

National Model Railroad Association
Board of Directors Meeting
2011 Annual Meeting
1 – 2 July 2011
Sheraton Grand Hotel, Sacramento, CA
Minutes

- 1) President Brestel called the meeting to order at 9:01 AM 1 July 2011.
- 2) Introduction of guest Ray de Blicke representing the X2011 Sacramento NMRA Convention hosts.
- 3) Noted absence of PDD Peter Jensen due to death in family and accident at home; his proxy given to President Brestel. Introduction of new Directors: Don Hillman, Canada Director, Peter Magoun, MMR, Central District Director and Stephen Priest, MMR, RAC Director.
- 4) Minutes of the Mid-Year meeting in Las Vegas; an error was noted in Attachment D to wit: EHB Section D 2.1 Para. 2 should read:
 - a. Overseeing the activities of staff and Department Managers as delegated by the President.
 - b. Assisting the President as directed and needed.
 - c. Conduct of a review and audit of established programs for effectiveness
 - d. Confirmation of appointments (when designated by President).
 - e. Other duties as may be assigned by president.Motion MBOD 11070101 was then made by RACD with second by CAND to approve minutes as corrected. Motion passed on voice vote.
- 5) Secretary requested a motion to approve election results and the destruction of ballots. Motion 11070102 made by ADD, second by EDD to approve election results and authorize destruction of ballots. Motion passed on voice vote.
- 6) The order of business was modified to move up the Budget and Finance Report. Frank Koch discussed reports he had circulated. He noted that there is not enough economic justification to renew the Life Member category as some had proposed. The Audit initial report looks good, but he noted we will be changing to an accrual-based system as discussed in his report. He has introduced some changes in way of recording and reporting for greater clarity. He recommended a change to the price of the 75th Anniversary print as they have not moved that much. Based on the COL changes reported by the government, he recommends the Board consider an increase in dues.
- 7) MBOD 11070103 moved by ALNAD, with second by EDD, that the price of the 75th Anniversary prints be dropped to \$99.95 effective August 1, 2011. Motion approved on voice vote.
- 8) MBOD 11070104 Motion by WDD, second by RACD to raise dues by \$5.00 and subscription rate for NMRA Magazine by \$3.00 effective January 1, 2012 Other dues should be changed proportionally as provided in EHB. No change is envisioned for RailPass at this time. Motion approved by voice vote.
- 9) The Board then discussed other items from the Budget and Finance perspective and report:

- a. Discussed the amount fully invested required to support Life Fund obligations. The figure would be \$925K to totally invest the Life Fund.
 - b. Discussed overall financial position of NMRA.
 - c. Discussed sensitivity of financial projections to upsets in the market.
 - d. Discussed, with input from WDD Hamilton, how to end deficit spending.
 - e. Discussed long term Library and Office status.
 - f. Discussed Museum
 - g. Discussed financial implications of proposed Library/Museum/HQ moves.
 - h. Discussed possible discount program with Micro-Mark and possibly other retailers. VP-Admin Thornton indicates that the Micro-Mark is amenable to the idea and he will seek contact with other retailers including home improvement stores for their possible interest in offering discounts to those who can show identification as an NMRA member.
 - i. Discussion of selling HQ building and the possibility of renting space in part of the building once the Museum has moved.
- 10) President Brestel noted two items; VP-Administration Dave Thornton is now charged with keeping an Action List for Board & Department Manager action in preparation for upcoming meetings; he is also given authority to approve changes to the alias list. EDD Roberts was approved by Board to be the lead Director for meetings.
- 11) Nomination Committee Report: Di Voss reported the current list of candidates for next year's election:
- a. President Charlie Getz
 - b. VP-Admin Dave Thornton, Howard Goodwin, Clark Kooning
 - c. VP-Special Projects. Bill Kaufman
 - d. ALNAD Mike Brestel
 - e. EDD John Roberts
 - f. PDD Kelly Lloyd and 2 others not yet identified
- In addition, there are some individual members seeking petition signatures to be put on the ballot.
- 12) Administrative Department report addition: Jenny Hendricks discussed issue with Atlantic and Pacific Districts on handling areas outside of existing Regions within those Districts. The Atlantic District issues are resolved. In the Pacific District Australia, New Zealand and Taiwan are resolved, but they are reluctant to do others. Members in outlying areas are not getting administrative services.
- 13) MBOD 11070106 ALNAD moved, seconded by ADD to direct President Brestel to make such adjustments for implementation of motion for Atlantic and Pacific Districts to provide for administrative services to non-Region members in those districts and report to the Board at the February 2012 meeting. Motion approved on voice vote.
- 14) John Roberts reported on planned reception and ground breaking ceremony for Howell Day Museum at California State Railroad Museum on Thursday, July 7th at 4:00 PM – Directors and Officers are invited to attend.
- 15) John Stevens reported on progress of project to improve definitions of Regions in Regulations: He is waiting to resolve some final issues between SER and SSR on some

territory along their border. The Zip Code vis a vis County name is still a problem in some areas. He will report back at the February 2012 meeting.

- 16) Discussion by President Brestel of the changing nature of availability of member information in an age of electronic snooping techniques. Federal government is adopting more policies to keep personal information private. Accordingly, he recommends that the Board adopt a policy dealing with this area, and that the policy be communicated to Regions and Divisions as well. Accordingly, MBOD 11070107 Motion to approve NMRA Confidentiality Policy was approved by voice vote. Text of policy is included in these Minutes as Attachment B.
- 17) MBOD 11070108 EDD moved, with second by CAND, to accept Department reports. Motion passed on voice vote.
- 18) Agenda motion MBOD D, moved by ALNAD to be MBOD 11070109, second by CDD to move Scott County, Indiana from MCR to MWR. Both Regions agree to change. Motion passed on voice vote.
- 19) ALNAD Getz reported regarding proposed change to Regulations regarding election procedures; he found that a majority of members are satisfied with the current procedure and no further action is needed.
- 20) Stephen Priest, MMR, in his role coordinating the scanning of KML photo images and responses of members; several members have responded favorably. While sales at present have only been on the order of \$500, they are expected to grow as more photos are scanned and made available. He is working on articles to be generated for NMRA Magazine and to encourage donations to the Diamond Club.
- 21) Meeting recessed at 11:59 AM.
- 22) Meeting reconvened at 1:06 PM.
- 23) Unfinished business: Mike Brestel reports he has reviewed cost estimates for fewer issues of NMRA Magazine with more pages per issue – it appears to be cost neutral. The new advertising manager is working hard to bring in more revenue.
- 24) Motions from February 2011 BOD meeting: the motions were sent out, but due to a communications problem, not all addressees may have received their copies from Secretary. MBOD11070110 WDD proposes to withdraw his motions from the mid-year then re-submit at next mid-year after motions reviewed by Policy Committee. Motion seconded and approved by voice vote.
- 25) Problem was reported on WEBX system trial; it is not a bad system, but not for a group the size of the NMRA Board and Officers. This was in response to a query from WDD about using such a system to improve communications among Board and Officers.
- 26) CDD discussed the Model Railroading 101 Program by the St. Lawrence Division of MER; may be of possible use for other Divisions in providing service to members.
- 27) WDD discussed Pike Registry and putting it on line. It was agreed that the topic should be under the “Members Only” area rather than accessible by non-members.
- 28) Board discussed issues with election in 2012; to resolve some of the address problems, the ballots should be returned to NMRA Headquarters in Chattanooga. The staff will not open them, but will bundle them and forward to the Ballot Committee for counting. There was some discussion whether or not to put the ballot in the magazine, but this was considered an administrative matter for officers to resolve.

- 29) There was discussion of how to get communications to members; WDD will make up a committee of himself, RACD and VP-SPEC PROJ to address issue and report back at mid-year.
- 30) Recessed at 2:38 PM
- 31) Reconvened at 2:51 PM
- 32) Agenda Motion MBOD A was presented as MBOD 11070111 by WDD with second by ALNAD. This adds a paragraph to Article IV, Section A 6.1 of Regulations and EHB to add paragraph 5 "The work product of all departments, committees and subcommittees formed to perform tasks as part of or under NMRA authority will be the property of the NMRA. To this end, any individual nominated to appointment shall acknowledge the NMRA rights to work product and execute an NMRA Code of Ethics agreement." The motion passed on voice vote.
- 33) Discussion of Agenda Motion MBOD B; ALNAD suggested that the proposed language looks like a good basis for an RFP. MBOD 11070112 by ALNAD with second by EDD to table motion approved by voice vote of members. A committee of John Roberts and Bill Kaufman will start work on putting together RFP.
- 34) Agenda Motion MBOD C died for lack of a second.
- 35) MBOD 11070113 by ALNAD, with second by RACD that the President shall attend BOD caucus as a non-voting member. Motion passed on voice vote.
- 36) MBOD11070114 by CAND, 2nd by CDD to modify Regulations, Art.III, Section 12, definition of Central District, to remove the phrase, "...and the country of Canada." The Canadian members have their representatives listed elsewhere. Motion passed on voice vote.
- 37) President Brestel discussed the agenda item of Disaster Planning: we have used all the plans in the past year with fair effectiveness. Many of these may not be in writing at this time, but someone knows what the plans provide. Frank Koch will write up the plans for future records.
- 38) Members discussed membership recruitment and benefits. It was agreed that a committee of COMMD Gerry Leone, MMR, MSPDM Howard Goodwin and ALWWD Koester will start work on issue.
- 39) Meeting recessed at 4:30 PM.
- 40) Meeting reconvened at 9:04 AM, Saturday, July 2, 2011.
- 41) Introduction of Jim McClain, counsel for intellectual interests.
- 42) Bob Amsler reported that the IRS has required that a policy be approved on "whistle blower" protection. MBOD 11070115 ALNAD moved, CAND second to have Mr. Getz and Mr. Amsler develop language for "whistle blower" protection, the specific language to be provided at the 2012 Mid Year meeting of the Board. Once adopted, this policy should also be passed along to Regions and Divisions as a "best practice" for them to consider adopting into their own regulations. Motion passed on voice vote.
- 43) The Board heard presentations for the 2015 National Convention by Doug Auberg, representing the Portland, OR, group for August 23 – 29, 2015, and Di Voss with a proposal for a West Coast Cruise. The tentative cruise would be September 26 to October 3 starting in Vancouver traveling on Holland America Lines ship with two

alternate scenarios for end of cruise, either San Francisco or San Diego where the National Train Show would be held.

- 44) Meeting recessed at 10:15 AM.
- 45) Meeting reconvened at 10:40 AM, then went into recess for Executive Session.
- 46) Meeting reconvened at 11:50 AM
- 47) MBOD 11070116 ALNAD moved that the bid by Portland be accepted for the 2015 convention. Second by ____ Motion passed on voice vote.
- 48) MBOD 11070117 by ALNAD, second by ____ to ask Di and Mary Kay Voss to continue research on cruise and possible setup for 2017 and the possibility of partnering with other groups, and report at the next Mid-Year meeting of Board. Motion passed on voice vote.
- 49) Meeting recessed at 11:55 AM.
- 50) Meeting reconvened at 1:01 PM
- 51) Issue of the NMRANET: Bob Amsler explained the terms of the following presentations by Di Voss and Bob Jacobsen. Each was allowed thirty minutes or so to explain their positions on the matter, with each presentation to be commented on by the other party for fifteen minutes.
- 52) Meeting recessed at 1:47 PM for bio break.
- 53) Meeting reconvened at 1:56 PM.
- 54) There was a long discussion of pros and cons of each process.
- 55) Meeting recessed for an executive session at 3:37 PM and reconvened in open session at 4:03 PM.
- 56) MBOD 11070118 RACD moved with second by EDD that the provisional standard for S 9.1 is replaced and the proposed standard is returned to the S&C Department with the direction that the Department groups return to the board with a combination of Standard and Recommended Practice. The Department and its manager are commended for the work that has gone into the project. Stephen Priest will be the NMRA's representative for the cooperation of the parties and a report will be generated with copy to the President.
- 57) Meeting recessed at 4:15 PM.
- 58) Meeting reconvened at 12:03 PM July 9, 2011.
- 59) Directors reviewed the descriptions of the work done on proposed Standards 9.5 and 9.6. John Socha-Leialoha described the work he did on development of the software rather than all hardware. The Board heard a comparison of points and John responded to queries. It was agreed by the Board that RACD Stephen Priest, MMR, would head up the NMRANET work group; today's session was mainly to get the Board aware of the status of issues after discussions of the past few days. There is agreement that:
 - a. The parties will work together – probably on Proposed Standard 9.6
 - b. There will be no ad hominem comments – no personal attacks.
 - c. The priority of the project is what is in the interest of the hobby.
- 60) President Brestel will issue an appropriate letter to Don Voss thanking him for his service, but removing him from the work group.
- 61) The Western District Director moved MBOD 11070119, that the NMRANET group moves forward with proposal 9.6 as the NMRANET base at the direction of Stephen Priest, the Working Group Chair. The WG Chair will report progress to the S&C

Department Manager and the NMRA President. The At-Large World-Wide Director seconded the motion. The motion passed on voice vote.

- 62) Motion to adjourn by WDD, second by others, in honor of Dennis Hills, Bob Boomsma, and an expression of condolences from the Board to PDD Director Peter Jensen and family on the loss of his mother-in-law as well as his personal injury on arriving at home. Meeting adjourned at 1:09 PM.

Respectfully Submitted
Robert V. Gangwish
NMRA Secretary

Attachments:

- A Abbreviations used in these Minutes
- B Text of MBOD 11070107 NMRA Privacy Policy

ATTACHMENT A
ABBREVIATIONS USED IN THESE MINUTES

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

Appendix B NMRA Privacy Policy

Meeting Minutes Motion MBOD 11070107

Motion for Policy: This language was previously discussed in Executive Session at the February 23 – 24 2011 Mid Year Meeting in Las Vegas, NV. It was brought back before the Board in open session at this meeting for ratification.

Confidentiality Policy

In order to protect the privacy rights and concerns of our members, the National Model Railroad Association, Inc. is forwarding this statement to all Region and Division personnel. All such personnel are expected to understand and abide by this policy.

Due to changes in the law as well as increased concern over privacy issues and identity theft, it is now NMRA policy that anyone with access to membership information obtained from the national NMRA must agree not to disclose any such information to anyone who is not authorized to have access to the information for official use.

The NMRA is in the process of obtaining permission from each member to disclose his or her personal information to other members, as we have in the past for those wishing to visit or contact other members. Due to changes in the law and increased privacy concerns, we can no longer disclose such information without the consent of the members concerned. Moreover, no information should be disclosed by any NMRA official, elected or appointed, at any level of the NMRA that would allow those without authorization to obtain personnel information of other members. This would include mass electronic mail distribution with private email addresses in the “to” or “cc” address lines where the information can be read by any recipient.

Currently member information such as name, address, phone number, and email address is made available to each Region membership officer, and is also available to each Region president. Those persons are expected to pass this information along to their Region’s Division superintendents and membership officers so that they can use the information for official business. Welcome letters, re-rail letters, newsletters, meeting notifications and the like would be considered official business. Other official mailings to all Region or Division members are also permitted.

This policy strictly prohibits dissemination of member information to 100% NMRA clubs. Such clubs are not part of the NMRA corporate structure, and the NMRA has no way to control how such information would be used. 100% NMRA clubs are clubs whose members are all members of the NMRA; however, they have no other responsibilities to the NMRA. The NMRA HQ will continue to identify if a person is a member of the NMRA to an NMRA club for purposes of confirmation of the person’s eligibility for membership in the 100% NMRA club. However, we would request the club to first request a copy of the membership card from the prospective member in order to confirm eligibility.

Any NMRA official who passes personal membership information along to non-authorized individuals runs the risk of being held personally legally liable for this action. Moreover, the NMRA insurance does not apply to such disclosures by region or division officers or personnel.

Further updates of this policy will be issued as they are formulated and adopted by the Board of Directors.

We appreciate that these changes may cause changes in the way that your NMRA organization conducts business and serves its members, but these changes are necessary as the law evolves regarding privacy issues. If you have questions about this policy and how it should be applied, please direct them to nmrapres@zoomtown.com or to NMRA General Counsel, Robert J. Amsler, Jr., at legal@hq.nmra.org.