

Great Northern Railway Historical Society

Director's Annual Meeting Minutes

September 16th, 2021

Held Virtually on Zoom

A. Call to Order

The meeting was called to order at 10:00 AM Central time by President John Langlot. Six of seven directors were present via Zoom, as well as up to 27 members attending as observers. The meeting met quorum and continued.

John Langlot advised Director Jeff Meyer is absent this morning due to having suffered two serious strokes recently. We all wish him and his family well.

B. Business Arising from Previous Minutes

The minutes of the October 4, 2020 board meeting were approved by email vote of the board on February 21, 2021. There was no business arising from the previous minutes.

C. Approval of Officer and Committee Reports

In the interest of keeping the length of the board meeting reasonable the Officer and Committee Reports package was distributed prior to the meeting. They are included with the minutes package.

Under Committee Reports Bob Kelly was not present to give the west end archive report, so Don McGlothlin gave the whole archive report, particularly the Jackson Street archives.

John Langlot spoke about the high quality of The Goat. The board is looking to offer all members the option of receiving the Goat and reference sheets in both digital and printed format for the coming year. It was noted the calendar will still be mailed to all members.

Hustle Muscle is at Duluth and is being very well cared for. They have a great maintenance group, and she is kept in heated storage during the winter. The board is satisfied with the care and use of Hustle Muscle.

Bob Showers reported the society is gearing up for train shows once again and asked for more volunteers to recruit new members at train shows. Tom Carr noted there are no train shows taking place in British Columbia this year. Given the ongoing pandemic our membership numbers remain strong.

The PNRA report was not reviewed as Bob Kelly did not attend the meeting.

Mac McCulloch reviewed the store report and store finances, noting the store is in good shape with new products being added. It provides a good service to the members and generates revenue for the society.

With no further discussion, it was moved by Dan Bolyard, seconded by Bob Showers to accept the Officer and Committee Reports as provided. **CARRIED**

D. New Business

a. 2022 GNRHS Budget Requests

The board reviewed budget requests from the Archives, Membership Committee and Treasurer/Webmaster. The amounts are set out in the reports included with the minutes package.

Following a review of the combined 2022 society budget it was moved by Don McGlothlin and seconded by Bob Showers to approve the 2022 society budget.

CARRIED

The meeting broke for lunch from Noon until 1:00 PM Central Time.

b. 2022 Convention Update

Nelson Convention Tom Carr advised we are optimistic about being able to hold the 2022 convention in Nelson. The planned dates are September 16 to 21, 2022 at the Prestige Resort and Convention Centre, with the Canadian Pacific Historical Association (CPHA) joining us as originally planned.

c. Future Convention Format and Sites

There was discussion over future convention sites. It was noted there is no interest among our members in the Duluth/Superior area in hosting a convention in 2023. There was some discussion regarding holding the 2024 convention in either Sandpoint, ID or Wenatchee, WA, with John Langlot agreeing to check out both areas for possible convention sites.

Tom Carr suggested looking at virtual conventions in the future, especially considering the rising costs of hotels, meals, and transportation, with in person conventions possibly every five years.

The possibility of a joint convention with other Hill Line societies in 2025 was discussed, with St. Paul being suggested as a possible location. The society will continue to follow up on the idea.

d. Heritage Fund Awards

John Langlot spoke briefly on the Heritage Fund, noting we have contributed funds for several restoration and publication projects over this past year.

e. Other New Business

There was no additional new business to discuss.

E. Termination

The meeting was terminated at 1:47 PM Central Time.

Board Email Actions 2020-2021

October 17, 2020

Moved the GNRHS Board approve the 2019 Board Meeting minutes, dated July 21, 2019, as distributed. Moved by Carr, second by Bolyard. CARRIED unanimously

October 19, 2020

Motion to approve the amended minutes summary of the October 4, 2020 board meeting. Moved by Carr, second by Bolyard. CARRIED unanimously

October 19, 2020

Director McGlothlin moves to reappoint Bob Kelly as the GNRHS representative on the PNRA Board of Directors. Moved by McGlothlin, second by McCulloch. CARRIED unanimously

October 19, 2020

Moved that Robert S. Hanmer of Glenview, IL be designated the Society's Illinois Registered Agent, succeeding Richard Frauendorfer. Moved by McCulloch, second by Bolyard. CARRIED unanimously

October 21, 2020

The GNRHS Board will not approve a contract or expenses for a convention planner;

The Committee needs to forward all of the following to the Board before any approval will be considered for the Willmar Convention Budget:

1. An estimate of attendance for the convention and an estimate for the number of participants for each tour and the banquet.
2. A preliminary convention timecard to include:
 - Proposed tours both Rail and Non-Rail with proposed dates and times
 - Proposed speakers with dates and times
 - Proposed banquet speaker (if one is planned)
3. A line-item budget for tours, both Rail and Non-Rail; such budget will identify each tour and the associated costs for the tour including bus costs and meal costs (if a meal is being provided as a part of the tour) This budget will also identify the proposed cost for each tour for participants and the associated "breakeven" (ie. minimum number of participants needed to cover the cost for the tour).
4. A proposed Bus contract for Board approval and President's signature; The contract must show the number of buses needed for each event and the cost for the buses, a

cancellation clause if cancellation of a tour is necessary, and the timeframe for adding or reducing the number of buses, if necessary due to registration counts, without penalty to the GNRHS.

5. A vendor bid for the apparel, cups and caps; a picture of the proposed apparel for sale must be included in the GOAT submittal in January for inclusion in the March GOAT

6. An explanation as to how the committee will be managing registration starting April 1. Such statement needs to include the necessary changes to the convention registration form/computer program including all projected costs for such changes

7. A statement as to how the committee will be interfacing with the GOAT editor and the Company Store Manager to assure that all convention materials are ready for GOAT submission by January 15; a convention registration form is ready for submittal to the Company Store Manager for the GNRHS Website by February 1 (for programming and "live" website registration starting April 1.

8. A statement as to how the committee will be interfacing with the Treasurer on financial payments and convention reporting along with the Treasurer acceptance of the "authorized financial authority" for the committee and the committee's procedures for financial accounting and reporting.

9. Submittal of Bi-weekly written updates to the GNRHS Board on Convention progress and planning beginning now through February 28, 2021; beginning March 1, 2021, the committee will submit weekly updates to the GNRHS Board which will include convention Registration numbers.

This list is not all inclusive and may include other matters as necessary based on committee response and progress of convention planning. Moved by McGlothlin, second by McCulloch. CARRIED unanimously

November 2, 2020

Concerning "A Confidential letter to the Board and Officers of GNRHS" dated October 26, 2020 by Secretary Eckman on behalf of the Willmar Convention Committee, the Board of Directors of the Great Northern Railway Historical Society, mindful of its fiduciary duties to the general membership and the long established precedent that our conventions be organized and operated to at least break even financially, finds as follows with regard to the three requirements set forth at the close of the Committee's letter:

1. The Board has not been presented with a reasonably complete budget, so it cannot now approve a budget. The Board specifically disapproves retention of a convention coordinator.
2. Until the Board approves a budget, there is no need to give anyone signatory authority over convention funds.

3. The Board affirms President John Langlot as its sole official contact between the Board and the Committee.

With regret, the Board accepts the provisionally tendered resignations of the entire Willmar Convention Committee. Moved by McCulloch and CARRIED by unanimous vote of the GNRHS board.

November 12, 2020

Motion to cancel the 2021 GNRHS convention in Wilmar, MN
Moved by Langlot, second by Carr. CARRIED with 5 in favour, 1 opposed and 1 abstention.

November 21, 2020

Motion that the Board of Directors adopts the attached document entitled 'Willmar Convention' as the Board of Directors official statement to the membership announcing and explaining the cancellation of the 2021 Willmar Convention. The board directs McCulloch to ask Bill Sornsin to send it as an email to all of our members, and directs Langlot to provide it to Chas for inclusion in the March Goat. Moved by McCulloch, second by Bolyard. CARRIED unanimously (See *attachment A*)

December 7, 2020

The Board of Directors of the GNRHS adopts the attached document as its official public statement about the cancellation of the Willmar Convention and directs that it be provided to Bill Sornsin for distribution to the membership by email, and to Chas Bettendorf for publication in the March Goat. Moved by McCulloch, second by Bolyard. CARRIED unanimously (See *attachment B*)

February 10, 2021

Motion to merge the remaining amount of the "Memorial Fund" into the current standing "Heritage Fund". Moved by McGlothlin, second by Carr. CARRIED unanimously

February 19, 2021

Motion to approve the minutes of the October 4, 2020 board meeting as circulated. Moved by Carr, second by McCulloch. CARRIED unanimously

March 23, 2021

Moved that the GNRHS Board of Directors adopt the revision operation manual (3-4-21). Moved by McGlothlin, second by Langlot. CARRIED unanimously

March 19, 2021

Willmar ZOOM Convention

Moved that the Board appoint a Convention Manager to pull everything together and that the Board appoint Tom Carr to that position.

Mac also moves that the Board approve the research and processes described below and appoint a committee of four: Tom Carr, Bob Kelly, Bill Sornsin and Mac McCulloch as the 2021 Convention Management Committee, authorizes them to add committee members, and charges them to fully develop the following items and others as may be found necessary:

ONLINE AUCTION SOFTWARE: Bill and Mac have explored online auction software a bit, which convinced us that our current store software will not work well. We Both like the program biddingowl. See review at: <https://www.biddingowl.com/about.cfm> which is a no up-front cost software that charges 5% of the final bid. They do not absorb Pay Pal costs, so we are looking at about 8% in costs. One issue this software brought up is shipping. Bob and I agreed that we need to predetermine shipping cost and make that amount, plus our costs at 10%, the opening bid. Bidding Owl provides for making registration a requirement for bidding. Mac strongly believes we should register bidders this so false bidders can't mess up the auction. If we have their credit card number, we can be reasonably sure they are legit. Bill reminds us that we need to determine how to deal with taxes.

SUPPORT POSITIONS: We need a barker to talk the auction up between presentations. Bob suggested that we should have a 'lobby', a place where people can simply talk; perhaps they dropped out of a presentation, got there early, whatever. The lobby will require a moderator.

We recommend a question person. Viewers would text their questions to this person. S(H)e would aggregate if had 2 or 3 similar and ask the question once. This would be much more orderly, and quiet, than taking questions verbally over ZOOM. Tom says OpSIG has participants submit questions to a designated person through the Chat window on ZOOM and that we can do the same.

Bill Sornsin has agreed to be our Technical Support person who would sit in the background to fix problems that might occur.

TIME allowed for presentations. Bob strongly believes that 75 minutes cycle is too long; people are used to TV with lots of action and scene changes. Bill also thinks 75 minutes is too long. Tom has revised his timecard with presentations on 60-minute headways. We recommend a 60-minute headway, with a hard limit of 45 minutes including Q&A, which would leave 15 minutes for our auction barker and stretch breaks.

Length of presentations is the most time critical item. We need to be able to tell presenters what their time constraints are when we recruit them.

Convention Support:

POSITION	PERSON
Manager	Tom Carr
Auction Presenter	TBD
Auction Barker	TBD
Lobby Moderator	TBD
Question Taker	TBD
Technical Support	Bill Sornsin

That is a total of six people to make convention work. Five online during the event. Moved by McCulloch, seconded by Bolyard. CARRIED unanimously

March 25, 2021

Motion that the GNRHS Company Store purchase from Yakt publishing 100 copies of the title: Rocky's Rails @ a cost of \$25/copy and approximately \$2 per copy shipping. Moved by McGlothlin, second by Carr. CARRIED unanimously with 2 abstentions

April 21, 2021

Moved that the GNRHS retain Mr. Richard G. Burlingame as our new legal counsel. Moved by McGlothlin, second by Langlot. CARRIED unanimously

June 5, 2021

Motion to award Inland Northwest Rail Museum \$3000 for restoration of the Great Northern coach 974. Motion by Langlot, second by Carr. CARRIED unanimously

June 5, 2021

Motion to award Mansfield Museum and Historical Society \$1500 instead of the \$1000 requested. They stated that the \$15. donation for the book does not cover all the cost for the book with mailing cost so this is why I bump it up to \$1500. Motion by Langlot, second by Carr. CARRIED unanimously

July 4, 2021

Motion to grant \$3100 to Star Rail at St. Cloud MN for the restoration work on GN #80. Moved by McGlothlin, second by Showers. CARRIED unanimously

September 9, 2021

Digital publications motion moved by McCulloch, second by McGlothlin. CARRIES unanimously (See *attachment C*)

WILLMAR CONVENTION

The Willmar convention has been cancelled due to the resignation of the Willmar Convention committee. The Board has received resignation letters from all members except Stu Holmquist who said he was not going to be working on the convention.

The Willmar Convention committee was formed at the Fargo Convention. President Langlot was informed that Stu Holmquist and Gary Nelson were the Co-Chairmen and that Steve Eckman was the Secretary for the committee.

The timeline goes like this: The President requested budgets back in June and again at the start of September for the 2021 Willmar Convention. All of the committees submitted their budgets and reports in a timely manner with the exception of the convention committee. Around the first part of September, both Joel Weeks and Stu asked Mary for information on how the convention budget was developed and what was needed. She forwarded to them the necessary information and told them that if they had any questions to please ask and she would try to answer them. She never heard from them again.

President Langlot had a Zoom meeting with the Committee in late September during which he met the Convention Planner that the Committee had hired. John stated his personal opposition to the convention planner and stated that he did not think the board would support that expenditure which they projected to be about \$5,000 in total.

At the Board meeting on October 4th, the Board still had not received any budget from the Convention committee nor any report. Gary Nelson had been on the Board's zoom meeting but left before any report on the convention progress was given, which as one of the co-chairmen we had assumed he was going to do.

The Board then received a budget from the committee. The Board felt it was missing several key and important items such as: attendance estimates, busing costs, meal costs other than the banquet and tour costs. There was no draft timecard, but there was a list of speakers. It was at this time that the Board was notified officially that there was a convention planner involved and various costs were included in the budget for this individual. The committee also did not provide any tour information, or contracts for busses, meals or apparel. These were all things that in all past conventions that Don McGlothlin has been involved in all the way back to 2006 had been provided to the Board in regular reports. The Board then passed a resolution returning the incomplete budget and requesting figures as well as contracts and telling the committee that the Board would not agree to the hiring of a convention planner. The organization has a set of written convention guidelines about what has to be done and when. We have experienced people that the Committee could have consulted. The committee chose not to do that.

Board members later found out through other emails, that the planner had already been working for the committee before any discussion with the board and without any contract. The planner had already changed or modified a signed contract with the hotel without any board knowledge or approval. It also appeared that the planner had already run up some costs which the committee had said she would be reimbursed for, again without any board approval or knowledge. All of this is in violation of our bylaws which allow only the President to commit the Society to a contract and only the board can authorize expenditures in excess of \$500 unless those powers are delegated by the Board, and they were not delegated.

Rather than develop a budget that the board could approve, on October 26, Convention Committee Secretary Eckman sent the Board a five-page letter that stated that they must have a professional convention coordinator, resubmitted the same incomplete budget the Board had previously rejected, and closed with three demands (to use Mr. Eckman's word).

1. approval of the proposed budget, including retention of a convention coordinator
2. approval of Elroy Olson as financial contact with signatory authority
3. appointment on a single non-officer member to be the sole contact between GNRHS management and the convention committee

These demands were followed by a paragraph that included the following statement: . . . “if these issues cannot be achieved, the committee members intend to tender their immediate resignations from further activity regarding this convention.”

After receiving Eckman's letter of the 26th, Mac McCulloch called Gary Nelson to try to find out what was going on. Gary said that he agreed with Mr. Eckman's letter as written, but would not talk to Mac any further. A couple of days later Board members got an email from Mr. Eckman directing board members not to talk to members of the Convention Committee.

The board soon unanimously passed the following motion, which is given below in its entirety:

Concerning “A Confidential letter to the Board and Officers of GNRHS” dated October 26, 2020 by Secretary Eckman on behalf of the Willmar Convention Committee, the Board of Directors of the Great Northern Railway Historical Society, mindful of its fiduciary duties to the general membership and the long established precedent that our conventions be organized and operated to at least break even financially, finds as follows with regard to the three requirements set forth at the close of the Committee's letter:

1. The Board has not been presented with a reasonably complete budget, so it cannot now approve a budget. The Board specifically disapproves retention of a convention coordinator.
2. Until the Board approves a budget, there is no need to give anyone signatory authority over convention funds.

3. The Board affirms President John Langlot as its sole official contact between the Board and the Committee.

With regret, the Board accepts the provisionally tendered resignations of the entire Willmar Convention Committee.

The Board unanimously passed this motion knowing that to vote YES could mean no Willmar Convention. All Board members considered no convention was a better outcome than to allow this Committee to continue on the course it had chosen. Board members were surprised and disappointed when several members of the committee resigned from other responsible positions in the organization.

Even if they had provided a solid budget that the Board could approve, which they did not, the demand that the GNRHS spend about \$5,000 for a convention planner to do what they would not was unacceptable. Since we could not approve an incomplete budget, giving any of them signatory authority was premature. The non-officer contact was a deliberate slap in the face to President Langlot and an attempt to split him off from the board.

In summary: The Convention Committee expected the Board to approve after the fact a hiring without a contract, and approve the expenses of this person. The committee chose to provide no further information to the board regarding any of the questions we asked. The Board did not accept their budget, explicitly turned down their request for a planner, and accepted their mass resignation as stated in their demands. We didn't fire them, we didn't dismiss them and never once asked for any of their resignations. The only thing the Board asked was that they do as every other convention planning committee has done and provide information as requested.

President John Langlot

Don McGlothlin

Tom Carr

Robert Showers

Mac McCulloch

Dan Bolyard

Jeff Meyer

Attachment B

As you may have already heard, the GNRHS Board has made the difficult decision to cancel the 2021 Willmar convention.

We know that this may come as a disappointment to many of you, particularly those who have been regular attendees of past conventions. You, as well as GNRHS staff, committee persons and board members look forward each year to the long standing tradition of gathering in person to renew friendships, share stories and continue to celebrate the Great Northern Railway legacy.

We all know how the scourge of Covid has altered, rearranged and generally interfered with most aspects of our daily lives. That fact and the general unknown about how long it will take to return to some kind of normalcy was certainly one of the factors in our decision.

As you might imagine, the preparation, planning and execution of a successful convention involves many moving parts. - not to mention the countless hours of volunteer time that it requires. The committee who had formed to host the Willmar event experienced a set of unforeseen difficulties and complications, which led them to choose not to go forward. We thank them for their efforts and acknowledge their willingness to host the 2021 convention.

We are exploring options to coordinate an online experience that, though not as socially rewarding as an in-person event, it would allow us to gather virtually in a way that might be more inclusive for those who have not been physically able to attend in the past.

Please stay safe as we all go about our daily lives! Stay tuned for updates and news about the GNRHS via our various media platforms.

And as Rocky would say



Go Great Northern!

DIGITAL PUBLICATIONS MOTION

By this motion the Board has decided to give non-US members both electronic and paper delivery of the publications packet for the December 2021 issue and the year 2022, and to give US members both electronic and paper delivery of the publications packet for the year 2022. If necessary, on or about July 15, 2022, the Board will survey members receiving both media about which they prefer. The GNRHS will offer non-US members US Membership rates if they will accept electronic delivery only effective with the March 2023 issue. In addition, the board will offer US members the option to receive their quarterly publications by electronic delivery only, also effective March 2023.

IMPLEMENTATION PLAN

Below is a summary of our plan to distribute our quarterly publications in digital format. Our goal is to reduce GNRHS costs incurred in printing and mailing physical publications, and to offer all members the option of receiving the publications in either electronic format or in paper. How successful we will be in converting to electronic delivery depends entirely on member demand. We are not forcing anyone to do anything. We are offering our members options, and hope that by offering electronic delivery we are making the GNRHS more attractive to younger people who are already acclimated to electronic media.

Bill Sornsini now gets electronic files for our publications within a few days of Spectra Print being done with them. I create new SKUs in the store, Bill links the new files to the new SKUs and they are available for purchase. When a customer orders electronic store items, Bill sends them a single use password that is good for three tries or a week, whichever comes first. None of this will change.

Our first step be to give all foreign members, including Canadian, our publications in both formats starting with December 2021 issue. We can do this because no member has to do anything and no one can accurately claim to be hurt. When late 2022 renewal comes around, we will offer foreign members the option to continue paper delivery at established rates OR electronic delivery only at US rates then in effect. As a reminder, current rates are \$30 per year US, \$45 per year Canadian, and \$70 per year Rest of the World. Yes, there will be some monetary adjustment required for those who have prepaid and want the lower rate. We have a year to figure that out. This also implies adding or restructuring membership options at the store in the fall of 2022.

Mary will have to extract all NOT United States addresses from member data base for fourth quarter 2021 and send it to Bill. He will email those people using Mailchimp to advise them that the material is available electronically and how to access it, which will be by either Fetchapp, or a file in Google. Mac was able to get a list of the 98 foreign members, 58 Canadian and 40 Rest of the World, with only two sorts of that data base, and the first sort was to eliminate expired members. We can test the process on our foreign membership with no investment and no change in computer programs.

Starting with the March 2022 publications, we plan to give US members delivery by both media. That gives everybody a chance to experience electronic delivery, and gives everyone the same options in the fall of 2022 for their 2023 membership. To accomplish this Mary needs only to send Bill the exact same mailing list that she now sends Spectra Print.

The survey planned to start on or about July 15, 2022 about which media members prefer, may or may not be necessary. Bill thinks members will respond quickly and spontaneously to the notion of electronic media. If members do not, we have the option, but not requirement to survey the members. This would have to be a paper survey for notification, but could be done on our GNRHS website if we have a place for members to send paper ballots, and that person is willing and able to enter votes.

To roll out delivery options to the entire membership in 2023, in the second half of 2022 Mary will need to change our subscription form and Bill change store SKUs to allow members to specify that they want electronic or paper delivery. We will need to add one single character column to the member data base to indicate whether the member wants paper or electronic delivery. Starting with the March 2023 issue Mary will need two extracts per quarter, one for paper to Spectra Print and one to Bill for electronic delivery.

There is one hitch in the get-along, the calendar. Members who take electronic delivery will need their calendars mailed to them. Mailing cost US is less than \$2, Canadian and foreign are more. We can obviously absorb US mailing, and probably Canada. I am charging \$5 for foreign mailing now. We can absorb foreign, or charge US rate plus \$5 for the calendar. Whatever we do about money, the membership officer will need to send Spectra print a list of electronic subscribers who will need to have the calendars mailed to them. That would first happen in the fall of 2023.

Rev 8-28-21