

National Model Railroad Association  
2014 Annual Board of Directors Meeting  
July 12, 2014  
Marriot Renaissance, Cleveland, OH  
Final Minutes

- 1) President Charlie Getz, HLM, called the meeting to order at 0903 12 July 2014.
- 2) The roll was called and all Directors, Officers, and Department Managers were present with the exception of Marketing Department Chair John Parrish.
- 3) President Charlie Getz, HLM, asked that all Directors, Officers, Department Managers, and observers introduce themselves.
- 4) Prior to the meeting, CFO Frank Koch, HLM, presented three AP Certificates to ADD Kathy Millatt. Once the meeting was called to order, ADD Kathy Millatt had fulfilled the requirements for Association Official. This also completed her requirements for MMR and she was awarded MMR #542.
- 5) President Charlie Getz, HLM, presented a President's Award to WDD Jack Hamilton, MMR, for his work on the NMRA 2019 project.
- 6) President Charlie Getz, HLM, welcomed the BOD. He reported that the BOD held a caucus on the evening of 11 July 2014.
- 7) President Charlie Getz, HLM, talked about some of the correspondence he has been receiving. Although it wasn't all positive, the membership seems to like the fact that the Leadership Team is being more responsive.
- 8) **MBOD14071201** Motion by ALWWD Mike Brestel, HLM, to accept the 2014 Election Report and destroy all ballots. Seconded by EDD Joe Gelmini, MMR. Motion passed by voice vote.
- 9) The Consent Agenda was amended as shown below:
  - a). Standards & Conformance Department Manager Di Voss, MMR, led a discussion about RailCommunity, a European DCC Manufacturers Group based in Germany. They have requested to become a Silver Sponsor of the NMRA at no cost in exchange for one member of the NMRA to be a non-voting member of their group.
- 10) **MBOD14071202** Motion by WDD Jack Hamilton, MMR, that the Consent Agenda be accepted and that Standards & Conformance Department Manager Di Voss, MMR, arrange for RailCommunity to become a Silver Sponsor of the NMRA in exchange for Di Voss, MMR, becoming a non-voting member of their group. Second by ADD Kathy Millatt, MMR. Motion passed by voice vote.
- 11) **MBOD14071203** motion by WDD Jack Hamilton, MMR, to accept the Audit Report. Seconded by CAND Fred Headon, MMR. Motion passed on voice vote.
- 12) CFO Frank Koch, HLM, led a detailed discussion of his Budget & Finance Report.
  - a) The taxes for this year have been filed.
  - b) The Auditor did have one comment that Officers/Directors/Department Managers shouldn't mention specific money amounts in their reports. You may say that there are pledges for a certain amount.
  - c) The Budget & Finance Report will be posted on the website in an abbreviated format.
- 13) A discussion was held about the upcoming 70<sup>th</sup> Anniversary Celebration of the British Region to be held at the Annual Convention in October 2015.

- 14) **MBOD14071204** Motion by WDD Jack Hamilton, MMR, to authorize President Charlie Getz, HLM, or his designee, reimbursable travel to represent the NMRA at the 70<sup>th</sup> Anniversary Celebration of the British Region. Seconded by RACD Steven August. Motion passed by voice vote.
- 15) A discussion was held about the NMRA Website Profile Page. All Officers, Directors, and Department Heads are to forward a 250-400 word bio to VP- SPEC PROJ Gerry Leone, MMR, by August 1. *NMRA Magazine* Editor Stephen Priest, MMR, will take pictures during the convention. The Profile Page will not only help the membership recognize the Leadership Team, but will also help them to understand the background needed to hold a position on the Leadership Team.
- 16) President Charlie Getz, HLM, reported on the Marketing Department.
  - a) Marketing Department Manager John Parrish has submitted his resignation for personal reasons.
  - b) Craig This has been appointed the Social Media manager. Craig has extensive experience in Social Media.
  - c) The Build-A-Memory program has found little or no support from Home Depot, Lowe's, or Menard's which effectively ends that program as originally envisioned.
  - d) A local group in the San Francisco Bay area has re-imagined the program with a smaller layout using N scale Kato Unitrack. They are producing a video and an instruction booklet. This has the potential to become a new Build-A-Memory Program.
- 17) WDD Jack Hamilton, MMR, was thanked for his work on NMRA 2019. In turn, Jack thanked all the Strategic Plan Committee members and all the Region Presidents who participated. It was determined that a Strategic Plan Committee needed to be formed to oversee the execution of NMRA 2019.
- 18) **MBOD14071205** Motion by ALNAD Allen Pollock to appoint ADD Kathy Millatt, MMR, EDD Joe Gelmini, MMR, and RACD Steven August to the newly formed Strategic Plan Committee. Seconded by CDD Pete Magoun, MMR. Motion passed on voice vote.
- 19) Meeting recessed at 1030.
- 20) Meeting reconvened at 1050.
- 21) President Charlie Getz, HLM, led a discussion about the progress with the Gallery Exhibit. We are still waiting for the State of California to complete their end of the process and then we will be able to move on to the next step.
- 22) A discussion was held about a Member Discount Program. The Blue Ridge Scenic Railroad has been contacted, but no response has been received. Other excursion railroads and historical societies are being identified and will be approached by the Marketing Department.
- 23) IT Department Manager Ben Sevier led a discussion about the Website Redesign.
  - a) The new website will be going live on Monday July 14, 2014. It still needs more content and a lot of the content that is there needs to be updated.
  - b) Training is available for those who need to update portions of the website.
  - c) There will also be a new company store.
  - d) Officers, Directors and Department Managers will get mailboxes. The email alias will send the message to your mailbox.

- 24) A discussion was held about the need for a cell phone contact list Secretary Stevens was directed to coordinate.
- 25) President Charlie Getz, HLM, led a discussion about vertical integration within the U.S.
  - a) The State of Ohio recently made some changes allowing more online operations including online voting. COUNSEL Bob Amsler feels that these changes are similar to what is available in the State of Missouri so it is highly probable that the NMRA will remain incorporated in the State of Ohio. Pilot programs using the new rules are currently in place and will be expanded at a later date.
  - b) The IRS has recognized the NMRA as one non-profit organization. This means that all regions and divisions are also non-profit organizations. The major change will be that members will be able to take a tax deduction for monies or items donated to a region or division and not just the National Organization. There will be no change in the current relationship with the National Organization.
- 26) President Charlie Getz, HLM, led a discussion on changes to the RAC. RACD Steven August stated that he has seen an increase of communication within the RAC. He wants to setup an online forum to further communication. No changes to the RAC were proposed at this time.
- 27) Standards & Conformance Department Manager Di Voss, MMR, led a discussion on the European 21 pin decoder. The primary issue at this time is that some of the pin assignments have been changed. It was decided to monitor the situation. The market will either decide this is a good or bad idea. We will attempt to coordinate with them if it is found to be an improvement.
- 28) Meeting recessed at 1210.
- 29) BOD went into Executive Session at 1215.
- 30) BOD came out of Executive Session at 1220.
- 31) Meeting reconvened at 1357.
- 32) Fund Raising Department Manager Alan Anderson presented a proposal from the Northern Utah Division of the Rocky Mountain Region for the 2019 National Convention to be held in Salt Lake City. This will be the 150<sup>th</sup> Anniversary of the Golden Spike Celebration at Promontory Summit.
- 33) **MBOD14071206** Motion by WDD Jack Hamilton, MMR, to approve the site of the 2019 NMRA Convention and Train Show as Salt Lake City with the convention to be hosted by the Northern Utah Division. Seconded by RACD Steven August. Motion passed by voice vote.
- 34) **MBOD14071207** (Attachment B) Motion made by WDD Jack Hamilton, MMR, to adopt the proposed Mission Statement. Seconded by CAND Fred Headon, MMR. A lengthy discussion occurred resulting in an amendment proposed by ALWWD Mike Brestel, HLM. Seconded by ALNAD Allen Pollock. Amendment passed by vote 5-4-0. Motion passed by voice vote.
- 35) **MBOD14071208** (Attachment C) Motion by WDD Jack Hamilton, MMR to retire the NMRA Driver & Coupler Logo. Seconded by CDD Pete Magoun, MMR. NMRA COUNSEL pointed out that although the NMRA has a new logo, the old logo must be used in order for the NMRA to maintain ownership. Administratively, we will use up the current stock using the old logo, and use the new logo when ordering new stock. The Driver & Coupler logo is still

used as part of some heritage programs and as part of some Region and Division logos and therefore cannot be retired. Motion withdrawn.

- 36) **MBOD14071209** (Attachment D) Motion made by WDD Jack Hamilton, MMR, to accept NMRA Magazine Motion as amended. Seconded by ALNAD Allen Pollock. Motion passed by voice vote.
- 37) **MBOD14071210** (Attachment E) Motion by WDD Jack Hamilton, MMR, to accept RailPass Motion as amended. Seconded by CAND Fred Headon, MMR. Motion passed by voice vote.
- 38) **MBOD14071211** (Attachment F) Motion by ALWWD Mike Brestel, HLM, to accept Pioneer Committee Motion. Seconded by ALNAD Allen Pollock. Motion passed on voice vote.
- 39) **MBOD14071212** (Attachment G) Motion by CAND Fred Headon, MMR, to accept the Rename ABC Group to ABCE Group Motion. Seconded by ADD Kathy Millatt, MMR. Motion passed on voice vote.
- 40) **MBOD14071213** (Attachment H) Motion by CAND Fred Headon, MMR, to accept Renamed ABCE Group Motion. Seconded by PDD Mike Bartlett. Motion passed on voice vote.
- 41) **MBOD14071214** (Attachment I) Motion by CAND Fred Headon, MMR, to accept ADD ABCE Agreement to EHB Motion as amended. Seconded by PDD Mike Bartlett. Motion passed on voice vote.
- 42) Meeting recessed at 1510.
- 43) Meeting reconvened at 1522.
- 44) **MBOD14071215** (Attachment J) Motion by WDD Jack Hamilton, MMR, to accept the Nominating Committee Motion as amended. Seconded by CDD Pete Magoun, MMR. Motion passed on voice vote.
- 45) **MBOD14071216** (Attachment K) Motion by ALWWD Mike Brestel, HLM, to accept the Directors/Officers Incompatible Offices Motion as amended. Seconded by Fred Headon, MMR. Motion passed on voice vote.
- 46) **MBOD14071217** (Attachment L) Motion by WDD Jack Hamilton, MMR, to accept the Term Limits Motion. Seconded by ALNAD Allen Pollock. Motion failed 1-8-0.
- 47) NMRANet Working Group Chair Stephen Priest, MMR, led a discussion of NMRA NET 9.7. The group was hoping to have the proposal ready for the Annual Meeting, but was unable to do so. They hope to introduce NMRA NET 9.8 at the next convention.
- 48) President Charlie Getz, HLM, led a discussion on the declining membership during which he announced that Membership Retention Program Chair Bob Ferguson has had to step down for personal reasons. We continued the process of trying to stabilize and even grow the NMRA membership.
- 49) Motion by CDD Pete Magoun, MMR, to adjourn in memory of Larry Kline (MCR), Paul Scoles (PNR), Richard Hendrickson (PCR), Johnnie C. Reid (MCR), and Gayle Olson (TLR). Seconded by RACD Steven August. Motion passed by voice vote.
- 50) Meeting adjourned at 1717.

Respectfully Submitted  
John Gardner Stevens, III  
Secretary

## ATTACHMENTS

- A Abbreviations used in these Minutes
- B Text of **MBOD14071207** Mission Statement Motion
- C Text of **MBOD14071208** NMRA Driver & Coupler Logo Retirement Motion
- D Text of **MBOD14071209** NMRA Magazine Motion
- E Text of **MBOD14071210** Rail Pass Motion
- F Text of **MBOD14071211** Pioneer Committee Motion
- G Text of **MBOD14071212** Rename ABC Group to ABCE Group Motion
- H Text of **MBOD14071213** Renamed ABCE Group Motion
- I Text of **MBOD14071214** Add ABCE Agreement to EHB Motion
- J Text of **MBOD14071215** Nominating Committee Motion
- K Text of **MBOD14071216** Directors/Officers Incompatible Offices Motion
- L Text of **MBOD14071217** Term Limits Motion

## ATTACHMENT A

### ABBREVIATIONS USED IN THESE MINUTES

ADD	Atlantic District Director
ADM	Administration Department Manager/Chief Administrative Officer
ALNAD	At-Large North America Director
ALWWD	At-Large Worldwide Director
ASST SECY	Assistant Secretary
CAND	Canada Director
CDD	Central District Director
CFO	Chief Financial Officer
COMMD	NMRA Communications Director
COUNSEL	NMRA Legal Counsel
DSA	Distinguished Service Award
EDD	Eastern District Director
EDUCDM	Education Department Manager
FA	Fellow Award
FRDM	Fund Raising Department Manager
HCC	Honors Committee Chair
HDMCC	Howell Day Museum Committee Chair
HLM	Honorary Life Member
ITDM	Information Technology Department Manager
KMLM	Kalmbach Memorial Library Manager
MAPDM	Marketing, Advertising & Promotions Department Manager
MMR	Master Model Railroader
MSPDM	Membership Services & Promotion Department Manager
MSTDM	Meetings & Trade Shows Department Manager
PDD	Pacific District Director
PDM	Publications Department Manager
PREZ	President
RACD	Regional Advisory Council Director
SECY	Secretary
SCDM	Standards & Conformance Department Manager
VP-ADMIN	Vice President - Administration
VP-SPEC PROJ	Vice President – Special Projects
WDD	Western District Director

## ATTACHMENT B

Agenda Motion # 1WDD

Meeting Minutes Motion # MBOD14071207

(To be entered by the Secretary)

Motion for Regulations Article \_\_\_\_\_ Paragraph \_\_\_\_\_

Motion for EHB Section A Paragraph 1.1 Name and Purpose

Policy X

The Western District Director moves...

A new paragraph 5 to Section A1.1 be created as follows:

The official Mission Statement of the NMRA shall be –

*“The National Model Railroad Association, Inc. advances the global scale model railroading community through education, advocacy, standards, and social interaction”*

**Current version: None**

**Revised Version:**

5. The official Mission Statement of the NMRA is *“The National Model Railroad Association, Inc. advances the global scale model railroading community through education, advocacy, standards, and social interaction”*

**Rationale:**

The Mission Statement is a primary consideration in the development of Strategic Planning, the creation of Association programs, and general operations of the Association. There is currently no reference to, or documentation of, the NMRA mission statement in EHB. Numerous versions of a Mission statement are being used. Various versions of a mission statement appear in formal reports to the Board but there is no clear indication that the Board has formally adopted any one of the statements as is appropriate for the Board to do. Because the mission statement is a primary policy statement for NMRA it is appropriate that the Board formally adopt and approve that mission statement and any revision thereto.

NMRA 2019 Update Includes the following Goal and Implementing Strategy related to Mission Statement:

**Goal H: NMRA is a single membership vertically integrated Association (ORG-1)**

Goal H Implementing Strategies

H.2 NMRA has a clear statement of Association Mission (H.2)

Determination of the formal mission statement impacts nearly all other elements of the Update and most directly the Vertical Integration effort and the EHB review effort. The current date for completion is February 2015 (official Board adoption) However , since the actual statement will be subject of serious debate among the Directors and since the Directors are assigned the responsibility of establishing policy, there is no reason that the Directors cannot act on this matter at this time.

The following is a summary of information concerning NMRA mission statement.

**NMRA Regulations Article 1, Section 3**

3. The purposes of the National Model Railroad Association are, in part, to promote, stimulate, foster, and encourage by all manner and means the art and craft of model railroading; to preserve the history, science, and technology thereof; and to advance the global model railroading community through education, development of standards and recommended practices, advocacy, and social interaction. The corporation is organized for charitable, educational, literary, and scientific purposes consistent therewith included for such purposes. These purposes include, but are not limited to:
  - A. To assemble, define, set up, investigate, publish, and encourage the use of Model Railroad Standards for better interchange and operation of model railroad equipment and to develop the technology of model railroading through scientific processes.
  - B. To promote closer understanding and cooperation between model railroad manufacturers, distributors, dealers, publishers, consumers, and the general public.
  - C. To develop the technical skills of persons engaged in the art and craft of model railroading and to promote fellowship among model railroaders.
  - D. To educate persons engaged in model railroading in prototypical railroad practices and in methods of building and operating model railroad equipment.
  - E. To advance the hobby of model railroading wherever and whenever possible by publications, meetings, communications, and all things necessary or incidental to the foregoing purposes.



### **Ohio Articles of Incorporation Amended August 25, 1975**

"The Articles of Incorporation be amended by deleting Article Third, being the purpose clause, and substituting therefor the following:

To promote, stimulate, foster and encourage by all manner and means the art and craft of model railroading and the preservation of the history, science and technology thereof, and this corporation is organized exclusively for charitable, educational, literary and scientific purposes consistent therewith including, for such purposes, the making of distributions to organizations that qualify as exempt organizations .....

### **Missouri Articles of Incorporation (November 10, 2011)**

"8. The corporation is formed for the following purpose(s): education of persons about prototype railroading and model railroading and all other legal purposes"

### **NMRA Strategic Long Range Plan May 2000**

#### *MISSION STATEMENT*

A mission statement is a concise description of NMRA's fundamental niche as it pursues its new three to five year goals. The mission statement should answer the following questions: 1) why do we exist? 2) Who do we exist for? And 3) in the broadest sense, what do we accomplish? The mission statement defines what is appropriate for NMRA to be doing. All NMRA activities (old/new) must be reviewed against the mission statement.

*The National Model Railroad Association, Inc. advances the global model railroad community through advocacy, standards, education, and social interaction.*

### **NMRA Strategic Planning Committee Report April 5, 2006**

Every organization needs a mission statement that is a brief and succinct summary of what the organization is all about. The new mission statement of the NMRA is as follows:

"The National Model Railroad Association (NMRA), an organization of model railroaders, advances the worldwide scale model railroading community through education and standards as well as advocacy and fellowship".

And

Strategic planning does require commitment and we now turn to the proposals and ask that the members of the NMRA commit to get the NMRA "back on track".

#### IV. MISSION STATEMENT

"The National Model Railroad Association (NMRA), an organization of model railroaders, advances the worldwide scale model railroading community through education and standards as well as advocacy and fellowship".

#### **WEB Site (Current) Also on Masthead of Presidents Car in NMRA Magazine**

The **National Model Railroad Association** (NMRA), an organization of model railroaders, advances the worldwide scale model railroading community through education and standards as well as advocacy and fellowship.

#### **NMRA Calendar (annual Distribution)**

##### Mission Statement

"The National Model Railroad Association, Inc. advances the global model railroading community through advocacy, standards, education, and social interaction."

#### **From the BOD Minutes 11-13 July 2008 item 40 (referring to the BOD Convention Committee July Report June 30, 2008)**

40 ) MBOD 07111 PDD Jensen moves that the Board of Directors formally adopt the following mission statement, convention goals, and target audience:

The mission statement for each national convention shall be:

"Our national convention will educate scale model railroaders by providing a social setting for modelers to meet and share their modeling experiences."

#### **General definitions**

**Scale;** 1. A system of ordered marks at fixed intervals used as a standard of reference in measurements

2. The proportion used in determining the relationship, of a representation to that which it represents

**Model:** 1. A small object, usually built to scale, that represents another, usually larger, object

**Action: Passed as amended**

## ATTACHMENT C

Agenda Motion #   2 WDD

Meeting Minutes Motion #  MBOD14071208

Motion for Regulations Article \_\_\_\_\_ Paragraph \_\_\_\_\_

Motion for EHB Section \_\_ Paragraph \_\_\_\_\_

Motion for Policy   X  

The    Western District Director moves...

That as a matter of policy, the original NMRA logo (Driver and Coupler) be officially retired from all normal use effective Jan 1, 2015. That logo may be continued in use for historical purposes and as may be required to maintain legal ownership of the logo.

**Current version:**     *None*

**Revised Version:** None

**Rationale:**

The current (Portal) logo was officially adopted by the Board in July 210. The logo was presented to the membership in a special event of the Milwaukee National Convention which celebrated the 75<sup>th</sup> anniversary of NMRA. There was considerable discussion about the new logo at the time and the positive side was successful in the debate. When the Board adopted the logo they also made provision for use of existing stock of materials containing the original logo.

The approval and adoption occurred four years ago, but the original logo remains in use in highly visible and important NMRA offering including MMR plaques. While there is a necessity to use thje original logo for historical reasons and as may be appropriate to maintain legal ownership, there is no rational for continuing to use that logo in the normal conduct of business. It is time to finally retire the original logo.

**Action:** **Withdrawn**

## ATTACHMENT D

Revised motion as passed at Cleveland BOD meeting

Agenda Motion # 3 WDD

Meeting Minutes Motion # MBOD14071209

(To be entered by the Secretary)

Motion for Regulations Article \_\_\_\_\_ Paragraph \_\_\_\_\_

Motion for EHB Section H Paragraph 9.1 Dues and Communication Fee Policy

Policy X

The Western District Director moves...

That the final sentence of Paragraph 9.1.b be deleted and replaced with the following

“Subscriptions to *NMRA Magazine* will not be made available to non-members except that Regions, Divisions, and individual members may place subscription for copies of *NMRA Magazine* to be placed in Public Libraries or similar public reading rooms. The price of such subscription shall reflect the actual production and mailing cost of the magazine.”

### Current version:

- b. Subscriptions – Subscriptions to *NMRA Magazine* are available to all members for \$19 per year, (effective October 1, 2008) invoiced and paid concurrently

with the renewal of dues. Subscriptions to *NMRA Magazine* are terminated when membership lapses or when a member notifies the Administration Department of his desire to no longer receive the *NMRA Magazine* publication. Subscriptions to *NMRA Magazine* will not be made available to non-members.

**Revised Version:**

- b. Subscriptions – Subscriptions to the *NMRA Magazine* are available to all members. Rate for U.S. members is \$22 per year, (effective January 1, 2012), invoiced and paid concurrently with the renewal of dues. Rates for non-U.S. Members are listed in paragraph H9.2c below. Subscriptions to the *NMRA Magazine* are terminated when membership lapses or when a member notifies the Administration Department of his/her desire to no longer receive the *NMRA Magazine* publication. Regions, Divisions, and individual members may purchase a subscription of the *NMRA Magazine* for placement in Public Libraries or similar public reading rooms. The price of such subscription shall reflect the actual production and mailing cost of the magazine.

**Rationale:**

*NMRA Magazine*, as our official “house organ” presents the NMRA and its activities in a positive light and informs the reader about NMRA and its programs. As an adjunct to our efforts to recruit new members, *NMRA Magazine* is a valuable tool. It is common practice to distribute past copies of *NMRA Magazine* at sanctioned train shows and event. A special edition of the magazine is created for the NTS and distributed to attendees at that event.

This policy allows individual members, Regions and Divisions to be more active participants in “selling” NMRA and increasing our exposure to the public. As an aside, this opportunity to distribute outside the current membership validates the continuation of new-zxmember recruitment advertising in the magazine.

**Action: Passed**

## ATTACHMENT E

Agenda Motion # 5 WDD

Meeting Minutes Motion # **MBOD 14071210**

### **Motion for Regulations Article IV Paragraph 1**

The Western District Director moves...

Revise Article IVI, paragraph 1 by inserting new paragraph G as follows

#### ***Current version:***

New Paragraph

#### ***Revised Version:***

**G. RailPass Member.** A RailPass membership is a trial membership for a period not to exceed six months from the date of activation. The following provisions apply to the RailPass class:

1. U.S. RailPass memberships are available only to persons holding a U.S. address of record. Canada RailPass memberships are available only to persons holding a Canada address of record.
2. A RailPass membership is available only to those persons who would otherwise satisfy requirements for Regular Membership.
3. A RailPass membership is available only to persons who have never been NMRA members or who have not been NMRA members for at least two years.
4. A person shall hold no more than one RailPass membership during his or her lifetime.
5. A RailPass Member shall have the full rights of membership with the exception of the right to hold office or elected position and the right to vote.
6. RailPass Members are eligible to attend conventions and participate in contests at every level of the NMRA.
7. A U.S. or NMRA Canada RailPass membership includes a subscription to the NMRA Magazine during the period the membership is in effect.
8. A RailPass Member is eligible for all awards presented by the Achievement Program, except the MMR Award.

9. A RailPass Member is eligible to earn and receive a Golden Spike Award.

**Rationale:**

The use of the RailPass in conjunction with Region and Division conventions and events has raised questions concerning the specific guidelines for the class of membership. The Regulations and EHB do not include the necessary guidance.

RailPass is an approved membership program and needs to be included in the EHB as a formal class of membership. Currently, the only information about the RailPass membership appears on the NMRA web site at the Join the NMRA page under the Trial Membership link. The information on the web page and the actual RailPass application form are not consistent.

**Action: Passed**

## ATTACHMENT F

**Agenda Motion # 6 ALWWD**

**Meeting Minutes Motion # MBOD 14071211**

**Motion for EHB Section R2 (Current) / Section G4 ¶ 5.1 (Proposed)**

**The ALWWD moves to amend the EHB regarding the Pioneer Committee:**

### **Current version:**

EHB Section R 2 – Office of the Secretary Honors Policy

#### **¶ 7 Pioneer Award:**

Represents an impeccable record of integrity and respect as well as a history of service in the model railroad industry. Nominees should also have accomplished one or more of the following: Prominence in promoting public awareness of the hobby of model railroading, developed a unique manufacturing process which has significantly impacted the industry, and/or innovation in product marketing or development.

A special committee consisting of four members shall select the Pioneer Award recipients. Three of these members shall be the President of the NMRA, the Vice President of the NMRA, and the Immediate Past President of the NMRA. These three members shall then select a fourth member of the committee who shall be a person from the model railroad industry. This person shall serve as the committee Chair.

### **Revised version:**

EHB Section G 4 – Presidential Committees

#### **¶ 5.1 Pioneer Committee**

1. The function of the Pioneer Committee is to select the recipients of the annual Pioneer Award. Pioneer Award winners shall demonstrate an impeccable record of integrity and respect as well as a history of service in the model railroad industry. Nominees should also have



accomplished one or more of the following: Prominence in the promotion of public awareness of the hobby of model railroading, development of a unique or innovative manufacturing process which has significantly impacted the industry, and/or innovation in product marketing or development.

2. The committee shall be composed of the President, a Chair appointed by the President, and committee members appointed by the Chair with the concurrence of the President. Whenever possible, at least one member of the committee should be a respected member of the model railroad industry.

3. After the conclusion of the committee's deliberations, the names of the Pioneer Award winners shall be communicated to the HQ staff in sufficient time to allow for the preparation of the awards. The awards shall be presented at the National Convention Banquet by the Pioneer Committee Chair or by his/her designee. The Chair shall be responsible for the preparation of a biography of each award winner, which will be presented at the time the award is given and will be published in an appropriate way in the NMRA publications.

#### **Rationale:**

The NMRA Inherited the Pioneer Committee when the old Model Railroad Industry Association was absorbed into the Hobby Industry Association. The current structure was set up to accommodate the working methods of Pioneer Award founder Hal Carstens. Since Hal passed away and for other reasons, the committee has found it increasingly difficult to function effectively under the old model.

The Committee feels that adopting the standard NMRA Presidential committee model will give it greater organizational flexibility, allowing it to be more responsive and effective in carrying out its mission.

**Action: Passed**

**ATTACHMENT G**

**Agenda Motion # 7 CAND**\_\_\_\_\_

**Meeting Minutes Motion # MBOD14071212**

(To be entered by the Secretary)

**Motion for Regulations Article \_\_\_\_\_ Paragraph \_\_\_\_\_**

**Motion for EHB Section A 8.1 \_\_\_\_\_ Paragraph \_\_\_\_\_**

**Motion for Policy \_\_\_\_\_**

**The Canadian District Director Moves that:**

**Whereas** the NMRA has accepted the newly created European Region, and

**Whereas** the current ABC Group procedures for membership dues collection will be used by the European Region,

**Be it resolved** that the existing “ABC Group” moniker be altered to include the European Region to read “ABCE Group”.

**Current Version...**

Not currently included in the EHB or Regulations.

**Revised Version...**

Will be stated in the EHB, Regional/Divisional Organizations, Section A 8.1, page 2.

**Action: Passed**

**ATTACHMENT H**

**Agenda Motion # 8 CAND**

**Meeting Minutes Motion # MBOD14071213**

(To be entered by the Secretary)

**Motion for Regulations Article \_\_\_\_ Paragraph \_\_\_\_**

**Motion for EHB Section A 8.1 Paragraph 9 C**

**Motion for Policy \_\_\_\_\_**

**The Canadian District Director Moves:**

that all references to the “ABC Group” in all NMRA documents (specifically including but not limited to the Regulations and the EHB) be changed to read “ABCE Group”.

Entities?

**Current Version...**

Not currently included in the EHB.

**Revised Version...**

Add to Regional/Divisional Organizations, Section A 8.1, page 2.

**Rationale:**

It is a necessity to include the European Region immediately with this Motion considered as housekeeping for administrative purposes.

**Action: Passed**

**ATTACHMENT I**

**Agenda Motion # 9 CAND**\_\_\_\_\_

**Meeting Minutes Motion # MBOD14071214**

(To be entered by the Secretary)

**Motion for Regulations Article \_\_\_\_\_ Paragraph \_\_\_\_\_**

**Motion for EHB Section \_\_\_\_\_ Paragraph \_\_\_\_\_**

**Motion for Policy \_\_\_\_\_**

**The Canadian District Director Moves:**

That the ABCE Group Agreement (as shown below) be included in the EHB.

**Current Version...**

Not currently included in the EHB.

**Revised Version...**

Regional/Divisional Organizations, Section A 8.1, page 12 to become Item 9 C

The up-dated Agreement, as recorded by NMRA CFO Frank J. Koch, follows:

June 30, 2014

This is the ABCE Group Agreement. It was designed to collect a portion of the local dues and remit this amount to HQ for those programs that were of a global nature. It recognized that some program elements were specific to United States members and North American members only.

Each ABCE entity has the flexibility to develop local, area-specific programs and services, and charge accordingly for them – for example local office expenses, exhibitions, meetings, conventions, etc. Each of the ABCE entities sets its own dues. Subscription rates are set by the NMRA CAO and the CFO. These rates will vary with postage charges and delivery methods.

As part of the Agreement, each of the ABCE entities manages membership renewals for its respective areas, sets and collects dues for its areas and remits a specific amount each year for each membership to NMRA HQ for global programs. All subscriptions are handled through HQ, with HQ setting the rates. The ABCE entities can collect the subscription amounts and then remit them to HQ in full. Each of the ABCE entities is responsible for submitting membership

information to HQ monthly for insertion into the master membership database. Funds collected are also to be forwarded to HQ monthly.

Definition of each entity within the ABCE Group:

A is for the Australasian Region - Australia and New Zealand.

B is for the British Region – England, Scotland, Wales, Northern Ireland, the Faroe (Faeroe) Islands, Gibraltar, Guernsey, the Isle of Man, Jersey, and the Republic of Ireland.

C is for the corporate entity of NMRA Canada – all Provinces and Territories.

E is for the European Region - Abkhazia, Akrotiri and Dhekelia, Aland, Albania, Andorra, Armenia, Austria, Azerbaijan, Belarus, Belgium, Bosnia and Herzegovina, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Georgia, Germany, Greece, Hungary, Iceland, Italy, Kazakhstan, Kosovo, Latvia, Liechtenstein, Lithuania, Luxembourg, Macedonia, Malta, Moldova, Monaco, Montenegro, Nagorno-Karabakh, Northern Cyprus, Norway, Poland, Portugal, Romania, Russia east to the Ural Mountains, San Marino, Serbia, Slovakia, Slovenia, South Ossetia, Spain, Svalbard, Sweden, Switzerland, The Netherlands,

Transnistria, Trans-Dniester, Turkey, Ukraine, and Vatican City.

The US headquarters manages the USA and all countries not listed as part of A,B, C, and E. (This includes countries in the Middle East, India, Japan, Taiwan, China, Latin and South America, Africa, and all others.)

The amounts to be remitted to US HQ each year by the ABCE entities cover the pro-rated costs of global programs, but do not cover payments against the costs of a headquarters building, the magazine, HDM, or the non-dues programs. Essentially only the pro-rated costs of the officers, required meetings, and the department expenses, as well as ABCE liaison costs, are charged to the ABCE Group members.

The amounts to be collected by the non-US entities and remitted to HQ each year as of July 2014 are \$10.00 USD from A, \$10.84 USD from B, \$11.82 USD from C and \$10.84 USD from E. The CFO revisits this charge every few years to see if it is still appropriate, and adjusts the amount of contribution as necessary.

**Rationale:**

This Motion should be considered as housekeeping for administrative purposes so that future NMRA Boards of Directors, National Officers, Headquarters staff and the CFO have the necessary information.

**Action: Passed**

## ATTACHMENT J

Agenda Motion #   11  

Meeting Minutes Motion #  MBOD14071215 

(To be entered by the Secretary)

Motion for Regulations Article \_\_\_\_\_ Paragraph \_\_\_\_\_

Motion for EHB Section  A 7.1  Paragraph G-I

Policy \_\_\_\_\_

The \_\_\_\_\_ District Director moves...

That EHB Section A 7.1 G.National Nominating Committee, H. NMRA Canada Nominating Committee, and H. Atlantic and Pacific Nominating Committees be amended to comply with provisions in the International Voting Procedure accepted as MBOD14021508 in Las Vegas, NV during the 2014 Mid Year BOD Meeting.

### Current version:

G. The **National Nominating Committee** shall be appointed as set forth in 2 above. The **National Nominating Committee** shall consist of a Chair appointed by the President and at least six (6) members appointed by the Chair with the concurrence of the President. At least two members of the committee shall reside in and be drawn from each of the North American Districts (Western, Central, and Eastern).

1. The committee shall submit, investigate, and nominate at least two candidates for each position of President, Vice President, and for five (5) Directors of the Board, those being the three (3) North American Districts (Western, Central, and Eastern) and the two at-large positions. The at-large Director positions, which are open for nominations from any district, shall be subject to nominations from the National Nominating Committee as well as the Atlantic and Pacific District Nominating Committees with input from the Regional Advisory Council.

2. The committee shall be appointed and commence its work so as to enable it to render an adequate report to the Secretary.
3. Qualifications for and procedures to be utilized by the nominating committee shall be set forth in the Executive Handbook and in Article X *infra* regarding Nominations and Voting.
4. No Chair of a Nominating Committee shall be a national director or national officer.

H. The **NMRA (Canada) Nominating Committee** shall consist of a Chair appointed by the President of NMRA (Canada) and at least six members appointed by the Chair with the concurrence of the President of NMRA (Canada) for the purpose of nominating candidates, with the goal of at least two positions, for the NMRA (Canada) Director and for the offices of the President of NMRA (Canada) and Vice President of NMRA (Canada).

I. The **Atlantic and Pacific District Nominating Committees** shall be appointed as set forth in 2 above. The **Atlantic and Pacific District Nominating Committees** shall consist of a Chair appointed by the President and at least six members appointed by the Chair with the concurrence of the President, for the purpose of nominating candidates, with the goal of at least two for each position, for their respective Atlantic and Pacific District Director positions. Said committees will also co-nominate with the National Nominating Committee candidates for the at-large position to be voted on by NMRA members worldwide. Said committee shall forward their reports to the National Nominating Committee, which shall be responsible for submitting said report to the Secretary.

1. No Chair of any nominating committee shall be a national director or national officer.

#### **Revised Version:**

G. The **National Nominating Committee** shall be appointed as set forth in 2 above. The **National Nominating Committee** shall consist of a Chair appointed by the President and at least six (6) members appointed by the Chair with the concurrence of the President. At least two members of the committee shall reside in and be drawn from each of the U. S. Districts (Western, Central, and Eastern).

1. The committee shall solicit, investigate, and, when possible, nominate at least two candidates for each position of President, Vice President-Administration, Vice President-Special Projects, and for five Directors of the Board, those being the three U. S. Districts (Western, Central, and Eastern) and the two at-large positions. The at-large Director positions, which are open for nominations from any district, shall be subject to nominations from the National Nominating Committee as well as the NMRA Canada Nominating Committee, Atlantic District Nominating Committee, and the Pacific District Nominating Committee with input from the Regional Advisory Council.

2. The committee shall be appointed and commence its work so as to enable it to render an adequate report by June 15.
3. Qualifications for and procedures to be utilized by the nominating committee shall be set forth in the Executive Handbook and in Article X *infra* regarding Nominations and Voting.
4. No Chair of the National Nominating Committee shall be a national director or national officer.
5. By June 15, the National Nominating Committee Chair should receive reports from all the other Nominating Committees participating in the current election. The National Nominating Committee Chair will then combine the results of the National Nominating Committee with the results of all the other Nominating Committees participating in the current election to form the Combined Nominating Committees Final Report. The National Nominating Committee Chair will then forward the report to the NMRA Secretary no later than July 1.

H. The **NMRA Canada Nominating Committee** shall consist of a Chair appointed by the President of NMRA Canada and at least six members appointed by the Chair with the concurrence of the President of NMRA Canada.

1. The committee shall solicit, investigate, and, when possible, nominate at least two candidates for each of the positions of NMRA Canada Director, NMRA Canada President, and NMRA Canada Vice President. The committee should also solicit candidates for the At-Large North American Director position and the At-Large World-Wide Director position.
2. The committee shall be appointed and commence its work so as to enable it to render an adequate report to the NMRA National Nominating Committee Chair by June 15.
3. Qualifications for and procedures to be utilized by the nominating committee shall be set forth in the Executive Handbook and in Article X *infra* regarding Nominations and Voting.
4. No Chair of the NMRA Canada Nominating Committee shall be a national director, national officer, or be an elected representative of NMRA Canada.

I. The **Atlantic District Nominating Committee** shall be appointed as set forth in 2 above. The **Atlantic District Nominating Committee** shall consist of a Chair appointed by the President and at least six members, with representation from every Region in the District, appointed by the Chair with the concurrence of the President.

1. The committee shall solicit, investigate, and, when possible, nominate at least two candidates for the position of Atlantic District Director. The committee should also solicit candidates for the At-Large World-Wide Director position.



2. The committee shall be appointed and commence its work so as to enable it to render an adequate report to the NMRA National Nominating Committee Chair by June 15.
3. Qualifications for and procedures to be utilized by the nominating committee shall be set forth in the Executive Handbook and in Article X *infra* regarding Nominations and Voting.
4. No Chair of the Atlantic District Nominating Committee shall be a national director or national officer.

J. The **Pacific District Nominating Committee** shall be appointed as set forth in 2 above. The **Pacific District Nominating Committee** shall consist of a Chair appointed by the President and at least six members, with representation from every Region in the District, appointed by the Chair with the concurrence of the President.

1. The committee shall solicit, investigate, and, when possible, nominate at least two candidates for the position of Pacific District Director. The committee should also solicit candidates for the At-Large World-Wide Director position.
2. The committee shall be appointed and commence its work so as to enable it to render an adequate report to the NMRA National Nominating Committee Chair by June 15.
3. Qualifications for and procedures to be utilized by the nominating committee shall be set forth in the Executive Handbook and in Article X *infra* regarding Nominations and Voting.
4. No Chair of the Pacific District Nominating Committee shall be a national director or national officer.

Subsequent Paragraphs shall be relettered.

**Rationale:**

The International Voting Procedure required amending the Nominating Committees' definitions. This motion expands the original duties of the National Nominating Committee to those committees within their area of concern. All committees will now send reports to the National Nominating Committee Chair, who will compile the results into a Combined National Nominating Committees Final Report, which will then be forwarded to the Secretary.

**Action: Passed**

## ATTACHMENT K

Agenda Motion # 12 ALWWD

Meeting Minutes Motion # MBOD14071216

(To be entered by the Secretary)

Motion for Regulations Article \_\_\_\_\_ Paragraph \_\_\_\_\_

Motion for EHB Section A 3.1 Paragraph 25 Directors/Officers Incompatible Offices

Policy \_\_\_\_\_

The At Large Worldwide District Director moves...

That EHB Section 3.1 Paragraph 25 be amended as shown below

### **Current version:**

25. The Directors and Officers of the NMRA shall not hold incompatible offices.

- a. Directors that represent the Pacific, Atlantic, Central, Western, and Eastern Districts or the at-large positions cannot simultaneously serve as:
  - i. A Regional President or Vice President,
  - ii. A representative of NMRA Canada,
  - iii. A National Officer or Department Manager, or
  - iv. A paid employee or paid contractor of the NMRA.
- b. The Regional Advisory Council Director cannot simultaneously be:
  - i. A representative of NMRA Canada,
  - ii. A National Officer,
  - iii. A Department Manager, or
  - iv. A paid employee or paid contractor of the NMRA.

- c. The Atlantic and Pacific Directors cannot be:
  - i. An employee or contractor of the NMRA,
  - ii. A National Officer or Department Manager, or
  - iii. A paid employee or paid contractor of the NMRA.

**Revised Version:**

25. The Directors and Officers of the NMRA shall not hold incompatible offices.

- A. With the exceptions noted infra, a Director of the NMRA cannot simultaneously serve as:
  - 1. An officer or director of a Region,
  - 2. An officer or director of NMRA Canada,
  - 3. A National Officer or Department Manager, or
  - 4. A paid employee or paid contractor of the NMRA.
- B. The RAC Director may simultaneously serve as a Region President or Vice President, and the Canadian Director may simultaneously serve as an officer or director of NMRA Canada.
- C. The Officers of the NMRA (i.e. the President, Vice President – Administration, Vice President – Special Projects, Secretary, and Treasurer) cannot simultaneously serve as:
  - 1. An officer or director of a Region,
  - 2. An officer or director of NMRA Canada,
  - 3. A National Director or Department Manager, or
  - 4. A paid employee or paid contractor of the NMRA.

**Rationale:**

The original version is titled “The Directors and Officers of the NMRA shall not hold incompatible offices”. There are restrictions placed on the Directors, but there are no restrictions listed for the Officers. The Revised Version applies restrictions to the five NMRA Officers that are similar to the restrictions placed on Directors, and also lists the positions of NMRA Canada officer and director as positions incompatible with that of NMRA officers.

**Action: Passed**

## ATTACHMENT L

WDD Submission Revision 2

Agenda Motion # 4 WDD

Meeting Minutes Motion # MBOD14071217

### ***Motion for Regulations Article A.3.1 Paragraph 21***

Motion for EHB Section \_\_\_\_ Paragraph \_\_\_\_

Motion for Policy \_

The \_\_Western District Director moves...

That regulations Article A.3.1, paragraph 2 be replaced with the following:

- a. No individual member may serve for more than a cumulative twelve years as an elected or appointed Officer or Director of the corporation. Service (elected or appointed) on or after July 1, 2006 shall apply to this policy. Any individual serving in an elected or appointed position who would be in violation of the cumulative service limitation as of the date of the approval of this policy shall be allowed to complete the current term of service but shall not be eligible for further nomination, election, or appointment. This policy supersedes the term limits policy for service as a Director.
  
- b. In recognition of the corporate history and current knowledge of Association operations, an honorary position of Past President, serving as an advisor to the incumbent President is established. This position is not a Board position and does not include the travel and reimbursement provisions extended to specified leadership positions. The position may be filled by the immediate past President, at his/her discretion, and extends for a period of one term. If the incumbent President is re-elected to a second or subsequent term, the past President position will be vacant during those additional terms of service.
  
- c. No individual, having served as President NMRA either by election or appointment, may be nominated for election or serve thereafter as a Director of the corporation.

**Current version:**

21. The term of office of a Director shall be for three (3) years.

A. Directors cannot be elected to more than two consecutive terms.

B. Nothing prohibits Directors from running for an additional two terms after leaving office for at least one term.

C. The terms of office shall be staggered so that the terms of three Directors expire each year.

D. The term limits shall apply at the beginning of a Director's first elected three-year term.

**Revised Version:**

Refer to the motion and make corrections and revision to A.3.1 as appropriate.

**Rationale:**

**The following is extracted from "Better Bylaws" published by BoardSource**

***Term Limits***

*Some nonprofits limit the number of consecutive terms an individual may serve. Term limits for directors offer several advantages. They ensure a variety of perspectives by allowing new people to join the board; they help an organization expand its base of contacts in the community; and they prevent inordinate concentration of power among a small group of entrenched leaders. Term limits can also be an easy way for boards to eventually push an underperforming director out the door without having to resort to harsher measures that can cause hard feelings.*

*However, term limits can also result in the loss of valuable director expertise and institutional memory. Indeed, some organizations find that at about the time that a person becomes very experienced as a director and knowledgeable about the organization, it is time for that person to step off the due to term limits. Consequentially, organizations with short term limits may find themselves spending inordinate amounts of time training new directors, when that time could be better spent tapping the expertise and experience of those who have served for many years.*

*Thus, an optimal balance must be struck, weighing the advantages of experience against the benefits of encouraging fresh ideas by inviting new, less experienced people to serve on the board. Some organizations allow particularly valuable directors who have completed the maximum number of terms to return to the board after a one-year sabbatical. The belief, is that by making a person sit out just one year before rejoining the board, there is the opportunity for a new person to fill that slot (thereby allowing someone with fresh ideas to join the board) yet the experienced – and interested – board member is allowed to rejoin relatively quickly so that the board can benefit from that person’s prior experience and institutional knowledge.*

The issue of “recycling” a limited number of members through NMRA national leadership positions continues to be a matter of concern and comment to the membership in general. The issue is not that any certain individual is not worthy of service or that they are not performing satisfactorily but rather that the same names continue to appear on the “masthead”. The concerns raised by membership fall in two general categories;

(1) Because of recycling there is not real opportunity for upward mobility in the Association, and

(2) Continuation of the same old faces at the top limits the ability of the Association to consider new ideas or to move forward. While these may be perceptions, the only way to resolve the concern is to self-limit the period that any of us may serve in national leadership.

A primary consideration in the adopted NMRA 2019 Update, including the provisions for implementing effective Association vertical integration, is incorporating greater opportunity for leadership roles among the membership. Certainly, a major contributor to that effort must be a specific limitation on the number of years any one member may hold elected office at the national level. Of equal concern must be the “recycling” of individuals through offices.

In the past there has been concern raised that we could not find or there were not available members who had the qualities and qualifications to properly execute the duties of our elected officials. A recent survey of a limited group of members clearly indicates that there is no lack of individuals fully qualified to serve as either Director or to fill an “officer” position. Simply looking back over the history of NMRA would lead a reasonable person to conclude that able leadership has always been available. We have a responsibility as an Association to train members for service and then support their election. The effort to identify, recruit, and properly train future NMRA leaders is a part of NMRA 2019 Update.

There has been argument offered that an individual deserves to be retained in continued service so they “can finish the work, they have started.” While that might seem to be a reasonable consideration, it should be apparent that no individual will ever complete service with all interests answered and all agendas realized. In fact, for any item adopted by the Board, it is the responsibility of the Board to see that matter to successful completion and not that of the sponsoring member. If we are to honor the “service until agenda complete” proposition, we would have to allow life time service by any and all elected officials.

One strong argument in opposition to limiting total service has been the “loss of institutional memory”. Fortunately we have the current examples of continuing involvement by Nobby Clark, Clark Kooning, and Tony Koester, to name three that demonstrate that corporate institutional memory is not “lost”. If there is real concern that a new President may need referral to his predecessor (and that is not always the case and is a matter of choice) we can always create a position of Previous Past President to serve as an advisor. IN addition to the individual input, we have a strong system of recorded actions in place to remind all serving officers and directors of prior actions. The minutes of Board meeting (our official records of prior actions) and the various formal reports of studies and similar efforts serve to provide an official documented history. The Board should not be reliant on anecdotal remembrances from the memory of current or past elected officials as a basis for board actions.

Experience in the not-for-profit sector indicates that Boards that do not change and which retain officers and directors for extended periods become stagnant, fail to meet the challenges effectively, and slowly degrade the overall effectiveness of the organization. NMRA will be better served by Directors and Officers who are closer in time to the decision to join than those of us who are more interested in the estate planning aspects of membership services and who already have a “Been There, Done That” T-shirt.

**Action: Failed**