

DRAFT – Subject to the Approval of the Board of Directors

**National Model Railroad Association
BOD Meeting
2007 Annual Meeting
20 – 21 July 2007
Detroit, Michigan
Minutes**

- 1) President Brestel called the meeting to order at 7:30 PM, July 20, 2007
- 2) The roll was called. With the exception of the KML Librarian [excused] all were present.
- 3) MBOD 072001 ALWD Koester moved approval of the Minutes of the previous meeting. Minutes approved with abstentions by ADD Clarke and WDD Hale.
- 4) At 7:48 PM, the meeting was recessed until 9:00 AM 21 July 2007 to allow for Director's executive caucus and Operations Committee meeting.
- 5) The meeting reconvened at 9:00 AM 21 July 2007.
- 6) CDD Thornton provided the Convention Committee report on GLE 2007 and circulated copy. The Committee had several suggestions including cutting out the Saturday of the convention and having the banquet on Friday.
- 7) ALNA Getz suggested polling NMRA members and non-members as to reason for non-attendance and suggests some funding for survey. Mr. Getz will bring up a motion later. As a second part of the Convention Committee report, suggest on line registration for future conventions. As this is deemed an operations matter, MTSDM Jordan will proceed with actions for Anaheim and later conventions.
- 8) Department and Committee reports:
 - HDMCC Getz added to Howell Day report: The California State Railroad Museum offers free space on the mezzanine level of the museum for Howell Day Displays. The project is still looking good.
 - EDDM Flock reports that John Wissinger has been added to the Department's staff as National Education Clinic Chair.
 - _ PDM deYoung reports that Hank Kraichley is retiring; White River Productions will take over ad management.
 - Treasurer Draper, HLM, provided the Budget & Finance Committee report indicating that no problem is foreseen with budget. There was discussion among the Board members on how to report subscription income, possibly showing it as a separate line in the financial reports and treating it as a profit center for accounting.
- 9) MBOD 072002 EDD Feeney moved approval of the NMRA budget for the period September 1, 2007 through December 31, 2007. Motion approved on voice vote.
- 10) MBOD 072003 EDD Feeney moved approval of the NMRA budget for the period January 1 through December 31, 2008. Motion approved on voice vote.

DRAFT – Subject to the Approval of the Board of Directors

- 11) MBOD 072004 CDD Thornton moved approval of consent agenda. Motion approved on voice vote.
- 12) ALNAD Getz reported on the Large Scale Working Committee. The committee has identified a need among large scale modelers for coupler standards. There is also a desire for a unified scale designation, a suggestion being possibly G22.5, G32, etc., with the G defining gauge and the following number the scale. If there are narrow gauge models within a scale it could be further refined with the use of “n” similar to On2, On30, Hon3, etc. No decision was made on this matter and it was referred back to the committee for continued work. Mr. Getz indicated there is a need for an umbrella organization for the 250 or so large scale organizations. The committee will report back at the 2008 Mid-Year meeting.
- 13) MSTDM Jordan reported on conventions; the committee is working out details for providing self guided tours for future conventions though this may depend on the host city. There are NMRA insurance concerns for covering these types of activities. The staff is also working on problems with SIG coordination and liaison where there have been problems.
- 14) The meeting recessed for lunch at 12:11 PM.
- 15) The meeting reconvened at 1:17 PM.
- 16) President Brestel initiated discussion of calendar distribution policy and the past practice of sending a calendar to all members. For now the ABC groups are mostly handled by bulk shipment in some instances. In the Australasian and British Regions it is done by individual order. Board members agreed that it should not be considered a member benefit.
- 17) Board members discussed clinics and sales policy. Some clinicians have offered to sell their products during clinics even though this is precluded by convention policy. It was agreed by the members that the policy should be that items from clinics should go through the Company Store when available. If no Company Store is available, then clinicians can sell after clinics. MSTDM Jordan will draft new language.
- 18) President Brestel reported learning of situations where at least one Region has Division members who are not NMRA members. This could create insurance problems. President Brestel will send a letter to each Region requiring them to certify in writing that their Region and Division officials are NMRA members or risk not getting insurance coverage at their events.
- 19) Presentations were made to the Board by representatives from Indianapolis, Indiana and Grand Rapids, Michigan to host the NMRA 2012 National Convention and Train Show.
- 20) MBOD 072005 ALNAD Getz moved to accept the bid of Grand Rapids, Michigan to host the NMRA National Convention and Train Show in the period July 28 through August 12, 2012. Motion passed on voice vote.

DRAFT – Subject to the Approval of the Board of Directors

- 21) MBOD 072006 ALNAD Getz moved amendment of the Regulations, Article VIII, Section 4 to insert the sentence, “A Region or Division shall consist of all NMRA members within the geographic area established by the NMRA or Region as provided in these Regulations. The Region or Division shall have no fewer than three (3) officers (or more if required by law) and the Region or Division shall hold no fewer than one business meeting in a year. Said officer of the Region or Division shall be elected by the membership within the Region or Division.” Motion approved on voice vote.
- 22) MBOD 072007 ALNAD Getz moved amendment of the Executive Handbook, Section O to add Section O 6.1 Policy on Sanctioning of Events. Motion approved on voice vote. The text of the motion is included as an attachment to these minutes.
- 23) Members discussed the cost of *Scale Rails* to the ABC; issue to be further discussed.
- 24) MBOD 072008 CAND Kooning moved to authorize the Officers of the NMRA to enter into agreement with the ABC Group members for a Rail Pass Program for their countries similar to that offered in the United States. Motion passed on voice vote.
- 25) MBOD 072009 ALWWD Koester moved amendment of the Regulations, Article V, Section 6 to read:

“The ~~Development Department~~ **Fund Raising Department** shall consist of a Manager and of chairs of such various related committees as the Manager may deem necessary. The Department shall be responsible to support professional staff development and the for the coordination and execution of Association fund raising programs. [Deleted wording struck through.] Motion passed on voice vote.
- 26) MBOD 072010 ALWWD Koester moved that “the NMRA commission a graphic designer to explore various new logo designs for the Association to be presented at the Anaheim convention’s annual board meeting, approved during or prior to the Hartford convention’s annual board meeting, and unveiled at the 75th anniversary convention in Milwaukee. The logo should embrace the concept of interoperability and the NMRA’s critical standards work rather than represent a specific era or type of railroading. Its design should be clearly recognizable even when reduced to the size of a lapel pin.” Motion passed on voice vote.
- 27) MBOD 072011 ALWWD Koester moved the amendment of the Regulations, Article VI, Section 11 to read:

“11. The Membership Services and Promotion Department shall consist of a Manager and of such various related committees as the Manager may deem necessary. The Department shall be responsible for recruiting and retaining the membership of the Association and shall manage programs designed to provide direct benefit to the members, ~~as well as publish Data Sheets~~ and perform such other duties established by the Board of Directors.” [Deleted wording struck through.] Motion passed on voice vote.

DRAFT – Subject to the Approval of the Board of Directors

- 28) MBOD 072012 ALWWD Koester moved as a matter of policy “that the Board of Directors of the National Model Railroad Association (NMRA) hereby establishes the NMRA Legacy Society. Everyone who includes a financial contribution to NMRA in their estate plans, and who notifies NMRA accordingly, will be a member of this Society.” Motion passed on voice vote.
- 29) MBOD 072013 ALWWD Koester moved the establishment of the NMRA General Endowment Fund and the proposed language [text of motion is attached to these minutes]. Motion passed on voice vote.
- 30) MBOD 072014 RACD Ferguson moved to accept changes to Standards S-1.1, S1-2, S-1.3, S-3.2, S 3.3, S 4.2 and S-4.3. These changes do not alter the dimensional boundaries of the turnouts and wheels listed and therefore a vote of the membership is not required. [Text of the Standards are attached to these minutes.] Motion approved on voice vote.
- 31) MBOD 072015 ALNAD Getz moved that:
“That a Board Committee be established consisting of three (3) persons appointed by the Board, to wit: Ray deBlieck, EDD Kevin Feeney and PDD Peter Jensen, Chair, to critically examine the NMRA Convention/NTS model and at the earliest opportunity, report to the Board and Convention Committee on its findings, concerning recommended changes for each.
As a further measure – a survey be conducted of both NMRA members and non-members, using a professional service, if necessary, to determine why people attend or do not attend the National Convention/NTS to provide data to assist the committee/Board in its deliberations. Survey is to be managed as delimited by the Committee.
The Committee shall report to the Board at each meeting on its progress.”
Motion passed on voice vote.
- 32) MBOD 072016 RACD moved that the Region Rebate for Non-Actuarial Life Members be increased from the current rate of \$0.50 per year to \$2.00 per year effective with the budget commencing on January 1, 2008. Motion passed on voice vote.
- 33) President Brestel announced the appointment of ADD Nobby Clarke and WDD Miles Hale, MMR, to the Audit Committee, and of Immediate Past President John Roberts, MMR as chair, and ALWWD Tony Koester to the National Nominating Committee.
- 34) RBOD 072001 Board approved a Resolution of Appreciation to Hank Kraichley recognizing his many years of service to the NMRA on his retirement as Advertising Sales Chair.
- 35) RBOD 072002 Board approved a Resolution of Appreciation to Ray deBlieck recognizing his many years of service to the NMRA including his terms as Trustee and Director.
- 36) MSTDM Jordan listed future conventions for the Board.
Anaheim, CA 2008
New Haven, CT 2009

DRAFT – Subject to the Approval of the Board of Directors

Milwaukee, WI 2010
Sacramento, CA 2011
Grand Rapids, MI 2012

- 37) MBOD 072017 WDD Hale moved to put before the membership the issue of the need for members to approve new and revised Standards. This would be a ballot question to revise Article X, Section 7 B and EHB Section Q 2.1, Paragraph B. The motion was approved on voice vote with the language to be resolved for the election in 2008.
- 38) The Board went into executive session at 5:30 to discuss matters and reconvened in open session at 5:45 PM.
- 39) President Brestel announced that the 2008 Mid Year meeting of the Board would commence at 7:30 PM, Friday, January 17, 2008 at the Atlanta Airport hotel. That session will probably include a Board visit to Chattanooga NMRA Headquarters.
- 40) Meeting adjourned at 5:57 PM in honor of Ray deBlieck and Hank Kraichley.

Respectfully Submitted,

Robert V. Gangwish,
Secretary

Appendix A Abbreviations used in these Minutes
Appendix B MBOD 072013 General Endowment Fund
Appendix C MBOD 0720007 Sanctioning of Events policy

**APPENDIX A
ABBREVIATIONS USED IN THESE MINUTES**

ADD	Atlantic District Director
ADM	Administration Department Manager
ALNAD	At-Large North America Director
ALWWD	At-Large Worldwide Director
CAND	Canada Director
CDD	Central District Director
EDD	Eastern District Director
EDUCDM	Education Department Manager
FRDM	Fund Raising Department Manager
HCC	Honors Committee Chair
HDMCC	Howell Day Museum Committee Chair
HLM	Honorary Life Member
MAPDM	Marketing, Advertising & Promotions Department Manager
MSPDM	Membership Services & Promotion Department Manager
MSTDM	Meetings & Trade Shows Department Manager
PDD	Pacific District Director
PDM	Publications Department Manager
RACD	Regional Advisory Council Director
SCDM	Standards & Conformance Department Director
WDD	Western District Director

APPENDIX B

Meeting Minutes Motion #MBOT 072013

Proposal: NMRA General Endowment Fund

Establishment

The Board of Directors of the National Model Railroad Association (NMRA) hereby establishes the NMRA General Endowment Fund (the “Fund”) in perpetuity to provide an ongoing source of support for NMRA activities. The Fund will be administered as a “permanently restricted fund”.

Fund Operations

Day to day operations of the Fund shall be under the direction of the NMRA Treasurer.

Investment Committee

Overall direction of the financial management of the Fund will be provided by the NMRA Investment Committee appointed by the President. “Overall direction” will include determination of type of investments (asset allocation), and of distributions from the Fund (“net assets released”). At least annually, this Committee will report to the NMRA Board of Directors on Fund operations, including:

- Contributions received.
- Fund investments.
- Earnings.
- Value at the end of the three preceding fiscal years.
- Distributions from the fund (“net assets released”).

Investment Policy

As directed by the Investment Committee, the Fund will invest in appropriate investment instruments. One of several possible examples would be low cost index-type mutual funds operated by large, well-established firms such as Vanguard, T. Rowe Price, and Fidelity. In the interest of good stewardship, the Fund will not invest in:

- Individual stocks and bonds
- Derivatives
- Commodities
- Real Estate

Fund investments will be identifiable as such, and will not be co-mingled with other NMRA investments.

Alternative Investment Policy

The Investment Committee may choose to contract with a “community fund” for active management of the General Endowment Fund investments.

DRAFT – Subject to the Approval of the Board of Directors

Distributions (“Net Assets Released”)

As each year proceeds, earnings from investments will be reinvested. At the end of each fiscal year, the market value of the Fund will be determined by the Treasurer. For the first three years, distributions from the Fund will be determined by the Investment Committee, and will be no more than five percent (5%) of the year-end market value of the fund. After three years, distributions from the Fund will be determined by the Investment Committee and will be no more than five percent (5%) of the average year-end market value for the previous three years. These distributions will be transferred from the Fund and made available for use by the NMRA.

Acceptance of Contributions

Contributions may be received via many possible routes, including but not limited to: bequests, life insurance proceeds, distributions from IRA’s and 401 (k)’s, memorial contributions, and designations of annual appeal contributions.

It is expected that most contributions to the Fund will be in the form of cash or marketable securities. These contributions will be invested when received as directed by the Investment Endowment Committee. Similarly, donated securities will be sold and the proceeds invested. In either case, no special approvals will be needed.

Acceptance of other types of contributions to the Fund (real estate, model collections, etc.) must be approved by the NMRA Board of Directors.

Monetary contributions offered to the Fund with conditions beyond those described above must be approved by the NMRA Board of Directors. (In some cases, especially where significant funds are involved, it may be appropriate to establish a separate endowment fund to accommodate the needs of the organization and the specific desires of the donor.)

APPENDIX C

Meeting Minutes Motion #MBOD 072007

Motion for EHB Section O creating O 6.1

That Section O 6.1 Sanctioning events policy is established with the following language:

1. The NMRA or any of its regions or divisions may sanction and agree to operate jointly an event with a non-NMRA entity provided the event furthers the goals and purposes of the NMRA, region, or division. Said event may qualify for insurance coverage provided the event is truly a cooperative event, in which the NMRA, region, or division participates. Factors to consider in determining whether an event is a joint event include, but are not limited to, participation by the NMRA, region, or division in planning, executing, sharing in the financial risk or surplus of the event (presuming the event has as one of its goals making a profit), whether the name of the NMRA, region, or division is prominently included in advertising and signage, and to what extent the event further encourages those attending to become a member of the NMRA.
2. Any NMRA member, who is sponsoring or has a financial stake in an event separate and apart from his membership and participation in any NMRA entity, shall be excluded from the decision of the NMRA entity about whether to enter into the cooperative event.
3. The NMRA SIG Chairman will provide approved forms in either print or electronic versions for requesting sanctioning of such events, and will receive copy of approved forms from National, regional and divisional levels.
4. If sanction is requested of the National level in the NMRA, the completed form shall be sent to the Vice President for consideration. If sanctioning is requested of regional or divisional level, the form shall be sent to the appropriate official of the region or division.