

## Minutes, Board of Directors Duluth, MN, July 11, 2001

Present: Beach (presiding), Bratt, Carlson, Masters, McCoy

Called to order at 7:00 p.m. on the private car "Prairie Rose."

MSC approve of Agenda.

MSC approve minutes of March 24, 2001 (telephone conference).

### Announcements:

- No money expended with respect to collection A. No further progress in protecting collection.
- Roundtable on the *Mainstreeter* on convention program.
- Robert Farrell representing the Lake Superior Railroad Museum requested support of the NPRHA for obtaining gifts for the Dave Carlson memorial fund for refurnishing NP equipment at the LSRM Museum.

### Officer's Reports:

- President—attached: Emphasized the need for better communications among those working on behalf of the Association.
- Treasurer—attached:  
MSC: to designate the amount of the CD's at Fargo as a reserve fund to cover cost of three issues of the *Mainstreeter* and the annual calendar.

### Committee Reports:

- Treasurer Audit, McKee (not present)—attached: Auditor found some exceptions as noted. These were discussed and will be handled by Treasurer.
- Company Store Audit, Berg—attached: Audit completed for 1999 and 2000 with the exception of December and November 1999. Berg and Carlson working together will handle problems found. Possible reduction of old inventory by announcement of discounted items in the *Mainstreeter*. Will explore possible change in computer accounting program.
- Publications, Reese (not present)—attached: Discussed the need to make up shortage of printer damaged issues at the time of printing to full number ordered rather than accepting a credit on cost.
- Membership, Snow (not present)—attached: Beach discussed membership card issue; hopefully they will be issued in the coming year. New application form attached. Board agreed that the present P.O. box be retained rather than change to Snow's new address.
- Conventions: Russell has made arrangements for 2002 convention in Portland, OR. Billings convention hotel has been reserved but need chairman.
- Nominations, Carlson: Masters will retire from Board. Current members standing for election: Beach, Bratt, Broderick, and Leach. Nominations committee will recommend that Robert Horne fill remaining position.
- Preservation, Schrenk—Attached: A major concern is what level of development at the Jackson Street Roundhouse the Association will commit to. Bookcases for archival storage will cost \$8,000. Private donations will be sought.

Adjourned temporarily at 9:00 p.m. Reconvened at hotel at 9:30 with Fredrickson in attendance.

- Preservation cont.:  
MSC to authorize expenditure of up to \$5,600.00 for third year operations at MTM Jackson Street Roundhouse Project.

### Old Business.

- Discussed possible revision of color page directive for *Mainstreeter*, no change made.

- Schrenk discussed need for a formal Memorandum of Understanding (MOU) to cover NPRHA contributions and participation in the Jackson Street Roundhouse archive project. MOU attached. MSC to approve MOU as written and approved by MTM 6/19/01.

#### New Business

- MSC to donate \$200.00 to the Lake Superior Railroad Museum for assistance with the convention.
- Proposed policy on donations for railroad structures and equipment (attached) discussed. MSC to adopt policy as proposed with the third sentence under findings to read: "NPRHA supports such activities in ways other than direct financial aid."
- Proposed policy on publications committee (attached) discussed. MSC to adopt policy as written. MSC to disband *Mainstreeter* Editorial Board. MS to annul provision for annual review of *Mainstreeter* editor adopted at last meeting. After discussion MSC to table motion.
- Web site development: Other than Beach saying he would contact the four members who had expressed interest in development there was no discussion.

#### Possible Publications:

- Discussed the reprinting of Louis Renz's NP Data Tables booklet. Mr. Renz has agreed to furnish original copy to NPRHA for publication and sale.
- Discussed the placing of NP condensed profiles on CDs for sale through Company Store.

MSC to establish an NPRHA brokerage account for accepting gifts of stock.

Discussed with Phillips his memo of July 3, 2001 (attached) on operating the *Mainstreeter*.

Foundation proposal was deferred to a later meeting.

Membership discount at Company Store was deferred to a later meeting.

MSC to contribute \$1,000.00 to the Dave Carlson Memorial Fund to Refurbish NP equipment owned by the Lake Superior Railroad Museum.

Meeting adjourned at 11:38 p.m.

Minutes recorded by Jerry Masters, typed by Philip Beach.

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## Minutes, Membership Meeting Duluth, MN, July 13, 2001

Called to order at 2:55 p.m. by President Beach

MSC to approve the agenda.

MSC to approve the minutes of July 22, 2000.

#### Announcements:

- Beach recognized Board members present.
- Bratt gave information on the train trip on the 14<sup>th</sup> on the LS&M and the Sunday trip.
- The convention next year is at the Portland, OR, Airport Holiday Inn, July 10-14, 2002. Jim Russell chairs the convention. The Billings convention is July 16-19, 2003.
- Robert Farrell from the Lake Superior Railroad Museum explained the Dave Carlson Memorial Fund for Refurbishing NP equipment owned by the museum. Contributions were requested.

#### Officers' Reports:

- President—Beach: The mailing of 2<sup>nd</sup> renewal notices has resulted in a significant increase in membership. Members will in the future receive a membership card with the renewal notice. Announced John Phillips

as the new editor of the *Mainstreeter*. Expressed appreciation to Larry Schrenk for his work with the Jackson Street Roundhouse Archive. This will be an on going cost commitment of the Association. Volunteers are needed to help Larry.

By acclamation Craig Reese was recognized for his work as the *Mainstreeter* editor.

The listing of Sustaining Members in the *Mainstreeter* was discussed. Also discussed was including the minutes of the annual meeting in the *Mainstreeter*.

- Treasurer—McCoy: Financially in good shape. A reserve fund will be established as a result of a change in accounting procedure. Donations were made this year to the MTM Jackson Street Roundhouse, \$2,000.00 and \$7,500.00 for the second half of the contribution to Montana Historical Society for the McGee collection.

MSC to accept the Treasurer's report.

- Auditor—McKee (not present): Audit of Treasurer accounts raised some issues that will be addressed by the Board. One was the need for a reserve account, which has been established, and another was the need to integrate the Company Store into the full Association financial statements.
- Auditor—Berg: Audit of Company store for 1999 and 2000 has been done. There are issues of the adequacy of with present financial soft ware. Store needs to make quarterly financial reports and be integrated into full Association statements.

Committee Reports:

- Nominations—Carlson: The committee recommends that Beach, Bratt, Broderick, and Leach be returned to the Board and that Robert Horne be added to replace Masters.

Nominations from the floor were asked three times, none offered.

MSC that nominations be closed and the Secretary cast a unanimous ballot for the committee nominees.

A question was raised about the possible need for a review of the By-Laws.

- Publications—Reese (not present): Beach explained delay in publishing of some past issues and technical problems that ensued. Continued need for articles.
- Membership—Snow (not present): Nearly 1700 members—the largest ever. But there is a need to enroll younger members. There has been improvement in the number of sustaining members. Suggestion was made that the membership application be included with the summer issue of *Mainstreeter* and members be asked to distribute it to individuals and groups.
- Preservation—Schrenk: Reported progress on the Jackson Street Roundhouse Archive. Schrenk will be at archives for visitors from 6 to 9 p.m. on the 14<sup>th</sup>.
- Recruitment—Russell (not present).
- Company Store—Carlson: no report.

No other business.

MSC to adjourn, 4:25 p.m.

Minutes recorded by Jerry Masters, typed by Philip Beach.

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## **Minutes, Board of Directors Duluth, MN, July 14, 2001**

Present: Beach (presiding), Bratt, Carlson, Fredrickson, Horne, McCoy.

Called to order at 12:30 p.m.

Nominations and Election of Officers for 2001-2002:

President: Phil Beach

Vice President: Jon Bratt

Treasurer: Bob McCoy

Secretary: Bob Horne

Nominating Committee Chairman: Warren Broderick

All candidates were unanimously approved.

The following were reaffirmed unanimously to continue to serve on the Nominating Committee: Duane Durr, Jim Hill, and Gary Wildung.

**Publications:**

Verne Alexander and Dennis Henry had agreed to serve with John Phillips on the Publications Committee. They were both unanimously elected, and will serve in alternating two-year terms, with Alexander serving the initial one-year term. It was emphasized that their mission will be oversight, not supervision of publications. Direction will be provided by the Editor, John Phillips, with content being solicited, edited, and selected by him and his Review Board. It was agreed that Board approval was not required for the Editorial Review Board.

Editor Phillips requested a budget of \$350 per quarter (total \$2800) to be used for miscellaneous costs associated with research for articles. Approved unanimously.

Discussion of a proposal by Phillips for Annual Review of the Editorial Function was deferred, and will be handled over the next few months via correspondence, with approval hopefully on the winter teleconference.

**Company Store:**

There was a lively discussion about methods of enhancing the value and efficiency of the Store. Among the topics covered, there was concern raised over the selling of goods, at our less-than-retail prices, over the Internet to non-members, and the consequent breaching of former understandings with retailers not to undercut them.

Other topics discussed included using different price tiers for different classes of membership, non-members, etc., and the requirement to be able to readily distinguish one from the others. Therefore, it was decided to draft a Mission Statement for the Company Store (Beach, Horne).

**By-Laws Review:**

As a result of the foregoing discussion, and recognizing that the NPRHA is 20 years old, it was agreed that it would seem appropriate to undertake a preliminary review of the By-Laws at this time. This would provide an opportunity to see whether there might be other areas where roles and responsibilities could be clarified, perhaps with additional Mission Statements, in order to strengthen the organization. (Beach, Horne)

As a final step of business, President Beach expressed, on behalf of the Board and the Association, his heartfelt thanks to Jerry Masters for his three years of service on, and contributions to, the Board. Jerry was absent from this meeting because he was attending a large family reunion.

Adjournment: 2:15 p.m.

Respectfully Submitted,  
(Signed) R. B. Horne  
For Rick Leach

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## **Minutes of NPRHA Board Meeting- 11/18/01 (Telephonic)**

Present: Beach (presiding), Bratt, McCoy, Horne, Broderick, Fredrickson, Leach, Russell.

Excused: Carlson

Called to order at 12:03 p.m.

Approval of Agenda: Unanimous

Approval of Minutes of Duluth meetings of July 11 and 14, 2001: Unanimous

Announcements: President Beach commented on the following:

- While there will be one more Board Meeting (by telephone) prior to the Portland Convention, the Board was reminded to plan to arrive in Portland in time to attend the customary Board Meeting prior to the Convention, on Wednesday evening, July 10, 2002.

- Concerns have arisen over the availability of acceptable equipment for the anticipated railfan trip from Portland, OR to Auburn, WA and return. Also, escalating insurance fees may preclude a reasonable cost for any such trip. Convention Chair Russell reports that he has been in contact with the Mt. Rainier RR over the possibility of using (some of) their equipment. He assures us he continues to hope for success.

Agenda Item 1:

- It was moved and seconded to remove Don Carlson as the Manager of the Company Store, as a result of poor financial and bookkeeping management. After considerable discussion, it was decided to table this motion, pending the following action:
- It was moved and seconded to accept Don Carlson's recently-tendered resignation as Manager, effective on or about 4/01/02, with the provision that he, as outgoing Manager, prepare complete financial reports and inventories promptly following the close of business on 12/31/01 and 3/30/02, in preparation for outside audits on each occasion. Also, Don would be expected to prepare for and assist with the prompt transition of all aspects of the entire operation to the new Manager. Motion approved unanimously.

Agenda Item 2:

- It was moved and seconded to appoint Gary Wildung as Manager of the Company Store, effective 4/01/02. Gary's selection appears to be the best-balanced choice of alternatives, as he is 'retiring' from his present employment at that time, and he (and Joy) look forward to the opportunity to serve. The other candidate considered, Ken Vogel of Pullman, WA, while interested and willing, is not computer-oriented and has difficulty obtaining qualified temporary help in running his haberdashery business. Motion approved unanimously.

The above actions seem to provide for a satisfactory resolution of the concerns recently surrounding the management of the Company Store. It is recognized that such satisfaction is conditional on the favorable results of the two audits of Store operations as of 12/31/01 and 3/30/02. Therefore, it was moved and seconded that President Beach be commissioned to engage a suitable 'outside' auditor, and to pay a reasonable fee for services rendered for the two audits. Motion approved unanimously.

It is noted that throughout these discussions and actions, no charges of willful mismanagement were or have been properly directed toward Don Carlson, and that following a satisfactory transition to the new Manager, and with satisfactory results of the specified audits, Don should be appropriately recognized for his enthusiastic service over the past four years.

Adjourned at 1:07 p.m.

Respectfully Submitted,  
(signed) R. B. Horne