

# GNRHS Board of Directors – Minutes



July, August, October, November,  
December, 2024

*\*no September BOD meeting*

## MINUTES of GNRHS Board of Directors Meeting

July 10, 2024

*Meeting called to order at 1801 MST.*

Board Member Attendees: Lambrecht, Carr, McCulloch, O'Neil, Thurow, Wilson

Other Attendees: Bill Sornsin

**NEW BUSINESS** – Board approved June Minutes 6-0.

**NEW BUSINESS** – It was discussed that the GNRHS contribute a \$1,000 donation to the Northwest Railway Museum for expenses related to GN 1246 which they have recovered from Oregon and have acquired a tender for that they need to move from Oregon. Mac to write motion for email vote.

**NEW BUSINESS**- The Board Reviewed the issue of time for Departmental officers to submit their annual reports to the Secretary. It was discussed that Department Heads would present reports (in slide form was preferred) for the upcoming AGM. Mac to write up a best practice method, no vote required.

**NEW BUSINESS** –September Board Meeting will be held on its normally scheduled date of September 11, which is the week before the convention.

**OLD BUSINESS** – 'Expert' review' of Trainfest banners has been completed. Mac provided a list of corrections to Chas so he has it when, and if, he and Andrew take it up for correction before publication.

**OLD BUSINESS** – As discussed in January, the Bylaws and Operating Manual Committee is doing a top to bottom review of the bylaws to remove obsolete and/or burdensome provisions. A draft of the revised Bylaw Article was attached for discussion with the BOD. Mac suggested one change to the bylaws (See addendum).

*Meeting adjourned at 1831 MST*

### **MOTION: 24.07.12 AMEND BYLAW ARTICLE II Bylaws**

McCulloch moves that the board approves the proposed amendments below to Bylaw Article II. Only the items amended are shown.

2.06 FIXING of RECORD DATE. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the BOARD may fix in advance a date as the record date for the determination of members, such date to be not more than 60 days nor less than 20 days prior to the date on which the particular action, requiring such determination of members, is to be taken. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the close of business on the date on which notice of the meeting is mailed, shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall be applied to any adjournment thereof.

2.08 QUORUM. Except as otherwise provided in the Articles of Incorporation, one tenth of the number of members entitled to vote, represented in person, electronic media such as telephone or electronic meeting software, or by proxy, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members unless the vote of a greater number or voting by classes is required by law, the Articles of Incorporation, or these Bylaws. Though less than a quorum of members are represented at a meeting, a majority so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

2.10 PROXIES. At all meetings of members, a member entitled to vote may vote in person or by proxy appointed in writing by the member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation on or before the call to order of the meeting. Unless otherwise provided in the proxy, a proxy may be revoked at any time before it is voted, either by written notice filed with the Secretary or the acting Secretary of the meeting or by oral notice given by the member to the presiding officer during the meeting. The presence of a member who has filed his proxy shall not of itself constitute a revocation. No proxy shall be valid after eleven months from the date of its execution. unless otherwise provided in the proxy. The BOARD shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxies.

2.14 VOTE by MAIL BALLOT. In lieu of a membership meeting, the BOARD may present any matter to the membership for determination by direct mail vote. In any such case, ballots shall be received mailed to the members not less than 20 days nor more than 60 days prior to the date on which ballots are required to be returned. The BOARD is authorized to establish procedures and rules for the conduct of business and election of directors pursuant to this provision.

**MOTION: 24.07.13 – NORTHWEST RAILWAY GIFT**

McCulloch moves that the board approves a gift of \$1,000 from General Funds to the Northwest Railway Museum, P. O. Box 459, Snoqualmie Washington 98065 for restoration of GN #1246.

*Vote by email. Passed 7-0.*

**MINUTES of GNRHS Board of Directors Meeting**  
**August 14, 2024**

*Meeting Began at 1803 MST*

Board Member Attendees: McCulloch, Carr, Lambrecht, Kelley, Bolyard, O'Neil, Wilson. Other attendees Don & Mary McGlothlin, Bill Sornsin.

**NEW BUSINESS** – Approval of July minutes carried to next meeting for Approval.

**NEW BUSINESS** – Report on Everett convention by Mary McGlothlin.

Mary presented a summary of her report from the Conventions Officer.

**1. Convention Hotel:**

Today was the last day to book rooms for the GNRHS Convention at the regular rate and the hotel has agreed to extend bookings for another week to allow for more late convention attendees to book the hotel room.

Stats:

- 109 registrations so far
- 39 family members registered, roughly the same as St. Cloud.
- Majority of attendees are local residents from the Everett region.
- 56 Railfair tables
- 79 booked for the NWRM Tour
- 81 banquet attendees
- 78 interested in model layout tour

The hotel the convention is housed in has reported to Mary that the GNRHS Convention booked 337 room nights- we must hit 90% of 420 room nights- at present, average. We are 50 rooms short of our fulfillment; or 8 rooms per night. Mary reported we were looking at a \$7600 penalty.

Mary has reached out to the rooming list to register, there are 4 people who have not responded to her email.

It was reported that the NP Society has similar issues to the GNRHS in this matter.

**2. The Joint Planning Group for 2025 Draft Budget:**

The Joint Planning Group has a draft budget ready to go out to our boards. More to come on this.

**NEW BUSINESS** – NPRHA has left the GN/NP joint site. Reported by Bob Kelly, the Board discussed what has been done since the NPRHA left the joint site. Rebranding of the old site has been done. The URL indicates old addresses, but otherwise the site has been rebranded.

**NEW BUSINESS** – Heritage Grant request by Inland Northwest Rail Museum for caboose X237.

The Inland Northwest Rail Museum at Rearden asked the GNRHS to consider a \$1000 grant from GNRHS for the caboose to repair windows, paint etc. Total amount of work was over \$3000.

**MOTION:** Gary Thurow made a motion to allocate \$1000 to the Inland Northwest Rail Museum for repair and renovation of Great Northern caboose X237, Seconded by Tom Carr, and was passed 6-1.

**OLD BUSINESS** – Review the issue of time for Departmental officers to submit their annual reports to the Secretary. It has been our practice to provide annual reports of Departmental officers at the Annual Meeting of the membership. The meeting has been poorly attended and very few members get a copy of the reports.

The intention is to have all departmental officers present a short verbal presentation at the Convention. Provide a report to membership.

**NEW BUSINESS** – September BOD Meeting is postponed until October meeting.

**OLD BUSINESS** – ‘Expert’ review’ of Trainfest banners has been completed and final version sent to Chas. Found several minor errors and a few major ones. Chas and Andrew have informally balked at making corrections. Mac hopes this will change in the future.

**NEW BUSINESS** - Tom Carr’s resignation from the BOD is effective December 31st, 2024. Tom has served 11 years on the board.

**NEW BUSINESS** - GN Locomotive 1355 at Sioux Falls, 1355 is a Pacific type locomotive based on Sioux Falls, SD. A group in Sioux Falls is looking to restore the locomotive to operation. It was asked in the document to Mac if GNRHS have any interest in helping this project? Mac’s suggestions are a DONATE NOW on our GNRHS.ORG webpage and also placement of this fact in the GOAT for awareness.

**NEW BUSINESS** - PNRA is contemplating doing new leases with the organizations. The lease is now month to month after completing a 10-year lease. The board had some initial discussion on how best to advise and financially assist based on Consumer Price Indexes and higher utility costs.

*Meeting adjourned at 19:09 MST*

**NO SEPTEMBER BOD MEETING WAS HELD.**

## MINUTES of GNRHS Board of Directors Meeting

October 9, 2024

**Board Member Attendees:** All members were present - except O'Neil.

*Meeting began 1805 Mountain Time*

**NEW BUSINESS** – Approval of July and August minutes. Not completed in BOD meeting. Will need to Approve July and August minutes in November BOD.

**NEW BUSINESS** – Report on Everett convention by Mary McGlothlin. The GNRHS Made \$3632 in free cash flow.

**NEW BUSINESS** – Discussed motion **24.10.09** to amend selected bylaws. This is the last of the Bylaws and Operating Manual Committee review of the Bylaws to remove obsolete and/or burdensome provisions. Discussed motion **24.10.10** to extend 'veteran status' to BNSF Employees. Discussed motion **24.07.12** to amend Article II of the bylaws, previously adopted, but not included in bylaw. This motion was to amend by the Bylaw.

All three motions approved 7-0 by email vote. See the following pages for Motions.

**NEW BUSINESS**- A 'think about" item – Do we want to and if so, how should we, help efforts to return H5s Pacific 1355 owned by the Siouland Historic Railroad Society at Sioux City IA and F-8 consolidation #1246 owned by the Northwest Railway Museum at Snoqualmie WA to operating condition?

Tabled to the November BOD.

**NEW BUSINESS FROM EVERETT CONVENTION** – What can we do to attract younger members? Discussed Paul's Facebook group and carried the subject over to November.

Paul O'Neil has findings based on usage and practices with TikTok, Instagram and other platforms to best reach out to our younger audience and will provide a report during the November BOD.

**NEW BUSINESS FROM EVERETT CONVENTION** – Can the society offer a digital/print membership combo rather than purchasing two memberships?

Discussed and carried this Subject over to November.

**NEW BUSINESS FROM EVERETT CONVENTION** – To address the cost issues mentioned in the convention folder, has the Board considered holding joint conventions with the NP? Discussed and carried subject over to November.

**NEW BUSINESS FROM EVERETT CONVENTION** – Why doesn't the society sponsor smaller one-day or weekend conventions. Discussed and carried subject over to November.

**NEW BUSINESS FROM EVERETT CONVENTION** – Why is the GNRHS Facebook page not more interactive? I have been on FB for 12 years and have over 800 members. Our FB is a one-man band, Secretary Paul O'Neil.

Discussed and carried the subject over to November.

**NEW BUSINESS FROM EVERETT CONVENTION** – What are we doing to attract younger members?

Discussed Paul's Facebook group and carried the subject over to November.

**NEW BUSINESS FROM EVERETT CONVENTION** – Can the GNRHS offer a digital and print membership combination?

Discussed and carried the subject over to November.

**OLD BUSINESS** – Tom Carr resignation from the Board. Tom Carr nominated John Coy. John Coy declined due to other activities that he has committed to.

**REMINDER** - We need to find a successor to Mary as National Convention Officer. She plans to retire from that post after 2025. We need someone now to understudy the process now for Everett in 2024 and for St. Paul in 2025. Any candidates? If we intend to do physical conventions in 2026 and beyond, we **MUST** fill the National Convention Officer position soon.

No discussion on this item, carried forward to November BOD.

*Meeting Adjourned at 1915 Mountain Time*

*Motions following:*

**Motions:**

**Motion 24.10.09 to simplify bylaws:**

McCulloch moves that the board amend selected Bylaws shown below.

Entire current bylaw is shown below.

3.01 E In a declared emergency, a majority of the BOARD may enter into a contract for un-budgeted expenses exceeding \$15,000.00, subject to ratification by a majority of members present and voting at the next membership meeting.

I propose we DELETE this item in its entirety since the board already has authority to act under paragraph A. This is a restriction on the board's ability to act. Does 'majority of the members present and voting' mean exactly what it says, whoever happens to show up? Or is it subject to the quorum requirement that we never meet? If the membership fails to ratify, then is the transaction undone? Delete to remove the uncertainty about the ability of the Board to act.

3.09 VACANCIES. Any vacancy occurring in the BOARD for any reason prior to the expiration of a Director's term, or due to an increase in the number of Directors, may be filled by vote of the majority of Directors then in office. The Director so elected shall complete the unexpired term of the former Director, if applicable.

Propose to DELETE the last sentence since it anticipates action in a membership meeting, where we never have a quorum, and it conflicts with item 3.05 which gives the board the power to change the number of Directors.

3.11 PRESUMPTION of ASSENT. A Director of the Corporation who is present at a meeting of the BOARD or a committee thereof of which he is a member, at which action on any Corporate matter is taken, shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting.

Most of this item is about dissent.

When I served on the Bureau of Explosives Steering Committee, there were occasions when a member on the losing side wished for his dissenting vote to be recorded in the minutes in the general form 'McCulloch votes YES or NO', whichever was contrary to the majority. That is how I understand a dissent.

This item provides for a written dissent to be filed before the adjournment of the meeting, which seems impossible, or by registered mail.

I suggest we put a period after the word 'meeting' in the third line and delete 'or unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after adjournment of the meeting'. The final sentence "Such right of dissent shall not apply to a Director who voted in favor of such action." makes is confusing because a director could vote in favor of and action but not be in the majority. As written, his right to have his dissent recorded is negated. Suggest delete that also.

That edit leaves recording in the minutes as the sole process to record a dissent, which seems more than sufficient to me.

7.04 B Any gift, whether of money or in-kind gifts of assets or property, where acceptance of the offered gift will result in an ongoing financial obligation of the organization to maintain the gift, must be accepted by the BOARD by a two-thirds vote.

Suggest DELETE last sentence, 'In the absence of a two-thirds vote, the BOARD's acceptance of an offered gift must be confirmed by a vote at the next membership meeting.' This seems to be a way around the basic provision which requires 5 votes out of 7 as written. A vote by who? Remember we never have a quorum at a membership meeting.

24.10.09 Miscellaneous Bylaw Changes 2024

***Voted and passed 7 – 0, by email vote***

**Motion 24.10.10 to add BNSF Railway Veterans**

McCulloch moves that operating manual, Section- X, Subsection E as follows.

Current

E. FORMER EMPLOYEE GREAT NORTHERN OR BURLINGTON NORTHERN RAILWAY (also referred to as GN/BN Vets)

1) This category of membership is open only to former employees of the Great Northern Railway or Burlington Northern Railway. It does not include employees who were hired by or who are employees of the BNSF.

2) A discount on regular membership dues, as enacted by the GNRHS Board of Directors, is available to these qualifying members.

3) In order to qualify for the GN/BN Retiree "Vet" discounted membership, the member must provide the date (month/year) and location of hire by the GN or BN railway.



4) Failure to provide this information disqualifies the member from receiving this discount and the Membership Officer may reject the member's application for "GN/BN Vet" membership status.

Proposed

E. FORMER EMPLOYEE OF GREAT NORTHERN RAILWAY, BURLINGTON NORTHERN RAILWAY, OR BNSF RAILWAY (also referred to as Railway Vets)

1) This category of membership is open only to former or current employees of the Great Northern Railway, Burlington Northern Railway, or BNSF Railway.

2) A discount on regular membership dues, as enacted by the GNRHS Board of Directors, is available to these qualifying members.

3) In order to qualify for the railway "Vet" discounted membership, the member must provide the date (month/year) and location of hire by the railway.

4) Failure to provide this information disqualifies the member from receiving this discount and the Membership Officer may reject the member's application for "Railway Vet" membership status.

***Voted and passed 7 – 0, by email vote***

**Motion 24.11.11 Special Memberships**

October is the month designated for annual review of the Complimentary Membership List. Attached please find the current list.

McCulloch moves that the board dispose of the questions that Membership Officer Mary McGlothlin asked in her email of September 27 as follows:

Should the C&O Historical Society remain on the Complimentary List?

The Board has decided the answer is NO.

The SP&S Railway Historical Society is NOT on the Complimentary List, should they be?

The Board has decided that the SP&S Railway Historical Society should be added to the Complimentary List.

Mailings should be sent to:

George Hardy

2380 Luciana Way

Roseville CA 95661-3235

Phone 916 770 5158 Email [stacystreetnpvet@surewest.net](mailto:stacystreetnpvet@surewest.net)

Kalmbach Publishing has been sold to Firecrown Media. What should be done with the complimentary membership?

The Board has decided to continue the complimentary membership, but send to:

Firecrown Media

Attn: David P. Morgan Library

18650 W. Corporate Dr. STE 103

Brookfield WI 53045

Also provide them with a digital version.

Mary proposed that the Board change Bill McGinley, our only Honorary Member, from Honorary Member to Life Member status.

Mac discussed this with Bill by phone. Bill agrees that the proposed change is appropriate.

The Board agrees that Bill McGinley's current classification of "Honorary Member" should be changed to "Life Member" to reflect changes previously made to the definitions of these types of membership in the Operating Manual.

***Voted and passed 7 – 0, by email vote***

## MINUTES of GNRHS Board of Directors Meeting

November 13, 2024

*Board Members Present: O'Neil, Carr, Lambrecht, McCulloch, Wilson, Bolyard, Thurow, Bettendorf, (Schreiber after election)*

*Guests included Sornsin and Coy*

*Meeting called to order at 17:01 Pacific Time*

**NEW BUSINESS** –There was no BOD meeting in September, on account of the Everett Convention. **Approval of July, August and October minutes tabled to December BOD.**

**NEW BUSINESS-** We have not yet filed our Form 990 for 2023. It's late.

**NEW BUSINESS FROM EVERETT CONVENTION-** As part of the General Membership Meeting at the recent Everett Convention, Bob Kelly asked members to write out questions for the Board. Questions of long-term importance were discussed by the Board on November 13, 2024. After Board review questions and answers will be published as the President's message in the March Goat.

**NEW BUSINESS-** a "think about" item – Do we want to, and if so, how should we, help efforts to return H5s Pacific 1355 owned by the Siouxland Historic Railroad Society at Sioux City IA and F-8 consolidation #1246 owned by the Northwest Railway Museum at Snoqualmie WA to operating condition? The 1355 is estimated to cost about \$750,000 for boiler and brake work, plus she needs an FRA waiver. The scope of work on 1246 is being developed but will be \$2 million or more. An operating home for 1355 needs to be found and secured. 1246 is on an active museum line so she has a place to operate.

Possibilities beyond Heritage Fund Grants include a page or two of information developed by the sponsors encouraging donations that we would include in the Goat and/or our roughly quarterly fax to members. Both groups have their own 'donate to' button on their web sites, so I don't see any point in putting donation buttons for them on our site.

During discussion, it was mentioned that that the GNRHS has been promoting initiatives like locomotives #1355 and #1246 in news sections in *THE GOAT*. There was a conclusion that we would promote these projects on our Facebook pages as they develop.

**OLD BUSINESS** – Tom Carr resignation from the Board. Tom has nominated John Coy. John has declined due to the press of other activities that he is already committed to. Barry Schreiber of the St. Cloud area, who is also active in the STAR Rail and Princeton Depot groups, has agreed to serve for the last year of Tom's term. Mac nominates Barry Schreiber to serve for the last year of Tom's term.

Bill McGinley has placed his hat into the ring for a board member. There was discussion among the BOD about Barry Schreiber and Bill McGinley as possible BOD members.

Mac made a motion to appoint Barry Schreiber to Tom Carr's vacancy on the BOD, effective Dec 31<sup>st</sup>. Motion passed 7-0.

Elections for BOD in 2025 to fill seats vacated by Dan Bolyard and Barry Schreiber.

*Meeting adjourned 18:18 Pacific Time*

**MINUTES of GNRHS Board of Directors Meeting**  
December 11, 2024

Attendees Mac McCulloch, Barry Schreiber, Gary Thurow, Tom Lambrecht, Paul O'Neil, Dan Bolyard, Mark Wilson

*Meeting called to order at 1805 MST*

**NEW BUSINESS** – Approved July, August, October, and November minutes. NO meeting was held during September. All were approved 7-0.

**OLD BUSINESS FROM EVERETT CONVENTION** – After discussion with the Board last month Mac drafted the Board's response to the several questions and circulated the draft to all Board members for comment. He received no exceptions to the draft response, which is attached. Open for final comments at this meeting. Discussed and agreed upon by BOD during the meeting.

**OLD BUSINESS** – Tom Carr has submitted his resignation from the Board effective after this meeting. The Board has elected Barry Schreiber to serve for the last year of Tom's term. Barry was present during the meeting.

**OLD BUSINESS - REMINDER-** If we are to continue our traditional multi-day convention, we need to find a successor to Mary as National Convention Officer. She plans to retire from that post after 2025. John Coy is now working on a multi-day convention at Essex MT in 2026. We are now behind in planning for 2027.

The Board must now seriously consider sponsoring smaller one-day or weekend events in the context of not having anyone willing and able to manage our traditional Sunday – Wednesday conventions. Mini-meets, or ZOOM based conventions, are lower cost options to our traditional, in person, national conventions. Both will require some effort to organize and manage, but much less than the national conventions do.

Our first thought is to have a mini-meet in Southern Minnesota, and one in Western Washington. Perhaps on the same weekend, perhaps not. If mini-meets are in lieu of our traditional convention, we will need to determine how to have a General Membership meeting. Would probably be a ZOOM meeting on Saturday afternoon/evening to enable maximum participation.

Another concept is to do the mini-meets in addition to our usual conventions. In this case we would be looking at dates in the spring. Last month the Board discussed the idea of scheduling the time and place in conjunction with train shows to take advantage of their draw.

Mac suggests that the Board decide tonight if it wishes to organize one or two mini-meets during the Spring of 2025, and 2026. Mac recommends that we do so, if for no other reason than to test the concept and the effort and benefit of such meets. He suggests that he be authorized to appoint one or two planning committees to carry out this effort.

The BOD discussed a "Mini-Meet Up" potentially for somewhere on Lines East. The discussion included who would head up this venture and possible locations. It was discussed that a Spring 2025 event would not have enough lead time. This was tabled for 2025 and a further conversation with Chas Bettendorf, who initially expressed interest in a Lines East Meet up.

**NEW BUSINESS** – Review Paul O'Neil's report about using social media platforms. Paul shared his report and also answered some questions about the safety involved with a TikTok and the

time needed to produce TikTok and other content videos. It was also discussed that the legacy videos in our archives are generally too long in length to live on social media platforms.

**NEW BUSINESS FROM BOD:**

Gary Thurow: Contacting O'Neil, Klamka, Sornsins to discuss advertising rates of Firecrown "Classic Trains" & White River Productions. Gary would like to form a workgroup for Print Advertising. Workgroup will be formed in January 2025.

**REMINDER** - The suggestion was made that we consider an NCO East and NCO West, the thought being that this would make the job less daunting since each would be dealing with no more than two conventions at a time, compared to three at a time if we are on our typical planning schedule. Don and Mary both advise this plan is likely to be more complicated than having a single NCO.

*Meeting adjourned at 1840 MST.*