

National Model Railroad Association
Board of Directors Meeting
2009 Annual Meeting
3 - 6 July 2009
Crown Point Plaza, Hartford, CT
Minutes

- 1) President Brestel called the meeting to order at 8:51 AM, 3 July 2009
- 2) The roll was called and all members were present.
- 3) The meeting recessed at 8:55 AM for an Executive session of the Directors.
- 4) The meeting reconvened at 1:05 PM 3 July 2009
- 5) President Brestel recognized guests in attendance, Eric Dervinis and Ray deBlieck. John Stevens, Assistant Secretary, was also in attendance.
- 6) MBOD 09070301 Motion was made to approve the Minutes of the February 20 – 21 2009 meeting. Secretary Gangwish noted an error in Motion MBOD 09022005 at Item 23 of those minutes and provided the corrective language “MBOD 09022005 Motion by ADD Clarke, second by CAND Kooning to suspend for this year the requirements for the ballots to be received by April 1, accepting those postmarked by April 10, to make the dates for the ballots to be received by May 1, but to count any ballots received by May 15 that also had the May 1 or earlier postmark. [The underscored portion is the correction.] Motion approved on voice vote.”
Thereupon Motion 09070301 was made by ALNAD Getz, second by ADD Clarke, to approve the Minutes of February 20 – 21 2009 as amended. Motion passed on voice vote.

Department and Committee Reports:

- 7) The Board received copies of the Audit Report as well as reports of the RAC Director and the ITD Manager.
- 8) President Brestel introduced Gerry Leone, MMR, newly appointed NMRA Communications Director and Member Services Department Deputy Manager, who is filling in for ailing Department Manager Jan Wescott.
- 9) President Brestel recognized newly-elected EDD John Roberts, MMR and formerly MAP Department Manager. Mr. Brestel also indicated that Tom Draper, HLM, DSA, will be retiring as Treasurer after transitioning the duties to the new Chief Financial Officer Kevin Feeney in August or September. Tom will assume duties as MAPD Manager and continue his work as National Train Show Chair.
- 10) President Brestel reported on the appointment of Tim Klevar as Information Technology Department Manager (ITDM); Tim could not get time off his regular job to attend the meeting, but his report was submitted to Board members. President Brestel also reported that the database is up and running in Chattanooga,

- and that they are negotiating for it to be on the NMRA server (www.nmra.org). When the material has been migrated it will be available to Directors, Officers, Department Managers and NMRA members only. This should speed up the process.
- 11) It was reported that Joe Fugate says his online website magazine will carry recorded sessions of all the SIG clinics. The Board needs to discuss.
 - 12) President Brestel reported accepting the retirement of National Nominating Committee Chair Fred Bock, MMR, with thanks for his services. Didrik Voss, MMR, is named as the new National Nominating Committee Chair.
 - 13) PDM de Young advised the Board that his report had gone out via email. He read highlights of his report for the Board. Board members discussed the cost of the Train Show issue of *Scale Rails* with the thought of possibly not running a special issue in 2010 and the future. Mr. Draper advised that such action for 2010 would be costly as we already have a number of ads specifically for that issue. The matter was dropped.
 - 14) CDD Kooning indicated that his report would be forthcoming. He is concerned about the effect of the change in US immigration policy on cross-border regions. The requirement for people in the US to have a passport to return to the US from Canada will impact on those regions as many in US do not want to file for a passport. For areas such as Buffalo, NY (NFR) this will present a problem for the members continued involvement in the Region activities when many of those activities are across the border.
 - 15) MBOD 09070302 ALNAD Getz moved the consent agenda to accept reports. ADD Clarke seconded. Motion passed on voice vote.
 - 16) NMRA Communications Director Leone made a presentation on his work and planned activities for the near future in improving communications with regions and divisions of the NMRA.
 - 17) The Board recessed at 2:09 PM.
 - 18) The Board reconvened at 2:20 PM
 - 19) ALWWD Koester made a presentation on strategic planning and future designs to increase NMRA recognition including the design graphics of possible alternatives for the NMRA logo and various actions that can be used on the web on sites like nmra.org as well as future look for NMRA communications. These Minutes are inadequate to portray all the features Mr. Koester included in his report. At the conclusion President Brestel asked for a straw vote of the Board on the presentation; the result was 8.5 out of 9 were in favor - PDD Jensen expressed support for the concept, but will withhold full agreement until the 2010 Mid-Year full presentation.

- 20) PDM de Young reported that the contract with White River Productions was extended to the end of the NMRA fiscal year, December 31.
- 21) CDD Thornton presented the Audit Committee Report for the period ending 12-31-08. The Board previously accepted this report. It was agreed that a summary of the Report would be placed on the website with a notice in SR to draw attention to its availability on the website.
- 22) The meeting recessed at 4:22 PM for an executive session of the Directors.
- 23) The meeting reconvened at 9:00 AM, Saturday, 4 July 2009.
- 24) Gerry Leone, MMR reported that he will be setting up the NMRA membership display at the National Train Show and would welcome help at the booth.
- 25) Tom Draper, HLM, DSA, reported that all 321 booths were sold out for the National Train Show, and that there would be 24 modular layouts on display. He also reported that 20% of the booths had been sold for the 2010 National Train Show in Milwaukee.

Correspondence:

The Board and Officers acknowledged receipt of a report from Eric Dervinis and Ray deBlieck and thanked them for their input.

- 26) Mr. Draper indicated there were no additions to the Budget which was approved at the Orlando meeting. He did make reference to the five-month report sent to the Board, Officers and Department Managers indicating that we were in not too bad a position as of that report. President Brestel expressed thanks to the Department Managers for controlling costs in their areas during the period. He also referred to the fund raising efforts initiated by Roger Cason, MMR, former Fund Raising Department Manager, which have been most helpful in bringing in additional revenue. John Lowrance, MMR, will coordinate with Roger on renewing the Federal Contributions form. Eric Dervinis reported that Mr. Cason suffered a medical problem while on vacation and is currently in Idaho Falls Hospital. [Subsequent communications indicated Roger is recovering and is now at home]. ALNAD Getz raised questions on the items of permanently restricted and temporarily restricted in the support pages of the budget document. The definition of these was provided.
It was reported that several books are in development or in process of being reprinted. Sales of the Logging book are doing well. They are working on another Porter book as well as a new book on steel modeling.
CDD Thornton indicated a problem with the lack of comparisons between calendar/ budget years.
The Budget Report was accepted.

Unfinished Business:

- 27) The IT Department Report submitted yesterday was approved.

28) Consideration of MBOD N was moved to the afternoon session.

New Business:

- 29) ADM Hendricks confirmed that the database will be migrated onto the www.nmra.org website.
- 30) Mr. Brestel expressed compliments to Bill Kaufman on setting up and managing the Regions and Divisions Yahoo group online – getting some interesting suggestions from members of the group.
- 31) ADM Hendricks reported that 28% of the registrants for this year’s Convention used the online registration approach. The online registration project is coming along fairly well and the 2011 registration may have more registrants by this technique.
- 32) EDD Roberts questioned the cut-off of online registrations because of the move of many from Headquarters to pack for shipping to Hartford. This presented some problems to folks who might have used the online registration.
- 33) Meeting recessed at 9:49 AM.
- 34) Meeting reconvened at 10:05 AM.

Consideration of Motions:

- 35) MBOD 09070303 Agenda Motion A moved by CDD Thornton, second by ADD Clarke amending Regulations, Article VIII, paragraphs 7 F and H moving Kosciusko County, Indiana, from the Midwest Region to the North Central Region. Motion approved on voice vote.
- 36) Motion by ALNAD Getz that Agenda motions B through H and M be treated as a package as they all relate to Standards. ADD Clarke seconds. Motion approved on voice vote. They will be treated as a group and assigned the following Meeting Minutes Motion designations of:
MBOD 09070304 – Agenda Motion B
MBOD 09070305 – Agenda Motion C
MBOD 09070306 – Agenda Motion D
MBOD 09070307 – Agenda Motion E
MBOD 09070308 – Agenda Motion F
MBOD 09070309– Agenda Motion G
MBOD 09070310 – Agenda Motion H
MBOD 09070311 – Agenda Motion M
- 37) MBOD 09070312 Agenda Motion I, WDD Hale, MMR moves that the NMRA Secretary be directed to notify the current magazine editor of upcoming positions open for election at the election 11 months prior to the summer BOD meeting. These positions are listed under G 1.1 of the Executive Handbook. These open positions are to be announced in the first possible issue of the NMRA’s magazine

after notification from the Secretary. The address of the Secretary will be given for any response of a volunteer for any position. Motion approved on voice vote.

- 38) Agenda Motions J & K were withdrawn by the maker.
- 39) MBOD 09070313 – Agenda Motion L, CDD Thornton moves that all of the proceeds received from the estate of Richard Honney be used to make repayment of the investment funds as required by BOT motions made to borrow money from those funds during the 2000 – 2004 time period. The article was further amended to include the text that “all of unrestricted proceeds received from any estate be placed in the investment account.” CDD Thornton accepted the amendment, ADD Clarke and CAND Kooning seconded. Motion approved on voice vote.
- 40) Agenda Motion N will be considered after lunch.
- 41) Agenda Motion O was withdrawn by the maker. ALNAD Getz and RACD Ferguson will work on this proposal and report back to the Board at the Mid-Year meeting.
- 42) MBOD 09070314 ALNAD Getz moves that the Standards & Conformance Department budget have a \$ 1,000 line item annual budget for the purpose of purchasing through commercial vendors, products for conformance testing that in the discretion of the Department are not obtainable through donation or other means, are desirable for testing and represent items available for sale to scale model railroaders. WDD Hale seconds the motion. Motion passed with one abstention from ADD Clarke.
- 43) Meeting recessed at 11:04 AM.
- 44) Meeting reconvened at 1:07 PM.
- 45) MBOD 09070315, Agenda Motion N, ALNAD Getz moves and RACD Ferguson seconds that Regulations Article IV, paragraphs 1 & 2 be amended revised the definitions of classes of membership. The full text of this Motion is Attachment B of these Minutes. Motion passed on voice vote.
- 46) MBOD 09070316 ALNAD Getz moved and RACD Ferguson seconds that the Regulations, Article VIII, Section 1 [also found as EHB Section A, 4.1 after paragraph G] text following Paragraph G be amended to read:
“Membership in the NMRA commences at the time in which the requisite membership dues for the class of membership sought and for which the applicant qualifies, is paid to an authorized representative of the NMRA. Said membership shall list the member, with the exception of Corporate Member, at all levels of the NMRA organizational structure on both the National (and International) and local levels in accordance with Article VIII, this Article and other applicable provisions of the EHB.” Motion passed on a voice vote.

Convention Business:

- 47) MSTDM Jordan reported on convention business:
Jim Zinser has completed a CD for potential convention hosts to understand what is needed to promote a successful convention. CD was distributed to all BOD members.
Mr. Jordan reported on the problems vis a vis the Marriott Hotel and the necessity to move the Board meetings and most of the Board and staff to the Crown Plaza Hotel. The problems have been resolved, but it may still cost us \$3,200 because of the room nights issue. We do have 860+ registered for the convention as of July 1. **(Final count was 1029)** We will not have a company store as the cost of transporting the material from Chattanooga to Hartford and back is greater than any income we might receive. He also indicated that there will be a shuttle bus between the two hotels every half hour starting at 7:30 AM with the last run at 11:30 PM. There will be an open meeting at 7:00 AM Monday in Ballroom B at the Convention Center and all Directors and Officers are urged to be present. Mr. Jordan indicated that at present there are no problems with the 2010 convention in Milwaukee. ALNAD Getz complimented Mr. Jordan and the convention staff on their work.
- 48) ALWWD Koester discussed things the NMRA is doing or will be doing for actions of the organization. The Board discussed actions already taken but not publicized as well as actions that will be taken. EDUCM Lowrance suggests reorganizing the agenda order of business to discuss activities outside of the formal agenda items.
It was emphasized that articles in *Scale Rails* should reflect the NMRA tie-in; sometimes it is not clear that there is a relationship whether the modeler or author is an NMRA member or the layout or model being discussed is in some way related to NMRA activities.
- 48) President Brestel asked that the Meeting be recessed for the day in honor of the late Harold H. Carstens, President of Carstens Publications, Inc. and long a supporter of the hobby, the model railroad industry and the NMRA. Mr. Brestel quoted from the last editorial of Hal Carstens in the July issue:
“The Hartford National is looming as this is written. We’ve heard its sold out and that there are loads of activities. Come visit our booth at the Train Show and meet with members of the staff. We expect a pleasant surprise appearance at the banquet when a well-known personality will accept a Pioneers Award for her father.
We’ll again be awarding the Carstens Trophy for the model our staff feels best demonstrates originality in craftsmanship. Hey, give it a try.”
The meeting then recessed at 3:41 PM.
- 49) The meeting reconvened at 7:55 AM on 6 July 2009. Present were President Brestel, Vice-President Pollock, Secretary Gangwish and Directors Nobby Clarke, Miles Hale, MMR, with proxy from Clark Kooning, MMR, Peter Jensen, Tony Koester, John Roberts, MMR and Dave Thornton.
- 50) MBOD 09070317 Motion by ALWWD Koester, 2d by ADD Clarke to accept the election results. Motion approved on voice vote.

51) MDOD 09070318 Motion by WDD Hale, MMR, 2d by PDD Jensen to approve the destruction of the 2009 ballot forms. Motion passed on voice vote.

52) Meeting adjourned at 8:00 AM.

While not listed in the above notes, President Brestel indicated that the 2010 Mid-Year Board meeting will be 19 – 20 February 2010; location to be designated later.

Respectfully Submitted,

Robert V. Gangwish,
Secretary

Appendix A Abbreviation used in these Minutes

Appendix B Full text of MBOD 09070316 – Agenda Motion N

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
CAND	Canada Director
CDD	Central District Director
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
RACD	Regional Advisory Council Director
SCDM	Standards & Conformance Department Manager
WDD	Western District Director

APPENDIX B

TEXT OF MOTION MBOD 09070316 – AGENDA MOTION N

The At-Large North America District Director moves, RACD seconds,
Membership and Dues

Revised Version:

Article IV

1. All dues submitted to the Headquarters Office shall be paid in US dollars in accordance with the schedule of dues by the Board of Directors for each category of membership and published in the Executive Handbook. The following classes of membership are established for which the following rights and obligations apply:
 - A. Regular Member. Any person interested in model railroading may become a Regular Member upon application to the Administration Department and payment of the appropriate dues as set forth in the Executive Handbook. This class of membership includes full rights of membership plus basic communication (NMRA Bulletin).
 - B. Sustaining Member. Any person, association, corporation, or other business organization interested in model railroading may become a Sustaining Member upon application dues as set forth in the Executive Handbook. The class of membership includes full rights of membership, plus a subscription to Scale Rails and the NMRA Bulletin.
 - C. Family Member. The spouse or minor child of any member in good standing may become a Family Member upon application to the Administration Department and payment of the appropriate dues as set forth in the Executive Handbook. This class has no publication benefits.
 - D. Student Member. Any person 18 years of age and under, and interested in model railroading, may become a Student Member upon application to the Administration Department and payment of the appropriate dues as set forth in the Executive Handbook. Additionally, any person between the ages of 19 and 25, possessing a current valid student ID from an accredited institution, may also apply for Student Membership. This class will include a subscription to Scale Rails and the NMRA Bulletin.
 - E. Life Member. Other than Honorary Life Member, this class of membership is closed. The subcategories other than Life Member describe existing membership only and do not create new rights. The classification of Life Member shall be categorized into the following sub-classifications:
 1. Honorary Life Member. As recognition for meritorious service to the National Model Railroad Association, any person or organization may be elected as an Honorary Life Member by a vote of a majority of the Board of Directors and shall not be required to pay any additional dues. This includes full rights of membership plus a subscription to Scale Rails and the NMRA Bulletin.

2. Non-Actuarial Life Member. Any member who purchased an NMRA Life Membership prior to the implementation of the actuarial process for pricing the cost of Life Membership shall be a member of this class. This includes full rights of membership plus a subscription to Scale Rails and the NMRA Bulletin.
 3. Actuarial Life Member. Any member who purchased an NMRA Life Membership after the implementation of the actuarial process for pricing the cost of Life Membership shall be a member of this class. This class includes rights of membership plus a subscription to Scale Rails and the NMRA Bulletin.
- F. Corporate Member. Any manufacturer, retailer, wholesaler, or other person engaged in the business of model railroading may become a Corporate Member of the NMRA upon application to the Administration Department and payment of the appropriate dues as set forth in the Executive Handbook. This class will include a subscription to Scale Rails and the NMRA Bulletin.

Membership in and paying the requisite amount of dues in the class of membership above shall enlist the member, with the exception of the Legacy and Corporate Member, at all levels of the NMRA organizational structure on both the national (or international) and local levels in accordance with Article VIII, this Article, and the Executive Handbook. [This paragraph was modified entirely by MBOD 09070317]

2. Membership Rights and Privileges

- A. All the above membership classes, including Honorary Life Member but excluding Family Member, shall include basic communications from both the National and Regional levels, the exact nature and form of national communications is to be set forth in accordance with these Regulations and any policies adopted by the Board of Directors, in the Executive Handbook
 - B. Each member in the above classes including Honorary Life Member, shall have the right to:
 1. Receive a membership card as proof of membership and the class of membership, and be listed in all rosters for their class of membership.
 2. Participate in all NMRA activities, including those administered through any Region or division, but subject to the payments of any user fees otherwise imposed upon members of the Region or division in which the activity is occurring, and meeting any other qualifications or conditions established by the Region/Division and/or NMRA.
 3. Except for Family Members, and Sustaining and Corporate Members other than individuals, the right to vote and run for an elective office in any Region or Division of which the member is a resident member, subject to any qualifications and conditions established by the NMRA and, if applicable, by the Region and/or Division.
- NB, SUBSECTIONS 4-11 AND REMAINING SECTIONS UNCHANGED.

