

Feather River Rail Society
Board of Directors Meeting – November 9, 2013 – 1:00 PM
Best Western Orchid Suites Meeting Room – Roseville, CA

President Rod McClure called the meeting to order at 1:15 PM.

The following Directors were present

Tom Carter	Greg Elems	Wayne Monger	Kirk Baer
Gail McClure	Kerry Cochran	Eugene Vicknair	

Attendance

Dave Elems	
Craig Ferguson	Matt Shuman – Election Chair / Trustees Chair (phone)
Debra Baer	Jim Atkins
Alicia LaBreque	

Correspondence

- *G. McClure* – Received email from Patricia Ryan from Portola community. City has cancelled Christmas Tree Lighting, but will still do parade. Wants to know if we want to participate. Would be December 6.
- Received bill from Tibbedeaux Surveying for property survey work.

Consent Calendar

Minutes of the September and October 2013 BOD Meetings.

Motion 13-11-01

Separate minutes so that they are voted on individually.
G. McClure / Vicknair. Aye - 7, Nay - 0, Abstain - 0. Motion carries.

Motion 13-11-02

Motion to accept September Minutes.
Vicknair / Monger. Aye - 6, Nay - 0, Abstain - 1. Motion carries.

Motion 13-11-03

Motion to accept October Minutes.
Vicknair / Carter. Aye - 3, Nay - 0, Abstain - 4. Motion fails. Place on December agenda.

Old Business

Changes to Election Procedures

Suggested changes to FRRS Board Election procedures. Continued from October.

- Reviewed previously expressed concerns from earlier Board Meeting.
- Comment that there have been previous concerns about “white” ballot and that we have discussed this before.
- By-Laws 4.06 section B states the Election Committee sets Election Policy and Procedure. No by-laws changes needed.
- Noted that we would need to still mail out notice of “white” ballot. This would be cheaper than a full ballot as it could be a postcard mailing and / or email or Train Sheet.

Motion 13-11-04

Motion to accept Election Change Report as presented at October meeting, and to adopt recommended changes to Election Policies and Procedures.
G. McClure / Carter. Aye - 5, Nay - 1, Abstain - 1. Motion carries

New Business

CCT 24 Caboose Restoration Program

Approve proposed restoration and fundraising program.

- Written report provided.
- Caboose has been at the museum for several years and restoration has been minimal.
- Report is a complete restoration program.
- Phase 5 cost is incorrect, instead of \$7500 Phase 5 should be \$1500.
- We have \$3500 on hand already in a restricted account for CCT 24 and just received another \$500.
- Total cost is projected to be about \$12,000.
- Tom Carter has 4 volunteers lined up for interior work in Phase 1.
- Goal is to create an interactive display of a working road caboose and make it road legal for off-site trains.
- Point made that the CCT 24 is a "classic little red caboose".
- Discussion about putting it on 1 Rail next to the Diesel Shop once complete.

Motion 13-11-05

Motion to accept report and authorize the program as outlined.

Vicknair / Elems. Aye - 6, Nay - 0, Abstain - 1. Motion carries.

Meeker Archives Usage Request

Review a request by members of the Meeker family for fee waiver or modification for project.

- Written report presented.
- eMail received from Bill and Larry Meeker requesting modification of our archive fees and other access items.
- Question as to why they feel they should get such free access. This is part of a long-standing dispute between Ken Meeker and the rest of the family.
- Concerns that much of the collection requested for access is still not in our ownership under the fractional donation.
- Review of what items have already been turned over to FRRS ownership under fractional donation.
- Pointed out that many people are requesting benefits from the FRRS without contributing to us.
- Concerns that request for this to be in perpetuity would set a bad precedent.

Motion 13-11-06

Motion to respectfully decline request by Meeker Family.

Cochran / Carter. Aye - 6, Nay - 0, Abstain - 1. Motion carries.

SP 5274 Sponsorship Group

Presentation by group seeking to sponsor AS-616 SP 5274.

- Craig Ferguson made presentation concerning sponsorship of Baldwin AS-616 Southern Pacific 5274.
- A group of museum members would like to sponsor the SP 5274 under the sponsorship program.
- Have pledges on hand to aid sponsorship.
- SP 5274 / ONW 3 is in sponsorship group 4, which is initial amount of \$15,000 and an annual on-going amount of \$1500.
- Group is willing to raise the money to meet the sponsorship goals. Goal is to return it to operation.
- Suggestion has been made in the past to place 5274 / 3 into RAL service. This appears to be acceptable to the sponsorship group.
- Question about time to raise money for sponsorship.
- Concensus direction to consent to plan as outlined.
- Would also like to initiate sponsorship on Sacramento Northern GP7 712.

RAL and Endowment Fund

Repayment of Equipment Debenture to Endowment Fund via Year End funds transfer and RAL proceeds.

- At last Board Meeting, there were questions about RAL equipment and Endowment Fund.

- Board of Trustees have concerns about use of the Endowment Fund.
- Recommendation that we review the current structure and we revamp the structure of the Endowment and how we repay into it.
- Tabled to December. Requested that this item be on December agenda for consideration of how to restructure RAL and Endowment.

Board of Trustees

Review and possible restructure of Responsibilities and Scope of Board of Trustees.

- Recommendation that the Board needs to review the Trustee job descriptions and directives and make possible changes to the documents.
- Some trustees have concerns about current requirements.
- Board needs to revise and correct some of the items. Appear to be some conflicting documents and items. Board of Trustees requested that we review these documents.
- Recommendation that we talk to Trustees and set up ad-hoc committee to review these issues.
- Trustees also have questions about liability under our Directors and Officers insurance. Need to clarify the legal status of the Trustees.
- Noted that there is no legal description of Trustees in our by-laws.
- President McClure to review insurance concerns with insurance carrier.
- Director Gail McClure to query Board of Trustees for their thoughts and concerns. Bookkeeper and CPA to be at next Board of Trustees meeting.
- Request that current Endowment accounting be provided for the next meeting.
- Tabled to December. Requested that this item be on December agenda.

Election of Treasurer

Fill position with permanent Treasurer.

- Noted that we have been operating without official Treasurer for 14 months.
- Recommended that we elect a new Treasurer as soon as possible, preferably today.
- Concerns that we have liability if we do not have a Treasurer of record.
- Tom Carter nominates Gail McClure. Kerry Cochran seconds nomination.
- Gail McClure accepts. Has a Bachelor's Degree in Finance and halfway through Master's Degree in Business. Was Executive Director of Family Resource Center in Elko, NV and responsible for all payroll, grant writing, hiring and accounting. Tom Carter reviewed this information with Gail McClure before requesting her nomination.

Motion 13-11-07

Nomination of Gail McClure to position of Treasurer.

Carter / Cochran. Aye - 4, Nay - 2, Abstain - 1. Motion carries and Gail McClure is elected as Treasurer.

- Our by-laws do not prohibit two officers from being in the same family.
- Concerns expressed about personality conflicts between previous Treasurer and some officers and whether these may persist.
- Statement made that former Treasurer James Mason did not want to remain in position and that he did a lot of good in improving reporting and encouraging fundraising and better financial controls for the Society.

Good of the Order

President's Report

- Received donation agreement for WP 913 numberboards from CSRM.
- Price of oil has gone up.
- Jack Sutton from Nevada Backroads came to the museum last week. Will be on this Sunday.

Director's Reports

- *Habeck* – written report provided.
- *Cochran* – radio license needs to be renewed next month, cost will be \$210.

Financial Reports

- *Financial Reports provided*
- Discussion of reports and financial position going into winter.

Event Reports

- *Santa Trains* – we need volunteers. Gail McClure seeking donations to replace some of our lights. We need cookies. eMail blast going out requesting volunteers. We do not have a Santa yet. Greg Elems said he may have someone who could be Santa, if we do not have someone else, and he would donate gratuity and suit rental cost.

Department Reports

- *Archives* – written report provided. Request for answers to Archive questions asked by Archivist Frank Brehm. Clarifications requested and given on location of archives items that were out for scanning. Review of where various materials are and what is in progress.

Committee Reports

none

Legal / Insurance Report

none

Status of Surplus Property Report

none

Safety Report

- Museum Truck in parking lot was vandalized. Also, we have some damage to door in the Diesel Shop that makes it easier to break in to.
- Roadbase is being delivered to smooth out some areas in the museum.

Public Comments

- WPRRHS.org domain could not be renewed as we do not have access and person with access was not accessible. 2014 Calendar needs to be placed on website.

Notices

- Today is the 60th Anniversary of the decommissioning of the "Charles O. Sweetwood" in a ceremony held at Crissy Field in San Francisco.

Closed Session – requested by President McClure and Director Vicknair – 3:41 PM – 4:46 PM

- *Legal Item* – Worthen v. FRRS
- *Business Item* – Railfair Event

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

The Board heard a report on a Business Item – Railfair Event. No action taken.

Adjourn

Meeting adjourned at: 4:48 PM
Next meeting: Saturday, December 14 – 1:00 PM
Location: WPRM Meeting Room
Portola, California

Respectfully Submitted, Eugene Vicknair - Secretary, FRRS