

12:12-7-92

Minutes #1

DATE: JULY 1992

GNRHS

GREAT NORTHERN RAILWAY
HISTORICAL SOCIETY
Founded 1973

MINUTES-GNRHS BOARD MEETING EVERETT, JULY 13, 1992.

Meeting Place/Date: Everett, Washington on July 12, 1992;
at the Pacific Everett Hotel- the GNRHS 1992 Convention Hotel.

Call to Order: President Peterka called the Meeting of the GNRHS Board of Directors to order at 10 am.

Present: Directors-Day, Downing, Evoy, Peterka, Priebe, Thompson.
Apologies for absence from Director Russ Wilcox.

The President declared a quorum present, and the meeting open to transact business.

Others present: Operating Officers Hall, Lehmann, Amdahl, Gjevre, Hoffman
Guest by invitation-Duane Buck.

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

ITEM 1: Minutes of Previous Meeting

On MOTION by Day, seconded by Thompson, and approved by all, the Minutes of the previous meeting of the GNRHS Board, in July, 1991 at Minot, were accepted.

ITEM 2: Director's Term of Office.

Mutual determination by the Directors of class tenure of 2,4, and 6 years, each class to hold office until the call to order of the next meeting of the Directors to be called after Dec 31 of 1993, 1995 and 1997 respectively. It was determined that directors would select their desired tenure in turn, based on their birth date. Russ Wilcox had already asked that, in his absence from the meeting, he be considered for the two year tenure.

Accordingly, the Directors elected as follows:

- 2 yr. term ending December 31, 1993 and until the 1994 Board Meeting
Downing, Thompson, Wilcox.
- 4 yr. term through December 31, 1995 and until the 1996 Board Meeting
Day, Priebe.
- 6 yr. term through December 31, 1997 and until the 1998 Board Meeting
Evoy, Peterka.

The Editor was instructed to report these terms in the next GOAT, and to carry the terms on the GOAT masthead as soon as practical, and on a continuing basis.

GENERAL PRESENTATION BY THE EDITOR -a NON AGENDA ITEM

Before proceeding with the agenda business, the editor requested time to comment on the editorship. A lengthy presentation and discussion followed.

The main thrust of the Editors's comments are as follows, and in Editor's own words, as so requested by the Secretary:

- (1) the position of editor is fraught with time and pressure constraints- not acceptable over the long haul, even to an editor who is retired from paid employment.
- (2) the position almost mandates that it be filled by a person not in full time employment.
- (3) the GOAT production timetable is such that an editor has severe and continuing schedule problems, and which restrict personal travel and vacation planning.
- (4) at least under present operations, an extensive computer hardware and software setup is required, together with the necessity of learning the Desk Top Publishing routines.

(5) the most time consuming portion of the editor's job is that of laying out the reference sheets, particularly in those instances (often the "norm") where text is presented, either on diskette or typed, but photos have to be found, and the whole concept of the reference sheet has to be "imagineered" by the editor. The pieces of the jigsaw puzzle must then be put together to complete a reference sheet of finite pages- 4 or 8 or 12 or 16, or whatever. Unfortunately, this part of the proceedings will be very difficult to put in the hands of a "committee".

The question then becomes how to proceed from the long term and from the, relatively speaking, short term. The immediate danger is the obvious one -what happens to the GOAT on the sudden illness or departure, from whatever reason, of the editor. The GOAT is the life line of the society; without it the society dies.

There is always the possibility of commercial sources becoming involved with GOAT production. However, as with any technical publication, a commercial producer requires specialized technical assistance. The question may well be- could such a producer become available at the short notice probably involved -and/or could we afford the resulting costs?

One alternative to this is that one or more members combine their efforts and work with the printer, on a stop-gap basis, to keep the GOAT alive while a more permanent solution is found. In any event, one procedure would appear to be mandatory- that is to bring the GOAT printing process into the Twin City area. Here there are a substantial number of members who probably could be relied on to help out in an emergency, and who would then also be within easy personal contact with the local printing company. Presently, we are printing the GOAT in Baltimore, and the bulk mailing is also from Baltimore. It should be noted that we have received very good co-operation from the Baltimore printers, and they have done a good job in the days since the death of Norm Keyes.

But the fact is that, apart from Russ Wilcox, there are no members available in the Baltimore area to pitch in or help solve a crisis at the local level. (Russ has been very faithful in supervising the bulk mail post office operation, but would like to be relieved of the responsibility by the end of 1992.) Additionally, we do incur substantial communication costs, risk of mail loss or damage of documents and photos, and spread-out production scheduling because of mail transit time of proofs etc. Finally, production costs are higher in the east than in the Twin-City area.

Taking all this into consideration, the obvious first stage of solving our various problems is to move our printing to the Twin Cities, at least as an interim "fix". We will then continue to find solutions to the overall "editorship" problems. It would be my (the editor's) desire to be less involved with the total editor responsibility by the end of 1993, unless some other solution can be found which will greatly reduce present time (and pressure) demands. Perhaps unspoken, but nevertheless always present, is the inevitable "worry factor" caused by a very exposed editorial position if something goes wrong during the GOAT production cycle, or personal relations with authors do not run smoothly.

After additional discussion by the Board, it was resolved "that the Editor should move the printing operation to the Twin Cities; and that the President and Editor attempt to create a long term plan to reduce the work load of the Editor position- if necessary by segmenting the job among a number of individual members, and even at the risk of an overall loss of standardization and/or quality."

Then back to the Agenda:

ITEM 3: Involving more GNRHS Members

MOTION by Peterka, seconded by Evoy as follows" to reduce the editor's workload, and in order to prepare an experienced successor to the editor, the board directs the officers to set strategy to involve more members in the production of the GOAT."

Approved- no dissent.

ITEM 3A: NON-AGENDA item. It will be important to encourage members to submit their names to the nominating committee for the upcoming election (September 1993) for three board positions, to fill a six year Board tenure.

U. **Ralph Day** offered to prepare a form to be inserted in the GOAT, probably the March issue, requesting qualifying information from those members who wish to be nominated for either the Board, or as future Officers of GNRHS.

ITEM 4: Amendment of Bylaws- re modeling editor.

Motion by Priebe to amend the Bylaws to allow more than one editor to be in charge of society publications died for lack of a second.

*word 'question'd
by Norm 7-11-93*

ITEM 5: Proposed Bylaw Change

MOTION by Priebe, seconded by Evoy, " providing the following is not already somewhere in the Current Articles of Incorporation, to modify the Bylaws by including as Bylaw 1.03 the original GNRHS Constitution item I,(2),B, which states as follows" A purpose of the organization— is to assemble, investigate and disseminate historical and modelling information about the Great Northern Railway. The primary method to be used for this objective will be the regular issuance of a publication dealing with Great Northern history and modelling".



Motion approved, with Thompson abstaining. Thompson commented that this change probably should not be published without first review by our Counsel.

The Editor was instructed to take steps to obtain a current updated version of the Articles of Incorporation and Bylaws, and to then make them available to the membership on an "as requested " basis. The GOAT to include a notice to this effect when the by-laws are printed and ready for distribution.

ITEM 6: Author Awards

Motion by Peterka to initiate awards to members/authors for service to the GNRHS ~~died~~ for lack of a second.



ITEM 7: Re-election of Officers.

Peterka announced that Robert Gregson had offered to resign because of ill health.

MOTION by Evoy, seconded Thompson, and approved "that all current officers, except for Robert Gregson, be elected for another one year term; and further re-stated that the Editor was Vice President of Publications."



ITEM 8: Officers term

Motion by Peterka, seconded by Evoy, and approved, "that election of officers should now cover a two year term, instead of the one year term currently in the bylaws".



(comment the Bylaws will need to show this change)

ITEM 9: Successor to Bob Gregson

Proposed by Evoy, seconded by Priebe, and approved " that a successor to Robert Gregson, now resigning, be delegated to the nominating committee".

(refer also to item 24).

ITEM 10: Policy Guides/Manuals.

Thompson handed to Board Members and Officers present copies of the first draft Policy Guides for the Editor and the Secretary, and the Master Policy Guide. The Secretary's Guide is essentially complete as presented. The Editor and General Policy Guides are a much larger project and will continue to be expanded in content. After further progress, the contents of the manuals will be Indexed.



Other manuals/guides covering other Officer positions will be produced.

President Peterka requested that all directors review the manuals, and send him suggested corrections and/or additions or other suggestions, including format of the manuals.

ITEM 11: AFE Files Storage & Equipment.

Thompson showed color prints of the Farmington railroad equipment which houses the GNRHS AFE Files. In particular, the caboose is beginning to show signs of rust. Thompson pointed out that GNRHS does not now own the caboose, and that we have to recognize that Burlington Northern's name is very evident on the caboose. We cannot allow the paint to deteriorate- like that of the nearby Milwaukee caboose. The board, in general discussion, agreed that our continuing good future relations with BN require us to take action to keep the paint in good condition, even though GNRHS does not own the caboose.

Thompson suggested that eventually we might want to repaint the caboose back to its Great Northern colors, and that Heritage Fund money be made available at such time.

MOTION by Thompson, seconded by Downing, and passed, that" Thompson and Stuart Holmquist negotiate with Dakota County Fair personnel to gain use of the caboose for GNRHS in return for our upkeep of the paint work on the caboose".

NON-AGENDA ITEM :1992 CONVENTION update

Stew Aldcroft and Philip Gjevre gave a final update and review of the programs for the current Everett convention, and were thanked for their efforts.

AGENDA ITEM 12: 1993 Convention

MOTION by Day, seconded by Thompson," that the venue for the 1993 GNRHS Convention be changed from St.Cloud to Fargo." In favor Day, Peterka, Thompson; opposed Downing, Evoy, Priebe. Motion deadlocked. Agreed to instruct Gjevre to review and settle on either Willmar, St.Cloud or Fargo. The Gjevre decision to be made in time to be published in the September GOAT.

ITEM 13: Funds for Acquisition of GN pictures/slides and materials.

MOTION by Peterka, seconded by Downing, and approved that "the President has authority to make such acquisitions within the limits of \$250 within any one calendar year, without Board approval, and such expenditure to be charged against GNRHS general operating funds."



ITEM 14: GNRHS Property

MOTION by Peterka, seconded by Downing, and approved "that all materials acquired for, or on behalf of, GNRHS be cataloged and clearly marked as property of GNRHS."



ITEM 15: CARE of GNRHS member's GN memorabilia/property.

MOTION by Day, seconded by Priebe, and approved that "in the event GNRHS equipment or supplies, which are donated to GNRHS and cannot be cared for by a GNRHS member/group, for whatever reason, the Seashore Trolley Museum should be entrusted with care and storage".



ITEM 16: Heritage Fund Distributions.

MOTION by Downing, seconded by Day and approved "that the Treasurer be directed to draw and mail checks totalling \$2,000 and drawn on the Heritage Fund to:

- (1) Lake Superior Museum of Transportation \$500
- (2) Iron Goat Trail \$500
- (3) Whitefish Depot Preservation \$500
- (4) P-2 Restoration Project \$500...." end motion.

ITEM 17: AFE Priorities; Restatement/clarification of Priorities.

MOTION by Thompson, seconded by Priebe and passed "that Stuart Holmquist, GNRHS Archivist and AFE Files Custodian, should direct his energies in the following priorities: (1) Burlington Northern management requests, (2) assistance to the GOAT editor and GOAT scheduler (VP-Hall), (3) assistance to GNRHS members working on current or proposed Reference Sheet projects which have been approved by VP-Hall. Beyond these priorities, Mr. Holmquist is entitled to make his own decision as to the amount of personal time he will commit to servicing requests by GNRHS members, either for their own or commercial use. He should not provide detailed AFE file information to non-GNRHS members without prior approval by the GNRHS President".



ITEM 18: Modelling Information in the GOAT.

MOTION by Peterka, seconded by Priebe, and approved "that the Editor inaugurate a modeler's column to be published in each GOAT, to be prepared either by the Editor or by another GNRHS member or members."



Comment:- the series will begin in the December GOAT, with Duane Buck providing the text, and coordinating the effort with the Editor, using a format to be mutually acceptable.

ITEM 19: Board of Advisors for the GOAT.

MOTION by Peterka, seconded by Downing, and approved that "the President is directed to form a committee to serve as advisors, when so requested, concerning the content and quality of the GOAT."



Comment: Peterka noted that he had recruited members Richard Green, Bill Plano, and Allen Zuckerman to initially serve on such a committee if the concept was approved.

ITEM 20: Duration and timing of Swap Meet.

MOTION by Priebe, seconded by Evoy and passed "that the National Convention Officer be requested not to schedule a swap meet at future conventions which conflicted with the meeting times of the Board of Directors."



Meeting adjourned at 3:30pm. until 9:45pm.

ITEM 21: Investment Options for GNRHS Funds.

MOTION by Thompson, seconded by Downing, and approved "that Treasurer Ernest Lehmann be authorized to open one or more series of mutual fund accounts of the Vanguard Group for the deposit of GNRHS monies, and that Lehmann and Thompson and Peterka be named on the ownership of these accounts; such transfers to be made at timing as selected by the Treasurer."



Comment:- it is inferred from the above that the named persons on the ownership are the investment committee -this should probably be clarified and so stated at the next board meeting.

ITEM 22: Additional shelving for AFE Files at Farmington.

Thompson explained that there is additional space available within all of the boxcars at Farmington, resulting from the recent NP acquisition (with substantial assistance by Holmquist and GNRHS) of the NP storage boxcar for NP files. This now provides the opportunity for GNRHS to make GNRHS AFE files more accessible by building additional shelving.

1992

MOTION by Thompson, seconded by Downing, and approved "that a sum not to exceed \$300 be approved in advance for the purchase and installation of shelving for GNRHS AFE file use".

ITEM 23: Shelving approved from Heritage Fund.

MOTION by Evoy, seconded by Thompson, and approved "that funds for the shelving be a proper charge against Heritage Fund".

ITEM 24: Duties of the Vice-President for Membership Services.

MOTION by Evoy, seconded by Thompson, and approved "that the V-P Membership Services shall be responsible for soliciting of new members for the society, and shall have an operating budget as established each year by the President".



ITEM 25: Preservation of former GN equipment

MOTION by Day, seconded by Priebe and approved that "the GNRHS Board establish a Committee on Acquisitions to make recommendations to the Board as to further acquisitions of GN rail equipment; and to have continuing oversight for the housing, maintenance, insurance coverage and all other curatorial matters for those objects for GN rail equipment that the society now owns; and with the intent that the committee will work through other non-profit groups to accomplish the preservation purpose of the GNRHS."



Comment: **Ralph Day** volunteered to serve on this committee, no other assignments were made at this time.

ITEM 26: Editor Stipend.

The editor requested that, in lieu of a stipend (which has not been claimed by the present editor), the Society should reimburse the editor for computer repairs and software primarily used by GNRHS.

The Editor noted that the present Bylaws 3.10 already provide for payment of GNRHS incurred expenses, and no Bylaw action is required. This item is inserted only for the record. Such a claim will be made by the editor in due course. The Editor also noted, for the record, that the last stipend paid to a previous editor in March 1990 (Norm Keyes) was \$200 per issue.



ITEM 27: Planned Giving Program:

No further action has occurred on this.

ITEM 28: Advertising of the Society

MOTION by Peterka, seconded by Thompson, "that the President begins a program of advertising for new members in various publications, (a coded reply to be used in the event more than one publication is used) at a cost not exceeding \$250 in any calendar year; and without Board approval being required." Motion approved, with Evoy and Priebe dissenting.



ITEM 29: Retail Sales of Back Issues.

MOTION by Peterka "that the Board directs the President to begin a program of disposing, at retail, the back issues of the GOAT now in storage in Billings" died for lack of a second.

Respectfully submitted.

Connie L Hoffman,
Secretary to the Board
Nov 5, 1992

Distribution: All Directors
All Officers
Invited Meeting Guests

Please bring these minutes to the next Board Meeting.

computer file is savegn/board792

Nov 5, 1992