

Minutes of Past Meetings

FACILITATOR: Mr. Murphy suggested the Board consider a facilitator to work with them on Board member relations and problem solving. It was the consensus of the Board to have Mr. Murphy try to find someone who could be available on a regular meeting day.

GOOD OF THE ORDER:

Gary Hall suggested that the Board might want to consider having legal assistance at meetings and that he could provide a proposal to them at the next meeting.

Rod McClure indicted that he was working with a Reno military unit that may be interested in the tanks.

Sam Herschbein noted that he had not been up to the museum for a while and had noticed improvements that had been made since the last time he had visited.

EXECUTIVE SESSION:

The meeting was recessed to executive session at 7:36 p.m.
The meeting was reconvened to open session at 7:59 p.m.

There was no action reported.

ADJOURN:

Meeting adjourned at 8:00 p.m.

October 6, 2001

President Jim Murphy called the meeting to order at 1:00 p.m.

The following directors were present:

Andy Anderson, Jim Murphy, Norm Holmes, Frank Brehm, Eugene Vicknair, Hank Stiles, Jan Brietwieser, Pat Brimmer, Director Kerry Cochran telephonically.

Visitors Present:

Janis Peterson, Wayne Monger, Vick Neves, Gary Hall, Judy McGrath, Missy Iverson, Debbie Murphy, Eric Stephens, Steve Stephens, Jim Ley, Philip Schmierer, Ed Wagner, Steve Habeck, Rod McClure, Gail McClure, Tom Graham, Dave Bergman, Dave Anderson, Jay Sarno, Julie Anderson, Grey Elens, Matt Parker, Stephanie Parker.

Society member Gail McClure requested time to raise a Question of Privilege pursuant to Robert's Rules of Order.

Ms. McClure noted that in e-mail correspondence President Murphy had resigned from his seat. She explained that the Board of Directors did not have to accept the resignation but

needs to enforce the resignation by filling the vacancy.

Motion 01-10-06

Made by Gail McClure on behalf of the members of the Society, seconded by Director Vicknair to ask the Board of Directors to enforce the resignation of President Murphy and appoint a replacement.

Discussion:

Director Cochran reminded the Board of the recent vote of confidence for Mr. Murphy and also noted that the e-mail did not state that Mr. Murphy was resigning, in fact the words, resignation or resign were not even in the e-mail.

Ms. McClure quoted part of the e-mail and noted that she felt it was clear that Mr. Murphy had resigned from his seat on the Board; she also noted that she had received a legal opinion that the resignation was enforceable.

Society member Dave Anderson noted that it sounded like a resignation to him.

Ms. McClure explained that the by-laws of the Society indicated that a director could resign without specifying a date, the lack of a date does not make the resignation void, the resignation takes effect immediately.

Society member Tom Graham explained that other Directors had provided written resignations in the past but then had second thoughts and changed their minds and were not forced out of their seats. He also noted that Steve Habeck had written a resignation and put it up on the bulletin board at the museum, but he was still around. He also stated that he hoped everyone could put the past behind them, start fresh and stop using e-mail.

Director Vicknair noted that he felt the e-mail from Mr. Murphy showed a clear intent to act as his resignation.

Director Breitwieser asked President Murphy what the intent of the e-mail was.

President Murphy stated that if he had resigned the e-mail would have been a clear letter of resignation and state such. He noted that the e-mail had happened when he felt people had been hiding actions that were illegal and that he did not intend to walk away, but did ask if someone wanted to take over his duties.

Ms. McClure agreed that the e-mail route was not the best way to do business, but that the issue was only that the e-mail does constitute a legal document and that the members are acting to request the Board take action to fill the vacancy.

Society member Eric Stephens noted that other resignations were made and enforced and that as a life member the Board works for him.

Society member Stephanie Parker noted that past actions and behaviors of other members is not the issue.

Director Cochran noted that the code of ethics states that the Board holds the ultimate fiduciary responsibility for the Society.

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Director Stiles noted that he didn't see that anything else matters, he feels the e-mail was a clear letter of resignation and the Board should fill the vacancy.

Director Vicknair noted that he felt the by-laws were established to keep the organization stable and that there had been other time when Director Murphy got upset and tried to resign or walk away.

Director Cochran called for the question.

Under roll call vote Directors Holmes, Vicknair, Stiles and Brehm voted in favor. Directors Brimmer, Breitwieser, Cochran and Vice-President Anderson voted against. President Murphy abstained. The motion failed.

CONSENT AGENDA:

- August 18, 2001 and September 1, 2001 minutes
- Finance Reports
 - a. Transaction Report – September 2001
 - b. Profit & Loss Report

Motion #01-10-02

Made by Andy Anderson, seconded by Jan Brietwieser to approve the consent agenda as presented. All directors present voted in favor.

OLD BUSINESS:

BYLAWS: Director Cochran explained that the Committee was not prepared to make a presentation at this time and asked for the item to be discussed at a later meeting.

MAGNOLIA TOWER: President Murphy explained various problems encountered with the moving of the Magnolia Tower to Portola. Director Brehm updated the Board on issues relating to asbestos on the building and the problems associated with the removal or containment of it. The Board discussed the pros and cons of continuing with the project to move the tower to Portola and the possibility of constructing a replica of the tower instead. It was noted that the tower has historical significance for the museum.

Motion #01-10-03

Made by Director Cochran, seconded by Director Brimmer to acquire the tower and transport it to Portola.

Discussion

Dave Bergman noted that if Amtrack was ready to move the tower themselves there has to be a report about the asbestos available.

Director Holmes questions if the museum could afford

the costs associated with the move, aren't there other projects that need to be finished.

Wayne Monger reminded the Board of the tank at Loyalton that they didn't get and the regrets they now had.

Director Stiles indicated he felt there was no better use for the society's money then to acquire things that fit the mission statement.

Director Brietwieser noted that although history is important so are the society's funds, she asked if there wouldn't be an opportunity for fund raising for the tower.

Director Vicknair noted that a structure would be a great candidate for grant funds.

Director Stiles offered to contribute \$100.

Director Brimmer noted that there seemed to be two parts to the issue, first to save and move the tower and second to restore it.

Director Cochran noted that he would amend his motion.

Motion #01-10-03 (amended)

Made by Director Cochran, seconded by Director Brimmer to acquire the tower and transport it to Portola utilizing no more than \$15,000 from this years budget to preseve and transport it and fund restoration in future budgets. Directors Brehm, Brimmer, Vicknair, Stiles, Cochran, Breitwieser, Vice-President Anderson and President Murphy voted in favor. Director Holmes voted against.

Vic Neves was then appointed project manager for the project and directed to report to Gary Hall.

RENO EXCURSION: Steve Habeck noted that he had nothing new to report.

TRUCKEE RAILROAD DAYS: The board received a report on the raffle and gift shop sales from the event. Susan Scarlett will work with Steve to draft a final financial report on the event. It was determined that the Board would need to see a contract for next years event by June 1, 2002 and that Steve Habeck would attend the post event meeting in Truckee. The Board thanked Steve Habeck for his work on the project.

2001/2002 CALENDAR: It was the consensus of the Board to get all calendar items in and review the final draft at the next meeting.

2000 FINANCIAL STATEMENT: President Murphy presented the Board with the final 2000 Financial Statement prepared by Dan Brady.

EXECUTIVE DIRECTOR: The Board reviewed the draft job description for an executive director position. The job description would be finalized and presented at the next meeting.

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NEW BUSINESS:

EQUIPMENT MARKING: Steve Habeck presented the suggestion that the Society should pay a \$400 application fee to officially use the mark FRRX on museum owned equipment. The Board discussed the need for marking and the difference between FRRX and FRWX markings.

Motion #01-10-04

Made by Director Cochran, seconded by Director Vicknair to pay the fee with funds from the operating department and approve the FRRX marking. All directors present voted in favor. Steve Habeck and Eugene Vicknair will work on the application.

FRRS DONATION: President Murphy reviewed a complaint from Jack Hathaway regarding the disposition of equipment that he had donated to the museum. It was determined that Eugene Vicknair would contact Mr. Hathaway to straighten out the misunderstanding.

2002 BUDGET: Dan Brandy will be at the next meeting to discuss next year's budget. Budget requests need to be sent to Jim Murphy or Gary Hall.

LEGAL COUNSEL: Gary Hall presented a proposal from an attorney for legal counsel for the organization. He suggested the Board consider authorizing this expenditure.

Motion #01-10-05

Made by Director Brimmer, seconded by Director Stiles to accept the proposal from Alan Turner as presented. All members present voted in favor.

ADMINISTRATION:

FRRS MAIL PROCESS: President Murphy addressed a problem that had arisen when mail addressed to a specific Director was opened by staff. He explained that his direction to staff was to open all mail and then direct the mail to the appropriate department. Most mail comes with a name associated with the address but the majority then needs to go to the proper department, not to the individual. Director Stiles noted that he remembered an earlier mail policy that stated any mail addressed to an individual should not be opened, but forwarded to the individual.

Motion #01-10-06

Made by Director Brimmer, seconded by Director Brietwieser to direct Kerry Cochran to develop a mail handling policy as discussed, Director Stiles will get Kerry a copy of the old policy and the Board will review the old policy and a new draft policy at the next meeting. All members present voted in favor.

ACCOUNTS PAYABLE: President Murphy noted that the system for coding and getting bills paid was not working well and the society was paying for a lot of Susan's time due to the lack of organization in the system. He indicated that a procedure would be put together by Gary Hall and presented at the next meeting.

FRW 1857: Director Stiles updated the Board on the status of the equipment.

PERSONNEL: President Murphy explained that there was a request to continue the employment of Alan Hirasawa for a 60 day period.

Motion #01-10-07

Made by Director Holmes, seconded by Director Vicknair to hire Mr. Hirasawa for a period of 60 days starting on October 8, 2001. All members present voted in favor.

GOOD OF THE ORDER:

President Murphy reported on the following:

- The need to review the renewal of FCC License.
- Resignation of Ken Iverson as Facility Manager.
- Society booth at Winterail.
- Election of TRAIN officers.

Director Holmes reported that the Army Car would be available from Sloat along with the Caboose.

Motion #01-10-08

Made by Director Brimmer, seconded by Director Anderson to use an extra \$500 and get the army car with the caboose. All members present voted in favor. The Board discussed getting a passenger train for next year's Portola Railroad Days event. Mr. Murphy noted that there was some talk of changing the date next year and he would try to get a firm date so the museum could plan their time.

Rod McClure was appointed as Road Master and indicated that he would need guidelines and a small budget.

Jay Sarno noted that sometimes the Web Site wasn't update and asked about having the Train Sheet added to the web page.

ADJOURN:

Meeting adjourned at 4:24 p.m.

Respectively Submitted
Leslie Tigan