

Board Meeting – Northern Pacific Railway Historical Association – September 25, 2021 – Missoula, Montana

Meeting called to order by President Bill Zidel at 3:07 PM.

Board Members present: Don Golde, Dave Hillard, Bob Makins, Dean O'Neill, Doug Shearer, Jim Woodward, Bill Zidel, and Ken Zieska.

Newly elected Board member Steve Joyner also attended, but did not participate in voting, since his term does not officially start until after the meeting. Departing Board member Harold Shannon did not attend the 2021 Convention.

Guests included Kent Sullivan, Bill Taylor, and Jan Taylor.

Mainstreeter: Discussions on the future of the NPRHA publication continued during the Convention and will continue virtually in the future, in part via GoToMeeting, Zoom, or similar platforms. Bill Zidel and Dean O'Neill will discuss the situation with Kurt Armbruster, and perhaps with Gary Tarbox. Dean O'Neill will set up the virtual meeting(s).

Bob Makins commented that members he had talked with thought that the Mainstreeter should include a page for the NPRHA Company Store, perhaps featuring a specific product that might be offered at a reduced price. Several suggested that the Mainstreeter regularly include a page or small article giving the current membership count, and a brief summary of recruitment efforts and results. Another suggestion was to put a bit more information about the next Convention into the Mainstreeter: where, when, and likely or known activities and presentations as soon as that information becomes settled. Bob also commented that it would be nice to include an index of recent articles; Dean O'Neill commented that such an index exists for Mainstreeter issues published through 2010. It can be found at [NP Bibliography - Mainstreeter View \(nprha.org\)](#), but it needs to be updated to include the last 11 years. Perhaps the Mainstreeter should routinely include a brief mention of this bibliography. Bob also commented that it would be nice to have a direct link between Convention information at [Convention Information - Standard View \(nprha.org\)](#) and the on-line registration form at [Convention \(nprha.org\)](#).

Comments on the 2021 Convention:

Bill Zidel thanked Bill and Jan Taylor, as well as their Convention committee, for organizing and executing a fine 2021 Convention. The hotel continues to be very cooperative and supportive of the Convention. Catering has been timely, ample, and generally of high quality. Although the Convention has proceeded concurrently with the University of Montana Homecoming activities and football game, there have been few issues regarding parking, availability of food, etc. Bill Taylor commented that the hotel typically has hosted U of M Homecoming activities in past years, but those were foregone this year because the hotel had contractual obligations to NPRHA.

Future NPRHA Board Members: Bill Zidel requested that all current Board members attempt between now and the 2022 Brainerd Convention to identify new potential members for the NPRHA Board. Many of the current board members have served for multiple terms; it is time for some new folks to take their turn on the Board. Dave Hillard and Jim Woodward both commented that they wish to be replaced on the Board within the next two years. Don Golde commented that it would make for a simpler transition if the next Treasurer was located close to the banks where NPRHA funds reside. It can also complicate matters if the NPRHA mailing address needs to change due to election of a new Treasurer. Additional discussion is required over the next year or two.

NPRHA Company Store: Sales during the convention totaled close to \$9400, although the Square system we now use for transactions had not yet made a deposit from those sales at the time of the Board Meeting. Dean O'Neill commented that \$3100 of that total is from Vista Dome Packages. Don Golde commented that his credit card purchase from the Company Store during the Convention was currently in the Pending state, suggesting that the transactions will likely run successfully.

Bill Zidel intends to follow up with the Centralia couple who earlier expressed interest in staffing the Company Store during the Convention and afterwards, but later decided to take vacation during the actual dates of the 2021 Convention. Depending on what Bill learns, we may need to continue our search for store-keepers.

Officers for 2021-2022:

Dean O'Neill nominated Ken Zieska to serve as Vice President. Bill Zidel seconded. Approved by unanimous vote.

Dean O'Neill nominated Bill Zidel to serve as President. Don Golde seconded. Approved by unanimous vote.

Don Golde nominated Dave Hillard to serve as Treasurer. Bill Zidel seconded. Approved by unanimous vote.

Bob Makins nominated Jim Woodward to serve as Secretary. Don Golde seconded. Approved by unanimous vote.

Conventions:

Members of the Board had a brief discussion regarding the present and future Conventions; however, no Board resolutions or actions resulted.

Modeling Committee:

There was also discussion regarding a possible change to the NPRHA Bylaws to restrict expenditure commitments that might be made in the future by the NPRHA Modeling Committee. Ken Zieska expressed the opinion that the Modeling Committee must keep the NPRHA President and Treasurer informed about any significant commitment of NPRHA funds related to development, marketing, or sales of products that might be developed by the Committee, with or without involvement of outside manufacturers. Furthermore, Ken also commented that any samples or examples of NP-related products offered without charge to NPRHA members, especially those members on the Modeling Committee, must be treated as gifts to NPRHA as an organization rather than to any individual NPRHA Member or sub-group of NPRHA members. NPRHA members must not do anything that will jeopardize NPRHA's 501c3 status.

Note that the following appears in the minutes from the September 11, 2019 NPRHA Board Meeting at Brainerd, Minnesota:

Proposed Bylaws Change relating to the Modeling Committee:

We discussed and Ken Zieska later emailed the following proposed changes (underlined below) to the NPRHA Bylaws (Note that the Secretary has made a few additional changes):

Article V. COMMITTEES Section 1. Committees. The activities of the Association are carried out principally through Standing Committees and Temporary Committees. The following shall constitute the Standing Committees of the Association: A. Finance Committee B. Publications Committee C. Convention Committee D. Preservation Committee E. Nominating Committee F. Audit Committee G. Membership Committee H. Modeling Committee

Section 4. Reports. Each Committee shall report on the progress and results of its activities at the Annual Membership Meeting and at such other times as specified in these By-laws or directed by the Board of Directors.

Section 13. 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 modeling committee is authorized to represent the interests of the NPRHA in communications with manufacturers. Approval to commit over \$200.00 in NPRHA funds to a Modeling Project will require Board of Director review unless the expenditure has been previously approved by the Board of Directors during review of the Modeling Committees annual report.

The responsibilities of the Modeling Committee are as follows:

A. Collaborate and contribute to the committee's efforts in the research and development of original kits. B. Collaborate and contribute to the committee's support of manufacturers in their development of NP models. C. 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. D. Engage with NPRHA members to learn what the membership would like to see produced. E. Develop pricing, inventory, tracking and production templates for any modeling project. F. Support modeling efforts associated with NPRHA conventions. G. The modeling committee report required in Section 4 will include the status of products currently in production with funds committed to it by the NPRHA. The report will also list, for Board of Director review, projects currently under consideration or research by the committee which will require investment by the NPRHA. Purchase orders for products or services over \$200.00 require the endorsement of at least two of the following individuals: the President, Vice President, and/or Treasurer of the NPRHA Board of Directors.

Ken will pursue approval of these Bylaws changes via the normal procedures for Bylaws changes.

To date, there has been no further action on this proposed By-Laws change.

Dave Hillard commented that in the case of the Rapido Boxcars, he did seek and receive approval from the NPRHA Board to allocate funds to the NPRHA Company Store to support their development if necessary. In that case, development and very successful sales were accomplished without actual use of NPRHA funds. We must ensure that no commitments are made by the Modeling Committee at times when NPRHA lacks sufficient funds to support those commitments.

Dean O'Neill commented that he understands the concerns expressed by Mr. Zieska and Mr. Hillard but he feels that it is important to determine a reasonable monetary threshold for when Board approval should be required for Modeling Committee commitments and expenditures. He agreed that the onus is on the Modeling Committee Chair to seek

approval for “NPRHA Investments” when needed to support development of new models, but he also commented that he would welcome periodic questions and dialog with the NPRHA Treasurer and President regarding Modeling Committee projects and the need for possible financial investment in those projects by NPRHA. Ken Zieska commented that the NPRHA By-Laws already include a requirement for an annual report by the Modeling Committee to the Board. Said report should include a proposed budget for the Modeling Committee for their expenditures in the coming year.

Dean O’Neill commented that the current NPRHA President is always included in communications (minutes of meetings, etc.) amongst the members of the Modeling Committee, and suggested that the NPRHA Treasurer should be similarly included. Bill Zidel commented that these communication practices need to be formalized as much as possible.

At the end of the day, NPRHA, including the members of the Modeling Committee, must not do anything that could jeopardize our organization’s 501c3 status.

Raffle Ticket Tumbler: The ticket tumbler we have used for many years for raffles at NPRHA conventions is in a sorry state. It may date back to the 1970s or earlier, as it strongly resembles one used by the Thousand Lakes Region of the NMRA in the 1970s. It is also not particularly portable. Because of this situation. Jim Woodward moved that the Board authorize purchase of a new, more portable Ticket Tumbler. Several Board Members seconded. Cost is expected to be about \$500 to \$750 for a tumbler of sufficient size. Motion carried unanimously.

Adjournment: Don Golde moved to adjourn the meeting; Dave Hillard seconded. Adjournment approved unanimously at 4:37 PM.

Jim Woodward – Secretary, NPRHA