

—REQUEST FOR HELP—

A request for help is being put forth to you, the General Membership of the FRRS. At the Dec 14, 1997 Board of Directors meeting I (Kerry Cochran) was appointed as the chairperson to the Bylaws Committee. This came out of a motion to establish a "Standing Committee" titled, "Bylaws Committee". The Motion reads: "That the Feather River Rail Society shall establish a 'Standing Committee' that shall be titled, 'By Laws Committee' whose responsibility shall be to assess the effectiveness of the existing Bylaws for the organization. If changes, modification's and amendments are needed, the committee shall weigh the needs and make recommendations for change. The operation of the committee shall not be in conflict with the organization's 'Article of Incorporation'. The committee shall prepare guidelines to detail its operation and procedures. The committee shall consist of 3 to 5 members of the FRRS in good standing. The Chairperson shall be appointed by the Board of Directors. Members of the committee shall be appointed and vacancies filled by the Chairperson as needed." With

the guidance of the above motion, procedures that the committee will use during the next few years to receive, review and make recommendations for change to the current bylaws are in place.

NOW, here's where your help is needed. Any member of the FRRS can send items to the Bylaws Committee for consideration in the review of the current bylaws. PLUS, any member of the FRRS can submit his/her name, to become a member of the Bylaws Committee. There are three (3) vacant positions on the committee that need to be filled. Please submit any comments or recommendations for members of the committee to:

Kerry Cochran
Chairperson

FRRS Bylaws Committee PO Box 911
San Bruno CA 94066-0911
e-mail: KC6KNT@CompuServe.Com

or

FRRS Bylaws Committee
PO Box 608
Portola CA 96122-0608

—BOARD OF DIRECTORS MEETING—

—Saturday, September 5, 1998—

—At the FRRS Museum Portola, CA—

Meeting called to order by Pres. Englert at 18:35 hours. Roll Call. Present: Englert, Holmes, Graham, Morgan, Mueller, Monger, Neves, Stiles. Absent: Anderson, Wollesen. President Englert clarified his action to initially accept the resignation of Marty Anderson. The Board agreed to wait until the next meeting to decide whether to fill the position in case of a possible reinstatement of M. Anderson to office. **Minutes of Previous Meeting:** Corrections to August minutes: Executive Directors report should read and include the following: "Boxcar door" was already sold. Motion by Pres. Englert to accept the minutes with corrections. Ayes-7 Opposed-0 Abstained-1. Motion passed. Financial Report: Pres. Englert presented the financial report and suggested that a "cut-off" date be set each month to give time for preparation of report in advance. Board agreed to set the date at the 25th of each month. Pres. Englert acknowledged some officers still don't have a copy of the financial report from August. W. Monger motioned to accept financial report, seconded by V. Neves. Ayes-7 Opposed-0 Abstained-1. Motion passed. **Correspondence:** Correspondence read by N. Holmes. Letter received about preservation of boxcar with the local area towns names on it. Offer was received about a "Guide Book

on Non-profit Management" as reference material. H. Stiles suggested buying a copy for each director. A copy of Ken Burnís report was received. A job application for Senior Director of CSM was received. Plumas Corp is working with the Forestry Service on a grant for a Business Plan for the FRRS Museum in the amount of \$25,000.00 to repair roof. The Board agreed to purchase a copy of the Guide Book on Non-profit Management for each of the Directors of the Board. **Executive Directors Report:** Ex-Director Holmes inquired about the service that helps with the set-up of Non-profit entities for compliance with California statutes. The Board agreed that it was necessary to bring the minutes up to date and file in proper order. A 1990 Dodge truck was donated by the Sierra Pacific Power Co. to Portola Railroad Museum. Discussion on transferring of the title of the truck donated to Ex-Director N. Holmes. Motion will follow later in meeting. The Susanville Telephone Directory has placed a picture of the Portola RR Museum in the directory. The Scenic By-Way event on Oct03-04 has been changed to 3:00pm. Ex-Director Holmes reported the City Council has approved the annexation of the property adjacent to the museum to the city and a proposed 160-170 homes will be developed. Information was received that the museum could sue for damages/ or injury caused by the Lake Davis contamination. The membership surveys have been returned. 40 members received renewal notices but had not renewed. 20 members had not received renewal notices. 16 members were unsure. 278 members have not renewed membership at this time. Discussion followed. N. Holmes and B. Shippen will collaborate on statistics. Registration notices for conventions at Riverside CA and Black Hills SD were received. Discussion followed. Motion 09-98-02. Motion by W. Monger, seconded by H. Stiles, to send 2 (two) delegates to the Association of Railway Museums convention at Riverside Nov04-08, 1998. The cost is not to exceed \$750.00 per delegate. A spouse may attend at extra cost of \$250.00. The extra registration cost of \$25.00 will need to be paid if not registered by Sep01, 1998. Discussion. Ayes-7 Opposed-0 Abstained-1. Motion passed. Motion 09-98-01. Motion by N. Holmes, seconded by T. Mueller, to accept donation of 1990 Dodge Pick-up Truck from Sierra Pacific Power Co. and to be used for museum business by Ex-Director N. Holmes. The truck title will be transferred and registered to Norman Holmes who will be responsible for all costs related to the title transfer. Discussion. Ayes-7 Opposed-0 Abstained-1. Motion passed. Ex-Director N. Homes reported that the 1999 Portola RR Museum Calendar may be ready by Rail-Fan Day. There is 2500 copies in print. The Board agreed to sell calendars for price of \$9.95. The calendar will be made available to all members and the public. This will be advertised in next month's *Train Sheet*. Break. (20:04 hours. Reconvened 20:13 hours.) **Pressing Business Audit:** Motion (09-98-03) by Pres. Englert, seconded by H. Stiles, that the Board of Directors shall place Motion #07-98-07, the CPA Audit measure, into temporary suspension until examination is made. Discussion. Ayes- 2 Opposed-4 Abstained-2. Motion denied. Motion to be modified. Projector Screen and Stand: (Attachment #1) Motion (09-98-04) by V. Neves, seconded by T. Mueller, to purchase a projector screen and stand as outlined by the proposal information for price of \$1,300.00 and to be used by the FRRS for all multi-media events. Discussion followed. Ayes-6 Opposed-0 Abstained-2 (D. Morgan temporarily left the room). Motion passed. **Rotary Proposal:** Pres. Englert reported the Rotary Club of Portola will restore the inside of the Diner Car if they can use the car for a meeting place. The Board agreed to accept a formal proposal for review from the Rotary Club at the next meeting. **Proposed Meeting Dates:** This will be discussed at next meeting. **Silver Lady:** Pres. Englert inquired about a cover letter. Will continue discussion later in meeting. **Internal Controls:** (Attachment #2) Motion to be modified and introduced later in meeting. **Silver Lady:** Board discussed the cover letter from Bill Shippen to do all of the publication and publishing. Board requests proposals for printing costs. The Board agreed to let B. Shippen report back with such proposals at next meeting. The pro-

posals will be available within 14 days. Motion 09-98-05. Motion (09-98-05) by D. Morgan, seconded by H. Stiles, that the Board of Directors of the Feather River Rail society shall place motion #07-98-07, the CPA Audit measure, into temporary suspension for 30 days until the costs not to exceed ceilings can be established to perform an audit on the organizations financial records for the fiscal and calendar years of 1996, 1997, and 1998. At the October meeting of the Board of Directors, another motion shall be submitted to modify motion #07-98-07 to reflect the charges for audit and a request for approval of those costs. Discussion. Ayes-7 Opposed-0 Abstained-1. Motion passed. **Internal Controls:** (Previously discussed) The Board resolved to adopt and implement all internal controls as was introduced in Attachment #2. (D. Morgan was excused at 21:06 hours.) **Aesthetic Improvements:** (Attachment #3) A presentation of a "Proposed Facilities Plan" was given by Eugene Vicknair to improve the grounds and public access of the Portola RR Museum. The Board agreed to discuss the plan further at later meetings. **Involvement with Community:** The FRRS has joined the Old Merchants Association. The Board agreed for Pres. Englert to have continued involvement with this Association. **List of Priorities (Restoration):** Pres. Englert asked that all Department Heads form a list prioritizing projects for the museum to consider. **List:** T. Graham read a list of concerns for the Board to consider. The Board approved of the list. W. Monger stated it was necessary for the museum to set some goals and read a proposed mission statement "that we are willing". Norm Holmes (List). (No list) Motion 09-98-06. Motion (09-98-06) by N. Holmes, seconded by W. Monger, to proceed with the non-complying insulation material removal on SP1215 using contractor PARC-Metalclad Corp. from Sacramento. Preliminary piping removal to be done by David Dewey and volunteer work. Cost for the removal is \$7,910 and cost for pipe removal is \$2,600 with a total cost to be \$10,500.00. Discussion. Ayes-6 Opposed-0 Abstained-1. Motion passed. **Investigation for Improvements:** The Board approved all investigations for improvements. **Items For Discussion:** Filling Openings in OPS. Dept. (Attachment #4) The Board agreed to list of appointments. **Budget:** The Board agreed to allow Dan Brady, CPA, submit a formal proposal for Budget Director. **Personal Property on Museum Grounds:** Pres. Englert inquired about personal property left on the FRRS property. The Board will wait until T. Mueller has assessed the personal property left on the premises to discuss. **Organizational Chart:** T. Graham introduced an Organizational Flow Chart. The Board will discuss at next meeting. **R.A.L. & Caboose Train:** (Attachment #5) The Board will consider and discuss at next meeting. **AAM-Map-1 Survey Report:** (Attachment #6) The Board discussed some suggestions made in the report. V. Neves suggested that Directors must serve in their capacity as Director without duality by doing the work themselves. The Map Survey Report is to be reviewed and discussed further at the next meeting. **Solutions:** Will be discussed further at next meeting. **Meeting Minutes:** The Board agreed that the annual meeting minutes of Officer elections are to be recorded and filed. **Power Outage:** Ken Iverson reported that on Sep21 there is to be a planned power outage. **Thank You Notes:** A suggestion was given for Thank You Notes to be sent to Volunteers and Companies donating to the FRRS. **Shower Car:** T. Graham reported that the cold water is now hooked up to the shower car. **Goals and Objectives:** (Attachment #7) W. Monger submitted a list of goals and objectives for the Board to review. Meeting Adjourned at 22:58 hours. The next Board Meeting will be held on Oct3, 1998, at 18:30 hours, at the Portola Public Library.

—*Kathleen Miller*

Recording Secretary