

**MINUTES - GNRHS BOARD MEETING
BELLINGHAM, WA JULY 7, 1996**

Meeting Place / Best Western Lakeway Inn- The GNRHS 1996 Convention Hotel

Item 1: Call to order: President Peterka called the meeting of the GNRHS Board of Directors to order at 8:30 AM. Present Directors; Evoy, Peterka, Black, Buck and newly elected Directors, Larson and Wozniak. Director Aldcroft was unable to attend. Present Operating Officers; Amdahl, Durfee, Gjevre, Hoffman, Knollmiller, Thompson and Salmon.

The President declared a quorum present, and the meeting open to transact business. Followed by a welcome to all Guests; Ralph Day, Jim Chinquist and George Fisher.

The President noted that Operating Officers and visitors were encouraged to participate in the discussions, even though not entitled to vote. The President also commented that under the "Not-For-Profit" Laws of the State of Illinois, Proxy votes are not permitted.

Item 2: The President also re-affirmed that proposals / business on the typed agenda sheets would be completed first, before any other business was brought up for discussion.

Item 3: Acceptance of the Willmar, Minnesota Minutes.

Motion by Larson to accept
2nd. by Black
Approved by all

Item 4: A brief report was given by all present operating officers. A final update of the Programs for the Bellingham convention were given by Gjevre.

Item 5: Election of Officers: President Peterka had letters of resignation from Stuart Holmquist (Archives & Research) and Michael Radke (Back Issues). These positions will be open for nominations.

President :

Motion by Buck to reelect Peterka
Unanimous Decision

accepted

Vice President:

Motion by Peterka to reelect Buck
Unanimous Decision

Treasurer:

Motion by Evoy to reelect Knollmiller for Treasurer
2nd. by Buck
Unanimous Decision

Secretary:

Motion by Black to reelect Hoffman for Secretary
2nd. by Buck
Unanimous Decision

Computer Operations:

Motion by Evoy to reelect Amdahl
2nd. Buck
Unanimous Decision

Conventions Officer:

Motion by Buck to reelect Gjevre
2nd. by Larson
Unanimous Decision

Layout / Text Editors:

Motion by Buck to reelect Thompson and Durfee
2nd. by Larson
Unanimous Decision

Manager

Technical Editor:

Motion by Peterka to reelect Buck
Unanimous Decision

Volunteer Coordinator:

Motion by Peterka to reelect Buck
Unanimous Decision

Back Issues Officer for all issues:

Motion by Larson to elect Cliff Salmon
2nd. by Buck
Unanimous Decision

Archivist / Research:

Motion by Buck to elect Cliff Salmon as Archivist
~~2nd. by Wozniak~~
Tabled

Motion by Larson to table the election of the Archivist until the next board meeting.
The directors will confer with Stu Holmquist before any further action is contemplated.

2nd. by Evoy
For Black, Wozniak, Peterka
Against Buck

Item 6: Motion by Larson to appoint Cliff Salmon as Curator / Custodian of the Keyes general files and photographs and Lee Thompson Curator / Custodian of the Keyes slides

and the GNRHS Master Video Tapes of past and future Conventions.

2nd. by Buck

All others in favor

Item 7: Election of a Corporate Agent for the State of Illinois.

Motion by Buck to elect Richard Frauendorfer as our Corporate Agent for the State of Illinois.

2nd. by Evoy

All others in favor

Item 8: Ralph Day sitting in on the meeting was thanked by President Peterka for his generous donation of 38 shares of Biddeford Station Stock. Mr. Day asked that if future Biddeford station Stock becomes available would the GNRHS be interested.

Motion by Buck to accept any future donations

2nd. by Evoy

All others in favor

Item 9: Treasurer's report, and determination of the frequency and scope of treasurer's reports during the calendar year.

Treasurer Knollmiller will send a report to all Directors and Officers on a Quarterly basis. All Directors and Officers were given the most recent report. Mr. Knollmiller was thanked by President Peterka for the excellent report.

Item 10: Editorial Report by Durfee-Thompson:

Durfee reported that the September issue is complete. However the December issue at the moment has 1 completed reference sheet. Buck stated that the article on Wood Chip Cars would be ready for the December issue. Durfee noted that there are many reference sheets in the making but none complete at this point.

Thompson is concerned about the person replacing him as editor. They must have all the skills to do the job without supervision.

Motion by Larson that the Board of Directors of the GNRHS empower Peter Thompson working with Dave Durfee to explore, which includes interview / screen / take a look at cost factors that are involved / candidates for replacing the Layout Editor and report initial findings back to the BOD of the GNRHS by October 31st. 1996.

2nd. by Evoy

All others in favor

✓ **Item 11: Heritage Fund: Treasurer Knollmiller reported that the balance in the Heritage fund as of December 31, 1995 is \$8065.56.**

Motion by Peterka that the distribution in grants be \$5200.00

Died for lack of 2nd.

Motion by Black to allocate no more than half of the Heritage fund (\$4000.00) in grants.

2nd. by Buck

All others in favor

Heritage fund distributions for calendar year 1996

These recipients are all approved 501 (c)(3).

Volunteers for Outdoor Washington	\$500.00
Stumptown Historical Society	\$500.00
Lake Superior Museum of Transportation	\$1500.00
Jackson Street Roundhouse Project	\$500.00
Mid-Continent Railway Historical Society	\$200.00
Gold Bar Museum	<u>\$150.00</u>

*AFE sent to
Jim K.
10/31/96*

Total Distributions \$3350.00

✓ Black noted that the board members should keep their eyes open for worthy projects. President Peterka established a policy that: The GNRHS is not to advertise the availability of funds but to accept nominations drawn from the board members and consider each one case by case. Any being considered must be a 501 (c)(3) non profit.

Motion by Peterka to accept the list of grants to be distributed.

2nd, by Buck

All others in favor

*8 + 10:00 Jim ✓
Bok*

✓ **Item 12: Status of open Willmar Items:**

A: Convention Sites: The following sites were selected by the Board of Directors.

- 1997 July 20-23 Duluth, Minnesota
- 1998 July 12-15 Great Falls, Montana
- 1999 July 11-14 Grand Forks, North Dakota
- 2000 Seattle ?????

Motion by Wozniak to accept these future Convention sites.

2nd. by Buck

All others in favor

B: Policy Guide:

• Peterka has prepared it and sent to all Directors.

C: Audit Committee:

Buck reported that the Audit Committee has completed their first Treasurers Audit. Knollmiller submitted a copy of the audit signed by David Doiron, Matt Matthias and Daniel Thompson. The Board was pleased with the report and audits.

D: Survey of membership:

Motion by Larson that he will construct an instrument in consultation with members of the board and officers and see that it is distributed. He will do a follow up to get what he would consider adequate result samples and also do the data processing and issue a report based on that survey. One criteria that would be primary is to provide the BOD and officers with usable information that would direct us in terms of satisfaction with the Goat reference sheets and the convention. profiles of the membership. We have some of that now but we don't have good information on the membership, those are some of the areas to be examined.

Motion by Buck that Larson work up a survey form to be sent out to the membership

2nd. by Peterka

All others in favor

E: GNRHS Property marking: (item 14 - Willmar)

No decision made on rubber stamping items or otherwise. Buck and Peterka to check into it further.

Thompson has a GNRH herald that was donated to the Editorial department by Mr. Tom Lamphier. It was suggested by Mr. Lamphier that this herald be donated to the Biddeford Station Museum and this was agreed that Thompson should do without any motion being required.

F: Editor Succession (see item 10)

G: Volunteer Coordinator: Buck continues to recruit members for assistance at various convention functions and other GNRHS committees.

Item 13: Miscellaneous Items:

Business Meeting-discuss format-particularly participation of officers (TABLED)

Safety Deposit Box-should we open, ?where? who has authority to enter (TABLED)

Dues-adequacy of present structure for US bulk mail, for Canadian Airmail (first class) and surface, and for Overseas Airmail and Surface mail.

Thompson suggested the following adjustments be made.

Foreign Airmail: now to have two categories:

Western Hemisphere and Europe at \$40. (up from \$36.50)

Asia, Africa and Pacific Rim at \$45. (up from \$36.50)

Foreign Surface: all countries except Canada/Mexico at \$30. per year (up from \$25.20)

Canadian Surface and Airmail - (first class) now to have one standard airmail-first class rate at \$30. per year (up from the nominal, but unused rate for surface delivery, of \$24.50) and up from \$27.50 for present airmail-first class.

Motion by Black to raise the current postage rates for Foreign and Canadian
2nd. by Larson
Evoy against
All others in favor

✓ **Membership Listings** - Should we discontinue publishing this toall members? Some of the reasons brought up were that the listing is already out of date by the time it reaches the membership, and most members do not use it. It has also become quite expensive to publish, and the listing is getting into the hands of unauthorized people. The listing will be sent to Board members and Officers. A listing for members will be sent on request to those in their local area.

Motion by Peterka that the membership listing not be sent to all members.
2nd. by Black
Evoy against
All others in favor

✓ **Membership Brochures** - Should we continue with a color brochure or change to a Black and White? Hoffman and Thompson have been working on changes to the present form. Thompson has quotes from our current Minneapolis printer for a colored form.

Motion by Black that we continue with the colored form and that Thompson have 10,000 printed.
2nd. by Larson
Evoy against
All others in favor

Status Report: Farmington Caboose Restoration, Hustle Muscle, Bovay Car.

Thompson reported that the caboose is in need of another paint job and the person that was to replace the logo on the caboose had passed away. Hustle Muscle is in good hands at the Lake Superior Museum of Transportation. No work has yet to be done on the Bovey car.

NMRA: Counsel's objection to any required disclaimer by NMRA, especially required language that we are affiliated with NMRA. Buck will talk to the NMRA about the wording of Affiliated. He will be our Sig. person

Internet Developments: The GNRHS has been entered into the WWW by someone other than the society. We have acquired two new members to date from the free advertising.

Book Reviews: Requested policy determination that the GNRHS not publish book reviews (requested by Peter Thompson) ✓

Motion by Peterka that we no longer do book reviews.

2nd, by Larson

Evoy against

All others in favor

Communications: Policy required re protocol of who gets what for copies of communications between Directors and / or Officers.

Motion by Peterka that all Directors or Officers (as listed on the mast head) receive a copy of all communications if that communication refers to "Directors" "Officers" or both.

2nd. by Black

dead for lack of interest

Other Historical Societies: Appoint a person to communicate with NPRHA < CB&QHS < SP&SHS < and other societies on a regular basis.

Motion by Larson that President Peterka keep up to date with other historical societies. ✓

2nd, by Buck

All others in favor

GNRHS Display Tables: Recruit members to display a GNRHS booth at train shows; pay a \$50.00 incentive for each display.

Motion by Peterka that the GNRHS pay \$50.00 for each display died for lack of a 2nd.

There are enough members out there that will do this for free. We can supply anyone that is interested with a GNRHS promotional packet consisting of "GOATS" and a few calendars. Buck said that he will find a few recruits.

Convention Committee: Appoint a committee to advise the national Convention Chair on possible ways to improve the GNRHS convention.

Proposal by Peterka that he form a committee to advise our convention officer. Died for lack of second.

Black noted that Gjevre has been doing a remarkable job and as the old saying goes, "If it ai'nt broke don't try to fix it". Black suggested that we give feedback to Gjevre that we might receive from members.

New Business:

Expansion for Company Store (tabled)

Home for GNRHS Archives (tabled)

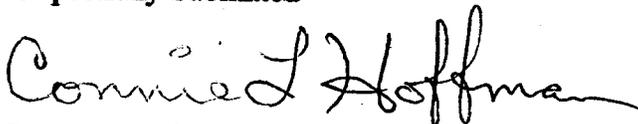
Item 14: Motion by Larson to adjourn

2nd. by Buck

All others in favor

Adjourned 11:10 P.M. 7-7-1996

Respectfully Submitted



Secretary to the Board

July 31, 1996

Distribution: All Directors, Officers