

Feather River Rail Society
Board of Directors Meeting – September 14, 2013 – 4:00 PM
WPRM Meeting Room – Portola, CA

President Rod McClure called the meeting to order at 4:09 PM.

The following Directors were present

Tom Carter (phone)	Greg Elems	Steve Habeck	Kirk Baer
Gail McClure	Wayne Monger	Charlie Spikes	Eugene Vicknair (phone)
Kerry Cochran (phone)			

Attendance

Matt Shuman, Election Chair - phone	Debra Baer
James Mason	David Elems
Norm Holmes	Ann Morningstarr
	Ron Huey

Correspondence

Habeck – Received a message from Wisconsin fan that we are going out of business and scrapping collection.

Elems – Heard on-line rumors from people that SP SD9 4450 was in running pristine condition when scrapped.
This is completely untrue.

Consent Calendar

Minutes of the July and August 2013 BOD Meetings.

Two corrections to July minutes. Corrected spelling of “Elems” under Minutes motion and Matt Elems is managing iVolunteer software.

Correction - Date under notices corrected to 1983.

Correction - Harold Meeker name inserted into Director Report for Monger.

Motion 13-09-01

Accept the minutes as corrected for the July and August 2013 Meetings.

Habeck / G. McClure. Aye - 9, Nay - 0, Abstain - 0. Motion carries.

Old Business

none

New Business

Changes to Election Procedures

Suggested changes to FRRS Board Election procedures.

- Written report / recommendations provided.
- Recommendation would allow “white ballot” (no mail out ballot if number of candidates equals number of open seats and no other election items requiring vote).
- This would save money and volunteer time.
- Concession would be made to allow write-in candidates if some members were willing to be considered as write-ins.
- Would need to build procedure for write-in petition.
- Second recommendation would invalidate any ballot that includes fictitious, abusive, spurious names, statements and similar.
- Concerns about how to notify members of white ballot and open petition for write-ins.
- Suggestions for modes of notification and structure of procedure.
- Board Nomination policy was last reviewed and approved in 2004.
- Consensus to accept recommendation from the Election Committee and direct them to review current policies and procedures and return with further recommendations and possible procedure changes.

- Concern expressed that recommendation #2, which would invalidate an entire ballot if spurious statement made, would limit or restrict voting rights of members.

Cost to Complete Property Survey

Review offer to complete survey of WPRM property and approve expenditure.

- Written report provided.
- Two lines of our property are not defined. Surveyor needs to fully research for alignment and then resurvey.
- Question how we would memorialize the survey line to make sure we do not need to do this again. Chain link fence posts would be placed at corner locations.
- Approval for this project expressed from guests in meeting.

Motion 13-09-02

Accept the report provided and approve an expenditure authorization not to exceed \$11,000 under line item 70025 – Fencing, funds to be taken from the income we are receiving from the equipment scrapping and sale of the Fourth Street house.

G. McClure / Habeck. Aye - 9, Nay - 0, Abstain - 0. Motion carries.

Cost for Fencing and Facility Work

Review cost proposal by Cal. Conservation Corp for work session to install fencing.

- Written report provided.
- Questions about additional cost for materials to complete the fencing. Estimate is about \$7,000 for additional materials.
- Question about liability coverage. CCC workers are covered by state insurance.
- Concerns about work occurring during open season. Discussion about how to minimize impact on museum.
- Discussion of issues with communication among volunteers during projects with outside contractors.
- Request that fencing material being inventoried and we present a complete work plan.
- CCC crew is also available to do additional work, including trackwork.

Motion 13-09-03

Accept the report provided and approve an expenditure authorization not to exceed \$19,000 under line item 70025 – Fencing, funds to be taken from the income we are receiving from scrapping and the sale of SP SD9 4404, as well as from funds already donated for this purpose. Session date to be May 2014. Secretary Eugene Vicknair has authority to sign the contract if motion approved. Contract approved with amended items of corrected museum name and description.

Habeck / G. McClure. Aye - 9, Nay - 0, Abstain - 0. Motion carries.

- Vicknair to inventory on hand materials and create estimate of additional needed materials and their cost for presentation to the Board.

Disney Zephyr Location / Placement Work

Approve proposal to permanently locate Disney Zephyr cab.

- Written report provided.
- Date to change to spring 2014.
- We would be using outside crane.
- Concerns about issues with using dock. Concerns to be sent to Director Vicknair to be addressed at next meeting.
- Tabled to October Meeting. Full presentation with drawings to be made.

Calendar Review

Review and make changes to 2014 Event Calendar.

- Tabled to October meeting.

Good of the Order

President's Report

- Written report provided.
- Scrapping finished. Total amount was 429.42 tons for a total of \$36,500.72. We did not make the 500 ton mark, but Steve the scrapper gave us \$5 per ton in addition to the \$80 per ton. Very pleased with their work and clean up. Special thanks to Dave Roth who came up to help with this project and lots of help from Fritz, Ethan Doty, Sam the Rabbi and Matt and Greg Elems along with Habeck and Gail.
- The contracts with Western Rail for the SP 4404 sale and the listing agreement for the Lounge Car have been signed and accepted, payment for the 4404 should be coming shortly.
- The house sale should be official by next week.
- I have had complaints from members, board members and some public regarding attitudes and comments made that are not appropriate. This has to stop or I will bring it to the board for action.
- Had some roadbase delivered, this is being used for road repair and some other much needed backhoe work. I hope to have this done before the snow flies.
- I am going to have to get us an EPA waste oil permit so we can have all of our old oil and liquids disposed of properly
- Big White forklift has problems with the transmission and the clutch is worn out. Gail is getting a quote from Reno Forklift for repair. This needs to be done as it needs some other attention. We have got our original investment back from this machine 3 fold.
- We need to look at more fuel, oil, and batteries before next season. Also, we need to spend some money on wheel work for a few of our locomotives.
- We have an ongoing problem with a bear(s), Gail is looking into possible solutions.
- The abuse and loss of our tools is getting real old and expensive. People need to put them away when finished with them, and things like the cutting torch needs to be replaced again as it was used and abused and is now unsafe.

Director's Reports

- *Carter* – written report provided.

Financial Reports

- *Financial Reports provided*
- Moved from Good of the Order to proceed Business Items by consensus.
- 2012 Year End Financial Reports available and were distributed and reviewed.
- Question about financial reporting from the Board of Trustees. Noted that Trustees are listed as needing to provide annual financial reporting on Endowment. Suggestion that this be reviewed.
- Question about endowment paying for RAL expenses. Clarification on how that is handled.
- Regular financial report. Written report provided.
- We just received first check for over \$15,000 from scrapping.
- From assets sales in progress, we are expecting about \$100,000 in the next month or so.
- Discussion of zero base budgeting and how it relates to Society financial management.
- Discussion of sustainable income (sales, RAL, donations) vs. non-sustainable (scrapping, asset sales).
- Suggestion made that we do some minor restructuring to bank accounts at the end of the year. Recommended that we change WPRRHS account into account for temporarily restricted funds.
- Chris Allan estimates that he will need about \$30,000 in each of 2014 and 2015 for WP 0-6-0 165 work.
- Recommendation that we increase fundraising and implement a workable business plan.
- Question about recommendation to convert WPRRHS account. Money in this account currently would be applied to Archives temporary restricted fund.

Event Reports

- *Dunsmuir Railroad Days 2014* – date is being changed to Father's Day weekend, June 13-15, 2014. Consensus direction to proceed with planning.
- *Portola Railroad Days 2013* – written report provided
- *Union Pacific Historical Society 2014* – UPHS will be in Salt Lake City next year. Tentative invitation for us to participate with presentation / attendance.

Department Reports

- *Museum Store* – written report provided. Season is winding down and visitorship has experienced a dramatic drop. Museum will now be subject to the following schedule:
September – Open Friday-Monday 10 am-3 pm, closed Tuesday-Thursday except to RALs
October – Open Friday-Sunday 10 am-3 pm, closed Monday-Thursday except to RALs
November thru Mid-April – Closed

The “bridge” software allowing the Point of Sale system to “talk” directly with the webstore has been installed and is working. Portola Railroad Days and Labor Day both drew reasonable crowds. It rained like crazy on Labor Day, but we still had quite a few visitors come through the gates, rain gear and all! We continue to update and upgrade merchandise carried in the gift shop. We will be reorganizing the layout of the gift shop later this month, and hope to have new signage and displays up for the spring opening. Thanks to David Elems for working the gift shop to give me a much needed break as well as covering a number of RALs. Special thanks to Charlie Spikes, Matt Elems and Matt Parker,

Committee Reports

none

Legal / Insurance Report

- As of first of the year, Tom Carter is requesting new copies of all insurance for private railcars. Habeck and Gail McClure will ensure that copies received at museum will be sent to Carter.

Status of Surplus Property Report

none

Safety Report

- Discussion that we need first aid kits and fire extinguishers renewed.

Public Comments

- *Elems* – Discussion about negative comments on scrapping. Suggestions made at how to address this.

Notices

- Board of Trustees meeting September 28. Ed Wagner would like any items presented to him by tomorrow.
- Combined TRAIN / ARM convention is in a few weeks in Riverside. First convention of combined organization.
- Cascade Rail Foundation is looking at October 5-10 or 23-28, 2013 for coming to museum and work on Milwaukee U25B 5057.
- We will be doing Santa Train this year.
- Thank you to Gail McClure for her recognition of those who worked Portola Railroad Days and to Steve Habeck for his work on the UP 105.

Closed Session – requested by President McClure and Director Vicknair – 6:52 PM – 7:12 PM

- *Legal Item* – Worthen v. FRRS

The Board heard a report on a Legal Item – Worthen vs. FRRS. No action taken.

Adjourn

Meeting adjourned at: 7:13 PM
Next meeting: Saturday, October 12 – 4:00 PM
Location: WPRM Meeting Room
Portola, California

Respectfully Submitted, Eugene Vicknair - Secretary, FRRS