



As approved by the Board via email May 22, 2015

**Meeting Minutes  
NRHS Board of Directors  
Yorktowne Hotel  
York, PA  
Sunday, April 19, 2015**

Pursuant to notice, the Board of Directors of the National Railway Historical Society, Inc. met at the Yorktowne Hotel in York, PA on April 19, 2015.

**1. Call to Order - Open Session**

President Al Weber called the meeting to order at 8:30 a.m. EDT on Sunday, April 19, 2015.

**2/3a. 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/Phone	
David Flinn	Global Director (2014 - 2018)	1	
E. Steven Barry	Global Director (2014 - 2018)		E
Walter Zullig	Global Director (2012 - 2016)	1	
Robert J. Ernst	Global Director (2012 - 2016)	1	
William Bain	Global Director (2012 - 2016)		E
Mia Mather	District 1 Director (2014 - 2018)	1/Phone	
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)	1	
Larry Dyer	District 4 Director (2012 - 2016)	1	
Jim Pahriss	District 5 Director (2014 - 2018)		E
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)	1	
Jeffrey S. Smith	District A Director (2014 - 2018)	1	
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

1/Phone=Attended via teleconference line. 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

### 3b. Approval of January 2015 Minutes

The minutes of the Winter 2015 Board of Directors' Meeting were approved via email and posted to the admin site on March 14, 2015.

### 4) President's Report

Deferred time to the other reports.

### 5) Officers, Directors and Service Directors Reports

#### Vice President Joe Maloney

Joe submitted his report prior to the meeting which was posted to the admin site. He did not have any additional items to report.

#### Secretary Bob Ernst

No report

#### General Counsel John Fiorilla

Normal work for the NRHS is being handled. All litigation matters are complete. John has been the NRHS General Counsel for 21 years.

#### Treasurer Bob Bitzer

Bob Bitzer reviewed the current financial situation of the Society. Funds will continue to be tight and he emphasized the need for renewals and donations. Some highlights of his report include:

- Fernley and Fernley (F&F) services ended on April 15, 2015 with the exception of RegOnline which is handling the Rutland, VT convention registration.
- Your Part-Time Comptroller (YPTC) is set up for all accounting work.

- A Sage 50 license has been acquired to move the financial information from F&F servers and distribute it to YPTC and others.
- All F&F financial files and database information is on a NRHS hard drive. Bob Bitzer is working with Skip Waters on the transfer of the database information.
- Bob Bitzer and Bob Heavenrich are working to get the financial books back in order.

NRHS Comptroller Bob Heavenrich reported that the Maryland tax return is complete. An extension for the 990 return will be filed. CFC donations are coming in for this year but the NRHS did not file for next year. All 2014 vendor invoices have been paid.

Bob Bitzer explained the invoice and expense procedures. The current expense report form should continue to be used to claim expenses and returned to Bob Bitzer. John Fiorilla's office is handling the mail and forwarding all invoices to Bob. Two cycles of bill payments will be used each month.

### **Membership Records – Skip Waters**

Skip thanked John Fiorilla, Al Weber, Joe Maloney, Bob Bitzer, Bob Heavenrich and Hugh Harris for all the work on the database conversion to date.

Membership cards for 2015 will be distributed to all paid members in the next mailing.

Amilia, an online organization management software company, is providing the database service for the NRHS. The Amilia staff is working on converting our database information and then it will be managed by Skip's committee. This is an all-volunteer committee.

The terms of agreement is on a month-to-month basis. The cost is \$250 per month with a 1.5% transaction fee. Credit cards and PayPal will be accepted on this system.

The current focus of work is on the conversion of the database information. All 2015 and 2014 memberships will move first. Once this is complete, 2013 and earlier membership information will be converted.

Corrections and updates will happen after the conversion. Joe Maloney will be sending the chapter updates as soon as the information becomes available. The goal is June 1, 2015 to complete the 2015/2014 conversion.

Skip will be refining a membership form and brochure in the future.

Al Weber reported that the membership renewals for 2015 is at the 5000 level.

### **NRHS Fund – Greg Molloy**

Greg reported that the Fund Board of Trustees met on Thursday, April 16, 2015. The meeting covered status updates and no action was taken. The Fund is waiting for the accounting issues to be settled and reports to be available with accurate information. Once this is in place work

can begin on distributing funds when requested and on fundraising. All donation money received by the Fund is being held in the Fund's accounts. The Fund will only distribute the money upon a formal request of the NRHS.

Al Weber reinforced the discussion that the accounting issues must be improved before movement of money can begin.

### **Advisory Council – Bob Ernst**

The NRHS Advisory Council met on Saturday evening, April 18, 2015. The Council brings two items to the Board. One is the recommendation to approve the proposed Bylaws changes. The second is to publish a one page *NRHS News* to accompany the upcoming membership card/renewal/proxy mailing.

### **RailCamp Report – Bud Thompson**

Bud reported that the RailCamp program for 2015 is progressing well. The East program is full and the West program only has a couple of spots available. All events are in place. Bud is asking for donations to support RailCamp.

### **Heritage Grants**

Ed Berntsen distributed a report via email to the Board. It included

1. A total of 43 applications for 2015 NRHS Grants were received by the published deadline of March 31, 2015. Of these, 41 were received electronically, and two were received on time by U.S. Mail at our Tacoma, Washington address.
2. The 43 grant applications comprise a total of \$194,377 in requested NRHS grant funding. Eight applications will be declined as not meeting the basic NRHS criteria specified in the 2015 application process as posted on the NRHS website Dec 2, 2014.
3. A Grants committee award-decision conference call is currently scheduled for Wednesday, May 13, 2015, during which allocation will be made of NRHS Grant funds determined to be available as of May 10, with awards scheduled to be announced in time for the NRHS convention in Rutland, VT June 15-21, 2015.

Steven Siegerist questioned the timing of the granting and distribution of the grant checks. Al Weber noted that the majority of Heritage Grant donation money is in place by the convention and that money is dedicated for grant use only.

Al reported the Washington D.C. Chapter returned \$3200 in unused grant money. This money will be placed back into the Heritage Grant account.

**Members' Discount List – Wes Ross**

The discount list is on schedule and will be in the June issue of the *NRHS News*. The list will also be available on the website. Wes thanked all who donated to cover the expenses incurred to create the discount list.

**Inspector General – Walter Zullig**

The Inspector General telephone number has been disconnected. This number will be replaced with a new number shortly. No reports have been recently received by Walter.

**Library/Records – Al Weber**

There is no update or status change with the material held in Three Rivers. There is a need for temporary storage for the current NRHS records. This could be an indoor public storage facility.

**5) Convention Reports****2015 Rutland, VT**

Convention Chairman Walter Zullig gave a report of the convention events and sales. Currently there are 380 registrants. Most of the premium seats are sold but coach is readily available. The Holiday Inn and Hampton Inn are full. The Best Western is now accepting convention reservations. There needs to be a push for last minute sales along with opening public ticket sales.

**2016 Denver, CO**

Convention Chairman John Goodman discussed the plans for Denver 2016. The dates will be July 19 – 24, 2016. The host hotel will be the Holiday Inn – Stapleton. A \$110.00 per night rate has been negotiated. The Doubletree Hotel will be the backup hotel. Work has begun on arranging the events.

John is exploring other venues for future conventions including Orlando, FL, Chattanooga, TN, Nashville, TN. Salt Lake City would be a prime 2019 site with the 150<sup>th</sup> Anniversary of the Golden Spike at Promontory Summit, UT.

**7) Conferences – Bob Bitzer**

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

The Hotel Utica is accepting reservations for the Conference. Rate is \$99.00 plus tax and includes a deluxe buffet breakfast. A flyer was distributed with the hotel information.

**Winter 2016**

Skip Waters reported that the North Texas Chapter will host the Winter 2016 Conference on January 9 - 10, 2016. It will be in the Irving, TX area. Optional entertainment will be arranged.

**Spring 2016**

Frank Fowler reported that the Spring 2016 Conference dates have been set for April 22 - 24, 2016. The hotel will be the Ramada Inn (formerly the Holiday Inn) which is track side to the CSX mainline in Cumberland, MD. A trip will be arranged on the Western Maryland Scenic Railroad.

**Fall 2016** - No offers in place.

**7) NRHS Fund / NRHS Relationship**

Steven Siegerist began a discussion on understanding the relationship between the NRHS and the NRHS Fund. He wanted clarification on the reason for the two organizations and how the Fund operates.

John Fiorilla explained the need to separate the money donated to the NRHS and keep it in the NRHS Fund to protect the money from possible legal disputes. Operating funds will be kept in the NRHS accounts. Al Weber concurred and discussed the importance of the separation and that it is common in other organizations.

The discussion turned to the management of the Fund and its Trustees. The NRHS Board appointed the current Fund Trustees. The Trustees are responsible for the management of the Fund's activities. A Fund Trustee does not have to be a member of the NRHS Board or a member of the NRHS.

Skip Waters is requesting the Fund Trustees to consider changing the Fund Bylaws to require a Fund Trustee be a member of the NRHS.

Ron Gawedzinski, St. Louis Chapter National Representative, questioned if the Fund could refuse to provide requested money to the NRHS. Al Weber noted that the Fund could refuse a request if it thought that the request was fraudulent. The Fund has the authority to protect the donated funds of the Society.

NRHS Fund President Greg Molloy discussed the need for the NRHS to formally request money from the NRHS Fund to create a paper trail of how money is to be used. The Fund will provide the money requested if the proper amount of funds are available from the designated accounts.

Greg continued the discussion that the Fund did receive a \$50,000 loan from the NRHS for start-up purposes. There have been no terms created for the repayment of the loan. The NRHS

Board and the NRHS Fund Trustees must create the terms once an accurate set of financial records become available. No timeline is in place to create the terms of repayment.

## **8) Unfinished Business**

### **Actions of the Executive Committee (Appendix C)**

The Board reviewed two actions taken by the Executive Committee.

**Motion:** Skip Waters motioned and Duane Durr seconded to approve the Executive Committee action on the Sage accounting software. Passed by voice vote.

**Motion:** Mark Eyer motioned and Larry Dyer seconded to approve the Executive Committee action on the Amilia membership database. Passed by voice vote.

### **Budget**

No report. No Action

## **9) New Business**

### **Bylaws Changes (Appendix B)**

Bob Ernst discussed the proposed Bylaws changes with the Board. He thanked John Fiorilla, Joe Maloney, Larry Dyer and Scott Andes for their input and assistance.

**Motion:** Wes Weis motioned and Tony White seconded to approve Item 1 of the proposed Bylaws changes as submitted. Passed by voice vote.

**Motion:** Wes Ross motioned and Tony White seconded to approve Item 2 of the proposed Bylaws changes as submitted. Passed by voice vote. Steven Siegerist recorded as a “no” vote.

**Motion:** Walter Zullig motioned and Bob Bitzer seconded to approve Item 3 of the proposed Bylaws changes as submitted. Passed by voice vote. Steven Siegerist recorded as a “no” vote.

### **Small Contracts**

No Action taken.

### **Chapter Withdrawals**

**Motion:** Bob Ernst motioned and Wes Ross seconded to remove the charter of the Chicago and Illinois Midland Chapter.

The Secretary is in receipt of a letter from the chapter requesting to withdraw from the Society. The chapter charter was also returned.

Passed by voice vote.

**Motion:** Jack Hilborn motioned and Tony White seconded to remove the charter of the Rappahannock Chapter.

The Secretary is in receipt of a letter from the chapter requesting to withdraw from the Society. The chapter charter was also returned.

Passed by voice vote.

All members of the withdrawn chapters will be converted to At-Large members.

### **International Trip**

Walter Zullig asked for the consensus of the Board to investigate a tour of Israel in September of 2016. An outline of the proposal was posted prior to the meeting.

The Board was favorable to the proposal and Walter will continue negotiations.

### **Bank Resolutions**

**Motion:** Bob Bitzer motioned and Duane Durr seconded to remove Fernley and Fernley personnel from the NRHS bank accounts. Passed by voice vote.

Bob Bitzer will update the Blackhawk Bank accounts and will include a copy of this resolution with the signatures of the NRHS Officers.

### **10) Announcements**

General announcements were made.

### **11) Adjournment**

**Motion:** Duane Durr motioned and Wes Ross seconded to adjourn. The motion passed by voice vote.

The Board meeting adjourned at 11:50AM.

Respectfully Submitted:

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Robert Ernst  
Secretary

## Appendix A Members and Guests in attendance

### National Representatives

Chapter	#	Last Name	First Name
Baltimore Chapter	003	Shulby	Richard
Blue Ridge Chapter	043	Leslie	Robert
Cape Cod Chapter	183	Scott	R.Douglas
Central Coast Chapter	097	Graham	Edward
Central Pennsylvania Chapter	133	Irvin	Mark
Champlain Valley Chapter	068	Sander	William
Cincinnati Chapter	110	Andes	Scott
Connecticut Valley Chapter	012	Ballard	Roberta
Gulf Curve Chapter	189	Lazur	Harla
Harrisburg Chapter	045	Irvin	Mark
Inland Empire Chapter	089	Simanton	John
Kentucky Central Chapter	194	Ross	Shirley
Leatherstocking Chapter	167	Lazur	Mark
Midwest Chapter	021	Kovacs	William
Niagara Frontier Chapter	017	Gerstung	Rebecca
North Florida Chapter	160	Fiorilla	Marjorie

Chapter	Chapter	Chapter	Chapter
Old Smoky Chapter	049	Freeman	Robert
Pacific Northwest Chapter	032	Baker	Al
Philadelphia Chapter	004	Senin	Peter
Piedmont Carolinas Chapter	129	Shulby	Richard
Pottstown & Reading Chapter	120	Sweigart	John
Roanoke Chapter	036	Jensen	Carl
Saint Louis Chapter	064	Gawedzinski	Ron
Tacoma Chapter (ALT)	071	Thompson	Bud
Ulster & Delaware Chapter	171	Bishop	Donald
Utica & Mohawk Valley Chapter	150	Lazur	Mark
Washington DC Chapter	019	Baake	Jon
West Jersey Chapter	018	Ciocciola	Frederick
Western Connecticut Chapter	030	Ballard	Roberta

**Members and Guests**

Robert Heavenrich  
 Shelia Dorr  
 Diane Heavenrich  
 Bill Chapman

## Appendix B Bylaws Changes

### Report to the NRHS Board of Directors and Advisory Council

#### Proposed Changes to the NRHS Bylaws – April 19, 2015

At the 2015 Winter Conference there was a discussion to amend the bylaws in two areas, President and Vice President terms of office and the mandatory number of meetings required for the Board and Advisory Council. In consultation with John Fiorilla, Joe Maloney, Larry Dyer and Scott Andes, I am proposing the following bylaws amendments.

The changes are broken down into three items. Some of the changes required amending multiple articles and sections and should be voted on together.

#### **Item 1: President/Vice President terms of office.**

##### **Article VII Section 6.**

###### **Current:**

"Section 6. Each individual who serves as a member of the Board of Directors may not exceed ten consecutive years of service on the Board. A member's service on the former Board of Directors of the Society pursuant to the 2005 and prior bylaws is not counted for this ten year term limitation. Members of the Board of Directors shall serve for four year terms, after completion of the initial classification. Notwithstanding the above, terms of the President and Vice President, shall not be term limited.

At the time of the adoption of these bylaws, the seats on the Board of Directors shall be classified as of the effective date of these bylaws. There shall be two classes. Those persons elected to serve in class one, shall be elected to serve a four year term. Those persons elected to serve in class two, shall be elected to serve a two year term. Once these classified terms have concluded, all subsequent terms shall be four years. A director who is elected to an initial two year term may be re-elected twice, thus serving ten consecutive years. A director elected to an initial four year term may be reelected once, thus serving eight consecutive years. Notwithstanding this section, the terms of the President and the Vice President shall be two years, and shall not be classified."

###### **New:**

"Section 6. Each individual who serves as a member of the Board of Directors may not exceed ten consecutive years of service on the Board. A member's service on the former Board of Directors of the Society pursuant to the 2005 and prior bylaws is not counted for this ten year term limitation. Members of the Board of Directors shall serve for four year terms, after

completion of the initial classification. ***Notwithstanding the above, terms of the President and Vice President, shall be limited to two consecutive terms but be eligible for re-election after not holding office for one election cycle.***

At the time of the adoption of these bylaws, the seats on the Board of Directors shall be classified as of the effective date of these bylaws. There shall be two classes. Those persons elected to serve in class one, shall be elected to serve a four year term. Those persons elected to serve in class two, shall be elected to serve a two year term. Once these classified terms have concluded, all subsequent terms shall be four years. A director who is elected to an initial two year term may be re-elected twice, thus serving ten consecutive years. A director elected to an initial four year term may be reelected once, thus serving eight consecutive years.

Notwithstanding this section, the terms of the President and the Vice President shall be ***four years and classified as of the effective date of these amended bylaws. The President will serve a four year term which began at the certification of the 2014 election and will be considered the first term of office. The Vice President will serve the current two year term and be eligible for election for the 2016 election cycle. All subsequent terms for President and Vice President will be four years.***

***The terms of the President, Vice President and Directors begin at the organizational meeting following the certification of their election. The Electoral Committee will establish a certification date of the election.***

#### **Article IX Section 1.**

##### **Current:**

**“Section 1.** The President and Vice President of the Society shall be directly elected by its members. To be eligible for election, each candidate must meet the criteria contained in Article VII, Section 7, throughout his term of office. He shall serve for fixed terms, of two years, and shall be eligible for re-election. Election shall be by a plurality of those votes cast by any legally permissible means. Such officers shall take office upon certification by the Electoral Committee of the results of his election, within fourteen days of the election.”

##### **New:**

**“Section 1.** The President and Vice President of the Society shall be directly elected by its members. To be eligible for election, each candidate must meet the criteria contained in Article VII, Section 7, throughout his term of office. ***He shall serve for fixed terms as contained in Article VII, Section 6.*** Election shall be by a plurality of those votes cast by any legally permissible means.” ***(Last sentence deleted.)***

##### **Discussion of intent for Item 1:**

The offices of President and Vice President shall be four year terms but staggered for continuity.

In order to set up the four year terms I am proposing to start with the 2014 election of President for the first term and the 2016 election of Vice President for his first term.

Both offices have a two consecutive terms limit but a candidate may run for office again after not holding the office for one election cycle (four years).

All Officers and Directors terms start at the Fall organizational meeting following the election certification.

## **Item 2: Board of Directors meeting requirements.**

### **Article VII Section 12.**

#### **Current:**

“The Board of Directors shall meet in regular session at least four times each year, including the organizational meeting. The meetings may be held by any means of communication which is permitted by the laws of Maryland. The times and places of these meetings shall be fixed by the President or by the Board of Directors.”

#### **New:**

“The Board of Directors shall meet in regular session at least *two (2)* times each year, including the organizational meeting. The meetings may be held by any means of communication which is permitted by the laws of Maryland. The times and places of these meetings shall be fixed by the President or by the Board of Directors. *Additional meetings may be scheduled by the Board of Directors as deemed necessary.*”

Note: The organizational meeting is required to be held in October or November of each year per Article VII Section 11.

#### **Discussion of intent for Item 2:**

Change the mandatory requirement of Board meetings from four to two meetings a year. The Board may still call more meetings if business warrants. Keeps one of the meetings as the Fall organizational meeting.

## **Item 3: Advisory Council meeting requirements.**

### **Article VIII Section 5.**

#### **Current:**

“**Section 5.** The Advisory Council shall meet at times and places that shall be set by the President, or pursuant to order of the Board of Directors, after consultation with the Advisory Council. These meetings shall take place at least three (3) times per year. Additional meetings of the Advisory Council shall be called by the Secretary, upon motion of the Board of Directors.

The Board of Directors shall direct not less than three Directors in addition to the Presiding officer of the Advisory Council to attend the Advisory Council meetings.”

**New:**

“**Section 5.** The Advisory Council shall meet at times and places that shall be set by the President, or pursuant to order of the Board of Directors, after consultation with the Advisory Council. These meetings shall take place at least *two (2)* times per year. Additional meetings of the Advisory Council shall be called by the Secretary, upon motion of the Board of Directors. The Board of Directors shall direct not less than three Directors in addition to the Presiding officer of the Advisory Council to attend the Advisory Council meetings.”

**Article VIII Section 7.**

**Current:**

“**Section 7.** Advisory Council meetings shall take place in various portions of the territory which is served by the Society. Advisory Council meetings will also be a part of the National Convention, should such a National Convention be held in a particular year. Chapters of the Society may host the meetings of the Advisory Council, as may the Society.”

**New:**

“**Section 7.** Chapters of the Society may host the meetings of the Advisory Council, as may the Society.”

Note: Delete reference to holding meeting at a convention. First and last sentence say the same so I went with the last sentence only.

**Discussion of intent for Item 3:**

As with the Board meetings, change the mandatory requirement from three meetings to two meetings. Additional meetings may be called as required with consent of the Board. The intent of section 7 is to allow chapters to host an Advisory Council meeting or National may host a meeting not connected with a chapter.

Each item will be voted on at the Spring meeting in York, PA. If approved, the changes go into effect immediately but will need to be ratified by the membership at the convention. Proxies will be mailed to the current membership prior to the convention. (Another budget item!)

We will have a discussion of the changes at the Advisory Council meeting in addition to the discussion and vote at the Board meeting.

Submitted

Bob Ernst

NRHS Secretary

## Appendix C

### Actions of the Executive Committee

The Executive Committee was requested via email to approve two items since the Winter 2015 Conference. Both items were approved via email.

#### **Item #1 Amilia Agreement.**

March 23, 2015

Skip Waters and his committee have settled on a membership software program. It is amilia > <http://info.amilia.com/organization>

Please read the proposal and go their web site.

The Agreement is good as it is month to month. Now the software does not do everything we want but the company is willing to work with us. I have looked at the examples and I think it covers what we must have for our membership. We may need to export the data and do some filtering for some special things but it is not hard to do.

The basic cost is \$250.00 per month plus transaction fees so say \$300.00 per month.

I need a vote to go ahead with setting this up.

Al Weber

#### **Item #2 Sage Software**

March 23, 2015

I need a vote on the purchase of replacement accounting software.

Background,

At F&F we use Sage accounting software that F&F purchased.

Bob Bitzer and Bob Hevenrich have been working with our accounting firm Your Part Time Controller and YPTC has a policy of not having customers data on their in-house computers. So, we need to purchase and put Sage

Accounting software out in the cloud.

The cost for Sage are in the \$700.00 to \$850.00 range for a 3 user license. The cloud fees are \$50.00 to \$75.00 per month.

So, I would like your vote to spend the initial outlay of \$850.00 and \$75.00 per month for new accounting software.

Al Weber