

National Model Railroad Association
2019 Winter Board of Directors Meeting
February 16, 2019
Atlanta Drury Inn
Atlanta, GA

- 1) PREZ Magoun welcomed everyone to Atlanta and reviewed the schedule for the day.
- 2) PREZ Magoun called the meeting to order at 0902.
- 3) **MBOD19021601** Motion by EDD Hamm to suspend *Robert's Rules of Order*. Seconded by ALWD Brestel. Motion passed.
- 4) PREZ Magoun asked that the attendees introduce themselves.
- 5) PREZ Magoun asked for proxies. No proxies were presented.
- 6) The roll was called and all Directors, Officers, and Department Heads were present except for FRDM Anderson.
- 7) PREZ Magoun asked for updates to the Consent Agenda. No updates.
- 8) **MBOD19021602** Motion by WDD Priest to accept the Consent Agenda. Seconded by CDD Neale. Motion passed.
- 9) CFO Koch led a discussion of the Budget & Finance report.
 - a) The 2018 Audit is underway.
 - b) All funds are in order.
 - c) Reports will be posted on website in Members Only section.
 - d) IRS Form 990 will be posted on website after taxes filed.
 - e) CDD Bill Neale will chair Audit Committee. PDD Rob Peterson sit on committee.
- 10) **MBOD19021603** Motion by ALWD Brestel motion to accept the Budget & Finance report. Seconded by WDD Priest. Motion passed.
- 11) Member Discount Manager Bob Weinheimer, MMR reports that 30 shops have been signed up for the program.
 - a) Weinheimer would like to advertise the program in region newsletters.
 - b) VP-SPEC PROJ Leone has volunteered to assist with advertising.
- 12) ALNAD Gore led a discussion of the Membership Retention/Recruitment program.
 - a) Gore is working on remote and region Modeling with the Masters programs.
 - b) Gore is working on the division matching funds program. Many divisions are not familiar with the program.
- 13) VP-SPEC PROJ Leone led a discussion of promotional email in return for videos.
 - a) Vendors are please with the program but not many videos are watched.
 - b) ALWWD Brestel feels that the videos are not bringing in members.
- 14) VP-SPEC PROJ Leone led a discussion of the NMRA.org website redesign/reorganization/update.
 - a) The website lacks content to bring back members.
 - b) COUNSEL Amsler noted that "education" must be the major focus of the website.
- 15) **MBOD19021604** Motion by RACD August to hire a content manager. Seconded by PDD Peterson. Motion passed with abstention by CDD Neale and ALWWD Brestel. (see attachment B)

- a) August will take responsibility as overseeing director. VP-SPREC PROJ Leone and ITDM will be co-project leaders.
- b) The position will be discussed further at the spring video conference.
- 16) VP-ADMIN Stevens led a discussion on region conventions and NMRA board attendance.
- 17) SCDM Voss reported on DCC issues.
- 18) PRES Magoun reported on the status of Gallery Exhibit update at the CSRM.
- 19) COUNSEL Amsler led a discussion of "Campaigning for Office."
 - a) All levels of the NMRA must be impartial concerning elections. All communications platforms owned by or controlled by the NMRA must not be used to provide favor to one candidate over another. This includes social media, eBlasts, and websites.
 - b) The policy is being developed. Will be added to the Action List.
 - c) CAO Hendricks and ITDM Sevier will develop methods to communicate with region officers and division superintendents.
- 20) VP-SPEC PROJ Leone led a discussion about member benefits. A number of members have unsubscribed from NMRA eBlasts.
- 21) VP SPEC-PROJ Leone led a discussion about conference calls between board meetings. These calls will be evaluated at the summer board meeting.
- 22) Meeting recessed at 11:38. BOD holds Executive Session.
- 23) Meeting reconvenes at 13:10.
- 24) COUNSEL Amsler led a discussion about disruptive member discipline and expulsion.
 - a) Discipline and Expulsion are governed by Robert's Rules of Order.
 - b) Expulsion can take place for actions within the NMRA. Actions outside of the NMRA cannot be considered.
 - c) All instances must go to NMRA Counsel, and cannot be carried out by a region or division.
 - d) Final decision takes place in executive session and the accused is notified of the outcome.
- 25) **MBOD19021605** Motion by WDD Priest Gore to accept 2019 Budget. Seconded by ADD Arnold. Motion passed. (see attachment C)
- 26) **MBOD19021606** Motion by ALNAD to accept changes to AP Official Certificate. Seconded by CDD Neale. Motion passed. (see attachment D)
- 27) Motion for change to the AP Official Certificate - service time for department heads and counsel to counted towards certificate. Referred to the Achievement Program manager.
- 28) **MBOD19021607** Motion by WDD Priest to accept changes to AP Volunteer Certificate. Seconded by CANDIR Headon. Motion passed. (see attachment E)
- 29) **MBOD19021608** Motion by ALWWD Brestel to Establish the names for the two annual BOD meetings as the "summer" and the "winter" meeting to align with the seasons and to eliminate of the to align with the seasons and to eliminate possible confusion on the meetings' timing. Seconded by EDD Hamm. Motion passed. (see attachment F)
- 30) **MBOD19021609** Motion by RACD August to set term dates of officers to the same as directors. Seconded by ALNAD Gore. Motion passed. Officer and Director terms begin the morning before the Summer Board meeting. (see attachment G)
- 31) ADD Arnold led a discussion about the statements of qualifications on the ballot. The statement of qualifications of a current board candidate was changed by the nominating

committee chair. Statements of qualification will not be edited by the nominating committee chair or secretary and will be placed on the ballot as received from the candidate.

- 32) Worldwide Membership. ADD Arnold led a discussion about worldwide membership outside regions. He asked what services are offered for full membership and if a different membership rate would be considered.
- 33) PDD Peterson led a discussion of candidate selection criteria. Preferences for candidates are the Official and/or Volunteer certificate or equivalent professional or other non-profit experience. Referred to the nomination committee.
- 34) Motion by CANDIR Headon to accept a resolution thanking ALWWD Brestel for his six years of service as At Large Worldwide Director. Seconded by ALNAD Gore. Motion passed by voice vote. (see attachment H)
- 35) ADD Arnold proposed a succession plan for board members and officers. Each will provide a list of suggested proxies for meetings, alternates in time of unexpected and prolonged absence, and recommended appointments or nominees for the position. Completed plan forms will be sent to the secretary.
- 36) ADD Arnold reported that the European Region Facebook page is monitored by a non-NMRA member. Arnold will contact European President Alain Kap to address this.
- 37) VP-SPEC PROJ Leone has sent Region President's awards to recipients.
- 38) Motion to adjourn by CDD Neale in honor of Bob Sherlock, HLM (AR); Sudro Brown (NER); Chuck Catania (PCR); Glen Hall, MMR (SER); Jim Rizolo (NER); Sam Mangion, MMR (AR); Paul Atkinson (past BR President); Ken Smith (BR). Seconded by ALNAD Gore. Motion passed.
- 39) Meeting adjourned at 15:15

ATTACHMENTS

- A Abbreviations used in these Minutes
- B Text of MBOD19021604 Motion to Hire Content Manager
- C Text of MBOD19021605 Motion to Approve 2019 Budget
- D Text of MBOD19021606 Motion to Approve Changes to the AP Association
Official Requirements
- E Text of MBOD19021607 Motion to Approve Changes to AP Volunteer
Requirement
- F Text of MBOD19021608 Motion to Establish Names of BOD Meetings
- G Text of MBOD19021609 Motion to Align Terms of Directors and Elected
Officers
- H Text of RBOD19021601 Resolution thanking ALWWD Mike Brestel

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

Text of MBOD19021604

Motion to Hire Content Manager

Agenda Motion # _____

Meeting Minutes Motion # **MBOD19021604**

(To be entered by the Secretary)

Motion for Regulations Article N/A Paragraph _____

Motion for EHB: N/A

Motion for Policy: N/A

The Regional Advisory Council Director moves:

The IT Department, with assistance from the Vice President - Special Projects, develops a job description for the website content manager.

It is further moved the IT Department should work with the CAO and CFO to develop funding for this plan.

This team would report back to the BOD at Salt Lake City.

Rationale:

A content manager is a major component of website redesign.

Action : Passed

Attachment C

Text of MBOD19021605

Motion to Approve 2019 Budget

Agenda Motion # _____

Meeting Minutes Motion # **MBOD19021605**
(To be entered by the Secretary)

Motion for Regulations Article _____ Paragraph _____

Motion for EHB:

Motion for Policy:

Subject: **Approval of 2019 NMRA Budget**

The Canadian District Director moves:

To approve the 2019 NMRA budget of \$1.6M as presented by the CFO.

Rationale:

The 2019 NMRA budget requires formal BOD approval. The CFO supports this motion.

Result: PASSED

Attachment D
Page 1 of 2

Text of Text of MBOD19021606

Motion to Approve Changes to the AP Association Official Requirements

Agenda Motion # _____

Meeting Minutes Motion # **MBOD19021606**
(To be entered by the Secretary)

Motion for By-Laws _____ Paragraph _____ NA

Motion for EHB: This change will be made to the AP section of the Education Department section of the Program Policies and Procedures Manual (replacement for the EHB).

Motion for Policy

Subject: **Changes in AP Association Official Requirements**

The At Large North American Director moves:

To approve the following changes in the AP ASSOCIATION OFFICIAL requirements:

NMRA AP ASSOCIATION OFFICIAL REQUIREMENTS

To qualify for this certificate, you must:

1. Serve in an office of President, Vice President, Secretary, Treasurer, Trustee or Director and have completed satisfactory service in one of the following:
 - At least one year in the office at the National level.
 - At least two years in the office(s) at the Regional level, of which one year shall be that of Region President or **National** Trustee (the **National** Trustee position was eliminated in January of 2005 with the new regulations).
 - At least three years in the office(s) **as a voting member of a Region Board at the Regional Level** if other than that of Region President or **National** Trustee.

Attachment D

Text of Text of MBOD19021606

Page 2 of 2

Motion to Approve Changes to the AP Association Official Requirements

- Division Superintendents/Presidents ~~or Directors who serve as voting members of the Regional Board of Directors, either by election, appointment or automatic by law provision~~ shall be eligible for the Association Official Certificate on the same basis as any ~~other~~ Regional Board member, i.e., three (3) years in the office.

END OF SERVICE REQUIREMENTS; THE REST OF THE ASSOCIATION OFFICIAL SOQ REQUIREMENTS ARE UNCHANGED

=Words to be deleted are double hatched out. Words to be added are in bold underlined
= The overall requirement of 60 time units is maintained; this change only addresses Section 1 of the requirements and not the entire SOQ. The balance of the SOQ us unchanged.

Rationale:

The only significant change is to recognize the importance of the Division Superintendent/President as one of the key NMRA positions that has the greatest impact on the success of the member experience. There is a clear understanding that the Division is the most important interface between the member and the NMRA, and the local leadership of the Superintendent is critical.

Titles have changed, the organization structure has changed, and responsibilities have evolved. This reflects an updated set of requirements. Some changes are for clarity.

The NMRA AP Manager prepared this motion with input from the Region AP Managers. The Region AP Managers have been apprised of these changes and they have a positive reaction to the changes.

The changes, if approved, would become effective retroactively to January 1, 2019. A clear version of the requirements will be inserted into the SOQ and the PPM.

Result: **Passed**

Attachment E
Page 1 of 3

Text of Text of MBOD19021607
Motion to Approve Changes to the AP Volunteer Requirements

Agenda Motion # _____

Meeting Minutes Motion # MBOD19021607
(To be entered by the Secretary)

Motion for By-Laws _____ Paragraph _____ NA

Motion for EHB: This change will be made to the AP section of the Education Department section of the Program Policies and Procedures Manual (replacement for the EHB).

Motion for Policy

Subject: **Changes in AP Association Volunteer Requirements**

The Western District Director moves:

To approve the following changes in the AP ASSOCIATION VOLUNTEER requirements:

NMRA AP VOLUNTEER REQUIREMENTS

To qualify for this certificate, you must:

1. Serve actively on NMRA Committees (National, Regional, or Divisional) **and/or as an Officer** long enough to accumulate ~~at 60 certified~~ Time Units (TU).

- Active satisfactory service as a ~~General Chair of a National Committee~~ **National Department Head** at the rate of 4 (TU) per month.
- Active satisfactory service as a National Committee Chair, **reporting to a Department Head**, at the rate of 3 TU per month.
- Active satisfactory service as a Regional Committee Chair or a National Committee member **or a Division Superintendent/President** at the rate of 2 TU per month. **A Division Superintendent/President has the option to use their service toward the Official certificate if they do not already hold it.**
- Active satisfactory service as a Region Committee member, a Division ~~Official~~ **Officer other than Superintendent/President, or Division** Committee Chair at the rate of 1 TU per month.
- Active satisfactory service as a Division Committee **member** or **Division** Board member at the rate of 1/2 TU per month.
- Editors of an NMRA publication shall receive credit for their service at the rate appropriate for Committee Chairs **at the same level. At least four issues of the Newsletter, edited by the person applying, shall be attached to the SOQ or a URL provided for electronic newsletters before points will be considered for credit.**

Attachment E
Page 2 of 3

Text of Text of MBOD19021607

Motion to Approve Changes to the AP Volunteer Requirements

- Service as a Division Officer (~~other than Superintendent/President~~) or Division Director (~~other than at the Region level~~) shall be credited at the same rate as that for service on a Regional Committee of 1 TU per month.
- ~~Division Superintendent (President) at the rate for a Regional Committee Chair. All other Division Officers will accumulate at the rate for a Regional Committee member.~~
- Newsletter editors of 100% NMRA Clubs, ~~having~~ that have ten or more members, may earn one point per issue of the Club Newsletter (print or electronic), providing it is four pages or more. ~~All Newsletters must have four issues on file in the NMRA Library,~~ At least four issues of the Newsletter, edited by the applicant ~~person applying~~, shall be attached to the SOQ or a URL shall be provided for electronic newsletters before points will be considered for credit.
- Official judges at an NMRA - sponsored model contest shall be given time units for such service at the contest only, not monthly, as a one-time service credit per contest as follows: National 3 TU, Regional 2 TU, Divisional 1 TU
- Individuals (and their crews) who open their home or club layout for tours or operating sessions in conjunction with NMRA conventions or other NMRA sponsored events earn credit of 3 TU/day that the layout is open for viewing to a maximum of 12 TU for a National event, 6 TU for a Regional event or 3 TU for a Divisional event.
- Individuals who participate in modular layouts in conjunction with ~~NMRA Divisions, or at~~ NMRA sponsored events earn credit of 3 TU/day for each day that the layout is open for viewing at the event to a maximum of 12 TU for a National event, 6 TU for a Regional event or 3 TU for a Divisional event.
- Boy Scout Railroading Merit Badge Counselors who are NMRA members can earn 1 TU per month of active service plus ~~and~~ 1 TU per Scout that qualifies. This credit is retroactive with no time limit for those who have served as Counselors in the past provided that they were also NMRA members during the time of service.
- A live clinic that is presented more than once earns Author credits for the first presentation and Association Volunteer credits for each additional presentation ~~(If the applicant already holds the Author certificate, then all presentations of a clinic earn credits toward Association Volunteer)~~ at the following schedule:
 - National Clinic – 3 Time Units
 - Region Clinic – 2 Time Units
 - Division Clinic – 1 Time Unit

END OF SERVICE REQUIREMENTS; THE REST OF THE ASSOCIATION VOLUNTEER SOQ REQUIREMENTS ARE UNCHANGED

= Words to be deleted are double hatched out. Words to be added are in bold underlined

Attachment E
Page 3 of 3

Text of Text of MBOD19021607

Motion to Approve Changes to the AP Volunteer Requirements

END OF SERVICE REQUIREMENTS; THE REST OF THE ASSOCIATION VOLUNTEER SOQ REQUIREMENTS ARE UNCHANGED

= Words to be deleted are double hatched out. Words to be added are in bold underlined
= The overall requirement of 60 time units is maintained. This change only addresses Section 1 of the requirements and not the entire SOQ. The balance of the SOQ is unchanged.

Rationale:

Titles have changed, the organization structure has changed, and responsibilities have evolved. This reflects an updated set of requirements. The NMRA AP Manager prepared this motion with input from the Region AP Managers. The Region AP Managers have been apprised of these changes and they have a positive reaction to the changes.

The changes, if approved, would become effective retroactively to January 1, 2019. A clear version of the requirements will be inserted into the SOQ and the PPPM.

Result: Passed

Attachment F

Text of Text of MBOD19021608

Motion to Establish Names of BOD Meetings

Agenda Motion # _____

Meeting Minutes Motion # **MOD19021608**
(To be entered by the Secretary)

Motion for Regulations Article _____ Paragraph _____

Motion for EHB:

Motion for Policy:

Subject: **Names of BOD Meetings**

The At Large Worldwide District Director moves:

To establish consistency and accuracy in the names for the semi-annual BOD meetings:

Establish the names for the two annual BOD meetings as the “summer” and the “winter” meeting to align with the seasons and to eliminate possible confusion on the meetings’ timing.

All references in the EHB, CPPM, and PPM to the two meetings will be changed from the current “annual” and “mid-year” to reflect the new definition.

Rationale:

The terms “annual” and “mid-year” were accurate when the NMRA fiscal year started in the middle of the calendar year. Now the fiscal year follows the calendar year, and neither term fits the NMRA year. The current terms are confusing to some members and others.

There is always a BOD meeting near the first of the year, generally in February, and “winter” is descriptive of that time. The other BOD meeting is held in conjunction with the NMRA convention and typically occurs in July or August which are considered “summer” by most of our members. Changing the names to reflect when they typically occur will help to avoid confusion in the minds of those members who live in the Northern Hemisphere, which includes the vast majority of our members as well as those with whom we do business, and will more clearly establish when the meetings are held.

Result: Passed

Attachment G

Text of Text of MBOD19021609

Motion to Align Director and Elected Officer Terms of Office

Agenda Motion # _____

Meeting Minutes Motion # _____ **MBOD19021609** _____
(To be entered by the Secretary)

Motion for Regulations Article _____ Paragraph _____

Motion for EHB:

Motion for Policy:

Subject: **Director and Elected Officer Terms of Office**

The Region Advisory Council Director moves:

A motion to align the start of terms for all Officers and the Directors.

The terms of all elected Officers and the Directors of the NMRA will start at noon on the day before the start of the summer/annual BOD meeting and continue until the next person is installed in the position.

This change will be reflected in the new CPPM in all places where references is made to the time of terms start and stop points.

Rationale:

The Terms currently start at different times and this can be less efficient during the summer BOD meeting. Aligning them eliminates any confusion and allows better planning for meetings.

Result: PASSED

ATTACHMENT H

Text of RBOD19021601

Resolution to honor ALWWD Brestel

Mike Brestel, HLM has served as At Large Worldwide Director of the NMRA,

And Whereas Mike has expended extraordinary hours of effort on behalf of the membership in the discharge of his duties as At Large Worldwide 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 Mike Brestel, HLM to the NMRA.