

MINUTES - GNRHS BOARD MEETING

FARGO, ND. JULY 11, 1993

Meeting Place / Radisson Hotel - the GNRHS 1993 Convention Hotel

Members who will be on the Election Ballot for the 1994 Director's Class were invited to attend the meeting.

Item 1: Call to order: President Peterka called the meeting of the GNRHS Board of Directors to order at 9:15 AM. Present: Directors - Day, Evoy, Peterka, Priebe, and Thompson. Apologies for absence from Directors Russ Wilcox, and Robert Downing who was delayed by the floods.

The President declared a quorum present, and the meeting open to transact business. Followed by a welcome to all visitors.

Others present: Operating Officers Amdahl, Gjevre, Hoffman, Lehmann

Guests: Alan Zuckerman

Mr. & Mrs. Dave Durfee

Duane Buck

Jim Willmering

Mike Denuty

Philip Gjevre gave a final update of the Programs for the current Fargo Convention.

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 2: Minutes of the Everett meeting:

Before the Everett minutes were approved Director Priebe wanted to discuss items #4 Amendment of Bylaws - re modeling editor and item #15 Care of GNRHS member's GN memorabilia / property.

Mr. Priebe questioned the fact that #15 does not state where the Seashore Trolley Museum is. It was decided by all Directors that a brochure from the museum be attached to the Everett minutes. Item #5 was discussed and will remain as written.

Motion by Priebe to accept the Everett minutes

2nd. by Thompson

All others in favor

Item 3: The Secretary was given the following members names that will appear on the September ballot to elect three new Directors. They will replace retiring Directors Downing Thompson and Wilcox.

Alan Zuckerman

David Thorsett

Duane Buck

Fred Black

Jim Willmering

Stewart Aldcroft

The Editor will insert an election ballot in the October Dues Notices and Heritage Fund solicitation.

Item 4: Brief report from all officers:

Secretary Hoffman reported that since the Everett convention the membership has increased considerably. She attempts to answer every inquiry. Those she is not able to are forwarded onto the proper Director. She also noted that James J. Hill III and IV, direct descendents of James Jerome Hill had just become members of the GNRHS.

Treasurer Lehmann reported that the society is in good shape money wise, although the Heritage fund is down a bit.

President Peterka reported that Robert Gregson V-P of Membership Services , could not make the meeting but continues to promote the society.

The President reported that Vice President Hall had presented a list of Reference Sheet projects being prepared for publication. The report noted that while there appears to be a substantial amount of "work in progress" we must be aware that the well could run dry unless we keep after authors who have promised text, but have not yet produced. or perhaps not proceeded very far with, their promised work.

Duane Buck reported that his new question and answer modeling page has been well received by the membership.

Item 5: Editors report on the new Minnesota Goat printing operation and 1994 Calendar:

Editor Thompson reported that he is satisfied with the new publishers of the "GOAT". It has been a year now and things are going smoothly. We have more members and publish more pages, but are spending the same as last year.

Starting in September the Calendar will be stapled rather than spiral bound. There have been to many problems with torn envelopes and the spiral not fitting properly. Should we actually discontinue the 12 month Calendar?? We could print 3 to 4 more reference sheets per year for what it costs to produce it. There continued to be much discussion among the directors in regards to continuing with the present calendar versus going with a single page 12 month Calendar.

Director Day proposed that he look into the costs of a single page color calendar for 1995 similar to what the railroads and other societies have been producing.

Seconded by Thompson and approved.

Thompson is to examine other alternatives, such as a photo album substitute, or other calendar idea.

Item 6: The future of the GNRHS Editorial Function:

Editor Thompson provided a written presentation to all Officers and Directors on the Editorial function. There is so much involved with the production of each "GOAT" and with the membership growing as it is the work load becomes that much more demanding. Thompson commented that in July 1992, he had requested to be relieved of editorship responsibilities by the end of 1993, or shortly there after. In the intervening period, a number of possible solutions to the problem have been considered. The one most consistently proposed was that there should be several editors, each producing a part of each Goat. While this seemed at first a reasonable solution, on deeper examination it became obvious that consistency of Goat output, timeliness of production, and co-ordination with our printing company would become a massive headache.

As a temporary solution Thompson proposed there would be a concerted effort to provide him with complete, computer ready text, and appropriate photographs and captions "ready to go". He would then become a layout and "pre-press" person, and primarily responsible for publishing and co-ordinating with the Goat printer. Some progress has already been made along these lines, principally through the efforts of Vice President Hall and several authors who have been following these routines, and Thompson said he is grateful for these efforts.

With an acceleration in these efforts, and some of the recent savings of time resulting from publishing in Minneapolis, and from the new mailing distribution procedures, the editor's office will hopefully become less pressurized. The December Goat will be more specific on how prospective authors can fit into the proposed new methods.

Thompson ended his editorial comments by saying that for 1994 he will stay on the job; perhaps with an eventual change of job title.

The editor then continued with the comment that there is great risk in the society not having any financial reserve for extra publishing cost which would arise in the event of an accident, or other untoward event, which would leave GNRHS with a vacancy in the editorial function until remedial action could be taken. The void would need to be temporarily filled by professional layout and "pre-press" personnel.

Thompson suggested that we raise the present dues of \$17.50 to \$20.00 beginning with 1994 renewals. \$2.00 would go into a reserve account that would be used for a publishing emergency where we might have to buy professional services. The remaining .50 cents would go into our Heritage Fund. P.

Thompson also noted that we need more diversity in regards to our reference sheets. Day suggested Thompson put together a suggestion sheet for reference sheets, send it to all directors for critique, and return back to the Editor.

(Note: The Board later took action on dues under Item 28 New Business}

Item 7: Editor Stipend:

P. Thompson stated he did not want a stipend but requested \$20.00 per month for maintenance of the computer and printer. He also requested \$450.00 for a new printer which will become the property of the GNRHS.

Motion by Evoy that Thompson be allotted the \$450.00 for a new printer and \$20.00 per month retroactive to January 1st. 1993.

2nd: by Day

Thompson abstained

All others in favor

P. ✓
Item 8: Motion by Thompson to continue with our present \$100.00 per issue for Computer Consultant Greimel and Associates services.

2nd: by Evoy

Priebe against

Thompson abstained

All others in favor

Item 9: Members involved in the production of the "GOAT".

Editor Thompson reported that there hasn't been much response from the membership as far as getting involved with production of the "GOAT". We are in dire need of volunteers for many projects but our pleas are falling on deaf ears.

Item 10: Proposed Bylaws Change re-modeling information (Item 5, Everett Minutes) clarification.

No action was taken, as Articles and Bylaws already cover the modeling format.

Item 11: Editors Report on the Articles of Incorporation and Bylaws available to all members. Thompson reported that he has received one request.

Item 12: Policy Guide / Manuals status:

President Dale stated that he will update the Policy Guide from 1985.

Item 13: Board of Advisors for the Goat.

President Dale reported that the Board of Advisors for the "GOAT has bombed out for lack of volunteers. He said he will try again to seek three people. Mike Denuty and Duane Buck volunteered their services at this meeting.

Item 14: AFE Files Storage & Equipment:

Thompson reported that Burlington Northern has donated to the GNRHS on a Custodial basis, books on Depots that contain all R.P.C. (Record of Property Changes). These will be stored in the Caboose at Farmington along with the AFE files. He also stated that Stuart Holmquist has bids out to have the Caboose painted. Monies for the painting will come from the Heritage Fund.

Motion by President Peterka that he will select the best bid. If the bids are in before September the Caboose will be painted this fall. Also if a good Herald is found proper steps should be taken to preserve it.

2nd. by Priebe

All others in favor

Item 15: The 1994 Convention site will be Wenatchee, Washington July 17th - 20th. Motion by Evoy that Willmar, Minnesota be selected for the 1995 convention.

2nd, by Priebe

All others in favor

✓ Item 16: President Peterka requested he retain the \$250.00 acquisition last year to purchase slides and materials for the GNRHS. No purchases had been made. P.

2nd. by Evoy

All others in favor

Item 17: Status of marking GNRHS property:

All Directors and Officers are to send President Peterka a list of what GNRHS property they now hold.

Item 18: Heritage fund distribution for 1993:

Motion by Evoy that the monies be used for the painting of the Caboose containing the AFE files.

2nd. by Priebe

Director Day stated he would like to amend Evoy's motion to include funding support of Hustle Muscle now at the Lake Superior Museum of Transportation . 500.00

2nd. by Priebe

Evoy opposed

All others in favor of amended motion.

Item 19: Future Swap Meets on Sundays / see Everett Minutes Item 20:

Motion by Priebe that there no longer be Swap Meets (including setups) held on Sundays at future conventions which conflict with the Board of Directors meeting time. P.

2nd. by Evoy

Thompson abstained

All others in favor

Item 20: Investment Report:

Treasurer Lehmann reported that we are in good shape money wise, and that he has invested \$5,000.00 of the GNRHS into the Vanguard Group of Mutual Funds.

Editor Thompson made a motion that we invest another \$5,000 into this account.

2nd. by Evoy

Peterka and Priebe against

Day in favor

Motion passed

✓
P.

Item 21: Expense Authorization:

Motion by Evoy that expenditures over \$200.00 must be approved first by President Peterka, except for printing and Goat postage cost which can be approved by the present editor.

- 2nd. by Thompson
- Day against
- Priebe out of the room
- Peterka in favor
- Motion passed

Item 22: Preservation of Former GN Equipment:

The Board was to establish an Acquisitions Committee in regards to the preservation and care of all GN rail equipment that the society now owns / and to work through other non-profit groups to accomplish the preservation purpose of the GNRHS.

At present Director Day is the only volunteer.

No action

Item 23: GNRHS advertisement in Trains.

President Peterka reported that we acquired 4 new members through his ad in December Trains. This is not enough to warrant future advertising expenditures.

P.

Item 24: Motion by Priebe that we allow cross advertising of our reference sheets and the sale of same with other societies.

- 2nd. by Day
- Thompson and Evoy Against

! { Peterka in favor
Motion passed

P. ✓

Item 25: Motion by Priebe to accept Days generous donation of 10 shares of stock in Biddeford Station, Maine a non-profit railroad organization

- 2nd. Evoy
- All others in favor

***** IT WAS NOTED THAT A LETTER OF APPRECIATION BE SENT TO RALPH DAY BY PRESIDENT PETERKA*****

Item 26: Motion by Evoy that we consider a proposal for ongoing membership evaluation of each reference sheet.

Failed for lack of second

✓
P.

Item 27: Old Business:

Motion By Priebe to print the membership list every 18 months.

- 2nd. by Evoy
- Thompson abstained
- Peterka and Day in favor

✓ **Item 28: New Business:**

Motion by Thompson that we raise the dues from \$17.50 to \$20.00 beginning with 1994 renewals. \$2.00 would go into an emergency fund and .50 cents to the Heritage Account. P.

2nd. by Evoy
All others in favor
Motion passed

Item 29: Motion to adjourn by President Peterka

2nd. by Thompson
All others in favor

ADJOURNED 4:15 P.M.

Respectfully Submitted

Connie L. Hoffman
Secretary to the Board
August 26th, 1993