

1991

MINUTES OF THE JULY 14, 1991 BOARD MEETING of the DIRECTORS OF THE GREAT NORTHERN RAILWAY HISTORICAL SOCIETY, held at MINOT, NORTH DAKOTA.

The meeting was called to order at 9am. by President Peter Thompson.

Present were Board Members: Robert Downing, Fr. Dale Peterka, Norman Priebe, Martin Evoy, Ralph Day, and President Thompson.

The President declared that a quorum was present and declared the meeting open for business.

Apologies for absence were received from Director Russell Wilcox. Connie Hoffman was recognized as the Secretary of the Board for this meeting.

Prox. Duane Rasmussen

Others present by invitation were Harold Hall, Ernest Lehmann, Philip Gjevre, Duane Amdahl, Stuart Holmquist, and Counsel Greg Johnson.

Agenda Item 1 was postponed until later in the meeting.

Agenda Item 2:

Proposed by Peter Thompson, and seconded by Bob Downing, that Dale Peterka be named and elected as President of the Society, effective with the passage of this motion. Motion was passed with unanimity, and acclamation. Thereupon Peter Thompson handed over the GNRHS Gavel and the President's Chair to President Fr. Dale Peterka.

Agenda Item 3:

On a motion by Martin Evoy and seconded by Ralph day, and passed unanimously, Peter Thompson was confirmed as Editor of the GOAT, in succession to Russell Wilcox, who had asked to leave this position. Russell was thanked, in absentia, for his editorial efforts over the years on behalf of the GNRHS and the members.

Agenda Item 4:

Proposed by Martin Evoy, seconded by Bob Downing, and unanimously approved that Stewart Aldcroft, (having previously agreed to serve if selected) be named as Chairman of the 1992 Everett Convention.

also proposed by Peter Thompson and seconded by Martin Evoy, and approved with unanimity, that Philip Gjevre be named as National Convention Chairman for the 1992 Convention. In this position Philip will represent the GNRHS Board of Directors and GNRHS Management.

Agenda Item 5:

The Secretary presented the Minutes of the Whitefish Board Meeting, which were approved as presented on the motion of Ralph Day, seconded by Martin Evoy, and approved by all Directors present at this meeting.

Agenda Item 6 postponed to later

Agenda Item 7.

Treasurer Ernest Lehmann presented the latest financial report and projection for 1991. It appears that the Society is in good shape financially, although the critical point will be, as before, whether we can continue to contain unknown future printing costs. Proposed by Thompson, seconded by Day, and approved unanimously that the report be accepted.

Dues structure was discussed. Proposed by Thompson, motion by Evoy, seconded by Day, that present level of dues for Canadian and US members be maintained. Motion approved, with Peterka dissenting.

Motion by Thompson, proposed, after discussion, by Evoy and seconded by Downing that foreign airmail rated be increased from \$32.00 to \$34.00 was passed with no dissent.

At this point Agenda Item 1 was reintroduced:

Philip Gjevre gave an update on the activities for this Minot Convention. Among other items he reported that part of the convention will be video taped for sale to the membership.

Agenda Item 5 reintroduced.

Stuart Holmquist gave a detailed discussion on AFE activities, and procedures.

Motion by Peterka that there should be no more condensation of files failed on the basis that more discussion was needed.

Motion that the pre 1915 group of files continue to be condensed on the same basis as before: Proposed by Priebe and seconded by Thompson. Approved, with Day dissenting.

Motion that for post 1915 AFE Files no condensing, except for the elimination of duplicate pages, would be carried out until further review at a future date. Proposed by Priebe and seconded by Thompson. Approved without dissent.

General discussion on a possible (future) location for our AFE files and for any GN memorabilia donated to the Society. Tabled. There seems to be no present solution. Holmquist was thanked for his efforts.

Agenda Item 8:

Harold Hall reported that we are in good shape on future Reference Sheets. However, we need more people to be involved in writing reference sheets, as our authors tend to be "repeaters"!!

Thompson suggested we should consider a "miscellaneous" type of reference sheets for short articles. A modeling questionnaire will be sent to the members with the 1992 renewal notices.

Agenda Item 9:

Other officer reports: Gregson is still working on promoting the society through the news media and radio stations. Baucom reports sales of pins is slow. Radke and Molyneaux report smaller back issue sales than in previous years. Connie Hoffman reported that new members continue to join in good numbers.

Agenda Item 10:

On motion by Thompson, seconded by Evoy, and approved, Philip Gjevre was elected National Convention Chairman, and the President was authorized to make this position an "OFFICER" position later, if he so determines that it is in the best interests of the Society so to do.

Agenda item 11:

Authors Certificates- Peterka wants to input more on this, and the idea was tabled.

Agenda Item 12: Heritage Contributions

Lake Superior Museum of Transportation	\$1500
Whitefish Depot Preservation	\$ 500
Iron Goat Trail	\$ 500
P-2 Restoration Project	\$ 500
Minot Railroad Museum for GN projects	\$ 500
Siouxland GN H-5 Pacific Restoration	\$ 500

Note the Lake Superior Museum contribution was originally determined to be \$500, however at a special meeting of the Board held on the Rugby train trip it was determined to increase the donation by an additional amount of \$1000 to a total of \$1500, to enable work to be done on ex GN equipment A13 and A14.

Address to the Board by GNRHS Counsel, Gregory Johnson.

At this point our Counsel Greg Johnson gave a detailed discussion on what steps we could take to create a "planned giving" structure within our society to enable us to receive bequests or annuity contribution from our members in contemplation of death. The subject is quite complicated and will require some additional input and work from Counsel Johnson before anything can be issued to members in the way of a statement or published policy.

Re BOARD Member tenure:

The topic then moved to the advantages and advisability of splitting up the Board into three classes, and also increasing Board tenure to six years. Thus there would be three separate classes, and elections would be held every two years. Under this method no more than three, or typically two directors would be up for election every two years. Continuity of management would result. Counsel gave his opinion that this type of change of the Bylaws was within the proper bounds of authority of the Board at this meeting.

The proposed amendment to Article 3.02 of the Bylaws would be as follows:

3.02 TENURE and QUALIFICATIONS: The term of office of a Director shall expire approximately six(6) years after election. Board vacancies shall be filled by election at an annual meeting, or by election by mail held pursuant to Section 2.14. Each director shall serve until his successor shall have been elected, or until his prior death, resignation or removal. Directors shall be divided into three groups, with approximately one-third(1/3) of the Board up for re-election every two (2) years. A Director may be removed from office by an affirmative vote of a majority of the Board or of the members entitled to vote for the election of such Director, taken at a meeting of the Board or members, as the case may be, called for that purpose. A Director may resign at any time by filing his written resignation with the secretary of the Corporation. Directors must be members in good standing of the Corporation.

3.021 INTERIM IMPLEMENTATION of the BYLAWS:
At the next election of the BOARD, directors shall be elected for two, four and six years respectively. After the next election, to be held for the 1992 onwards year, the Board of Directors shall designate among themselves the manner in which the term of office of each of the elected director's position shall be determined. The membership will then be advised no later than the September 1992 issue of the GOAT of the respective term of directorship for each director. Thereafter, elections for each class year of director will be for a full six year tenure of office.

Pursuant to Article 6.02 of the Bylaws, the Society Bylaws may be amended by the Board by affirmative vote of a majority of the Board present at any board meeting at which a quorum is in attendance; but no bylaw adopted by the members shall be amended or repealed by the board if the bylaw so provides.

Motion to adopt the Counsel Johnson's proposed revision 3.02 and 3.021 of the bylaws moved by Thompson, seconded by Day and passed unanimously.

Amendment to Bylaw 3.12 Member Committees.

Concern has been expressed concerning the wording of this bylaw, which infers that Directors must be a majority on any Committee. This is not the intention and the following amendment to 3.12 is proposed by Counsel.
3.121 Member Committee.

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✓ The President or the Board may establish committees made up of members to serve purposes beneficial to the Corporation. The President or the Board shall appoint the chairman of each committee. The President or the Board may specify that the membership of such committee is restricted to members appointed, or may specify that membership is open to interested members, subject to rules established by the Committee. Such committees serve at the pleasure of the President and the Board.

Proposed by Thompson, seconded by Day and unanimously approved.

Agenda Item 13: How to get new Board Members- tabled

Agenda Item 14: Sundry editor/publication matters.

After discussion, on motion of Peterka, seconded by Day, and approved without dissent, the Editor was given authority to reduce press runs of the Goat to attempt to control the constantly increasing volume (and allocated cost) of our back issues. The risk is acknowledged that, in so doing, it may not always be possible to provide new joining members at the end of any particular year with original printed copies of issues for previous quarters of that year.

The Editor was, by motion of Priebe, seconded by Day, and approved, permitted to use business reply envelopes for second requests for dues.

During the course of the general discussion, it was stated that it would probably be in the best long term interest of the Society to create a central distribution center for GNRHS activities, probably in Minneapolis or some similar area where there were substantial numbers of members who could be "prevalled on" to give volunteer time.

Items 17(East/West/Central convention area)
and 18(more emphasis on modeling in the GOAT) Both items tabled.

Item 19-

request by a member to consider adding wood structures to GNRHS special production runs failed to obtain a proposer.

Item 20-

Suggested combination of GNRHS and NPMS Conventions. Item tabled until later meeting. Day will correspond with Peterka on the subject.

Item 21-old business

StPM&M coach restoration- Thompson reported little action or possibility thereon for some time in the future.

Listing of Society Assets-all officers and members should give a listing to the Secretary of their GNRHS assets.

Convention and Policy Manuals. Some work has been done in past years, but nothing completed.

Editorial and Technical Committees: the editor to make recommendation
Budget oversight committee: table to next meeting

Item 22-new business:

✓ Fidelity Investment Account- Ernest Lehmann (treasurer) and Peter Thompson (Editor) and Fr. Dale Peterka's signature and names to be placed on the account and Arthur Allen's (former Treasurer) name removed.

Motion to adjourn: Peterka, second Priebe, approved at 5:26pm

Respectfully submitted:

Connie Hoffman

Connie Hoffman, Secretary to the Board

March 5, 1992