

# GNRHS Board of Directors – Minutes



## January, February, March, April, May, June 2025

MINUTES of GNRHS Board of Directors Meeting

January 8, 2025

Meeting began at 18:00 MST.

6 directors present, and guests. Mac, Chas, Joel, Gary, Dan B., Tom L., Mary, Gary L., Joel, Paul

NEW BUSINESS – Approve December minutes. Approved 6-0.

NEW BUSINESS – GN boxcar at Chehalis. Mac recommends we refer this item of discussion to Snoqualmie’s Northwest Rail Museum. Board informally agreed.

NEW BUSINESS – Membership by Gary Thurow tabled for February.

NEW BUSINESS – John Coy has made arrangements for a September 2026 Convention at Essex, Montana. Discussion focused on the availability of hotel accommodations both on site at Essex and nearby Stanton Creek.

Discussed a “mini meet” in Lines East territory. Informally agreed that the Board will support space costs not over \$500. Conversations to continue.

NEW BUSINESS – This is an election year. Mac has developed a schedule of actions required for the election. It is attached for your approval. Discussed and shared.

NEW BUSINESS – Remote Data Entry for the Archives.

Don spoke about converting data, and best practices. Bob Kelly and Don will need to look at ensuring we have the right computer infrastructure to do the job. Volunteers will need to be trained in date entry process and should know basic GN history.

OLD BUSINESS - Last month the Board authorized a small group to seriously consider sponsoring smaller one-day or weekend events on the assumption that we will not have anyone willing and able to manage our traditional Sunday – Wednesday conventions. Such Mini-meets, or ZOOM based conventions, are lower cost options to our traditional national conventions. The working Group met on December 19 via ZOOM. Their report is attached.

OLD BUSINESS - The Board has not yet considered what it should do given Mary’s imminent retirement as NCO and the non-response of the membership to Mac’s repeated calls for new people to step forward to fill the roles of NCO and Convention Registrar. We must now begin to consider alternative management structures for our traditional Sunday – Wednesday conventions. Mac has developed a document on that subject entitled FUTURE CONVENTION MANAGEMENT OPTIONS, which is attached. Also please read pages 4-9 of the Operating Manual which discusses in detail the process Mary has used.

Discussion of contracting out the process. Using the assumption, we are working without an NCO, contracting out hotel prospecting, registrar, were discussed.

ANY NEW BUSINESS FROM THE FLOOR?

No new items were brought forward.

Meeting adjourned at 1841 Mountain Time

### MINUTES of GNRHS Board of Directors Meeting

*February 12, 2025*

*Meeting called to order at 1802 Mountain Time*

Attendees: Paul O’Neil, Dan Bolyard, Mac McCullogh, Barry Schrieber, Gary Thurow, Mark Wilson. Mark Wilson joined after CTO time)- also attending: Bill Sornsins, Chas Bettendorf, Gary Lasko, John Coy.

NEW BUSINESS – Approve January minutes. Approved 5 –0.

NEW BUSINESS – Membership Program & Budget. Gary Thurow: Carried to March BOD Meeting

NEW BUSINESS – WFE cars store project:

MOTION: Paul O’Neil made a motion affirming Store Manager is authorized and directed to market 500 HO Scale WFE steel ice service refrigerator car models targeted to non-GNRHS Member modelers, and store purchase budget for 2025 is increased by \$8,000 to cover cost of these cars.’ *Motion approved 6-0.*

NEW BUSINESS FROM THE FLOOR:

Mac McCulloch added old item- Amend Bylaw Article II. Motioned to be an email vote for BOD.

OLD BUSINESS- ESSEX 2026: Paul O’Neil made the motion to The Board hereby affirm Essex, Montana as the location of the September 2026 annual GNRHS convention. Directing convention planning efforts to Duluth Minnesota for 2027, a location to be determined in Washington, Oregon, or Idaho for 2028, and Butte, Montana as our western location in 2030.’- *Motion Passed 6-0.*

REMINDER: Mac has suggested and Chas has agreed that he will organize a one-day event somewhere in Minnesota in the spring of 2026. In January 2025 the Board informally authorized and directed Chas Bettendorf to organize a one-day event somewhere in Minnesota during the spring of 2026 and agreed to pay a reasonable use fee to the venue if necessary.

Meeting adjourned at 1910 Mountain Time.

## MINUTES of GNRHS Board of Directors Meeting

March 12, 2025

Board Attendees: Mac McCulloch, Barry Schrieber, Gary Thurow, Tom Lambrecht, Paul O’Neil. Mark Wilson. Not attending: Dan Bolyard. Also attending: Chas Bettendorf, Joel Weeks, and Gary Laasko.

Meeting called to order at 1901 Mountain Time

NEW BUSINESS – Approve February minutes. 5-0 PASSED

NEW BUSINESS – Store has 62 advance orders for the Rapido Phase IV U25B. We have collected deposits on these orders. Rapido has asked for Minimum Order of 100, which may or may not be firm. Mac will try to work the minimum down when the time comes. If we buy 38 for the store account, our cost will be \$8,309. Since we have never sold engines from inventory, Mac has no idea how long it will take to sell them given availability from Rapido. Be thinking about the wisdom of that purchase.

Discussed marketing program, and impact of tariffs on Canadian imports, which we do not know and doubt that Rapido knows. Decided to await developments.

NEW BUSINESS – Mac got a call from Larry Paulson of MTM asking if we would be bringing GN 400 to St. Paul for the convention. The answer is we plan to display her at SPUD. They also want to run her in their excursion service. She is now at Duluth because MTM kicked her out a few years ago.

Ken Buhler at Duluth wants to keep her. Mac believes that keeping her at Duluth is best for #400 and the GNRHS and plans to advise Mr. Paulson UNLESS SOMEONE WANTS to talk about an alternative course tonight.

It is viewed as best practice by the BOD that the #400 locomotive will remain in Duluth and not attend the GNRHS Convention in St. Paul.

NEW BUSINESS – Membership. Gary Thurow. Discussion of cost effectiveness of train show recruitment effort as currently operated. Tabled to May BOD.

ANY NEW BUSINESS FROM THE FLOOR?

NEW BUSINESS: Discounts for former WFE Employees

Gary Thurow asked if the GNRHS should consider GNRHS membership discounts for former Western Fruit Express employees? Former WFE employees were hired and paid by GNRHS. The BOD agreed that a member can simply sign up as a former GN related railroad employee to get the same discount offered to Great Northern Railway and subsidiary companies.

Motion to adjourn at 1904, Mountain Time.

**MOTION: 25.02.12:**

AMEND BYLAW ARTICLE II

McCulloch moves that the board approves the attached proposed amendments 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 TO ADOPT THE FINAL CLEANUP OF ARTICLE II was voted via email by the BOD. Motion passed 7-0.

### MINUTES of GNRHS Board of Directors Meeting

April 9, 2025

CTO: 1815 Mountain Time

Attendees: Barry S, Tom L. Mark W. Mac McC, Dan B. Paul O.

Also attending: Chas B. Gary Laakso

March Minutes– Approved 6-0

NEW BUSINESS – YOUNG GOATS - Barry S. Young Goats/New Goats.

Discussion; Barry is willing to create and personally subsidize the Young Goats initiative, geared for youth who are interested in the GNRHS. It was discussed to start a pilot program in Minnesota. Mac will place this item to a email vote motion.

NEW BUSINESS – Who should we give award(s) to at this year's convention? Carry to next meeting.

NEW BUSINESS – Mac has been concerned about security and accessibility of our archival material in general and the AFE and related collections in particular for at least the last two years. Mac has concluded that we need to commit to a probably multi-year program to scan all our AFE files, including maps and attachments. Mac has heard estimates of one to two million pages of documents, a quantity far beyond our ability to scan and upload with capabilities of our small volunteer staff.

NEW BUSINESS – Departmental Reports and Budget.

It is time to begin to make your annual Departmental Reports for 2024 to the membership. Format is up to you but should include: your accomplishments for the year, your budget and expenditures, and program changes made or suggested to the board. Include a 5–10-minute PowerPoint for the annual meeting.

NEW BUSINESS - Draft 2026 budget. For Discussion.

OLD BUSINESS – Membership and Recruitment. Gary Thurow did not attend meeting. Tabled to May.

OLD BUSINESS – Store has 65 advance orders for the Rapido Phase IV U25B. We have collected deposits on these orders. Need 100 orders. Mac will run an add in GOAT/Modelers Pages.

Meeting adjourned at 1917 – MST

04/03/25

### **MINUTES of GNRHS Board of Directors Meeting**

**May 14, 2025**

Attendees: Mac McCulloch, Barry Schrieber, Paul O’Neil, Gary Thurow, Tom Lambrecht, Mark Wilson, Dan Bolyard, Rich Remiarz, Gary Laakso, Chas Bettendorf, Bob Kelly

Meeting called to order at 1802 MST

NEW BUSINESS – Approved April BOD minutes. Approved 5-0

NEW BUSINESS – Barry S. Young Goats/New Goats. Discussion - draft to be rewritten. Mac & Barry will revise. Tabled to next meeting.

NEW BUSINESS – Archival Material/AFE Collections

Mac made a motion The President is directed and authorized to develop a plan to scan our archival materials including photos, AFEs and RPC books, including related maps, drawings, and correspondence and make this material available for public use on the internet. The President is also directed and authorized to develop a fund-raising program to support this work and is authorized to spend not more than \$10,000 for consulting fees to develop a fund-raising program to pay for outside scanning labor.

Motion Approved 7-0

OLD BUSINESS – Membership and Recruitment. Gary Thurow. Discussed Gary's documents which are attached. This will be a several meeting discussions. Tabled to next meeting.

Both the Young Goats and Membership discussions ran long. To assure that all agenda items are discussed. The President may limit discussions of any one item to not more than 20 minutes.

OLD BUSINESS – Budget. Must be done in June, 2025. Draft Budget to be presented for June BOD meeting. Think about a dues increase.

OLD BUSINESS – Who should we give award(s) to at this year's convention? Don Hoffsommer was suggested in April. Mac has confirmed that he is a member.

Mac moved that we give Don Hoffsommer the Rocky award at our 2025 convention. Motion passed 7-0.

Meeting Ended – 1913 MST

### MINUTES of GNRHS Board of Directors Meeting

June 11, 2025

June 11 GNRHS BOD Meeting not held due to lack of Quorum.

All Agenda items except "Approve Barry S. Minnesota Young Goats proposal of May 2025" carried to July BOD Meeting.

**Motion 25.06.12 – Mac made a motion via email that the Board approve Barry's 'Young Goats' proposal:**

Minnesota "Young Goats" Pilot Initiative

May 2025

Goal:

To introduce young (18-to-25 year old) model railroaders and railfans to the Great Northern Railway, the GNRHS, and local experienced modelers and to have them renew their GNRHS memberships

Method:

1) To identify young Minnesota model railroaders and railfans using: A) existing young railfan contacts, B) their railfan friends and later, C) short videos of Young

Goat activities posted on YouTube, TikTok and/or Instagram

2) To offer these Young Goat prospects a sponsored one-year GNRHS membership, with the quarterly Goat magazines, Modelers Pages, Reference Sheets and annual GNRHS calendar

3) To offer these Young Goats a complementary package of digital downloads worth \$ 50 of The Goat magazine, Modeler's Pages or Reference Sheets of their choosing

4) To issue each of these Young Goats a GNRHS Young Goat ID card

Possible Young Goat Benefits upon showing ID card:

1) Home visit to an experienced modeler's layout

2) Visit to an HO layout inside a full-size railroad boxcar

3) Topical workshop (e.g. weathering cars, backdrop painting, HO electronics) by an experienced modeler

4) "After Hours, Behind the Scenes" sponsored tour of the Jackson Street Roundhouse

5) Other railfan activity requested by Young Goats e.g. visit and sponsored admission to Lake Superior Railroad Museum

Outcome Measures:

1) Number and/or percent of Young Goats who renew GNRHS membership

2) Number and type of digital downloads taken by Young Goats

3) Young Goats' participation in other GNRHS activities

Motion passed 7-0, vote by email