Minutes of the Seventy-Seventh
NRHS Annual Membership Meeting
Murano Hotel, Tacoma, WA
Friday, June 24, 2011

Pursuant of notice, the members of the National Railway Historical Society, Inc. met at the Murano Hotel, Tacoma, WA on Friday, June 24, 2011.

Call to Order

President Greg Molloy called the meeting to order at 2:18 PM PDT. Seventy-nine members were present.

Invocation

Dr. Barry Smith gave the invocation.

Approval of Minutes

President Molloy presented the minutes of the membership meeting held in Scranton, PA, on June 25, 2010. Dianne Heavenrich moved and Duane Durr seconded a motion to accept the minutes as written. Motion carried.

President’s Report (See Attachment 1)

President Molloy presented a summary of the 2010 Annual Report. Mr. Molloy’s slides are attached as Attachment 1.

The report covered various improvements to the NRHS programs, and concerns about the Society’s operations. The opening slide presented the NRHS brand image which we are now using for external purposes.

NRHS has continued to work on elements of the NRHS Strategic Plan. The library collections are secure. Finances are solid for now, but there are remaining concerns about the future.

The NRHS Bulletin remains on schedule, and the NRHS News has continued to improve considerably in quality and content. Office operations remain in the hands of Femley & Femley in Philadelphia.

Membership numbers are steadily declining in all classes, and finances are likewise declining because our finances are still principally linked to income from membership dues. NRHS has not decided on the future operations of the library collections.

NRHS needs to become more outward looking within the rail heritage community, while working to improve the NRHS image. Many outsiders have a better image of us than we do ourselves, but some also see us as dinosaurs.
Financial results: NRHS 2010 income $6,000, compared to 3rd quarter projections of a $37,000 loss. The adjusted budget was $11,000. As things wrapped up at the end of year, NRHS ended up in a break even position.

Total donations have increased and NRHS has participated in the CFC (Combined Federal Campaign). This has been a source of income for 7 years, declining some in 2010. CFC has dropped NRHS and denied our appeal for the 2011 campaign, which impacts our income in 2012. The cost of further appeals is not justified, and the Society is looking to raise funds to fill that hole in the future.

Heritage Fund History - Trends reported on in the past were not included in this report. The money is still there, but how we will administer and report this in the future is uncertain as we are in a period of adjustment. The Geoffrey Gerstung Education Fund History was reviewed. This fund was donated as a permanently restricted asset, and the fund is stable at $17,000.

Membership Numbers: Total membership was down 3.7% from the previous year, but this did not have a significant financial impact because the Society had budgeted for a 5% loss. The loss was most significant in chapter primary members and some in families, while At-Large primary membership stayed pretty steady. Membership dues are still our primary income source even though it is declining, and the NRHS will need to address how we continue to build additional sources of revenue in the future.

Chapters - Added 3 chapters in 2010

- Seven Railroads
- George L. Carter
- Chiloquin

Dropped 4 chapters in 2011

- Southern Indiana
- Shenango-Pymatuning
- Hawaii
- Hawk Mountain

163 chartered chapters (2 not functioning) at the end of 2010. One is inactive and one has asked to be suspended.

Other Programs:

- Film library in Phillipsburg, NJ
  - Added Union Pacific film *Northwest Empire*
  - Minor acquisitions
• No restorations completed

▪ Print library
  • Three Rivers, MA
  • Reference materials at F&F
  • Developing options for the future

▪ RailCamp
  • One teen session at Steamtown only
  • No Nevada Northern or Adult RailCamp

▪ 2010 Convention - Scranton, PA
  • All events operated
  • Continued support for 2011 and 2012
  • National support being reorganized – ongoing process

▪ Grants
  • 2010 awarded 10 grants, three to chapters and $30k awarded
  • Through 2010, 186 grants awarded, $460,000, 82 to NRHS Chapters and 104 to outside organizations
  • 14 grants for 2011, 3 to chapters, $38,500 awarded

▪ Current issues in 2011
  • Implement new governance system
  • Build revenue sources since we can’t rely as much on membership dues; have to build investments, convention income and donations.
  • Program services expansion – set up film preservation, launch new web based products, prepare to expand grants and RailCamp

▪ 2012 and beyond issues
  • Expand film preservation efforts
  • RailCamp additional venues
  • Additional web products
  • Prepare for online renewals - chapter
  • Broaden fundraising

▪ Longer term issues
  • Expand programs
  • Diversity products – selling to narrow segment to rail community, we service a fraction of market that is out there
- Need more income sources
- Fix the NRHS brand image

**Election of Directors**

John Fiorilla, NRHS General Counsel, introduced a resolution for the membership to empower the Board of Directors to continue to conduct business in accordance with the NRHS By Laws, enacted July 8, 2005. See Attachment 2. John Fiorilla moved and Joe Maloney seconded a motion to adopt the resolution. After discussion, the motion passed.

President Molloy presented the list of national directors nominated by the respective chapters or at-large directors nominated by the President. This list shows the nominees for the Board of Directors for the term starting who will begin their duties on October 1, 2011, before the Fall 2011 Board of Directors' meeting in Wilmington, DE.

<table>
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<tr>
<th>Chapter</th>
<th>Nominee</th>
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<td>Alabama Gulf</td>
<td>Frank J. McKeough</td>
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<td>Alexander</td>
<td>Ted J. Smith</td>
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<td>Arizona</td>
<td>Richard J. Barton</td>
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<td>Arkansas-Boston Mountains</td>
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<td>Atlanta</td>
<td>Larry S. Dyer</td>
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<td>At-Large National Director</td>
<td>Jack Hilborn</td>
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<td>At-Large National Director</td>
<td>Jeffrey Smith</td>
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<td>William Chapman</td>
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<td>William Gill</td>
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<td>Don Winter</td>
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<td>Augusta</td>
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<td>Blackhawk</td>
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<td>Clyde E. Guthrow, Jr.</td>
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<td>Indianapolis</td>
<td>Thomas M. Johnson, Sr.</td>
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<td>Inland Empire</td>
<td>John P. Simanton</td>
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<td>Intermountain</td>
<td>Thomas R. Moss</td>
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Iowa
Japan
Jersey Central
Kansas City
Kentucky Central
Lackawanna & Wyoming Valley
Lake Shore
Lancaster
Leatherstocking
Lehigh Valley
Long Island - Sunrise Trail/NRHS
Louisville
Marble Valley
Memphis
Memphis & Charleston Railroad
Miami
Midwest
Mississippi Great Southern
Mohawk & Hudson
Nashville
Nebraska Railroad Museum
New Orleans
New York
Niagara Frontier
North Alabama
North Florida
Charles B. Buell
Yoshitaka Matsuo
Mitchell E. Dakelman
John De Roo
Wesley F. Ross
Timothy E. O'Malley
Ray Grabowski, Jr.
Harold L. Shaak, Jr.
Mark W. Lazur
Richard Habermann
Benjamin T. Young, Jr.
Alan Marshall McCutchen
Vacant
William B. Strong
Daniel Briggs
S. J. Boldrick
William D. Kovacs
Vacant
John M. Hart
De Loy Nelms
George William Blessing
Peter J. Messina
Mia Mather
Rebecca A. Gerstung
G. Patrick Molloy
Marjorie Williams Fiorilla
North Jersey           Mitchell E. Dakelman
North Texas            Claude R. Doane
North Western Illinois Ronald L. Lundstrom
Northstar              William W. Dredge
Old Dominion           Sanford C. Williamson
Old North State        Ken Faircloth
Old Pueblo             Robert D. Brubaker
Old Smoky              Robert Freeman
Overland               Richard M. Billings
Owensboro Chapter      B. J. Stigall
Ozarks                 James Pekarek
Pacific Northwest      Edward M. Berntsen
Paducah                 William R. Johnston
Perryville             Patrick E. Stetina
Philadelphia           Robert L. Eastwood, Jr.
Piedmont Carolinas     Richard B. Shulby
Pittsburgh             Donald F. Walter, Jr.
Pocahontas             Daniel J. Mulhearn
Pocono Mountains       Howard C. Dickinson, III
Potomac                Richard C. Davidson, Jr.
Pottstown & Reading    John D. Sweigart
Promontory             Howard E. Freed
Queen And Crescent     Matthew S. Nussbaum
Rappahannock           Robert S. Mesite
Raritan River          Kenneth W. Durrue
Red River Valley       Duane D. Durr
<table>
<thead>
<tr>
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<tr>
<td>Rio Grande</td>
<td>Charles B. Howard</td>
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<td>Rivanna</td>
<td>Gerard R. Deily</td>
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<td>Roanoke</td>
<td>Carl S. Jensen</td>
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<td>Robert R. Young</td>
<td>Jere A. Wendt</td>
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<td>Al Weber</td>
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<td>Samuel Spencer</td>
<td>Paul E. Hess</td>
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<td>Rev. O. Franklin Johnson</td>
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<td>Shenandoah Valley</td>
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<td>Richard B. Boushell, Jr.</td>
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<td>Charles H. Martin</td>
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<td>Ann Miller</td>
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<td>Richard K. Gorddard</td>
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<td>Ulster &amp; Delaware</td>
<td>Donald F. Bishop, II</td>
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<td>United Kingdom</td>
<td>Ronald W. Keevil</td>
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<td>Utica &amp; Mohawk Valley</td>
<td>Mark W. Lazur</td>
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<td>Washington DC</td>
<td>Ralph R. Bitzer</td>
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Watauga Valley  Robert W. Yagle  
West Jersey  Frederick Ciocciola  
West Michigan  James A. Lindholm  
Western Colorado  Dick Helmke  
Western Connecticut  Tony White  
Western Kentucky  Wallace H. Henderson  
Western Maryland  Thomas A. Biery  
Western Montana  E. MacDougall Palmer  
White Oak  Duane Justus  
White River Junction  Vacant  
Wichita  J. Harvey Koehn  
Wilmington  E. Steven Barry  
Winchester  Berton A. Robinson  
Winston-Salem  Jack B. Salt  
Wisconsin  Robert E. Joyce  
Yadkin Valley  Thomas L. Caudill  
Yaquina Pacific  Robert Topham  
Yazoo & Mississippi Valley  Eugenia G. Nussbaum  

The following chapters did not nominate a member to serve on the Board of Directors.

• Augusta  
• Conneaut  
• East Carolina  
• Florida East Coast  
• Marble Valley  
• Mississippi Great Southern  
• Shenandoah Valley  
• Tacoma  
• White River Junction
Art Giardino moved and Jim Pahris seconded a motion that this amended list of nominees be approved as national directors for the term beginning in October, 2010. Motion carried.

New Business

New By-Laws: President Molloy introduced new Bylaws for the national organization. The revised By Laws are needed for modernization. The By Laws were passed by the Board of Directors the previous January and were brought to the membership for the final step of the approval proves. All members in good standing were notified of this approval vote and given the opportunity to participate by proxy. All members in good standing received a summary of the proposed Bylaws and the opportunity to access the complete text prior to submitting a proxy or voting. Secretary Maloney reported that NRHS received 3132 proxies in favor of the new By Laws, and 180 proxies against them. President Molloy recognized the members of the By Laws Committee for their hard work. Steve Siegerist moved and John Fiorilla seconded a motion to approve the proposed By Laws as presented. Motion carried. The new By Laws are posted on www.nrhs.com.

Questions/Initiatives

The 2012 convention will be held in Cedar Rapids, Iowa in June 2012. NRHS is investigating options for national conventions for 2013 and beyond, but there were not yet firm arrangements in place for those future conventions.

Benediction

Barry Smith provided the benediction.

Adjournment

Duane Durr moved and Rick Davidson seconded a motion to adjourn. Motion carried.

The meeting adjourned at 3:18 PM, PDT.

Respectfully submitted,

[Signature]
Joseph C. Maloney, Jr.
Secretary
National Railway Historical Society

2 Attachments

1. 2010 Annual Report Presentation Charts
2. Membership Meeting Election Resolution