

**Feather River Rail Society**  
**Board of Directors Meeting – July 9, 2011 – 4:00 PM**  
**WPRM Meeting Room – Portola, California**

President Rod McClure called the meeting to order at 4:11 PM.

The following Directors were present

Frank Brehm (phone)	Steve Habeck	Norm Holmes	Rod McClure
Tom Carter (phone)	Charlie Spikes	Eugene Vicknair	

**Attendance**

James Mason – Treasurer  
Kerry Cochran  
David Luddington – FRRS attorney  
Cynthia Wood

**Closed Session**

Meeting adjourned to closed session at 4:13 PM and reconvened to open session at 4:31 PM. Director Vicknair reported following the closed session:

“Several issues were uncovered in the 2011 Election. They were:

An instructions error occurred that resulted in several members not receiving ballots and others receiving ballots improperly. The error percentage is calculated to be 8% in the mailing. Based on our return rate, the error percentage is about 3%. This is not considered to be a high enough percentage to have affected the outcome. The Board will hold a vote on whether to accept the election or hold a revote.

Two candidates, Charlie Spikes and Bart Hansen, were found to have issues with their membership status that violated section 4.04 of the FRRS By-Laws, Board Eligibility. As a result, Bart Hansen’s candidacy was found to be invalid and Charlie Spikes’ candidacy will be put to a vote of the Board.

Changes to the election procedures are being addressed to prevent similar issues from reoccurring.”

Motion 11-07-01

That Charlie Spikes was ineligible for election in the 2011 General Election due to not meeting the membership requirement in By-Laws section 4.04. (Vicknair / Holmes)

Aye - 4, Nay - 0, Abstain - 3. Motion carries.

Charlie Spikes is removed from the Board.

Motion 11-07-02

The Board acknowledges that an instruction and procedure error occurred in the 2011 General Election, but that did not affect the overall outcome and therefore, the Board accepts the results of the election. (Vicknair / Holmes)

Aye - 4, Nay - 0, Abstain - 2. Motion carries.

**Installation of New Board for 2011-2012**

Director McClure is reelected  
Director Cochran is elected  
One seat is vacant

## **Correspondance**

none

## **Consent Calendar**

Minutes of the June 2011 BOD Meetings  
Motion 11-07-03. Motion to accept. (Brehm / Carter)  
Aye – 7, Nay – 0, Abstain – 0. Motion carries.

## **Old Business**

None

## **New Business**

### **Changes to Election Procedures**

Written report presented reviewing errors and proposed corrections.  
There will be an overall review of Election procedures.  
Election issues will be reviewed and presented for approval at future meeting.

### **Sale of Southern Pacific SD9s 4404 and 4450**

Contract for sales have been approved by legal review.  
An issue has occurred due to UP movement policies. These are under review. Sale is tabled until these issues are resolved.

### **Equipment / Archive Donation Expenses**

Discussion relating to expense for a major donation being made to the FRRS that must be transported from Southern California  
Motion 11-07-04. Motion to approve expenses of no more than \$12,000 from line item 52010 - Transportation. (Vicknair / Carter)  
Aye – 7, Nay – 0, Abstain – 0. Motion carries.

## **Good of the Order**

### **President's Report**

- There was a collision between an RAL locomotive and the caboose train. There was 1 injury. Insurance and FRA were notified. Full investigation is under way. Injury is being dealt with. We will need to modify and are modifying our procedures. No rise in insurance costs is expected.
- Kerry Cochran is being appointed General Superintendent of Operations and will work with current Ops Director Bill Parker to improve our operating procedures.

### **Museum Manager's Report**

- Written report provided.

### **Financial Reports**

- Financials provided.
- June 2011 – total income \$25,547, expenses \$17,844, net income \$7,703
- Made some modifications to the budget that will require Board approval. Increased merchandise \$5000, moved some money between accounts, reduced legal expenses by \$4000. Budget should be a small surplus by end of year. Motion to accept modified mid-year adjusted budget. (Vicknair / Brehm)  
Aye - 7, Nay - 0, Abstain - 0. Motion carries.

- Reviewed numbers for April and May operations. Recommending that we review operations options within Business Practices Committee due to losses in those months. Need to review and recommend ways to improve fiscal operations in April and May.
- 2011 expenses have been running higher than 2010.
- Recommendation that, if FRRS wants to improve and grow, there needs to be more aggressive fundraising, led by the Board of Directors.

### **Director's Reports**

none

### **Event Reports**

- *Colfax Railroad Days* – we have been invited to attend 2<sup>nd</sup> weekend of October. There are things that would need to do if this were to happen.
- *Portola Railroad Days* – next Saturday is a fundraising yard sale at Jimmy's Roadhouse. Items include furniture and other assorted "treasures". Following Saturday will be fundraising concert in the park 5:30 PM – 10:00 PM. Program is going to print. New this year will be a Mountain Man reenactment show. Discussion about meals on property for train passengers and dining in town. Opinion expressed that communication between city, FRRS and RR Days Committee is much improved.
- *Portola RR Days Train* – questions about handling of train. Want to have WP 2001 on point for return. James Mason will be providing schedule of operations charges to Chris Skow. Train will be 14 cars. Suggestion to raffle cab rides in the 2001 on return trip if okay with UP.

### **Department Reports**

- *Membership* – review of membership application procedures. Report on current status of review.
- *Website* – update in progress, new pages being coded. About 500-600 hours have been spent on update so far. Will be meeting with John Walker, Frank Brehm and Mike Mucklin to discuss display / posting of archives materials.

### **Committee Reports**

none

### **Legal Counsel Report**

none

### **Status of Surplus Property Report**

none

### **Safety Report**

none

### **Public Comments**

none

### **Notices**

none

### **Closed Session**

Meeting adjourned to closed session at 6:10 PM and reconvened to open session at 6:35 PM. Director Vicknair reported following the closed session:

"The Board heard a report on a Legal Issue – FRRS v. Morgan. Consensus direction given, no action taken.

The Board heard a report on a Legal Issue – FRRS v. Kasten / ITAC. No action taken.

The Board heard a report on a Business Issue – Off-Site Event. No action taken.

The Board heard a report on an Equipment Issue – Equipment Donation. Consensus direction given. No action taken.”

**Adjourn**

Meeting adjourned at: 6:37 PM  
Next meeting: Saturday, August 13, 2011 – 4:00 PM  
Location: WPRM Meeting Room  
Portola, California

Respectfully Submitted,  
Eugene Vicknair  
Secretary, FRRS