

National Model Railroad Association
2015 Annual Board of Directors Meeting
August 22, 2015
Doubletree Hotel Portland, OR
Final Minutes

- 1) PREZ Getz, HLM, called the meeting to order at 0900 22 August 2015.
- 2) PREZ Getz, HLM led a short discussion of issues and scheduled events pertaining to the BOD Meeting and the Convention.
- 3) PREZ Getz, HLM asked that all Directors, Officers, Department Managers, and observers introduce themselves.
- 4) The roll was called and all Directors and Officers were present. All Department Managers were present except for Alan Anderson who was unable to attend.
- 5) **MBOD15082201** Motion by ALWWD Brestel HLM, to accept Combined Ballot Committee Final Report. Seconded by CDD Magoun, MMR. Motion passed.
- 6) PREZ Getz, HLM welcomed incoming ALNAD Youngblood, MMR.
- 7) PREZ Getz, HLM thanked outgoing Lead Director WDD Hamilton, MMR for his service. The new Lead Director is CDD Magoun, MMR.
- 8) PREZ Getz, HLM, thanked outgoing VP-ADMIN Thornton who is attending his last BOD Meeting in that position. He welcomed incoming VP-ADMIN Kooning, MMR who will be resigning as NMRA Canada President. He thanked Clark for his service in that capacity.
- 9) PREZ Getz, HLM, thanked outgoing ALNAD Allen Pollock for his service as interim ALNAD.
- 10) Since the last BOD Meeting, the members of the Board of Directors received an email requesting the recall of President Getz. The email contained some charges against President Getz which the member felt required President Getz to be recalled. The email was turned over to COUNSEL Amsler who investigated the charges. COUNSEL found no basis to the charges and therefore sees no reason to pursue a recall of President Getz.
- 11) **MBOD15082202** Motion by ALWWD Brestel, HLM, to accept the report of COUNSEL in regard to the recall of President Getz. Seconded by WDD Hamilton, MMR. Motion passed 9-0-0.
- 12) PREZ Getz, HLM, led a discussion on the status of the hobby and the NMRA. Indications are that the hobby continues to shrink. Although there are indications that electronic magazines are growing, it is difficult to determine their level of readership. NMRA membership increases after the National Train Show, but many of those members are gone within two years of joining. We continue to hear that the NMRA is too expensive, the member doesn't receive satisfaction equal to the money they are spending, and nobody contacts them after they join.
- 13) PREZ Getz, HLM, led a discussion on Marketing. VP-SPEC PROJ Leone, HLM, MMR, will define what the NMRA needs for a Marketing Consultant to look at in order to get new members and to keep existing members. We have some Regions that are very good at these issues while other Regions continue to struggle. We are hopeful that a Marketing Consultant can provide some guidance as to how to improve those Regions which struggle while helping the NMRA in general
- 14) Meeting recessed at 1025.
- 15) Meeting reconvened at 1035.
- 16) ALWWD Director Brestel, HLM, left the meeting for personal reasons.
- 17) VP-SPEC PROJ Leone, HLM, MMR, summarized the Marketing Consultant position.

- 18) PREZ Getz, HLM, stated that he is looking for a NMRA Beginner's Program Coordinator, a Retention & Recruitment Committee Chair, and a Discount Program Coordinator.
 - a) Bob Weinheimer, MMR, volunteered to be the Discount Program Coordinator.
 - b) EDUCDM DeYoung, MMR, volunteered to be the NMRA Beginner's Program Coordinator. CAND Headon, MMR, will be the BOD liaison to that committee.
- 19) The Consent Agenda was amended as shown below:
 - a) NMRA Canada President Kooning, MMR, submitted a report (Attachment B).
 - b) The Strategic Review Committee report was removed from the Consent Agenda for discussion later in the meeting.
- 20) **MBOD15082203** Motion by CAND Headon, MMR to accept the Consent Agenda as amended. Seconded by RACD August. Motion passed 8-0-0.
- 21) CFO Koch, HLM, led a detailed discussion of his Budget & Finance Report. He also led a detailed discussion of the Audit Report.
- 22) **MBOD15082204** Motion by ALNAD Youngblood, MMR, to accept the Audit Committee Report. Seconded by CDD Magoun, MMR. Motion passed 8-0-0.
- 23) **MBOD15082205** Motion by WWD Hamilton, MMR to accept Combined Nominations Committee Final Report. Seconded by PDD Bartlett. Motion passed 8-0-0.
- 24) PREZ Getz, HLM, gave a Gallery Exhibit update at the CSRM. The next step is the responsibility of the State of California. Charlie plans on visiting the museum in the fall.
- 25) PREZ Getz, HLM, gave an update on his recent visit to Southeast Asia. He visited with an NMRA member in Singapore who is interested in expanding NMRA membership in that region. He also visited with the leadership of HASEA. They are still interested in our help. They want to try to understand how to make money with a membership organization. The largest issue is that the members in their organization don't like to pay to join ANY organization.
- 26) **MBOD15082206** Motion by WDD Hamilton, MMR to authorize President Getz to invite the leadership of HASEA to attend the NMRA 2016 Convention in Indianapolis, IN with the NMRA covering the cost of the convention registration. Seconded by PDD Bartlett. Motion passed 8-0-0.
- 27) COUNSEL Amsler led a discussion of the Vertical Integration Process. There is one Region and one Division that have been chosen to be the first to go through the process. The paperwork should go to the IRS by the end of September.
- 28) ALWWD Brestel, HLM returns to the meeting.
- 29) ADD Millatt, MMR led a discussion about the Strategic Review Committee Report. Due to formatting issues, this report will be posted on the website as a separate item.
 - a) There are 58 objectives in the Strategic Review. The committee has found it unworkable to deal with that many objectives.
 - b) They have identified the top three objectives. They are Education/ EduTrain/Beginner's Program, Retention/Recruitment, and Communication/Marketing Consultant.
- 30) **MBOD15082207** Motion by ADD Millatt, MMR, to accept the Strategic Review Committee Report. Seconded by WDD Hamilton, MMR. Motion passed by voice vote.
- 31) PREZ Getz, HLM, led a discussion on the Layout Visit Registry. The committee is getting the registration forms together. They hope to launch the Registry Program soon.
- 32) PREZ Getz, HLM, led a discussion on the Membership Revocation/Code of Conduct Policy that he is working on.

- a) There are two types of revocation, voluntary and involuntary. Voluntary is when a member decides not to pay dues. Involuntary is when the organization revokes a members membership for violating rules and procedures.
 - b) His proposal is that involuntary membership revocation will occur for crimes involving moral turpitude and conduct bringing disrepute upon the organization.
 - c) When a situation is brought to the attention of the BOD which indicates involuntary membership revocation, the BOD will appoint a committee to investigate the charges and it will report back to the BOD.
 - d) If the decision is to revoke membership but the member wishes to appeal, the appeal will be heard by the complete BOD.
- 33) Meeting recessed at 1158.
- 34) BOD goes into Executive Session at 1202.
- 35) BOD comes out of Executive Session at 1215.
- 36) Meeting reconvened at 1330.
- 37) SECY Stevens led a discussion on electronic balloting. There are now four ballot committees. The Atlantic District Ballot Committee, the Pacific District Ballot Committee, NMRA/Canada Ballot Committee, and the National Ballot Committee. During the last election, all four committees collected and processed ballots. They then reported results to the National Ballot Committee Chair who then reported to the BOD. There were some issues, but they were all minor in nature. The Atlantic District, Pacific District and NMRA/Canada would like to transition to electronic balloting. Secretary Stevens will coordinate with each of these areas in an attempt to have some form of electronic balloting in place for the 2016 election.
- 38) PREZ Getz, HLM, led the EHB Review
- a) There will now be three governing documents of the NMRA.
 - b) The first document will be the By Laws/Regulations which are a document required by Ohio State law.
 - c) The second document will be a Structure Document which will cover the basic structure of the NMRA. For example, the NMRA will have an Education Department which will run an Achievement Program.
 - d) The third document will be a Programs Document which will cover how the programs will be operated. For example, it will explain how the Achievement Program will be operated.
 - e) The EHB Review Committee will consist of ALWWD Brestel, CFO Koch, VP-SPEC PROJ Leone, CDD Magoun, and SECY Stevens.
- 39) PREZ Getz HLM, led a discussion on Estate Planning. Estate Planning is part of the Education Department. There is some estate planning guidance on the website.
- 40) VP-SPEC PROJ Leone, HLM, MMR, led a discussion on the "How to be a Division Super" video. He has not found a lot of support for this program. After much discussion, it was determined that a guidebook might be a more useful tool than a video. EDUCDM DeYoung will Chair a committee to develop a guidebook.
- 41) PREZ Getz, HLM, noted that the Analysis of RailPass retention will be turned over to the Retention/Recruitment Committee.
- 42) PREZ Getz, HLM, noted that Canadian Vote Collection was covered under electronic balloting and will be coordinated by SECY Stevens.
- 43) PREZ Getz, HLM noted that links which were to be placed on the website to other organizations which set modular layout standards such as Free-mo will be coordinated by ITDM Sevier and SCDM Voss, MMR.
- 44) PREZ Getz, HLM, noted that the use of communication procedures such as Mail Chimp will be posted on the website by ITDM Sevier.

- 45) Meeting recessed at 1450.
- 46) Meeting reconvened at 1500.
- 47) PREZ Getz, HLM, noted that the NTS Layout signup procedure is now posted on the NTS website.
- 48) PREZ Getz, HLM, noted that he has a member who is interested in being the Membership Retention & Recruitment Committee Chair.
- 49) PREZ Getz, HLN, noted that there is a detailed explanation of the Three Visits Policy on the website.
- 50) ALNAD Youngblood, MMR, gave a Powerpoint presentation on membership retention and recruitment showing some of the things that the SER Piedmont Division has been doing that have proven to be successful.
- 51) PDD Bartlett, displayed a LCC Board that a member in his District developed using the recently developed LCC Standards.
- 52) Meeting recessed as 1555.
- 53) Meeting reconvened 0900 23 August 2015.
- 54) ITDM Sevier noted that we are no longer using hq.nmra.org aliases. He would like to discontinue the use of Google Groups,
- 55) **MBOD15082208** Motion by ALWWD Brestel, HLM, to discontinue the use of Google Groups. Seconded by WDD Hamilton, MMR. Motion passed on voice vote.
- 56) **MBOD15082209** (Attachment C) Motion by ADD Millatt, MMR, to approve the British Region Definition Motion. Seconded by CAND Headon, MMR. There was some discussion where there was an amendment presented to amend the administrative support section of the motion. The second was withdrawn. At that point, motion was made to accept the British Region Motion as amended. Seconded by CAND Headon, MMR. Motion passed on voice vote.
- 57) **MBOD15082210** (Attachment D) Motion made by WDD Hamilton, MMR to approve the Small Boards Motion. Seconded by CDD Magoun, MMR. A lengthy discussion ensued. The motion was called. Motion failed by a vote of 1-6-2.
- 58) **MBOD15082211** (Attachment E) Region & Division motion withdrawn by WDD Hamilton, MMR.
- 59) During consideration for the previous motion, it was determined that a list of expectations of the relationship between National, the Regions, and the Division is needed. President Getz and RACD August will work jointly on this project.
- 60) WDD Hamilton, MMR, proposed that he be appointed to Chair the Membership Retention and Recruitment Committee. President Getz accepted his proposal and appointed him Chair.
- 61) **MBOD15082212** (Attachment F) Motion by WDD Hamilton, MMR, to approve the Principal Office Motion. Seconded by RACD August. After discussion, RACD August withdrew his second. WDD Hamilton withdraws the motion.
- 62) **MBOD15082213** (Attachment G) Executive Committee Motion withdrawn by WDD Hamilton, MMR.
- 63) **MBOD15082214** (Attachment H) Motion by WDD Hamilton, MMR, to approve the Caucus Motion. Seconded by CAND Headon, MMR. After a brief discussion, second was withdrawn. Motion amended to clarify the Revised Version. Seconded by CAND Headon, MMR. Motion passed by voice vote.
- 64) **MBOD15082215** (Attachment I) Annual Meeting Motion withdrawn by WDD Hamilton, MMR. Motion will be deferred to the EHB Review Committee.

- 65) **MBOD15082216** (Attachment J) Committee Motion withdrawn by WDD Hamilton, MMR. Motion will be deferred to the EHB Review Committee.
- 66) **MBOD15082217** (Attachment K) Motion by WDD Hamilton, MMR, to approve the Ballot Motion. Seconded by ADD Millatt, MMR. Motion passed 8-1-0.
- 67) **MBOD15082218** (Attachment L) Motion by ADD Millatt, MMR, to approve the Marketing Consultant Motion. Seconded by WDD Hamilton, MMR. After a discussion, the second was withdrawn. The motion was amended by ADD Millatt, MMR. Seconded by WDD Hamilton, MMR. Motion passed by voice vote.
- 68) **MBOD15082219** (Attachment M) Motion by ADD Millatt, MMR to approve the Strategic Review Policy Motion. Seconded by RACD August. Motion passed on voice vote.
- 69) **MBOD15082220** (Attachment N) Motion by ALWWD Brestel, HLM, to approve the Auditor Motion. Seconded by RACD August. Motion passed 8-0-1.
- 70) **MBOD15082221** (Attachment O) Motion by ALWWD Brestel, HLM, to approve the Fundraising Department Motion. Seconded by ADD Millatt, MMR. Motion passed on voice vote.
- 71) **MBOD15082222** (Attachment P) Motion by CDD Magoun, MMR to approve the Data Sheets Motion. Seconded by EDD Gelmini, MMR. Motion passed on voice vote.
- 72) **MBOD15082223** (Attachment Q) Motion by ALWWD Brestel, HLM, and CAND Headon, MMR to approve the Border Adjustment Motion. Motion passed on voice vote.
- 73) **MBOD15082224** (Attachment R) Motion by WDD Hamilton, MMR, to approve the National Nominating Committee Motion. Seconded by CDD Magoun, MMR. Motion passed on voice vote.
- 74) Meeting recessed at 1050.
- 75) Meeting reconvened at 1105.
- 76) PREZ Getz, HLM led a brief discussion on NMRA Business Cards and Expense Statements.
- 77) PREZ Getz, HLM, stated that he has received an email about changing the scratch building requirements. The proposal has been referred to the Achievement Program Committee.
- 78) ADD Millatt, MMR, presented the Vision Statement Committee Report (Attachment S) on behalf of VP-SPEC PROJ Leone, HLM, MMR,.
- 79) **MBOD15082225** Motion by RACD August to accept the Vision Statement Committee Report as presented. Seconded by CDD Magoun, MMR. Motion passed on voice vote.
- 80) Meeting recessed at 1140.
- 81) MTSDM Amsler gave a Power Point presentation on a proposal to hold the 2020 NMRA Convention in St. Louis, MO.
- 82) National Tradeshow Manager Ray deBlieck gave a Power Point presentation on a proposal to hold the 2021 NMRA Convention in Santa Clara, CA.
- 83) Meeting recessed at 1215, BOD goes into Executive Session.
- 84) BOD comes out of Executive Session and meeting reconvenes at 1320.
- 85) PREZ Getz, HLM, thanks both committees for their presentations. The BOD has voted to accept that proposal to hold the 2020 NMRA Convention in St. Louis, MO with two conditions.
 - a) Providing the committee and the CFO can reach an equitable financial agreement.
 - b) Whereas COUNSEL is the Chairman of the Host Committee, we have to find a replacement for COUNSEL who cannot represent both organizations (NMRA/Committee) for the convention. Attorney James McClain, who has done work for the NMRA in the past, is the preferred candidate.
- 86) The BOD has voted to not take action at this time on the proposal to hold the 2021 NMRA Convention in Santa Clara, CA as there a number of issues that need to be clarified. The BOD has asked that the committee clear up the issues in question and get back to the BOD with an updated proposal.

- 87) PREZ Getz, HLM, led a discussion on the events that he would expect the members of the Leadership Team who will be staying through the week to attend.
- 88) **RBOD15082201** Motion by ADD Millatt, MMR to approve a resolution thanking Allen Pollock for serving as interim ALNAD. Seconded by ALNAD Youngblood. Motion passed by voice vote.
- 89) **RBOD15082202** Motion by EDD Gelmini, MMR, to approve a resolution thanking WDD Jack Hamilton, MMR for serving as Lead Director. Seconded by ALWWD Brestel, HLM. Motion passed by voice vote.
- 90) **RBOD15082203** Motion by PDD Bartlett to approve a resolution thanking VP-ADMIN Dave Thornton for serving as Vice President Administration. Seconded by WDD Hamilton, MMR. Motion passed by voice vote.
- 91) Motion by RACD August to adjourn in memory of Bob Dupont (PCR) NMRA Past President, Diane Kittendorf (SER) Piedmont Division member, Howard Smith (MCR) Past MCR President, and Jerry Ashley (MCR) Past MCR President. Seconded by EDD Gelmini, MMR.
- 92) Meeting adjourned at 1340.

Respectfully Submitted
John Gardner Stevens, III
Secretary

ATTACHMENTS

A	Abbreviations used in these Minutes	
B		NMRA Canada President's Report
C	Text of <u>MBOD15082209</u>	British region Definition Motion
D	Text of <u>MBOD15082210</u>	Small Boards Motion
E	Text of <u>MBOD15082211</u>	Region & Divisions Motion
F	Text of <u>MBOD15082212</u>	Principal Office Motion
G	Text of <u>MBOD15082213</u>	Executive Committee Motion
H	Text of <u>MBOD15082214</u>	Caucus Motion
I	Text of <u>MBOD15082215</u>	Annual Meeting Motion
J	Text of <u>MBOD15082216</u>	Committee Motion
K	Text of <u>MBOD15082217</u>	Ballot Motion
L	Text of <u>MBOD15082218</u>	Marketing Consultant Motion
M	Text of <u>MBOD15082219</u>	Strategic Review Policy Motion
N	Text of <u>MBOD15082220</u>	Auditor Restrictions Motion
O	Text of <u>MBOD15082221</u>	Fundraising Department Motion
P	Text of <u>MBOD15082222</u>	Data Sheets Motion
Q	Text of <u>MBOD15082223</u>	Border Adjustment Motion
R	Text of <u>MBOD15082224</u>	National Nominating Committee Motion
S		Vision Statement Committee Report
T	Text of <u>RBOD15082201</u>	Resolution thanking Allen Pollock
U	Text of <u>RBOD15082202</u>	Resolution thanking Jack Hamilton
V	Text of <u>RBOD15082203</u>	Resolution thanking Dave Thornton

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
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
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

NMRA Canada AGM

Aug 24 2015

NMRA National Convention Portland Or.

NMRA Canada Presidents Report

By Clark Kooning, MMR, HLM

NMRA Canada has been slowly improving its number of membership in the first part of the year, but in recent months we have noticed some decline in membership numbers. Many of the members have replied with some kind of reason as to why they will not renew, here is a quick list in order...

1. Cannot afford it at this time
2. I have left the hobby
3. I get stuff from the internet
4. There is nothing happening in my area
5. No one contacted me after I joined
6. Passed away

I think there is something we can do and that goes to communication, we have a new web site, we have had 1 skype pod cast which went over well. We started NMRA Canada E Bulletin, but have not been as successful at getting this out. I really see the need to have some more volunteers to get this stuff out on a regular and timely matter.

We have some promotional ideas which the NMRA Canada executive has talked about and we hope to have more news on this in early September.

The NMRA Canada executive meets by Skype on somewhat of a regular basis and we have very good discussions and it really seems to work well and at no cost either.

We are in a stable financial position at this time however; we will not be able to support the US dollar vs Canadian dollar exchange for a long period of time. The last dues change was in 2013, which was the first since the inception of NMRA Canada. We used a 10% exchange rate to calculate the last dues increase, with the Cnd running about 30-34% below the US dollar you don't need to be a mathematician to know you won't survey long at that rate. So this is something the NMRA Canada executive will need to look at this fall.

I will be resigning my position as NMRA Canada President during this convention, in order to take my new position as NMRA V.P of Administration. This is necessary to fulfill the NMRA Constitution and By Laws. NMRA Canada will have a terrific gentleman running it Mr. Steve McMullin, Steve is the current VP and will assume the role as President, once I resign. Steve McMullin currently serves as president of the Saint John Society of Model Railroaders and as a Director of the North Eastern Region of the NMRA. He belongs to the Operations and the Layout Design special interest groups. As a sociologist, he is Associate Professor in the faculty of theology at Acadia University. Steve lives in Saint John, New Brunswick

Also I will no longer be the Office Manager/ Registrar, That role will be taken by a young gentleman named Stephen Wood, all contact information for NMRA will not change.

It's been my honour to serve you the NMRA Canada member over the last few years, and I look forward to serving every NMRA member in my new role as NMRA VP

Respectfully Submitted

Clark Kooning, MMR

NMRA Canada President

ATTACHMENT C

Agenda Motion #1 ADD British Region Definition

Meeting Minutes Motion # MBOD15082209
(To be entered by the Secretary)

Motion for EHB Section _____ Paragraph _____

The Atlantic Director moves...
(District Name)

That the regulations be revised to reflect the British Region's preferred definition of their Region boundaries

Current version: ...
(If related to the Regulations or EHB)

Per EHB

A 8.7

B. British Region:

1. Includes the United Kingdom of Great Britain, Northern Ireland, and the Irish Republic.

A 8.11. International Districts:

B. The British Region shall be responsible for providing administrative support and other services to districts within the Atlantic District and the Australasia Region shall be responsible for providing administrative support and other services to districts within the Pacific District.

H 9.2

The Australasian Region, the British Region, and Canada will assume all administrative responsibilities for members residing within their areas.

Per ABCE Agreement

B is for the British Region – England, Scotland, Wales, Northern Ireland, the Faroe (Faeroe) Islands, Gibraltar, Guernsey, the Isle of Man, Jersey, and the Republic of Ireland.

Revised Version:
(If related to the Regulations or EHB)

Per EHB

A 8.7

B. British Region:

1. Includes England, Scotland, Wales, Northern Ireland, the Republic of Ireland, the Isle of Man and the Channel Islands, together with the offshore islands under the same administrations.

A 8.11. International Districts:

B. Headquarters shall be responsible for providing administrative support and other services to members within the Atlantic and Pacific District but not residing within a Region.

H 9.2

The Australasian Region, the British Region, the European Region and Canada will assume all administrative responsibilities for members residing within their areas.

Per ABCE Agreement

B is for the British Region – England, Scotland, Wales, Northern Ireland, the Republic of Ireland, the Isle of Man and the Channel Islands, together with the offshore islands under the same administrations.

Rationale:...

The British Region have requested a change to their Region definition to better reflect the geographic and political boundaries. This needs to be reflected in both the EHB and the ABCE agreement so new paragraphs are proposed.

Furthermore, the British Region no longer provides services to those NMRA members outside of a Region but within the Atlantic District. After discussions with the International Committee, it was agreed that this would revert back to HQ who already spend considerable time sorting these members.

ACTION: PASSED

ATTACHMENT D

Agenda Motion # 2 WDD Small Boards

Meeting Minutes Motion # MBOD15082210
(To be entered by the Secretary)

Motion for Regulations Article IX - Paragraph 9.1
(final sentence)

Motion for EHB Section _____ Paragraph _____

Motion for Policy _____

The Western District Director moves...
(District Name)

That the regulations be revised to reflect the application of Robert's Rules of Order #! Applicability of Modified Parliamentary Rules for Small Boards and Committees. Those procedures are set forth in #49

Current version: ...
(If related to the Regulations or EHB)

Parliamentary law as set forth in *Robert's Rules of Order* shall govern all meetings of the NMRA.

Revised Version: ...
(If related to the Regulations or EHB)

Parliamentary law as set forth in *Robert's Rules of Order* shall govern all meetings of the NMRA. Meeting procedures for meeting of the Board of Directors shall be governed by the Modified parliamentary Rules for Small Boards and Committees

Rationale: ...

Our BOD meeting are currently conducted using a combination of both large and small board procedures. By virtue of size (nine Directors) we can fit the small Board definition. .Formal adoption of the "small board" procedures more clearly defines how we will conduct business and provides a proper frame work for all Director (present and future) to prepare for meetings. The specific relaxations or revisions to Board procedure are as follows:

- Members may raise a hand instead of standing when seeking to obtain the floor, and may remain seated while making motions or speaking
- Motions need not be seconded
- There is no limit to the number of times a member can speak to a debatable question. Appeals however are debatable under the regular rules – that is, each member (except

- the Chair) can speak only once on them while the Chair may speak twice.
- Informal discussion of a subject is permitted while no motion is pending.
 - When a proposal is perfectly clear to all present, a vote can be taken without a motion's having been introduced. Unless agreed to by unanimous consent, however, all proposed actions must be approved by vote under the same rules as in larger meetings, except that a vote can be taken initially by a show of hands , which is often a better method in small meetings.
 - The Chairman need not rise when putting the question to a vote
 - If the Chairman is a member, he may, without leaving the chair speak in informal discussions and in debate, and vote on all questions. (Note: NMRA President(Chairman) is not a member of the Board)

ACTION: FAILED

ATTACHMENT E

Agenda Motion # 3 WDD Region & Divisions

Meeting Minutes Motion # MBOD15082211

(To be entered by the Secretary)

Motion for Regulations Article VIII-Paragraph
A.8.1

Motion for EHB Section ____ . ____ Paragraph _____

Motion for Policy _____

The Western District Director moves...

(District Name)

To revise Article VIII to specifically include Regions and Divisions as an organizational element and to outline specific duties and responsibilities for Regions and Division

Current version:...

(If related to the Regulations or EHB)

The existing article contains little guidance related to the motion subject matter

Revised Version:...

(If related to the Regulations or EHB)

1. The NMRA may create Subordinate levels within the Association to permit more effective execution of the Association Mission Those subordinate levels will consist of Regions, created by NMRA Board of Directors, and Divisions which may be created within a Region by that region.
2. The Region shall act for the NMRA with respect to the conduct and execution of NMRA programs. To that end, Regions shall be responsible for providing
 - a. .Guidance, direction and oversight for any Divisions created within the Region.
 - b. Conduct of an effective education program to include Achievement Program
 - c. Operation of an effective member recruiting and retention program.
 - d. Schedule and Conduct of an annual General Membership Meeting which may be scheduled in concept with an annual regional convention.
 - e. Active participation in the Region Advisory Council.
 - f. Close liaison whit NMRA Board of Directors through the elected Region Advisory Council Director
 - g. Proper fiscal management of all NMRA funds earned or allocated to the Region.
 - h. Proper care and management of any and all NMRA assets assigned to the Region
 - i. Proper execution of all NMRA Policies and procedures.

Region Presidents (or leadership as assigned by the President) may communicate with NMRA through the direct link to HQ for administrative purpose, through the RAC Director or appropriate District Director for matter of organization or policy, or on NMRA forums for general items of interest and improvement of operations

3. A Division, when created by a Region shall be the primary provider of services to the members of the NMRA. To that end the Division shall be responsible for the following
 - a. Conduct of an effective education program to include Achievement Program
 - b. Operation of an effective member recruiting and retention program.
 - c. Schedule and Conduct of an annual General Membership Meeting
 - d. Proper fiscal management of all NMRA funds earned or allocated to the Division
 - e. Proper care and management of any and all NMRA assets assigned to the Division
 - f. Proper execution of all NMRA Policies and procedures.

Division Leadership should communicate all matters of administration, procedure and policy to the Region. Matters directly dealing with membership records may be handled directly with NMRA HQ. .Division leadership should also avail themselves of the NMRA forums for discussion of items of interest and improvement of their operations.

Renumber existing paragraphs.

Rationale:...

We continue to assume that Regions and Divisions are uniformly aligned to support NMRA mission and policies. Experience indicates that not to be the case. If we desire the subordinate levels to carry out certain duties and responsibilities we need to identify those responsibilities to them. The next step in this process is to work with the Regions and Division to create recommended guidance documentation to use existing best practices to make each organizational more effective and to bring some uniformity to NMRA. This is a critical part of real vertical integration and providing our members the services they signed up for.

ACTION: WITHDRAWN

ATTACHMENT F

Agenda Motion # 4 WDD Principal Office

Meeting Minutes Motion # MBOD15082212

(To be entered by the Secretary)

Motion for Regulations Article I - Paragraph
9.1.1.4

Motion for EHB Section _____.
_____ Paragraph _____

Motion for Policy _____

The Western District Director moves...

(District Name)

To correct the Regulations to properly reflect the home office location of the NMRA

Current version:...

(If related to the Regulations or EHB)

The principal office shall be in the City of **Chattanooga**, Tennessee, or at such location as directed by the Board of Directors

Revised Version:...

(If related to the Regulations or EHB)

The principal office shall be in the City of **Soddy Daisy**, Tennessee, or at such location as directed by the Board of Directors

Rationale:...

The move is final and the Regulations should properly identify the location of the NMRA principal office location.

ACTION: WITHDRAWN

ATTACHMENT G

Agenda Motion # 5 WDD Executive Committee

Meeting Minutes Motion # MBOD15082213

(To be entered by the Secretary)

Motion for Regulations Article I - Paragraph A.3.1.7

Motion for EHB Section ____ . ____ Paragraph _____

Motion for Policy _____

The Western District Director moves...

(District Name)

Change the wording to properly reflect the composition of the Executive Committee

Current version:...

(If related to the Regulations or EHB)

The President, **designated** Vice President(s), Secretary, and Chief Financial Officer/Treasurer shall constitute the Executive Committee, which shall be the operating body of the NMRA between the meetings of the Board of Directors

Revised Version:...

(If related to the Regulations or EHB)

The President, Vice President(s), Secretary, and Chief Financial Officer/Treasurer shall constitute the Executive Committee, which shall be the operating body of the NMRA between the meetings of the Board of Directors

Rationale:...

Revised to reflect current organizational structure.

ACTION: WITHDRAWN

ATTACHMENT H

Agenda Motion # 6 WDD Caucus Motion

Meeting Minutes Motion # MBOD 15082214

(To be entered by the Secretary)

Motion for Regulations Article I- Paragraph A.3.10

Motion for EHB Section ____ . ____ Paragraph _____

Motion for Policy _____

The Western District Director moves...

(District Name)

To correct the wording in the Regulations to provide for an appropriate Director's caucus and to identify the chairmanship of such caucus.

Current version:...

(If related to the Regulations or EHB)

The Board of Directors of the NMRA shall consist of nine members as set forth *infra* in the following paragraphs. The NMRA President shall preside over non- executive sessions of the Board of Directors or caucus of the Board.

Revised Version:...

(If related to the Regulations or EHB)

The Board of Directors of the NMRA shall consist of nine members as set forth *infra* in the following paragraphs. The Directors may caucus independently prior to the formal Board meeting. The NMRA President shall preside over all sessions of the Board of Directors. The Lead Director shall serve as Chair for the Directors Caucus.

Rationale:...

The caucus of the Directors is a special case grouping of the Directors to discuss, among themselves, in an informal manner, the issues that may be addresses in the formal business meeting, to establish priorities of concern, and other matters as may be appropriate to properly prepare for the formal business meetings. Attendance at caucus is limited to directors or their invited guest, who are normally present only to provide information or advice on specific issues. Caucus is a closed meeting and not open to the general membership, officers or Department managers except by invitation.

If the Directors are not given the opportunity to meet in a Director specific assembly

(Caucus) they are deprived the privilege and opportunity to complete their duties and responsibilities in a professional and effective manner .If Directors are to have the opportunity to conduct a closed assembly they must also be allowed the right to chair that assembly.

For at least the past five years, the Directors have held caucus, the Lead Director has chaired the caucus and attendance has been limited to Directors and invited guests. The system has been effective in preparing for formal meetings and allowing Directors to discuss items of specific interest to them among themselves.

ACTION: PASSED

ATTACHMENT I

Agenda Motion # 7 WDD Annual Meeting

Meeting Minutes Motion # MBOD15082215

(To be entered by the Secretary)

Motion for Regulations Article IX – Paragraph
A.9.1 _____

Motion for EHB Section ____ Paragraph _____

Motion for Policy X

The Western District Director moves...

(District Name)

That the process and procedure for the annual business meeting be implemented for the NMRA 2016 convention and thereafter. Further that the Board establish the desired convention day and general time period for the business meeting to provide maximum opportunity for member participation. The requirements of the business meeting and the participation of officers, Directors, and Department heads, begs the establishment of a standard day and time for individual scheduling purposes. Our current procedure does not satisfy the regulation requirements.

Current version:...

(If related to the Regulations or EHB)

1. There shall be at least one Annual Convention and Business Meeting of the members, held concurrently. The Annual Convention shall be held at such times as determined by policy delineation of the Board of Directors and as set forth in the Executive Handbook, and should be held within the geographic boundaries of a different convention area than it was the previous year. Other than the one Annual Convention Business Meeting of the members, the Board of Directors may hold other meetings at such times and under such circumstances as are required, in any manner not prohibited by law.
2. Bids for annual conventions shall be administered by the Meetings and Trades Shows Department from prospective cities in accordance with Convention Handbook policy established by the Board of Directors.
3. A Convention Area Rotation Schedule shall be established as a policy of the Meetings and Trade Shows Department and approved by the Board of Directors.

4. Annual Business Meeting:

A. The purpose of the Annual Business Meeting shall be as follows:

1. To receive reports from officers and committee chairmen.
2. To install the elected officers for the following term. The installation of these officers shall be the first order of new business.
3. To discuss Standards.
4. To discuss other matters of business pertaining to the NMRA.
5. To take such other actions as provided by the Articles of Incorporation, these Regulations, and the laws of the State of Ohio.

B. The order of business at the Annual Meeting of the membership shall be as follows:

1. Calling the meeting to order.
2. Reading the minutes of the previous Annual Meeting.
3. Reports of the Officers and Executive Director.
4. Report of the Directors.
5. Balloting of filling of a vacancy in the staff of the organization.

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6. A report of old business.
7. Installation of officers.
8. A report of new business.
9. Voice from the floor.
10. Adjournment.

Revised Version:...

(If related to the Regulations or EHB)

No Revision

Rationale:...

The meeting agenda set forth in the EHB constitutes a “standard” for membership business meetings. It is what we tell the members attending the Convention and/or the Business meeting what we are going to do and how we are going to di it. Our current “Meet the President” event does not satisfy the documented requirements for the meeting.

ACTION: WITHDRAWN

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ATTACHMENT J

Agenda Motion # 8 WDD Committee Motion

Meeting Minutes Motion # MBOD15082216
(To be entered by the Secretary)

Motion for Regulations Article VII-Paragraph
A.7.1

Motion for EHB Section ____ Paragraph _____

Motion for Policy _____

The Western District Director moves...
(District Name)

A revision to the entire section dealing with Committee and specifically the authority for committees, the appointment of the committee Chair, and the reporting responsibilities of a committee.

Current version:...
(If related to the Regulations or EHB)

The following is a simple markup of the existing section showing the changes proposed. Existing text to be replaced is lined through and replacement text is italicized and underlined

Article VII

1. The duties of the respective person or persons under this Article shall be as published below, and set forth in the Executive Handbook.
2. Unless otherwise provided, Board Committees shall consist of a chair appointed by the ~~President~~ Board of Directors and of such members as the chair may deem necessary and appoint.
3. *Unless otherwise provided Presidential Committees shall consist of a chair appointed by the President with the Approval of the Board of Directors and any such members as that chair may deem necessary and appoint.*

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- A. The **Audit Committee** ([*a Board Committee*](#)) Chair and members shall be appointed as set forth above. The **Audit Committee** shall:
1. Retain the auditor of the NMRA, who shall be a Certified Public Accountant familiar with auditing non-profit organizations. The Auditor will not provide other financial services to the NMRA. A new auditor will be retained after providing a maximum of five actual audits.
 2. Consult with the Auditor and the NMRA Treasurer with regard to the plan of the audit.
 3. Review the fees of the auditor for audit services.
 4. Review the audit report, in consultation with the Auditor and, as appropriate, in consultation with the officers.
 5. Consult with the Auditor, as appropriate, out of the presence of the officers with regard to the adequacy of the systems of accounting and internal control of the NMRA.
 6. Serve as a communication liaison between the Directors and the Auditor.
 7. Work with the other board committees, officers, and the Executive Director and report its activities and recommendations periodically to the Board of Directors.
 8. Only Directors of the NMRA are eligible to serve on the Audit Committee. The members of the Audit Committee cannot serve on the Finance or Investment Committees.
 9. The Audit Committee will ensure that the officers and staff of the NMRA adhere to the "whistle blower" and document destruction policies.
 10. The Audit Committee shall complete an annual review of the Disclosure Statements, and update the Code of Ethics when necessary.
- B. The **International Committee** ([*a Board Committee*](#)) Chair shall be appointed as set forth in 2 above.
1. The **International Committee** shall monitor, evaluate, and propose programs to provide better services to international (non-US) members including, but not limited to, programs and issues concerning manufacturers (Standards and

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Recommended Practices), public relations, promotions, conventions, and dues. It shall work with other Board Committees to monitor and assess how their proposals and activities will affect the NMRA internationally. It will also bring before the Board of Directors issues of international concern, delineating problems and their solutions.

2. The **International Committee** shall establish rules and procedures for the establishment, boundaries, administration and operation of the sub-districts established in Article VIII, Section 11. All rules and procedures of the International Committee shall be published in the Executive Handbook and subject to review or revision by the Board of Directors in the same manner as any other committee.
- C. The **Operations Committee** (*a Presidential Committee*) shall be appointed as set forth in 2 above. The **Operations Committee** shall review performance evaluations for all positions and recommend necessary changes to the President. It will evaluate the effectiveness and relevance of departments and programs in regards to the NMRA's stated purposes, mission statement, and long range goals. It will work with other Board Committees to monitor and assess how proposals and activities can be coordinated and streamlined for increased efficiency in delivering services to members. *A Director shall be appointed as a monitoring member of this committee by the Board of Directors. The Director appointed must have at least one year tenure as a Director.*
- D. The **Policy Committee** (*a Board Committee*) shall be appointed as set forth in 2 above. The **Policy Committee** shall analyze new programs, proposals, and motions for conformity with existing NMRA Regulations and Policies, and work with the other Board Committees to develop new policies as needed for Board of Directors approval to guide the NMRA toward its stated goals and purposes. It shall cooperate with the Operations Committee to ensure program compliance with Board policies. The Secretary may be Chair, but in any case will be a member of the committee.
- E. The **Investment Committee** (*A Presidential Committee*) shall be appointed as set forth in 2 above. The **Investment Committee** shall:
1. Consist of a Director, the Treasurer, and other persons who have special expertise helpful to the committee. The President, subject to confirmation by the Board of Directors, shall appoint each member of the committee, *except for the Director who*

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shall be appointed by the Board of Directors.

2. Determine the nature and amount of securities in which the funds of the NMRA shall be invested, within guidelines recommended by the committee and approved by the Board of Directors.
 3. Authorize, by a majority vote, the purchase or sale of such securities, in accordance with such determinations.
 4. Keep a contemporaneous written record of transactions involving the investments of the NMRA, and make a written report of such transactions quarterly to the President and the Chairs of the Audit and Finance Committees.
 5. The members of the Investment Committee shall serve without compensation except for budgeted reimbursement of their reasonable expenses. A member shall be appointed for a two-year term, and may be reappointed.
- F. The **Finance and Budget Committee** shall be appointed as set forth in 2 above. The **Finance and Budget Committee** shall consist of the Treasurer as Chair, the NMRA President, Vice President - Administration, ~~Executive Director~~ Department Managers, and one ~~representative~~ **Director** from the Board of Directors, ~~selected~~ **appointed** by the Board. The ~~Board-representative~~ **appointed Director** shall have at least one year of tenure on the Board of Directors when he or she is selected. It shall be the responsibility of the committee to review budget requests submitted, to develop a proposed budget, and to submit their proposal and recommendation to the Board of Directors for action. The President is responsible for the submission of budget requests for Presidential and Vice Presidential Committees.
- G. The **National Nominating Committee** shall be appointed as set forth in 2 above. The **National Nominating Committee** shall consist of a Chair appointed by the President and at least six (6) members appointed by the Chair with the concurrence of the President. At least two members of the committee shall reside in and be drawn from each of the North American Districts (Western, Central, and Eastern).
1. The committee shall submit, investigate, and nominate at least two candidates for each position of President, Vice President, and for five (5) Directors of the Board, those being the three (3) North American Districts (Western, Central, and Eastern) and the two at-large positions. The at-large Director positions, which are open for nominations from any district, shall be subject to

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nominations from the National Nominating Committee as well as the Atlantic and Pacific District Nominating Committees with input from the Regional Advisory Council.

2. The committee shall be appointed and commence its work so as to enable it to render an adequate report to the Secretary.
 3. Qualifications for and procedures to be utilized by the nominating committee shall be set forth in the Executive Handbook and in Article X *infra* regarding Nominations and Voting.
 4. No Chair of a Nominating Committee shall be a national director or national officer.
- H. The **NMRA (Canada) Nominating Committee** shall consist of a Chair appointed by the President of NMRA (Canada) and at least six members appointed by the Chair with the concurrence of the President of NMRA (Canada) for the purpose of nominating candidates, with the goal of at least two positions, for the NMRA (Canada) Director and for the offices of the President of NMRA (Canada) and Vice President of NMRA (Canada).
- I. The **Atlantic and Pacific District Nominating Committees** shall be appointed as set forth in 2 above. The **Atlantic and Pacific District Nominating Committees** shall consist of a Chair appointed by the President and at least six members appointed by the Chair with the concurrence of the President, for the purpose of nominating candidates, with the goal of at least two for each position, for their respective Atlantic and Pacific District Director positions. Said committees will also co-nominate with the National Nominating Committee candidates for the at-large position to be voted on by NMRA members worldwide. Said committee shall forward their reports to the National Nominating Committee, which shall be responsible for submitting said report to the Secretary.
1. No Chair of any nominating committee shall be a national director or national officer.
- J. The **Convention Committee** ([*a Presidential Committee*](#)) shall consist of a chair appointed by the President upon advice and counsel of the Board of Directors, and at least four members appointed by the Chair with the concurrence of the President, one of whom shall be a representative of the Meetings & Trade Show Department. The Committee shall provide assistance and oversight to the Meetings & Trade Show Department in administering the policy of

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the Board on conventions and trade show activities, including, but not limited to review of major contracts prior to execution and bids by candidate host cities prior to consideration by the Board of Directors. The Chair shall report to the Board on a periodic basis.

The [Board of Directors](#) or President shall establish any additional committees as may be required for temporary or continuing purposes.

Revised Version:...

(If related to the Regulations or EHB)

Rationale:...

The establishment of committees, their responsibilities and their reporting responsibilities need to be properly identified for effective operation of the Association. In addition, the Board should be responsible for the appointment of the chair for any Board committee and for appointment of any board member to serve on any other committee. The President must have the authority to appoint both the chair and members to non-Board committee except as noted above for Director assignment.

ACTION: WITHDRAWN

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ATTACHMENT K

Agenda Motion # 9 WDD Ballot Motion

Meeting Minutes Motion # MBOD15082217

(To be entered by the Secretary)

Motion for Regulations _____ - Paragraph ____

Motion for EHB Section ____ . ____ Paragraph _____

Motion for Policy X

The Western District Director moves...

(District Name)

The policy of including the notation “by petition” on the ballot for candidates nominated by the petition process (as set forth in EHB) be eliminated and all candidates on the ballot be presented without notation of the nomination process.

Current version:...

(If related to the Regulations or EHB)

N/A

Revised Version:...

(If related to the Regulations or EHB)

N/A

Rationale:...

I was unable to find a specific requirement for the “by petition” notation in EHB.

The separation of candidates by the means of nomination and appearance on the ballot has no apparent rationale as pertains to the authenticity of the nomination or the presentation of the nominee to the voters. Each candidate has the opportunity to provide a statement regarding their nomination to inform the voters. The inclusion of “by petition” serves no purpose other than to bias voter perception of the nominee and should be eliminated.

ACTION: PASSED

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ATTACHMENT L

Agenda Motion # 10ADD Marketing Consultant

Meeting Minutes Motion # MBOD15082218
(To be entered by the Secretary)

Motion for EHB Section _____ Paragraph _____

The Atlantic moves...

(District Name)

That the NMRA enter into a contract with a Marketing Consultant for up to two years to refine and execute the NMRA Marketing Plan, with funding for the position to come from the BOD Reserve Fund.

Rationale:...

As part of the strategic review work, the Strategic Review Committee identified that one priority for the NMRA is the area of marketing, recruitment and retention. Despite efforts to find a volunteer, a suitable person has not been found after a couple of years of searching. To ensure that momentum is gained and that the loss of members is reversed, it is proposed that a Marketing Consultant is hired to fill the resource gap.

This position is anticipated to be filled by a part-time consultant and will be for a fixed term of not more than two years. The President and Vice-President, Special Projects (VP-SP) should develop a job description and identify and recruit a suitable person. Given the VP-SP's previous occupation as an advertising executive, it is proposed that the Marketing Consultant should report to him directly. The President and VP-SP, with Legal Counsel's assistance, will develop a consulting agreement, including terms and expectations.

This consulting fee is not in the current budget and there is not room in the out-year budgets for this expense (rough estimate of \$50-75K total). The CFO recommends that the funds for the consulting contract come from the BOD Reserve Fund for two years, as there are no funds for it in the current budget.

The cost of executing the plan will be covered by the Marketing budget, and it may also need to be increased depending on the plan that is developed.

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There is an assumption that a strong Marketing Plan will result in a net growing membership. If consistent year over year net regular (with and without magazine) US membership increases, additional funding might be added to the regular budget to extend the consultancy. The VP-SP and CFO will keep the BOD updated on the status and progress of this effort.

There is a marketing plan in existence which was written by the previous Marketing Director, Page Martin. The first job of the new Marketing Consultant would be to review this and check that it is still up to date and appropriate. This plan needs to be brought back to the BOD at the 2016 Mid-Year BOD Meeting for approval but work should not wait 6 months to start so the existing plan can serve as a basis in the intervening period alongside the work on recruitment and retention.

The Marketing Consultant's performance will be measured via a number of metrics, including year-over-year net growth in total U.S. membership. (Any marketing efforts will most likely be restricted to the U.S.) These metrics will be agreed with the Marketing Consultant as part of the recruitment process and reviewed annually by the VP-SP.

ACTION: PASSED

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ATTACHMENT M

Agenda Motion # #11 ADD Strategic Review Policy

Meeting Minutes Motion # MBOD15082219

(To be entered by the Secretary)

Motion for Policy on the Strategic Review.

The Atlantic Director moves...

(District Name)

That to ensure direction of effort and resource, the strategic review be prioritised into three key areas with one objective from each area concentrated on at once. These objectives are worked on until sufficient progress has been made to consider them complete.

The next three objectives should be considered to ensure that any preparatory work can begin.

At each BOD meeting, the Strategic Review Committee will report a review of progress and the direction of the next objectives will be reviewed.

Any Departments not directly involved in the main three strategic objectives will have any logic models in their area incorporated into their operational objectives by the President.

Rationale:

The strategic review is a large and complex review and does not clearly prioritise which of the objectives within it should be put first. The NMRA is a voluntary organisation, which has limited resources. To ensure that it concentrates on the most important parts of the review and does not overburden key resources, the top three strategic objectives should be set. This will enable the NMRA to direct its resources to best effect and to concentrate those areas key to its future.

To ensure that the NMRA continues to look ahead, the next three objectives should be considered and be ready to be commenced when any of the first objectives are completed or deemed finished.

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The strategic review will remain in place but act as a wider guiding effort to Department activities.

Please see the Strategic Review Committee report for a more detailed discussion.

ACTION: PASSED

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ATTACHMENT N

Agenda Motion # 12 ALWWD Auditor Restrictions Motion

Meeting Minutes Motion # MBOD15082220

(To be entered by the Secretary)

Motion for Regulations Article VII__ Paragraph 2.A.1

Motion for EHB:

Motion for Policy:

The ALWW Director moves...

that the requirement to change auditors after five audits be deleted.

Appropriate passage in Regulations is shown, with deleted section shown in red and as strike-through):

Article VII – Committees

Section 2.

A. The **Audit Committee** Chair and members shall be appointed as set forth above upon the advice and consent of the Board of Directors. The Audit Committee shall:

- 1.Retain the auditor of the NMRA, who shall be a Certified Public Accountant familiar with auditing non-profit organizations. The Auditor will not provide other financial services to the NMRA. ~~A new auditor will be retained after providing a maximum of five actual audits.~~

Rationale:

This restriction is not needed. We can decide annually whether or not the auditor is doing the required job in a satisfactory manner. There is no additional control need to change auditors, especially since we have one who is very familiar with non-profit organizations, is thorough, and stays up-to-date on IRS requirements. The restriction has caused needless effort in finding suitable replacements. The CFO recommends deleting the requirement.

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ACTION: PASSED

ATTACHMENT O

Agenda Motion # 13 ALWWD Fund Raising Department Motion

Meeting Minutes Motion # MBOD15082221

(To be entered by the Secretary)

Motion for Regulations Article ____ Paragraph ____

Motion for EHB:

Motion for Policy:

The ALWWD District Director moves...

That a Fund Raising Department be established and defined in the EHB.

Rationale: The NMRA has created the position of Fund Raising Manager and the collection of efforts should be recognized as a Department in the EHB.

New EHB Section:

Fund Raising Department

The Fund Raising Department is responsible for developing and executing a variety of outside fund raising activities to benefit the NMRA.

The Department is headed by the Fund Raising Manager who is appointed by and reports administratively to the President or another officer designated by the President.

The primary responsibilities of the Department include creating, developing, managing, and participating in comprehensive fund raising. This should include, but is not limited to:

- 1) Target identification,
- 2) Proposal submission,
- 3) Grant requests,
- 4) Internal funding development, and
- 5) Outreach programs.

This should be accomplished while working closely with appropriate staff, the President, and the Treasurer/Chief Financial Officer.

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ACTION: PASSED

ATTACHMENT P

Agenda Motion # 14 CDD Data Sheets

Meeting Minutes Motion # MBOD15082222
(To be entered by the Secretary)

Motion for Regulations _____ - Paragraph _____

Motion for EHB Section P Paragraph 2.1-4 &5

Motion for Policy _____

The Central District Director moves...
(District Name)

That the responsibility for the Data Sheets be moved from the Publications Department to the Education Department and that all references to the responsible Department in the EHB be changed accordingly.

Current version: ...
(If related to the Regulations or EHB)

The Data Sheet Committee is part of the Publications Department and is documented in Section P 2.1-4&5.

Revised Version: ...
(If related to the Regulations or EHB)

Responsibility for the Data Sheets be moved to the Education Department Section J 19.1

Rationale: ...

At one time the Data Sheets were published in the magazine, and paper copies were distributed upon request. Later, they were issued on CD/DVDs. Currently, they are posted on the website and are a digital educational resource available to members.

ACTION: PASSED

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ATTACHMENT Q

Agenda Motion # 15 ALWWD-CAND

Meeting Minutes Motion # MBOD15082223

(To be entered by the Secretary)

Motion for Regulations _____ - Paragraph _____

Motion for EHB Section A8.1 Paragraph _____

Motion for Policy _____

The ALWWD and the Canada Director jointly move to transfer the following counties from the Niagara Frontier Region to the Mid-Central Region:

In New York – Allegheny, Cattaraugus and Chautauqua counties; and

in Pennsylvania – McKean, Warren, Erie, Crawford and Potter counties.

Rationale: The 25 NMRA members living in the counties listed above were known for many years as the Allegheny Highlands Division of the NFR. In recent years the AHD has become inactive, failing to hold meetings or to elect a slate of officers. Increased travel difficulty across the U.S.-Canada border since 9/11 has been cited as a major impediment to AHD involvement within the NFR.

After several failed attempts to survey the members of the AHD, the NFR Board of Directors was able to accomplish this. (A description of the NFR's survey methodology is available upon request.) The result of the survey: the AHD members voted 18-0 to move to a U.S.-based region rather than remain as part of the NFR (copy of the poll attached).

The NFR BOD recently voted to transfer the AHD counties from the NFR to the Mid-Central Region, which is the Region immediately to the south of the AHD (record of the motion and vote attached).

The MCR BOD voted at its June 14, 2014 meeting (which was attended by the ALWWD) to accept the NFR AHD counties and members. The minutes of the June 14, 2014 MCR BOD meeting are available at:

<http://www.midcentral-region-nmra.org/bod_current/MCR_Report_BOD_6-14-2014.pdf>

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This is the relevant section from those minutes:

Discussion continued regarding the transfer of members from the Niagara Frontier Region (NFR) to the Mid Central Region (MCR). The result of much discussion resulted in the formulation of a Resolution that the MCR approves of the transfer of individuals from the NFR who live in adjacent counties to the MCR provided that the proper transfer procedures are followed. This Resolution is recorded, voted, and was approved with no opposition.

This action has been pending for nearly a decade, but the inactivity of the AHD and problems of borders and distance made it difficult to get the poll conducted. Finally, all the ducks are in a row and this long-awaited change can take place.

ACTION: PASSED

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ATTACHMENT R

Agenda Motion # 16 National Nominating Committee Motion

Meeting Minutes Motion # MBOD15082224
(To be entered by the Secretary)

Motion for Regulations Art VII Paragraph A.7.1.2.G

Motion for EHB Section ____ Paragraph _____

Motion for Policy _____

The Western District Director moves...
(District Name)

That the national Nominating Committee guidance be modified to require participation by US Regions.

Current version:...
(If related to the Regulations or EHB)

G. The **National Nominating Committee** shall be appointed as set forth in 2 above. The **National Nominating Committee** shall consist of a Chair appointed by the President and at least six (6) members appointed by the Chair with the concurrence of the President. At least two members of the committee shall reside in and be drawn from each of the U. S. Districts (Western, Central, and Eastern).

Revised Version:...
(If related to the Regulations or EHB)

G. The **National Nominating Committee** shall be appointed as set forth in 2 above. The **National Nominating Committee** shall consist of a Chair appointed by the President and at least six (6) members appointed by the Chair with the concurrence of the President. At least two members of the committee shall reside in and be drawn from each of the U. S. Districts (Western, Central, and Eastern). [Each US Region President shall be](#)

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responsible for nominating at least one individual (US Resident) for possible service on the Committee.

Rationale:...

1. The Nominating Committee Chair is being held responsible to first find members to fill the committee and then find individuals to be nominated for office. That is asking a bit much
2. Because the nominees for the positions considered by the committee must come from the US residents in the US regions, it is more realistic to find suitable candidates when the regions are involved.
3. Involving the Region Presidents more formally in the nominations and election process demonstrates a clear understanding of both the importance and the value of their service to NMRA. This procedure helps to break down the “good old boy” myth about national leadership. It’s really hard to continue to complain about the process when you are actually participating in it.

Note: As an alternate to this separate motion, the requirement could be included in Region responsibilities set out in Motion #3 WDD Regions and Divisions Motion

ACTION: PASSED

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ATTACHMENT S

VISION STATEMENT "COMMITTEE" REPORT

The NMRA 2015 Update lists both the Vice President/Special Projects and the Marketing Department manager as being responsible for crafting an appropriate vision statement for the NMRA. Since we currently have no active Marketing Department manager, the task has fallen to me.

It should come as no surprise to any of the Board members or Officers that we had a spirited email discussion in early July about the Vision Statement. Many opinions were offered, many suggestions were made. I truly appreciate all the input and thought everyone gave to this.

In the end, we all settled upon and agreed to the following Vision Statement:

*The NMRA supports scale model railroading
by providing educational programs that expand member enjoyment and skills,
by the development of standards,
and by promoting fellowship among model railroaders.*

Respectfully submitted,

Gerry Leone, HLM, MMR
Vice President/Special Projects

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ATTACHMENT T

Text of RBOD15082201

Resolution to honor ALNAD Allen Pollock

Whereas Allen Pollock has served as interim At-large North American Director of the NMRA,

And Whereas Allen has expended extraordinary hours of effort on behalf of the membership in the discharge of his duties as Director,

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 Allen Pollock to the NMRA.

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ATTACHMENT U

Text of RBOD15082202

Resolution to honor WDD Jack Hamilton

Whereas Jack Hamilton has served as Lead Director of the NMRA,

And Whereas Jack has expended extraordinary hours of effort on behalf of the membership in the discharge of his duties as Director,

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 Jack Hamilton to the NMRA.

2015 Annual Meeting Draft Minutes

ATTACHMENT V

Text of RBOD15082203

Resolution to honor VP-ADMIN Dave Thornton

Whereas Dave Thornton has served as Vice president Administration of the NMRA,

And Whereas Dave has expended extraordinary hours of effort on behalf of the membership in the discharge of his duties as Director,

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 Dave Thornton to the NMRA.