

BOT Minutes
2005 Mid-Year Meeting
13-15 January 2005
Phoenix, AZ

1. President Roberts called the meeting to order at 7:38 p.m., 13 January 2005.
2. Introductions were made of those in attendance.
3. Tom Draper made some housekeeping announcements regarding events for the meeting.
4. Legal Counsel Amsler reminded the Trustees of their fiduciary responsibilities toward the Association.
5. Roll call was taken. The Rocky Mountain Region and Southeast Region trustees were absent.
6. The Trustees, Officers, and Legal Counsel went into Executive Session at 7:50 p.m. Publications Department (Pubs) Director DeYoung was asked to remain in the room.
7. The Executive Session ended at 8:48 p.m. and was immediately recessed.
8. The meeting was reconvened at 8:32 a.m., 14 January 2005. SERT Beaty was present after facing weather problems delaying his travel.
9. MBOT-1 was moved by PSRT Jacobs and seconded by MERT Cason to accept the 2004 Annual Meeting minutes as amended. Motion passed on a voice vote.
10. President Roberts amplified portions of his submitted report. He went on to add that he would be asking for monthly status reports from all Department Directors to include their goals, progress, and financial performance vs. their budget. He has a framework available for these reports. Finally, he'd like each Department Director to be sure to name a deputy.
11. Vice President Brestel had no additions to his report. In response to a question from the Board, he indicated that online, read-only access to the membership data base should be available before the rewrite of the data base. SERT Beaty suggested that copies of the data base requirements be forwarded to the Trustees once they are finalized; Secretary Liesse indicated this would be possible.
12. Treasurer Draper had no additions to his submitted Association reports. AART North asked whether the repayment of principal and interest to the Life Account investments had been initiated. The answer is that it has not, largely due to a Board-established requirement that the Howell Day Trust Fund be completely reimbursed first. This has been accomplished, and repayment of the Life Account can begin.
13. Treasurer Draper provided the latest available updates to the National Train Show reports. Booth space for the Cincinnati show is 64% sold as of the previous evening. As a comparison, by the end of January 2004 only 61.5% of booth space was sold for Seattle, which eventually sold out. More booth space is available in Cincinnati. The Seattle show resulted in a minor loss, primarily as a result of the need to provide shuttle buses between the

convention hotel and the exhibition center. Without this expense, the show would have shown net positive income.

14. Secretary Liesse requested that all late reports be submitted to him electronically for inclusion in the final report package and for posting to the NMRA web site.
15. Secretary Liesse announced that the national ballot was in final production to be included in the February 2005 issues of *The NMRA Bulletin* and that the magazine would be mailed to all voting members. The results of the fall Trustee ballots were as follows:

	Votes	Total	% Voting
Mid-Eastern Region			
Roger Cason	60		
Norm Gardner	1		
Blank	1	62	2.9%
Northeast Region			
Paul Allard	58		
Kevin Feeney	53		
Spoiled	1		
No vote	1	113	6.3%
Pacific Northwest Region			
Jack Hamilton	28		
Alan Carter	1		
Stanley Schmidt	1	30	2.1%
Pacific Southwest Region			
Bill Jacobs	24		
Ben Sevier	1		
Mary Barstow	1	26	2.0%
Thousand Lakes Region			
Lester Breuer	15		
Mike Penn	11	26	5.6%

16. Secretary Liesse reported on the status of issues with the mailing alias lists. The resolution of some technical issues was being hampered by different people working on it without each others' knowledge, but that situation had been resolved the previous evening and efforts will proceed. Any updates to the alias list, as well as updates to the masthead in *Scale Rails*, should be directed to the Secretary in order to maintain a single point of contact and because he needs to update his own records, as well.
17. President Roberts announced that the budget meeting will be held in April, and that any budget issues on the part of the Trustees should be addressed to NCRT Thornton, who is the Trustee representative on the Budget Committee.
18. The meeting was recessed at 9:48 a.m.
19. The meeting was reconvened at 10:04 a.m.

20. Administrative Department (Admin) Director Hendricks had just started her report when the meeting was recessed at 10:06 a.m. for a fire alarm.
21. The meeting was reconvened at 10:15 a.m.
22. Admin Director Hendricks announced that the administration office was fully staffed, and the Operations Assistant position in the Kalmbach Memorial Library (KML) has been filled.
23. Admin Director Hendricks went on to ask the regions to please keep HQ informed of staff changes, most particularly in the positions of President and Membership Chair.
24. Reporting on behalf of the KML, Admin Director Hendricks reported that only three submissions had been received to date for the 2005 Cincinnati Clinics Handbook. A minimum of 15 are required for a book to be produced. Deadline for submissions is early February.
25. LSRT Packer asked how the office was handling region dues for periods that extend beyond 1 September 2005, when the new membership structure goes into effect. Right now there has been no change in procedures, but this will be reviewed before the next Board meeting.
26. SERT Beaty asked if and how the regions will be reimbursed for existing Life Members who are not life members of their regions. There was no definitive answer, and the issue was referred to the Regional Advisory Council (RAC) for discussion.
27. Development (Dev) Director Pollock indicated he will be working with Roger Ferris to complete the leadership transition in the department. He added that the annual *Pacesetters* renewal notice was mailed too late for most members to respond in time to claim their donations on their 2004 income tax returns. He finally noted that with the shift to the new Board structure, it would be tougher to identify national volunteers at the region and division levels, and he asked for help in identifying any viable candidates (not just for the Development Department, but for any national level position).
28. President Roberts noted that it would be beneficial if the NMRA web site had a page on "how to donate to the NMRA."
29. MERT Cason pointed out that solicitation requests are almost universally more successful if it can be truthfully stated that the entire governing body of an organization has donated to the same cause.
30. Dev Director Pollock announced that a letter to non-actuarial Life Members in the late summer resulted in additional donations exceeding \$30,000.
31. Howell Day Museum (HDM) Director Pollock had no additions to his written report. In response to a question from PCRT deBlicek about possible conflict of interest on the part of one committee member, several committee members spoke up to say that while a conflict was possible, the member in question had acted properly in all such possible situations and would be committing professional suicide to do otherwise, and there appeared to be no cause for concern.

32. Education (Educ) Director Wescott requested that the LRP Implementation Committee review the Regulations, Article VI, Section 7, and make updates conforming to the new structure of the Department.
33. Educ Director Wescott indicated that she still needs Education Chairs from three regions. She spoke individually with the Trustees from those regions.
34. Educ Director Wescott corrected her written report to say that the Junior Clinic Program (JCP) will start at noon on Saturday at the National Train Show in Cincinnati, not at 10 a.m. as stated. She went to expound upon the need to introduce youth to the hobby and to nurture their interest.
35. Modeling With the Masters (MWTM) Manager Kooning announced that the program was once again offering stand-alone weekend events. One is scheduled in Sacramento in April, and he has had requests from Stamford, CT, and Detroit. He is also looking at another offering in Chattanooga. The program will again be offered at the convention in Cincinnati, and he is looking for Master Model Railroaders (MMRs) to help with the program at all locations.
36. Educ Director Wescott is looking for help in several areas. She had been advised that there is a national Boy Scout coordinator, but she also needs volunteers to help with the JCP in Cincinnati and she is looking for program managers, most especially Clinics. She observed the apparent lack of MMRs volunteering their time. She also proposed a President's Reception for MMRs be held at the National Convention to get more MMRs involved; this idea was well received.
37. President Roberts announced the appointment of Dave Messer as Chair of the Library Committee. Dave is working diligently to get the committee re-energized and refocused.
38. President Roberts also announced that the next book publication from the KML is roughly 50% complete. Advance reservations are not being accepted because of problems encountered in the past, but once the project is farther along reservations may be possible.
39. Marketing, Advertising, and Promotions (MAP) Director Burman announced activities that had taken place in the department. A tabletop display for the RailPass program had been developed and was used at a number of train shows; advertisements were developed in-house for the Open Loads book and for the Sacramento Modeling With the Masters session. He is looking into additional ad placements for the Open Loads book but they will depend on rates in the various publications. Future activities in the department will include reviewing convention clinic books and taking action to make members want to keep renewing their memberships.
40. In response to questions that had arisen earlier in the meeting, MAP Director Burman indicated that the contract with the ad agency for the National Train Show was indeed a year-to-year contract, and its renewal will depend partly on perceived performance this year.
41. Meetings & Trade Shows (MTS) Department Director Jordan gave an overview of the organization and operation of the department. He enumerated the specific role of the host group at future national conventions, namely that the host group is responsible for tours, the non-rail program, and convention branding while the national staff is responsible for all other aspects of the convention.

42. MTS Department Director Jordan announced that facility contracts had been finalized for Hartford in 2009. In addition, two sites were submitted for consideration for 2011, from a common host group. These sites are Sacramento and San Jose. Discussion of the relative merits of these two sites ensued.
43. The meeting was recessed at 11:58 a.m.
44. The meeting reconvened at 1:28 p.m.
45. MBOT-2 was moved by SSRT Gangwish and seconded by PNMRA(C) Gerry to advise MTS Department Director Jordan to proceed with negotiations to hold the 2011 convention in Sacramento. The motion passed on a show of hands.
46. Membership Manager Kooning gave a presentation entitled "Membership Ideas and Proposals." The presentation was well received and considerable discussion ensued.
47. Membership Services (MS) Department Director Pearlman mentioned that the NMRA was enrolling approximately 50 new members per month, but that we are losing them at a faster rate. He would like to see some means of identifying new members at conventions, in an effort to help promote the fellowship component of the Association. He added that he thought the "Ask Me" help desk, manned at the Toronto convention by Ralph Oxhandler, was successful and that he would like to see the Board and the Officers take some time to man the desk as they were available to do so. He closed his report with the announcement that we had an excess quantity of Heritage and Living Legends cars.
48. Pubs Department Director DeYoung announced that he held his first department meeting in August. The department is working to get *Scale Rails* back on schedule, and he emphasized that many of the delays in the recent past have been beyond the control of the editor. Submission deadline for a given issue is the first of the second month before the magazine cover date (*e.g.*, the deadline for the July issue is 1 May). They are also working to improve the content of the magazine.
49. The meeting was recessed at 3:09 p.m.
50. The meeting was reconvened at 3:35 p.m.
51. Nominations Committee Chair Dervinis announced the names that will appear on the February ballot.
52. Audit Committee Chair Gangwish announced that the audit for Fiscal Year 2004 was complete and we were once again to be found in compliance.
53. Members of the Investment Committee jointly announced that guidelines had been given to Treasurer Draper regarding reimbursement of the Life Account (see item 12, above). They are also completing a client risk profile to help guide a yet-to-be-selected investment advisor. Treasurer Draper advised that we are 1 year into the final 5-year segment of paying off the mortgage, and that at the end of that period the budgeted money being used to pay the mortgage will be available for reimbursing the Life Account.

54. President Roberts noted that our Directors & Officers liability insurance had just been renewed at no increase in premium. Our other insurance policies were renewed in November at a slight increase in premium owing to a claim filed for water damage to the roof of the Headquarters building. He is finishing up a document explaining the liability insurance program available to NMRA organizations within the United States and Canada and it will be available in the very near future.
55. RAC Coordinator Gangwish announced that he had received timelines from all regions as to when they would be able to bring their governing documents into line with the new Regulations. All except British Region will be in compliance by the end of the fiscal year; BR has procedural complications that will delay their process.
56. NERT Allard stated that the members of his region were apprehensive as to their organization's future under the new membership structure, but that it is primarily a natural fear of the unknown. Membership has been flat for some months.
57. NFRT Kooning told the Board that a committee had been reviewing the proposals being put together by the International Committee. There could be some repercussions if the NMRA Board is perceived as not taking seriously whatever proposals are finalized.
58. NCRT Thornton reminded the Board that they will be hosting the 2007 national convention in Detroit. He then expounded on an item from his written report: Division 1 is in a quandary as to what they'll do under the new dues structure. They currently charge \$25/year dues, which primarily pay for their meeting space (\$100/month). NCRT Thornton suggests that any other groups with a similar problem might trade ideas with them.
59. PNRT Hamilton emphasized the section of this report dealing with the apprehension Divisions 6 and 7 have with the new Board structure, as they, being in Canada, will elect a different Director than the rest of the Region, which is in the United States. He also called the Board's attention to the lengthy writeup on a proposal for an NMRA Consumer Group, and mentioned that having ready access to the EHB by regular members would be beneficial.
60. MWRT Kahrs added to his report the fact that the Region President and Region Secretary were hard at work reviewing the region governing documents.
61. MERT Cason deferred to Eric Dervinis to ask a question on behalf of the 2006 Philadelphia convention committee. Are the convention procedures, as related by MTS Department Chair Jordan (see item 41, above), a matter of Board Policy? Considerable discussion ensued.
62. The meeting was recessed at 4:42 p.m.
63. The meeting was reconvened at 8:40 a.m., 15 January 2005.
64. Discussion continued on the role of the Meetings & Trade Show Department in the execution of the national convention. It was generally acknowledged that roles and responsibilities need to be clearly defined.
65. SERT Beaty reported that the Southeast Region's bylaws had been rewritten to conform to the new Regulations. He also mentioned the Region has a new web site, www.ser-nmra.org.

66. Technical Department Director Friberg presented his report, starting with an overview of the department's organization.
67. The meeting was recessed at 9:56 a.m.
68. The meeting was reconvened at 10:25 a.m.
69. The International Committee gave an overview of a proposal to allow the Australasian Region, the British Region, and Canada assume responsibility for many of the administrative activities involved in serving their resident members.
70. MBOT-3 was moved by NCRT Thornton and seconded by PCRT deBlieck to amend the Regulations, Article III, Section 21 as follows:
 71.
 - a. Remove the words "six consecutive years or" from Paragraph A.
 - b.
 - c. Replace the words "first meeting of such Board of Directors" with the words "last meeting of the Board of Trustees" in Paragraph C.

The motion passed on a voice vote.

72. MBOT-4 was moved by MCoRT Anderson and seconded by ART North to modify Section 5 (Terms of Office) of the Director selection process adopted at the annual meeting in Seattle (MBOT-19) to read as follows:
 - a. The term of office for each of the nine elected directors' term of office shall commence at the start of the 2005 Annual BOD meeting. The induction of Directors will be the first agenda item, and this text will be inserted in the EHB as policy of the BOD.
 - b. At the 2005 Mid Year Meeting, the Board will assign, by lot, the duration of the first term for each Director. The terms will be for one, two or three years, and lots will be drawn in the following sequence:
 - i. East, Central, and West Directors will be assigned term lengths from three lots marked one, two, or three years.
 - ii. NMRA (Canada), Atlantic and Pacific will be assigned term lengths from three lots marked one, two, or three years.
 - iii. The two at-large directors, and the RAC Director will be assigned term lengths from three lots marked one, two or three years.

The motion passed on a voice vote.

73. MOBT-5 was moved by PCRT deBlieck and seconded by NCRT Thornton to modify Article IV (Membership and Dues), Section 1 of the Regulations by deleting Paragraph B (Member plus Subscription(s)) and Paragraph G (Life Member plus Subscription(s)). The motion passed on a voice vote.

74. MBOT-6 was moved by MCoRT Anderson and seconded by NCRT Thornton to modify Article VI (Departments) of the Regulations by adding the words “with prior approval from the Board of Directors” to the end of Section 13. The motion passed on a voice vote.
75. MBOT-7 was moved by PCRT deBlieck and seconded by MCoRT Anderson to modify Article X (Nominations, Ballots and Voting), Section 4 of the Regulations to revise the petition method for Atlantic and Pacific Directors. The section would now read:
4. Any group of sixty members, no more than thirty members from any one Region, may petition the NMRA to nominate an additional candidate for President or Vice President or Director (East, West, Central and the two at Large) from the appropriate district or for the at large positions. Nominations by petition for the Atlantic, Pacific and NMRA (Canada) Directors will contain the names of at least 60 members residing in those areas. Such nominating petitions shall be submitted to the Secretary on or before June 15th of the year preceding an election year and otherwise meet the qualifications set forth in the Regulations and shall be accompanied by a summary of qualifications of the candidate not to exceed two hundred words. The name of any such candidate so submitted and the summary shall be printed on the ballot.

The motion passed on a voice vote. In accordance with the Regulations, Article X, Section 16, this motion must now be placed on the next ballot and will require the approval of 2/3 of members voting.

76. The meeting was recessed at 11:49 a.m.
77. The meeting was reconvened at 1:29 p.m.
78. MBOT-8 was moved by NCRT Thornton and seconded by MCoRT Anderson to amend Article VII (Committees) of the Regulations as follows:
- a. Correct all Trustee references to Director throughout the Article.
 - b. Delete Section 2, Paragraph B (Finance Committee) – this will be folded into the Finance and Budget Committee, as noted below.
 - c. Remove the sentence “The International Committee, through the President of NMRA (Canada), shall represent those members of the NMRA, who do not reside in a Region of the NMRA, on the Board of Directors.” from existing Paragraph C (International Committee) – this is inconsistent with the new structure of the Board of Directors.
 - d. Remove existing Paragraph E (Planning Committee).
 - e. Remove existing Paragraph G (Library Committee) – this committee is being reclassified as a Presidential Committee.
 - f. Remove existing Paragraph I (Conformance-Inspection Committee) – this committee is delineated in the Technical Department section of the Executive Handbook.
 - g. Remove existing Paragraph J (Honors Committee) – this language is being moved to the Office of the Secretary in the Executive Handbook.

- h. Modify existing Paragraph K (Budget Committee) by changing the name to “Finance and Budget Committee” and removing “Chair of the Finance Committee” from the list of members.
- i. Remove existing Paragraph L (Ballot Committee) – this duplicates language in the Office of the Secretary in the Executive Handbook.

The motion passed on a voice vote.

79. MBOT-9 was moved by PCRT deBlieck and seconded by NCRT Thornton to modify Section F (Board of Trustees) in the Executive Handbook as follows:

- a. Correct position titles throughout.
- b. Specify a new Order of Business (Section F1.1, Paragraph 4).
- c. Add a new Section F2.1, Board of Directors Meetings.
- d. Modify the content and format of Directors’ reports.
- e. Establish distribution procedures for late-submitted reports.
- f. Establish a procedure for regions to submit reports to the Board through the RAC Director.
- g. Establish required content of officer, board committee, and department reports.
- h. Delete the existing table outlining the election cycle.

80. MBOT-10 was moved by NFRT Kooning and seconded by LSRT Packer to amend MBOT-9 as follows:

- a. Remove department reports from the consent agenda and restore them as a separate item in the Order of Business.
- b. In Section F2.1, restore department directors as full-time participants in the midyear and annual Board meetings.

The motion passed on a voice vote.

81. MBOT-9 passed on a voice vote. The full text of the new EHB section is appended to these minutes.

82. The meeting was recessed at 2:33 p.m.

83. The meeting was reconvened at 2:58 p.m.

84. MBOT-11 was moved by MCoRT Anderson and seconded by PCRT deBlieck to amend Section G (Presidential Committees) of the Executive Handbook as follows:

- a. As appropriate, replace references to Trustees and the Bylaws with references to Directors and the Regulations, respectively.
- b. Under National Nominating Committee:
 - i. In Paragraph 2, replace “convention rotation area as defined in the Executive Handbook, no more than one from a specific region” with “district”.
 - ii. In Paragraph 3, delete “and shall confirm these appointments as soon as practicable thereafter, informing the Editor of the Staff Newsletter for announcement in the next issue thereof.”
 - iii. In Paragraph 4, delete “committee member shall contact Region Trustees within his or her area and solicit names of suitable candidates. In addition, each”.
 - iv. Delete Paragraph 9.
- c. Under NMRA Internet Presence Committee:
 - i. In Paragraph 8A2, remove the reference to the Region Trustee as one authorized to view the Region’s membership data online.
 - ii. Add the following Paragraph 11:

It will be the policy of the NMRA Board of Directors to budget for the expense of hosting the NMRA web site, effective September 1, 2005. This change will not affect the day to day operation of the web site, only the physical location of the NMRA pages. In addition, the NMRA will offer to host region and division web pages at cost.

- d. Add the following text pertaining to the Library Committee (moved from the Regulations):

The Library Committee shall consist of a Director, the Executive Director, the Library Director, and other persons whom the President shall appoint and who have special expertise helpful to the library. The Library Committee shall promote the library and advise and support the operations of the library in technical matters, requests for grants and donations, identification of volunteers, and similar areas.

The motion passed on a voice vote.

- 85. MBOT-12 was moved by MCoRT Anderson and seconded by ART North to add a new subsection, Dues & Communications Fees, to Section O (Member Services Department) of the Executive Handbook.
- 86. MBOT-13 was moved by PNRT Hamilton and seconded by MERT Cason to table MBOT-12. The motion passed on a voice vote.
- 87. MBOT-14 was moved by NCRT Thornton and seconded by MCoRT Anderson to add a new subsection, NMRA Bulletin/Scale Rails Policy, to Section P (Publications Department) of the Executive Handbook:

The official publication of the NMRA has been divided into two parts as of 2003: *Scale Rails* and *The Bulletin*. The following board policy sets the “must run” topics for *The Bulletin*, as the house organ for the organization.

1. Effective September 1, 2005 *The NMRA Bulletin* shall be made available to all of our members in an electronic format. While the current standard for universal acceptance is PDF, this policy allows for migration to newer formats as they become available and accepted.
 2. The Publisher and the Editor shall coordinate with the NMRA Internet Presence Committee the monthly posting of *The Bulletin* to the NMRA web site.
 3. *The NMRA Bulletin* shall continue to be included as a distinct section of *Scale Rails*, and will be mailed to all members that subscribe to *Scale Rails*.
 4. *The Bulletin* shall include, but not be limited to, the following topics:
 - a. Officers, Directors, and Managers contact information (address, phone, email alias)
 - b. Membership thermometer
 - c. Achievement Program – certificates, Golden Spikes, MMR biographies, other news
 - d. Ballot and election information
 - e. Technical – Conformance Warrants, Standards under consideration
 - f. In Memoriam
 - g. Honor Roll – new members, honors, awards, and 100% Clubs
 - h. Annual financial report
 - i. Legal requirements
 - j. Region Update – President contact information, web sites, calendars
 5. The Publisher and the Editor shall determine a timetable for receipt of the listed topics. If material is not provided by the deadlines, they shall consult with the NMRA President and print what is available.
88. MBOT-15 was moved by SERT Beaty and seconded by SSRT Gangwish to call the question. The motion passed on a voice vote.
89. MBOT-14 passed on a voice vote.
90. MBOT-16 was moved by PCRT deBlicke and seconded by NERT Allard to remove MBOT-12 from the table. The motion passed on a voice vote.
91. MBOT-17 was moved by ART North and seconded by SSRT Gangwish to divide MBOT-12. The motion passed on a voice vote.
92. MBOT-18 (Part 2 of the original MBOT-12) was moved jointly by ART North, BRT Park, and NFRT Kooning, and seconded by PNMRA (Canada) Gerry to add the following new subsection “Dues & Communications Fees” to Section O (Member Services Department) of the Executive Handbook:

The NMRA Board of Directors sets the Dues and Communications Fees as follows (January 2005). Changes to this subsection of the Executive Handbook require a vote of the Board following the procedure set forth in the Regulations.

1. The Australasian Region, the British Region, and Canada will assume all administrative responsibilities for members residing within their areas. In return, the portion of dues that normally would be allocated to national administrative expenses will be withheld. Accordingly, their schedule of Dues and Communications fees is modified as follows (all amounts are in US Dollars):
 - a. Each of the three areas will individually set its own total amount for dues.
 - b. Each of the three areas will remit to the NMRA each year a specified amount to cover the pro rata share for each member residing within these areas of the following NMRA functional areas: Technical, Education, Development, Library, Member Services, and Executive & BOD. These amounts shall be as follows:
 - 1) Regular members - \$9.00
 - c. Subscriptions to *Scale Rails* will be offered to members residing within these areas based on the cost of actually delivering the publication. Fees for these subscriptions are set as follows:
 - 1) Canada - \$19.00
 - 2) Australasian Region and British Region - \$32.50
 - d. The rates set in Paragraph b shall be reviewed annually with the NMRA Treasurer and adjusted periodically so they remain consistent with the intent stated in Paragraph b.
 - e. The subscription rates set in Paragraph c may be adjusted no more frequently than annually to reflect the actual cost of publication and delivery to the members affected.

The motion passed on a voice vote.

93. Lots were drawn for the initial terms of the members of the new Board of Directors. The initial terms will be:
 - a. Eastern District – 1 year
 - b. Western District – 2 years
 - c. Central District – 3 years
 - d. Pacific District – 1 year
 - e. Atlantic District – 2 years
 - f. NMRA (Canada) – 3 years
 - g. At Large, North America – 1 year
 - h. At Large, Worldwide – 2 years
 - i. RAC – 3 years

94. MBOT-19 (Part 1 of the original MBOT-12) was moved by MCoRT Anderson and seconded by ART North to add the following text as Paragraph 1 of the subsection of the Executive Handbook created by MBOT-18, with the previously-approved Paragraph 1 becoming Paragraph 2:

1. The Dues and Communications Fees for all members except those residing in the Australasian Region, the British Region, or Canada shall be as follows:
 - a. Dues – All classes of membership are set forth in the Regulations (Article IV). The annual dues to be collected for each class are (in US Dollars):
 - 1) Member dues: \$33.00
 - 2) Family Member dues: \$7.00
 - 3) Student Member dues: \$24.00
 - 4) Patron Member dues: \$100.00
 - 5) Corporate Member dues: \$175.00 or more
 - b. Subscriptions – Subscriptions to *Scale Rails* are available to all members for \$12 per year, invoiced and paid concurrently with the renewal of dues. Subscriptions to *Scale Rails* are terminated when membership lapses or when a member notifies the Administration Department. Subscriptions to *Scale Rails* will not be made available to non-members.
 - c. Region Allocation – The amount to be paid by the Administration Department to the Region Treasurers is described in Article IV (Dues), Section 4, Subsection D of the Regulations. The amount will be \$2.00 per dues-paying member (dues-paying, Life, and Honorary Life) residing within the Region boundaries. The Administration Department will make two payments per fiscal year – half the first week of September and half the first week of March. The NMRA data base will be the basis for establishing the number of members residing within each region's boundaries (Article VIII).

95. MBOT-20 was moved by SSRT Gangwish and seconded by PSRT Jacobs to table MBOT-19. The motion passed on a voice vote.

96. MBOT-21 was moved by PCRT deBlicek and seconded by NCRT Thornton to amend portions of Section R (Office of the Secretary) of the Executive Handbook as follows:

- a. Change Trustee and Bylaws references to Director and Regulations, respectively, throughout the Section.
- b. Under Ballot Committee:
 - 1) Add the following text to the end of Paragraph 2:

Neither the Chair nor any member of the committee may be a candidate for office, or Chair of a Standards Committee when standards are involved on the ballot, or in any other way directly involved in any of the issues on the ballot.

- 2) Delete Paragraph 7, dealing with the handling of ballots in the Australasian and British Regions.
- c. Add the following preamble to the Honors Policy:

The Honors Committee shall consist of a Chair appointed by the Secretary and of such members as the Chair may deem necessary and appoint. The committee shall be responsible for the development of policy to be followed in awarding of honors and shall submit to the Board of Directors nominations for such awards (excluding the President's Award).

The motion passed on a voice vote.

97. MBOT-22 was moved by NFRT Kooning and seconded by NCRT Thornton to extend the current trial of the Rail Pass membership program for a period of 1 year, to expire September 1, 2006. The motion passed on a voice vote.

98. MBOT-23 was moved by PCRT deBlicek and seconded by NCRT Thornton to add the following to Section O (Membership Service Department) of the Executive Handbook:

The cost for the Region publication allowance will be a single rate for the first year of membership that is uniform across the NMRA in North America and will be set by the Region Advisory Council. Upon renewal, the amount set by each region will be collected. The appropriate fees collected through this process will be remunerated to the Regions.

Regions and divisions are free to define and collect additional fees for other purposes as they see fit.

99. MBOT-24 was moved by SSRT Gangwish to call the question. The motion died for lack of a second.

100. MBOT-25 was moved by SSRT Gangwish and seconded by PNRT Hamilton to table MBOT-23. The motion passed on a voice vote.

101. MBOT-26 was moved by SERT Beaty and seconded by PNRT Hamilton that the NMRA Meetings & Trade Shows Department Director assume the responsibility for and overall control of national conventions. The NMRA BOT recognizes the necessity to maintain continuity and stability in future national conventions. Therefore, the BOT directs the M&TS Department Director to rewrite the NMRA Convention Handbook. The Handbook will specifically define the roles, responsibilities, and functions of the National Committee, the local committee, and the NMRA BOD. The specific financial responsibilities and the division of incurred income and expenses will be clearly stated. The NMRA will assume responsibility and obligation for all contracts for a convention. The NMRA M&TS Department Director is directed to work closely with established host committee chairs to ensure each venue is properly addressed, using accepted business practices to guarantee the most cost-effective use of resources.

In addition, Section N1.1, Paragraph 7 of the Executive Handbook will be replaced with the following:

- a. The NMRA will take primary responsibility for managing and operating certain convention events as an NMRA sponsored activity. These activities will include registration, contests, clinics, editing & publishing the Clinic Book, facilities management, Company Store, Junior Clinic Program, food functions, transportation contracts, the auction, and other activities as will be determined by the Director of the Meetings & Trade Shows Department. These activities are understood to be totally funded and supported by the NMRA. The NMRA will seek ideas and input from the Host Committee and Host Region so as to develop a suitable theme for the convention and to assure that it has a “local flavor.”
- b. The NMRA will provide active advice and support of the Host Committee and Host Region as they plan their portion of the convention using experience convention staffing from the NMRA Convention Committee.
- c. The initial convention budget will be developed by the NMRA. The Host Committee will be provided copies of the initial budget and encouraged to comment on the budget and the operating funding required by the Host Committee. The final budget will be a coordinated budget between the NMRA and the Host Committee.
- d. The Host Committee and Host Region shall have primary responsibility for planning, organizing, and carrying out the Outside Activities associated with the convention. These activities are layout tours, prototype tours, and non-rail tours, and other activities as will be jointly agreed to by the NMRA and the Host Committee.
- e. The Host Committee shall have the responsibility for planning, organizing, and implementing a non-rail clinic program and for obtaining students for the Junior Clinic Program.
- f. The Host Committee and Host Region shall have the primary responsibility for providing workers to staff the convention events being managed by the NMRA before, during, and after the convention. The staff support requirements are as detailed in the NMRA Convention Handbook.
- g. The Host Committee and Host Region shall provide assistance for the National Train Show in obtaining local publicity contacts, distribution of advertising materials, personnel for promotional events, and for soliciting display layouts.

The motion passed on a voice vote, with PCRT deBlieck abstaining.

102. MBOT-27 was moved by SERT Beaty and seconded by PNRT Hamilton that the BOD will constitute and empower a Performance Audit Committee, appointed by the President, for the specific purpose of performing audits of the 2005, 2006, and 2007 conventions to determine the effectiveness of the established Convention Management policy. The Performance Audit Committee shall make recommendations to the BOD regarding management policies. At least one member of the Performance Audit Committee shall be a Director. The motion passed on a voice vote, with PCRT deBlieck and NCRT Thornton abstaining.

103. MBOT-28 was moved by NCRT Thornton and seconded by ART North that the Budget Committee establish a written plan for repayment of the internal loan from the Life Fund to the General Fund. This plan will include the accrual of interest. The plan will include annual targets and be included as part of the propose FY 2006 budget. The motion passed on a voice vote.
104. The meeting was adjourned at 4:41 p.m.
105. The meeting was reconvened at 7:49 p.m.
106. MBOT-29 was moved by ART North and seconded by SSRT Gangwish to bring to the floor a motion not appearing in the published agenda. The motion passed on a show of hands.
107. MBOT-30 was moved by PNRT Hamilton and seconded by MWRT Kahrs to approve a matching \$500 grant from the *Pacesetters* to the Education Department for rehabilitation of the Locomotive Performance measuring equipment. The motion passed on a voice vote.
108. MBOT-31 was moved by PNRT Hamilton and seconded by PSRT Jacobs to authorize the extension of the *Scale Rails/Bulletin* editor's contract by one (1) year with no change in terms. The motion passed on a voice vote.
109. MBOT-32 was moved by PNRT Hamilton and seconded by NERT Allard to remove MBOT-19 from the table. The motion passed on a voice vote.
110. Following a significant amount of discussion, MBOT-19 passed on a voice vote.
111. MBOT-33 was moved by PNRT Hamilton and seconded by LSRT Packer to remove MBOT-23 from the table. The motion passed on a voice vote.
112. MBOT-23 passed on a voice vote, with the proviso that the RAC provide the required amounts no later than 15 April 2005.
113. MBOT-34 was moved by ART North and seconded by SSRT Gangwish to bring to the floor a motion not appearing in the published agenda. The motion passed on a voice vote.
114. MBOT-35 was moved by LSRT Packer and seconded by ART North that Article IV (Membership and Dues), Section 1 of the Regulations be amended so that the paragraph on Life Members reads as follows:

Life Member: As recognition for meritorious service to the National Model Railroad Association, any person may be elected as an Honorary Life Member by vote of a majority of the Board of Directors and shall not be required to pay any additional dues. This includes full rights of membership plus basic communication (*NMRA Bulletin*). Members already holding, or in the process of obtaining, a paid Life Member status will retain such status.
115. MBOT-36 was moved by PCRT deBliech and seconded by PNMRA (Canada) Gerry to call the question. The motion failed on a voice vote.

116. MBOT-35 passed on a show of hands.
117. MBOT-37 was moved by ART North and seconded by LSRT Packer to immediately suspend the sale of life memberships, except that for those individuals who obtained a quote on or after 16 November 2004 such purchase will remain available until 15 March 2005 or the individual's birthday, whichever occurs first. The motion passed on a voice vote.
118. MBOT-38 was moved by MCRT Smith and seconded by SSRT Gangwish to file the Officer, Trustee, Committee, and Department reports. The motion passed on a voice vote.
119. MBOT-39 was moved by SERT Beaty and seconded by all to adjourn. The motion passed on a voice vote.
120. The meeting was adjourned at 10:12 p.m.

BOARD OF DIRECTORS

Board of Directors Meetings

1. The Board of Directors meeting will have a meeting schedule distributed with the agenda package. The agenda will include Director reports, officer reports, department reports, motions, resolutions, and supporting materials. The agenda package will be distributed no less than 20 days before the start of the meeting.
2. The agenda package will include a meeting schedule with the following elements:
 - a. Specific starting and ending times for each day.
 - b. Lunch and dinner recesses as appropriate.
 - c. Scheduled breaks.
3. The meeting will follow the Order of Business after the Directors' caucus the first evening.
4. Committees – in the second day, two modules will be reserved for committee meetings. The Secretary will schedule adequate time based on the needs of the committee chairs.
5. Executive Session – the Secretary will determine the need and reserve time in the meeting schedule. All reports from the Executive Session will not be posted on the web page or distributed outside the Board of Directors.
6. Participation – to facilitate effective meetings, participation will be limited to those taking an active role in the meeting.
 - a. Mid-year meeting – Directors, Executive Director, Legal, Officers, and Department Heads
 - b. Electronic meeting – Directors, Executive Director, Legal, and Officers
 - c. Annual meeting – Directors, Executive Director, Legal, Officers, and Department Heads
 - d. Invited guests – the President may invite guests to attend the meeting. This should be reserved for those actively involved in the agenda. When possible, guests are to be invited to attend for one day.
7. Observers – the Board of Directors meetings are open to all observers, with the exception of the Executive Session.

8. Director Orientation – prior to the Directors’ caucus, new Directors will be scheduled to attend an orientation session. The session will be conducted by one Director, selected by the President with input from the Board of Directors, and the Parliamentarian.
9. Meeting Room – the Secretary will receive all requests for audio-visual or other meeting room needs and provide the list to the meeting planner. In addition, the Secretary will request meeting room materials necessary for efficient discussion (*e.g.*, name tents).
10. Organized Discussion – intelligent discourse will be managed by the Parliamentarian, following *Robert’s Rules of Order*.

