

**Feather River Rail Society
Board of Directors Meeting
June 2, 2001
1:00 pm
Williams House
424 E. Sierra, Portola, California**

Interim President Hank Stiles called the meeting to order at 1:00 p.m. The following directors were present:

Jim Murphy	Ed Wagner	Pat Brimmer (via telephone)
Eugene Vicknair	Hank Stiles	

Directors Vic Neves, Doug Morgan, Frank Brehm and President Andy Anderson were absent.

Visitors Present:

Kerry Cochran	Norm Holmes	Susan Scarlett	Tom Graham
John Risse	Judy McGrath	Gary Hall	Don Borden

Consent Agenda

1. May 5, 2001 Minutes
2. Membership Report
3. Operating Department Report
4. Gift Shop Sales Report

Pat Brimmer corrected the spelling of HERSCHBEIN in the minutes.

Motion #01-06-01

Made by Jim Murphy, seconded by Pat Brimmer to approve the consent agenda reports, with the spelling correction in the May 5, 2001 minutes. All directors present voted in favor. Directors Neves, Morgan, Brehm and President Anderson were absent.

Reorder of the agenda

Director Brimmer requested the agenda be reordered by moving New Business Item #1 to be considered next. Director Stiles noted that Director Brehm had placed the item on the agenda and was not present at this time for the discussion. Director Murphy noted that the meeting had started on time and Directors should be present.

Motion #01-06-02

Made by Jim Murphy, seconded by Pat Brimmer to reorder the agenda and consider New Business #1 next. Directors Murphy, Brimmer, Wagner and Vicknair voted in favor. Director Stiles abstained. Directors Neves, Morgan, Brehm and President Anderson were absent.

Directors Frank Brehm and Vic Neves arrived at the meeting at 1:15 p.m.

Kerry Cochran requested a moment of silence be held for Jim Gidley.

New Business

Current Election

Director Brehm reviewed his agenda report regarding the current election. He explained that he felt the election should be declared null and void, a new election committee appointed and a new vote taken. His reasons for this action were the failure of the board to make a membership list available to write in candidate Neves in a timely fashion and endorsement of certain candidates by the Election Committee.

Director Murphy asked Director Neves if he was formally contesting the election. Mr. Neves indicated that he was.

Director Morgan arrived at the meeting at 1:21 p.m.

Director Murphy explained that he felt the election process was performed adequately and the membership had voted. He also noted that Kerry Cochran had tried to get the membership list to Vic Neves on three different occasions but there had been a problem with Mr. Neves e-mail.

Director Brimmer noted that Mr. Neves was a board member and should have known how the election process worked and made efforts to obtain the membership list.

Mr. Cochran stated that the membership list has always been available to all members.

Election Committee member Tom Graham explained that all three candidates who were endorsed had approved the letter and he felt the Committee had done nothing wrong.

Kerry Cochran explained, that as a candidate, he was asked if he approved the letter making a statement on his behalf and declined to either approve or disapprove the letter.

Director Vicknair thanked the Election Committee, he indicated that he had received calls from members asking why the Election Committee had endorsed candidates.

Director Brimmer noted that the cost to re-do the election would be unreasonable and not an expenditure that he could recommend. He noted that he felt every reasonable effort was made to get Mr. Neves the membership list and that he didn't feel anything could be changed.

Mr. Neves noted that he probably could have called Kerry Cochran when the list didn't arrive.

Judy McGrath noted that it had taken two days to complete the mailing.

Committee member Tom Graham noted that the election process had taken 134 hours.

Director Murphy asked exactly what mistake had been made that could warrant the election be thrown out.

Director Stiles noted that just poor judgment, not mistakes has been used.

Director Vicknair noted that he felt the mis-wording the Trainsheet was a mistake.

Committee member Tom Graham noted that what was printed in the Trainsheet was not what was presented by the Committee.

Director Vicknair again explained that he had been asked by members why the Election Committee had endorsed candidates.

Mr. Graham noted that the Committee members had endorsed candidates as individual members of the organization, not as members of the Election Committee.

Kerry Cochran explained that he did not feel it was the Board's place challenge what any member of the organization does.

Mr. Graham explained that the votes had been counted under the watch of the Portola City Clerk, Leslie Tigan, who certified the election results.

The Board discussed the process for appointing committees after the new Board members are seated. After reviewing Robert's Rules and the Bylaws, it was determined that the new President appoints the committees, with the choice of leaving the current members in place or changing the make up of the committees. The president would also be able to appoint a Chair for the committee and delegate the committee appointments to the Chair.

Director Murphy suggested that the Board should take action to formally endorse the President's appointments.

Motion #01-06-03

Made by Director Murphy, seconded by Director Brimmer to direct the Board to formally apologize to Mr. Neves, and report that since the Board has identified issues that need to be addressed in future elections to evaluate the policies and procedures of the Election Committee prior to the next election. All members present voted in favor. President Anderson was absent.

Old Business

Reno Excursion

Director Murphy explained that he had questions regarding insurance for the event and the auto rails.

Director Morgan noted that the insurance was not a problem and would not cost much more.

Rod McClure explained that the project could not happen until UP removes the auto racks. Steve Habeck noted that members should not be given premature information on the project since they don't know when UP will remove the auto racks.

After further discussion it was the consensus of the Board to work on insuring that all Board members get equal information.

Board Orientation Meeting

Director Murphy provided a draft agenda for the proposed Board Orientation Meeting. He noted that the Closed Session should be removed from the draft.

After a brief discussion it was the consensus of the Board to use the proposed agenda and have the meeting at 1pm on July 7, 2001.

Bylaw Changes

Kerry Cochran explained questions he had regarding previous action of the Board requesting a legal opinion on the process used to make Bylaw changes. He asked if the opinion had ever been provided to the Board and how he could get a copy of it.

Director Brimmer noted that the letter had been written but the Board had not received a response.

The Board noted that the Bylaw Committee should receive a copy of the opinion after the Board gets it.

Use of FRRS Stationary

Kerry Cochran noted that the Board had previously voted to have only authorized persons use FRRS stationary, he questioned who the authorized persons are.

Director Murphy noted hat he felt the stationary is the responsibility of the Board with approval authority delegated to the President.

Director Brimmer noted that Department heads needed to be able to use the Stationary for museum purposes.

It was the consensus of the Board to work on developing a policy for use of FRRS stationary and that all correspondence on the stationary should be copied to the Board.

Profit & Loss Statement

Kerry Cochran questioned items on the profit & loss statement relating to legal expenses and tool and machinery sales.

Susan Scarlett reported that all legal expenses were from the Silver Hostel project and that the item under tool & machinery sales was the tamper.

Organizational Committee

Gary Hall presented an updated chart to the board to review. It was the consensus of the Board to have this item go forward to the new Board for review. Director Murphy suggested that a policy should be developed directing that vacancies be opened up to all members of the organization.

Policy & Procedure Manual

Kerry Cochran explained that seven items had been given to the Board for review in January and he had not received any communication on where to go with the items.

Director Brimmer noted that he would like to see all 7 items on the next agenda for approval.

Old Hospital

Norm Holmes reported on the securing of the building. Director Murphy noted that since the no trespassing signs had been put up there have been five or six arrests. He also presented a letter from a society member who works at the State Historical Building Safety Board offering his assistance in helping with the building.

It was the consensus of the Board to invite the gentlemen to attend the next meeting and place the issue on the agenda. Mr. Stiles would contact him and invite him.

Tanks

Director Murphy asked what had happened with the order to demilitarize the tanks.

Director Morgan indicated that he had received approval to extend the deadline but didn't know what the board wanted him to do with the tanks now.

It was the consensus of the Board to ask the military to come get the tanks and put the item on the next agenda for a follow up.

Sam Herschbein Letter

Mr. Stiles indicated that he was having trouble with his computer and had not gotten the letter out. Director Brimmer noted that he would e-mail the letter to Leslie and she could mail it.

New Business

WP Box Car

Director Brehm asked what the status of the Boxcar was and who was working on the project. Mr. Holmes reported that the last action from the Board had been to delay work until the A&D Committee provided a recommendation. The Committee then discussed the project but did not provide much of a recommendation. When UP heard it called a Hobo Car they indicated that they could not support the project, but Mr. Holmes felt it was just because of the name and that UP would be happy if it was called a vista car.

Motion #01-06-04

Made by Director Brimmer, seconded by Director Vicknair to direct Mr. Holmes to write a proposal for the project including sketches, cost and back-up material for the next agenda. All members present voted in favor.

Living Quarters

Director Brehm outlined questions he had relating to using the museum property as living quarters, his questions related to insurance, code and zoning requirements.

After discussing the issues it was the consensus of the board to have Directors Murphy and Morgan look into all the issues addressed and report back to the Board. The Board also noted that they were not looking to evict Ken Roller, just to make sure that everything is right for him and the museum with a mission to correct problems.

Director Brehm's Resignations

Director Murphy explained that he felt the Board needed to discuss the impact of Mr. Brehm's resignations from the Headlight Committee, Web-site management, the Bylaws Committee and the Trainsheet and determine how to continue providing these services to the membership.

Mr. Brehm noted that all software and supplies belonging to FRRS were returned earlier in the day.

There was considerable discussion regarding the duties Mr. Brehm played in Web-site management, and it was discovered that FRRS owns the wplives.org and the wplives.net domain names but the Mr. Brehm owns the wplives.com site. Although this was a surprise to most members it was determined that the board would have to do something. Most information on the site is copyrighted by Frank Brehm and the FRRS. Mr. Brehm indicated that he would share the text from the site but that the pictures are his.

Director Brimmer asked Mr. Brehm that, as a member of the Board, if he felt that not transferring the entire web page to the FRRS is in the best interest of the museum and the members of the society. Mr. Brehm refused to answer. Mr. Cochran asked if Mr. Brehm would be willing to transfer people from the .com site to the .org site, Mr. Brehm said he would do that.

Director Brimmer noted that he felt Mr. Herschbein would be willing to work on the web page if he was asked.

Director Vicknair and Gary Hall each indicated a willingness to work on getting the .org site up and running.

Motion #01-06-05

Made by Director Stiles, seconded by Director Wagner to appoint Gary Hall and Eugene Vicknair to get the .org site up and running. All members present voted in favor. President Anderson was absent.

Director Brimmer will call Sam Herschbein and talk to him about working on the web page.

Mr. Brehm's resignation from the Headlight Committee and the Bylaw Committee left positions to be filled but would not impact the duties of the committee. The vacancies should be reported to the membership with a request for volunteer to fill the positions.

Mr. Brehm's resignation from the Trainsheet editor position left a vacancy there too. Again it was stated that the membership should be notified and a request for volunteers made.

Kerry Cochran thanked Mr. Brehm for all the work he has done for the society.

The Board recessed into closed session at 3:55 p.m. Open session at 4:00 p.m. Director Stiles announced that Mr. Brehm would continue as Trainsheet editor as long as he received help.

Museum Property and Assets

Director Murphy reviewed his concerns that individuals are using museum property and assets for personal business gain. He described a recent time that Mr. Morgan and Mr. Stiles took tools from the museum to Colorado for a project they were working on.

Mr. Stiles noted that they had asked the Board if they could use tools at a different time and it had been allowed so they felt it was ok this time too. They did pay the Society a rental fee for the tools. He also noted that the Museum has a loan agreement with Mr. Morgan to use his tools.

Mr. Cochran indicated that the ethics code does not allow for museum property to be used for personal gain by Board members.

Mr. Murphy indicated that he feels a personal business is being run out of the museum, using museum property and assets, he said you can tell by checking phone logs.

Motion #01-06-06

Made by Director Brimmer with no second, to have no further use of museum tools unless it is directly related to museum business and the Board has unanimously approved a written request. The motion failed for lack of a second.

Motion #01-06-07

Made by Director Murphy, seconded by Director Brimmer to develop a policy consistent with the Ethics Code that no tools or facilities be used, without prior consent of the Board, for business other than museum business, form a three person committee to draw up the policy. Directors Brehm, Brimmer, Morgan, Murphy, Neves, Vicknair and Wagner voted in favor. Director Stiles abstained. President Anderson was absent.

The committee should be appointed at the next meeting. Mr. Stiles and Mr. Morgan provided a check for tool rental in the amount of \$100 to the Board.

Director Brimmer left the meeting at 4:45 p.m.

Annual Report

Mr. Cochran noted that the bylaws require an annual report to be available by April 30 of each year and asked if the report is available.

The Board explained that Dan Brady had written a letter explaining why the report had been delayed.

2001 Portola Railroad Days Celebration

Director Murphy explained that the local Railroad Days event would be held on August 18 & 19 and suggested the FRRS work to participate in the event.

The Board committed to working harder on the event than they had in the past, Mr. Cochran and Mr. Morgan would get with the Railroad Days chairman and see what events they could work on.

Surplus Property

Director Murphy suggested that the Board take formal action to declare the sailboat as surplus property and have the Facilities Department dispose of it.

Motion #01-06-08

Made by Director Vicknair, seconded by Director Brehm to declare the sailboat surplus property and order its disposal. All members present voted in favor. Director Brimmer and President Anderson were absent.

Accounts Payable

Director Murphy explained that the accounts payable process was still not working and bills were being paid late. Accountant Susan Scarlett noted that it took too long for bills to be routed to the president for approval, and get back to her for payment.

After a brief discussion it was determined that Directors Murphy and Stiles would work with Ms. Scarlett to develop a procedure that would work more efficiently.

Site Manager

Director Murphy reported that Mr. Stiles had appointed Steve Habeck as a "site manager", Mr. Murphy asked where this position was in the organizational chart and why the appointment had been made without the knowledge of the Board. Mr. Stiles noted that since he is not physically at the museum he asked Mr. Habeck to act as his ears and eyes and report on day-to-day operations. Mr. Stiles note that he felt this appointment would make things run more smoothly.

Mr. Cochran noted that Mr. Habeck had asked him how the mail relating to membership should be routed.

Mr. Murphy noted that he just wanted to bring the appointment to the attention of the board and explained that he felt it was just one more issue that helped the Board loose

credibility with the membership, why hadn't another Board member been asked to take on the responsibility.

Good of the Order

Director Morgan noted that this would be his last Board Meeting and wished the incoming and remaining board members well

Motion #01-06-09

Made by Director Murphy, seconded by Director Brehm to make it a policy to recognize outgoing members of the Board. All members present voted in favor. Director Brimmer and President Anderson were absent.

Gary Hall thanked Mr. Morgan for all he has done for the museum. Director Stiles noted that the entire Society was better off now than they were when Mr. Morgan arrived.

Director Morgan left the meeting at 5:00 p.m.

WP805A

Motion #01-06-10

Made by Director Murphy, seconded by Director Brehm to pursue a donation of labor for the repair/restoration of the WP805A. All members present voted in favor. Directors Brimmer, Morgan and President Anderson were absent.

Makita Tools

Motion #01-06-11

Made by Director Murphy, seconded by Director Brehm to authorize the purchase of Makita Tools at a discounted rate. All members present voted in favor. Directors Brimmer, Morgan and President Anderson were absent.

Windows for the Shower Car

Director Vicknair reported on quotes for windows and offered to install them.

Director Brehm questioned if this item should wait until questions regarding living on the property were addressed.

Motion #01-06-12

Made by Director Stiles, seconded by Director Neves to approve an amount not to exceed \$400 for three windows to be installed by Eugene Vicknair in the Shower Car. All

members present voted in favor. Directors Brimmer, Morgan and President Anderson were absent.

Use of Museum for City Function

Director Murphy explained that the City would be hosting a meeting on June 21 and requested to use the museum for a short period to provide cocktails and hors d'oeuvres and a train ride. It was the consensus of the board to approve the request.

Good of the Order

Gary Hall requested to get copies of actions taken by the Board.

Judy asked for a status report on the Magnolia Tower

Vic Neves thanked the Board for his 10-year membership and indicated that he will continue to work in advertising as a member.

Kerry Cochran asked where the membership meeting was being held. The meeting will be held at the Beanery and the election results will be reported.

The Board thanked Vic Neves and Ed Wagner for their service.

Adjourn

Meeting adjourned at 6:04 p.m.

Next Meeting July 7, 2001, 6:00 p.m.

Respectively Submitted
Leslie Tigan