

National Model Railroad Association
2020 Summer Board of Directors Meeting
July 11, 2020

- 1) PREZ Magoun called the meeting to order at 1500.
- 2) **MBOD20071101** Motion by EDD Hamm to suspend Robert's Rules. Seconded by ALNAD Gore. Motion passed. (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).
- 3) PREZ Magoun asked that the attendees introduce themselves.
- 4) PREZ Magoun asked for proxies. A proxy was presented from EDD Gore for ALNAD Gore to serve in his place beginning at 1600.
- 5) The roll was called and all Directors, Officers, and Department Heads were present except FRDM Anderson
- 6) **MBOD20071102** Motion by WDD Voss to accept the 2020 National Ballot Committee Combined Report. Seconded by ALNAD Gore. Motion passed.
- 7) **MBOD20071103** Motion by ALWWD Hamilton to destroy the ballots. Seconded by ADD Arnold. Motion passed.
- 8) PREZ Magoun asked for updates to the Consent Agenda.
- 9) **MBOD20071104** Motion by ALWWD Hamilton to accept the consent agenda. Seconded by ALNAD Gore. Motion passed.
- 10) CFO Koch led a discussion of the Budget & Finance Report. He reported that all areas were as expected.
 - a) CFO Koch asked for questions about the Budget & Finance Report. There were none.
 - b) CFO Koch provided the following:
 - i) The annual outside audit has been delayed because of COVID-19. When complete, the audit results will be delivered to the Audit Committee. If accepted by the committee, the audit results will be presented to the board of directors for acceptance and posting on the NMRA website.
 - ii) CFO Koch will review magazine renewals by international members affected by the magazine subscription rate increase which took place July 1, 2020. This review is an ongoing process.
 - iii) When open, the Howell Day Museum (HDM) exhibit at the California State Railroad Museum is estimated to be capitalized with an initial value of \$1.8M for insurance and tax purposes. No member dues are used to support the museum. All costs are borne completely by the HDM dedicated accounts.
- 11) **MBOD20071105**. Motion by ALWWD Hamilton to approve the Budget and Finance Report. Seconded by CDD Neale. Motion passed.
- 12) M&TS Manager Amsler provided an update of the 2022 and 2023 National Conventions:
 - a) 2022 Convention. He is working with venues in the St. Louis area. He anticipates having potential convention dates by September 1.
 - b) 2023 Convention. Nothing new to report.
- 13) ADD Arnold provided a status of the Region Presidents' Handbook. It will be included in the Long Range Plan and Leadership Seminar and distributed to region presidents in a later phase of the seminar. The handbook will include feedback from region presidents made

during early phases of the seminar. ADD Arnold will make an additional review of the handbook.

- 14) ALWWD Hamilton led a discussion of the Long Range Plan (LRP).
- 15) **MBOD20071106**. Motion by ALWWD Hamilton to accept the LRP committee report
Seconded by RACD Weinheimer. Motion passed. (Attachment B)
- 16) **MBOD20071107**. Motion by ALWWD Hamilton to adopt NMRA Plan 2025 Version 0.2 dated April 30, 2020. Seconded by PDD Peterson. Motion passed. (Attachment B)
- 17) ALWWD Hamilton updated attendees on the Region Leadership Seminar
 - a) Looking at October or November dates for the seminar
 - b) President Magoun will send a letter to Region presidents around August 1.
 - c) The seminar will be publicized in the magazine, included in the eBulletin, and posted on the website.
- 18) **MBOD20071108** Motion by CDD Neale to transfer counties from the Niagara Frontier Region to the Northeast Region. Second by CANDIR Bate. Motion passed. (Attachment C)
- 19) **MBOD20071109** Motion by ALWWD Hamilton to rescind MBOD2007030717 to establish a separate Membership Department at the National Level. The functions of the proposed Membership Department are currently included in the Marketing Department Section M.1 of the EHB. Seconded by ADD Mike Arnold. Motion passed. (Attachment D)
- 20) ALWWD Hamilton led a discussion of the importance of Directors receiving current membership numbers on a regular basis. CFO Koch said that membership numbers are included on the CFO report distributed prior to the winter and summer board meetings.
- 21) **MBOD20071110** Motion by ALWWD Hamilton to provide current membership reports to Directors and Officers on a quarterly basis. Seconded by ADD Arnold. Motion passed. (Attachment E)
- 22) SCDM Smeigh led a discussion about uploading old Bulletins to the website
 - a) ITDM Sevier said that bulletins can be uploaded to the website, with the time to scan and upload being an issue.
 - b) ADD Arnold asked about the intrinsic value of old articles.
 - c) NMRA Magazine editor Priest told attendees that releases for articles and illustrations are single/one-time release. Release covers print only.
 - d) LEGAL Amsler added that placing a previously published article is the second use and that placing items on the website is low risk. The NMRA will receive a "cease and desist" letter an article. The article can be removed from the website.
 - e) VPPROJ Leone and Marketing Consultant Zambri are working on a "Best of the Bulletin" for new and potential members. VPPROJ Leone asked if email approval from the author is sufficient. ADD Arnold and ALNAD Gore said that email should be sufficient.
 - f) LEGAL Amsler informed those in attendance that NMRA intellectual property attorney Chris Palermo is working on a new release for multiple departments and the magazine.
 - g) PREZ Magoun expressed the need for the release to cover all current and future forms of media.
 - h) The board agreed that there was no conclusion to the issue of uploading bulletins at this time. It will be revisited in the future.
- 23) PRES Magoun led a discussion about giving Marketing Consultant Christina Zambri the authority to sign agreements with potential dealers/manufacturers in the Partnership Program.

- a) LEGAL Amsler noted that these are not enforceable agreements and that the NMRA cannot sue a manufacturer for withdrawing from the program or be sued by a manufacturer for removing them from the program.
 - b) PRES Magoun said that the Marketing Consultant can sign agreements based on rules set by counsel.
- 24) **MB20071111**. Motion by ALWWD Hamilton giving Marketing Consultant Zambri the authority to sign agreements with potential dealers/manufacturers in the Partnership Program. Seconded by CDD Neale. Motion passed. (Attachment F)
- 25) VPPROJ Leone reported that CANDIR Bate will assume publication of the eBulletin.
- 26) Meeting recessed at 16:48.
- 27) BOD goes into Executive Session.
- 28) Meeting reconvened July 12, 2020 at 15:55.
- 29) NMRAX will become members-only. ITDM Sevier reported that a member lookup system will come online soon. The system will provide limited information, name and membership number only. Access to member lookup will be limited.
- 30) ITDM Sevier reported that the new online company store will be ready in a couple of weeks.
- 31) PREZ Magoun gave a summary of the Executive Session
- a) The nominations period for the 2021 election has been extended to October 31, 2020.
 - b) The BOD authorized reimbursement to the British Region for expenses incurred for the 2022 convention.
 - c) Policy requiring all clinicians to provide a release for intellectual property used in a clinic prior to the presentation of the clinic.
 - d) Resolution thanking NMRA-x organizers for their efforts on behalf of the NMRA.
 - e) Resolution thanking the UK 2022 convention committee for their efforts on behalf of the NMRA.
 - f) Resolution thanking the 2020 St Louis convention committee for their efforts on behalf of the NMRA.
- 32) SEC Coble will provide new addresses for VP-SPEC PROJ Leone and EDUCDM deYoung to NMRA Magazine Editor Priest for the magazine.
- 33) Motion by CDD Neale to recess in honor of Charles R. Atkinson, PhD, MMR - MCR; Robert B. Collett - NER; Tom Draper, HLM, DSA, FNMRA - PSR; Pat Harriman, MMR - MCoR; Richard Maxwell - BR; John ("Jack," "Johnny-O") Ozanich; Richard White - MCR. Seconded by acclamation.
- 34) Meeting recessed at 16:41.

(Secretary's Note. The board of directors meeting recessed until August 30, 2020 to approve the annual outside audit report. The report had been delayed due to COVID-19 and was delivered prior to the August project status discussion. The board reconvened and went into executive session to approve the audit report and discuss a personnel issue.)

- 35) Meeting reconvened August 30 at 16:20.
- 36) Board goes into Executive Session.
- 37) Motion by CDD Neale to adjourn. Seconded by ALWWD Hamilton.
- 38) Meeting adjourned at 17:10.

Respectfully Submitted
Rick Coble
NMRA Secretary

ATTACHMENTS

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|---|--|--|
| A | Abbreviations used in these Minutes | |
| B | Text of BOD20071106 and
Text of BOD20071107 | Acceptance of LRP Committee Report and NMRA
Plan 2025 |
| C | Text of BOD20071108 | NER/NFR Border Adjustment |
| D | Text of BOD20071109 | Rescind Membership Department motion |
| E | Text of BOD20071110 | Membership Reports to Directors and Officers |
| F | Text of BOD20071111 | Partnership Agreements |

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
EHB	Executive Handbook
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
NNCC	National Nominating Committee Chair
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

Text of BOD20071106 and BOD20071107 Acceptance of LRP Committee Report and NMRA Plan 2025

Agenda Motion # _____

Meeting Minutes Motion # BOD 20071106 and BOD20071107
(To be entered by the Secretary)

Motion for Regulations Article _____ Paragraph _____

Motion for EHB Section _____.____ Paragraph _____

Motion for Policy _____

The At Large World Wide District Director/Strategic Plan Committee Chair moves...
The acceptance of the committee report and adoption of NMRA Plan 2025 Version 0.2 dated
April 30, 2020

Action: 20071106 Passed
 20071107 Passed

ATTACHMENT C

Page 1 of 2

Text of BOD20071108
NER/NFR Border Adjustment

Agenda Motion # NER/NFR Border Adjustment

Meeting Minutes Motion # MBOD20071108

(To be entered by the Secretary)

Motion for Regulations Article _____ **Paragraph** _____

Motion for EHB Section A 8.1 **Paragraph** 7

Motion for Policy _____

The ___Central_____ District Director moves to transfer the following counties from the Niagara Frontier Region to the North Eastern Region

In New York-Broome, Chemung, Cortland, Schuyler, Tioga, and Tompkins counties

In Pennsylvania-Bradford and Tioga counties

Current version: as noted in the current EHB, Section A 8.1, page 7, item "I"

Revised Version: to be noted in the current EHB, Section A 8.1 page 7+8, item "J"

ATTACHMENT C

Page 2 of 2

Text of BOD20071108 NER/NFR Border Adjustment

Rationale:

The counties listed above have been known for many years as the Southern Tier Division of the NFR. In recent years, two other divisions have petitioned to transfer out of the NFR. One of them petitioned to move to the Mid-Central Region and one of them petitioned to transfer to the North Eastern Region. These actions left the Southern Tier Division with no physical border with another NFR Division.

There is no Leadership Team in place in the Southern Tier Division. For that reason, VP Admin Stevens was tasked with polling the membership of the division to determine if/where they would like to transfer to. In the fall of 2019, he started having phone conversations with the members and learned that every one of them wanted to transfer out of the NFR. He developed a petition which he mailed to the members and by the end of 2019, over 66% of the members had voted to transfer out of the NFR into the NER.

A transfer petition was submitted to the NFR BOD which met electronically in early May 2020. The petition for the members to transfer out of the NFR into the NER was unanimously approved.

An updated petition showing the results of the NFR BOD action was submitted to the NER BOD. They met electronically in late May 2020 and unanimously approved the transfer petition.

Action: Passed

ATTACHMENT D

Text of BOD20071109
Rescind Membership Department motion

Agenda Motion # Rescind Membership Department motion

Meeting Minutes Motion # MBOD20071109

Motion for Regulations Article ___ Paragraph _____

Motion for EHB Section Paragraph

Motion for Policy _____

The At-Large World-Wide District Director moves...

That MBOD20030717 to establish a separate Membership Department at the National level be rescinded as in direct conflict with the existing organization and inappropriate.

Current version:...

Not Applicable

Revised Version:...

Not Applicable

Rationale.

The functions of the proposed Membership Department are currently included in the Marketing Department Section M.1 EHB

Action: Passed

ATTACHMENT E

Text of BOD20071110 Membership Reports to Directors and Officers

Agenda Motion # _____

Meeting Minutes Motion # MBOD20071110
(To be entered by the Secretary)

Motion for Regulations Article _____ Paragraph _____

Motion for EHB Section _____. ____ Paragraph _____

Motion for Policy __X__

The At-Large World Wide District Director moves...

That a report of current membership be prepared and presented to Directors and Officers on a quarterly basis. The report shall include total NMRA membership and membership by Region. Region Membership shall be separated into Life Member, Regular Member (all categories) Family Member, Sustaining Member, Corporate Member, Student Member, and RailPass. The report shall include the data for the previous month to allow determination of trends.

Current version:...

NA

Revised Version:...

NA

Rationale:...

The status of current membership and trends of membership growth (positive and negative) must be of primary concern to the Directors. In that we are charged with acting in the best interest of the members, it follows that we must know what the member reaction is to the actions we take. Because we are an all-volunteer membership association, the most direct indicator of membership satisfaction is registered through their wallets. The Directors also need to be informed of membership levels for fiscal management purposes as funds are allocated to programs. The Directors must be fully aware of a potential insolvency tipping point related to membership numbers and classes.

Action: Passed

ATTACHMENT F

Text of BOD20071111 Partnership Agreements

Agenda Motion # _____

Meeting Minutes Motion # MB20071111

(To be entered by the Secretary)

Motion for Regulations Article _____ Paragraph _____ NA

Motion for EHB: NA

Motion for Policy: NA

Subject: Partnership Program

The Eastern District Director moves:

To authorize Christina Zambri to sign agreements with potential dealers/manufacturers in the Partnership Program.

Rationale:

Action: Passed