



As approved by the Board on December 8, 2016 via email.

**Meeting Minutes
NRHS Board of Directors
Organizational Meeting
University Place Hotel
Portland, OR
Saturday, October 15, 2016**

Pursuant of notice, the Board of Directors of the National Railway Historical Society, Inc. met at the University Place Hotel in Portland, OR on October 15, 2016.

1) Call to Order - Open Session

President Al Weber called the meeting to order at 1:00PM PDT on Saturday, October 15, 2016.

2) Welcome and Roll Call

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

Name	Office	Present	Absent
Al Weber	President (2014 - 2018)	1	
Joseph C. Maloney, Jr.	Vice President (2016 - 2020)	1	
David Flinn	Global Director (2014 - 2018)		E
E. Steven Barry	Global Director (2014 - 2018)	P	
Walter Zullig	Global Director (2016 - 2020)	1	
Robert J. Ernst	Global Director (2016 - 2020)	1	
William Brotherton	Global Director (2016 - 2020)	1	
R. Douglas Scott	District 1 Director (2014 - 2018)	1	
Tony White	District 1 Director (2016 - 2020)	1	
Harold Shaak	District 2 Director (2014 - 2018)	1	
Charles Webb	District 2 Director (2016 - 2020)	1	
Frank Fowler	District 3 Director (2014 - 2018)		E
Ralph Robert Bitzer	District 3 Director (2016 - 2020)	1	
Sanford Williamson	District 4 Director (2014 - 2018)	P	
Charles S Williams	District 4 Director (2016 - 2020)	P	
Jim Pahr	District 5 Director (2014 - 2018)	1	
Wesley F. Ross	District 5 Director (2016 - 2020)	1	

John Goodman	District 6 Director (2014 - 2018)	1	
Duane Durr	District 6 Director (2016 - 2020)		E
Steven Siegerist	District 7 Director (2014 - 2018)	1	
Skip Waters	District 7 Director (2016 - 2020)		E
Jeffrey S. Smith	District A Director (2014 - 2018)		E
Wes Weis	District A Director (2016 - 2020)	P	
Jack Hilborn	District B Director (2014 - 2018)	1	
Ricky Durrant	District B Director (2016 - 2020)	P	

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

There was a quorum present in order to conduct business.

General Counsel John Fiorilla was in attendance and Comptroller Bob Heavenrich was attending via the phone.

Approval of July 2016 Meeting Minutes

The minutes of the Convention 2016 Board of Directors’ Meeting were approved via email and posted to the admin site on September 13, 2016.

3) Nominations of the Secretary and Treasurer

Motion: Doug Scott motioned and Jack Hilborn seconded to appoint Bob Bitzer for NRHS Treasurer and Bob Ernst for NRHS Secretary. Both nominees agreed to accept the nomination. Passed by voice vote.

4) Review of Directors’ Responsibilities, Legal Agreements and Meeting Conduct

General Counsel John Fiorilla reviewed the responsibilities of the Directors. All Directors are delegates of the NRHS and are responsible for the operation of the National Society. Each Director will regard the business of the NRHS with confidentiality where necessary and each Director will notify the Board if a conflict of interest exists.

5) Presidential Appointments

President Al Weber appointed members to the various Committees of the NRHS. The complete list is attached as Appendix B.

Al is looking for a Membership Committee Chairman and volunteers to join that committee.

Jim Pahris volunteered to be the “Keeper of the Stuff”. He will hold the NRHS speaker phone and projector between meetings and have the equipment shipped to each Conference.

6) Reports

President – Al Weber

Al introduced and welcomed the new Directors to the meeting.

Vice President Joe Maloney

Film Project – Joe reviewed the progress of the NRHS Film Digitalization Project. His report is attached as Appendix C.

Library Committee – Joe thanked Ed Berntsen for his work on the Library Committee. There is some progress on the relocation of the library material. He should have a report for the Spring Conference.

Treasurer - Bob Bitzer

Treasurer Bob Bitzer reported that Carol Ann Cornelius has taken on the role of Assistant Treasurer. She is being set-up with access to the accounts in order to assist Bob with the Treasurer's duties. She is also the treasurer for the Denver Convention.

Bob is working with NRHS Fund, Inc. President Wes Weis on the Fund's financials. Bob is setting-up Wes with access to the Fund's various bank accounts.

Bob continues to work with Hugh Harris on the membership renewals. For 2017 all checks received for renewals will be handled by NRHS volunteers. The Wells Fargo Lockbox is being closed. Steven Siegerist with assistance from St. Louis Chapter members will process all checks received for membership renewals. A new bank account will be necessary at PNC Bank in St. Louis to deposit the checks.

The 2015 NRHS Audit is complete. 2016 financials are done through August. The NRHS is running in the black. This is in part due to all the help from the various volunteers and management's commitment to keep expenses low.

Bob Bitzer along with NRHS Comptroller Bob Heavenrich reviewed the proposed 2017 NRHS Budget. The budget is not a deficit budget and allows for one additional printed copy of the *NRHS Bulletin* and *NRHS News*. The NRHS Emblem Sales will no longer be an inventoried item. Sales will be handled on a cash basis.

The NRHS Budget and financials are attached as Appendix D.

Motion: Joe Maloney motioned and Doug Scott seconded to approve the 2017 NRHS Budget as presented. Passed by voice vote.

Secretary - Bob Ernst

The minutes of the Board of Directors' Meeting held in Denver, CO in July were approved by the Board via email and posted to the NRHS public admin site on September 13, 2016. Bob noted to the Board, especially the new Directors, the public admin site lists all of the NRHS policies along with meeting minutes dating back to the Winter 2009 meeting. Many of the past financial reports are included in the minutes.

Bob will work with Charles Williams to create a Directors' Contact List. This will include the Board and the Service Directors.

General Counsel - John Fiorilla

General Counsel John Fiorilla reported that the summer was quiet on the legal front. Legal fees for the NRHS are under budget for 2016.

Membership Records – Hugh Harris

The 2017 NRHS dues renewal forms are to be mailed in the next two weeks. The preferred method of renewals is online via Amilia.

Bylaws Committee - Bob Ernst

Bylaws Committee Chairman Bob Ernst reported the committee will be decommissioned until a time when a Chapter definition is defined or other Bylaws amendments are required.

Advisory Council – Scott Andes

Advisory Council Chairman Scott Andes gave a report on the earlier meeting of the Advisory Council. Del Kittendorf was elected as the Advisory Council Chairman and Ellen Scott the Advisory Council Secretary. Fred Kurtz will be leading a committee to define NRHS Chapters.

***NRHS Bulletin* – Jeff Smith**

Jeff provided a written report to the Board which was distributed prior to the meeting. (See Appendix E) Al noted that he has received many positive comments on the last issue of the *NRHS Bulletin* and thanked Jeff and his staff for the excellent work on the publication.

7) RailCamp – Becky Gerstung

Becky reported that the 2016 RailCamp program was a success. All activities were completed safely. The campers and the counselors enjoyed the time spent at the camps. The complete report is attached as Appendix F.

Tony White and Bud Thompson narrated a presentation to the Board highlighting the activities of the two camps.

Bud noted that the Northwest program lacks west coast campers. The majority of the campers are from eastern states. Bud is urging the west coast chapters to send campers to the Northwest program.

The dates for the 2017 RailCamp program have been set. RailCamp East will be held June 25 to July 1, 2017. RailCamp Northwest will be held July 30 to August 6, 2017.

All chapters sponsoring campers for 2017 are urged to send their applications in as early as possible.

8) NRHS Fund – Wes Weis

Wes reported the NRHS Fund's Trustees met on Friday evening October 14, 2016. Changes will be made to the Fund's Bylaws. This will be approved at the next Fund meeting. Some of the Trustees will be meeting at the office of John Fiorilla to work on fundraising letters and to discuss future strategies. The Fund's Board will meet at the Spring Conference on a date to be determined.

9) Convention Reports

2015 Rutland, VT

The 2015 Convention financial records were audited. There were no changes to the financial results. The convention recorded a \$2000 loss. Approximately 610 individuals participated in at least one Convention event.

Motion: Walter Zullig motioned and Wes Ross seconded to accept the 2015 Rutland Convention Report. Passed by voice vote.

2016 Denver, CO

Convention Chairman John Goodman reported that there were about 300 registrations for the convention. He expects the convention will net a profit around \$7,000.

2017 – Nashville, TN

The dates for the Nashville Convention are set for June 20 to June 24, 2017. The former Holiday Inn Hotel is re-branding to a Hilton property. All signed contracts will be honored by the new ownership.

All of the meetings will be held on Friday, June 23, 2017. The Advisory Council from 8 – 11AM, the Board from 12 – 3PM and the Membership Meeting at 3:30PM.

2018 – TBD

John has two possible locations for the 2018 Convention. One is Albuquerque, NM and the other is the Elkins area of West Virginia.

The Double Tree Hotel in Albuquerque is offering an attractive rate around \$129 a night. The hotel is located downtown a few blocks from the Amtrak station. There are a number of event possibilities in the Albuquerque area along with the Rail Runner commuter service.

Jim Pahriss and Larry Dyer are investigating the possibility to hold the 2018 Convention in the Elkins, WV area. There are five tourist operations in the vicinity for events. The only drawback is the lack of a single hotel that can handle a large group like ours.

More information will be gathered for both options and will be presented to the Board at the Spring Conference.

2019 – Salt Lake City, UT

The convention will be held in conjunction with the Union Pacific 150th Anniversary celebration on Friday, May 10, 2019. Hotels in Ogden, UT are booked for the dates around this event. John will be investigating hotels in the Salt Lake City area.

2020 and Beyond

John is investigating locations for 2020 and beyond. He is watching the progress of the “All Aboard Florida” line. This may give us an opportunity to hold a convention in central Florida.

10) Conferences – Bob Bitzer**Spring 2017 - TBD**

Bob Bitzer recommended that the 2017 Spring Conference take place in Claymont, DE in cooperation with the Wilmington Chapter. This would be similar to the Conferences held there twice in the last few years.

Steve Barry is working on the events for the Conference while Bob is negotiating with the hotel. Bob is asking for approval from the Board to accept the location of the Spring Conference to be held in the Wilmington, DE area in the month of April.

Motion: Wes Ross motioned and Jack Hilborn seconded to approve holding the 2017 Spring Conference in the Wilmington area in April of 2017. Passed by voice vote.

Fall 2017 – Kansas City

John DeRoo, National Representative of the Kansas City Chapter, is proposing to hold the 2017 Fall Conference October 26 – 28, 2017 in Kansas City, MO. Tentative plans include a ride on the new Kansas City street car line and a tour of the yard. There are two possible hotels both located in the downtown area. The Westin Hotel at \$135 a night and the Sheraton Hotel at \$129 per night.

Motion: Steven Siegerist motioned and Doug Scott seconded to approve the proposal to hold the 2017 Fall Conference in Kansas City, MO on October 26-28, 2017.

2018 and beyond

Bob Bitzer is seeking proposals for future Conferences.

11) Unfinished Business**Actions of the Executive Committee**

None

NRHS Privacy Policy and Mailing List Sales

No update. The NRHS does not release or sell its mailing list.

12) New Business**a) Chapter Withdrawal – British Columbia Chapter**

In June of this year a letter was received by NRHS Treasurer Bob Bitzer from Terry Fergusson of the British Columbia Chapter requesting that chapter's charter be withdrawn and the organization be accepted as an Affiliate Group when the category is defined. A check for \$250 was sent with this request. Since the NRHS created the category of an Affiliate Group at the last Board meeting the request can be accepted.

Motion: John Goodman motioned and Jim Pahrns seconded to withdraw the charter of the British Columbia Chapter. Passed by voice vote.

Motion: Walter Zullig motioned and Wes Ross seconded to accept the British Columbia group as a NRHS Affiliate Group. Passed by voice vote.

b) Chapter Withdrawal – Scioto Valley Chapter

Wes Ross has been in contact with the remaining members of the Scioto Valley Chapter. They are unable to maintain the Chapter and ask to withdraw their charter.

Motion: Wes Ross motioned and Jim Pahrns seconded to withdraw the charter of the Scioto Valley Chapter. Passed by voice vote.

c) Chapter Withdrawal – Southern Kentucky Chapter

Wes Ross received an email from an officer of the Southern Kentucky Chapter asking to have their charter withdrawn. They are unable to maintain membership in the organization.

Motion: Wes Ross motioned and Jim Pahrns seconded to withdraw the charter of the Southern Kentucky Chapter. Passed by voice vote.

d) Affiliate Group Application – Florida East Coast Railway Society

An Affiliate Group application was received from the Florida East Coast Railway Society. Del Kittendorf is a member of this Society. He noted it is dedicated to the history of the Florida East Coast Railway and work closely with the railroad.

Motion: Jack Hilborn motioned and Walter Zullig seconded to accept the Affiliate Group application of the Florida East Coast Railway Society. Passed by voice vote.

e) Blackhawk Bank Resolution

Motion: Joe Maloney motioned and John Goodman seconded to approve a new signature card update at Blackhawk Bank to add Carol Ann Cornelius to the accounts. Passed by voice vote.

f) PNC Bank Account

Steven Siegerist will be handling all of the checks received for the NRHS dues renewals. President Weber is requesting the approval to open an account at PNC Bank in the St. Louis area to allow Steve to deposit checks. Wells Fargo does not have a branch in the area.

Motion: John Goodman motioned and Jack Hilborn seconded to approve the opening of a new bank account at PNC Bank for membership renewal deposits. Passed by voice vote.

13) Announcements

Bob Bitzer thanked Al Baker and his team for their efforts on holding this Conference.

General announcements were made.

14) Adjournment

Motion: Jim Pahrns motioned to adjourn.

The Board meeting adjourned at 4:20PM.

Respectfully Submitted:

Robert Ernst
NRHS Secretary

Appendix A Members and Guests in attendance

National Representatives X – In Person PH – Via phone

Chapter	#	Last Name	First Name	Present
Arkansas-Boston Mountains Chapter	188	Eddy	Kenneth	X
Atlanta Chapter	046	Kittendorf	Delmar	X
Baltimore Chapter	003	Shulby	Richard	X
Blue Ridge Chapter	043	Leslie	Robert	X
Cape Cod Chapter	183	Scott	Ellen	X
Central Coast Chapter	097	Graham	Edward	X
Cincinnati Chapter	110	Andes	Scott	X
Collis P. Huntington Chapter	048	Hensley	Timothy	P
Connecticut Valley Chapter	012	Ballard	Roberta	X
Cumberland Valley Chapter	125	Bender	Brad	X
George L. Carter	242	Pahris	Charlotte	X
Hoosierland Chapter	186	Harris	Hugh	P
Inland Empire Chapter	089	Simanton	John	X
Kentucky Central Chapter	194	Ross	Shirley	X
Lackawanna & Wyoming Valley Chapter	132	Verbyla	Anthony	X
Lancaster Chapter	001	Kurtz	Fred	X
New York Chapter	022	Sowa	Cora	X
Niagara Frontier Chapter	017	Gerstung	Rebecca	X

North Florida Chapter	160	Fiorilla	Marjorie	X
Old Smoky Chapter	049	Freeman	Robert	X
Pacific Northwest Chapter	032	Baker	Al	X
Philadelphia Chapter (Alt)	004	Senin	Peter	X
Piedmont Carolinas Chapter	129	Shulby	Richard	X
Potomac Chapter	116	Davidson	Richard	X
Pottstown & Reading Chapter	120	Sweigart	John	X
Roanoke Chapter	036	Jensen	Carl	X
Saint Louis Chapter	064	Gawedzinski	Ron	X
Tacoma Chapter (ALT)	071	Bergman	Michael	X
Washington DC Chapter	019	Baake	Jon	X
Western Connecticut Chapter	030	Ballard	Roberta	X

Members and Guests

Dawn Holmberg - Webmaster
John DeRoo - Kansas City (PH)
Larry Dyer - Atlanta
Elizabeth Patterson - Bluewater
Bud Thompson - Tacoma
Thomas Steeves - Pacific Northwest
T. Trent Stetz - Pacific Northwest
Peggy Sweigart - Pottstown & Reading
Helen Shaak - Lancaster
Bill Beagen - GL Carter
Dan Meyer - Northstar
Judy Senin - Philadelphia