



As approved by the NRHS Fund, Inc. Board of Trustees via email on December 9, 2015.

**Meeting Minutes  
NRHS Fund, Inc. Board of Trustees  
Meeting  
Friday, October 23, 2015**

Pursuant to notice, the Board of Trustees of the NRHS Fund, Inc. met in person on Friday, October 23, 2015.

**1. Call to Order**

NRHS Fund President Greg Molloy called the meeting to order at 8:00 p.m. EDT on Friday, October 23, 2015.

**2. Roll Call**

The Trustee attendance for this meeting was as follows:

Name	Office	Present	Absent
Greg Molloy	President	X	
Duane Durr	Trustee	X	
David Flinn	Trustee	X	
Wes Ross	Trustee	X	
Jeff Smith	Trustee		E
Al Weber	Trustee	X	
Walter Zullig	Trustee	X	

P=Attended via teleconference line. E=Excused Absence U=Unexcused Absence

There was a quorum present in order to conduct business. NRHS Fund, Inc., Secretary Robert Ernst and NRHS Fund, Inc., Treasurer Bob Bitzer and NRHS Fund General Counsel John Fiorilla.

Guests in attendance: Joe Maloney, Jr., Steven Siegerist, Don Bishop.

**Minutes of Previous Minutes**

The minutes of the July 29, 2015 conference call were approved by the Trustees via email on August 4, 2015 and posted to the NRHS admin site.

## **Open Session**

### **Financial Report**

Bob Bitzer - The PGA audit for the Fund is wrapping up. The short 990 is being used due to the low activity of the Fund. So no audited reports are available for 2014.

The September 30<sup>th</sup> financial reports just became available for review prior to this meeting. If there is no objection from the Trustees the report can be posted to the NRHS public admin site.

### **Fund Elections**

Greg reported that the term for three Trustees is ending. Al Weber, Walter Zullig and Dave Flinn have the two year terms as outlined in the Fund Bylaws which ends at the 2016 Spring Conference.

The NRHS Board will need to decide on the mechanics of the Fund Trustee elections and create a timetable for soliciting candidates. How and when the NRHS Board elects the new Trustees will dictate when the meeting of the Trustees will be held at the Spring Conference.

### **Fund Expenses**

Greg reported that under the current financial set up the Fund is not in position to cover its expenses. The Fund took a \$50,000 loan from the NRHS for the start-up. Currently there is no loan agreement for the repayment or any interest being charged. The NRHS could forgive the loan to the NRHS Fund instead of a repayment plan.

There are a few ways for the Fund to cover its expenses. This can include the NRHS granting to the Fund its annual operating expenses. Another way would be for the Fund to place a service charge on all money transactions. A percentage of all money handled would be kept to cover expenses such as accounting costs, audits and fundraising.

The NRHS Fund and the NRHS must determine the mechanics of paying the Fund expenses now that the Fund is established.

### **Committee of the Whole**

**Motion:** Greg Molloy motioned and Dave Flinn seconded to go into the Committee of the Whole. Passed by voice vote.

Greg questioned the Trustees - Is the NRHS Fund worth continuing or how should the Fund continue to run? There has been very low income coming to the Fund. Will the NRHS have the assets to keep the Fund administratively alive?

Bob Bitzer responded that the NRHS is receiving donation mainly for RailCamp and the Heritage Grants. A few of the donations have been substantial. However, some of the donations are coming in with the restriction that it does not go into the Fund accounts.

Al Weber – The donations that are received by the NRHS website, nrhs.com, go directly to the NRHS Fund account.

Bob Bitzer – How easy is it for the courts to get access to the Fund accounts in a legal procedure with the NRHS? John Fiorilla indicated that the Fund accounts would be difficult to get at in a legal proceeding.

Al Weber/ John Fiorilla – We need to convince the members on the value of the Fund. John F. will be speaking with the AC to promote the Fund. The Fund Bylaws state the Fund should be doing the fundraising. The Fund needs to go out and solicit donations, major donations.

Combined Federal Campaign - Is it possible to have the CFC donations go directly to the Fund? The CFC application is being worked on by Wes Ross and Bob Heavenrich. The NRHS has the activities to satisfy the CFC requirements while the Fund does not have any activities. The CFC would need to continue to be worked through the NRHS.

Administratively the Fund needs people and money.

The consensus of the Trustees was to continue the operation of the NRHS Fund.

**Motion:** Greg Molloy motioned and Duane Durr seconded to come out of Committee of the Whole. Passed by voice vote.

### **Next Meetings**

The next meeting of the Fund Trustees will be a conference call scheduled three weeks after the receipt of the audit report.

The next in-person meeting will be held during the NRHS 2016 Spring Conference. The schedule for the meeting will be determined by the Conference's event schedule and the timing of the Fund's Trustees elections. This will be the organizational meeting with the new Trustees.

**Motion:** Walter Zullig motioned to adjourn. Passed by voice vote.

The Trustee meeting adjourned at 9:15PM EDT

Respectfully Submitted:

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Robert Ernst  
NRHS Fund, Inc., Secretary