

National Model Railroad Association
2018 Annual Board of Directors Meeting
August 4, 2018
Westin Crown Center
Kansas City, MO

- 1) PREZ Getz welcomed everyone to Kansas City and reviewed the schedule for the day and week.
- 2) SECY Stevens presented a SER President's Award to CAO Hendricks from SER PREZ Mole for her service to the SER as an NMRA Staffer supporting membership "drives" at multiple train shows over the past two years.
- 3) PREZ Getz called the meeting to order at 0909.
- 4) PREZ Getz asked that the attendees introduce themselves.
- 5) PREZ Getz asked for proxies. A proxy was presented from WDD Priest for HCC Pollock to serve in his place during the convention due to his convention duties.
- 6) The roll was called and all Directors, Officers, and Department Heads were present except for FRDM Anderson and WDD Priest.
- 7) **MBOD18080401** Motion by CAND Headon to suspend the rules. Seconded by EDD Hamm. Motion passed by voice vote. (SECY NOTE: The EHB states: Parliamentary law as set forth in *Robert's Rules of Order* shall govern all meetings of the NMRA. The BOD has the option of suspending the rules which allows for a much more free flowing exchange of ideas. They also have the option of reinstating the rules if they so desire).
- 8) SECY Stevens led a discussion of the 2018 National Ballot Committee Combined Report.
- 9) **MBOD18080402** Motion by RACD August to accept the 2018 National Ballot Committee Combined Report and to destroy the ballots. Seconded by WDD Pollock. Motion passed by voice vote.
- 10) SECY Stevens led a discussion of the 2019 National Nominating Committee Combined Report.
- 11) **MBOD18080403** Motion by CAND Headon to accept the 2019 National Nominating Committee Combined Report. Seconded by CDD Neale. Motion passed by voice vote.
- 12) There was no correspondence other than those email messages that PREZ Getz has been forwarding to the Leadership Team since the 2018 Midyear BOD Meeting.
- 13) PREZ Getz asked for updates to the Consent Agenda.
 - a) SCDM Voss had the following updates
 - i) DCC Manufacturers
 - (1) Many of the European manufacturers are not meeting our standards and some of them seem to be making up their own standards.
 - ii) European Railcom
 - (1) They are also deviating from our standards by reassigning cv functions.
 - b) Membership Discount Program Manager Weinheimer reported that 12 more hobby shops have joined the program.
 - c) CFO Koch reported that over the last year, 8 divisions have submitted requests for matching funds from the Matching Funds for Subsidizing Division Hands-On Clinics Program. Seven divisions were awarded \$50, but one did not meet the standards and was not awarded any monies.

- d) VP SPEC PROJ Leone reported that MR Video Plus has extended their commitment to the promotional emails/videos program.
- 14) **MBOD18080404** Motion by CDD Neale to accept the Consent Agenda as amended. Seconded by ALNAD Gore. Motion passed by voice vote.
- 15) CFO Koch led a discussion of his Budget & Finance Report.
 - a) He reported that the membership can find his financial reports on the website on the Member's Only portion under NMRA Finances.
 - b) He reported that our investments are not doing as well as they did last year due to the fluctuating market.
 - c) He reported that we did very well with our audit.
- 16) **MBOD18080405** (See Attachment B) Motion by ALWWD Brestel to accept the Audit Motion as presented. Seconded by CAND Headon. Motion passed by voice vote.
- 17) PREZ Getz led a discussion on the CSRM Gallery Exhibit.
 - a) The vendor is taking more time than expected. The vendor still thinks the project will be ready Spring 2019.
 - b) The CSRM recently became a Smithsonian Affiliated Museum. Our Exhibit meets the standards for the Affiliated Museums.
 - c) As the construction proceeds, we are going to need help from the NMRA members to help with items that will be displayed within the exhibit.
 - i) ACTION LIST ITEM 2018-08-01 (See ATTACHMENT F)
 - d) We are looking at providing a special car kit that will be available for purchase at the CSRM Gift Shop. ALWWD Brestel and CFO Koch will gather more information and report back at the 2019 Midyear BOD Meeting. ACTION LIST ITEM 2018-08-02 (See ATTACHMENT F)
 - e) We have moved 7,000 books out of the NMRA Headquarters and shipped them to the CSRM.
 - f) Part of the agreement with the CSRM is that the members of the NMRA will have access to the services provided by the CSRM Library. We still don't have the information necessary for the members to be able to access these services. We will publish those details when they become available. ACTION LIST ITEM 2018-02-07 (See ATTACHMENT F)
- 18) Member Discount Manager Weinheimer led a discussion about the program.
 - a) They recently added a dozen hobby shops from the greater Cleveland area.
 - b) He led a discussion about free ads vs paid ads in the NMRA Magazine
 - i) We currently charge hobby shops to be listed in the magazine.
 - ii) We have another page listing hobby shops that provide members discounts through the Member Discount Program. This listing is free of charge.
 - iii) He thinks that some of those paying for ads might rather get free ads as members of the Member Discount Program. ACTION LIST ITEM 2018-08-03 (See ATTACHMENT F)
- 19) VP-SPEC PROJ Leone led a discussion on the NMRA Partnership Program. We now have 32 national manufacturers and vendors who have joined the program.
- 20) PREZ Getz led a discussion on his Estate Article.
 - a) The article is on the website.

- b) It was proposed that it should also be in the magazine as a center pullout.
- 21) Meeting recessed at 1030.
- 22) Meeting reconvened at 1045.
- 23) PREZ Getz led a discussion on the Model Railroad Directory Program.
 - a) Member Phil Piet is heading this program.
 - b) CAND Headon is going to contact him to see if we can get an idea when this project will be completed. He will report back at the 2019 Midyear BOD Meeting.
- 24) CFO Koch led a discussion on the Matching Funds for Subsidizing Division Hands-On Clinics. Continuation of this program will be discussed at the 2019 Midyear BOD Meeting.
- 25) PREZ Getz led a discussion on the NMRA Magazine Index. ITDM Sevier reported that we are still having issues contacting the owner of the index. ALWWD Brestel reported that he knows the owner and will attempt to contact him and will report back to the BOD at the 2019 Midyear BOD Meeting. ACTION LIST ITEM 2018-02-08 (See ATTACHMENT F)
- 26) PREZ Getz led a discussion on the website.
 - a) ITDM Sevier reports that he has been very busy with other NMRA business within his Region and Division.
 - b) The BOD has agreed to appoint Piedmont Division member Scott Povlot to the position of Assistant ITDM Manager.
- 27) **MBOD18080406** Motion by CAND Headon that a web redesign be done via a Website Redesign Committee to be appointed by the President and Lead Director. The committee will solicit ideas for redesign, do an RFP, select a bid, and take further action as required. The committee report to be received no later than the 2019 Midyear BOD meeting. Seconded by WDD Pollock. Passed by voice vote. ACTION LIST ITEM 2018-02-09 (See ATTACHMENT F)
- 28) PREZ Getz reports that the Website Redesign Committee will consist of the following members. Project Leader is VP-SPECPROJ Leone. The other members are CDD Neale, Marketing Consultant Zambri, ITDM Sevier, ASST ITDM Povlot, ALNAD Gore, and BR Member Gordie Robinson (Gordie is heavily involved in our social media program). Overseeing Director is CDD Neale. They will submit their report at the 2019 Midyear BOD Meeting.
- 29) COUNSEL Amsler led a discussion on Campaigning for Office.
 - a) RACD August will send a notice of the campaigning policy to the members of the RAC.
 - b) The Secretary will include a note about the Campaign policy in any notices on elections.
- 30) Meeting recessed at 1138. BOD holds Executive Session.
- 31) Meeting reconvened at 1318.
- 32) PREZ Getz reported on the Executive Session.
 - a) The BOD accepted the Minutes of the 2018 Midyear BOD Meeting Executive Sessions.
 - b) The BOD accepted the Legal Report.
 - c) COUNSEL reported that we have received a registered mark for MMR and MWTM.
 - d) The BOD had a discussion on the vetting of candidates for National office.
- 33) **MBOD18080407** (See Attachment C) Motion by ALWWD Brestel to accept appointments of Frank Koch to continue as CFO, Rick Coble as SEC, and Mike Cummings as ASST SEC. Seconded by RACD August. Motion passed by voice vote.
- 34) VP-SPECPROJ led a discussion on the expansion of benefits.

- 35) VP-SPECPROJ Leone led a discussion on monthly conference calls. PREZ elect Magoun reported that this is an item he will be setting up after the convention. ACTION LIST ITEM 2018-08-04 (See ATTACHMENT F)
- 36) PREZ GETZ and AP Program Chair Koch led a discussion about AP issues.
 - a) Frank assured the membership team that the AP is under constant review.
 - b) There have been some attempts at remote judging. It is working with some certificates, but not working for others.
 - c) All requirements for certificates are continually being reviewed by a team of members.
 - d) He feels there are no organic problems, but admits there may be some communications issues. There will be an increased use of FAQ's which hopefully will make it easier for the membership to navigate through the program.
- 37) VP SPECPROJ Leone led a discussion on a Member Recognition Award Pin
- 38) Meeting recessed at 1437.
- 39) Meeting reconvened at 1452.
- 40) PREZ Getz reported that a Member Recognition Award Pin Committee will be formed. They will submit a report at the 2019 Midyear BOD Meeting. ACTION LIST ITEM 2018-08-05 (See ATTACHMENT F)
 - a) SCDM Voss reported that the 2004 Seattle Convention Committee will donate \$2,000 toward providing the pins.
- 41) ALWWD Brestel reported that we need to provide the membership the ability to buy products celebrating the Gorre & Dephetid and the A&LP or lose the ability to be the lone provider of products for these model railroads.
 - a) CFO Koch and ALWWD Brestel will investigate products to be provided and submit a report at the 2019 Midyear BOD Meeting. ACTION LIST ITEM 2018-08-06 (See ATTACHMENT F)
- 42) VPADMIN Kooning reports that he is training ALNAD Gore to take over the Modeling with the Master's Program.
- 43) M&TSDM Amsler gave a report on the 2019 National Convention.
 - a) UP will be celebrating the 150th anniversary of the driving of the last spike on May 10th.
 - b) They are hoping they can get UP to send the E units to Ogden.
 - c) Spirit of UP Award. A special sponsored award for the Celebration of Models Program is in the planning stages to celebrate the 150th Anniversary of the Golden Spike.
- 44) **RBOD18080401** (See Attachment D) Motion by RACD August to accept a resolution thanking VPADMIN Kooning for his many years of service to the NMRA. Seconded by CAND Headon. Motion passed on voice vote.
- 45) **RBOD18080402** (See Attachment E) Motion by RACD August to accept a resolution thanking SECY Stevens for his many years of service to the NMRA. Seconded by CAND Headon. Motion passed on voice vote.
- 46) VPADMIN Kooning thanked PREZ Getz and the rest of the Leadership Team for their support and friendship during his many years of service at the national level.
- 47) Motion by RACD August to recess in honor of Kermit Paul, MMR, PCR, Howard Prunty, PSR, Stafford Swain, MMR, TLR, Jeff Remus, MMR, MCR, and Joseph Slanser, MMR, MCR. Seconded by CDD Neale. Motion passed on voice vote.
- 48) Meeting recessed at 1541.
- 49) BOD reconvenes Executive Session Aug 5 at 1845.
- 50) BOD recesses Executive Session at 1900.

- 51) BOD reconvenes Executive Session Aug 9 at 2029.
- 52) BOD recesses Executive Session at 2035.
- 53) Meeting reconvened at 2036 08.
- 54) Motion to adjourn by ALWWD Brestel. Seconded by EDD Hamm. Motion passed by voice vote.
- 55) Meeting adjourned at 2037.

Faithfully Submitted,
Rick Coble
Secretary

ATTACHMENTS

- A Abbreviations used in these Minutes

B	Text of <u>MBOD18080405</u>	Audit Motion
C	Text of <u>MBOD18080407</u>	Appointment of CFO, SECY and ASST SECY
D	Text of <u>RBOD18080401</u>	Resolution thanking VPADMIN Kooning
E	Text of <u>RBOD18080402</u>	Resolution thanking SECY Stevens
F		Action List Items

ATTACHMENT A

ABBREVIATIONS USED IN THESE MINUTES

ADD	Atlantic District Director
ALNAD	At-Large North America Director
ALWWD	At-Large Worldwide Director
ASST SECY	Assistant Secretary
CAND	Canada Director
CDD	Central District Director
CAO	Chief Administrative Officer/Administration Department Manager
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
MARDM	Marketing Department Manager
MMR	Master Model Railroader
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 #1 Audit Motion

Meeting Motion MBOD 18080405

Motion to accept the 2017 Auditor's Report

The At-Large World-Wide Director (Brestel) moves:

To accept the Auditor's Report for Fiscal Year 2017.

Rationale:

The audit showed no issues and all aspects were in compliance. On approval, the Auditor's Report will be posted in the Members-Only section of the NMRA website.

The NMRA IRS Return Form 990 will also be posted on the website.

The Audit Committee recommends approval of the Audit Report.

Action: PASSED

ATTACHMENT C

Agenda Motion #2 CFO Appointment Motion _____

Meeting Motion MBOD18080407 _____

Motion to appoint Frank Koch as the Treasurer (CFO)

The At-Large World-Wide Director (Brestel) moves:

To appoint Frank Koch as Treasurer (CFO)

Rationale:

The Treasurer (CFO) shall be appointed by the President and approved by a two-thirds majority of the Board of Directors. The Treasurer shall be appointed for three-year terms concurrent with the terms of office of the President and Vice Presidents. The term of office shall begin on the day of the Annual Business Meeting and continue for a duration of three (3) years until the day of the Annual Business Meeting following the election of the successors. The Regulations shall set forth their duties. Office holders must be NMRA members in good standing and continue as members in good standing throughout their terms of office. Those holding Family Memberships shall not be appointed.

President elect Pete Magoun is requesting that the BOD appoint Frank Koch to continue in the position of CFO starting with the 2018 Annual Business Meeting.

Action: PASSED

Agenda Motion #3 Secretary Appointment Motion

Meeting Motion MBOD18080407

Motion to appoint Rick Coble as the Secretary

The At-Large World-Wide Director (Brestel) moves:

To appoint Rick Coble as Secretary

Rationale:

The Secretary shall be appointed by the President and approved by a two-thirds majority of the Board of Directors. The Secretary shall be appointed for three-year terms concurrent with the terms of office of the President and Vice Presidents. The term of office shall begin on the day of the Annual Business Meeting and continue for a duration of three (3) years until the day of the Annual Business Meeting following the election of the successors. The Regulations shall set forth their duties. Office holders must be NMRA members in good standing and continue as members in good standing throughout their terms of office. Those holding Family Memberships shall not be appointed.

President elect Pete Magoun is requesting that the BOD appoint Rick Coble to the position of Secretary starting with the 2018 Annual Business Meeting.

Action: PASSED

Agenda Motion #4 Assistant Secretary Appointment Motion

Meeting Motion MBOD18080407

Motion to appoint Mike Cummings as the Assistant Secretary

The At-Large World-Wide Director (Brestel) moves:

To appoint Mike Cummings as Assistant Secretary

Rationale:

The Assistant Secretary shall be appointed by the President and approved by a two-thirds majority of the Board of Directors. The Assistant Secretary shall be appointed for three-year terms concurrent with the terms of office of the President and Vice Presidents. The term of office shall begin on the day of the Annual Business Meeting and continue for a duration of three (3) years until the day of the Annual Business Meeting following the election of the successors. The Regulations shall set forth their duties. Office holders must be NMRA members in good standing and continue as members in good standing throughout their terms of office. Those holding Family Memberships shall not be appointed.

President elect Pete Magoun is requesting that the BOD appoint Mike Cummings to the position of Assistant Secretary starting with the 2018 Annual Business Meeting.

Action: PASSED

ATTACHMENT D

Text of RBOD18080401

Resolution to honor VPADMIN Kooning, MMR

Whereas Clark Kooning has served as Vice President Administration of the NMRA,

And Whereas Clark has expended extraordinary hours of effort on behalf of the membership in the discharge of his duties as Vice President Administration,

And Whereas he has sacrificed his personal and hobby "life" in service to the NMRA for many years,

And Whereas that service has been distinguished and has materially advanced the mission of the NMRA

Now, Therefore, The Board of Directors of the NMRA hereby acknowledges and expresses its appreciation for the many contributions of Clark Kooning to the NMRA.

ATTACHMENT E

Text of RBOD18080402

Resolution to honor Secretary John Stevens

Whereas John Stevens has served as Secretary of the NMRA,

And Whereas John has expended extraordinary hours of effort on behalf of the membership in the discharge of his duties as Secretary,

And Whereas he has sacrificed his personal and hobby "life" in service to the NMRA,

And Whereas that service has been distinguished and has materially advanced the mission of the NMRA

Now, Therefore, The Board of Directors of the NMRA hereby acknowledges and expresses its appreciation for the many contributions of John Stevens to the NMRA.

ATTACHMENT F

ACTION LIST ITEM #: 2018-02-07
GOAL: CSRМ Library Access for all members
PROJECT LEADER: Getz
OVERSEEING DIRECTOR: Brestel
UPDATE: 2019 Midyear

ACTION LIST ITEM #: 2018-02-08
GOAL: Magazine Index posted on website
PROJECT LEADER: Sevier
OVERSEEING DIRECTOR: Brestel
UPDATE: 2019 Midyear

ACTION LIST ITEM #: 2018-02-09
GOAL: Website Redesign
PROJECT LEADER: Leone
OVERSEEING DIRECTOR: Neale
UPDATE: 2019 Midyear

ACTION LIST ITEM #: 2018-08-01
GOAL: CSRМ Gallery Exhibit completion
PROJECT LEADER: Getz
OVERSEEING DIRECTOR: Brestel
UPDATE: 2019 Midyear

ACTION LIST ITEM #: 2018-08-02
GOAL: NMRA kit for sale at CSRМ Giftshop
PROJECT LEADER: Koch
OVERSEEING DIRECTOR: Brestel
UPDATE: 2019 Midyear

ACTION LIST ITEM #: 2018-08-03
GOAL: Partnership Program Magazine ads
PROJECT LEADER: Weinheimer
OVERSEEING DIRECTOR: Peterson
UPDATE: 2019 Midyear

ACTION LIST ITEM #: 2018-08-04
GOAL: Periodic videoconferencing
PROJECT LEADER: Magoun
OVERSEEING DIRECTOR:
UPDATE: 2019 Midyear

ACTION LIST ITEM #: 2018-08-05
GOAL: Membership recognition pins
PROJECT LEADER: Leone
OVERSEEING DIRECTOR: August
UPDATE: 2019 Midyear

ACTION LIST ITEM #: 2018-08-06
GOAL: Decals for Gorre & Dephetid and
Alturas & Lone Pine
PROJECT LEADER: Koch
OVERSEEING DIRECTOR: Brestel
UPDATE: 2019 Midyear