

Minutes of the meeting of 8 - 9 February 2012

National Model Railroad Association
Board of Directors Meeting
2012 Mid-Year Meeting
8 – 9 February 2012
Palace Station and Casino, Las Vegas, NV
Minutes

- 1) President Brestel called the meeting to order at 9:00 AM 8 February 2012.
- 2) Canada District Director: President Brestel reported on the unanticipated resignation of CAND Don Hillman due to health reasons. The NMRA Canada Nominating Committee recommended Clark Kooning, MMR, to replace Mr. Hillman, serving out the balance of his term. Since this action would not require further vote of members, President Brestel asked that Mr. Kooning's election to complete the term of Mr. Hillman be approved. ALWWD moved **MBOD12020801** acceptance of resignation with regret and appointment of Clark Kooning, MMR, to complete the Canada District Director term. Motion was seconded and approved by voice vote of the Board.
- 3) Introduction of those present and roll call of Directors, Officers and Department Managers. All Directors were present.
- 4) Minutes of the previous meeting; **MBOD12020802** motion by WDD with second by ALWWD that the Minutes of the July 2011 meeting be approved as published. Motion was approved on voice vote.
- 5) Department Reports:
 - a. A. MAPDM Draper indicated there was an error in dates in his report; should say 2 and 4 not 2 and 5.
 - b. Howell Day Museum Committee Report – John Roberts indicated that the title of the report "NMRA Museum, Inc." is not yet correct. They are still Howell Day Museum, but are in the process of seeking IRS tax-exempt designation and the reorganizations as such will take some time – they won't be able to apply for eight (8) months after incorporation
 - c. SCDM Department Report amended to indicate that Standard S 1.2 revised and sent out.
- 6) ALNAD moved, WDD seconded, **MBOD 12020803** motion of acceptance of Committee Reports. Motion passed on voice vote.
- 7) The report of the Region Definitions Committee was postponed to a future date as the Asst Secy could not be present for this meeting due to a schedule conflict in day job.
- 8) NMRAnet: RACD Priest and David Harris reported on the status of Standard S 9.7, and the NMRAnet proposal the NMRAnet development is anticipated within a year. RACD moved **MBOD 12020804**, with second by EDD [Copy is attached to these Minutes as Attachment B]. Motion approved on voice vote. The Board intends to review

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progress on NMRAnet at their next meeting and a report from the President and/or designee shall be included in the agenda package. Di Voss, Stephen Priest, with help from David Harris will work on promotional campaign.

9) Meeting recessed at 10:30 AM

10) Meeting reconvened at 10:45 AM

11) President Brestel introduced Alan Anderson as the new Fund Raising Department Manager (FRDM). This post was formerly titled Development Department Manager, but action of the Board changed the title of the Department at a 2007 meeting..

12) TREAS Koch presented a summary of the 2011 financial situation – an unplanned surplus of nearly \$300K was recognized, but it is a one-time event primarily because of some estate settlements, legal advance payments returned, and dues advanced payments after the dues increase announcement. Mr. Koch indicated a generally favorable situation. The Board held a general discussion of funds and the timing of fund raising requests. They also reviewed the proposed budget for 2012.

13) EDD moved, with second by CAND. that **MBOD 12020805** to accept the 2012 proposed budget be approved. Motion passed on voice vote.

14) Recessed for lunch at 11:45 AM

15) Reconvened at 1:20 PM

16) SECY was directed to remove references to election process from Schedule of Business page in agenda package. This was originally assigned to ALNAD and has subsequently been resolved.

17) WDD discussed the “Constant Comment” program for possible use by the BOD to communicate with each other more frequently. It would offer a way for the NMRA officials, including Directors, Officers, Department Managers and Region Presidents to keep up to date with organizational happenings and expanding the dissemination of news. WDD offered to write up a protocol with assistance from COMMD Leone.

18) Directors discussed “Assignments from 2011 Board of Directors meeting” review included in the current agenda package. It was concluded that most of the items had been addressed and corrected or are under further review.

19) EDUCDM John Lowrance asked about the possibility of someone from the Board or Officers sending a letter of thanks to the manager/owner of the Amherst NY Train Show thanking him for giving the NMRA space at the show for our NMRA membership booth. The booth was staffed in part at least by Dr. Robert Chait, MMR, HLM. President Brestel will work up something with help from Mr. Lowrance and CDD Peter Magoun.

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- 20) Discussion of IRS language requirement for a “Whistle Blower Policy” that may be adopted by the NMRA. CDD Magoun indicates that scouting organizations have adopted a policy on this topic. Motion **MBOD12020806** by WDD with second by ALNAD that we make preparation for a “Whistle Blower Policy” based on language from the Internal Revenue Service and NMRA Counsel; motion approved on voice vote of directors.
- 21) Notice to the Board that for the next meeting we need to have a biographical sketch for each Board member for online and other presence and member information.
- 22) **MBOD 12020807** motion by WDD with second by ALNAD that a page be created on the NMRA website for purposes of historical presentations. Motion approved on voice vote.
- 23) ALNAD Getz introduced Mr. Frank Liu representing the Hasea.com Model Railroad Association (HRMA) a group of model railroaders in the Peoples Republic of China, who are interested in accepting and adopting the NMRA Standards and Recommended Practices for their use and to gain uniformity among model railroaders. A proposed Memorandum of Understanding (MOU) between HRMA and NMRA would work towards having comparable structures and the sharing of information. NMRA members would be entitled to attend HRMA meetings as well as share information on their equipment and standards and promote such cooperation. ALNAD moves motion **MBOD 12020808** for the adoption of the proposed language of a Memorandum of Understanding [included in these Minutes as Attachment C] with a trial period of one year. Motion seconded by PDD and on being put to a vote the modified MOU was approved by eight (8) members of the Board with one abstention by WDD.
- 24) Recessed at 4:30 PM
- 25) Reconvened at 9:08 AM Friday, February 9, 2012
- 26) New Business: Members agreed to consider motions package after other business.
- 27) Stephen Priest, MMR, as Editor of the NMRA Magazine, discussed the subject of compensation of people who contribute to the magazine, in particular, those who do product reviews for Standards and Conformance judgment. The Publications Department will bring the matter back to the Board at the next meeting with a policy proposal that any model received by purchase or donation, excluding those provided by a manufacturer, for review may be retained by the reviewer once the review has been published.
- 28) Board discussed proposal by MS & P Manager Howard Goodwin in his Department report on a “Membership Initiative” contest to stimulate membership recruitment. This resulted in a discussion of recruitment activity. This may be a marketing

issue, in which case discussion should include a new Marketing Manager when one is brought onboard. The item is to be carried forward for the next meeting's agenda.

29) Motion **MBOD12020809** by PDD with second by ALNAD that we transfer NMRA online archives, including Diamond Club assets, and research resources to the Missouri NMRA Corporation once the Missouri Corporation is set up. Motion approved on voice vote.

30) Recessed at 10:33 AM

31) Reconvened at 10:50 AM

32) CAND discussed the Model Rail Radio show podcast: RACD spoke to the NMRAnet development and responded to questions. CAND invited BOD members to participate in SKYPE-format groups to spread our message.

33) Board members discussed issues of Regions setting "Standards" for modular units. British Region currently has this designation for their modules. Problem of an area calling it a "Standard" even though it is not an official NMRA Standard as recognized by the S & C Department nor in the EHB. FreeMo groups are having this problem too, we want to avoid a repeat of the N scale modular standards issue, but are concerned for the potential for confusion.

34) WDD discussed concerns on Nominating Committee criteria. He sees problems in current language for candidates not only in the nominating process, but also in the duties of the Committee members. ALNAD suggests an online article on duties of Directors and Officers – perhaps done by Gerry Leone – and setting up guidelines. Board should also consider taking out Section A of the EHB and having it separate a "Regulations." In terms of candidates, need more publicity.

35) Recessed for lunch at 11:45 AM.

36) Reconvened at 1:20 PM.

37) ALNAD discussed further clarification of nominating committee discussion and concerns of violations of Regulations. Speaking from the law, Mr. Getz referred to a legal principle of "substantial compliance doctrine" where actions are basically in compliance with regulatory language but left some questions. Section A of the EHB needs reviewed and revised – an explanation would be helpful. We may have to have a wholesale review of the "bylaws."

38) Discussion of Strategic Plan – the plan was last reviewed in 2007. WDD recommends Board move this to a higher level of concern with new certification to be carried out.

39) EDD moved with second by CAND motion **MBOD 12020810** for the establishment of a contest award in memory of Dean Freytag to recognize superior

craftsmanship in the construction of an industrial structure in the annual model contest. The award will be known as the “Dean Freytag Industrial Structure Award.” The winner will be chosen by the Contest Chair from appropriate entries and the award will be a plaque similar in size and design as other sponsored awards. This award will be given as long as designated funds (principal or interest) are available. Motion passed on unanimous voice vote of Board.

40) RACD moved with second by ALNAD motion **MBOD 12020811** a policy responding to item 27) of these Minutes regarding disposition of items purchased for S&C review. Motion to read: “Items submitted or purchased for NMRA Magazine or C & I review shall be assigned a reviewer. Upon completion of an acceptable review these items are not required to be returned by the NMRA and may be retained by the reviewer, however, the items cannot be re-sold.” Motion passed on voice vote of the Board

41) Motions requested for Board consideration by the SCDM were moved by WDD with second by ALNAD:

- a. **MBOD 12020812** motion to change the language of Standard S-7.
- b. **MBOD 12020813** motion to change Standard S 3.1.2 taking out 009.
- c. **MBOD 12020814** motion to change Standard Q 1.2

42) These motions, all part of agenda package, were all approved by voice vote.

43) MBOD A from the agenda package became **MBOD 12020815** moved by ALNAD with second by WDD, “that it shall be the policy of the NMRA to name National Conventions in the following format: NMRA, City, Year – example “NMRA Portland 2015. The formal name will be the one used for all promotional efforts, name badges, and so on related to each convention. The host committee may add a catchy nickname or slogan below the formal name; example: Northwest Gateway 2013.” Motion passed on vote of six to two of the Board.

44) WDD as maker of motions MBOD C and following moves to withdraw all motions from consideration at this time. Since there had been no seconds to these motions, the action is considered complete without prejudice.

45) Directors discussed ballot process in terms of problem with timely delivery to overseas members. Plan for further discussion at the next meeting.

46) PDD raised question of why we cannot do an electronic issue of NMRA Magazine that could be electronically sent overseas where a local printer could generate hard copy. The Chief Financial Officer and Publications Department indicates that at this time it is not economically feasible, but there is a potential for future consideration of approaches to the issue.

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- 47) WDD proposed staffing an EHB and Strategic Plan review committee. ALNAD indicated the still-existent LRP committee can handle the Strategic Plan part and he will work with WDD and others on the EHB issue.
- 48) Resolutions of the Board:
- a. RBOD12020801 Resolution recognizing the service of Peter Jensen, retiring PDD, for his service to the NMRA and many contributions to the Board.
 - b. RBOD 12020802 Resolution recognizing the service of Don Hillman, retiring CAND for his service to the NMRA in general and to NMRA Canada for many years and wishing him a speedy recovery.
 - c. RBOD 12020803 Resolution recognizing Charlie Getz as ALNAD for his service and many contributions to the NMRA, the Board of Directors and the preceding Board of Trustees.
 - d. RBOD 12020804 Resolution expressing concern and best wishes of the Board to Vice President – Administration David Thornton and his family for speedy and full recovery from health problems.
- 49) PDD Jensen provided a final statement of having enjoyed his time on the Board as well as the work on several committees. He expressed special thanks to Chief Administrative Officer and head of the Chattanooga Headquarters operation Jenny Hendricks for all her help, and that of her staff, over the years with the Australasian Region.
- 50) Resolution and adjournment in memory of long-time member of NMRA and PSR Lynn Austin who passed away recently and to Lin Young, long time NMRA and MCR,
- 51) Division 9 member and region officer who recently passed away
- 52) Meeting adjourned by unanimous vote at 3:34 PM.

Respectfully Submitted

Robert V. Gangwish

NMRA Secretary

Attachments:

- A Abbreviations used in these Minutes
- B Text of MBOD 12020804 NMRA Standard S – 9.5

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- C Text of MBOD 12020808, Memorandum of Understanding with Hasea.com Model Railroad Association, Peoples Republic of China

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ATTACHMENT A
ABBREVIATIONS USED IN THESE MINUTES

ADD	Atlantic District Director
ADM	Administration Department Manager/Chief Administrative Officer
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
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-ADMIN	Vice President - Administration
VP-SPEC PROJ	Vice President – Special Projects
WDD	Western District Director

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Attachment B

Text of Motion MBOD12020804

Standard S – 9.5

“That the NMRA adopts Standard S 9.5 proposal for NMRAnet – hardware only (physical layer) with a standard CAN buss value of g 10K. NMRA also adopts a Recommended Practice of CAN value of g 20K.

NMRA understands that the or communication, not specified in the above Standard/Recommended Practice shall be the subject of future study by the committee reporting to the Chair of the S&C Department.

If either the Committee or the Chair encounters a problem, miscommunication, impasse or other delay, the Board directs the parties to contact the Board liaison, Stephen Priest, MMR, who shall act as conduit and arbiter on behalf of the Board.

All committee members shall execute the standard waiver of copyright/patent for work done for the NMRA.

The information on the Standard/Recommended Practice shall not include any information or recommendations as to the matter of nodes that can be supported.”

Motion approved on voice vote of NMRA Board of Directors, February 8, 2012.

**Memorandum of Understanding
January 2012**

This document is an agreement of cooperation between Hasea.com Model Railroad Association (HMRA) and NMRA as equal entities for the benefits of both parties.

I Prefix:

HMRA and NMRA are parallel organizations and institutes with no authority between each other. However, both organizations foster the learning and interest in trains in both prototype and model. In that regard, both organizations have an interest in uniformity of practice and celebrating differences in the way in which they study and model trains in their respective communities. For this reason, there is merit and advantage to each organization in cooperating with the other to insure a sharing of cultural and educational opportunities regarding railroads.

II HMRA will provide the following benefits to NMRA members:

1. For model rail events planned, organized or participated by HMRA (including train shows, model clinics, engagements with hobbyists and other commercial events), NMRA members will enjoy the same discount and benefits as members of HMRA.
2. NMRA will be able to access the texts, pictures and multimedia contents from the "Railfan" and "Model Train" magazines (published monthly) as well as website and other platforms owned by Hasea.com and HMRA.
3. HMRA will provide information about model rail trends, markets and other related information in China.
4. HMRA will promote NMRA in China by publishing NMRA's event information, pictures, technical articles and NMRA magazine on the website, magazines and other media platforms owned by Hasea.com and HMRA.
5. HMRA will be the liaison and publisher in China of model rail standards and other technical information published by NMRA and will promote said standards.
6. HMRA will provide logistic and other support in joint NMRA events in model rail show and hobbyist interactions in China.

III NMRA will provide the following benefits to Hasea.com and HMRA:

1. Certified members of HMRA will enjoy the same benefits of NMRA members, except for those proprietary internet access issues which are restricted to dues paying members of the NMRA and receipt directly to HMRA from headquarters of NMRA of any mailings including but not limited to the magazine.
2. NMRA will provide its published text, pictures and multi-media contents and electronic versions of its magazines to HMRA free of charge to the extent those materials are not confidential, restricted to dues paying members of NMRA, or copyright protected in a way which restricts dissemination to HMRA.

3. NMRA will introduce and promote Hasea.com, HMRA and China train models outside China.
4. NMRA will work with Hasea.com and HMRA as the official alliance organization in China on an exclusive basis. This cooperation includes but is not limited to, providing technical specifications and other relevant NMRA information as well as assisting in the organizing of train shows and other model railroading events in China, upon request of HASEA and HMRA. To the extent that costs are incurred in providing requested services, other than electronic transmission, Hasea.com and HMRA agree to reasonably reimburse NMRA for its out of pocket costs.

IV Miscellaneous Provisions:

1. HMRA will issue membership card as a certification to its members. The membership card will serve as ID for accessing benefits of HMRA and NMRA
2. The MOU is subject to change upon approval by HMRA and NMRA to suite the future situations. Only the MOU with the latest date will be the valid and correct version in case there is an inconsistency between versions.
3. The MOU will be in effect for one year, subject to renewal.
4. Either party may withdraw from the MOU upon thirty (30) day written notice to the other.
5. HMRA may have a liaison present at NMRA Board meetings to sit with the Board and interact as observer for all sessions open to members of the NMRA.

This Memorandum of Understanding (MOU) was approved by a vote of eight NMRA Board members with one abstention as MBOD 12020808 on February 8, 2012 at a regular meeting of the NMRA Board of Directors.