Member Discount List. Passed by voice vote.

2016 Budget

A copy of the 2016 NRHS Budget with a cover letter by Bob Bitzer was previously distributed to the Board. Bob Bitzer reviewed the proposed budget. The NRHS expenses have been drastically reduced by use of more volunteers. The 2016 budget will allow the NRHS to publish and distribute by postal mail two issues of the *NRHS Bulletin* and two issues of the *NRHS News* to all members. We will continue to distribute four additional issues of the *NRHS News* electronically. The budget is conservative on income and expenses.

NRHS Fund President Greg Molloy expressed concern about how the budget reflects fundraising and donations coming through the NRHS rather than the NRHS Fund. It is contrary to the Board's direction of supporting and continuing the NRHS Fund. The budget shows donation income of \$80,000 and fund raising expenses of \$10,000 for the NRHS which should be shown as part of the NRHS Fund Budget. This proposes that the donations will be collected without the protection of the Fund and is counter to the direction of the Board. Greg noted that the budget should show a line item as grants received where the \$80,000 in donations is a grant flowing from the NRHS Fund.

President Weber told Greg that "Your message has been heard. OK. Please sit down." Greg responded to this comment "You will receive my resignation from the NRHS Fund and from the NRHS. I will also recommend to members of my chapters that they take the same action. The administration of NRHS is not managing the Society's funds consistently or competently." President Weber told Greg, "Thank you for your comments. Thank you for your years of service."

Tony White is requesting that the RailCamp line items for income and expenses be raised to \$48,000 each to ensure proper funding for 2016.

Motion: Tony White motioned and John Goodman seconded to raise the income and expense line items for RailCamp to \$48,000.

Discussion ensued on how the RailCamp will increase its budget without increasing the tuition. Additional income can be coming from donations to RailCamp operations.

Passed by voice vote.

Motion: John Goodman motioned and Frank Fowler seconded to approve the 2016 NRHS Budget. Passed by voice vote. One no vote recorded.

11) Announcements

A Management meeting will be held in Mt. Laurel, NJ on January 30, 2016. Board members are encouraged to call in to discuss issues.

General announcements were made.

12) Adjournment

Motion: Bob Ernst motioned to adjourn.

The Board meeting adjourned at 5:10PM.

Respectfully Submitted:

Robert Ernst
Secretary

Appendix A Members and Guests in attendance

National Representatives X – In Person P – Via phone

Chapter	Last Name	First Name	Present
Northstar Chapter	McLean	Jim	P
Pacific Northwest Chapter	Baker	Al	P
Washington DC Chapter	Baake	Jon	P
Wichita Chapter	Koehn	J.Harvey	P
Atlanta Chapter	Kittendorf	Delmar	X
Baltimore Chapter	Shulby	Richard	X
Blackhawk Chapter	Murray	Robert	X
Blue Ridge Chapter	Leslie	Robert	X
Cape Cod Chapter	Scott	R.Douglas	X
Central New York Chapter	Post	Edwin	X
Champlain Valley Chapter	Sander	William	X

Connecticut Valley Chapter	Ballard	Roberta	X
Cumberland Valley Chapter	Bender	Brad	X
George L. Carter	Pahris	Charlotte	X
Gulf Curve Chapter	Lazur	Harla	X
Hoosierland Chapter	Harris	Hugh	X
Inland Empire Chapter	Simanton	John	X
Kentucky Central Chapter	Ross	Shirley	X
Lancaster Chapter	Kurtz	Fred	X
Leatherstocking Chapter	Lazur	Mark	X
Miami Chapter of	Boldrick	S.	X
Midwest Chapter	Kovacs	William	X
Niagara Frontier Chapter	Gerstung	Rebecca	X
North Florida Chapter	Fiorilla	Marjorie	X
Old Smoky Chapter	Freeman	Robert	X
Philadelphia Chapter (Alt)	Dorr	Sheila	X
Piedmont Carolinas Chapter	Shulby	Richard	X
Potomac Chapter	Davidson	Richard	X
Pottstown & Reading Chapter	Sweigart	John	X
Roanoke Chapter	Jensen	Carl	X
Saint Louis Chapter	Gawedzinski	Ron	X

Tidewater Chapter	Harris	Ned	X
Ulster & Delaware Chapter	Bishop	Donald	X
Utica & Mohawk Valley Chapter	Lazur	Mark	X
Western Connecticut Chapter	Ballard	Roberta	X

Members and Guests**Bob Heavenrich – NRHS Comptroller****Diane Heavenrich****Albert Kalfelz****Chuck Bender****Rosalee Kurtz****Charles E. Axthelm****Gary Mitchell**

Appendix B

NRHS Vice President – Fall 2015:

- Handled renewal reports to the chapters in August 2015
 - First reports based on postings to Amilia
 - Most chapters' POCs are cooperating professionally with NRHS
- Working with Amilia personnel in beta tests on the NRHS membership data base
 - Need up-to-date list of chapters' EBCs
 - Expect large workload chasing down several chapters' info
- Expect large renewal workload on reporting NRHS dues payments status back to chapters' EBCs.
- Library Issues
 - 98 boxes of files that F&F sent to Three Rivers, MA
 - Searching for written conditions from the 1999 restricted donation for "library operations"
 - Arranged for photographing the Emory paintings for a near future auction.
 - Overseeing final digitizing actions – expect to post final files on NRHS web site (somewhere) next year.

Membership Awards:

- Ordered 200 new 25-year tacs for the 2016 awards campaign
- Forecast for chapter anniversaries in 2016
 - 1966 – Old Pueblo
 - 1966 – Promontory
 - 1966 – Long Island – Sunrise Trail
 - 1966 – Southeast Louisiana
 - 1991 – Pocono Mountains
 - 1991 – Connecticut Eastern

Appendix C

RailCamp 2015 Report To The Board of Directors NRHS

As has been true for the last couple of years, RailCamp got off to a tenuous start. With uncertainty as to the direction the NRHS was going to take, opening RailCamp up to applicants was delayed. Our partners for both camps were eager to support our efforts for another year, but everything was on hold until several questions could be answered.

Once we received the "Highball", our team worked overtime to get RailCamp open for applicants. Unfortunately, it was too late to secure any national advertising in a timely manner. Working with several NRHS chapters and other organizations we were able to proceed with both camps. After discussions with our RailCamp-West partners, it was decided to drop back to 12 Campers from the 16 Campers we had last year. Because of the nature of the West venues, the larger number created concerns for the quality of the experience the Campers would receive.

RailCamp - East ran from July 5th to the 10th with the Campers returning home on July 11.

Once again the program presented by Amtrak was outstanding! Amtrak opened their Training Center up to our Campers which provided them with the opportunity to be at the controls of an ACELA Locomotive Simulator as well as five other simulators. They were also able to try their hand at handling a variety of issues that they were given on the Northeast Corridor Dispatch Simulator. The Campers had access to the Amtrak Exhibit Train which was brought to the Training Center specifically for them. We were also treated to access to one of the new ACS-64 electric locomotives. As a result of input from the previous year's Campers, Amtrak stepped up and altered our visit to Washington, DC, by adding not only a Track Geometry Car to our WASH-bound Regional Train but also the new Cantenary Inspection Car that was actually still being outfitted. The Campers were also treated to a tour of the "K" Tower that controls all movement into and out from Union Station in DC.

The Railroad Museum of Pennsylvania and the Strasburg Rail Road also stepped it up and provided outstanding activities for our Campers. As a result of input from past Campers, a cab ride on the Strasburg #475 was added this year. It was a high point of the East Camp.

RailCamp - West ran from Aug 2nd to 8th with the Campers returning home on the 9th. We had the same partners as the previous year. As a result of interest from partners, RailCamp - West runs for six days as opposed the five day Camp in the East.

As some of you may know, we have tried for the past two years to use the inbound #7 Empire Builder from Chicago to permit the Campers to be involved in the process of turning a long-distance passenger train, and this year it came to be. Again this year Campers were able to personally experience working on an active short line, Tacoma Rail, in all of the aspects of railroading. While in Seattle, Campers were able to experience Heavy Rail Commuter - The Sounder, Light Rail Commuter- Sound Transit Central Link, a monorail, a street car and an Amtrak Regional Talgo train. At the Northwest Railway Museum the Campers learned the difference between restoration, reconstruction, and conservation as they refer to railroading. The week was completed with their hands on the throttle of one of Mt Rainier Scenic Railroad's steam locos and working on a live excursion train as a part of the crew.

The actual cost of the 2015 Camps was almost totally covered by the tuition received. Eliminating the need to bring several staff members in from the East Coast also helped. We are in the process of recruiting additional staff support for the West Camp.

The Board has reportedly set a tentative budget for RailCamp 2016 at \$45,000. We would like to request no less than \$48,000 due to possible increased housing costs. We are going to hold the tuition at \$1,290 for at least 2016. It will be evaluated after the 2016 Camps.

As a signature program of the NRHS it is critical that we have the Board's TOTAL support moving forward. We must have a more aggressive approach to recruiting Campers as well as volunteers to support this incredible program. We especially need support from the chapters in the West to build a local base for our RailCamp West. Since its inception we have never had more than three Campers from the West Coast attend the Tacoma Camp, and we have not had Campers from the West Coast attend RailCamp East in the last four years. We all need to put the past behind us and lend our support to this extraordinary program that will ***"Engage the future in the American Railroads"***!

Thank you,
Bud Thompson
National Director, RailCamp - Retired