

## National Model Railroad Association

### Minutes of the 2005 Annual Board of Directors Meeting Cincinnati, Ohio

[Secretary's note: for the sake of brevity and legibility, a list of abbreviations used in these minutes and full text of all non-procedural motions and resolutions are included as appendices to the minutes.]

1. The meeting was called to order by President Roberts at 10:14 am, 1 July 2005.
2. ALNAD Getz read the rules of order agreed to at the previous evening's directors' caucus.
3. President Roberts announced the following committee assignments, based on recommendations emanating from the directors' caucus:  
  
Audit Committee: CENTD Thornton (chair), ATLD Park, and CAND Kooning  
  
Finance & Budget Committee: EASTD Feeney (board representative)  
  
International Committee: PACD North (chair)  
  
Investment Committee: PACD North (chair)  
  
Operations Committee: RACD Ferguson (chair)  
  
Policy Committee: ALWWD Koester (chair)  
  
Strategic Planning Committee: ALNAD Getz (chair)
4. MBOD-050701 was moved by ALNAD Getz to approve the composition of the Audit Committee. Motion passed on a voice vote.
5. Roll call was taken. All officers and directors were present except CAND Kooning. Eric Dervinis served as proxy for EASTD Feeney.
6. There were no corrections to the minutes of the mid-year Board of Trustees meeting. This being a new body, formal approval of the minutes was out of order. [Secretary's note: there are enough carryover members from one board to the next that the effect is the same as formal approval.]
7. The following additions and corrections to committee and department reports were offered:
  - a. Nominations Committee: the committee will meet during the coming week to finalize the list of nominations for the upcoming elections.
  - b. Life After Long-Range Plan Committee: the committee offered thanks to President Roberts for his support and for the opportunity to meet.

- c. Administration Department: the department is currently operating at reduced staffing due to medical leaves.
- d. Education Department:
  - (1) The Model Railroad Industry Association (MRIA) is no longer actively supporting the Junior Clinic Program (JCP).
  - (2) Marty Vaughn has agreed to continue as Contest Chair for one more year, owing to the potential change in department leadership.
  - (3) The department manager is still looking for a deputy.
  - (4) There will be a Master Model Railroader (MMR) reception on Tuesday at 4:00 pm.
  - (5) The contest awards presentation will be held Thursday at 8:30 am. All board members are encouraged to attend and support the efforts of the entrants.
- e. Howell Day Museum/Development Department/Industry Liaison Committee:
  - (1) Allen Pollock has been elected to the MRIA board of directors. This is likely to be a short-lived honor, as the association will most likely be disbanding by the end of the week.
  - (2) Prizes have been obtained for a membership contest.
  - (3) There will be a Howell Day Museum Committee meeting later in the week at a time to be determined.
- 8. President Roberts announced an inter-department meeting would be held that evening at 7:30 pm. All department heads are expected to attend, others are welcome.
- 9. Department and committee reports continued:
  - a. Meetings & Trade Shows (M&TS) Department:
    - (1) Convention attendance has dropped sharply since the events of 9/11, with the following effects:
      - (a) The department is renegotiating existing contracts with hotels, when possible, and negotiating all new ones so they are linked to the availability of the convention centers.
      - (b) At the time of the report, we were 332 room nights short of our guarantee at one of the convention hotels. This will result in an unanticipated expense of about \$38,000. Failure to meet the room night guarantee also means there are no complimentary rooms, further increasing expenses.
    - (2) There are approximately 1200 advance registrants for this convention.

- (3) The 2012 convention, to be held in the Central Area, is open for bid. The department will not start examining sites until fall of 2006.
10. The meeting was recessed at 11:10 am.
  11. The meeting was reconvened at 11:24 am.
  12. Reports continued with a presentation by the Technical Department.
  13. PACD North gave an update on the status of the ABC (Australasia-British-Canada) membership plan.
    - a. Australasian and British Regions are ready to implement the plan on 1 September.
    - b. Software updates required for implementation are just about ready.
    - c. Canada is a concern. Their readiness status is unknown.
  14. The meeting was adjourned at 11:58 am to 1:00 pm. Upon reconvening, the board would be in closed session. Open session was expected to resume at 2:30 pm.
  15. The meeting was called to order by President Roberts at 3:00 pm.
  16. Treasurer Draper presented the financial reports.
  17. Treasurer Draper presented the FY 2005-6 budget. Much discussion ensued.
  18. The meeting was adjourned at 5:07 pm to 8:30 am the following morning.
  19. The meeting was called to order by President Roberts at 8:33 am, 2 July 2005.
  20. EASTD Feeney was now present, having been delayed by work. PACD North left the meeting due to illness, and Eric Dervinis served as his proxy.
  20. RACD Ferguson provided a supplemental report covering the issue of national reimbursement to regions for members who are life members of the NMRA but not of their regions.
  21. MBOD-060702 was moved by WESTD deBlieck to approve the appointment of Bob Gangwish as Assistant to the Secretary. Motion passed on a voice vote.
  22. There was a discussion regarding NMRA/SIG relationships. WESTD deBlieck, PACD North, and ALWWD Koester were appointed to work with Rich Weyand [SIG Coordinator in the M&TS Department] to explore various possibilities.
  23. ILCC Pollock presented a proposal from Woodland Scenics for a joint training/marketing/membership effort.

24. ALWWD Koester presented an idea for a new membership promotion tool. This would consist of a New Member Passport (“your passport to greater enjoyment of model railroading”). The passport could contain items such as NMRA Tips and Tricks and tear-out coupons.
25. EASTD Feeney pointed out that the division superintendent is often a missing link in the membership programs. He will head up a coordination effort to develop an operations handbook, to outline “best practices” for divisions. It is emphasized that this handbook will contain suggestions, and not mandatory practices. The possibility of a discussion list for division superintendents was also discussed.
26. MTSM Jordan announced that a small auditorium would be available for the convention’s use at the 2006 convention in Philadelphia. The plan is to use this room nightly for symposium-type events, such as guest speakers and roundtables.
27. The meeting was recessed at 9:23 am.
28. The meeting was reconvened at 9:55 am.
29. The possibility of securing the email alias lists was discussed. The focus was on restricting use of *list* aliases, as opposed to *individual* aliases, to members of the list. Secretary Liesse will look into this.
30. MBOD-050703 was moved by ALNAD Getz to allow introduction of a motion not included in the agenda packet. Motion passed on a voice vote.
31. MBOD-050704 was moved by CENTD Thornton to approve the proposed budget subject to a series of provisos and related actions. Motion passed on a voice vote.
32. MBOD-050705 was moved by CENTD Thornton to establish the site of the 2011 convention as Sacramento, California. Motion passed on a voice vote, with WESTD deBlieck abstaining.
33. MBOD-050706 was moved by CENTD Thornton to establish procedures for regions and divisions to discipline unruly members. Motion died for lack of a second.
34. MBOD-050707 was moved by CENTD Thornton to establish a Strategic Planning Committee. Motion passed on a voice vote.
35. MBOD-050708 was moved by PACD North to update the Executive Handbook (EHB) distribution policy. Motion passed on a voice vote.
36. MBOD-050709 was moved by WESTD deBlieck to add a section to the EHB covering election of the Regional Advisory Council Director. Motion passed on a voice vote.
37. MBOD-050710 was moved by CENTD Thornton to modify the timelines for nominations and elections. Motion passed on a voice vote.

38. MBOD-050711 was moved by CENTD Thornton to modify the procedures for nominating candidates for President, Vice President, and Director by petition. Motion passed on a voice vote. This motion must now be presented to the membership for approval.
39. MBOD-050712 was moved by CENTD Thornton to establish a new production policy for Heritage Cars and Living Legends cars. Motion passed on a voice vote.
40. MBOD-050713 was moved by PACD North to allow the Australasian Region to set dues for Australia residents at a different level from New Zealand residents, due to government regulations. Motion passed on a voice vote.
41. The meeting was adjourned at 11:52 am to 1:00 pm.
42. The meeting was called to order at 1:06 pm by President Roberts.
43. MBOD-050714 was moved by ALNAD Getz to allow introduction of several motions not included in the agenda packet. Motion passed on a voice vote. [Secretary's note: the motions included in this approval are essentially all of those which follow, which were made available to the directors prior to this vote. Some that arose from business during the meeting did not require such approval and technically are not included in MBOD-050714.]
44. MBOD-050715 was moved by WESTD deBlieck to eliminate the Glossary and the position of Glossary Chair. Motion passed on a voice vote.
45. MBOD-050716 was moved by CENTD Thornton to clarify the language regarding the transfer of funds from the NMRA to the regions. Motion passed on a voice vote.
46. MBOD-050717 was moved by PACD North to clarify procedures for election of the RAC Director. Motion passed on a voice vote.
47. MBOD-050718 was moved by WESTD deBlieck to develop a targeted fund-raising campaign for the Kalmbach Memorial Library. Motion passed on a voice vote.
48. MBOD-050719 was moved by WESTD deBlieck to authorize the Industry Liaison Committee to proceed with the joint program proposed by Woodland Scenics. Motion passed on a voice vote.
49. MBOD-050720 was moved by CENTD Thornton to amend the region rebate payment dates. Motion passed on a voice vote.
50. MBOD-050721 was moved by PACD North to clarify the functions for which the ABC areas are authorized to collect dues locally. Motion passed on a voice vote.
51. MBOD-050722 was moved by RACD Ferguson to set the rebate rate to the regions for other than Regular Members at \$.50 for non-actuarial life members, \$2.00 for actuarial life members, and \$.00 for family members. Motion passed on a voice vote.
52. MBOD-050723 was moved by PACD North to update the wording of the travel and reimbursement policy, and to formalize the procedures currently in effect for overseas personnel. Motion passed on a voice vote.

53. MBOD-050724 was moved by PACD North to have the President appoint the chair of the International Committee, to be consistent with other standing committees. Motion passed on a voice vote.
54. MBOD-050725 was moved by PACD North to modify the definitions of incompatible offices. Motion passed on a voice vote.
55. RBOD-050701 was moved by CENTD Thornton to direct preparation of a *Scale Rails* article publicizing actions taken at this meeting. Resolution approved on a voice vote.
56. RBOD-050702 was approved by unanimous consent to recognize the accomplishments of the Internet Presence Committee.
57. In light of recent activities in the Pacific Northwest Region, the board directed the Policy Committee to develop procedures for one region to divide into two or more.
58. President Roberts announced that the midyear meeting will take place 20-21 January 2006 at a location to be determined – either Austin, Texas or Phoenix, Arizona.
59. The meeting was adjourned at 3:23 pm to 11:00 am, Wednesday, 6 July 2005.
60. The meeting was called to order by President Roberts at 11:00 am, 6 July 2005. PACD North was once again in attendance, and Eric Dervinis was once again serving as proxy for EASTD Feeney. Assistant to the Secretary Gangwish was acting Secretary.
61. President Roberts announced the appointment of Didrik Voss, MMR, as Technical Department Manager.
62. PUBM DeYoung submitted his report along with a Request for Proposal for production of *Scale Rails and the NMRA Bulletin*. Discussion ensued on a number of topics.
63. PUBM DeYoung will work with the webmaster on setting up advertising pages on the NMRA web site. He will also start developing a policy, to be presented to the board, on web-based advertising.
64. General discussion took place regarding a change in editorial content for *Scale Rails*. In upcoming issues, articles will feature layouts to be seen at the Philadelphia convention along with tips from the featured owners and builders. Further details will be reported at the mid-year meeting. Using *Scale Rails* as a tool to maximize membership benefits is a developmental project currently being handled by Dave Furman, Larry DeYoung, and Jim Zinser.
65. Terry Bacus and Hank Kraitchley were excused from the meeting.
66. Discussion ensued regarding the Request for Proposal for editorial services.
67. MBOD-050726 was moved by ALNAD Getz to authorize PUBM DeYoung to proceed with rewriting the Request for Proposal and solicit possible candidates. Motion passed on a voice vote.

68. President Roberts indicated that WESTD deBlieck will be the single point of contact for the review of NMRA/SIG relationships.
69. President Roberts confirmed that the location of the mid-year meeting will be Austin, Texas.
70. The meeting was adjourned at 12:08 pm.

**APPENDIX A**  
**Abbreviations Used**

ALNAD	At-Large North American Director
ALWWD	At-Large Worldwide Director
ATLD	Atlantic District Director
CAND	Canadian Director
CENTD	Central District Director
EASTD	Eastern District Director
ILCC	Industry Liaison Committee Chair
MTSM	Meetings & Trades Shows Department Manager
PACD	Pacific District Director
PUBM	Publications Department Manager
RACD	Regional Advisory Council Director
WESTD	Western District Director



**APPENDIX B**  
**Motions and Resolutions**

MBOD-050704

The Central District Director moves that the proposed budget be approved, subject to the following:

1. The mortgage on the NMRA Headquarters building be paid off no later than 31 August 2005, using funds transferred from the investment accounts.
2. From 1 September 2005 through 31 August 2006, take the \$52,400 currently paid annually on the mortgage and apply it to the region rebates, with the balance going to the investment account repayment.
3. Starting 1 September 2006, apply a minimum of \$52,400 annually to the investment accounts until all of the funds borrowed from the investment accounts since 1 September 1998 – including accrued interest, determined at the prime rate +1%, calculated at the end of the fiscal quarter – are repaid in full.
4. The repayment plans shown in items 2 and 3 shall be reflected as notes in the budget.
5. There will be no increase in dues for FY 2005-6.
6. For FY 2005-6 only, the amount withdrawn from the investment accounts to cover life member dues will be \$11.

MBOD-050705

The Central District Director moves that the location of the 2011 NMRA Convention be fixed at Sacramento, California.

MBOD-050706

The Central District Director moves that the following language be added to the Regulations as Article IV, Paragraph 7:

7. A region or division is permitted to discipline any member for disruption of any activity or meeting of the region or division. Said discipline shall be made in accordance with the process permitted in the current edition of *Robert's Rules of Order, Newly Revised* in effect at the time of the activity that constitutes the disruptive activity. No region or division is authorized to revoke the membership status of a member. Only the NMRA Board of Directors shall have the authority to revoke the membership based on any process contained within these Regulations or the current edition of *Robert's Rules of Order, Newly Revised* in effect at the time of the activity that constitutes the disruptive activities.

MBOD-050707

The Central District Director moves the establishment of a Strategic Planning Committee, subject to the following:

1. The committee shall consist of no more than seven members and be composed of directors, officers, and other appointees.
2. The committee shall meet at least twice per year, starting with a weekend gathering in the fall of 2005. A facilitator shall be used for this first meeting; Mr. Bill Levin is recommended.
3. The committee shall be responsible for long range planning, strategic thinking, and development of proposals for the future of the NMRA.
4. The chair of the Policy Committee shall be a member of the Strategic Planning Committee.
5. The committee shall submit its proposals and recommendations to the Board of Directors for action.

The Pacific District Director moves the creation of a modern EHB policy matching our current practice and the realities of the internet age. The responsibility for the Policy Committee to maintain the Executive Handbook will be deleted from the Regulations, Article VII, Paragraph 2, Section D. The Executive Handbook, Section C1.2 (EHB Distribution Policy) shall be replaced with the following:

1. All national officers, directors, department managers, and regional presidents shall receive a loan copy free of charge. A permanent copy shall be placed in the A. C. Kalmbach Memorial Library.
2. The NMRA Secretary will be responsible for receiving all changes to the EHB and posting them to the official version. The Secretary will maintain a log of EHB changes for historical purposes.
3. Communications technology continues to evolve rapidly. The Secretary will take full advantage of the best available technology to make the EHB available to the Board, the officers, department managers, volunteers, and members.
4. The Secretary will format the entire EHB to improve readability and search. Clear distinctions will be drawn between board, administrative, and department policy.
5. The EHB will include the following statement:

“The Executive Handbook (EHB) is the property of the National Model Railroad Association. Changes and additions will be received by the NMRA Secretary and posted to the EHB. In all cases of question or dispute, the official EHB maintained by the Secretary will be the governing document.”

The Western District Director moves that the following be added to the EHB as Section 9 of Part G1.1 (Presidential Committees):

9. Regional Advisory Council Director Election

- A. The National Nominating Committee Chair shall appoint a member of the Regional Advisory Council to serve as chair of the RAC Director Election Committee, subject to the concurrent of the President.
- B. The RAC Director Election Committee Chair shall poll the members of the RAC for the names of at least two candidates. The Chair will forward a copy of the official biographical questionnaire to those named candidates will to run and shall retain copies of the complete questionnaires.
- C. Prior to September 15<sup>th</sup> of the year preceding an election year, the Chair of the RAC Director Election Committee will submit a written report to the Secretary with a copy to the National Nominating Committee Chair.
- D. Prior to October 1<sup>st</sup> of the year preceding an election year, the Chair of the RAC Director Election Committee shall prepare and send to the members of the RAC the biographies of the candidates and a ballot form.
- E. The ballots of the RAC members shall be returned to the Chair by December 1<sup>st</sup> of the year preceding an election year, and the election will be considered closed as of that date. The Chair will tabulate the results and forward the final results to the Secretary by December 31<sup>st</sup> of the year preceding an election year.
- F. Release of the election results will be the responsibility of the Secretary as provided under Section R1.1 of the EHB.

MBOD-050710

The Central District Director moves that Article X, Paragraphs 1 through 3 and Paragraphs 5 through 9 of the Regulations be amended as shown below and that these sections be moved from the Regulations to Section R of the Executive Handbook.

1. Change "Section 2" to "Section 4". Change "May 15<sup>th</sup>" to "August 15<sup>th</sup>".
2. Change "May 15<sup>th</sup>" to "September 15<sup>th</sup>".
3. Change "May 15<sup>th</sup>" to "October 15<sup>th</sup>".
5. Change "May 15<sup>th</sup>" to "August 15<sup>th</sup>".
6. Change "December 1<sup>st</sup>" to "January 1<sup>st</sup>". Delete the words "year preceding an" in the introductory paragraph.
7. Change "February 1<sup>st</sup>" to "April 1<sup>st</sup> (or the first legal business day thereafter)". Change "February 10<sup>th</sup>" to "April 10<sup>th</sup>". Delete the words "Section 4" and "above" in the final sentence of this paragraph.
9. After the words "Final results of the balloting" in the second sentence, insert the words "shall be announced by May 1<sup>st</sup> and".

MBOD-050711

The Central District Director moves that the following changes to the Regulations, Article X, Paragraph 4, be referred to the membership for approval and that the indicated text be added to Section R of the EHB:

Regulations: replace "on or by June 15<sup>th</sup> of the year preceding an election year" with "in accordance with the schedule specified in the Executive Handbook". Change "200" to "400".

EHB:

4. Nominating petitions shall be submitted to the NMRA Secretary on or before September 15<sup>th</sup> of the year preceding an election year.

MBOD-050712

The Central District Director moves that Living Legend be produced according to policy set by the Member Services Department and approved by the Executive Committee.

MBOD-050713

The Pacific District Director moves that the Australasian Region be allowed to levy one dues amount for NMRA members living in Australia and lower one for members living in New Zealand, due to government regulations.

MBOD-050715

The Western District Director moves that Sections 6 and 7 be deleted from the EHB, Section P (Publications Department). The Glossary Chair will be deleted from the Staff Roster, and the Glossary line item will be removed from the budget.

MBOD-050716

The Central District Director moves that the Regulations, Article IV, Paragraph 4, Section E be replaced with the following improved language:

The region and division shall apply the amount remitted for administration of NMRA mandated programs and activities. Each region shall transfer to each active division from the region's allocation of dues an amount which shall cover divisional administration of NMRA mandated programs and activities, with the allocation being made pursuant to guidelines approved by the Board of Directors.

MBOD-050717

The Pacific District Director moves that the following text be inserted in Section R, Paragraph 1 of the Executive Handbook following the words "National elections":

"except the votes on the RAC Director, which shall be the responsibility of the RAC Director Election Committee Chair who shall submit that tabulation to the Secretary"

MBOD-050718

The Western District Director moves a plan to increase fund raising via a targeted campaign. The Development Director will appoint a special committee chair to manage a “named” effort to raise funds for the purposes set forth below. The “to be named” campaign will be presented to the Board of Directors at the 2006 mid-year meeting for approval. This special effort should be concluded by 31 August 2006 – the end of the NMRA fiscal year – and shall be coordinated with the Library Committee.

The purposes of the “named” campaign will be to:

- a. Obtain funds to defray the library operating costs and lower dependence on NMRA dues income for operating funds.
- b. Obtain funding to expand, improve, and enhance library capabilities and services.
- c. Promote the library to NMRA members.

MBOD-050719

The Western District Director moves that the NMRA pursue and support a joint program to promote the hobby of model railroading and NMRA membership in partnership with Woodland Scenics, using their sectional railroad products to show prospective hobbyists the ease and minimum time involvement required to enter the hobby. The NMRA will support and actively encourage its regions and divisions to present the construction of the sectional pieces to its members and the general public (division meets, hobby shops, and other venues) with product made available by Woodland Scenics, provided that no marketing or advertising shall imply NMRA endorsement of Woodland Scenics products.

The Industry Liaison Committee will present a full report of initial activities to the Board of Directors at the 2006 mid-year meeting.

MBOD-050720

The Central District Director moves that the payment dates for the rebates to the regions be changed to the last day of February and the last day of August.

MBOD-050721

The Pacific District Director moves that the following text be inserted in Section O, Paragraph 1a of the Executive Handbook following the words “amount for dues”:

“that will consist of the cost of membership renewals, new member packs, and public liability insurance where applicable”

MBOD-050722

The At-Large North America Director moves that the NMRA remit to the regions \$.50 for each non-actuarial life member in the region, \$2.00 for each actuarial life member in the region, and \$.00 for family members in the region.

MBOD-050723

The Pacific District Director moves the following updates to Section S, 2.1 (Travel and Room Reimbursement Policy) of the Executive Handbook:

1. Replace “Trustees (as described in Constitution Article III)” with “Directors” both places it occurs.
2. Delete the word “written” in the first sentence. Replace “Department Directors” with “Department Managers”. Delete the words “of Presidential and Executive Vice Presidential”. Replace “Trustees” with “Directors”.
3. Replace “Constitution or Bylaws” with “Regulations”. Append “Reimbursement will be for the nights necessary to attend the meeting.”.
4. Add “The Treasurer will arrange a wire transfer of airfare reimbursement in US dollars for Directors and invited guests traveling from outside the USA and Canada (Section 2 above). If the amount received via the wire transfer differs from the amount claimed, the Director or invited guest will advise the Treasurer and reach settlement at the meeting.”

MBOD-050724

The Pacific District Director moves the following amendments to the Regulations, Article VII:

Paragraph 1: delete the words “(except in the case of the International Committee)”.

Paragraph 2, Section B: delete the last sentence.



MBOD-050725

The Pacific District Director moves the following amendments to the Regulations, Article III, Paragraph 25:

Section A: insert "Pacific, Atlantic," after "represent the".

Section A, subparagraph 1: replace with "A regional president or vice president,".

Delete Section C.

MBOD-050726

The At-Large North America Director moves to authorize the Publications Department Manager to proceed with rewriting the Request for Proposal and soliciting possible candidates.

RBOD-050701

Resolved that an article or articles be developed and published in *Scale Rails* to publicize the actions take at the Board of Directors meeting that highlight the following:

- a. Completion of Phase 1 of the Long Range Plan with the seating of the new board and the completion of the LALRP Committee activities.
- b. Actions taken in the BOD meeting to reduce cost, eliminate the need for a dues increase in FY 2005-6, and enable forward-looking programs.
- c. The kick-off of Phase 2 of the LRP with the establishment of the Strategic Planning Committee and the rebates to the regions in FY 2005-6.
- d. The possible need for a nominal dues increase in FY 2006-7 due to inflationary cost pressures.

RBOD-050702

Whereas, the NMRA web site has been in existence since 1 July 1995; and

Whereas, the “Beginner’s Consist” page alone has received 229,622 visits since its introduction in December 2000; and

Whereas, the volunteers of the Internet Presence Committee have given countless hours to the development and maintenance of a web site of highly professional quality,

*Resolved*, the Board of Directors of the NMRA acknowledges, thanks, and congratulates the members of the Internet Presence Committee for their devoted service and wishes them continued great success in the future.