

National Model Railroad Association
Board of Directors Meeting
2010 Annual Meeting
9 - 10 July 2010
Hilton Milwaukee City Center, Milwaukee, WI
Minutes

- 1) President Brestel called the meeting to order at 9:02 AM, 9 July 2010.
- 2) Introduction of new member Jack Hamilton, MMR, as Western District Director. Introduction of guests Eric Dervinis, Ray de Blieck, Dave Liesse and William H. (Bill) Kaufman.
- 3) MBOD 10070901 Motion by ALWDD, second by EDD to approve the Minutes of the Winter 2010 Board Meeting. Motion passed by voice vote.
- 4) Board considered the candidates for Vice President. Board members had previously received the written statements of Stan Ames, Royal Bruce, Howard Goodwin, William H. (Bill) Kaufman, Dave Thornton and Tom Wortmann. In addition, those candidates who were unable to attend the Board interview session were invited to send a statement to be read by the Secretary. Statements of Stan Ames and Tom Wortmann were received and read to the Board. The candidates present were then interviewed by the Board individually, with other candidates asked to wait outside the meeting room.
- 5) The meeting recessed at 9:45 AM.
- 6) The meeting reconvened at 9:50 AM
- 7) The meeting recessed at 9:55 AM for an executive session to discuss the Vice President candidates.
- 8) Meeting reconvened at 11:55 AM.
- 9) MBOD10070902 The RACD moved with second by WDD that there shall be two Vice Presidents and the Regulations shall be amended to reflect this change. One Vice President shall be the Vice President – Administration and the other shall be the Vice President – Special Projects. This provision shall expire at the Summer 2012 meeting of the Board of Directors if not re-authorized by the Winter 2011 meeting of the Board. Motion passed by unanimous vote.
- 10) MBOD10070903 RACD moved, seconded by WDD that the Board appoint Dave Thornton as Vice President – Administration, and William (Bill) Kaufman as Vice President - Special Projects. Motion passed by unanimous vote.
- 11) Meeting recessed for lunch at Noon.
- 12) Meeting reconvened at 1:10 PM
- 13) Meeting recessed at 1:12 PM for an executive session to discuss personnel matters. The President was asked to handle.
- 14) Meeting reconvened at 2:18 PM

- 15) Discussion of cost incurred by Assistant Secretary as he had to be present at today's meeting to make a report on the Regions Definition Committee. MBOD10070904 moved by ALNAD with second by ADD, to approve reimbursement of Assistant Secretary's costs. Motion approved by voice vote.
- 16) Report on Gallery Exhibit at California State Railroad Museum. ALNAD Getz reported an update on progress and indicated a special event on Thursday during convention in Sacramento for the Gallery and what will be there.
- 17) Report on Region Definitions. John Stevens, Assistant Secretary, discussed activities leading to his report included in the agenda package on this subject. The Board reviewed and discussed the report. Motion MBOD10070905 by ALNAD, second by WDD, for Mr. Stevens to bring back a final form for BOD consideration at the Winter 2011 meeting.
- 18) Vice President Allen Pollock amended his report to reflect that the NMRA is working with Kalmbach Publications on the periodical index. Allen will continue to work with them but will include Bill Kaufman, Bob Amsler and Clark Kooning, MMR, CAND, on the team. Allen asked that an expression of thanks be given to Bill Wischer and Lee Riley for their promotion of the NMRA Anniversary. Mr. Getz will prepare resolutions to that effect.
- 19) Secretary was directed to send out an update to reports received after initial agenda package mailing for Directors, Officers and Department Managers.
- 20) M &TSM Henry Jordan, HLM, announced that James (Lumpy) Lupfer (current Floor Manager) will be replacing Tom Draper, HLM, DSA, PA, as Chairman of the National Train Show effective after the 2011 NTS in Sacramento.
- 21) Henry Jordan announced his retirement which will take place this coming year as chairman of the Meetings and Trade Show Department. This will be effective after a new chairman is selected and brought up to speed on the on going efforts of the department.
- 22) Tom Draper, HLM, DSA, PA reported that all 245 booths at the National Train Show have been sold.
- 23) President Brestel indicated that there will be three "Meet the President" sessions during the course of this convention and requested the presence of Directors, Officers and Department Managers at one or more of the sessions.
- 24) COMMD Gerry Leone, MMR, reported on updates to the survey on "Why I'm not renewing with the NMRA." He will continue gathering information and report at the Winter 2011 meeting.
- 25) Meeting recessed at 3:51 PM.
- 26) Meeting reconvened at 4:04 PM.

- 27) ALNAD Getz led discussion on election procedures. Suggests maybe allowing 600 words for written statements. This will be further discussed at the time a motion is presented tomorrow.
- 28) ALWWD Koester reported on the Diamond Club. We had \$60,000 collected as of a few months ago and contributions continue to come in. Pins, shirts and sweaters are on order. The committee has committed \$30,000 up front for startup of digitization. They envisage the cost would be about \$1.50 for each photo; this should be re-invested in further digitization work. There are close to 100,000 items to be digitized – the full presentation will be made tomorrow. For those interested in seeing a sample of what the digitization may look like, they were directed to www.atsfry.com to see rudimentary Santa Fe support of the NMRA 75th Anniversary train trip in September – behind a UP steam engine!
- 29) Meeting recessed at 4:48 PM.
- 30) Meeting reconvened at 9:01 AM July 10, 2010.
- 31) WDD Hamilton, MMR, discussed the list of benefits provided in the Winter 2010 reports: he felt that not all items, such as Scale Rails, were “benefits.” He feels that the “Bulletin” portion is a benefit as all members are supposed to get that. ALNAD Getz disagreed. This was followed by a general discussion but no action. COMMD Gerry Leone, MMR indicated that this was a list of possible benefits from joining.
- 32) Dave Liesse asked for clarification on the Library Committee: He and Jim Zinser, MMR, are the two active members currently and there has not been much activity for the past few years. President Brestel indicated he would get back to the committee on organization and goals.
- 33) CDD Thornton raised question with regard to recognition of the clubs that were instrumental in forming and supporting the NMRA. President Brestel asked Mr. Thornton and Mr. Leone to assemble a list of these clubs for proper recognition and report at the Winter 2012 meeting.
- 34) Tim Klevar asked about creating a web exchange for use by the Directors only. Mr. Amsler indicated that as long as no decisions were made in that web group, there was no legal preclusion. It may be a good practice to have such an exchange among Directors.
- 35) MBOD10070906 motion by ALNAD with second by WDD that NMRA Counsel Bob Amsler look into the feasibility of incorporating the NMRA in another state and reporting back at the Winter 2011 meeting. Motion passed on voice vote.
- 36) Meeting recessed at 9:49 AM.
- 37) Meeting reconvened at 10:09 AM.
- 38) Presentation on digitizing the Kalmbach Memorial Library collection of photos, slides and documents. This project has been undertaken with funds from the Diamond Club. It is expected that a website will be functional by January 2011. A sample of what can be achieved can be viewed at the website www.atsfry.com.

- 39) Treasurer Kevin Feeney referred to the budget submitted at the February 2010 Board meeting; since then we have reduced the number of credit cards from three to one. Directors raised questions about the meaning of some elements of the report and these were explained.
- 40) Kevin Feeney submitted his resignation as Treasurer effective July 19, 2010. MBOD10070907 moved by ALNAD with second by PDD to accept the resignation. Motion approved by voice vote.
- 41) President Brestel announced that the new Treasurer will be Frank Koch, HLM, who has vast experience from his former work with Proctor & Gamble in the areas of finance and human resources.
- 42) Meeting recessed at 11:49 AM.
- 43) Meeting reconvened at 1:03 PM
- 44) MBOD10070908 motion by WDD with second by EDD to confirm selection of Frank Koch, HLM, as Treasurer. Motion passed unanimously.
- 45) Board talked about discussion points 1 and 2 from the Order of Business sheet regarding revisiting the LRP. We should have a process to review the plan. MBOD10070909, CDD moved, seconded by ALNAD to set up a committee to head up a strategic plan review committee that will consist of ALNAD Getz as chair, WDD Hamilton, MMR, PDD Jensen and CAND Kooning, MMR, which will report to the Board at the Winter 2011 meeting in Las Vegas.
- 46) With regard to discussion point 3, National's relationship with Divisions and groups, this topic was delegated to Vice President - Special Projects Kaufman for appropriate action.
- 47) Discussion of videotaping of clinics. The Board has previously visited this subject, particularly of commercial videotaping of clinics. The video taper needs clearance from copyright holder – usually the clinician. We have a policy on commercial concerns, but may need something for the noncommercial. If copyright involved, the filmmaker needs to get copyright holder approval. Mr. Amsler indicates we should set up for members only. There have been some expressions of interest for clinics in the coming week.
- 48) ALNAD moved, with second by WDD, MBOD10070910 as an interim policy on videotaping clinics. [Because of the size, this motion is included as Attachment B to these Minutes.] Motion passed by voice vote.
- 49) The Board heard presentations by the three candidates to host the 2014 National Convention. The three were Calgary, Canada for August 16 – 24 or 14 – 16, 2014; Cleveland, OH for July 13 – 21 or as an alternate, July 9 – 24, 2014; Memphis, TN for July 9 – 22, 2014.
- 50) After hearing the presentations and discussion the Board approved by voice vote MBOD10070911, granting the 2014 Convention to Cleveland, OH.
- 51) Meeting recessed at 4:57 PM for dinner.
- 52) Meeting reconvened at 7:13 PM

- 53) MBOD10070912 [Agenda motion MBOD A] moved by PDD, seconded by CAND accepting revision to Standard S-2 Coupler. Motion approved by voice vote.
- 54) MBOD10070913 [Agenda motion MBOD B] moved by RACD with second by PDD to accept new RP-21 Couplers for Large Scale. Motion approved by voice vote.
- 55) Agenda motion MBOD C was withdrawn from consideration by its mover, RACD Ferguson.
- 56) MBOD10070914 motion by PDD and ADD with second by ALWWD to enable the creation of NMRA Divisions within the boundaries of the Atlantic and Pacific Districts. Motion approved by voice vote. Text of the motion is included as Attachment C to these minutes.
- 57) MBOD10070915 moved by WDD with second by RACD that henceforth all models such as Commemorative cars and Heritage cars sold or sponsored by the NMRA shall have a valid NMRA Warrant certifying that the models meet all applicable NMRA Standards. No vote on the motion.
- 58) MBOD10070916 Motion to table MBOD10070915 by CDD with second by ALWWD. Motion approved by voice vote.
- 59) MBOD10070917 ALNAD moves, with second by WDD, the amendment of EHB/Regulations regarding the National Nominating Committee. Motion approved by voice vote and included as Attachment D to these minutes.
- 60) MBOD10070918 At the request of the Secretary, ALNAD moved, PDD seconded, Board approval of the 2010 election results and authorized the destruction of the ballots from that election. Motion passed on voice vote.
- 61) RBOD10070901 ALNAD moved, with second by PDD a Resolution thanking William K. Walthers, Inc. and Bill Wischer, for their support of the 75th NMRA Anniversary. Resolution approved unanimously and text included as Attachment E to these minutes.
- 62) RBOD10070902 ALNAD moved, with second by ADD a resolution of thanks to Kalmbach Publishing for their support of the NMRA 75th Anniversary. Resolution approved by unanimous vote and the text is included as Attachment F to these minutes.
- 63) RBOD10070903 ALNAD moved, with second by CAND, a resolution recognizing the services of Miles Hale, MMR, as Western District Director. Resolution approved by unanimous vote and the text is included as Attachment G to these minutes.
- 64) RBOD10070904 ALNAD moved, with second by ADD a resolution recognizing the service of Kevin Feeney as Chief Financial Officer of the NMRA. Resolution approved by unanimous vote and text of resolution is included as Attachment H to these minutes.
- 65) RBOD10070905 ALNAD moved with second by PDD, a resolution in appreciation for the many services of Allen Pollock, HLM, to the NMRA for the

past several years. Resolution was unanimously approved by the Board and the text is included as Attachment I to these minutes.

- 66) RBOD10070906 ALNAD moved, with second by PDD, a resolution in appreciation of the services to the NMRA and its members by Jan Wescott, recently retired Manager of Membership Services & Promotion Department. Resolution unanimously approved by the Board and the text is included in these minutes as Attachment J.
- 67) MBOD10070919 Motion by ALNAD with second by EDD to accept the resignation of David Thornton as Central District Director effective with the close of business at this Board meeting. Motion approved on voice vote.
- 68) The Directors agreed that the agenda item on Disaster Planning should be moved to the agenda for the Winter 2011 meeting.
- 69) Directors discussed a review of the ABC costs. These need to be updated. MBOD10070920 moved by PDD with second by CAND that \$1.00 be added to the costs effective November 1, 2010. Motion approved on voice vote.
- 70) COMMD Gerry Leone, MMR, reported that articles by Jim Zinser, MMR, published in past issues of Scale Rails will be put in a member's only web site by Chuck Diljak.
- 71) PDD Jensen asked that the Publications Committee review the possibility of putting the magazine into a secured .pdf file for the Atlantic and Pacific Districts and report at Las Vegas. Directors generally agreed and directed that the subject be put on the agenda for the Winter 2011 meeting.
- 72) President Brestel announced that the membership of the Audit Committee will be John Roberts, HLM, Chair, and members Jack Hamilton, MMR, and Nobby Clark. MBOD10070921 moved by ALNAD with second by WDD approving the appointments passed on voice vote.
- 73) John Roberts, HLM, appointed by the Board to be the Director on the Budget and Finance Committee.
- 74) MBOD10070922 Motion by ALNAD with second by PDD to permanently restrict funds from Eric Sandberg estate (estimated at \$130,000) to keep them separate from the general fund. Motion approved by voice vote.
- 75) President Brestel announced that the Winter 2011 Board meeting will be held in Las Vegas, NV, February 23 – 24, 2011, at a place to be determined. Members should plan to arrive on Tuesday, February 22, and depart on Friday, February 25th. There will probably be an executive session on February 22, 2011.
- 76) Meeting adjourned at 10:30 PM in honor of the memory of Brian Ellerby, DSA, who passed away recently.

Respectfully Submitted,

Robert V. Gangwish,

Secretary

- Appendix A Abbreviations used in these Minutes
- Appendix B Motion on interim policy on videotaping clinics
- Appendix C Motion allowing creation of Divisions within Atlantic & Pacific Districts
- Appendix D Motion to amend EHB regarding Nominating Committee
- Appendix E Resolution of thanks for support to Wm. K. Walthers, Inc.
- Appendix F Resolution of thanks for support to Kalmbach Publishing Co.
- Appendix G Resolution of appreciation for services by Miles Hale, MMR
- Appendix H Resolution of appreciation for services by Kevin Feeney
- Appendix I Resolution of appreciation for extensive service of Allen Pollock, HLM
- Appendix J Resolution of appreciation for services of Jan Wescott

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
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

APPENDIX B

Agenda Motion # MDOD F

Minutes of the Meeting Motion # MBOD10070910

Motion for Policy

The ALNAD moves, with second by WDD:

The NMRA shall allow non-commercial video reproduction of clinics if the presenter also provides permission. The presenter must warrant that he has secured all necessary copyright and/or trademark authorizations. The NMRA shall allow commercial video reproduction of clinics provided the commercial entity agrees to provide a copy of the final product to the NMRA and NMRA retains the right to the product to its members only in any format in perpetuity. The commercial entity may only use the product for a period of six (6) months. This permission is not for production or sales of copies to any person or entity.

This policy will be presented along with longer term policy recommendations for consideration by the Board of Directors at the 2011 Winter meeting in Las Vegas, NV.

Motion passed on voice vote July 10, 2010

APPENDIX C

Agenda Motion # D

Meeting Minutes Motion # MBOD 10070914

Motion by PDD and ADD with second by ALWWD to amend Article VIII, Section 11 and Article VII, Section 2, Subpart K as follows:

Article VII, Section 11;

- A. There may be created districts which shall be small areas with geographical boundaries within the territory of the Atlantic District and the Pacific District as those districts are defined in Article III, Section 12, Subparts D and E.
- B. The British Region shall be responsible for providing administrative support and other services to districts within the Atlantic District and the Australasia Region shall be responsible for providing administrative support and other services to districts within the Pacific District.
- C. These districts shall be established in order to allow NMRA members in areas not within Regions to avail themselves of opportunities utilized by NMRA members within Divisions.
- D. To the extent possible sub-districts shall be similar to Divisions within Regions with recognition that population and local factors may require special consideration and rules.

Article VII, Section 2, Subpart K:

The International Committee shall establish rules and procedures for the establishment, boundaries, administration, and operation of the sub-districts established in Article VIII, Section 11. All rules and procedures of the International Committee shall be published in the Executive Handbook and subject to review or revision by the Board of Directors in the same manner as any other committee.

Motion approved by voice vote, July 10, 2010.

APPENDIX D

Agenda Motion # H

Meeting Minutes Motion # MBOD10070917

ALNAD moves with second by WDD that the Regulations/Executive Handbook be amended in the appropriate provisions to accomplish the following:

- 1) Require the Nominating Committee to publish its report and recommendations no later than at the annual meeting of the Board of Directors.
- 2) Nominations by petition shall be allowed no later than thirty (30) days after the publication of the Nominating Committee report.
- 3) Any election timelines shall be adjusted accordingly.
- 4) Official statements of qualifications for candidates nominated for the national ballot shall be allowed up to 500 words for the written published statements and up to 1200 words per statement published by electronic means.

Motion passed by voice vote on July 10, 2010.

APPENDIX E

Resolution RBOD10070901

WHEREAS the NMRA is celebrating its 75th Anniversary in 2010 and,

WHEREAS William K. Walther's corporation has made substantial contributions to that anniversary by acknowledging the event in its paid advertising in the many model railroad magazines.

NOW, THEREFORE, BE IT RESOLVED THAT the Board of Directors of the National Model Railroad Association hereby acknowledges and expresses its sincere appreciation to the William K. Walther's Corporation for its many contributions to the NMRA over the years.

Resolution approved by unanimous vote of the NMRA Board of Directors on July 10, 2010.

APPENDIX F

RESOLUTION RBOD10070902

WHEREAS Kalmbach Publishing Company has supported the mission of the NMRA and,

WHEREAS that support including print references in Model Railroader to the NMRA and its 75th Anniversary, and has contributed to the work of the NMRA,

NOW, THEREFORE, BE IT RESOLVED that the National Model Railroad Association Board of Directors acknowledges and thanks Kalmbach Publishing for its support of the National Model Railroad Association.

Resolution approved by unanimous vote of the NMRA Board of Directors on July 10, 2010

APPENDIX G

RESOLUTION RBOD10070903

WHEREAS Miles Hale, MMR has served as Western District Director from 2007 to 2010 and,

WHEREAS he made many contributions to the operation of the Board of Directors and to the success of our mission,

NOW, THEREFORE, BE IT RESOLVED that The Board of Directors of the National Model Railroad Association acknowledges and thanks Miles Hale, MMR, for his work while on the Board of Directors.

Resolution approved by unanimous vote of the NMRA Board of Directors on July 10, 2010

APPENDIX H

RESOLUTION RBOD10070904

WHEREAS Kevin Feeney served as Chief Financial Officer of the NMRA from 2009 until 2010 and,

WHEREAS he has assisted in the work of the NMRA,

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the National Model Railroad Association acknowledges and thanks Kevin Feeney for his efforts on behalf of the NMRA.

Resolution approved by unanimous vote of the NMRA Board of Directors on July 10, 2010

APPENDIX I

RESOLUTION RBOD10070905

WHEREAS Allen Pollock, HLM, has served with distinction over the years as NMRA Vice President and President, and most recently as Vice President again due to a vacancy in the office and,

WHEREAS he has discharged his duties with panache, always making significant contributions to the National Model Railroad Association.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the National Model Railroad Association acknowledges with thanks and much appreciation Allen Pollock, HLM, for his efforts on behalf of the NMRA

Resolution approved by unanimous vote of the NMRA Board of Directors on July 10, 2010

APPENDIX J

RESOLUTION RBOD10070906

WHEREAS Jan Wescott has served the National Model Railroad Association over the past several years in a variety of positions including Education Department Manager from 2003 to 2005 and Membership Services & Promotion Department Manger from 2005 to 2010, building a dedicated staff in each instance and,

WHEREAS her efforts have been untiring on behalf of the National Model Railroad Association and its members and have advanced the success of our mission.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the National Model Railroad Association acknowledges and thanks Jan Wescott for her many efforts on behalf of the NMRA and its members and wishes her the best for the future.

Resolution approved by unanimous vote of the NMRA Board of Directors on July 10, 2010