

## Great Northern Railway Historical Society

Director's Meeting Minutes

St. Cloud, MN

July 23, 2023.

### A. Call to Order – 8:59 AM - Introductions done.

Attendance – Directors: Mac McCulloch, Tom Carr, Tom Lambrecht, Bob Showers, Gary Thurow, Mark Wilson. Absent: Dan Bolyard.

Officers: Bill Sornsin (Treasurer), Mary McGlothlin (NCO)

Guests: Five

### B. Business Arising from Previous Minutes – 2022 Minutes were previously circulated.

### C. Director and Officer Reports

Report on St. Cloud convention - Mary McGlothlin

A total of 104 members registered, as well as 30 spouses. The Railfair is very busy, and is open to public for \$2.00 per person, kids are free. The Saturday tour went well. The Princeton tour is full. Thank you to Bob Showers for the convention banner, hats, shirts. Thanks to Tom Carr for getting the new society banners, we borrowed the idea from the CPHA, who had them in Nelson last year.

Brief summary of the 2022 Nelson convention by Tom Carr, followed by some discussion. it was a successful convention, both participating societies enjoyed it.

#### FUTURE CONVENTIONS

Report on Everett convention September 15-18, 2024 - Mary McGlothlin

Saturday will be a joint Railfair with the NP. It is still a 5-day event for GNRHS. Planning is well underway; layout tours are still being discussed.

Report on St. Paul joint convention 2025 – Mary McGlothlin

Planning is underway without the Burlington, which has dropped out. There are efforts still underway by members of the NP and SP&S Planning Committees to bring the Burlington back to the 2025 convention. Mary and Mac are awaiting developments.

#### COMPLIMENTARY MEMBERSHIPS

There was discussion on continuing complimentary memberships for Belton Chalet and Isaak Walton Inn in particular. We will keep the Isaak Walton Inn, and BNSF in Minneapolis. Belton will be dropped. The SP&SRHS will be added to the complimentary list, while the NP and CB&Q will remain on the list.

### D. New Business

ELECTIONS - Terms of Directors Lambrecht, McCulloch and Showers expire at end of 2023. September Goat will include a Ballot for each member, due back by October 31. Ballots will be counted not later than Nov. 6 and the results certified. Count must be done by that date to get results in December Goat. President will email results to all candidates.

This schedule will enable newly elected board member(s) to sit in on one meeting before being formally seated.

Ballot and Nominating Committee has been activated to recruit and vet candidates for the Board. Members are: Don McGlothlin, Dan Bolyard, and Bob Showers.

### CONFLICT OF INTEREST

Bill Sornsin has circulated an annual statement about conflict of interest to the Board and all officers as required be done annually by Article 9.10 of our Bylaws.

#### CONFLICT OF INTEREST FORMS AND PROCESS June 30, 2023

Article 9.10 of our Bylaws requires that each year the organization must circulate a statement about conflict of interest (COI) to all board members officers. Each person must complete, sign, and return the form. The Treasurer needs to know that this has been done as part of our tax reporting process to the IRS. Below is our plan and process to create and get signed COI forms each January, as soon as possible after the election of the Board and Officers in the even years.

As soon as possible after January 1, the President will request the Webmaster to email the forms, with DocuSign software, to all board members and officers. The Webmaster will place signed documents in our GNRHS Google drive folder under the heading 'Custodian of Records'. The documents in that folder will be our official records for this matter.

When all required COI forms have been placed in the folder, the Webmaster will advise the Treasurer that all required COI forms have been placed in the folder so he can complete our tax form with the knowledge that we have complied with this requirement.

Moved by Mac to adopt Conflict of Interest policy. Seconded by Bob Showers.

**CARRIED**

### HERITAGE FUND GRANTS

Moved that the GNRHS Board hereby makes a Heritage Fund Grant to the Inland Northwest Rail Museum of Reardon, WA for restoration of GN SD9 #598 to running condition, and GN #599 to display condition; \$3,000.00 as soon as possible, \$3,000.00 in January of 2024, and \$4,000.00 in January of 2025.museum.

Approval moved by Gary, seconded by Tom L.

**CARRIED**

Kandiyohi County Museum grant of \$3,500.00 made to paint loco 2523, they can't find a contractor to sandblast and paint it, but they still have the money in their account. Moved by Gary, we send them a letter with list of people who do that type of work, seconded by Mark.

**CARRIED**

### DEPARTMENTAL REPORTS

Review and acceptance of the annual reports of Departmental Officers. Copies are available for those who wish to review them. We will entertain questions about them.

Membership Report from Mary McGlothlin included in the meeting package.

Mac reviewed the Store Report, which was included in the meeting package.

### DISCUSSION

What should we do about Conventions after 2025? Will be discussed at the members meeting. Simplify and shorten our conventions, 95% of our members don't attend conventions. Eliminate such items as bus tours, shirts and hats, a formal banquet, make greater use of Zoom technology.

Bob Showers advised we need to keep advertising and we need volunteers. There is not enough communication on what the society needs, we need to keep advertising our needs every chance we get. We need a replacement for the secretary, as Tom Carr is retiring after 10-years in that position.

#### DISCUSSION

We need to find a successor to Mary McGlothlin as Convention Officer. She plans to retire from that post after 2025. We need to find someone now to understudy the process for Everett and for 2025. Mary will not continue past 2025, she is not only NCO, but also Membership Chair.

#### ARCHIVES AS A DESTINATION

Should we, can we, make our St. Paul Archives a destination for researchers and public day trippers? Can we turn it into a public attraction? Can we get enough volunteers to make it happen?

In September 2022, the Board decided that the Hill Lines History Center is a good idea good idea and authorized Mac to explore with NPRHA and MTM. A summary draft document is attached for discussion today.

In March of 2023 Mac called Jim Stolpestad, a retired Twin Cities real estate developer about our need for secure archive space in the area. He has a wealth of local knowledge and contacts. Mac plans to meet him in St. Paul Thursday July 27, for a real estate tour of the Twin Cities.

#### GNRHS ANNUAL BUDGET for 2024

The proposed budget was reviewed quickly.

Acceptance moved by Mac, seconded by Tom C.

**CARRIED**

#### E. Other New Business

Bill Sornsins and our accountant advise that with the reconciliation of Nelson 2022 there will be a minor adjustment of 2022 financial results with will be captured in our form 990 filing.

Looking for a new secretary as Tom C. steps down at the end of 2023, after 10-years in the position.

#### F. Termination

Moved by Gary to terminate the meeting at 10:15 AM, seconded by Mac.

**CARRIED**

## GNRHS Email Resolutions

October 14, 2022

We have developed a 'Vision, Mission, Goals, and Programs' statement to serve as in internal guidance document, to answer the question "What are you guys all about", and for possible use in future fundraising programs. Since this is a creation of the Board, the Board may modify it at any time.

Mac moves that the Board accepts our draft 'Vision, Mission, Goals, and Programs' statement to serve as in internal guidance document, to answer the question "What are you guys all about", and for possible use in future fundraising programs. This document is a creation of the Board and the Board may modify it at any time. The Board authorizes the statement to be published on our website and Facebook page.

Moved by Mac McCulloch, second by Mark Wilson

Carried Unanimously

October 14, 2022

Despite the fine efforts of the Membership Committee, GNRHS Membership has been slowly declining over the past few years.

Mac has recruited Mr. Paul O'Neil, Senior Marketing Consultant for an Edmonton, Alberta radio station, to the new position of Media Manager. Our goal is to increase membership to 2,000 by July 1, 2024.

Mac moves that the Board establishes the new position of Media Manager, approves Mr. Paul O'Neil as Media Manager, and charges him with selecting and purchasing all media buys for the GNRHS. A media budget of \$5,000 is established starting now and running through the end of 2023. Company Store and Membership print advertising will continue to be managed and paid for as they are now.

Moved by Mac McCulloch, second by Mark Wilson

Carried Unanimously

October 14, 2022

Treasurer Sornsini advises that the Heritage Fund is showing a substantial negative balance. He suggests that the Board transfer funds to the Heritage Fund. This condition has happened because we were very generous with Heritage Fund grants during calendar year 2022.

Mac moves that the Board directs Treasurer Sornsini to transfer \$16,000 to the Heritage Fund to restore a positive balance in this account.

Moved by Mac McCulloch, second by Mark Wilson  
February 17, 2023

Carried Unanimously

The Burlington Route Historical Society has asked GNRHS to participate in their upcoming "A Day for the Archives" event in the Chicago area by supplying them with list of our members and US mail addresses as described in detail in the file MEMBER LIST ARCHIVES previously provided to the Board.

Bill Sornsini advises by email: Checking notes, the board has approved this at least 4 times before, and the [Operating Manual](#) addresses it under Membership, section J.8: "The Board may vote to release Roster Data or an appropriate subset to a non-commercial outside organization, such as a fellow railroad historical society, solely for the purposes of notifying GNRHS members of an event or opportunity the Board deems of interest to members and consistent with the Society's mission."

Mac moves that; The board authorizes President McCulloch to provide Burlington Route Historical Society a list of our members, and their US mail addresses, who reside in the states of Illinois, Indiana, and Wisconsin as our participation in their "A Day for the Archives" event in the Chicago area.

Moved by Mac McCulloch, second by Gary Thurow

Carried Unanimously

GNRHS Email Resolutions  
2023

Motion No. 1 – February 17, 2023

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Moved by Mac McCulloch, second by Gary Thurow

Carried Unanimously

Motion No. 2 – February 17, 2023

Bill Sornsini has our completed Financial Statement in record short time. The Board needs to accept the statement.

Mac moves that; The board accepts the 2022 Financial Statement as submitted by the Treasurer to all Board members via email on February 13, 2022.

Moved by Mac McCulloch, second by Tom Lambrecht Carried Unanimously

Motion No. 3 – April 13, 2023

Mac makes the following motion: ‘Effective April 13, 2023, the Board appoints Dylan Edwards to the office of Assistant Webmaster.’

Moved by Mac McCulloch, second by Dan Bolyard Carried Unanimously

Motion No. 4 – April 13, 2023

Motion to amend bylaw Article 3.10 by adding after existing language: ‘In exceptional circumstances and with previous approval of the BOARD, the President will be reimbursed for reasonable expenses incurred while conducting corporate business associated with his attendance at the Convention and Annual Meeting of the membership.’

Moved by Mac McCulloch, second by Dan Bolyard Carried 6 - 1

Motion No. 5 – April 23, 2023

Mac makes the following motion to create new language in Article 4.07 ‘(e) Effective with its meeting of May 2023, The Board hereby establishes a policy of reviewing and approving its minutes, including any email motions, at the next following Board meeting. The Board hereby establishes a quarterly schedule for Board minutes to be posted on our website, not later than the end of the month after the close of the quarter. Quarters will be the standard January thru March, April thru June, July thru September, and October thru December. Posting deadlines will be the last day of April, July, October, and January.’

Moved by Mac McCulloch, second by Dan Bolyard Carried Unanimously

Motion No. 6 – May 1, 2023

We have reviewed these minutes, but not actually passed them for the record. I therefore move the minutes of the 2022 AGM held at the Prestige Lakeside Resort in Nelson be approved as circulated. Looking for second a vote.

Moved by Tom Carr, second by Mac McCulloch Carried Unanimously

Motion No. 7 – May 11, 2023

I, Gary Thurow, move that the GNRHS Board of Directors purchase three vertical banners, from the allotted funds that we authorized at the GRNHS Convention in Nelson, B.C., Canada, during the Board meeting that was held there. The banners are to be distributed as follows, one to Lines East area, one to Lines West area, and one to Canada.

Moved by Gary Thurow, second by Tom Carr

Carried Unanimously

Motion No. 8 – May 12, 2023

Mac makes the following motion to activate the Ballot and Nominating Committee for the purpose of counting ballots for the 2023 election of members of the Board of Directors.

'The Board hereby activates the Ballot and Nominating Committee made up of Don McGlothlin, Chairman, and Dan Bolyard and Bob Showers, Members for the purpose of counting ballots for the 2023 election of GNRHS members to the Board of Directors.'

Moved by Mac McCulloch, second by Dan Bolyard

Carried Unanimously

Motion No. 9 – May 12, 2023

Mac makes the following motion to activate the Ballot and Nominating Committee for the purpose of counting ballots for the 2023 election of members of the Board of Directors.

'The Board hereby adopts the 2024 Budget as show on the attached spread sheet.'

Moved by Mac McCulloch, second by Dan Bolyard

Carried Unanimously

Motion No. 10 – May 12, 2023

Late in December 2021 as required in Article 4.02 of the Bylaws, the Board elected the four major officers for terms ending about December 31, 2023 but failed to re-elect the other officers listed in the Operating Manual at Section XI. Per Bylaw Article 4.01, these officers are to be elected by the Board on the same schedule as the Major Officers as described in Article 4.02 of the Bylaws.

To prevent repetition of this failure, Mac proposes the following addition to the Operating Manual at Section XI following the section heading and before the list of officers, as shown in red text:

The following officers are elected as provided in bylaw Article 4.01 on the schedule and for the terms of office set forth in Article 4.02.

SUPERINTENDENT OF MOTIVE POWER

The office of Superintendent of Motive Power, which is tasked to look after GN 400, is now vacant. John Langlot advises that this office was created for Ron Erickson, who resigned from it when John was either President or Vice President. John recommends that the Board abolish the office. Since the unit is now leased to, and under the care and control of, the Lake Superior Railroad Museum, there is no practical work associated with the office. Mac also recommends that we delete the office from to the Operating Manual. Mac makes the following motion shown in red text:

The office of Superintendent of Motive Power currently established at Section XI, Subsection I of the Operating Manual, is hereby abolished. Subsection letter designation of the offices following the Superintendent of Motive Power shall be modified by decreasing the letter by one. For example, J becomes I.

#### ARCHIVES OFFICERS

The Archives Officers should be Bob Kelly and Don McGlothlin because they are the co-chairmen of the Archive Committee and are the active leaders at Burien and St. Paul respectively. They are not now shown on the website, but are shown on the masthead of the Goat [Ed. Note: Stu Holmquist remains GNRHS Archivist]. I propose that we deal with this in the proposed election of other officers:

#### ELECT 'OTHER' OFFICERS

The officers listed below are elected for terms ending December 31, 2023.

Archives Officers	Robert E. Kelly AND Donald McGlothlin
BNSF Liaison	Tom Lambrecht
Custodian of Records	Doug Complin
Membership Officer	Mary McGlothlin
Recruitment Officers	Bruce Goeser AND Gary Thurow
Marketing Officer	Mac McCulloch
PNRA Board Member	Robert E. Kelly
National Convention Officer	Mary McGlothlin
Web Master	Bill Sornsin
Counsel	Gary Laakso
Goat Managing Editor	Chas Bettendorf
Illinois Registered Agent	Robert S. Hanmer

Moved by Mac McCulloch, second by Dan Bolyard

Carried Unanimously



Motion 11 – August 10, 2023

'I move that the Board adopts Mary McGlothlin's 2024 GNRHS Convention Budget Request dated August 1, 2023 EXCEPT delete item A., 2 providing a cup for each member who registers. Instead, the store will offer a convention cup for purchase in its usual manner with the Store Manager being responsible for the design and having the cup available by the time Convention Registration is available on the store web site.

Reflecting that change, reduce approved budget to \$36,000.

Moved by Mac McCulloch, second by Mark Wilson

Carried Unanimously

Motion 12 – August 10, 2023

'I move that the Board establish as part of its Member Recruitment and Retention program, the practice of creating 50-year award plaques for each member as they attain that length of membership. The Membership Officer will identify such members and order the plaques in time to be presented at the convention to those members who attend the convention. After the convention the Membership Officer will ship the remaining plaques to each member. The Membership and Recruitment budget is herewith increased by \$1500 for the year 2024 to fund this program.

Moved by Mac McCulloch, second by Mark Wilson

Carried Unanimously

Motion 13 – October 12, 2023

I move acceptance of the minutes of the AGM held on July 23, 2023 at the Best Western Kelly Inn in St. Cloud, MN.

Moved by Tom Carr, second by Mark Wilson

Carried Unanimously

Motion 14 – October 12, 2023

Mac makes the following motion to approve funds for the purpose of creating a Marketing/Development Plan for proposed Hill Lines History Center in St. Paul.

'The Board hereby authorizes President McCulloch to spend no more than \$10,000 to create a presentation quality plan for proposed Hill Lines History Center in St. Paul. He is directed to invite the NPRHA to participate in this cost on a 50-50 cost sharing basis, but to proceed with the project with or without NPRHA.'

Moved by Mac, second by Tom Carr

Carried Unanimously

Motion 15 – October 12, 2023

Tom Lambrecht makes the following motion to direct the Treasurer to investigate the cost of an audit of the books and financial records of the Great Northern Railway Historical Society.

‘The Board hereby directs Treasurer Sornsin to investigate the cost of retaining an independent auditor to audit of the books and financial records of the Great Northern Railway Historical Society, and report back to the Board by its November 8 meeting with at least two candidates for the board to choose from.’

Moved by Tom L, second by Tom Carr

Carried Unanimously

Motion 16 – November 9, 2023

The Board has reviewed GRHS form 990 for the year 2022, accepts it as presented, and directs Treasurer Sornsin to file it with the Internal Revenue Service.

Moved by Mac, second by Paul O’Neil

Carried Unanimously

Motion 17 – December 13, 2023

Because the 2025 Joint Convention in St. Paul is not a Great Northern Railway Historical Society convention, the Great Northern Railway Historical Society waives its usual membership requirement for attendance at and participation in the Joint Hill Lines Convention at St. Paul in 2025.

Moved by Mac, second by Bob Showers

Carried Unanimously\*

\* Vote was taken during the December 13<sup>th</sup> BOD Zoom chat, with six directors present