

**Meeting Minutes – Final
NRHS Board of Directors
Knotts Berry Farm Hotel
Monday, May 16, 2022
Approved Saturday September 24, 2022**

Pursuant of Notice, the Board of Directors of the National Railway Historical Society, Inc. met at the Knotts Berry Farm Hotel, Buena Park, CA on Monday, May 16, 2022

President Al Weber called the meeting to order at 1:13 PM PDT.

Roll Call

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

Name	Office	Present	Absent
Al Weber	President	A	
Tony White	Vice President	A	
E. Steven Barry	Global Director	A	
Ned Harris	Global Director		X
Eric Fogg	Global Director		X
Regan Rickson	Global Director	A	
Roberta Ballard	Global Director	A	
R. Douglas Scott	District 1 Director	A	
Harold Shaak	District 2 Director	A	
Charles Webb	District 2 Director	A	
Jon Baake	District 3 Director	A	
Marlin Taylor	District 3 Director	A	
David Foster	District 4 Director	A	
Frank Scheer	District 4 Director	A	
Scott Andes	District 5 Director	A	
John Goodman	District 6 Director	A	
John Simanton	District 6 Director	A	
Kenneth Eddy	District 7 Director	A	
Skip Waters	District 7 Director	A	
Jeffrey S. Smith	District A Director		X
Patrick Molloy	District A Director	A	
Jack Hillborn	District B Director	A	
Ricky Durant	District B Director		X

A= In Attendance X = Absent

There was a quorum present to conduct business.

Also, in attendance were Inspector General Walter Zullig, General Counsel John Fiorilla, NRHS Fund Comptroller Kevin Feeney, Treasurer Bob Bitzer, Asst. Treasurer Carol Ann Cornelius, Director Emeritus Joe Maloney.

Members present: Bob Leslie, Ron Gawedzinski, Christopher Guenzler, Elizabeth Guenzler, David McGowan, Wayne Torseth, Thomas Gallager, Dawn Holmberg, Mark Quam, Richard Shulby, Cora Sowa, Frank Cornelius, Becky Gerstung, Carl Jensen, Dan Meyer, Robert Brewster, Patti Webb, Brandon Brown, Victor Varney.

Approval of the February 26, 2022 Board minutes – A motion was made by John Goodman, seconded by Jack Hillborn. The motion passed.

New Business

Chapter Withdrawal – We received a request from the Augusta chapter to withdraw from the NRHS. A motion was made to accept their withdrawal by Doug Scott, seconded by Jon Baake, passed.

Yearbook Publication – A Request was made by a member to begin publishing the Yearbook again. The Yearbook was a description of the chapters, with pictures, and a listing of the officers. Much of this information is now on the NRHS website. After a brief discussion it was decided to table this until the Fall meeting. A motion was made by Tony White, seconded by John Goodman, and passed.

Discussion went back to chapter withdrawals. It was suggested that the NRHS should make a policy regarding chapters that just disappear. Maybe when inactive for a period of time, the charter is revoked. Based on Becky Gerstung's report at the Earlier Advisory Council meeting, she had already found 2 chapters that were defunct. She reported that while trying to update the Advisory Council's attendance list, she came across many inactive chapters. To those she spoke with, she advised them to return their charters to the NRHS Secretary. There are many out there that are no longer in existence, and something needs to be done. Some should be urged to merge with other chapters. Not sure how many chapters are valid currently. President Weber stated he can print reports listing each chapter and its members. This would not be for public knowledge or sale. It would be up to someone to go through this. Becky will send her list of Council representatives to Dawn to get the information updated on the website.

Reports

Vice President – Tony White. Report is posted on the website.

Electoral Committee – Bob Ernst, Chairperson. President Weber reported that we will have a new president and board at our next meeting. The ballots are currently at the printer and expected to be mailed 6/1. They will be returned to our mailing address and be counted on 8/27. He then read all the candidates for Vice President and board

members. President Weber will be at the fall meeting and will introduce the new President, who will take over the meeting.

Treasurer's Report – Bob Bitzer. Earlier this month he sent the reports to all Board members. He asked if there were any questions. There being none, he asked for a motion that was made, seconded, and passed.

At the last meeting Ron Gawedzinski asked about the auditors reports for last year. Bob advised at the time that they were on the website. He apologized and stated that the 2020 RKL report is on the website. RKL is currently working on the 2021 audit. The audits are done for the previous year.

A question was raised at the last meeting about financial reports not being available until after the board meetings. Going forward he will post an NRHS Draft Data Report(s). They will be available prior to the upcoming meeting. Any questions should be directed to him or Carol Ann.

At the last meeting there was concern over the amount of money in accounts. Every 6 months he will cycle out any amount over the minimum reserves to the investment account. This will be the amount of unrestricted cash, not restricted. John Goodman questioned the limits in the accounts. Bob explained that we need to have enough on hand to cover the budget. Currently we maintain \$40,000 in the Wells Fargo account, \$20,000 in Blackhawk Bank & Trust, and \$40-\$50,000 in PNC. Discussion followed the limits and covering the budget.

Bob advised that we are using a new QuickBooks format. Carol Ann found a way that it will cost us less with the new format.

Secretary – Ellen Scott. She stated she has been counting the proxy forms. As of the meeting, we have received 1,060.

General Counsel – John Fiorilla. He has been working with the Convention Committee on coverage for this convention. He takes care of all our insurance needs. We have been getting good rates. We have consolidated the liability insurance for conferences, conventions, and RailCamp. John has also worked on the By-Law change regarding membership. The Electoral Committee will meet at his office on August 26-27 to count the ballots. The results will be known by the end of August.

Membership – Hugh Harris. Hugh was not on the phone. In his absence, President Weber advised that nothing has changed from the report at the Advisory Council meeting this morning. Marlin Taylor advised that Trisha has been investigating all on the shelf software and can't find anything that fits our needs without spending \$30,000. President Weber advised that he has investigated what is used by other organizations to see what they use. Unfortunately, none have all the classes of membership that we do.

We have looked at approximately 20 different add-ons for Word Press. A lot of what we want can't be done. We've looked at packages. We have found a custom programmer who has looked at our needs and NEON, can do what we need for \$30-35,000. We have approved different amounts over the years, and they keep changing. Jon Baake questioned an annual expense. Changes and updates will always need to be done.

Have we investigated those charges? President Weber stated based on his experience those cost would be between 10-15%. Jon questioned what specifications do we need. Can we get one that will advise how new members heard/learned about us? So all the specs meet our needs? President Weber advised that specifications are being done. Once completed, they will be sent out for comments. Vice President White advised that the committee is struggling to do this. He has been in contact with several people that should be put on this committee. He has asked that we hold off on anything until we get them on the committee. President Weber stated that we will hold off on any decisions until the next meeting.

Advisory Council – Becky Gerstung. Becky advised that Hugh had asked the Council for money to upgrade the renewal process. She advised him that the Advisory Council can't allocate money but will bring it up at the Board meeting. She has been working on getting all the correct information on who to send information to from each chapter. Al asked that when contacting officers or committee heads that have nrhs.com email addresses to please use those to make sure the information gets to the proper email.

The Share the Wealth program has been tabled until the next meeting. At that time, they will determine whether to go forward with this.

At the meeting the members expressed that they would like to see the National pay the expenses for the electronic fee for those members who cannot attend the meetings. President Weber explained that there is no policy on this so no motion needs to be made. This was originally started to help the chapter sponsoring the meetings to cover expenses. They also wanted to make sure we have the appropriate equipment so there are no issues with calling/accessing the meeting. Jon Baake questioned Dan Meyer the costs to provide adequate access. Dan explained that he is trying to work out the issues at his local chapter meetings. President Weber went on to explain that much of the problem is that we need a wired internet for the equipment we have and many times its not always accessible. Discussion followed. President Weber asked for a motion that the National would pay the expenses at meetings and conferences. Before the motion was made, Bob Bitzer explained that there is information sent to all chapter hosting conferences. It explains all the requirements that are necessary to host. Conferences are chapter sponsored and they get to keep any monies that they make through the trip and souvenir sales, etc.

Heritage Grants – Charlie Webb. Charlie stated that this year they had the largest amount of money to award, \$100,000. This is historic. The list of awardees will be sent to Dawn Holmberg after the meeting to be published on the website. Skip Waters will also post on Facebook. Charlie is sending letter to those that did not receive a grant reminding them to reapply next year. Award letters with the NRHS Agreement will be sent to the awardees. The Committee is also working to close out the 2018-2019 awards. Letters will be sent out to all awardees regarding an update as to the status of their projects. The committee received 30 applications this year. In June the Committee will be conducting an After-Action Review. One item to discuss is the cap of \$5000 per grant award limit. This amount was determined in 2010 and has remained the same.

Also, some of the requirements will be reviewed. Discussion followed. The Committee will bring to the fall meeting the information and reason for the changes.

Facebook – Skip Waters. Skip posts all chapter info, preservation, and restoration information. He will post any original info from chapters if sent to him. He will post the grant recipients when that information is out. He also gets comments that he addresses and gets to appropriate person to assist. He tries to post as often as he can.

NRHS Fund – Bob Ernst. Victor Varney reported that the Fund has 1 million+ in their accounts. John Fiorilla read Bob's report. See Attachment 1. The next meeting of the Fund will be in person at the Conference in Springdale. A question was raised to Skip about the link to make donations on Facebook. He advised that he wasn't the one working on it but thought Jeff Smith was. Jon Baake questioned the amounts in restricted and unrestricted funds. Skip asked if there is a way to determine where the money is coming from: estates, investments, etc. He was advised there is no distinction.

Membership Awards – Doug Scott. See report on the website.

Emblem Sales - Dave Baniewicz. Emblem sales are going on in the Registration Room. He has hats, T-shirts, and polos. He has an idea to maximize sales is to put items on the website. That way prices won't have to be reduced and they don't need to be taken to the following conference. Photos can be taken of the items for the web. Customer can then place an order. This is in the investigation phase. Basically, place and order, send info and check to Dave, he will mail the item. Orders would go to a PO box, not his home. Vice President White stated that he has been looking into this for the new website. President Weber stated that in addition to using the nrhs.com for officers and other, personal addresses are never used. That's why we have a virtual office.

Discount List – Wes Ross. President Weber advised that the list is done. Val Hoski has it and is compiling it. It will be out soon.

Library Slides and Films – Mitch Dakelman. Report was emailed and is online. Mitch now has photos on the website. They are on an automatic cycle to rotate through the photos.

Inspector General – Walter Zullig. While in Chicago, he visited the Pullman Complex as part of the Historic plaque committee. He had sent them a letter that they claim they never received. They are a Federal Monument, and state, and city. Because of that they were not enthused. Walter has followed up and has heard nothing. He requested that if anyone know of any historic railroads, buildings, etc., please get in touch with him especially if you have contact information. Someone recommended the Pullman Porter's Museum. Although located in the Pullman Complex, they are not part of that group. They are a private entity. Walter asked that if anyone has ideas for plaques to please send him the contact information and he will contact them.

Bylaw Change – John Fiorilla. President Weber stated that we have a Bylaw change that we need to discuss and then vote on. John Fiorilla explained that this came about at the Ronkonkoma meeting last fall. Currently all members have a begin date of January 1 not the date they joined. With this change, each member will have a begin date the month they join. John then read the change (see Attachment 2). He then asked for discussion. President advised that this change is necessary since all the software that does membership bases it on all 12 months. Not the way the NRHS currently does it. Marlin Taylor asked will they be cut off if they don't pay after the month is up. President Weber stated yes this would happen. John Fiorilla explained that the bylaws currently state that anyone can pay up to 3 years in advance at the current rate. President Weber asked for a motion to approve the bylaw change, John Goodman so moved, Jack Hilborn seconded, approved.

Richard Shulby asked that if the cut off is at the end of the year, will the system be able to send them out at the appropriate time. Currently NEON sends out notices 3 months, 1 month, and 1 week before membership expires. Notices would go out in a similar fashion with this change.

The bylaw change will be voted on next year at the annual membership meeting for approval. At that time it will take effect.

Marlin Taylor asked to go back to the Media report. He thanks Mitch for all he has done and is doing but feels we need to do more with the films. He knows someone in Paduca that might be able to help. Al advised that we do have a film committee headed by Joe Maloney. After discussion, Joe advised he would come out of retirement and work on the committee. He also stated that we need to get the photo of the date the NRHS was founded published on the website. A question was asked that is there a charge for the photo requests and if so, do we have a price schedule. There are also copyright issues. Marlin added that all slides have the photographers name and location on them. It was stated that the committee needs new members to try to get through all the work that needs to be done. President Weber advised him to contact Val to have this information published.

RailCamp – Becky Gerstung. As you all know RailCamp was cancelled for 2022 due to lingering concerns. All the partners understood why we cancelled and are on board for 2023. Dates will be in June and July, dates to be determined based on the schedules of our partners.

NRHS Capital Campaign – Wes Ross. We have received approval for the campaign again for this year. The campaign allows federal employees to make donations to the NRHS via their paychecks.

Conventions – John Goodman. John advised that the 2023 convention will be in September in south Florida. We're staying away from Miami for most of it but there will be a bus trip to the museum. He then turned the rest over to Walter Zullig. Walter has taken over this convention due to the death of Del Kittendorf. The convention will be mostly in the W. Palm Beach/Ft. Lauderdale area. Trips would include Clewiston, US Sugar Railroad. They are currently running steam. There trips are either a 6 hour or a 2

hour. John asked for discussion on the trip length. Doug Scott advised that he was lucky enough to be on a charter in January on this railroad. They are running steam, rare mileage, and there are no roads for photography. You can catch the train when it goes across intersections. The best photos are runbys. A question was raised about equipment. They have a baggage car with benches, a coach, but they are getting more coaches. There is a private car, but it is not known if that will still be there next year. Things still need to be worked out, but the consensus was the 6-hour trip. BrightLine is currently running from Miami to W. Palm Beach. They expect to be running to Orlando in early 2023. Part of that is the high-speed track which can travel at 125 mph.

Walter has looked at the following hotels: the Marriott in W. Palm Beach, the Doubletree in Deerfield Beach, and the Sheraton in North Ft. Lauderdale. Rates still need to be negotiated.

2024 John advised we are looking at Harrisburg. Railroads would include East Broad Top, Reading, Blue Mountain & Northern. Hopefully some of them will have steam running.

John advised that there 2 seats available on the San Diego trip, the other days have tickets available also. Visit the registration room if interested.

Conferences – Bob Bitzer. The 2022 Fall Conference will be held at the Holiday Inn, Springdale AR. There are flyers available in the Registration Room. Tickets are available now. A Constant Contact email will go out shortly with the flyer information. There will be links to register online. The rate for the hotel is \$99 and does not include breakfast. There will be a trip on Friday on the A&M railroad. There will be a bus to the trolley museum location for a ride and a shop tour. Then bus back to the station. Upon return to Springdale there will be a shop tour of the A&M Railroad. There is a rare mileage trip on Sunday, 9/25 that is on your own.

May 2023 is a joint meeting with the R&LHS in Sacramento, CA.
Fall 2023 is still open. Bob is hoping a chapter will volunteer.

Announcements

1. Membership brochures are available in the Registration Room.
2. Tickets go on sale at 5 PM today for the Knotts Berry Farm Behind the Scenes Tour. There are 3 groups: 7am, 8am, and 9am. Space is limited to 20 per tour. You will be guided by a Knotts Berry Farm employee. Photos are OK and you will visit the engine house. The tour will be 45-50 minutes. Each group must be out before the next group can enter. This is a rare tour and is not offered often. The cost is \$20.
3. There being no further business, a motion was made to adjourn at 4:04pm.

Respectfully submitted,

Ellen Scott

Secretary

Attachment 1

NRHS Fund Report – 2022 Convention

5/16/22

NRHS Fund Trustees and Officers Bob Ernst, President,
R Victor Varney, Vice Pres.
Cynthia Atwood, Treasurer

Wes Ross
Jeff Smith
Mike Walker
Bob Bitzer
(Non-voting)
John Fiorilla, Secretary & General Counsel Kevin Feeney, Comptroller

The Fund Trustees last held their quarterly teleconference meeting on April 20, 2022. The next meeting will be in person at the Fall Conference in Springdale, AR.

The Fund's Investment account with Wells Fargo is holding at a 70% equity and 30% Bond position as per our Wells Fargo advisors. The March transfer of \$244,000 from the NRHS to the Fund has been deposited into the Wells Fargo Advisors Investment account. The Wells Fargo Advisors give the Fund a quarterly update on the market and make suggestions for the holdings. The suggestions are acted upon at the next Fund meeting when necessary.

In 2022, the Fund only expects to transfer money back to the NRHS for Railway Heritage Grants. The amount is available in the Fund's TD Bank accounts.

The NRHS Fund wants to recognize the generosity of the NRHS membership in their continuing donations during the dues renewal process. Also, three chapters, Charleston, Midwest, and Augusta, which recently dissolved have sent the NRHS donations which were a part of their holdings that needed to be distributed.

The Fund will continue to work with the NRHS on fundraising. Areas to be considered is promoting estate giving and working on the Facebook page donation issue.

If there are questions regarding the Fund please direct them to me. Respectfully submitted,
Robert Ernst
NRHS Fund President

Attachment 2

Article V. Dues

Section 1. The Society dues shall be fixed by the Board of Directors, payable in advance. Members shall pay a one or if they wish more full year's dues starting the month that they apply for membership. A one year membership shall expire 12 months after it has begun. For example, a member who applies for a one-year membership in March will have their membership expire on the last day of February next. All persons who are members at the time this Amended Section to the bylaws becomes effective, shall be deemed to have a membership date starting in January and an end date of December 31.

This bylaw amendment became effective on 5/16/2022.