

National Model Railroad Association  
2013 Annual Board of Directors Meeting  
July 13-14, 2013  
Renaissance Waverly Hotel, Atlanta, GA  
Minutes

- 1) President Charlie Getz, HLM, called the meeting to order at 0900 13 July 2013.
- 2) President Charlie Getz, HLM, asked that all Directors, Officers, Department Managers, and Observers introduce themselves.
- 3) President Charlie Getz, HLM, welcomed the BOD. He reported that the BOD held a caucus on the evening of 12 July 2013.
- 4) There were no proxies.
- 5) The roll was called and all Directors, Officers, and Department Managers were present with the exception of VP Special Projects Gerry Leone, MMR, and NMRA Canada President Clark Kooning, MMR. There were numerous members in attendance from the SER, MWR, MER, SSR, and PCR.
- 6) There has been no new correspondence since the last BOD Meeting. During the Friday night BOD Caucus, the BOD discussed a procedure for handling and archiving electronic correspondence received from the membership. This procedure is still being discussed and will be implemented when finalized.
- 7) The Consent Agenda was amended as shown below:
  - a. ALWWD Mike Brestel introduced Don Phillips who will be taking over as Publications Department manager.
  - b. Finance Department Manager Alan Anderson reported that the Ebay program is going well with eight sellers donating proceeds. He is still working on the Daly Grant. He was unsuccessful with obtaining monies through the Amherst Grant and with getting the NMRA listed as a donation option for the Combined Federal Campaign.
  - c. RACD Stephen Priest, MMR, reported that a number of NMRANet developer kits have been shipped.
  - d. Secretary John Stevens reported on a recent incident where someone tried to gain access to the membership list through "spoofing" but was rebuffed by the HQ Staff.
  - e. Administration Director Jenny Hendricks gave a brief update on the progress of a Donations Link on the National Website.
- 8) **MBOD13071301** Motion by WDD Jack Hamilton, MMR, that the Consent Agenda be accepted as amended. Second by EDD Joe Gelmini, MMR. Motion passed by voice vote.
- 9) **MBOD13071302** Motion by PDD Mike Bartlett that the Ballot Committee Report be accepted as presented. Second by CDD Pete Magoun, MMR. Motion passed by voice vote.
- 10) **MBOD13071303** Motion by CAND Fred Headon, MMR, that the Ballots be destroyed. Second by WDD Jack Hamilton, MMR. Motion passed by voice vote.
- 11) CFO Frank Koch gave a report on the recent audit to include some of the issues an auditor is looking for and how he is complying with those issues.

- 12) **MBOD13071304** Motion by WDD Jack Hamilton, MMR, Audit Committee Chair, to accept the Audit Report as presented. Second by EDD Joe Gelmini, MMR. Motion passed by voice vote.
- 13) CFO Frank Koch presented some adjustments to the budget based on reduced costs of the website update and the formation of the Marketing Department.
- 14) **MBOD13071305** Motion by ALWWD Mike Brestel to accept the budget adjustments as presented. Second by ADD Kathy Millatt. Motion passed by voice vote.
- 15) SER Piedmont Division member Peter Youngblood, MMR, gave a report on the issues that the Peachtree Express Convention Committee is having with the new Clinic Videotape Policy. He asked that the BOD revisit the policy. It was decided that a Clinic Videotape Policy Committee would be formed to include Jenny Hendricks, Bob Amsler, Peter Youngblood, Stephen Priest, Page Martin, Gerry Leone, Bruce DeYoung and Ray deBlieck. They are tasked with revisiting the policy and reporting back to the BOD at the midyear BOD Meeting.
- 16) President Charlie Getz, HLM, reported on the progress of the Executive Handbook (EHB) Review Committee. He reported that the EHB will be split into two sections. The first being the “corporate” issues of an international non-profit organization. The second section will be a “How-To-Manual” which will cover Policies and Procedure that will be used by the officers and department heads to provide services to the membership. Once he has finished that process, the EHB Review Committee will be convened as per Grand Rapids MBOD12072808.
- 17) Meeting recessed at 1010.
- 18) Meeting reconvened at 1033.
- 19) Howell Day Museum Chairman Allen Pollock, HLM/DSA, reported that \$564,000 has been pledged towards the goal of raising \$750,000 to support “The Magic of Scale Model Railroading” exhibit at the California State Railroad Museum. Enough money has been secured so that the project can move forward. The BOD has granted approval for the HDM Committee to solicit and consider bids to commence construction of the project. The BOD has also authorized the HDM committee to accept a proper bid and to enter into a construction contract. The BOD has placed restrictions on the process such that the HDM Committee can not contract the work in excess of the funds available and that no NMRA funds, other than dedicated HDM funds, will be used in the construction of the project. They hope to have the project completed sometime in the fall of 2014. There is a brochure available about the project on the National website.
- 20) Marketing Department Chairman Page Martin led a discussion on his marketing program since the Grand Rapids Meeting.
  - a. New RailPass brochures have been printed.
  - b. Constant Contact is working well, although there are still some issues which have precluded him from offering the service to the regions.
  - c. There have been some communications issues with the Member Discount program which they are slowly working through.
  - d. All his other marketing programs are in place and producing positive results.
- 21) The BOD went into Executive Session at 1100. Anyone who was not a BOD member, Officer, or Corporate Legal Counsel was directed to leave the meeting room.

- 22)The BOD came out of Executive Session at 1200.
- 23)Meeting recessed at 1200.
- 24)Meeting reconvened at 1300.
- 25) Bob Blake, Training & Education Department Program Committee member, gave a report on the recent activities of the committee. The Michiana Division held a convention in April and used the techniques developed by the committee. Some changes were made to the program based on that convention and the updated techniques were used at the recent MWR Convention held in Indianapolis, IN. They are planning on having a Train the Trainer program on Nov 16. There was some discussion for a name of the program and the name EduTrain proved to be very popular. Corporate Legal Counsel Bob Amsler immediately went to work to secure that name and was able to copyright EduTrain and EduTraining prior to the end of the presentation.
- 26) Meeting recessed at 1355.
- 27) Meeting reconvened at 1405.
- 28) Honors Committee Chairman Allen Pollock, HLM/DSA, asked that if anyone knows of anyone that is deserving of any of the NMRA Honors, that they should contact him with their name, award they believe they are eligible for, and justification for awarding them it to them.
- 29) Dan Cioffi, Treasurer of the SSR, gave an excellent presentation for his region's proposal to hold the 2017 NMRA Convention in Orlando, FL in mid July 2017. After the presentation, all visitors and the presenters were asked to leave the meeting while the proposal was discussed.
- MOTION 13071306** Motion by WDD Jack Hamilton, MMR, to award the 2017 NMRA Convention and Train Show to the Sunshine Region to be held in Orlando, FL subject to negotiations. Seconded by CAND Fred Headon, MMR. Motion passed on voice vote (8-1).
- All visitors and the presenters were invited back into the meeting room where the members of the Sunshine Region were commended for their presentation and told that their proposal had been accepted.
- 30) Meeting recessed at 1520.
- 31) Meeting reconvened at 1530.
- 32) President Charlie Getz led a discussion on the Website Profile to be posted on the website. It will be only for Officers and Directors. It will include a photo and a short biography.
- 33) President Charlie Getz led a discussion of the usage of the membership list. The usage will only include Contiguous US members. It will only include name and address. A report will be made to the BOD at every BOD Meeting about activity.
- 34) **MBOD13071307** Motion made by WDD Jack Hamilton, MMR that as a matter of policy the Executive Committee has the authority to respond positively to selected inquiries for access to the NMRA Membership List. Second by RACD Stephen Priest, MMR. Motion passed on voice vote.

- 35) President Charlie Getz reported that the eBulletin program is up and running and has been very successful. It is currently being posted on a quarterly basis but that frequency will increase in the future.
- 36) President Charlie Getz reported on vertical integration of the regions and divisions. A recent ruling by the IRS states that there is one organization and that all the parts fall under the parent allowing all regions and divisions to be 501(3). They won't have to incorporate in each state to gain that status because they are already part of the parent organization. More to follow on how this process will be handled.
- 37) IT Department Chairman Ben Sevier led a discussion on the IT consolidation.
- a. The website is currently hosted on a private server that is using outdated hardware and software. The webteam looked at 11 proposals to host our website. They received 5 bids, 3 of which they found acceptable.
  - b. The team chose a vendor in Raleigh Durham, NC. They will provide the following services:
    - They will move the content of the current website.
    - The website will receive updated graphics.
    - There will be an interface allowing access from smart phones and other mobile devices.
    - They will provide an email server that will replace the current alias system used by the Leadership Team and will provide individual mailboxes for all BOD Members, Officers, and Department Managers.
    - They will also provide spam and anti-virus protection.
    - There will be training period for using the new website. At some point, the Leadership Team will be given access to update parts of the website designated as their area of responsibility.
- 38) Meeting recessed at 1658.
- 39) Meeting reconvened at 0900 July 14, 2013
- 40) Nominating Committee Chairman Clark Kooning, MMR, presented his Nominating Committee Report. After talking to many members about running for the position of Central District Director, the only candidate he has found is the incumbent Pete Magoun, MMR. Normally, the deadline for final submission of his report is the Annual BOD Meeting, but he asked for an extension.
- 41) **MBOD13071308** Motion by ALWWD Mike Brestel that the deadline for the final Nominating Committee Report for the 2014 elections be extended for all positions except for RAC Director, to August 15, 2013. Seconded by WDD Jack Hamilton, MMR. Motion passed on voice vote.
- 42) A discussion was held on the voting procedures outside the contiguous US. It was determined that the International Committee, President, CFO, Secretary and the Administration Department Manager would meet to develop a new procedure.
- 43) President Charlie Getz reported that the process of developing the Marketing Department is still ongoing but has shown a need for someone to be responsible for membership retention and recruitment. The President currently has Mike Brestel as

Special Assistant to the President, Bob Amsler as Director of Conventions & Trade Shows, and Tom Draper as Director of Support Services. He has decided to appoint Bob Ferguson to the position of Director of Membership Retention and Recruitment. All four of these positions report directly to the President.

- 44) President Charlie Getz reported that there have been many instances where Directors or Officers have been invited to present clinics or be the featured speaker at Region or Division functions. He reiterated that the policy for any Region or Division wishing to have any Director or Officer to have a significant role at their function is that they should be willing to cover basic expenses such as basic transportation, function registration, and hotel costs. This policy does not apply to functions within the Director or Officers home region.
- 45) Meeting recesses at 1010.
- 46) Meeting reconvened at 1030.
- 47) **MBOD13071309** (Attachment B) Motion by CDD Pete Magoun, MMR, to adjust border between MWR and NCR. Seconded by WDD Jack Hamilton, MMR. Motion passed on voice vote.
- 48) **MBOD13071310** (Attachment C). Motion by WDD Jack Hamilton, MMR, to reaffirm NMRA Contest policy for "Best in Show/Gold Award". Seconded by CAND Fred Headon, MMR. Motion passed by vote 8-0-0 (EDD Joe Gelimini, MMR, had left the room to deal with Convention business).
- 49) **MBOD13071311** (Attachment D) Motion by WDD Jack Hamilton, MMR, as amended to reaffirm the Master Model Railroader (MMR) policy and that although MMR's are encouraged to continue to participate in the Achievement Program, there is no higher level of accomplishment in the program than Master Model Railroader. Seconded by ALWWD Mike Brestel. Motion passed by vote 9-0-0.
- 50) **MBOD13071312** (Attachment E) Motion by WDD Jack Hamilton, MMR, to amend EHB section A.8.1 regarding Region boundary revisions. Seconded by RACD Stephen Priest, MMR.
- 51) **MBOD13071313** Motion made by WDD Jack Hamilton, MMR, to table MBOD13071312 and forward to the EHB update committee. Seconded by CDD Pete Magoun, MMR. Motion passed on voice vote.
- 52) **MBOD13071314** (Attachment F) Motion by WDD Jack Hamilton, MMR, to institute term limits. Seconded by ALNAD Mike Yurtec. A lengthy discussion ensued.
- 53) **MBOD13071315** Motion by RACD Stephen priest, MMR to table MBOD13071314. Seconded by ALWWD Mike Brestel. Motion passed by vote 8-1-0.
- 54) **MBOD13071316** (Attachment G) Motion by WDD Jack Hamilton, MMR, to setup a Clinic DVD Policy. Seconded by PDD Mike Bartlett. A discussion was held. The second was withdrawn. As there was no second, the motion was withdrawn.
- 55) **MBOD13071317** (Attachment H) Motion by CAND Fred Headon, MMR to amend EHB Section A 10.1. Seconded by WDD Jack Hamilton, MMR. A discussion was held. The second was withdrawn. As there was no second, the motion was withdrawn to be deferred to the EHB Update Committee.
- 56) **MBOD13071318** (Attachment I) Motion by WDD Jack Hamilton, MMR, to accept the Whistleblower Protection Policy as presented. Seconded by CDD Pete Magoun, MMR. Motion passed by voice vote.

- 57) **MBOD13071319** (Attachment J) Correspondence File Motion withdrawn by WDD Jack Hamilton, MMR.
- 58) Meeting recessed at 1135.
- 59) Meeting reconvened at 1145.
- 60) WDD Jack Hamilton, MMR, led a discussion on the year long process to develop a Strategic Plan. The process included gathering information from regions and divisions. The Plan incorporates a Mission Statement, the process for integrating the Corporation vertically, and a process for training the future leaders of the organization.
- 61) **MBOD13071320** (Attachment K) Motion by WDD Jack Hamilton, MMR, to accept Strategic Plan NMRA 2018. There was no second.
- 62) A discussion was held about the Plan. The overriding sense was that on the surface it seems to be a good plan. The issue was the fact that it was submitted to the BOD very near the meeting time. The BOD Members felt that they needed more time to review the Plan and submit any suggestions prior to acceptance. The Motion was withdrawn.
- 63) **MBOD13071321** Motion made by WDD Jack Hamilton, MMR, that the BOD review and comment on Strategic Plan NMRA 2018 and make all the necessary changes prior to the Mid-year BOD Meeting and that an extra day will be added to that meeting for the BOD, Executive Committee, and all Department Managers to review the plan and understand their part in implementing the plan. Seconded by CAND Fred Headon, MMR.. Motion passed on voice vote.
- 64) **RBOD13071301** Board approved a Resolution in recognition of the service of Education Department Manager John Lowrance.
- 65) The Peachtree Express Convention Committee was thanked for their work in putting together the NMRA 2013 Convention.
- 66) Motion to adjourn in memory of NMRA Past President and Eastern District Director John Roberts, HLM/MMR (MER), and AAR member Geoff Nott. Moved by WDD Jack Hamilton, MMR. Seconded by EDD Joe Gelmini, MMR. Motion passed by voice vote.
- 67) Meeting adjourned at 1245.

Respectfully Submitted  
John Gardner Stevens, III  
Secretary

## Attachments

- A Abbreviations used in these Minutes
- B Text of **MBOD13071309** MWR/NCR Border Adjustment
- C Text of **MBOD13071310** Contest Motion
- D Text of **MBOD13071311** MMR Motion
- E Text of **MBOD13071312** EHB Sec A.8 Motion
- F Text of **MBOD13071314** Term Limits Motion
- G Text of **MBOD13071316** Clinic DVD Motion
- H Text of **MBOD13071317** Director Qualification Motion
- I Text of **MBOD13071318** Whistle Blower Policy
- J Text of **MBOD13071319** Correspondence File Motion
- K Text of **MBOD13071320** Strategic Plan NMRA 2018
- L Text of **RBOD13071301** Resolution Honoring Education Department Manager  
John Lowrance, MMR

## ATTACHMENT A

### ABBREVIATIONS USED IN THESE MINUTES

ADD	Atlantic District Director
ADM	Administration Department Manager/Chief Administrative Officer
ALNAD	At-Large North America Director
ALWWD	At-Large Worldwide Director
ASST SECY	Assistant Secretary
CAND	Canada Director
CDD	Central District Director
CFO	Chief Financial Officer
COMMD	NMRA Communications Director
COUNSEL	NMRA Legal Counsel
DSA	Distinguished Service Award
EDD	Eastern District Director
EDUCDM	Education Department Manager
FA	Fellow Award
FRDM	Fund Raising Department Manager
HCC	Honors Committee Chair
HDMCC	Howell Day Museum Committee Chair
HLM	Honorary Life Member
ITDM	Information Technology Department Manager
KMLM	Kalmbach Memorial Library Manager
MAPDM	Marketing, Advertising & Promotions Department Manager
MMR	Master Model Railroader
MSPDM	Membership Services & Promotion Department Manager
MSTDM	Meetings & Trade Shows Department Manager
PDD	Pacific District Director
PDM	Publications Department Manager
PREZ	President
RACD	Regional Advisory Council Director
SECY	Secretary
SCDM	Standards & Conformance Department Manager
VP-ADMIN	Vice President - Administration
VP-SPEC PROJ	Vice President – Special Projects
WDD	Western District Director

## Attachment B

### Motion Moving Cass County, Michigan from the North Central Region to the Midwest Region

Agenda Motion # **01**\_\_\_\_\_

Meeting Minutes Motion # **MBOD13071309**\_\_\_\_\_

Motion for EHB Section A, Article VIII, Paragraphs 7F and 7H

The Central District Director moves a change in Region Boundaries to transfer Cass County, Michigan from the North Central Region to the Midwest Region.

**RATIONALE:** All members living in Cass County, Michigan have petitioned in writing to move from the North Central Region to the Midwest Region, and to join the Michiana Division of the MWR. The petition has been received and approved by the Boards of Directors of the North Central Region and the Midwest Region.

**ACTION: Passed**

## Attachment C

Agenda Motion # **02**\_\_\_\_\_

Meeting Minutes Motion # **MBOD13071310**\_\_\_\_\_

Motion for Regulations Article \_\_\_\_\_ Paragraph \_\_\_\_\_

Motion for EHB Section \_\_\_\_\_ Paragraph \_\_\_\_\_

Motion for Policy XXX\_\_\_\_\_

The \_\_Western District Director moves...

The existing NMRA Contest policy for the selection and award of the “Best in Show”/ Gold Award be reaffirmed and made consistent for all NMRA sponsored contests. That policy is that, on completion of judging all contest entries, the Chief Judge and the judging team select from all entries that entry consider to display the highest level of skill and craftsmanship and that entry be identified as “Best in Show” and be awarded the NMRA Gold Award for that contest. Only after the “Best in Show” entry has been selected and approved are all remaining entries ranked in their appropriate categories. The “Best in Show” entry, having been selected as exceptional amongst all other entries is not considered in the individual category rankings.

### **Current version:**

Not applicable

### **Revised Version:**

Not applicable

### **Rationale:**

This procedure is considered consistent with the spirit and intent of NMRA Contests and is applicable at all levels. The policy has been the subject of member correspondence and some significant member objection appears to exist. There is no record of any contest entrant who has been selected for “Best in Show”/ Gold Award objecting to not also receiving recognition as “First Place” in the category in which the entry was originally made.

This statement of policy reaffirms a current practice, extends the practice to all NMRA Contests, and resolves a misunderstanding. The formal statement of the policy may also facilitate the increased interest and participation in NMRA Contests at all levels.

**Action: Passed**

## Attachment D

MMR Motion Rev 1

Agenda Motion # **03**\_\_\_\_\_

Meeting Minutes Motion # **MBOD13071311**\_\_\_\_\_

Motion for Regulations Article \_\_\_\_\_ Paragraph \_\_\_\_\_

Motion for EHB Section \_\_\_\_\_ Paragraph \_\_\_\_\_

Motion for Policy XXX\_\_\_\_\_

The \_\_Western District Director moves...

Master Model Railroader (MMR) is the highest earned skill award offered by NMRA for demonstrated superior skill and craftsmanship in model railroading. There is no recognition or award superior to MMR. Individual MMRs are encouraged to complete work for and earn certificates beyond those necessary to achieve MMR status to expand their personal skills and knowledge. As a matter of policy, the NMRA offers no award or recognition for completion of additional certificates beyond those necessary to earn MMR.

### **Current version:**

Not Applicable

### **Revised Version:**

Not applicable

### **Rationale:**

The policy is consistent with the understanding exercised by the NMRA Achievement Program. Some Regions and/or Division have taken it upon themselves to create a “super MMR” award and recognition. Such an award is not consistent with existing procedures and the proposed policy statement clarifies the issues.

This proposed policy statement is a direct result of extensive communications and discussion on an unofficial communications link that permits and fosters discussion of NMRA policies and procedures.

**Action: Passed**

## Attachment E

Agenda Motion # 04

Meeting Minutes Motion # **MBOD13071312**

Motion for Regulations Article A Paragraph 8.1.a

Motion for EHB Section      Paragraph     

Motion for Policy   

The Western District Director on behalf of Tom Wortmann, Life member

Past President, and Current Director, Garden State Division, NER

moves... EHB section A.8.1.a regarding Region boundary revisions be revised

to read as follows:

A. "Two thirds of the regional voting members residing within an area definable rounded off to the nearest whole number, using the criteria in article viii - 7 above and adjoining another region must sign a petition to change their region affiliation to the adjoining region and submit said petition to the governing bodies of both regions involved.

### **Current version:**

A. Two-thirds of the Region members residing within an area definable using the criteria in Article VIII – 7 above and adjoining another Region must sign a petition to change their Region affiliation to the adjoining Region and submit said petition to the governing bodies of both Regions involved.

### **Revised Version:**

A. "Two thirds of the regional voting members residing within an area definable rounded off to the nearest whole number, using the criteria in article viii - 7 above and adjoining another region must sign a petition to change their region affiliation to the adjoining region and submit said petition to the governing bodies of both regions involved.

## **Rationale:**

We all admit we are an aging hobby. And we will all admit that we have life members that we have not heard from in many years. Two in particular in the Garden State Division live on Staten island and have left the hobby altogether by their own admission, in one case implied. Yet these members still receive the NMRA Magazine, still would get any ballots and petitions because they are carried on our rolls. These members will not vote in elections, toss their NMRA Magazine away and if they were given a ballot for a regional move, they would still not vote and therefore in theory could prevent the rest of their fellow members (who took the time to vote) from obtaining what they requested, a regional move.

When I confronted one about the move of the Staten Island NY from the STD back to the GSD, I had to sit down with him, in his living room and beg for his vote, which he was kind enough to give me, yet another gent would not even answer his door but shouted through his door to "drop dead NMRA". Are we to be ruled by members who do not care? I hope not.

In the recent move of Hunterdon County from the MER to the NER, one member was away on a long term vacation out of the country and did not vote. The county had 11 members at the time and the returned ballots gave us a 7 to 3 vote in favor of the move and yet the executive board required us to get 7.333 votes for the move to be approved. Email after email was fruitless, the BOD would not budge. Were we to cut up a member with a chain saw to get a 0.33 member? Of course not but after mailing after mailing as we did not have working phone number we finally had to keep sending someone to his door and in time we were finally able to contact this gentleman to vote and his vote was our favor but should this continue? What if this man had also refused to open his door? What if he were away even longer, moved with no record of his new location or unconscious in a nursing home? Should the fate of an entire county rest upon such individuals? I think not.

Of course every effort should be made to inform every member of the ballot and if questioned one could request proof of such a mailing or door to door canvassing but the fact remains, not all the members we have today will or want to vote. I feel the rounding off the number is only common sense and the voting members means to me those that care. If you care which region you are assigned to, you will vote. If not, then you may not but if a change comes, you have no one to blame but yourself should you not agree. The same goes with the election of National officers. How many members actually vote? How many actually cares who runs the organization? I think most are just happy that someone has stepped up to run.

Back in 2000, the members of Monmouth County voted to move from the Garden State Division (which was just getting reactivated at the time) to the New Jersey Division. This move meant a change in home region as well. When the vote was ratified by both regions we in the newly re-active GSD noted that it was a vote of voters and not members and when I questioned that of both regions I was told simply that “Those who cared voted and those who did not vote, did not care.” And to be honest with you, that made perfect sense to me.

The rules that govern our organization need to keep up with the times and the membership. Too many leave our groups thinking that the national officers are out of touch with the membership and don't see what is going on at the member's level. I hope this suggestion to the handbook wording will change some of that thinking.

**Action: Tabled**

## Attachment F

WDD Submission Revision 2

Agenda Motion # **06**\_\_\_\_\_

Meeting Minutes Motion # **MBOD13071314**\_\_\_\_\_

Motion for Regulations Article A.3.1Paragraph 21\_

Motion for EHB Section \_\_\_\_\_.\_\_\_\_ Paragraph \_\_\_\_\_

Motion for Policy \_

The \_\_Western District Director moves...

No individual member may serve for more than a cumulative twelve years as an elected or appointed Officer or Director of the corporation. Service (elected or appointed on or after July 1 2000 shall apply to this policy. Any individual serving in an elected or appointed position who would be in violation of the cumulative service limitation as of the date of the approval of this policy shall be allowed to complete the current term of service but shall not be eligible for further nomination, election, or appointment. This policy supersedes the term limits policy for service as a Director.

In recognition of the corporate history and current knowledge of Association operations, an honorary position of Past President, serving as an advisor to the incumbent President is established. This position is not a Board position and does not include the travel and reimbursement provisions extended to specified leadership positions. The position may be filled by the immediate past President, at his/her discretion, and extends for a period of one term. If the incumbent President is reelected to a second or subsequent term, the past President position will be vacant during those terms of service.

No individual, having served as President NMRA either by election or appointment, may be nominated for election or serve thereafter as a Director of the corporation.

### **Current version:**

21. The term of office of a Director shall be for three (3) years.
- A. Directors cannot be elected to more than two consecutive terms.

B. Nothing prohibits Directors from running for an additional two terms after leaving office for at least one term.

C. The terms of office shall be staggered so that the terms of three Directors expire each year.

D. The term limits shall apply at the beginning of a Director's first elected three-year term.

**Revised Version:...**

Refer to the motion and make corrections and revision to A.3.1 as appropriate.

**Rationale:**

The issue of “recycling” a limited number of members through national leadership positions continues to be a matter of concern and comment to the membership in general. The issue is not that any certain individual is not worthy of service or that they are not performing satisfactorily but rather that the same names continue to appear on the “masthead”. The concerns raised by membership fall in two general categories; (1) Because of recycling there is not real opportunity for upward mobility in the Association, and (2) the continuation of the same old faces at the top limits the ability of the Association to consider new ideas or to move forward. While these may be perceptions the only way to resolve the concern is to self limit the period that any of us may serve in national leadership.

A primary consideration in the proposed Strategic Plan as well as the proposal for vertical integration of NMRA is incorporating greater opportunity for leadership roles among the membership. Certainly, a major contributor to that effort must be a specific limitation on the number of years any one member may hold elected office at the national level. Of equal concern must be the “recycling” of individuals through offices.

In the past there has been concern raised that we could not find or there were not available members who had the qualities and qualifications to properly execute the duties of our elected official. A recent survey of a limited group of members clearly indicates that there is no lack of individuals fully qualified to serve as either Director or to fill an “officer” position. Simply looking back over the history of NMRA would lead a reasonable person to conclude that able leadership has always been available. We have a responsibility as an Association to train members for service and then support their election.

Experience in the not-for-profit sector indicates that Boards that do not change and which retain officers and directors for extended periods become stagnant, fail to meet the challenges effectively, and slowly degrade the overall effectiveness of the organization. NMRA will be better served by Directors and Officers who are closer in time to the decision to join than those of us who are more interested in the estate planning aspects of membership services and who a]have “Been There, Done That, Got the T-shirt”.

**Action: Tabled**

## Attachment G

Agenda Motion # 07

Meeting Minutes Motion # MBOD13071316

Motion for Regulations Article \_\_\_\_\_ Paragraph \_\_\_\_\_

Motion for EHB Section \_\_\_\_\_ Paragraph \_\_\_\_\_

Motion for Policy XXX

The    Western District Director moves...

That, as a matter of policy, the distribution of NMRA video-recorded clinics and presentations be subject to a more direct distribution, presenting greater benefit to our members

1. That a master copy of each video recording (DVD) of NMRA clinics in possession of NMRA will be maintained at Kalmbach Memorial Library.

2. That a copy of each clinic recording (DVD) be distributed to each NMRA Region at no cost to the region and that the Region serve as the distribution point for use of the recorded clinics at the region and division level.

### **Current version:**

Not applicable

### **Revised Version:**

Not applicable

### **Rationale:**

Because NMRA has a primary purpose of education and because the file of recorded (DVD) clinics is a major part of that education program, NMRA members benefit best when the materials are more readily available. In addition, location of the materials at the Region level will facilitate use by divisions to enhance their educational programs. There are currently 50 or more DVD that would prove invaluable to divisions planning their meetings and events if those materials were more directly accessible to the division.

There is no clear reason to restrict complete control and maintenance of the materials to Kalmbach library.

### **Action: Withdrawn**

## Attachment H

Agenda Motion # 08 \_\_\_\_\_ (FOR BOD meeting, July 12-14, 2013, Atlanta, GA)

Meeting Minutes Motion # **MBOD13071317**

Motion for Regulations Article   X   Paragraph \_\_\_\_\_

Motion for EHB Section \_\_\_\_\_ Paragraph \_\_\_\_\_

Motion for Policy \_\_\_\_\_

The    Canadian    District Director Moves:

that the NMRA Regulations, Section A 10.1, Article X – Nominations, Ballots, and Nominations, item 6 (page2) be amended .

item 2 be deleted from the current text:

“For the North American districts (Western, Central, Eastern) candidates in addition must

1. Reside within the district from which they are nominated.
2. Hold or otherwise be qualified for the AP certificate as Association Volunteer or Association Official.

### **Rational:**

There should be a singular, consistent set of qualifications for the position of a Director. The current statement may restrict members of the NMRA from participating in their Association. No member should be constrained from pursuing the position of Director.

### **Follow up question:**

The NMRA Regulations state on Page 3 of Article X, Section A, 10 that

“Notwithstanding any other provisions in these Regulations, a two-thirds majority of the membership votes cast on a question shall be required to change or to adopt or to amend the following Regulations:

...

E. Article X, Section 10.

...

The question: Should this amendment be passed by the Board, when will it appear on a ballot?

**Action: Withdrawn**

## Attachment I

Agenda Motion # 09

Meeting Minutes Motion # **MBOD13071318**

Motion for Regulations Article \_\_\_\_ Paragraph \_\_\_\_

Motion for EHB Section \_\_\_\_ Paragraph \_\_\_\_

Motion for Policy \_\_\_\_\_

The Western District Director Moves that the following Whistleblower Protection Policy be adapted.

### Whistle Blower Protection Policy

A. Application. This Whistleblower Protection Policy applies to all of the NMRA's staff, whether full-time, part-time, or temporary employees, to all volunteers, to all who provide contract services, and to all officers and directors, each of whom shall be entitled to protection.

B. Reporting Credible Information. A protected person shall be encouraged to report information relating to illegal practices or violations of policies of the NMRA (a "Violation") that such person in good faith has reasonable cause to believe is credible. Information shall be reported to the General Counsel (the "Compliance Officer"), unless the report relates to the Compliance Officer, in which case the report shall be made to the President utilizing the same procedure as set forth below substituting President for General Counsel.

Anyone reporting a Violation must act in good faith, and have reasonable grounds for believing that the information shared in the report indicates a Violation has occurred.

C. Investigating Information. The Compliance Officer shall promptly investigate each such report and prepare a written report to the Board of Directors. In connection with each such investigation all persons entitled to protection shall provide the Compliance Officer with credible information. All actions of the Compliance Officer in receiving and investigating the report and additional information shall endeavor to protect the confidentiality of all persons entitled to protection.

### D. Confidentiality

The Organization encourages anyone reporting a Violation to identify himself or herself when making a report in order to facilitate the investigation of the Violation. However, reports may be submitted anonymously by forwarding a letter by mail to the General Counsel. Reports of Violations or suspected Violations will be kept confidential to the extent possible, with the understanding that confidentiality may not be maintained where identification is required by law or in order to enable the NMRA or law enforcement to conduct an adequate investigation.

E. Protection from Retaliation. No person entitled to protection shall be subjected to retaliation, intimidation, harassment, or other adverse action for reporting information in accordance with this Policy. Any person entitled to protection who believes that he or she is the subject of any form of retaliation for such participation should immediately report the same as a violation of and in accordance with this policy.

Any individual within the NMRA who retaliates against another individual who has reported a Violation in good faith or who, in good faith, has cooperated in the investigation of a Violation is subject to discipline, including termination of employment or volunteer status.

F. Dissemination and Implementation of Policy. This Policy shall be disseminated in writing to all affected constituencies. The NMRA shall adopt procedures for implementation of this Policy, which may include:

- (1) documenting reported Violations;
- (2) keeping the Board of Directors informed of the progress of the investigation;
- (3) interviewing employees;
- (4) requesting and reviewing relevant documents and/or requesting that an auditor investigate the complaint; and
- (5) preparing a written record of the reported violation and its disposition, to be retained for a specific period of time.

The procedures for implementation of the Policy shall include a process for communicating with a complainant about the status of the complaint, to the extent that the complainant's identity is disclosed, and to the extent consistent with any privacy or confidentiality limitations.

**Action: Passed**

## Attachment J

Agenda Motion # 10

Meeting Minutes Motion # MBOD13071319

Motion for Regulations Article \_\_\_\_\_ Paragraph \_\_\_\_\_

Motion for EHB Section \_\_\_\_\_ Paragraph \_\_\_\_\_

Motion for Policy XXX

The    Western District Director moves...

That as a matter of policy, a searchable data base of significant member communications be established and maintained. The file will serve to support corporate memory and continuity.

### **Current version:**

Not applicable

### **Revised Version:**

Not applicable

### **Rationale:**

Individual members, on occasion, Communicate with the Officers and Directors to address “significant” issues. History has demonstrated that some of the discussion may be ongoing for a protracted period of time or that prior discussions, thought to be resolved, are revisited when new officers and Directors are elected. For the sake of continuity and to provide appropriate history in the dealings with a member or an issue, reference to prior correspondence is necessary. It is important that individual officers and Directors have available to them the correspondence history to prevent the individual member seeking a resolution from simply posing the question or concern repeatedly hoping to find a sympathetic response.

The maintenance of the correspondence file should be a responsibility of NMRA Secretary. The file may be maintained electronically. A cross reference by member name and subject matter would be appropriate.

**Action: Withdrawn**

Attachment K

Agenda Motion # 05

Meeting Minutes Motion # **MBOD13071320**

Motion for Regulations Article \_\_\_\_\_ Paragraph \_\_\_\_\_

Motion for EHB Section \_\_\_\_\_ Paragraph \_\_\_\_\_

Motion for Policy \_XXX (Completion of directed action)\_\_\_\_\_

The \_\_Western District Director moves...

That the Strategic Plan NMRA 2018, as presented by the Strategic Planning Committee, be adopted and implemented

**Current version:**

Not applicable

**Revised Version:**

Not Applicable

**Rationale:**

Development of a revised Strategic Plan was approved by the Board in July 2012 with a report date of July 2013. The assigned committee has completed the work for plan development and the proposed plan has been submitted to the Board for consideration and approval.

Board approval is required to execute and implement the provisions of Strategic Plan NMRA 2018.

**Action: Withdrawn**

**Attachment L**

Text of **RBOD13071301**

**Resolution to honor Education Department Manager John Lowrance**

**Whereas** Education Department Manager John Lowrance has served the NMRA for many years,

**And Whereas** John has expended extraordinary hours of effort on behalf of the membership in the discharge of his duties as Education Department Manager,

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

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

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

Resolution approved by unanimous vote of the NMRA Board of Directors, July 14, 2013.