

Feather River Rail Society
Board of Directors Meeting – May 14, 2016 – 1:00 PM
WPRM Meeting Room – Portola, CA

Vice-President Steve Habeck called the meeting to order at 1:14 PM.

Leisa Wesch and Rick Gruninger have requested the meeting be recorded.

The following Directors were present

Eugene Vicknair

Charlie Spikes

Steve Habeck

Kerry Cochran

Tom Carter

Greg Elems

Attendance

Tom Hervey

Arrived 1:54 PM

Rick Gruninger – SOO / Insurance Liaison

Eric McKay

Lisa Wesch

David Elems

Patty Clawson – Big Fish Creations

Matt Elems – Train Sheet editor

Michael Clawson – Big Fish Creations

Bil Jackson - CMO

David Epling

Ethan Doty

Ali Barbato

Correspondence

Vicknair – received letter from Kirk Baer resigning his position as Director and declining to take a seat on the Board if reelected. Letter read to the Board. Board also received by email.

Habeck – received some info from people who want to volunteer for us. Info handed off to Kerry Cochran and Bil Jackson. Asked that we reach out to them.

Consent Calendar

Approval of the minutes of the April 2016 General BOD Meeting.

Motion 05-16-01

Motion to approve the Consent Calendar as presented: April 2016 Minutes.

Vicknair / Spikes. Aye – 5, Nay – 0, Abstain – 1. Motion carries.

Department Report

Marketing – membership drive postcards, Media Day and operations season advertising

Michael and Patty Clawson presented. Excited that we will be participating in the Graeagle Independence Day Event. Will be held in the park in downtown Graeagle on July 3. Set-up is 8 AM. Opens at 10 AM. Expect lots of tourism. Event brings in 10,000 to 12,000 people. Have easy-up and tables. Have memberships, store items to sell. We will be selling ice cream bars. Is a non-profit support event. Will have tickets and merch for sale. Darlene Packavich will be point contact person.

Would like us to enter something in the parade. \$20 fee waived for us.

Received postcards for membership drive. Shown to Board. Will be passed out next week to post office.

Eugene Vicknair is completing Business Sponsorship letter for distribution. This will be distributed to Portola businesses.

Opening Weekend / Memorial Day ads. Showed the Board ads for opening weekend. These will go into Deals n Wheels and Reno Gazette Journal. Director Vicknair will be donating the cost to place the ads.

eMail blast for Media Day invite was shown to Board. We have a new email address for promotions and information to be sent out. All email going out for marketing will be WP branded and return email.

Big Fish built onto eMail media list FRRS had started. Now have 105 names and contacts in Sacramento and Reno. Also invited executive editor of Reno Gazette Journal. Want to send Monday AM. Big Fish will follow up within 1 week with email resend, will call select ones. RSVP by June 21. Event schedule worked out with Rick Gruninger and Steve Habeck. Also inviting local political figures. Director Vicknair will be running the event and handling lunch event.

Rick Gruninger asked about limit of 10 people for Media Day RAL. We need the 10 people to include any assistant / camera person. Agreed. Made some observations on membership drive card and noted next run should specify "new" memberships and sponsorships.

Consensus Direction given to proceed with the ads with changes to the media day schedule be worked out this afternoon.

Asked if we can put opening day ad on front page of website.

Old Business

Confidentiality / Conflict of Interest Policy, Director Conduct and Oath of Office

Review and approve Confidentiality and Conflict of Interest Policy, related Disclosure Agreement and Director Oath of Office and Code of Conduct form.

- Written copies of proposed policies presented.
- Revised confidentiality policy presented that is specific to Board and Managers. Old Confidentiality Policy will be taken out of abeyance and used for employees and contractors.
- Was noted that there is an element in by-laws that states directors must accept seat by writing.
- Policy presented to formalize this written acceptance and acceptance of policies and code of conduct.
- This written acceptance MUST be signed. If not signed, then their election is invalid.

Motion 05-16-02

Motion to accept the Revised Confidentiality and Conflict of Interest Policy with effective date of May 31 as presented.

Carter / Spikes. Aye – 5, Nay – 0, Abstain – 1. Motion carries.

- Habeck and Carter expressed that this new policy addressed concerns presented in prior meetings. Feels this is a good move.
- Again noted that prior policy will still apply to employees and contractors.
- On the acceptance document, effective date will be May 31 and all sitting directors will need to sign the document.
- When approved, the header format will change slightly on policy.
- Signature / acceptance document needs to be witnessed by three witnesses if the elected director refuses to sign.

Motion 05-16-03

Motion to accept the Director Conduct and Oath of Office policy with effective date of May 31 as presented.

Carter / Spikes. Aye – 6, Nay – 0, Abstain – 0. Motion carries.

- All sitting directors to sign before effective date.

New Business

Change Opening Day for 2017

Proposal to move the opening day of the museum up to second full weekend in April.

- Written report provided.
- Since we have paid person on site, felt there would be benefit to open earlier in season and see if we can get admissions and some sales earlier in the year.

- We are already doing RALs and other work earlier than current opening.
- 26 RALs are currently booked for season.
- Clarification that this is ONLY museum open, not operations opening day.
- This would make 2017 museum opening on April 8.
- Consensus direction to proceed with revised opening date starting 2017.
- Looking at staying open later in season as well.

Yparraguirre Model Collection Donation

Accept donation of large model railroad collection to support FRRS programs.

- Written report provided.
- Bruce and Linda Yparraguirre are members from Chico.
- Bruce was in an accident a few months ago and has passed away.
- He has a large three rail O scale collection. Had told Linda that if something happened to him, he wanted it donated to support the FRRS.
- Collection includes locomotives, cars, tracks, accessories. All good quality, recent manufacture equipment.
- There are no restrictions on the donation. We can sell, use, display, whatever we want.
- Director Carter reviewed the collection in Chico last weekend.
- Donation also includes shelves and racking and a small collection of railroad books, as well as a 4' X 8' table with small loop of track.
- Carter stated that would like to use part of the collection to build a Christmas exhibit train.
- Would like to take the 4 X 8 board and create a travelling Santa Train "advertising" layout.
- Linda noted that they redid their will last year and FRRS would get 1/5 share of their estate when she passes.
- Carter needs acceptance by motion and a letter to give to Linda and Brad Lomazzi who will be handling the appraisal of the collection.
- Will need to rent a large truck to move the collection.
- Habeck feels this could be a good windfall for us.

Motion 05-16-04

Motion to accept the donation of the Yparraguirre model railroad collection.

Vicknair / Cochran. Aye – 6, Nay – 0, Abstain – 0. Motion carries.

- Carter will generate and sign letter and send copies to Board.

Good of the Order

Vice-President's Report

- Verbal report.
- Union Pacific GP30 849. Habeck got copies of the court agreement from the clerk of the court. Our attorney is on the docket to request final clarification from the judge concerning the status of the equipment. Item 5 stated that "brown boxcar" would be removed from the property (except for parts for car "Pioneer" by Morgan. Morgan was also to remove the UP 849. FRRS completed their actions by May 3, 2011. Item 8 says any and all items not removed from property by Morgan by July1, 2011 will become property of FRRS. Item 9 states that court retains jurisdiction until all executed. Judge is being asked to rule that Morgan has not executed agreement and to convey ownership of UP 849 and brown insulated boxcar to FRRS.
- Purchased some items to improve the store including an open sign and drink cup holder.

Financial Reports

- Financial Reports and Summary provided.
- Director Vicknair gave overview of finances.
- Reviewed financials.
- Request for someone to volunteer to handle requests from groups for brochures.

Director's Reports

none

Event Reports

- *2016 Convention* – Thanks to Erik McKay for donating the raffle tickets for the convention. Written report provided. Support expressed for holding 2017 convention in Reno.
- *2016 Annual Dinner* – plan dinner format / appoint committee. Potluck for sides and desserts, will bbq meats. Have a sign-up on website and RSVP. Guests and directors donated money toward dinner. Erik McKay and Kerry Cochran each donated \$50. \$20 from David Elems. \$30 from Tom Hervey. \$10 from Charlie Spikes and Bil Jackson. Leisa Wesch will bring large smoker.

Department Reports

- *Website* – written report provided. Lots of positive comments about website progress. Kerry Cochran asked everyone who receives emails from Paul asking for info please respond. Kerry working on reviewing historical web pages and is discussing with Mike Mucklin, David Pires and Eugene Vicknair. Asked that we rename WPRRHS references on the web pages to Historical / Archives Department.
- *Funding* – written report provided. Noted that Big Fish Creations has brought in a lot of visitors and they have been giving us breaks on our retainer bills during the down season.
- *Operations* – now have an electronic copy of the RAL book. Noted that we are taking \$25 deposits on RALs regardless of size / package. Suggested that we may look at raising this. May consider in future. Current is covering costs if there are no shows. Two events coming up: 40-50 people on July 24 and a Susanville school event.

Committee Reports

- *Election* – written report provided, appoint election tellers. Have 276 ballots in place. Recommendation that all candidates have an observer. Habeck gave 7 ballots returned unopened to Epling that were undeliverable. At least one deceased.
- Tellers for the election are:
 - Matt Shuman (Life), Ann Morningstar (Life) and Ali Barbato (Active).
- *Model Railroad* – written report provided. Ethan Doty is now on model railroad committee. Current committee is David Epling, Bart Hanson, Bob Sims and Ethan Doty.

Legal / Insurance Report

none

Status of Surplus Property Report

none

Safety Report

- We are now open, barricades are up. Looking over facility for issues. Barricade from hospital is missing. Need to replace.

Public Comments

David Elems – will be talking to some folks about gas cylinder storage, will send info to Tom Carter as safety officer.

Question about Rod McClure condition. He has been up and down. Always looks forward to visitors.

Bil Jackson – volunteering to hand out brochures in local (50 mile radius) area.

Greg Elems – will do brochure trades again with other organizations.

Ethan Doty – applauds the Board and volunteers for the direction of the organization and the hard work many have done and stepped up to handle more work with Rod McClure being ill. Feels strongly about the positive direction the Society is going in.

Matt Elems – needs more articles for Train Sheet. And photos! Noted that email Train Sheet is in color and more people should sign up for that.

Notices

- The annual meeting is coming up Saturday, June 4, following the Members Dinner.

Closed Session

requested by Vice-President Habeck, Director Vicknair and Director Carter – 3:35 PM – 3:40 PM

The Board heard a report on a business item. Consensus direction given, no reportable action taken.

Adjourn

Meeting adjourned at: 3:42 PM
Next meeting: June 4, 2016 – 1:00 PM
Location: WPRM Meeting Room - Portola, CA

Respectfully Submitted, Eugene Vicknair -- Secretary, FRRS