

NPRHA Board of Directors (BOD) Combined Minutes / Actions of 2012

BOD eMail Action - January 1, 2012

In discussions about the inactive NPRHA Preservation Committee, President Taylor appointed one with agreement from the BOD. Members to serve at present include Gary Tarbox, Rufus Cone, Mike Borkan, and Jan Taylor.

BOD eMail Action - January 8, 2012

An 1890 water tank (Elkhorn water tank) stands in the mountains south of Helena, Montana – probably the last of its generation. Dean O’Neill and others have started efforts to stabilize the tank. An engineering firm has done an evaluation and made some recommendations. Dean requested 501(c)3 sponsorship from the NPRHA to apply for a grant from the Montana State Historical Society for preservation activities. General consensus of the board agreed with further pursuing the application.

BOD eMail Action - January 30, 2012

A collection of assorted NP records from the Tacoma Division headquarters at the Tacoma Union Station was received by the NPRHA after they were de-accessioned by the Tacoma Public Library in the early 1990s. The collection includes some 600 Field Completion Reports (FCR) of the NP. The reports detail the completion of a project including dates, costs, and specifications of the work completed. Most FCRs include a map showing the location and surrounding details, the numbers of any associated Applications For Expenditures (AFE) and the dates of starting and completion.

A proposal was received from the NPRHA’s West-End Collection for initiating the proper archival storage (12 archival boxes), preparation and digital processing (scan into PDF-formatted files), and database indexing all of the assets. Materials and processing labor (88 hours) had a proposed cost of \$1985.00.

Motion that the NPRHA adopt the proposal (The Processing of the Collection of Field Completion Reports the NPRHA Received from the Tacoma Public Library, dated 1/26/12), to include providing the funding as stated as well as President Taylor’s recommendation to retain Dan Cosine to complete the proposal’s defined tasks. In approving the proposal, the BOD recognizes that the ultimate responsibility of the implementation (project definition through and inclusive of post implementation review) of the proposal will reside within an NPRHA Committee as designed by the board. Any requirements for concurrent or ongoing support from PNRA will be defined within the Work Plan and any sustaining agreements – Zidel, Christensen 2nd, 7-1 in favor, carried.

BOD eMail Notification - April 13, 2012

As the sponsoring 501(c)3 organization, the NPRHA received a \$3,000 from the Montana History Foundation for stabilization of the Elkhorn water tank near Helena, Montana. President Taylor stated we would hold it in trust as the sponsor until required.

BOD eMail Action - April 27, 2012

The preservation effort for the Field Completion Reports (FCR) and other documents required additional handling efforts due to an increased number of FCRs received (973 instead of 600) and the generally delicate condition requiring additional technical handling and scanning. Additional completion funding in the amount of \$1,185 required for goal.

Motion for providing the additional funding in the amount of \$1,185.00 to complete the scanning and cataloging of materials in hand for the original project approved 30 January 2012.- Dick, Fujii 2nd, carried.

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BOD eMail Action - June 6, 2012

Wade Stevenson, a photographer from Othello, Washington, was a significant recording artist of many railroads including the Milwaukee Road, Great Northern, and the Northern Pacific railways. Jim Dick reported meeting with Bob Storozuk, President of the Milwaukee Railroad Historical Association, and receiving a large collection of negatives donated to the MRHA from Wade's family. The group had culled out several hundred GN and NP photos and a decision was made within their board to transfer these elements to the Jackson Street archive offices of the respective historical societies. Several donations have been made totaling an estimated 1,000-1,200 images so far (the source collection is estimated at over 10,000 images from the age of steam into the merger of the Hill lines in 1970).

A proposal was made to allocate a line-of-credit support monies sufficient to scan the negatives at approximately 2,000 dots-per-inch (dpi) of these 120 size film negatives (resulting in a rough resolution of 8,000 x 4,000 files at 20 megapixels each). A quote was obtained by a vendor (Chris Fure of www.MemoriesRenewed.com after DigiGraphics in Minneapolis reported they do not do scanning for hire) at \$1.34 per image in a volume discount bid. Also part of the allocated funds would be for two external storage drives of the portable variety for use at the PNRA and JSRH locations. The desired allocation was proposed at \$2,500 with actual accounting of costs likely to be under the requested sum upon completion.

Board discussion included commitments for public access, types of resolutions (high- versus low-resolution types as found in other online resources such as the Nixon collection), questions of access privileges, and general outlooks for handling of similar collections of donated imagery such as this one. No conclusion was reached on these additional concerns beyond the actual motion.

Motion that the NPRHA archives be granted a \$2,500 line of credit for the scanning of the donated Wade Stevenson collection of NP negatives at a resolution of 2000 dots-per-inch on to two portable hard drives for use at the PNRA and Jackson Street Roundhouse archive locations – Dick, Frissell 2nd, 6 –2 in favor, carried.

A letter of thanks is to be sent to the Milwaukee Road Historical Association for the donation of these artifacts.

BOD eMail Action - June 19, 2012

Jan Taylor reported that the NPRHA Preservation Grants Committee reviewed two applications received to date and recommended board consideration of the Three Forks Historical Society's (TFHS) assistance request to continue restoration of the Trident, MT, Northern Pacific Railway depot recently relocated to Three Forks, MT. The original depot was constructed in 1912. The TFHS has a target goal of raising \$63,000, having raised \$22,000 of an original \$45,000 goal. The building has been moved seven miles onto a new foundation. Restoration will continue on the building's exterior and interior, working towards a July, 2013 dedication. The Montana Rail Link (MRL) donated the building at no charge other than leveling the remaining foundation in Trident. The NPRHA Preservation Grants Committee unanimously endorsed the approval of the grant request of \$2,500 from the NPRHA.

Motion to accept the NPRHA Preservation Grants Committee recommendation for the Three Forks Historical Society's preservation grant application for support of the Three Forks / Trident Depot project in the amount of \$2,500 – Frissell, Zidel 2nd, carried.

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BOD Butte MT - July 18, 2012

Members in Attendance: Phil Beach, Duane Durr, Dave Hillard, Bob Horne, Bill Kuebler, Bob McCoy, Ed Sherry, Gary Tarbox, Bill Taylor, Gary Wildung. **Board:** Jack Christensen, James Dick, Dave Franz, Chris Frissell, John Fujii, Jan Taylor, Ken Vogel. **Absent:** Alan Dahlman, Bill Zidel.

Call to order by President Taylor at 7:55 am.

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 – minor reordering was reviewed and approved by those present.

Convention

2012: Bill Taylor reported the pre-convention reception at the Front Street Station went well and added to the launch of the week. The convention budget appeared to be working out and 2012 would be able to pay all its bills and remain in the black. The NP station has turned out to be a good choice, although travel to-and-from the hotel sites was causing some issues. The express room to be used for presentation was not finished as desired – only two days prior there was 6 inches of standing water on the floor. Bill expressed many thanks to the committee and board for their support of this event.

Minutes

BOD recorded 2011 minutes published to nprha.org. *Motion to accept last minutes – Franz, Vogel 2nd, carried.*

Finance

Vogel reported that the only change made in process since the previous Board meeting of 2011 was that hobby shop revenue was now directly deposited into NPRHA accounts instead of going through the Company Store. He expressed appreciation for the audit committee's work and felt that fewer procedural issues arose this year.

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

Audit

Dave Hillard reported that things were coming more into line this year even with the complications of the organization's accounting – time improves everything. This year's report was 3 pages – last year's was 14 pages, so there definitely has been improvement. The committee offered some suggestions such as better cash management (even in the face of weak interest rates) and the holding excess inventory in the Company Store for some weak performing items (perhaps new membership inducements or door prizes – excluding out-of-print items such as books). Storage costs as a factor of cost was raised. Tarbox noted that the membership of the organization was divided between 200 active members and 1800 subscribers (the latter who tend to come on new and build their libraries with things like back issues of *The Mainstreeter* or books or other collectibles – Gary felt philosophically that this inventory was our investment for the future as a NP-history service rather than a business). Vogel noted that Company Store this year effectively broke even, so this seemed aligned with these sentiments. Horne noted that storage costs depreciates the value of items and that other factors such as transportation costs (to-and-from conventions) also add to that overhead.

Hillard reminded the board that a majority of the report was suggestions and that there were not any significant accounting issues at this point. Taylor noted that this was Dave and Phil Beach's last year for the Audit Committee having served three years in that position. She applauded the effort, noting that it helped build confidence in our processes for the organization. Thanks were extended to the Audit Committee and the quality of their work.

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After general consensus, all committee reports were to be accepted at the end of the board meeting to expedite the timing of the work effort (*see motion and acceptance on July 22, 2012*).

Grants Policy

Jan Taylor opened this section of the meeting with a report about a letter (dated January 7, 2012) had been received from the Lake Superior Railroad Museum updating the status of a NPRHA \$4,000 contribution to the restoration and painting of former NP #3617. The reported delays were for the return and installation of engine parts (such as a new AR10 generator and some other missing parts) ensuring a more complete artifact to display in Duluth. This entailed a roundtrip to Fordville, North Dakota, for the installation of the parts, thus delaying the painting project to the Spring of 2012. Duane Durr was also thanked for his contribution to project as well.

Bob Horne lead the board through a discussion about the case for preservation grants as proposed by the Grants Policy Committee (Bob Horne, John Berg, Phil Beach, Harold Shannon). This included a grants announcement, a description of history and process for grants, and an application form (posted on the web). The application was inspired by the proven format used by the National Railway Historical Society.

Harold Shannon has agreed to be the grant applications receiver, checking them for format and completeness before review by the committee. Frissell commented that he thought the application process should more explicitly address how public access to any project outcomes was going to occur and note criterion in the grant selection for acknowledging NPRHA's intent to support not-for-profit ventures (compliance with IRS rules for tax deduction and not-for-profit status is key here).

Additional discussion occurred also covering the proper tracking and handling of donated funds for grants work (ensuring the completion of grant-specified work and, in the event of cancelation, the recovery of NPRHA funding such that it not be used for non-specified work and interests).

The group reviewed a draft proposal (dated June 28, 2012) and commented upon by Phil Beach (dated July 9, 2012). Beach asked the question on whether or not budgeting a separate annual allocation was advisable for grants work prior to knowing viable projects? This would perhaps tie up resources from the general fund for the year instead of addressing requests at the discretion of the board. Additionally it was discussed about proper financial structuring as a 501(c)(3) group to segregate and track donations specifically designated for preservation by their donors – unrestricted vs. restricted as well. Donations should receive proper acknowledgement (regardless of size per Jackson Street Roundhouse practice).

Frissell saw the discussion as two separate issues – (1) how monies are collected and spent on projects, and (2) how monies are tracked and reported to the IRS, especially against the status of grant projects in progress (in case they should terminate). Vogel wanted clarification of restricted preservation funds versus unrestricted preservation. Hillard noted that from an accounting perspective, a specific account fund would be necessary, not simply tracking measures. Horne noted that the report was developed for the membership and that perhaps the title needed further work relative to the current discussion. Beach reiterated that his inputs were directed at preserving the BOD's discretion of not being limited to spending from a specific account fund. Horned noted that an explicit budget is useful for specifying intention – it gives scope to the type of expenditures possible to applicants, e.g., how many grants of X dollars are available.

Meeting suspended at 9:09 am and resumed at 12:38 pm (lunch).

At the resumption of the topic, Frissell and Vogel both agreed that the proposal should be initiated and adjustments would very likely be necessary over time as proposal became practice. Taylor summarized that the group found the two proposed documents acceptable and that funds would be managed both from designated and non-designated sources as necessary. Tarbox noted that the current proposal specified structures and that seemed too limiting. Taylor suggested “NP-related preservation projects” which would ensure coverage for example such as the dynamometer car project. It was suggested that a list be developed to help better scope the types of acceptable projects. Benchmarks for grant progress (such as articles in *The Mainstreeter*) were also suggested in the forms of written agreements and such. The group agreed to ratify this proposal and report on Sunday with the rest of the accepted committee reports.

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Preservation Proposal – Fredrickson Collection

Vogel began the discussion with a review of the Fredrickson Collection Purchase Terms letter (dated June 30, 2012) and the selected appraisal (dated December 19, 2011). The appraisal itself started out as free, but due to the sheer volume of work, it warranted the expenditure of \$500 to complete the final list. After discussion with the Fredrickson family, we structured an agreement, negotiated a price, and had an attorney complete the agreement. The final terms of the agreement were accepted and signed by Jim and Cereta Fredrickson on Sunday (July 15, 2012). The final sale price for the NPRHA selected items was for \$88,000.00. A down payment of \$10,000 would be paid upon signing of the purchase agreement with a period of eighteen months to pay the balance in full from raised donation capital.

As treasurer, Vogel confirmed that \$10,000 from the NPRHA as down payment was possible. If the proposal was ratified by the membership, then a letter from the President to help purchase the collection was recommended for a sum of this magnitude. Tarbox noted that the original collection list was 10 pages. This recommended list covered the essence of Jim's collection – not likely rivaled except by Warren McGee's collection. One item of note is the purchase of his train sheets – anything that was related to operational information was recommended. Very little memorabilia was selected except his timetable collection, his Martin Depot sign, and his 2216 headlight (both of these last items important to him). Fujii added that he hoped the collection was photographed in-situ before it was moved (for historical context and reference).

After discussion, at least \$40,000 was recommended as a goal for fund raising. Duane Durr thought the project was marvelous and pledged \$1,000 to help start the campaign. Fujii also pledged \$1,000 to help start the campaign as well.

Motion to authorize Jan Taylor to accept this contract and to issue a letter of request to the general membership for support of this project and future preservation efforts with a goal of \$40,0000 – Vogel, Franz 2nd, carried.

Motion amendment to include a Mainstreeter article about the preservation proposal – Frissell, Franz 2nd, carried.

Meeting adjourned at the conclusion of lunch - 1:31 pm.

BOD Butte MT - July 20, 2012

Board: Jack Christensen, James Dick, Dave Franz, John Fujii, Jan Taylor, Bill Zidel. **Absent:** Alan Dahlman, Chris Frissell, Ken Vogel

Call to order by President Taylor at 1:00 pm.

Nominations

Zidel and Franz reported the following directors still had one year left in their terms:

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

The nominations committee recommended the following slate of directors for the new term:

- Alan Dahlman, Wahpeton ND (2 year term)
- T Michael Power, Arlington TX (2 year term) – David Franz vacate
- Kent Sullivan, Kirkland WA (2 year term) – Jan Taylor vacate
- Ken Vogel, Winlock WA (2 year term)

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

Meeting adjourned at 1:40 pm.

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Annual Membership Meeting Butte MT - July 21, 2012

Prior to the meeting, Jan Taylor acknowledged the contributions of all the volunteers in all areas of the NPRHA (convention operations, publications, committees, etc) with a sincere “thank you for your hard work,” inviting them to stand for a round of applause. This included stories like Dave Franz driving from Missoula to Burien to Missoula to Butte back to Burien to transport the Company Store for this convention. Or Warren McGee’s donation of twelve autographed prints and the efforts to share them with attendees in the silent auction. Finally, she invited all NP veterans to stand and receive a round of applause.

Official meeting called to order by President Jan Taylor at 3:19 pm.

Taylor introduced the NPRHA board to the attendees – John Fujii (secretary), Chris Frissell, Jack Christensen, Bill Zidel, Jim Dick (vice president), Dave Franz, Ken Vogel (treasurer), and Alan Dahlman (unable to attend).

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.

2011 minutes, financial summaries, and agendas were shared with members present in the room. The full minutes for calendar 2011 were available on NPRHA.org and upon request at the meeting. Duane Durr noted a correction to the spelling of Kyle Brehm’s name for the 2014 convention in the minutes.

Motion to approve the NPRHA 2011 minutes as corrected – Gary Tarbox, John Berg 2nd, carried.

Financials

Taylor covered the treasurer’s report in the absence of Ken Vogel. The summaries were circulated at the beginning of the meeting. John Berg asked about the membership numbers and receipts. Taylor reported we were currently at 1935 prior to the convention and acknowledged the organization was slightly smaller at the moment.

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

Audit Committee

Taylor began the committee reports with the audit committee’s work. She reported that the NPRHA directors were happy with the results. As an audit committee member, David Hilliard commented that the committee believed that the financial statements properly and fairly represented the financial standing of the organization and company store. Gary Tarbox noted that the NPRHA organization and the NPRHA Company Store represented separate accounts with approximately \$75,000 in inventory assets invested in the store.

Archives East-End

Jim Dick reported for the East-End Chair, Mike Borkan, that work at the East-End Archive was moving forward at a satisfactory rate. Volunteer membership remained steady between 4-5 active contributors. The Great Northern group gets around 7 people on average. Archiving work was proceeding at a slow but steady rate with some outsourcing work that he would cover later in the meeting. The group is trying to bring more things on line with an active point-of-inquiry available via the web.

Archives West-End

Ed Sherry reported that the West-End Archives were now fully in session at the Burien, Washington location. The group works on Wednesdays and numbers between 6-8 volunteers. Ed pointed to the Pacific Northwest Railroad Archive (PNRA) newsletter for a general overview of achievements, mentioning also that new mobile shelving had

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been installed since the publication of the last newsletter issue. He also noted that Buzz Grant heads up the NP-related work at the volunteer sessions. One other item of note was work on the NPRHA's west-end Field Completion Report (FCR) collection. This was not on line yet in a digital form, but that was the goal. The original collection was deaccessioned from the Tacoma Public Library and numbered approximately 600 FCRs printed on approximately 3,000, 11-inch by 17-inch pages.

Calendar

Bill Kuebler noted an accidental omission in the committee report – the full committee should read as Duane Durr, Bob McCoy, Gary Wildung, John Fujii, and Bill Kuebler (Chair). John Fujii was new to the committee this year - he will work in a computer image clean-up and color balancing capacity. Kuebler mentioned that there was an October 1st deadline for image consideration for the 2014 calendar. Final production images are to be delivered to John Kutz for layout work by January 15th, although the committee has usually beat this deadline before the winter holidays. The committee has also created a master spreadsheet of 250 historical dates/facts used each year to help provide better accuracy and variety between issues. Finally, relative to image selection, Kuebler mentioned that the committee strove for a good balance of high-quality imagery representing the NP across time, geographies, subject matter, and photographers.

Company Store

Jeanne Franz, Company Store Manager, reported that relatively good sales this year. The new 1-1/2 story Standard Plan Section House, NPRHA's latest HO scale laser structure at the convention, was selling well at about 13 units thus far (this kit was finished just in time for sale in the Company Store). Overall, things were going well. Gary Tarbox reported from the PNRA's perspective (contracted for Company Store merchandise fulfillment) that postal rates have gone up (and will continue to rise). The Company Store would be switching to a weight-based postal rate since the former method was not covering their costs. He figured that within six months the store would be shipping based upon weight. Taylor also thanked Jeanne Franz for her two years of volunteer service to the Company Store. This was greeted with a rousing round of applause.

Conventions

2012 – Butte MT (18-21 July): Bill Taylor mentioned that six years prior, he had thought the NP depot would be a great convention venue in spite of distance from convention hotels. Much of the positive feedback and experiences have proven that true. Taylor thanked the many convention volunteers and people of Butte for their outstanding help. He mentioned that he had seen the convention on television the previous night, bringing in some local interest to our convention. Taylor reported the convention was heading towards the black financially and repeated his thanks to everyone involved. Jan Taylor mentioned that there were 140 attendees thus far at the convention.

2013 – Billings MT (17-20 July): Kyle Brehm (sounds like *ice cream*) reported he was busy at work learning from the success of the Butte convention and taking many notes. The convention venue in negotiations was reported to be the Crowne Plaza. Costs would be tied to how much food we ordered – negotiating room rates to \$100 per night (down from \$110). The hotel itself is a full service hotel with airport shuttles to the facility for those flying in. The 3rd floor meeting room and ballroom would be the likely convention venue. The GNRHS was invited to co-locate but they turned us down. The Burlington Group might be interested but the co-location details were not committed at this point. Kyle was busy working on recruiting and organizing volunteers. He also mentioned reserving the Billings Depot as a possible welcoming site or dinner function. Duane Durr mentioned that it might be possible to get better room rates with the hotel's less desirable rooms – those rooms being trackside. ☺

2014 – Yakima WA (16-19 July): Larry Rice, convention chair, was unavailable for report.

The 2015 convention was briefly discussed. Some thought that reserving three years in advance would be good (returning to previous precedence). Others thought this might constrain the convention chair too much in planning. Discussions should be ongoing.

The Mainstreeter

Ed Sherry reported that he was six issues into his service – 1.5 years. So far, there has been good support, text proofing, technical proof reading, and good column support from members like Frissell and Reese. Sherry asked if everyone had received their most recent issues – some said a few were late. Sherry reported the next issue would be slight late, but it would cover the convention, articles on the A-1 and King Car, a potential article on hooping, and perhaps an enhanced photo gallery to cover work and items of interest not needing an article – please contact him with image ideas and sources. He's also working on a backlog of articles needing research and editing work – held in reserve for future issues and valuable in helping to get things back on schedule track. Finally, Sherry reported

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work on a *Mainstreeter* style sheet – this would help improve consistency in work. The previous editor had one and he will work to enhance this one.

Grants

Taylor announced the members of the Grants Committee – Bob Horne, Phil Beach, John Berg, Harold Shannon – have been working on polishing up the grants policy. We now know how many grants will be considered each year, the application process and requirements, and formalization of submissions. Taylor reported that up to \$5,000 per year (up to \$2,500 for each grant) would be possible. The recommendation was to look for leads on preservation – buildings, collections, information caches, oral history, etc. Everyone should help spread the word that the NPRHA is open to these types of NP-related projects and supports. Taylor encouraged all present to surface those kinds of opportunities because it was the membership that was really in contact with potential projects of merit. All details for the grants applications would be available on the nprha.org website soon.

Jim Fredrickson Collection

Taylor announced that the NPRHA board had authorized the purchase of a substantial part of the Jim Fredrickson collection (to be stored and processed at the PNRA Archive in Burien, WA). The honor to do so would help ensure that significant collection of paper artifacts and imagery would be preserved as Jim Fredrickson's lifetime of work on the NP and his legacy to the NPRHA. Volunteers have already spent seven years cataloging and organizing this large body of data. Taylor also said that the organization would be approaching the membership to help raise \$40,000 to support the acquisition. The NPRHA could certainly pay for this effort in total (hence the authorization) but the organization also wanted to ensure that its membership had a chance to participate in this rare opportunity as well. Taylor also mentioned that Jim Fredrickson and family were happy about this outcome – that the collection would be cared for close by to its origins. She also mentioned that many had already benefited from Jim's generosity with his photographs and paper goods. There was general praise from the floor for the depth and breadth of Jim's contributions across the nation and from organizations that have time and time again sought him out for help and information.

Membership

Dave Hillard briefly reported that the current membership level was at 1,934 individuals. Comments from the floor mentioned other historical societies from larger railroads – and the NPRHA membership numbers were respectable relative to those mentioned (Santa Fe Society, Pennsylvania Society, etc).

Modeling

Taylor mentioned that there was a ByLaws amendment passed out proposing a formal ratification of the Modeling group as a committee of the NPRHA. Dean O'Neill reported that the group's activities included an article in *The Mainstreeter* about the color card project, the convention release of the new 1-1/2 story Standard Plan Section House, a new committee member (Jeff Nichols), and the gratis distribution of the NP Color Card kit to 45 kit manufacturers to help them with their modeling accuracy (very positively received and appreciated).

Proposed Amendment to the NPRHA By-Laws

Section XX. Modeling Committee

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

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- *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.*
-

The proposed amendment to add the Modeling Committee to the ByLaws was discussed. Taylor noted that this was an effort to recognize and establish the group as a standing committee in the NPRHA. Discussion around the last bullet of the proposed amendment confirmed that the organization recognized that modeling had a role in the annual conventions (and that specific activity details were left open to development). One question from the floor asked about any committee size limits? The answer was that the amendment defines the role and appointment of the chair, but composition was left to the body as necessary roles were defined.

Motion to accept the definition of the Modeling Committee into the NPRHA By-Laws as proposed – John Causbie, Paul Hobbs 2nd, carried.

NPRHA.org Website

Gary Tarbox reported that work on the website has been continuous since 2003. The current site runs on an upgraded server (from the previously rented service) running a webserver and database server capable of hosting the types of data expected from enterprise-class organizations. The NPRHA and GNRHS shared the costs of the new information platform. Work at present is on data transition between the old and new servers. When fully operational, the joint NP and GN websites will host historical data including some 150,000 AFE (*authority for expenditure*) records from both organizational archives.

Nominations

Bill Zidel reported for the Nominations Committee that five members were in the middle of their terms (Christensen, Dick, Frissell, Fujii, and Zidel) and four other positions (Dahlman, Franz, Taylor, and Vogel) were expiring this year. Alan Dahlman (Wahpeton, ND) and Ken Vogel (Winlock, WA) agreed to stand for nominations for another two-year term. Dave Franz (Missoula, MT) and Jan Taylor (Missoula, MT) would serve until their terms expired at the end of the convention. The Nominating committee proposed a slate for election as:

- Alan Dahlman, Wahpeton ND (2 year term)
- T Michael Power, Arlington TX (2 year term) – Dave Franz vacate
- Kent Sullivan, Kirkland WA (2 year term) – Jan Taylor vacate
- Ken Vogel, Winlock WA (2 year term)

Nominations were invited from the floor three times per procedure.

Motion to close nominations – Gary Tarbox, Dick Carlson 2nd, carried.

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

Taylor requested of the group if there was any additional old business to cover by the group. Hearing none, she requested any new business to be heard by the group.

Gary Tarbox proposed a new policy to the group concerning board of director membership. He noted that directors are required to be at the conventions and their position requires a great deal of work year around. For some this may have created financial hardship and limited the type of potential membership for new boards. His proposal was that board of directors' convention registrations be waived for their attendance.

Discussion included a friendly amendment to the proposal addressing the position of Company Store Manager – a person who usually spends most of the convention operationally setting up or staffing the Company Store desk. *The motion for the amendment was made by James Dick and seconded by Ed Hill.* Gary Tarbox accepted the friendly amendment with no need for a vote.

Motion for convention registrations to be waived for the NPRHA board of directors and Company Store Manager – Tarbox, John Causbie 2nd, carried.

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James Dick reported that about a year ago at the Milwaukee Road Historical Association annual convention, he spoke with Bob Storozuk, president of the society, about the passing of Wade Stevenson from Othello, Washington. Wade's family donated some 10,000 of his negatives to that group of which they discovered some 2,025 negatives with Northern Pacific content. The Milwaukee Road group donated them to the NPRHA at the Jackson Street Round House with no conditions other than to see them made available as soon as possible. After looking at three competitive bids to digitize the work, the lowest one came in at \$1.34 per negative. A motion was proposed and passed by the NPRHA board to digitize this work. (*See action of June 6, 2012.*) The work is ongoing to make these images visible in hopes of generating more caption information about them by those who might recognize the content (minimal information was included with the negatives). He wanted to encourage those in attendance to thank the Milwaukee Road Historical Association for their generosity in this matter.

No further new business was introduced after this topic.

Motion to adjourn – Duane Durr, Mike Lustig 2nd, carried.

Adjournment at 4:42 pm.

BOD Butte MT - July 22, 2012

Call to order by President Taylor and board meeting agenda resumed at 9:12 am.

Members in Attendance: Gary Tarbox, Lance Vallone. **Board:** Jack Christensen, James Dick, Dave Franz, Chris Frissell, John Fujii, Kent Sullivan (*elect*), Jan Taylor, Ken Vogel. **Absent:** Alan Dahlman, Mike Power (*elect*)

As part of book keeping to this point, Taylor directed the secretary to update the NPRHA By-Laws document and NPRHA Policies document per actions of July 21, 2012.

Archives East-End

No additional discussion beyond that which was covered in the membership meeting.

Archives West-End

Taylor reviewed the submitted report from Ed Sherry for the archives located with the Pacific Northwest Railroad Archives in Burien, WA. Buzz Grant heads up the NP-related work at sessions that occur weekly (on Wednesdays) at this locale. It was reiterated that there was expressed concern for sufficient door strength and security be established for archives protection.

Calendar

Taylor and the board acknowledged the written report and report coverage in the annual membership meeting. A small misunderstanding about production image cleanup and hours covered was mentioned, but no billing for the extra hours occurred for this year's calendar.

Company Store

The board discussed the status of the Company Store and the great efforts put in by Jeanne Franz, current Company Store Manager through the end of the convention. It was acknowledged that a replacement had not yet been located, but Jeanne had made good progress on a transitional document for processes and ordering procedures. Dick noted that at the White Bear Lake convention, they hired a professional to staff the store (even though it was transported, set up, and torn down by volunteers). Dave Franz mentioned he might be able to help with materials transport to Billings as he did this year for the Butte convention (his retirement is pending).

At the meeting, Lance and Katherine Vallone of Billings, MT, volunteered to take on the role of Company Store Co-Managers. Lance reported he was currently retired now. A small discussion about the need for a company store at the convention ensued, but the alternatives which have been previously discussed (specimens available for preview but merchandise shipped directly from the warehouse) was less attractive at the moment (even though tremendous efforts are made to move and account for inventory from its current location in Washington). It was noted that costs

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for the Company Store at conventions is more service than profit (valuable PR and such, but not profitable). Tarbox would be the contact person for the Vallones relative to the Company Store at conventions.

It was also noted that new credit card requirements for charges and backend activities really needed to be examined because the latest rulings were more insidious than one might be led to think. This included PayPal and such. Taylor again extended thanks and appreciation to Jeanne Franz for her volunteer work as past Company Store Manager.

Conventions

2011 – Carlton MN (13-16 July): James Dick submitted his convention report to the board. It was noted that our convention profile is small (125-140 people) whereas many hotels are looking for 250 people for negotiations. Joint conventions could help with the profile, but those details and dates would need to be worked out for the advantages to emerge. Dick also mentioned the possibility of mini-meet formats (something the Q group use) where a small town hosts a one-day meeting (chamber of commerce), the meeting space (civic center) is free, and a small bean spread (pulled pork, beans, corn bread spread) is possible (\$25 at the entrance – they clear \$6,000 net if the attendance is 300+). Certainly something to consider in the future.

Taylor talked about other meeting dates.

2013 – Billings, MT (17-20):

2014 – Yakima, WA (16-19):

2015 – Fargo, ND: Tarbox reported that Duane Durr has volunteered to run a Fargo, North Dakota convention that is exactly 10 years after the previous one. Taylor noted the offer was a solid one for the calendars this far in advance.

After that, who knows? Portland? Vancouver? Discussions about considering potential Fall meeting dates ensued. Dick mentioned the possibility of a Yellowstone meeting – 200 rooms available at Mammoth Hot Springs, near Gardiner, at the Old Faithful Lodge. Going after season (October) could be advantageous. Consider Yellowstone for 2016 as a one-of situation outside of our normal meeting dates in the summer. Sullivan offered some insights about his work with a car club (and efforts they were making to address median ages of their diminishing membership). He noted that difficulty in attracting younger members is tied to older-person appearances of offerings – if the convention is the centerpiece of the group, this may be counter to their preferences of more things online, more social, less commitment of a major vacation break in the summer (versus mini-meets or a day spent somewhere). Making your convention more palatable to young people may not be worthwhile since it already goes against the grain of that age group's preferences. You need to do what you need to do. Zidel agreed – his Lions Club work was facing similar challenges with retention and membership of younger age groups. It was asked about how we're participating in social media (Facebook etc) and Internet information sources such as Wikipedia.org. Being visible and accessible means viability in some fashion (but it takes work). We need history pages that are rigorously maintained and also digested for consumption by other interested parties (perhaps not all at the level of our existing historians but you need an on ramp somewhere). Taylor was going to explore getting a Facebook presence (or at least someone more experienced to consult with and explore). Toppenish Museum, Model Railroader, etc. all participate in this medium.

Gary Tarbox, Kent Sullivan, Ed Sherry – recommended to work on the Facebook issue as a subcommittee. Working from web publications or historical columns (Ed Hersom, Ed Sherry) would be important to tap in to with this effort. We're in an era of tablets and electronic readers (e-Readers).

2012 – Butte, MT (18-21 July): Bill Taylor reported that the 2012 convention was very successful. The return on the convention was looking in the neighborhood of \$2,000-3,000 after expenses. The shuttle proved to be very successful. 140-142 people were registered for the convention. 160 people attended the banquet. Attendance was average to above-average this year. There were a few issues with the mine tours, but this was mostly due to some confusion around scheduling.

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The Mainstreeter

Tarbox asked if we should be looking at more online publishing. Taylor suggested this more vigorously be explored this year and reported upon next year. Dick mentioned that we have five complete sets of *The Mainstreeters* in archives at the moment.

Membership

No focused discussion beyond that which was covered in the membership meeting from the written report. Taylor noted that Ken Vogel's work at swap meets and other shows has been very valuable. Tarbox remarked that we need more coverage in the Twin Cities, Fargo, Billings, and other places. The Facebook discussion was touched upon again here, linking the notion of (model) railroad shows as likely activities of interest through this medium.

Modeling

Discussion of the modeling event at the convention converged on about 40-60 visitors at the event. There were many positive remarks about this type of activity at the convention – even the O-gauge aspect – models were pervasive. There was note that the general membership community would like more visibility and participation in the modeling committee's model projects. Frissell noted that a majority of their projects have been manufacturers projects with limited visibility. There is a desire to identify and enable more outreach and engagement with the membership – perhaps more through *The Mainstreeter* and other forums. We also need to ensure clear time / space availability in the conventions (not sure when/where, but we try with the packed agendas).

NPRHA.org Website

Tarbox reported that we've made a significant effort to update servers – the NPRHA now has two servers (database and webservers). Work to optimize the data locations and flow (based on hardware performance) is now underway as reported in the membership meeting. There is one issue – we are incurring consulting fees for some Sharepoint expertise in the tricky areas of update. We're paying Brian McCoy of X-Factory for Sharepoint consulting. The costs are being shared by the NPRHA and GNRHS. It is not exceeding \$500 nor will it be ongoing. We should be able to finish this conversion by the end of the year. Our partnership with the GNRHS has been a good one.

Motion to accept all NPRHA committee reports as presented – Franz, Zidel 2nd, carried.

Old Business

Taylor returned to the grants document and discussion. Frissell suggested we move forward with the version commented upon by Phil Beach. It represents a statement of formalization of the grants process. It is a starting point for policy guidance and it should be refined as necessary. Frissell stated the motion as follows:

Motion for NPRHA Board of Directors:

- *commend the committee for their work*
- *to adopt this strike-out version from the committee as interim guidance for this year*
- *ask the committee to report next year with recommendations for refinement in future adoptions*

Motion – Frissell, Dick 2nd, carried.

Dick commented that the board wanted to acknowledge with appreciation the gracious hospitality of Tom and Janel Madraza for the Butte convention.

New Business

Dave Franz reported that the convention Company Store totaled up the initial (unaudited) receipts - \$5,043.54. Jeanne Franz, Company Store Manager, also wanted to thank John/Joanne Hillard (setup), Bob/Marilyn Horne (teardown and staffing), Ann Reynolds, Joan Kendall, Mike Lustig (volunteers).

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Zidel asked about the NP poster displayed at the convention (of work not used by the NP). Taylor reported it was a one-time use of the poster and we recognize its place in NP history. We need to continue to work on its conservation now that it is known.

NPRHA Officers

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

2012-2013 NPRHA Board Officers:

- *President – James Dick*
- *Vice President – Jack Christensen*
- *Secretary – John Fujii*
- *Treasurer – Ken Vogel*

Motion to accept slate as presented – Dick, Zidel 2nd, carried.

Welcome to Kent Sullivan and Mike Power to the NPRHA Board of Directors.

Bill Zidel asked that the record note the appreciation of the NPRHA organization for Jan Taylor's ten years of service on its board. He also expressed thanks to Bill Taylor as well and stated the organization was very grateful and appreciative to both for their service.

Motion to adjourn – Sullivan, Zidel 2nd, carried.

Adjournment at 11:26 am.

BOD eMail Action – August 27, 2012

Following the Butte meeting vote, Jan Taylor and Ken Vogel worked through creating a pledge campaign letter for the Jim Fredrickson Collection acquisition project. A bid of \$3,000 was obtained from Doug Andresson of Newman-Burrows to print the two-page letter with spot color, mail merge it with custom contact information, collate, fold, and postage meter. Discussion ensued about customizations for pledges and other campaign approaches.

Motion to approve expenditure of \$3,000 to print and mail fund-raising appeal for the Jim Fredrickson Collection acquisition project – Frissell, Dahlman 2nd – carried with 1 abstention.

BOD eMail Action – September 13, 2012

A discussion about West End Track Profiles that Dan Cozine had found was started with the BOD by James Dick. He reported from other individuals (Beach, Tarbox, Taylors) that these profiles were in good condition and sufficiently unique from the Minnesota Historical Society (MHS) profiles. They would be an ideal source to be available from the West End Archives (PNRA) for those not able to travel to the MHS for their profiles. A fair price estimate of \$2,000 was made for the value and at least \$1,200 in pledges from six people were known at this date.

Motion to approve the amount of \$1,000 be contributed towards the acquisition of these West End Track Profiles. Any surplus funds would be used toward archival quality containers such as boxes, tubes, acid free papers, or other materials – Sullivan, Zidel 2nd, carried.

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BOD eMail Action – October 15, 2012

Discussion proceeded to extend the support of the Pacific Northwest Railroad Archive (PNRA) in terms of a loan of \$7,000 made to the PNRA by the NPRHA at the rate of 7.0% simple interest originally started from October 7, 2011. The extension request was until July 31, 2014, under the previous terms. The PNRA request was made by Gary Tarbox, PNRA Executive Director.

Motion to extend the original October 7, 2011, Unsecured Promissory Note of \$7,000 at the original terms from the NPRHA to the PNRA until July 31, 2014 – Frissell, Vogel 2nd, carried.

Respectfully submitted February 17, 2013 – John Fujii, Secretary