

## **Minutes of NPRHA Board Meeting – 7/10/2002 – Portland, OR Airport Holiday Inn**

Directors Present: Beach (P), Bratt (VP), McCoy (T), Horne (S), Fredrickson, Russell.

Directors Absent: Broderick (Resigned previously), Carlson, Leach.

Managers & Committee Chairs Present: Durr, Phillips, Schrenk, Snow, G. & J. Wildung,

Guests Present: Arena, Eagan, Einzig, Kuebler, McKee, Pickell, Reese, Tarbox.

Called to Order at 8:05 p.m., Phil Beach presiding

Approval of Agenda: Unanimous

Approval of Minutes of 11/18/01 Telephonic Meeting: Unanimous

Announcements: None

### **Officers' Reports:**

President – none

Vice President – none

Treasurer – Approved unanimously (see attached). Bob McCoy also presented a draft of the Association's first Annual Budget (see attached).

Secretary – Reviewed proposed By-Laws revisions, and answered questions from the floor.

### **Committee Reports:**

Audit of Treasurer - Jim McKee reviewed his audit (see attached), and mentioned the need to incorporate a full report on the Company Store on an annual basis.

Company Store – Gary and Joy (co-managers) reported that the transition has been difficult, but is complete. A computer back-up is made monthly and sent to the Treasurer. There have been some problems with the computer, which need to be rectified, and they have notified Beach and McCoy that most, if not all, of their hardware needs to be replaced. (McCoy and Tarbox will coordinate the replacement, within a budget estimate of \$1500). A motion (Bratt) to increase the quarterly compensation for the Store Managers from \$840 to \$930, effective immediately, was passed unanimously.

Audit of Company Store - Mike Brenteson's Audit Report (see attached) was accepted unanimously following explanation and brief discussion. A motion to extend a complimentary membership to Mike, in recognition of his extensive services to the Association in this matter, was approved unanimously.

Publications – Duane Durr distributed copies of the 2003 Calendar to all present, and reminded everyone that the success of this publication depends heavily on the contribution of photos and ideas by the membership.

John Phillips distributed his report (see attached), and reminded us of the need to upgrade his computer, a project which is currently underway. He went on to explain that the

“Convention Issue” was not out until this week, largely because the publisher’s schedule does not accommodate our schedule. John mentioned that there have been content vs. layout problems, and admitted that while the Convention Issue looks like one, it was not out on time.

Dennis Henry, Chair of the Mainstreeter Review Board, although not present, had submitted a report via e-mail (see attached) which is self-explanatory. It contains five specific recommendations, which should be considered by the board fairly soon.

There was considerable additional discussion about the timing of getting information out in The Mainstreeter, Tell-Tales, the Website, etc., as it is received from the Convention Chair. Additional discussion was deferred, pending the recommendations of this year’s chair.

Membership – Norm Snow distributed an analysis of membership over the past nine years, showing a fairly steady increase since 1994 (see attached). He also distributed copies of a list of “Institutional Members”, which could provide leads to articles and other input to the Association (see attached). Norm also mentioned the valuable assistance provided by Fred Loveless and Dave Hilliard in checking the NPRHA mailbox and forwarding the mail promptly to him.

Bill Einzig rose to point out that although he has given \$250 to the Preservation Fund each of the last two years, he has yet to receive a current membership card. There was discussion about the need to promptly and properly recognize all of our benefactors with a thank-you note and a membership card, where appropriate. Note: subsequent discussions with Norm have revealed that Mr Einzig has, in fact, received recognition for his gifts, although without the card. Further, improvements to Norm’s computer would enable him to produce and distribute the cards on a timely basis.

Conventions – Jim Russell, ‘02 Chair, asked that each director take a ½-hour turn at the NPRHA table at the portion of the Saturday swap meet, open to the public from 10 to 3, to answer questions about the Association and to enlist new members. Note: the swap meet, which was very well attended, provided us with several new members.

Preservation – Larry Schrenk presented an Archive Report (see attached) and asked for funds to support the continuing activities at the Jackson Street site for another year. A motion to approve the \$5250 request was passed unanimously. Our annual costs, for the foreseeable future, will continue at that level.

Nominations – John Bratt placed the following names in nomination for the Board:

To fill the one-year unexpired term of Warren Broderick – Jim Dick; to fill the full two-year term of Jim Fredrickson, who wishes to retire from the Board – Jan Taylor; and to continue in service on the Board for two more years – Don Carlson, Bob McCoy, and Jim Russell.

### **Old Business:**

Association Web Site – There was discussion around the need for protocols on the site. Jim Russell was designated the Chair, with Gary Tarbox assisting, to form a task force to study the “Who, What, Why, Where, and When” of the issue, and to propose the “How”.

Association Foundation – There was insufficient time left for this discussion; however, McCoy and Horne will cooperate over the next few months to formulate a proposal for increasing the acquisition of contributions to the non-profit Association.

Publication possibilities - Discussion tabled for lack of time.

Membership discount at Co. Store – Discussion likewise tabled, also for lack of time.

**New Business:**

Future Convention Sites – In addition to Billings, MT (7/16-20/2003) and Pasco, WA (7/14-18/2004), recommendations for Fargo, ND (7/2005) and Bozeman, MT (7/2006) were passed, although discussion on the 2006 location was spirited, with some present advocating a return to Spokane, WA. The votes were 5-0 and 3-2, respectively. It is possible that, in the interests of establishing and publicizing the dates well in advance, as well as optimizing the ability of members living along the line to access conventions while retaining the interest of all, at reasonable cost, we should revisit the decision on 2006, with full Board participation, later this year.

Use of Railroad Auction Co. as a means of fund-raising for preservation – With insufficient time remaining to reach a conclusion, after some discussion it was determined that Beach will prepare a draft proposal for consideration in the future.

Representation at swap meets – There was no discussion on this topic.

Repeal of Board Resolution of 7/23/2000 – This resolution, authorizing the expenditure of up to \$500 in legal expenses associated with “Collection A”, was deemed unnecessary at this time. A motion to repeal it passed unanimously.

There was no other new business brought to the attention of the Board.

Adjournment was at 11:15 p.m.

Respectfully submitted, R. B. Horne, Secretary

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**Minutes of NPRHA Board Meeting – 7/13/2002 – Portland, OR  
Airport Holiday Inn**

Directors Present: Beach (P), Bratt (VP), McCoy (T), Horne (S), Fredrickson, Leach, Russell.

Directors Absent: Broderick (Resigned previously), Carlson.

Called to Order at 3:35 p.m., Phil Beach presiding

Approval of Agenda: Unanimous

Approval of minutes of 7/10/2001 Meeting: Unanimous

**Announcements:**

(P. Beach) Board of Directors meeting - scheduled for 1:30 p.m. on 7/14/2002, will instead begin at 11:30 a.m.

(P. Beach) Future Annual Conventions – Billings 7/16-20/2003, Pasco 7/14-18/2004, Fargo 7/2005, and Bozeman 7/2006

(J. Dick) Jim will perform research for members at no charge; in return he would expect that an article on the subject, suitable for inclusion in the Mainstreeter, be prepared by the requester.

**Officers' Reports:**

President – Phil briefly reviewed the relative economics of attempting to balance the cost of room rental, plus facilities charges vs. total \$ income expectations of the Convention hotel. The GNRHS convention cost this year is approximately \$750 vs. NPRHA \$500. (not including travel and meals). The expected number of attendees must also be factored into the calculation; NPRHA in '00=127, '01=107, '02=151.

There was some discussion about moving the convention dates out of the prime summer-time travel period. While there was mild support for this, the opinions of members who hold dual NP/GN memberships, and those who are responsible for school-age children prevailed.

Vice Pres. – No report

Treasurer – There was some discussion regarding the financial losses encountered during the '01 Duluth convention - (see the attached Treasurer's Report for details).

Secretary – No report

### **Auditors' Reports:**

Pres. Beach briefly reviewed both Jim McKee's audit of the Treasurer's Office and Mike Brenteson's audit of the Company Store.

### **Committee Reports:**

Nominating Committee:

Chairman Bratt reported on those Directors whose two-year term expires this year as follows: Carlson, McCoy, and Russell wish to stand for re-election and are nominated; Warren Broderick has resigned, with one year remaining on his term, and Jim Dick is nominated to fill it; and Jim Fredrickson wishes to retire, and Jan Taylor is nominated to fill the remaining two-year term.

There were no nominations from the floor, and a motion for the unanimous election of the above candidates was seconded and passed.

Publications – Chairman Phillips had no report for this meeting.

Membership – Chairman Snow reported that membership changes over the past few years, by category, have changed only on the order of 1% per year, and that there were no losses in the Veteran Category over the past year (see attached report)

Preservation – Chairman Schrenk reviewed the past year's progress on the Jackson Street Archives Center (see attached report), and commented on the Microsoft Office software, which will permit members to work remotely in assisting with the archiving process.

Gary Tarbox ([garytarb@microsoft.com](mailto:garytarb@microsoft.com)) has offered to provide technical expertise in that area.

Company Store – Co-Manager Joy Wildung reported that while 2002 must be considered a year of adjustment, things are going very well. She reported that sales during the convention are fast approaching the \$10,000 mark.

Calendar – Calendar guru Durr again made a pitch for fresh photos for future calendars, asking the membership to do whatever they could to search them out and submit them for publication.

Convention – Chairman Russell gave a brief review of some milestones reached at this convention: a total of 41 presenters; our first Powerpoint presentation; the largest Veterans’ Panel; two railroad groups meeting concurrently at the same hotel; and registration of 151 members.

**By-Laws Revision Project:**

Horne and Beach reported on the results of their year-long effort to comprehensively review and revise the By-Laws. The only lengthy discussion involved part A of the (new) Section 5 of Article II, regarding the Election of Directors. Reference to approval of a motion of acceptance was added, and a motion to approve the revised version was made, seconded, and approved unanimously. (See attached document: NPRHA BYLAWS 10a).

**Other Business:**

Bill Kuebler presented a resolution which emphasized the need for our conventions to concentrate on NP material, excursions, etc., wherever possible, and to avoid scheduling non-NP-oriented events in conflict with the time allotted to our convention. (See Appendix A, attached to these minutes). It was moved and seconded to adopt this as a guideline for future NPRHA Conventions. Following discussion, the motion was passed.

Rick Leach moved that the Association formally recognize Warren Broderick and Jim Fredrickson for their past service to the organization as Directors. It was passed unanimously.

Adjournment took place at 6:10 p.m.

**Appendix A: (Resolution submitted by Bill Kuebler)**

Whereas:

The Northern Pacific Railway Historical Association (NPRHA) charter states, in part, that the NPRHA “...is an independent...organization formed...to disseminate information about the Northern Pacific Railway...”, and,

Whereas:

NPRHA publications clearly state same and also state that “...NPRHA members are dedicated to researching, preserving, and modeling the Northern Pacific Railway”,

Be It Resolved:

1. That all NPRHA conventions after 2002 comply with both the letter and intent of our governing documents and Association publications’ statement of purpose;
2. That the conventions’ activities be dedicated to NP material; and,
3. That in the event other groups hold simultaneous meetings at the NPRHA convention site, no NPRHA Convention scheduled event will require the attendance of NPRHA

members at non-NP activities. Rail excursions not involving ex-NP equipment, facilities, or trackage are acceptable in instances where that excursion is the only one feasible. This resolution does not restrict vendors at NPRHA swap meets.

Motion to adopt passed at the Annual Membership Meeting, 7/13/2002

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## **Minutes of NPRHA Board Meeting – 7/14/2002 – Portland, OR**

### **Airport Holiday Inn**

Directors Present: Beach (P), Bratt (VP), McCoy (T), Horne (S), Dick, Leach, Russell, Taylor

Director Absent: Carlson

Managers & Committee Chairs Present: Durr, Kuebler, Phillips, Schrenk, Snow, Tarbox, G. Wildung

Called to order at 11:48 a.m.

Approval of Agenda: Unanimous

#### Announcements:

Durr spoke in favor of having a future Annual Convention in Spokane, in spite of there having been some adverse opinions expressed in the earlier discussion on 7/10/02. As a result, Leach and Bratt will meet with Mike Gelhaus to assess our options, and to develop a case for doing so, as well as a recommendation.

Durr also announced that he has a high degree of confidence that we will be able to have a rail excursion west from Livingston as a part of next year's convention.

He also reminded all present that the deadline for submitting copy for the next issue of the Mainstreeter is 8/15/02, and that any submissions should be forwarded to Phillips as early as possible.

Election of New Officers (whose one-year terms will begin with the adjournment of this meeting):

The following nominations were made and seconded:

President: Horne

Vice President: Bratt

Treasurer: McCoy

Secretary: Beach

Chairman of the Nominating Committee: Beach

There was no discussion, and all were elected unanimously.

#### Other Business:

Horne thanked Beach for his past leadership, and his willingness to replace him as Secretary for the coming year.

Russell asked Horne to send letters to Bill McKown and Doug Bauer for their generous contributions of HO scale brass for the Annual Raffle. Each letter has been accompanied by a copy of Jack Christensen's Convention art work.

Copies of the guidelines for the Service Recognition Committee were distributed. Presently, that committee is composed of Schrenk (Chair), Tarbox, and G. Wildung.

Since..... is no longer willing?/available? to serve on the Author Award Committee, it was moved, seconded, and passed that the President should meet with Kuebler to discuss a replacement. This has been done, and the committee now is composed of Kuebler (Chair), Durr, and Fredrickson.

McCoy presented a preliminary draft of the Association's first Budget (for 2003), which was greeted with enthusiasm. There was some discussion at the meeting, and further discussion has indicated a strong interest in having separate, detailed budgets for each organizational entity attached, with line items in the overall budget to reflect income and expense from each. Copies will be made available to all Directors in advance, for their approval at the winter telephonic meeting.

There was some discussion around Mainstreeter mailing costs vs. performance in getting it into the readers' hand on a timely basis. It appears to be prohibitively expensive to send all out via 1<sup>st</sup> Class mail, but there is a recognized need to work with the publishing house to find a more "customer-friendly" method of distribution. Beach asked that everyone make a note of any complaints from dissatisfied members. These should be passed along promptly to Phillips, who will follow up for appropriate action.

Tarbox announced that he will Chair a Website Task Force, with Phillips, Russell, John Fujii, and Dean O'Neill serving with him.

Adjournment was at 12:50 p.m.

Respectfully Submitted,

Robert B. Horne, Secretary

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**Northern Pacific Railway Historical Association  
Board of Directors, Telephone Conference Meeting, December 15, 2002  
Minutes**

Present: Beach, Bratt, Carlson, Dick, Horne, Leach, McCoy, Russell, Taylor

Invited: Fujii, O'Neil, Tarbox

Called to Order by President Horne, 1155 EST.

Suspension of rules to consider with invited guests the reports and proposal of the Website Task Force.

- MSC to restrict substantive content of web site to NPRHA members. Nonmembers able to access site index, company store, membership and convention material, view discussion boards, but not post.

- MSC to approve web site content detailed in proposal (attached), authorize to spend \$1,775 to set up site, pay monthly fees, and commitment to assist in recruiting NPRHA members to assist in site content development.

Russell asked to prepare proposal for placing web site committee in By-Laws.

MSC to approve minutes of 7/10/02 and 7/14/02.

McCoy to prepare by April 1, 2003, a proposal on dues increase.

Dick to talk to Larry Schrenk about the preparation of an article for the Mainstreeter announcing the readiness of the Jackson St. Roundhouse Archive to accept donations.

McCoy to prepare by July meeting a proposal on director and officer insurance.

Convention Reports:

- Portland, 2002, Russell: A very successful convention with 156 registrants and a positive financial result.
- Billings, 2003, Bratt: Planning progressing and registration forms ready to go out with next Mainstreeter.
- Pasco, 2004, Beach: Hotel has been secured. Preliminary work has been started.
- Fargo, 2005, consensus to ask Duane Durr to chair.

Model Car proposal (attached):

- MSC to establish a modeling committee.
- MSC to authorize the expenditure of \$1050 as 50% down payment for a HO freight car for the Billings Convention.

[Beach lost connection with the meeting at approx. 1312 EST. Following from the notes of Horne.]

Leach has been working on a history of NPRHA. Will have draft prior to Billings meeting.

Schrenk report on the Jackson Street Roundhouse Archives was noted.

Discussion of the offer of Leila B. Kravitz to initiate funding for a museum piece on the Steward-Nurses. Board believed it needed more information before committing Association resources to the project.

Discussion of Kuebler message on maintaining Mainstreeter schedule as agreed to in 1994.

Consensus of Board to adhere to schedule (3/1, 6/1, 9/1, 12/1) proposed by Phillips for 2003.

Discussion of the revision of the convention guide.

Adjourned 1338 EST.