



**Meeting Minutes
NRHS Board of Directors
Holiday Inn Airport Hotel, St. Louis, MO
Saturday, January 11, 2014**

Approved by the Board of Directors April 26, 2014

Pursuant to notice, the Board of Directors of the National Railway Historical Society, Inc. met at the Holiday Inn Airport Hotel in St. Louis, MO, Saturday, January 11, 2014 and Sunday, January 12, 2014.

Call to Order

President Gregory Molloy called the meeting to order at 12:30 p.m. CST on Saturday, January 11, 2014.

Welcome and Roll Call

Mr. Al Weber welcomed the Directors to this NRHS-sponsored meeting. Secretary Bob Ernst provided various administrative details to the Board. Mr. Ernst explained the process for taking attendance at the meeting. The Board attendance for this meeting was as follows:

Name	Office	Present	Absent
Gregory P. Molloy	President	1	
Joseph C. Maloney, Jr.	Vice President	1	
David Flinn	Global Director (2012 - 2014)		1 E
E. Steven Barry	Global Director (2012 - 2014)	1/Phone (Sun)	1E (Sat)
Walter Zullig	Global Director (2012 - 2016)	1	
Robert J. Ernst	Global Director (2012 - 2016)	1	
William Bain	Global Director (2012 - 2016)	1/Phone	
Mia Mather	District 1 Director (2012 - 2014)		1 E
Tony White	District 1 Director (2012 - 2016)	1	
Harold Shaak	District 2 Director (2012 - 2014)	1	
Mark S. Eyer	District 2 Director (2012 - 2016)	1	
Vacant	District 3 Director (2012 - 2014)		0
Ralph Robert Bitzer	District 3 Director (2012 - 2016)	1	
Sanford Williamson	District 4 Director (2012 - 2014)	1	
Larry Dyer	District 4 Director (2012 - 2016)	1	
Patrick Molloy	District 5 Director (2012 - 2014)	1	
Wesley F. Ross	District 5 Director (2012 - 2016)	1	

Al Weber	District 6 Director (2012 - 2014)	1	
Duane Durr	District 6 Director (2012 - 2016)	1	
Claude Doane	District 7 Director (2012 - 2014)	1/Phone	
Skip Waters	District 7 Director (2012 - 2016)	1	
Jeffrey S. Smith	District A Director (2012 - 2014)	1	
Vacant	District A Director (2012 - 2016)		0
Robert L. Neman	District B Director (2012 - 2014)	1	
Philip A. McMeins	District B Director (2012 - 2016)		1 U

1/ Attended via teleconference line. E=Excused Absence U=Unexcused Absence

There was a quorum present in order to conduct business. John Fiorilla, NRHS General Counsel, and Gary Reinbolt, NRHS Fundraising Consultant, participated in this meeting. Appendix A lists the members and guests present at this meeting.

Confidentiality, Conflict of Interest and Volunteer Reporting Agreements

Secretary Ernst announced that he had several extra copies of the Confidentiality Agreement, Conflict of Interest Agreement and the Volunteer Reporting Agreement for those people who needed to sign them.

Board Vacancies

No nominees for the vacant positions have come forward at this time.

Approval of Fall 2013 Minutes

Secretary Bob Ernst did not receive any comments or corrections for the Fall 2013 Board of Directors' Meeting in Claymont, DE. Duane Durr moved and Walter Zullig seconded a motion to accept the minutes. The motion carried.

President's Report

President Greg Molloy stated that the 2014 Convention sales have opened and post cards concerning registration have been sent to the membership. Greg will also be discussing with the Board the plans for the 2015 convention later in the meeting.

Negotiations with Fernley & Fernley regarding a new contract are on-going. Concerns on the quality of some services are being discussed with the upper management of Fernley & Fernley.

Greg presented Vice President Joe Maloney his NRHS 50 year pin.

President Appointments

Greg Molloy appointed Ellen Pinsky as Assistant Secretary. Greg also appointed Rob Mesite and Tim O'Malley as co-Chairs of Chapter Development. Joe Maloney volunteered to become a member of the Chapter Development Committee as the contact point to help gather and distribute information between the committee and the office.

Reports of National Officers, Service Directors, and Committee Chairs

The following verbal reports were presented:

Vice President: Vice President Joe Maloney is leading an ad-hoc group to digitize 8mm films. Joe presented a sample of this project via You Tube. It was a film from the NRHS 1948 Baltimore convention.

Joe is also exploring the possibility of a NRHS Convention or an educational tour in Hawaii that would highlight the islands with operating railroads and historic railway sites.

Membership Awards: Joe Maloney reported on Membership Awards for 2014. A total of 261 pins will be awarded. This includes three 70 year, seven 60 year, twenty-six 50 year and two hundred twenty five 25 year pins. There are nine chapter anniversaries, two for 75 years, five for 50 years and two for 25 years.

Treasurer: Bob Bitzer set up the new savings account, which was approved at the Fall 2013 Conference, with interest and fewer fees.

Annual Audit: Greg Molloy mentioned that the annual audit is being prepared and will be held in March.

Secretary: Bob Ernst continues to work with Joe Maloney on the transition of the office. As editor of the *NRHS Telegraph*, Bob gave a deadline of February 1, 2014 for submissions for the next issue.

2014 Election: Bob Ernst reported as the Chairman of the Electoral Committee that nominations are open for this year's elections. All nominations are due no later than March 31, 2014. The committee is working with *NRHS News* editor Charles Williams to have the bios for each nominee included in the June issue.

General Counsel: John Fiorilla reported that he continues to work on the litigation surrounding the lawsuit brought against the NRHS regarding the 2012 vehicle accident in Washington state.

Heritage Grants: Greg Molloy reported that the schedule for the Heritage Grants process has been posted to the NRHS website, The Board will need to affirm the Heritage Grants budget at this meeting. The deadline for the grants application is April 16, 2014.

Historic Plaques: Greg Molloy reported that no applications have been submitted for Historic Plaques. A couple of chapters have expressed interest but, no formal notifications have been made.

Membership Discounts: Director Wes Ross has begun work on the 2014 Membership Discount Program. A complete list will be available in the June issue of the *NRHS News* as well as on the NRHS website.

RailCamp 2014: A report on the RailCamp Program was submitted to the Board from William Chapman and Bud Thompson. Both programs, RailCamp East and RailCamp Northwest are ready to go. There are 10 applications processed for a total of 40 positions open. The report brought up a couple of issues which included whether 1) the program has the full support of the Board and 2) will the program be given enough PR to fill all available camper positions.

Greg replied that all venues are ready for the camps. A few chapters and one outside organization indicated that they will send campers. Besides this, other chapters' interest in sending campers has dropped off. The NRHS is willing to work with the chapters to assist in getting campers enrolled including financial assistance. Scholarship funds are readily available for this year.

Full insurance coverage is available and will be in place. Coverage cannot be purchased until six months prior to the opening of the camps.

There was a discussion about whether the NRHS should be involved with RailCamp at all. Someone mentioned that the organization is not in touch with the youth who attend the camps. Also, the question was raised as to whether the NRHS could support this year's program and, by promotion, help the camps fill the spots available.

Greg noted that the finances are in place for the scholarships and the overhead costs to run both RailCamps.

The PR for this year's program is targeted towards the areas that youth have an interest in, not the usual printed magazine ads.

Joe Maloney remarked that programs such as RailCamp are required by the NRHS Bylaws as an educational program.

Motion

Duane Durr moved and Walter Zullig seconded to move forward with RailCamp 2014 and that the Board gives its full support.

There was a discussion of finances for RailCamp regarding the use of restricted donations for directed towards RailCamp.

The motion passed by voice vote. Al Weber abstained.

NRHS Fund Inc.: John Fiorilla gave an update on NRHS Fund Inc. There is still information required to complete the filing but it should all be in place by the Spring 2014 BOD meeting.

2014 Membership Renewals: Greg Molloy stated that an On Board Report had been distributed. The NRHS is at the usual renewal percentage for this time of year. There are about 40% of chapters reporting zero renewals. He is encouraging chapters to get renewals into National on a timely basis. This will help keep costs down when second notices are sent out.

Committee of the Whole

This session was an open conversation on the topics listed on the agenda.

Board Structure

Bob Ernst started the discussion on how time is spent during the Board meetings. He felt too much time is spent on general discussion of topics instead of decision making. He is recommending that the committees be given more of an opportunity to meet at the conferences and that the committees report to the Board on actions required.

Greg added that we need a stronger reporting process prior to the Board Meetings. There are reports that need to get out to the Board only and reports that can go out to the Board and Advisory Council.

Action Point:

The Secretary will become the gatekeeper to ensure all reports are properly distributed.

Skip Waters volunteered to take on the position of Membership Development Chairman.

Committees will be required and Greg discussed the needs for broader participation of committees. Some of the committees that were discussed included:

Finance Committee: Framing many of the decisions we make on the NRHS finances and working on contracts the NRHS enters into.

Audit Committee: Internal auditing of NRHS bookkeeping to speed the external audit process.

Events/Meeting Committee: Handle Conferences and Conventions. (Recommended by Jeff Smith)

Gary Reinbolt commented that the NRHS needs to be more assertive when assigning duties, requiring responsibility and setting deadlines for the assignments.

There was extended discussion on how this would look and how to structure the committee work so that all decisions do not flow through the President.

Action Point:

Greg asked that the Management Committee to take the responsibility of forming this management structure. Jeff Smith, Chair of the committee, agreed and said the committee can have a report out by March 21, 2014.

Action Point:

Greg is requiring that all committee chairs and management release any reports where action is expected, in writing, to the Secretary, no later than two weeks prior to the next meeting. The Secretary in consultation with the other Officers will decide on the proper distribution of the material. This will serve until the Management Committee reviews this process.

Strategic Planning Committees**Relationship Committee**

Chairman Wes Ross reviewed all points of the committee's report. The report is posted on the admin site as a draft proposal. Greg asked that the report be brought to everyone's attention again and further discussion on the topics could be handled on a conference call or during a supplemental meeting.

Transactional Business Committee

Chair Bob Bitzer gave a brief report which included how he is 1) working on arranging upcoming Conferences, 2) trying to make the Conferences more attractive to increase attendance, and 3) working to give committees time and space at the Conferences to do business. The set-up of the room today was a result of the committee's work to improve meetings.

Preservation Committee

Chairman Walter Zullig recommended that serious consideration be given as to whether the slide and artwork collection should be a focus of the NRHS.

Development Committee

Gary Reinbolt discussed his fundraising work. There will be a need to identify major donors and reach out to them for larger donations. This is not quick process. It takes multiple discussions with the donor to get a commitment for a major donation. This is a learning process during which Gary will coach those who will be in contact with donors. Gary also discussed the process for legacy gifts.

Management Committee

Chairman Jeff Smith reported that his focus has been on the new dues renewal process that is being presented to the Board this weekend. A review of the Strategic Plan will be ready shortly.

Motion

Al Weber moved and Wes Ross seconded to come out of the Committee of the Whole. Passed by voice vote.

Motion

Al Weber moved and Duane Durr seconded that the Board move into Executive Session. Passed by voice vote.

Executive Session

The Board went into Executive Session at 4:30PM. Discussion included the current litigation on the lawsuit against the NRHS, contracting strategy and negotiations regarding accounting and association management contracts and the proposed 2015 dues renewal process.

Motion

Duane Durr moved and Skip Waters seconded to come out of Executive Session. Passed by voice vote.

Motion

Joe Maloney moved and Walter Zullig seconded to recess until 8AM Sunday, January 12, 2014
Passed by voice vote

Recess at 7PM.

**Meeting Minutes
NRHS Board of Directors
Holiday Inn Airport, St. Louis, MO
Sunday, January 12, 2014**

Reconvene

The Board of Directors reconvened Sunday, January 12, 2014 at 8:07AM CST.

Advisory Council Report

Advisory Council Chair Pro Temp Scott Andes made the report.

The Council passed three motions for recommendations to the Board

- Recommend the Bylaws be amended as presented by Fred Kurtz.
- Endorsement of the proposed dues process as long as there is no punitive charges for the use of checks.
- Revise the meeting schedule during the 2014 Convention so that the Advisory Council will meet Thursday evening.

The Advisory Council also discussed the points presented by Jon Baake. The items will come up again at the Spring Conference

Conventions**2013 Anchorage, AK Convention**

A report was presented to the Board prior to this meeting. While there are a few financial items that need to clear, there will be a financial surplus for the convention.

2014 Springdale, AR Convention

To date 91 people have registered. The dome cars have sold out and the Bentonville trip is near sold out. Most other capacity is flexible.

The convention faces a much lower financial risk than some of the previous conventions, which means that there will be a lower return. The convention has received a \$10,000 advertising grant from the city of Springdale. This will be available as a reimbursement for money spent on convention advertising.

The A&M Railroad is acquiring additional coaches but the equipment will only be used if needed and only after the equipment has been fully inspected.

The bus transportation contract has been signed and is coming in under budget.

Most registrants are paying the full amount as opposed to taking the payment plan.

2015 Rutland, VT Convention

Bids are in for hotel space, with at least two hotels to cover room requirements. Site inspections will be done shortly and room rates are very attractive. This would be a mid-June convention. The Vermont Railway is flexible on the dates during June.

Greg will ask for full authorization later in the meeting under New Business.

2016 Convention

No firm bids for 2016 at this time. Joe Maloney is exploring a possible Hawaii tour in conjunction with a short west coast convention. Ideas for 2016 and beyond are welcomed.

Conferences**2014 Spring Conference, Lewisburg, PA, April 25-27, 2014**

Mark Eyer invited everyone to the Conference and distributed registration information.

2014 Summer Conference, Springdale, AR**Motion**

Duane Durr moved and Wes Ross seconded to move the Advisory Council meeting to Thursday evening and the Board of Directors' Meeting to Friday morning. Passed by voice vote.

Greg noted that the Board of Directors' Meeting is in conflict with the Fort Smith Trolley Museum trip. Refunds will be given to any Director who purchased a ticket.

2014 Fall Conference

Bob Bitzer reported that there is no resolution with the Tri State Chapter so he will move forward with other plans. Two other chapters have expressed an interest in hosting the Conference. He expects to have a proposal by the Spring Conference.

2015 Winter Conference

Sites are being explored.

2015 Spring Conference, April 17-19, 2015, York, PA

This will be a joint meeting with ATRRM. Details and operational points are in the planning phase with the representatives of ATRRM.

Bob Bitzer is welcoming bids for future Conferences.

Report of Society Initiatives

Most items were covered in prior discussions.

Greg Molloy reported that Nathaniel Guest continues working on the Most Endangered List. This list gave the NRHS some good publicity. He is looking for projects for items that can be saved and not are beyond repair. There are very few groups nominating projects and all have been east of the Mississippi River. This list has given a project the needed boost to start a renovation. Nathaniel could use assistance on this initiative.

Carl Jensen is recommending another push in the *NRHS Telegraph* and *NRHS News* to get chapters to respond.

Unfinished Business

a. Actions of the Executive Committee

No actions have been taken since the last meeting.

b. Budget Proposal – FY 2014

There are some important contract negotiations in progress as well as decisions on dues renewals which will not allow a final 2014 budget. RailCamp budget was approved earlier.

The budget for the Heritage Grants is required at this time. It does not have to be the full budget but a minimum amount to fund the program at this time. Donations continue to be received. The restricted fund currently has \$28,178 available

Motion

Greg Molloy moved and Wes Ross seconded to fund the Heritage Grants at a minimum of \$40,000 and allow the amount to increase as donations from late 2013 become available.

Amendment

Joe Maloney moved and Duane Durr seconded to amend the motion to cap the Heritage Grants budget amount to \$50,000.

The amendment failed on a show of hands. 9 Yea 11 No

The original motion passed on a voice vote.

Motion

Joe Maloney moved and Duane Durr seconded a continuing resolution to fund the 2014 budget at 80% of the 2013 budget until the spring meeting.

The motion passed on a voice vote.

Greg Molloy will have the proposed 2014 budget to the Board at least two weeks prior to the spring meeting. He also stated that a finance committee is necessary to create the budgets. This is more important with the creation of NRHS Fund Inc. The budget process must be integrated in the ongoing business of the Board. Mark Eyer said that this needs to be a goal for 2015. The NRHS must act more like a business.

c. Fernley & Fernley Contract

The current contract ended on December 31, 2013. A four month extension was approved to continue services. Greg noted that the proposed due renewal process must be in place before the contract is renegotiated. There also has to be a discussion about issues regarding quality control in certain services and how hours are spent by Fernley & Fernley.

New Business

a. 2015 Dues Renewal Processing

Motion

Jeff Smith moved and Joe Maloney seconded:

The NRHS will adopt option B as proposed with 3 modifications:

1. The manual processing fee will not be implemented.
2. The NRHS will only accept electronic payment for dues payments (credit and debit cards, Paypal, bank transfer through Paypal).
3. Chapters or Membership Development at National will provide an accommodation process, to be determined as appropriate, to those who do not have digital access.

Skip Waters commented that the NRHS must move forward with changes such as these. We must be able to assist members who are unable to process renewals electronically. Skip will work on a means to develop this process and incentives to get members to move to electronic renewals.

There was discussion on details of the dues process' operation and how the process will be initiated. There was also concern about the amount of work which will be involved in the manual processing of dues as outlined in point number 3 in the motion.

Duane Durr called for the question and Robert Neman seconded. The call for the question passed 11 yea 7 no.

The motion passed by voice vote.

b. 2015 Convention

Motion

Claude Doan moved and Duane Durr seconded to approve a national sponsored convention in June 2015, headquarters in Rutland, Vermont. The exact dates to be available by the spring conference, subject to hotel and railroad negotiations.

The motion passed by voice vote.

c. Withdrawal of Chapter Charters

Motion

Joe Maloney moved and Al weber seconded to withdraw the charters of the Yazoo & Mississippi Valley Chapter and the Queen & Crescent Chapter.

The motion passed by voice vote.

d. NRHS Privacy Policy

The NRHS will need to update its current privacy policy to be consistent with the NRHS business operations. John Fiorilla and Jeff Smith will begin this process and report at the Spring 2014 BOD meeting.

e. Bylaws Committee

Based on the recommendation from the Advisory Council to amend the Bylaws a committee will required to begin this process.

Motion

Walter Zullig moved Joe Maloney seconded to appoint a Bylaws committee to study the Advisory Council recommendations.

The motion passed by voice vote.

Greg Molloy appointed John Fiorilla to chair the committee. He also appointed to be members of the committee Walter Zullig, Joe Maloney, Patrick Molloy and Fred Kurtz.

Announcements

Al Weber thanked all for attending this weekend. He also encouraged others to host future conferences.

Bill Bain was grateful for the opportunity to attend the meetings via teleconferencing.

Adjournment

Joe Maloney moved and Wes Ross seconded to adjourn.

The motion passed by voice vote.

Meeting adjourned at 10:45AM CST

Respectfully Submitted:

Robert Ernst
Secretary

26 April 2014

Attachments:

1. NRHS Spring 2014 Conference Flyer
2. Motion for 2015 Dues Renewal Process Full Version
3. Relations Committee Tactics

Appendix A

**National Staff, Service Directors,
Members and Guests Present for the
January 11 -12, 2014 NRHS Board of Directors' Meeting**

Kenneth Eddy	Arkansas-Boston Mountain Chapter	National Representative
Del Kittendorf	Atlanta Chapter	National Representative
Gary Reinbolt	At-Large	NRHS Fundraising Consultant
Robert Murray	Blackhawk Chapter	National Representative
Maurice Hartz	C.P. Huntington Chapter	National Representative
Ed Graham	Central Coast Chapter	National Representative
David Baniewicz	Chicago Chapter	Director, Emblem Sales
Scott Andes	Cincinnati Chapter	National Representative
Harla Lazur	Gulf Curve Chapter	National Representative
John Simanton	Inland Empire Chapter	National Representative
Ellen Pinsky	Iowa Chapter	NRHS Assistant Secretary
Shirley Ross	Kentucky Central Chapter	National Representative
Fred Kurtz	Lancaster Chapter	National Representative
Rosalee Kurtz	Lancaster Chapter	Member
Rebecca Gerstung	Niagra Frontier Chapter	National Representative
Marjorie Fiorilla	North Florida Chapter	National Representative
John H. Goodman	Northstar Chapter	Alternate Representative
Robert Freeman	Old Smoky Chapter	National Representative
Al Baker	Pacific Northwest Chapter	Alternate Representative
Pete Senin	Philadelphia Chapter	National Representative
Richard Davidson	Potomac Chapter	National Representative
Carl Jensen	Roanoke Chapter	National Representative
Ron Gawedzinski	Saint Louis Chapter	Alternate Representative
Steve Siegerist	St. Louis Chapter	Member
John Fiorilla	Tri-State Chapter	NRHS General Counsel
Mark Lazur	Utica & Mohawk Valley Chapter, Leatherstocking Chapter	National Representative
Robert Heavenrich	Washington D.C. Chapter	NRHS Comptroller
Diane Heavenrich	Washington D.C. Chapter	Member
Jon Baake	Washington DC Chapter	National Representative
Roberta Ballard	Western Connecticut Chapter	National Representative
Berton Robinson	Winchester Chapter	National Representative