

NPRHA Board of Directors (BOD) Combined Minutes / Actions of 2011

BOD eMail Action - May 3, 2011

The NPRHA Company Store management and fulfillment positions are in transition. Jeanne Franz accepted the role of Company Store manager from Al Ahlgrim so he can continue with the mailing project. Dave Cooley will finish his contract to the end of June without renewal so that he can develop other opportunities. His four and one-half years of excellent work for the NPRHA Company was noted and appreciated.

After discussion of several alternatives for continuity, the BOD reviewed a proposal dated 4/26/2011 from the Pacific Northwest Railroad Archive (PNRA) for secure storage, inventory, and fulfillment services (order and payment processing, handling and shipment) of the NPRHA Company Store inventory. Additional fee services included audit support, "Convention Store" packing for transport and inventory restocking, and special projects coordinated and agreed upon by both parties. A fee schedule of service charges was provided for areas such as space rental, reporting, transactional work, stocking, order processing, payment processing, and convention order support.

Insurance liability, inventory transfer logistics, and audit committee inputs were also discussed. The PNRA proposal was deemed best for the current NPRHA Company Store fulfillment needs. Additional business operations and store mission would be an ongoing review by the BOD and other parties.

Motion to accept the proposal to move the NPRHA Company Store to the PNRA for inventory storage and fulfillment services – Franz, Dick 2nd, carried.

BOD Carlton MN - July 12, 2011

Call to order by President Taylor at 7:12 pm.

Members in Attendance: Phil Beach, Pat Egan, Bob Horne, Bill Kuebler, Allan Manson, Bob McCoy, Larry Schrenk, Ed Sherry, Bill Taylor, Gary Wildung. **Board:** Jack Christensen, James Dick, Dave Franz, Chris Frissell, John Fujii, Jan Taylor, Ken Vogel. **Absent:** Milt Clark, John Hillard.

The NPRHA Conflict of Interest (COI) statement read aloud and affirmed by those present:

No member of the Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over and the matter resolved. The President of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

Agenda – reviewed and approved – Dick, Franz 2nd, carried.

BOD recorded 2010 minutes published to nprha.org. *Motion to accept last minutes – Franz, Frissell 2nd, carried.*

Finance

Vogel reported that the report activities did not differ greatly between 2009 and 2010. The organization was on track, in good shape, and that the accounting system was in good shape. All current CDs were currently in collected and in Vogel's care. Discussion around *Mainstreeter* shipping was brought up but that the NPRHA is still under the current cost envelope.

Motion to accept the treasurer's report as read – Dick, Christensen 2nd, carried.

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Audit

Beach presented the 2010 audit report. He thanked Dave Hillard and Ken Vogel for all of their work on completing this task, especially Hillard's contributions. The committee determined that the organization's financial statements fairly presented the condition of the NPRHA and its operations. Testing performed found no material control weaknesses. The sections of the report covered:

- **Accounting Controls and Procedures** – Treasurer has improved many systems and procedures per previous audit recommendations
- **The Association**
 - **Cash** – continued simplification recommended
 - **Results of Operations** – observed 2010 convention returns higher than normal, asked if dues remain adequate for operations, asked sustainability given average age of over 66 years of age, discussed questions about diversification of resources and use of asset income
- **The Company Store**
 - **Cash** – cash balance in excess of needs here
 - **Inventory** – discussion of inventory and questioned the disposition of excess quantities of items such as *Mainstreeter* and past calendars
 - **Sales** – Storehost Online Commerce Suite – needs periodic review of activity for timely adjustments and corrections based upon sales activity
 - **Mainstreeter and Calendars** – discussion about cost to store of these units (paid for by NPRHA), proper taxation of purchases by non-members, tracking of these separate lines of service, general intent of store debated (member service or business operation?)
 - **Modeling Committee** – recommendation that this committee develop a procedure to accurately report costs to the store of kits produced by committee
 - **Financial Procedures and By-Laws** – recommended current “Policy on Financial Procedures” be repealed in their entirety since the stated situation does not exist now – need By-Laws update
- **Appendices**

At the end of the presentation, Vogel and the Board formally thanked Beach and Hillard as the audit committee for their hard work on this task.

Motion to accept the report by the NPRHA audit committee – Frissell, Dick 2nd, carried.

Archives – East-End Report of Joint Archives

Dick presented Mike Borkan's report about the NPRHA JSRH Joint Archives.

- **Events** – The archives group meets a couple a times per year, meeting for approximately 4 hours at a time with 20-30 people attending (as far west as Whitefish, MT and as far east as Chicago, IL) – historical and modeling topics included *Designing a Model Train Layout for Operations* (Otto), Mystery Photo Quizes (Schrenk), NP Classification System for Steam Locomotives (Schrenk), Ellensburg Depot restoration (Dick), Twin Ports slide show (Wildung), and others.
- **Collections and Displays** – New collections added or donated included those from Brennan, Oberg, Wilder Foundation, Taber, Mattlin, Palewicz, Lavelle, Bursack, Kravetz, et al. It was noted that Lila Kravetz (one of the founders of the NP stewardess nurse program) passed away in January 2011.
- **Archiving and Research Sessions** – Weekly archiving sessions of the NPRHA/GNRHS/MTM Joint Archives held Tuesday evenings (6-9 pm) at the Jackson Street Roundhouse in St. Paul. Winter sessions between Thanksgiving to March moving to Saturday mornings. Some of the research projects reported included Roberts/MT NP depot plans, NP observation cars, Butte depot plans, Freight car information, Northern Pacific and Manitoba RR materials, Stockyards and M&St.L/NP interactions, NP Mechanical Files, Snoqualmie trestle AFE project information, miscellaneous contributions to “The Telltale” Yahoo group. Hudson Leighton of the Archives group has scanned some 150+ photos from the Gene Hawk collection for posting on the GN-NP Joint Archives website among other contributed scanning projects.
- **Facilities and Equipment** – In consultation with the GN group and those who run the Joint Archives website, the archives group is in the process of upgrading the Archives office computers to Windows 7. The digital projected purchased in June 2009 is being used at the 2011 NPRHA convention. There were also no significant security events from the past year for the JSRH space.

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Schrenk also reported that he has written a minimal skeleton for the massive collection of maps acquired from the BNSF to help facilitate search. We need someone for data input of these notes, however, to make this more effective. Taylor also corrected the report for the Ellensburg, WA NP depot information (Erin *Condit*, not Confit). Discussion occurred also about proper attributions of research done in our archives (perhaps given as a standard handout with boiler plate of our requested attribution types). Frissell reported that he had heard requests from a few people using the East End archives for better scanners, printers, and paper for their work.

Archives – West-End Report

Ed Sherry reported that the state of the West-End Archives was similar to the written report submitted last year (one was not available for this meeting). Discussion about the storage shelving project ensued with Christensen attesting to its quality (he helped move the heavy/sturdy materials into place).

Motion to accept committee reports for both archives – Frissell, Vogel 2nd, carried.

Calendar Report

Kuebler reported that the process documentation (Memorandum of Understanding) continues between the NPRHA Calendar Committee and the board. The report includes the current deadlines (October 1st of two years prior to the calendar year of interest and January 15th of the year prior to the calendar year in production) and their work with John Kutz for photo editing and layout production. The committee commended Kutz for his work and recommended continuing this relationship. Cosmetic changes to the formatting included adding lunar phases for each month, limiting the number of lines of text per day entry (so that there is writing space for personal notes), and updating of various thumbnail images for variety and interest. Photo selection criteria and a general call for new material was also mentioned in the report. In general, the membership seems happy with the product.

Motion to accept committee report – Franz, Vogel 2nd, carried.

Company Store

Taylor introduced the report with a discussion about surplus calendars. What should be done? Wildung noted they were good promotional items as give-aways at functions. He also noted that printing of volume for price breaks was a consideration that was balanced each year (although we also need to consider storage and handling costs as part of this balance).

Continuing, Taylor reported that the five-year contract with Sunrise Productions for NPRHA Company Store services has expired. The new fulfillment contract was approved with the PNRA. Taylor noted that the NPRHA is paying for SKU item number maintenance. We need to look at our inventory needs and determine if any can be eliminated or retired. We also need volunteer help who might have retail management experience – will ask the membership for any they can provide to help with our current store manager volunteer (Jeanne Franz). Wildung offered ideas of how to use inventory that was not moving – door prizes at banquet tables (indicated by sticker on bottom of random chairs, items can be then be written off). Gary Tarbox reported via an email that the store inventory had been moved in a timely fashion. Taylor mentioned that having shared some *Mainstreeter* issues with her motorcar group during a recent event and several came back complimenting us on the sophistication of our organization – they had no previous idea. Dick reported something similar with modeling groups he had visited with. He noted, though, there was a bit of a challenging balance between something given for free (thus perceived with less sense of investment by the recipient) and something moderately charged for (a few coins) – context dependent, but something to consider.

Motion to accept committee report – Frissell, Dick 2nd, carried.

Conventions

Taylor started the discussion with her preliminary list of known convention dates for NPRHA and other entities. The NPRHA dates were:

- 2011 – July 13-16 – Carlton, MN
- 2012 – July 18-21 – Butte, MT
- 2013 – undecided – undecided (*East convention*)
- 2014 – July 16-19 – Yakima, WA

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2011: James Dick reported the convention was on track to make money. There were some challenges with last minute cancellations by presenters and attendees but he estimated things would work out. He also desired feedback from the attendees and organization about how they thought the Blackbear Casino & Resort facility worked for the convention (to help planning considerations in the future).

2012: Bill Taylor reported he was passing out reminder cards for the Butte event (18-21 July). Contracts have been signed and the convention venue is the NP depot in Butte. It has been restored back to its original condition. This will be the first event that is not on a hotel property. Two hotels are recommended in Butte – Finland Hotel (old style but upgraded – less than 1 mile from depot) and the Warbonnet Hotel (more modern, about a mile from depot). Both hotels are probably not walkable to the depot for convention attendees. There is plenty of parking at the depot. There will be discounted prices at both properties. (Feel free to book at other places if you like.) The convention will run bus shuttles to these two properties (subject to its usage – if not useful, then it will be cancelled – except perhaps for Saturday night’s banquet). Tours of Butte can include above- and below-ground mining operations, a Serbian church, and other interesting presentations. There were questions about train rides – BNSF says that the subdivision there is disconnected, so it will not be likely (Taylor would announce if anything different comes up). Air travel to Butte may be challenging – Delta flies commuter air in from Salt Lake City (3 flights per day). Bozeman and Missoula are also possibilities for airports (but will require a car rental).

2013: Skipped.

2014: Taylor reported that Larry Rice is on board for the Yakima area. Vogel said that the group is looking at hotel properties. They are very enthusiastic about this event.

Taylor noted that we received a letter from the president of the GNRHS, Father Dale Peterka. They are open to the idea of a joint convention with the NPRHA. She also had a note from the Burlington group as perhaps a merger-convention (only one-time, not a repeat joint event). She mentioned that she had contacted Kyle Bains in Billings, MT, as someone who might help with the investigations of a joint event (NP, GN, CB&Q). No commitments were made, just kicking around ideas at this point.

Taylor mentioned that John Hillard had done some investigations about Yellowstone Park as a potential venue. Some discussion happened around an autumn meeting. Beach noted that a Fall convention might be a downfall for attracting younger membership with families. Others disagreed – they noted some they had talked to had expressed interest in a non-summer timeframe. There was no consensus, but Taylor urged board members to talk further to the membership about such a timeframe (not in the July summer timeframe as traditionally occurred). Bill Taylor noted that non-peak hotel months in September/October might help. Egan suggested considering Brainerd, MN, if non-summer months were a possibility. Schrenk also noted that a potential banquet format might be more like a reception event (where there was no formal sit-down service – rather, the food was distributed around the room and people would meet many more people by serving themselves – he thought it was the best socializing banquet experience he had ever had). This is a format used by many large-attendee technical conferences noted Fujii.

Taylor urged those present to continue to talk to the membership about these ideas.

Nominations

Franz reported that John Hillard had been instrumental in following through on contacting candidates, especially given that he could not be at the convention for a number of personal reasons. He also reported that Milt Clark sent his regards and apologies for not being able to attend due to conflicts. The two new positions to fill were:

- Bill Zidel, Olympia WA (2 year term) – Milt Clark vacate
- Alan Dahlman, Wahpeton ND (1 year term) – John Hillard vacate

The other positions to fill by agreement of standing members were:

- Jack Christensen, Edmonds WA (2 year term)
- James Dick, Roseville MN (2 year term)
- Chris Frissell, Polson MT (2 year term)
- John Fujii, Ft Collins CO (2 year term)

Motion to accept committee recommendation – Christensen, Dick 2nd, carried.

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The continuation of the meeting was scheduled for between 1:00 – 3:00 pm on Saturday to accommodate the Swap Meet and Modeling Committee events.

Motion to suspend meeting until Saturday – Franz, Vogel 2nd, carried.

Adjournment at 9:14 pm.

Annual Membership Meeting Carlton MN - July 15, 2011

Prior to the meeting opening, Jan Taylor provided those in attendance with a brief alternate searching tutorial for NPRHA.org through the search engine, Google. When forming an inquiry of interest (such as “Auburn”), preface it with the search term “site:nprha.org” to isolate your focus on entries in our site:

site:nprha.org Auburn

Official meeting called to order by President Jan Taylor at 11:09 am.

Taylor welcomed attendees to the general meeting and introduced the board of directors at the head of the room. She also took a moment to recognize and applaud many convention and organization contributors from across the NPRHA including 2011, 2012, 2013 convention planners, audits, east- and west-end archive volunteers, calendar committee, company store, grants, *Mainstreeter* contributors, modeling committee, website, and many others.

The NPRHA Conflict of Interest (COI) statement read aloud and affirmed by those present:

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2010 minutes (complete and condensed), financial summaries, and agendas were shared members present in the room. Taylor noted that the condensed minutes were her summaries of issues conducted in-person and electronically by the board. The full minutes for calendar 2010 were available on NPRHA.org and at the beginning of the week upon request.

Motion to approve the NPRHA 2010 minutes – Robert Rhode, Jerry Masters 2nd, carried.

Financials

Ken Vogel thanked Dave Hillard and Rick Beach of the Audit Committee for their audit review work of the organization. He also noted that the year-end tax return was filed with the help of an accountant, so in general, the NPRHA financial reporting status was in good order. Vogel noted that the company store transitioned between 3 store managers, so there was not the normal continuity of sales history as there was in prior years. He also pointed out the financial success of the 2010 conference, but he didn't see much significant change year over year beyond that. Jerry Masters noted that the *Mainstreeter's* reported numbers seemed low to him to which Vogel clarified that the fourth issue was put out in 2011, so its contributions were not in the 2010 numbers.

Motion to accept the treasurer's report – Duane Durr, Gary Wildung 2nd, carried.

Audit Committee

Phil Beach reported that the audit committee came to the standard conclusion that the financial reports reasonably stated the financial state of the organization. As auditors, they were satisfied with the reporting and that they tested

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the books and didn't detect any real problems. Taylor added that the general cash flow was being monitored against costs of production at all times.

Archives East-End

Mike Borkan reported that the committee's report was available with details about the topics of east-end meets, lists of collections activities, operational updates, computer updates, and security events (none this past year).

Archives West-End

Taylor reminded attendees that the archives were housed with the Pacific Northwest Railroad Archives in Burien, WA. Ed Sherry reported that the group was still setting things up in the space. He noted that one of the more significant contributions received was a lot of material from Bob Hundman (Mainline Modeler publisher). The group intended on forming an NP-focused volunteer base in the next month or two to start processing material already collected.

Calendar

Bill Kuebler reported that October 1st was the last day to submit a photo for consideration of the calendar project two years away (2013 in this case). He invited the membership to submit any of their materials for consideration (even if they required some work to make them presentable). After they were reviewed in the balance of all submissions, final selections would receive considerable attention with computer technology to clean them up and color balance them. He mentioned that the 2012 calendar was just out before the convention and it had a few minor changes such as a lunar calendar and providing more space to write on days with significant historical notes already occupying a square. Questions from the audience were about the possibility of a fold-out page and also if images in a vertical (portrait) orientation had ever been considered (even side-by-side to fill out a landscape-oriented page). Vertical images had been discussed once but not pursued. The fold-out page had not been considered before but might be after discussion.

Company Store

Taylor reported that Company Store volunteer managers serving in the past year included Gary Tarbox, Bruce Butler, Al Ahlgrim, and presently Jeanne Franz (through the end of the Butte 2012 convention). The NPRHA organization needs help finding a volunteer replacement to work with Jeanne for a smooth transition to that role. Taylor made a general call for participation for this important NPRHA role (NPRHA merchandise such as modeling materials is an important presence on the Internet for NP-interested shoppers.) She also recommended that ideas for merchandise be sent to Jeanne for consideration as future store products. Taylor noted that the NPRHA was talking to Al Zimmerman about a line of clothing possibilities that would not require huge inventory investments for the company store.

Conventions

2011 – Carlton MN (13-16 July): A round of applause was given to James Dick and Vita Muggli for co-chairing the Carlton convention along with the rest of the convention volunteers.

2012 – Butte MT (18-21 July): Bill Taylor quickly reviewed the convention venue (a fully restored NP depot and express building) and noted that there was no specific convention hotel (although two properties, the Warbonnet and Finland Hotels, had been negotiated and secured for lodging). Shuttles were being arranged from these hotels (although Taylor previously mentioned the service might be discontinued if it was not used). Air travel to Butte is possible through Delta Airlines (Salt Lake City commuter) or alternatives from Bozeman and Missoula should also be explored (approximately 120 miles away). Butte is at the intersection of interstates I-90 and I-15. Content will include railroad and mine histories of Butte among many other exciting plans.

2013 – Unscheduled – Potential joint conventions being explored. Glendive is a possibility being explored by Duane Durr and others. Jan Taylor also mentioned an idea of a merger-lines joint convention. Only ideas at this point.

2014 – Yakima WA (16-19 July): Larry Rice is chairing. Hold the dates.

Taylor urged those in attendance to talk to board members about preferences for convention times (Summer? Fall?)

Grants

Bob Horne is heading up this effort. Taylor noted that the policy was being discussed at the Saturday board meeting. The discussion was to be around the formalization of how money would be given to projects of interest to the NPRHA. She also mentioned that consideration was also due to how the NPRHA would receive donations.

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The Mainstreeter

Ed Sherry announced that the latest issue was mailed before the convention. Sustaining members received theirs via first class mail. Other members received theirs via bulk mail. He apologized that many had not seen theirs yet, but that was one of the group's primary goals – getting the publication back on a reliable schedule – mailing by the 1st of March, June, September, and December. Sherry invited new ideas for the publication to explore, but didn't expect to be changing anything about the current format for the time being. He also mentioned that the idea of a "in-memory of" feature was being discussed. Discussions were also underway with the printer about possible use of poly-bags (with cover-page for mail merge) like other modern magazines. Always looking for article content – please send them in – along with suggestions and ideas for articles. Taylor elaborated on the in-memorium section – remembrances, a name and a single line element such as "Yellowstone Division" or "engineer" or "life member of the NPRHA" or something appropriate (probably only for NP veterans and NPRHA membership for now). We are looking for feedback and/or volunteers for this idea.

Membership

Taylor covered the membership report. She announced that we briefly hit 2,011 members in 2011. Right now the NPRHA is around the 2,000 level. Ken Vogel is tireless doing recruiting and selling memberships. The NPRHA can provide *Mainstreeters* and calendars for attracting interest at events like swap meets. Ken also has banners and other materials to help (and the NPRHA can help pay for the table of likely events) – just contact Ken. (We've connected with almost 1/3rd of our newest members through contacts at swap meets.)

Modeling

Dean O'Neill's committee report was going to be discussed at the Saturday meeting. Please contact him for details about the committee's past year work. Taylor congratulated the group on completing the wonderful NP Color Card project.

NPRHA.org Website

Taylor mentioned the NPRHA.org website and that it continues to attract content. She also reminded the membership of the search techniques that were covered at the beginning of the meeting. An attendee asked about the NP TellTale – what was it? Taylor mentioned it was a Yahoo.com chat group for all things NP of interest (history, modeling, etc). It can be found at <http://groups.yahoo.com/group/NPTellTale>

Nominations

Dave Franz reported for the Nominations Committee that two vacancies needed to be filled. Milt Clark finished the term vacated by Gary Tarbox. John Hillard stepped down due to personal commitments. Four expiring board of directors were contacted (Jack Christensen, James Dick, Chris Frissell, John Fujii) and they all agreed to stand for nomination to another two-year term. The Nominating Committee proposed a slate for election as:

- Jack Christensen, Edmonds WA (2 year term)
- Alan Dahlman, Wahpeton ND (1 year term) – John Hillard vacate
- James Dick, Roseville MN (2 year term)
- Chris Frissell, Polson MT (2 year term)
- John Fujii, Ft Collins CO (2 year term)
- Bill Zidel, Olympia WA (2 year term) – Milt Clark vacate

Nominations were invited from the floor three times per procedure. Hearing none, the nominations were closed.

Motion to authorize the secretary to cast a unanimous ballot – Duane Durr, Joe Legner 2nd, unanimous passage.

Taylor then requested if there was any old business to cover by this group. Hearing none, she requested any new business be heard from the group. She then invited any closing announcements or remarks.

Jerry Masters requested a round of applause for the service and organization of President Jan Taylor. An ovation was given by all present.

Motion to adjourn – Duane Durr, Bill Zidel 2nd, carried.

Adjournment at 12:03 pm.

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BOD Carlton MN - July 16, 2011

Call to order by President Taylor and board meeting agenda resumed at 1:13 pm.

Members in Attendance: Phil Beach, Bob Horne, Ed Sherry, Bill Taylor, Jerry Masters. **Board:** Jack Christensen, James Dick, Dave Franz, Chris Frissell, John Fujii, Jan Taylor, Ken Vogel, Bill Zidel (*elect*) **Absent:** Milt Clark, Alan Dahlman (*elect*), John Hillard.

The NPRHA Conflict of Interest (COI) statement read aloud and affirmed by those present:

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Taylor noted that By-Laws work was ahead of the board for issues such as inclusion of this conflict of interest statement.

Grants Policy

Taylor introduced the topic of the Grants Policy Committee report from Bob Horne, John Berg, Phil Beach, and Harold Shannon. It's a policy that addresses how people apply for and utilize grants from the NPRHA. Horne stated that the group's work started from ideas in NPRHA Resolution 03-1 (*adopted by NPRHA Board at Billings, MT, in July 2003*) that describes not only membership categories and new dues rates but also identifies a new "1883 Society" life member category (which currently has 17 members). This level established the idea of encouraging members to raise funds beyond the operation of the society – a balance of funds usable for grants – to help support projects that preserve the NP and its memories in ways of physical artifacts and other endeavors of interest. We are also faced with the fact of an aging membership population – besides modeling, our membership numbers are not growing in the younger echelons. In general, the raising of funds beyond our existing reserves (which serve as a backstop for the general financial health of the organization) amplifies and enhances the work and interests of the organization and our NPRHA community. The grants policy, if funded, formalizes the reach of NPRHA interests.

Frissell asked about the types of funding sought – internal only or to include external sources as well? Horne saw it both ways – from both the membership and eventually including contributions from external entities. Frissell suggested that the fund be titled as associated with (or managed by) the NPRHA but not solely as its own fund, e.g., the Northern Pacific Railway Preservation Fund or something (assuming proper legal review). Beach noted that the fund already existed and that some monies were sitting there (in 2010 this was almost \$9,800) beyond past donation activities already acted upon from that pool. He also pointed out that there were existing collections of artifacts of interest to the NPRHA that we should set aside resources outside of the allocations for this grants fund proposal. Past work of the Board stipulated that grants activity be capped at \$2,000 to avoid rapid depletion of funds by many restoration painting projects for example. Beach recognized this proposal as an attempt to regularize the application process and management of the existing grants funds.

The Board discussed the draft document labeled – *Specific Decision Points for deliberation by the BOD on the NPRHA Grants Proposal* (in addition to general comments on content in the Proposal itself) – dated 06/21/11. This was conducted as a discussion and not ratification (this would happen after further review and discussion at a later date). Remarks to this document included:

1. Policy – noted existing recommendation currently - \$2,000 in any calendar year – policy adopted in past at 07/11/01 at Duluth MN
2. Amount – determine appropriate amount per calendar year – consider up to \$5,000 per year if deemed reasonable (split into at least two awards if not more)
3. Award timing – solicit as soon as possible following each convention (with awards made as soon as practically possible after deliberation and approval)

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4. Call for participation in grants process – announcements in the next *Mainstreeter* and postings on to the website at the same time (including digital application forms) – Frissell recommended appropriating moneys for advertising in professional journals and appropriate publications such as *Trains*
5. Quantity of data collected – maximum of 200 words per section recommended
6. Type of accepted submission – handwritten applications may be too difficult to accept (for legibility and ease of review) – Zidel asked if there was going to be minimum time requirements for acknowledging applications – Frissell alternatively suggested a fixed window for applications instead
7. Approval committee – board of at least 3 current or former members of the BOD to study requests and must include either membership by or consultation with the NPRHA Treasurer before formal proposal to the President and BOD for approval – Zidel suggested formal signature approval by the treasurer if nothing else (record of said approval) – Frissell suggested a strong conflict-of-interest screen for these positions and/or review – unless volume became too high, probably just the direct work of the BOD until so required – make sure that the process of application and review of proposals is quite visible
8. Evaluation of grants against each other – evaluation and merit criteria should be considered
9. Scoring systems for evaluation – Frissell noted that if the response is sufficient enough to understand the merits, a scoring system becomes unnecessary
10. How to announce grants program to applicants – working on this

Additional comments were invited. Frissell brought up some points to consider:

- For project applications, he stated a desire to understand the long-lasting material contribution to NP preservation, e.g., something painted to NP colors is later repainted to another road? Is that okay? Any proposals need to somehow answer how long investment will last of NP interest.
- Applications should assure public access to the benefit of the grant awarded.
- We need to develop enforceable state – projects that sit years away from using our money (Moclips)
- Consider the issue of contingent grants – do not send a check until they're ready to use (if it is a pledge) – apply a specific time frame (if match is not made in 5 years, then...)
- Quarterly reports are difficult for frequency to sustain – determine useful periods for information flow to determine progress (such as annual reporting if sufficient) – reporting is for our benefit, but determine right balance for our needs (such as reporting in *Mainstreeter*)

At the conclusion of the discussion, Dick expressed the BOD's appreciation of the work of the grants policy committee.

Motion to accept committee report with amendments – Franz, Frissell 2nd, carried.

The Mainstreeter

Ed Sherry stated his first goal was to get the publication back on a schedule – the first of each March, June, September, and December. After that, he was interested in addressing style and consistency in the publication. As mentioned in his convention report, he has got to shorten down the cycle to get things in.

The idea of an in-memorium column was discussed in concept. Taylor mentioned that in talking to Fujii, it was agreed that a mockup of ideas was in order to get a feel for how to present the information in a limited space. As yet, no one has stepped forward yet to act as a primary contact for collecting these notices. It was suggested that perhaps a self-addressed costcard back to us for each issue might be considered – we would need to research costs for this, too. Dick also noted that the postcard might carry other information – such as material donations to our archives. Others thought donations of any kind might also be suggested (funds included).

Sherry mentioned that the polybag idea for issues was under investigation, although still a couple of issues out for implementation. No commitments have been made to go forward with the polybags – still investigating it.

Sherry also noted he was interested in a photo-gallery column. It could be variable size (1-4 pages). Some might be like the current convention coverage. Others might be topic-specific with properly researched captions. There might even be “from our archives” selections showcased from time to time. Finally, the idea of a periodic grants column was mentioned as possible activity of interest in the NPRHA.

Dick mentioned that the editorial review list needed to be updated. It was also mentioned that at least one representative from each of the archive groups should be in the loop to review pertinent details and contributions

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from both archives. Horne also mentioned the many small, area-specific groups (e.g., Auburn groups, JSRH groups, MRL groups, etc) should be tapped for information about their activities and such.

Franz asked if the current *Mainstreeters* were in Adobe PDF format? This brought up the topic of ensuring a proper archiving of past PDFs used for production. It was thought that recovery of those past efforts was important. Future distribution of electronic versions would be a later topic for consideration. Sherry noted that the Pennsy group wanted \$350 for everything, other groups were going \$50 per decade. No thoughts were offered on how to even tackle pricing yet. Dick noted that a second complete set of *Mainstreeters* was received from a recently deceased member. This might be source material later. He also noted that other organizations he knew of were using their past issues for recruiting members (as free giveaways).

Vogel asked about press runs for printed issues and calendars – was it time to reduce numbers? Dick remembered that these were price break points (looking at 2010 costs). Beach noted that they were currently contracted for 2,500 units (2,000 to membership, 250 to hobbyshops, the rest back to the organization). Press runs, however, might turn out more since copies get ruined or there are overruns. He advised us not to estimate numbers too close to what we might need because we may fall short. The major cost of each run is the initial press setup. 2,500 should be about right. On the topic of calendars, Vogel recommended considering reducing the price of calendars after a certain date – perhaps after January 1st of the given year (so people could acquire additional copies for separation and framing of images). This would still leave seven months of full price sales and still balance out selling the rest for other purposes.

Motion to accept the publication report – Franz, Vogel 2nd, carried.

Membership

Taylor presented the membership report for Dave Hillard who was not present. The membership numbers hover around 2,000. The numbers grow in small ways each year by the activities of Ken and Sally Vogel, Jerry Pickell, and others for their recruiting at regional swap meets and such. This was greatly appreciated by the organization. Frissell mentioned that the modeling days at the convention might also be good times for recruiting activities. Horne mentioned that banners had also been made for use at recruiting events. Please let Vogel know of other recruiting opportunities so that materials can be forwarded.

Motion to accept the membership report – Franz, Dick 2nd, carried.

Modeling

Frissell presented Dean O’Neill’s Modeling Committee Report. There were not a lot of new products this year, but the largest planned projects were:

- released NP Color Drift Control Cards
- agreed to move wood structure kit production from Bruce Barney to Blair Line
- assisted Intermountain with one NP-specific project last year

Horne commented his thanks to Bruce Barney for getting the kits off the ground. The Modeling Committee membership remained the same as last year. The committee was also looking for feedback – what was perceived as right, needing improvement, or even things not being done yet – please let O’Neill know.

Dick expressed concerns with kit pricing (low cost to membership? higher to be competitive?) which lead to a discussion about kits in general. Costs for production and transportation are not cheap. Vogel pointed out that the store manager must be the decider for these decisions after evaluating the costs of store merchandise. Questions were raised about sufficient visibility of items like the NP 57-foot mechanical reefers to other organizations and even other stores. Horne mentioned an original philosophy of ensuring reasonable, affordable pricing was a guideline.

Taylor noted that the Modeling Committee was not officially incorporated into the NPRHA bylaws and work needed to be done to formally ensure their definition and adoption.

Motion to accept the modeling committee report – Dick, Vogel 2nd, carried.

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Nominations

This business was covered at the member meeting. Taylor noted the need to continue to look at new BOD members. She will have completed 10 years of service next year, so new membership in the BOD is needed.

NPRHA.org Website

Taylor covered the website report submitted by Gary Tarbox. The upgrade of the site to SharePoint 2010 has turned out more involved than anticipated. 64-bit Windows Enterprise Server is required as a host OS and the downtime to achieve a server migration to this base would be excessive. Instead, the GNRHS and PNRA Boards have purchased a webserver and software to run the new SharePoint 2010 software on 64-bit Windows Enterprise Server. No data reposting or downtime will now be required to move to this new software base. This will help improve native searches on the site. Zidel asked about server backup and its status – he said he'd follow up with Tarbox about backup directly.

Motion to accept the website report – Franz, Dick 2nd, carried.

Old Business

Vogel proposed that all the hobby shop sales go into the regular NPRHA (instead of company store's numbers) to tighten up the books based upon audit committee's recommendations. This will be something that the treasurer will follow up in his process of accounting. Zidel asked about proper taxation handling of these revenues into a non-profit. Vogel would look into it further.

New Business

Vogel suggested the topic of purchasing a dedicated laptop for the company store. It was noted that Fujii had already donated a printer to help with its operations. The laptop would need to be sufficient for use with the Access database already created for that purpose.

Motion to provide and buy a laptop for exclusive company store use – Vogel, Frissell 2nd, carried.

It was suggested that the store manager recommend to the BOD an appropriate machine for vote and acquisition.

Vogel also brought up the topic of a fundraising chair for the group. That role would be very beneficial to future work.

Beach brought up topic of a By-Laws update and overhaul – they are in need of attention. For example, the finance committee definition is out of date. This work should be reviewed by a subcommittee of the BOD and then recommended to the membership for acceptance following appropriate protocols (proper announcements and voting). Taylor said that a review was in order. She appointed Bill Zidel to help head the review of the ByLaws per the audit committee's recommendations around a Finance Committee, procedures, and other issues of importance to the NPRHA (including updating and streamlining them).

NPRHA Officers

Nominations were invited for the roles of President, Vice President, Secretary, and Treasurer. The following nominations were motioned and approved:

2011-2012 NPRHA Board Officers:

- *President – Jan Taylor*
- *Vice President – James Dick*
- *Secretary – John Fujii*
- *Treasurer – Ken Vogel*

Motion to adjourn – Franz, Dick 2nd, carried.

Adjournment at 4:07 pm.

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BOD eMail Action – July 28, 2011

The Grants Committee through Bob Horne's work submitted updated grants applications, announcement of preservation grants, a revised grants funding proposal, and discussion points for review consideration. The board noted that discussion in Carlton required typewritten or digital form input for the applications (handwritten forms would be difficult to handle). Appreciation for Bob Horne's work was expressed by the BOD.

Motion to accept the amended grants policy documents – Franz, Fujii 2nd, carried.

BOD eMail Action – July 29, 2011

The BOD discussed the several alternatives for a 2013 convention. It is still to be determined if the event will be coordinated with other organizations such as the GN and Q groups (pending further discussions).

Billings, Montana, with a committee chair of Kyle Brehm, was identified as the final venue of choice. The tentative dates being investigated would be July 10-13, 2013. The BOD conveyed support to Brehm to begin talking to the Crowne Plaza Hotel in Billings as the convention venue.

BOD eMail Action – October 5, 2011

Gary Tarbox of the Pacific Northwest Railroad Archive (PNRA – pnrarchive.org) reported in their 2011-Q3 progress report that the Burien, WA archive building roof will need renovation to address leaking in its current condition. Due to the timing of a PNRA Capital Campaign proceeding in tandem with this new project, the PNRA is seeking to borrow funds to effect these roof repairs in the near term. The proposed terms were:

PNRA requests a loan from the NPRHA on the following terms:

- Requested principal of Seven Thousand Dollars (\$7,000)
- Interest accruing on the unpaid principal at the rate of SEVEN percent (7.0%) per annum
- Interest on this loan would be computed on a 365/365 simple interest basis
- Repayment of principal and interest in full not later than September 30, 2012

Treasurer Ken Vogel researched the legalities of doing this loan and found that with the payment going to the PNRA (and not an individual) and that the returns were modest (not unlike interest on a certificate of deposit), this would be within the rules for a 501(c)(3). It was also noted that the Boeing Modeler group (another 501(c)(3)) might also be making a similar pledge. The BOD reviewed the PNRA's recent financial statements and the discussion found this effort and terms to be worthy of NPRHA support.

Motion to short-term lend the PNRA the amount of \$7,000 for archive roof repairs under the limit and interest terms described – Frissell, Vogel 2nd, Zidel recused, carried.

BOD eMail Action – October 18, 2011

As part of the work from the NPRHA 2011 convention, a proposed amendment to the organization By-Laws recognizing the Modeling Committee as a formal group of the NPRHA was proposed for future ratification by the membership at the next By-Laws update cycle. After discussion and BOD input, the amendment proposal stood as:

NPRHA Modeling Committee By-Law Proposal

Section XX. Modeling Committee. The mission of the Modeling Committee is to support prototypically correct Northern Pacific Railway modeling through various efforts such as special runs with manufacturers, assisting manufacturers in their research, researching and producing our own original kits. The chairperson

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of the Modeling Committee shall be appointed by the President, with the advice and consent of the Board of Directors.

The responsibilities of the Modeling Committee are as follows:

- Collaborate and contribute to the committee's efforts in the research and development of original kits.
- Collaborate and contribute to the committee's support of manufacturers in their development of NP models.
- Research and make recommendations for new NPRHA modeling offerings and materials that are prototypical to NP practices such as, however not limited to, paint, decals, parts, literature.
- Engage with NPRHA members to learn what the membership would like to see produced.
- Develop pricing, inventory, tracking and production templates for any modeling project.
- Support modeling efforts associated with NPRHA conventions.

Motion to formalize the work of the Modeling Committee by the proposed By-Law amendment for membership approval – Zidel, Franz 2nd, Dick recused, carried.

Respectfully submitted December 28, 2011 – John Fujii, Secretary