

DRAFT – Subject to the Approval of the Board of Directors
Minutes of the meeting 19 – 20 February 2010

National Model Railroad Association
Board of Directors Meeting
2010 Winter Meeting
19 - 20 February 2010
Courtyard by Marriott, San Diego, CA
Minutes

- 1) President Brestel called the meeting to order at 9:05 AM, 19 February 2010
- 2) The roll was called and all members were present except ALWWD Koester enroute from harbor where ship had arrived.
- 3) President Brestel recognized guests in attendance: Robert W. (Bob) Brown, Editor and Publisher of the *Narrow Gauge and Short Line Gazette*, Don Fowler, Superintendent of San Diego Division, PSR, Ben Sevier, PSR President and Ray deBlick for 2011 Convention.
- 4) MBOD 10021901 EDD Roberts moved approval of Minutes of the July 2009 meeting. with correction to item #12 to show that Frank Koch, not Fred Bock, MMR, was the retiring National Nominating Committee Chair. Second by ? Motion passed on voice vote.
- 5) President Brestel presented Chief Financial Officer Kevin Feeney with his Twenty-five (25) Year Membership certificate.

Department and Committee Reports:

- 6) NMRA Communications Director Gerry Leone, MMR, added comments to his submitted report. He plans to continue the survey of “Why I’m not renewing” for another year. He also circulated a copy of his “NMRA Member Benefits” document [Attachment B to these Minutes] which he will distribute three times in the coming year and place on the NMRA website. Mr. Leone also referenced the “Regions and Divisions Handbook” work being coordinated by Bill Kaufman of the PNR which may be ready by Milwaukee. He also mentioned the interesting approach to communications with Division members organized by Jim Six, Superintendent of the Michiana Division of MCR.
- 7) Howell Day Museum and proposed NMRA Scale Model Railroad Exhibit: ALNAD Getz and Bob Brown made a presentation on a proposed NMRA Scale Model Railroad Exhibit to be placed at the California State Railroad Museum (CSRM) in Sacramento, California. This is not the Howell Day Museum project. The CSRM would provide the space free of charge, with the NMRA providing the displays, some from the Howell Day collection. Board members were asked to review the proposal and send comments to Mr. Brown at the Narrow Gauge and Short Line Gazette email address: gazette@att.net. Director Getz reported that a Memorandum of Understanding had been signed with CSRM for the exhibit whose funding will come from a separate entity, the “National Model Railroad Museum, Inc.” He also reported that the Howell Day incorporation papers had been drafted for the State of California consideration

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and hopes are that approval will be soon. Fund raising for the exhibit will roll out after the Milwaukee National Convention and a 501 c 3 application will follow.

- 8) ALWWD Koester arrived at 10:09 AM..
- 9) The meeting recessed at 10:16 AM.
- 10) The meeting reconvened at 10:49 AM.
- 11) Members Services and Promotions Department: Manager Jan Wescott, whom it is good to see back in full operation, reported on the appointment of Lee Stoermer as Chair of the 100% NMRA Club operation. They had two new 100% Clubs recognized in the past few weeks.
- 12) National Nominating Committee: Chair Didrik Voss, MMR, reminded members that next year the positions of Canadian District Director, Central District Director and Regional Advisory Council Director will be open for election. The incumbents will have reached their term limits. Candidates will be sought for all positions through notices in *Scale Rails*, the NMRA website and other appropriate lines of communications with the names and vital information being sent to Mr. Voss and the Nominating Committee.
- 13) Meetings & Trade Show Department: Manager Henry Jordan, HLM, reported that as of today, Milwaukee registration stands at 720 signed up.
- 14) Information Technology Department: Manager Tim Klevar added to his report that they are working on the members' only access to information with a four to six week timetable for roll-out.
- 15) Publications Department: Manager Larry DeYoung reported on the contract renewal work with White River Productions.
The Secretary was directed to advise the Ballot Committee Chair that the Australasian and British Regions had encountered problems with the mailing labels for ballots from their areas and were using different approaches. The Ballot Committee should accept ballots from those areas even if without the usual peel-off label.
- 16) Correspondence: There was no correspondence to consider, but CAND Kooning, reported receiving a complaint from Niagara Frontier Region regarding proposed separate calendar for Canadian members.
- 17) NMRA Board approves by general consent without need for vote, that the ABC groups may have separate calendars and membership drives.
- 18) Report from Train Show Group: WDD Miles Hale, MMR, reported that he had talked to some of the organizations that put on train shows about the possibility of doing the NTS. Some displayed interest, but first wanted to see some dollar figures before they would give serious consideration to making a proposal.

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- 19) Budget and Finance: CFO Feeney discussed the financial reports and the proposed budget. We still have problems reporting “members’ w/subscriptions despite Board directions to stop using the term. This will be corrected in future financial reports. Several Department Managers present at the meeting wanted it noted that the Budget & Finance Committee, not their department inserted the dollar figures in the Budget.
After some discussion it was deemed by the Board that it was not necessary to post cash flow statement on line. For the online presentation, some of the financial reports did not need to be in such detail – two or three pages should be sufficient.
- 20) Meeting recessed for lunch at 12:02 PM.
- 21) Meeting reconvened at 1:08 PM.
- 22) RBOD 10021901 ALWWD Koester, with second by WDD Hale, MMR, moved a resolution adding officers authorized to sign checks to the NMRA NTS account. This action is necessitated by the Milwaukee Convention and Train Show needs. Resolution approved by voice vote. A copy is attached to these Minutes.
- 23) PDD Jensen discussed issue of ABC dues amount to HQ. The figures were based on previous agreement and included cost of overseas editions of *Scale Rails*. The postage figures are different from original agreement but mailing costs of overseas editions of *Scale Rails* are higher outside US. There will be a review of the cost of graphics and possible removal from overseas editions. Such action would take out part of budget surplus – now \$2,000 negative, resulting in a break-even.
- 24) MBOD 10021902: ALNAD Getz moved approval of the 2010 Budget as amended. Motion seconded by EDD Roberts and on being put to vote, was approved by voice vote.
- 25) At this point in the meeting Vice President Allen Pollock, CFO Kevin Feeney and Secretary Robert Gangwish left meeting to sign bank documents off site. Reporting of the Minutes was assumed by Assistant Secretary John Stevens.
- 26) Ray deBlieck made a presentation on plans for the 2011 NMRA Convention in Sacramento, CA. The organizers have contacted OPSIG, LDSIG, NASG and RPM groups about attending the convention. They have also contacted railroad historical societies, scale societies modeling groups and industry groups inviting their participation. A Manufacturers’ Forum is planned for Thursday night before the convention. They expect a decent crowd of West Coast members to attend. There is a shortage of layouts in the Sacramento area and they are planning pre-convention layout tours in the San Francisco Bay area. The CSRM is hoping to tie in a visit to the Museum in the convention registration fee. The CSRM people are excited by the fact of the convention coming to town. There will be no banquet

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Saturday night of the convention – more details are to follow. They currently have 366 registrations in hand.

- 27) CDD Thornton presented an update on the Diamond Club, a project to raise funds to scan the 20,000 plus photo images at KML. They have had two ads in *Scale Rails* to date. The design work for the pin and shirt has been completed. Bookkeeping for the club is still an issue; they need a separate account through HQ. A *Scale Rails* article and NMRA website update are still in process.
- 28) 75th Anniversary projects planned. CDD Thornton summarized some of the work such as the Hiawatha Train, the UP Cab ride contest and the Historic Model Display.
- 29) Steve Seidensticker gave a Large Scale Coupler Compatibility Report for the Standards and Conformance Department. Text of this report was included in the agenda package.
- 30) The meeting recessed at 2:43 PM.
- 31) The meeting reconvened at 2:56 PM.
- 32) ALWWD Koester gave a presentation on the Re-Branding Program for the NMRA. Mr. Koester pointed out that branding had never been done consistently, it should be aimed at non-members, and we should be moving towards more online content. Mr. Koester said he had thought of using the motto “a proud past, a promising future,” but felt it didn’t fully cover what we did. He looked at the branding of *Scale Rails*; the current cover and name were designed for newsstand sales. He felt that major publishers would have problems with that and we would lose their cooperation to the detriment of the NMRA. In his view, the most important thing we do is ensure interoperability, or in other words, ensuring that everything works with everything else! Mr. Koester feels that the NMRA is “your portal to MORE fun in scale model railroading.”
- 33) MBOD 10021903 ALWWD Koester moved that the NMRA adopt a new branding program built around the slogan “Your portal to MORE fun in scale model railroading,” that will include an integrated graphical approach to all NMRA media and products including the magazine, website and logo, and that will underscore our primary mission; working to assure interoperability among commercial products. Motion was seconded by ALNAD Getz, and on being put to vote, passed unanimously on voice vote. .
- 34) Messrs Pollack, Feeney and Gangwish returned at 3:45 PM from the bank trip.
- 35) CFO Feeney discussed setting up price reductions on Heritage and Living Legend Collection cars in stock to reduce inventory of old stock. Mr. Feeney also brought up for Board consideration; the issue of how much to restrict capital purchase limits requiring Board approvals. Subject will be brought up later action.

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- 36) MBOD 10021904 ADD Clarke moved that the mileage rate for vehicle travel be set at \$0.40/mile. Motion seconded by CDD Thornton, and passed by voice vote.
- 37) RBOD 10021904 Resolution for establishing a Purchasing Card Account was moved by RACD Ferguson with second by WDD Hale, MMR. Resolution was approved by voice vote and is an attachment to these Minutes.
- 38) MBOD 10021905 Motion by EDD Roberts to limit the amount of a capital purchase not requiring approval of the Board of Directors to \$2,500. Motion seconded by ALNAD Getz and passed on voice vote.
- 39) On subject of agenda item on Succession Planning, the Board agreed that there was no need for further updates to be brought to the Board. Any changes should be sent to the Secretary.
- 40) Meeting recessed for dinner at 5:02 PM.
- 41) Meeting reconvened at 7:16 PM.
- 42) PDD Jensen discussed concerns about announcements coming out in general press before Board members were made aware of item. There was an apparent and perhaps unintentional dissemination of information. President Brestel indicated that we did not know for sure the source of this dissemination but will try to exercise more control in the future.
- 43) PDD Jensen on Convention Workshop: we need to establish what needs to be done. What have we implemented in response to the approved actions of the Board at Anaheim? This was in regard to the Convention Committee Report that was adopted and any proposed actions. ALNAD Getz suggested that the 2011 convention in Sacramento would be an initial trial for many of the proposed actions.
- 44) In response to a question from M&TS Department Manager Henry Jordan, HLM, the Board agreed to hear from all three interested contenders for the 2014 Convention – Calgary, Canada, Cleveland, Ohio and Memphis, Tennessee, at the Milwaukee meeting.
- 45) Meeting recessed at 7:55 PM for an Executive session.
- 46) Meeting reconvened at 8:53 AM, Saturday, February 20, 2010.
- 47) S&C Department Manager Didrik Voss, MMR, discussed MBOD C involving several large scale standards. A proposal had been received by his Department to establish an International Governing Board to develop model railroad standards; this was discussed informally but no action was taken. After this discussion, MBOD C as MBOD 10021906 was moved by WDD Hale and seconded by PDD Jensen. Motion was unanimously approved on voice vote.

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- 48) MBOD 10021907 [agenda motion MBOD A] was moved by EDD Roberts. This would provide for the revision of Regulations, Article VIII, Paragraph I to amend the definition of the NER to include Hunterdon County, NJ from MER. WDD Hale seconded the motion and on being put to vote the motion passed on voice vote.
- 49) MBOD 10021908 [Agenda motion MBOD B] was moved by EDD Roberts. This motion would provide revision of the Regulations, Article VIII, Paragraphs E and M to modify the definition of MER and SER to relocate the counties of Chester, Lancaster and York, South Carolina from SER to MER. Motion seconded by ADD Clarke and on being put to vote the motion passed on voice vote.
- 50) In connection with the previous two motions, President Brestel discussed a strong desire to have a full description of all counties within the respective Regions portrayed in the Regulations and referred the matter to the Secretary and such assistants as may be needed to draft language for Board consideration
- 51) MBOD 10021909 [Agenda motion MBOD D] PDD Jensen moved, with second by ADD Clarke, “to create a new division organization called an ‘international division.’ This would encompass the several countries where NMRA members are not part of any Region and are unable to participate in all NMRA activities. This motion will require a fuller amendment to the Regulations, but is felt to be needed. The Australasian and British Regions would provide guidance and assistance to any groups in these countries seeking to organize. Motion passed on unanimous voice vote.
- 52) MBOD 10021910 [Agenda motion MBOD E] RACD Ferguson moved with second by ALNAD Getz, to amend Section G 1.1 paragraph 1 of the EHB to add language to the section on Nominating Committee clarifying processes. [Text of motion is attached to these Minutes] Motion passed on unanimous voice vote.
- 53) ALNAD Getz reported on the discussion of proposed amendments to section of the Regulations regarding election procedures: he will have these formalized for presentation at Milwaukee for formal Board Consideration.
- 54) CFO Feeney raised question on where NMRA is incorporated. Would another state be a better alternative to Ohio. ALNAD Getz indicated that from his contacts there are trade-offs whatever state is looked at. Mr. Getz and Counsel Bob Amsler will look at issue and advise Board.
- 55) CFO Feeney presented a brief presentation on the feasibility of having an NMRA Affinity Card. Board members discussed past history of attempts to have such a card for NMRA members, none of which were successful. The Board agreed to have Mr. Feeney further investigate the possibility of affinity cards and return the matter for Board consideration.

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- 56) CDD Thornton discussed membership drives. More discussion was held on having NMRA presence at meets like Amherst. WDD Hale will have a memo for Milwaukee meeting discussing the issue and approaches.
- 57) ALWWD Koester raised concerns on continuing the 75th Anniversary theme beyond Milwaukee. We need further action for the Sacramento 2011 Convention.
- 58) MBOD 10021911 ALWWD Koester moved with second by EDD Roberts, that the restrictions on the \$755 for NMRA be removed to allow the booth renovation. Motion approved on voice vote.
- 59) MBOD 10021912 ALNAD Getz moved that the temporarily restricted Pacesetter funds be transferred to the Howell Day Museum. The amount is currently \$18,855.49. RACD Ferguson seconded the motion and on being put to vote motion passed on voice vote. {*Secretary's note: a similar motion, MBOD 011714, on this subject was approved at the January 2008 Board meeting, but information was not readily available for this meeting.*}
- 60) Board discussed issue of selling mailing labels. It was pointed out that such sales are already covered and permitted under certain conditions by Section R3.1 of the EHB. We do need to let members know of the potential for sale of lists and provide them with an opt-out option choice if they do not wish that information be published. We need to let HQ know the process. Process to be resolved by Milwaukee.
- 61) Board discussed the letter of resignation from Vice-President Allen Pollock; he put the Board on notice that he will be resigning at Milwaukee. This will necessitate an appointment by the Board to fill the remainder of the Vice-President's term. Any candidates will be advised to send request for consideration to the Secretary for communication to the Board. President Brestel will include this information in his *Scale Rails* column. The Board agreed to this procedure. ALNAD Getz moved MBOD 10021913 that the letter of resignation be acted upon at the beginning of the BOD meeting in Milwaukee. ALWWD Koester seconded motion, and on being put to vote, motion passed unanimously by voice vote. This action somewhat modified the terms of the letter of resignation, but Vice-President Pollock accepted the modification without problem.
- 62) MBOD 10021914 motion by ALNAD Getz, second by ALWWD Koester, to adjourn in honor and memory of Al Kam, Jr., a nationally known modeler, author and long-time supporter of the NMRA, and in honor and memory of Willie Pollock, son of Vice President Allen Pollock. Willie died unexpectedly in early February of this year.

While not listed in the above notes, President Brestel indicated that the 2011 Winter Board meeting will probably be 18 – 19 February 2011 in Las Vegas, NV.

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Respectfully Submitted,

Robert V. Gangwish,
Secretary

- Appendix A Abbreviations used in these Minutes
- Appendix B NMRA Member Benefits matrix
- Appendix C Text of RBOD 10021901
- Appendix D Text of RBOD 10021902
- Appendix E Text of Agenda motion E, MBOD 10021910

APPENDIX A
ABBREVIATIONS USED IN THESE MINUTES

ADD	Atlantic District Director
ADM	Administration Department Manager
ALNAD	At-Large North America Director
ALWWD	At-Large Worldwide Director
ASST SECY	Assistant Secretary
CAND	Canada Director
CDD	Central District Director
COMMD	NMRA Communications Director
COUNSEL	NMRA Legal Counsel
EDD	Eastern District Director
EDUCDM	Education Department Manager
FRDM	Fund Raising Department Manager
HCC	Honors Committee Chair
HDMCC	Howell Day Museum Committee Chair
HLM	Honorary Life Member
ITDM	Information Technology Department Manager
KMLM	Kalmbach Memorial Library Manager
MAPDM	Marketing, Advertising & Promotions Department Manager
MSPDM	Membership Services & Promotion Department Manager
MSTDM	Meetings & Trade Shows Department Manager
NMRACD	NMRA Communications Director
PDD	Pacific District Director
PDM	Publications Department Manager
PREZ	President
RACD	Regional Advisory Council Director
SECY	Secretary
SCDM	Standards & Conformance Department Manager
TREAS	Treasurer/Chief Financial Officer
VP	Vice President
WDD	Western District Director

APPENDIX B

NMRA Member Benefits

Member benefit	What it is	Where to get more info
The Kalmbach Memorial Library	One of the world's largest "railroads only" libraries. Contains prototype and modeling books and magazines, photograph collections, out-of-production kit instructions	<ul style="list-style-type: none"> • www.nmra.org/library • Call: 423-892-2846 • Fax: 423-899-4869 • Email Brent Lambert: lib@hq.nmra.org
The Achievement Program (AP)	The AP helps modelers get more out of the hobby by providing an incentive to learn and master the skills necessary. Those who've completed the AP receive Master Model Railroader (MMR) certification.	<ul style="list-style-type: none"> • www.nmra.org/education/achievement • Email Paul Richardson, MMR: achiev@hq.nmra.org • Contact your Region or Division Achievement Program Manager (see www.nmra.org/regions/ for Region and Division website URLs)
Conventions - (National and Regional)	<p>The annual National convention runs one week and usually features about 100 clinics, over 50 layout tours, and dozens of prototype tours. The National Train Show runs for the final three days of the convention.</p> <p>Regional conventions vary in duration from two to five days. Many feature prototype and layout tours, plus clinics and other activities.</p>	<ul style="list-style-type: none"> • www.nmra.org/convention • www.nmra.org/regions/ for Region and Division website URLs • www.nmra.org features a left column link to the upcoming National Train Show
Standards and Conformance	<p>The NMRA constantly researches and sets standards and recommended practices for all scales and gauges of train models, as well as adjunct items like DCC and modules.</p> <p>The NMRA continually checks new products for conformance to Standards and RPs.</p>	<ul style="list-style-type: none"> • www.nmra.org/standards/standards.html • Email Di Voss: tech-chair@hq.nmra.org • NMRA Standards Gauges in various scales are available in the Company Store at www.nmra.org
Scale Rails magazine	<i>Scale Rails</i> is the monthly publication of the NMRA, and features news about the organization, its Regions and Divisions, along with modeling articles, product conformance reviews, and other information. Because the subscription rate depends on where you live, check www.nmra.org for your rate.	<p>To subscribe:</p> <ul style="list-style-type: none"> • Email HQ: hq@hq.nmra.org • Write HQ: 4121 Cromwell Rd., Chattanooga, TN 37421 • Call HQ: (423) 892-2846 • To contribute articles, please see information elsewhere in this issue

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Modeling With The Masters (MWTM)	This is an intense, multi-day regimen of direct instruction by Master Model Railroaders. Modelers get hands-on experience in beginning and intermediate modeling techniques. MTWM classes are usually offered at the National convention, but MTWM courses have also been offered in various cities across the country.	<ul style="list-style-type: none"> • www.nmra.org/ -NEEDS URL/NO LINK ON SITE – • Email Clark Kooning: candir@hq.nmra.org
Liability insurance for clubs	\$1 million liability insurance is available to model railroad clubs in which every member is an NMRA member. \$50 administration fee and completed application required.	<ul style="list-style-type: none"> • www.nmra.org/regions/100Club/100Club.html • Email Lee Stoermer: club100@hq.nmra.org
Collection insurance	This service offers NMRA members group property insurance for collections, layouts, live steam, tools, slides and photographs, books, magazines, railroad memorabilia, and more. This insurance also covers an individual's property if it resides on a club layout. Members receive NMRA Group Rates.	<ul style="list-style-type: none"> • Free quote or brochure, contact J.A. Bash & Co: • Call: 1-800-654-2256 • Write: 300 Mt. Lebanon Rd., Suite 225, Pittsburgh, PA, 15234.
Heritage and Living Legends cars	The NMRA periodically issues special scale model cars lettered for famous model railroads, both current and historical. These limited quantity cars are offered through the Company Store.	<ul style="list-style-type: none"> • www.nmra.org/membership/cars/index.html for current inventory
Members' Aid	Contact Member Aid if you have a question about any aspect of model railroading. Many Divisions and Regions also have their own Member Aid service.	<ul style="list-style-type: none"> • www.nmra.org/membership/memberaid.html • Email Wil Seaver: 18_wbs_96@sitestar.net
Pike Registry	Members can register their model railroad name in the Official Register of Model Railroads, (ORMRR). You receive an official certificate suitable for framing and a compact disk of the current Official Register. Certificate/CD fee: \$10	<ul style="list-style-type: none"> • www.nmra.org/membership/pikes/index.html (<i>URL NOT LINKED TO MAIN MEMBERSHIP PAGE</i>) • Email Rod Fredericks: pikereg@hq.nmra.org
Clinic slides, tapes, and	The Kalmbach Library has a large collection of DVDs and VHS tapes available for rent.	<ul style="list-style-type: none"> • www.nmra.org/library/videos.html (see links to PDFs for individual listings)

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DVDs	Cost is \$5 to cover postage.	<ul style="list-style-type: none"> • Email: lib@hq.nmra.org (US Members) • Email: librarian@nmracanda.ca. (Canada members)
Local divisions	There are over 150 local Divisions in the NMRA, located in large and small communities across the U.S., Canada, and Britain. Most hold regular meetings and meets featuring clinics, presentations, layout visits, and more.	<ul style="list-style-type: none"> • www.nmra.org/regions to find website listings for most Divisions • Call HQ: 423-892-2846 for the name of the Division nearest you.
Beginners' Guide	The Beginner's Guide pages on www.nmra.org offer those new to the hobby help in learning the basics of track, wiring, scenery, and more.	<ul style="list-style-type: none"> • www.nmra.org/beginner/
"Members Only" Company Store	The NMRA's Company store offers many items, from apparel to mugs to gauges, available only to NMRA members.	<ul style="list-style-type: none"> • www.nmra.org choose "online store," then "members only company store"
NMRA Standards Gauges, Data Sheets CD ROM, and turnout templates	NMRA members can purchase Standards Gauges at significant price reductions over retail prices. Data Sheets CD and Turnout Templates are available only from the Company Store. Many data sheets are being updated and will appear in Scale Rails magazine, as well as available for free download from the Members Only section of www.nmra.org.	<ul style="list-style-type: none"> • www.nmra.org choose "online store," then "members only company store," then "accessories"
Discounts and advance registration on new KML books	The Kalmbach Memorial Library periodically offers special books and book reprints to the general public. NMRA members receive a substantial discount on the retail price and can reserve copies in advance.	<ul style="list-style-type: none"> • www.nmra.org choose "online store," then "members only company store," then "books"
Annual NMRA calendar	Features spectacular model photographs, as well as dates for Regional conventions and more. Free to every U.S. member. Copies can be ordered for \$5 each from HQ.	<ul style="list-style-type: none"> • Email HQ: hq@hq.nmra.org • Write HQ: 4121 Cromwell Rd., Chattanooga, TN 37421 • Call HQ: 423-892-2846 • For info on submitting photographs, email lib@hq.nmra.org
Howell Day Museum	This future Museum of Model Railroading will chronicle the history and development of the hobby.	<ul style="list-style-type: none"> • Contact Howell Day Model Railroad Museum: • Write: 4121 Cromwell Rd., Chattanooga, TN 37421 • Call: 423-894-8144

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Liability insurance for meets and shows	This insurance covers liability claims for all Region, Division, and NMRA SIG-sponsored events up to a specific limit of liability provided for in the policy. (For clarity and assurance of coverage, we prefer that SIG events be cosponsored by the National, a Region, or a Division.) Please see the website for important details.	<ul style="list-style-type: none">• Email: hdmuseum@hq.nmra.org• www.nmra.org/national/insurance/insurance.html• Email John Roberts: eastdir@hq.nmra.org
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Appendix C
Resolution RBOD 10021901

February 19, 2010

To Whom it may concern:

Please be advised that at its meeting in San Diego, California on February 19, 2010, the Board of Directors of the National Model Railroad Association, Inc. acted to authorize the addition of the following individuals as signatories to the NMRA's National Train Show checking Account at the Wells Fargo Bank:

Kevin Feeney
Robert V. Gangwish

{Signatures and SSN#'s removed for security purposes}

Appendix D
Text of Resolution RBOD 10021902

**RESOLUTION REGARDING
VISA PURCHASING CARD ACCOUNT**

WHEREAS, this Organization desires financial accommodations from First Tennessee Bank National Association (“Bank) through the use of credit cards by designated persons for and in connection with the business of this Organization; and

WHEREAS, the Board of Directors or governing body of this Organization has reviewed the terms and provisions of the Purchasing Credit Card Account Agreement regularly used by the Bank (the “Purchase Card Agreement”) and desires to enter into a Purchase Card Agreement with the Bank.

NOW, THEREFORE, BE IT RESOLVED by this Board of Directors or governing body that:

1. The Treasurer of this Organization is authorized to execute and deliver for, and in the name of this Organization, a Purchasing Card Agreement with Bank, which will have a binding effect upon the Organization.
2. The Company will be bound by all of the terms and provisions of the Purchasing Card Agreement; and Company will duly inform each cardholder of such terms and provisions of the Agreement as is applicable to cardholders.
3. Bank is and shall be fully authorized to rely and act upon said Purchase Card Agreement, and upon directions from time to time given by the Treasurer of this Organization in all matters relating to issuance of Purchasing Cards for the account of this Organization and use of same by its personnel in accordance with said Purchasing Credit Card Agreement, including but not limited to the number of cards to be issued, the persons designated to receive and use same, and any changes of personnel among those thus designated.

WITNESS my hand and Seal of said Organization this
19th Day of February 2010

By: Robert V. Gangwish
Title: Secretary

Appendix E

Agenda Motion # MBOD E

Meeting Minutes Motion # MBOD 10021910

Motion for EHB Section G1.1 Paragraph 1

The RAC Director moves:

To add the underlined sentence in the Revised Version to require at least two (2) candidates for each office on the National ballot.

Current version...

- 1. The function of the National Nominating Committee is the selection of a slate of candidates for Directors and Officers. This slate shall combine the best features of stability through continuity in service of proven performers in office and of a continual freshening of outlook by blending promising new blood into the national organization.**

Revised version...

- 1. The function of the National Nominating Committee is the selection of a slate of candidates for Directors and Officers. This slate shall combine the best features of stability through continuity in service of proven performers in office and of a continual freshening of outlook by blending promising new blood into the national organization. The Nominating Committee shall make every effort possible to ensure that this slate contains no less than two (2) candidates for each position to be presented to the membership for vote. These efforts shall include, but not be limited to , the following:**
 - a. At least two Notices in Scale Rails immediately after the previous ballot issue and one prior to the National Convention of the positions to be placed for election on the next ballot, and**
 - b. A communication to all Region Presidents soliciting qualified candidates for the available positions, and**
 - c. A description of the tasks required to be performed in each available position along with the minimum qualifications for each available position.**

Rationale:

The membership has been quite vocal regarding the recurring presentation of ballots for national Officers and Directors which contain only one name for election to a position. The EHB is quite clear that the National Nominating Committee consists of 5 persons (President, Chair, 1 member from each of the three US Districts). The EHB also states that the Atlantic, Canadian and Pacific Districts also have a District Nominating Committee to work with the National Nominating Chairman in the selection of candidates for their respective Districts.