

**FEATHER RIVER RAIL SOCIETY
AGENDA REPORT**

DATE: 12/26/2017
TO: Board of Directors
FROM: Kerry Cochran
MEETING: Jan. 13, 2018
ITEM: New Business
SUBJECT: Succession Planning

Succession Planning

Succession planning is a structured process to ensure leadership continuity in key positions and to retain and develop knowledge and relationships for the future. The process ranges from identifying and developing specific candidates to filling any position to developing a talent pool with the capacity to be effective leaders in any number of key positions in an organization, including board and staff. Effective succession planning increases the likelihood that a nonprofit will have the strong leadership required to increase an organization's service capacity, program effectiveness, and long-term stability and sustainability.

ACTION: Review this meeting, and appoint a committee

**FEATHER RIVER RAIL SOCIETY
AGENDA REPORT**

DATE: 12/26/2017

TO: Board of Directors

FROM: Kerry Cochran

MEETING: Jan. 13, 2018

ITEM: Old Business

SUBJECT: Policy/Agenda Process – Board of Directors Meetings

Revised Policy, Agenda Process – Board of Directors Meetings

Policy attached

ACTION: Review this meeting, and approve



FEATHER RIVER RAIL SOCIETY POLICY

Agenda Process Board of Directors Meetings

Effective Date: 1/1/2018
Next Review Date: 11/01/2020
Replaces: 03/28/2002

Legal Review Date:

The intent of this policy is to provide a standard, consistency and uniform format for the submission of Agenda Items for each Board of Directors meetings.

Agenda items need to be submitted with the following information:

Agenda title:
Meeting date:
Item sponsor's name:
One or two sentence brief description:
Detailed report:
Requested or Recommended Action (if applicable)

The title, name and brief description will be used for the public agenda. Each item needs to state whether it is an Announcement/Calendar Item, Correspondence, Consent Report, Old Business or New Business. Business Items need to indicate whether action is required or whether item is just for information or discussion.

The Detailed Report is for the Directors, affected department heads and members who request to receive them. It should contain specific information about the agenda item and any relevant background. If a budget item, this should also include accounting number and line item name. The individual submitting the item should state who, beside the Directors, is to receive a copy of the Detailed Report(s). Copies of the Detailed Report(s) will be available at the Board Meeting for the audience. If no specific persons are requested, items will be released to Directors and members who have requested the agenda ahead of the meeting.

Submission Schedule:

Saturday before Meeting Agenda Item and Brief due to Secretary by 12 Noon
Agenda compiled and sent by 7 PM
Agenda sent to Directors, Dept. Heads and FRRS Web pages

Tuesday before Meeting Detailed Reports due to Secretary by 12 Noon
Corrections/Alterations of Agenda due by 12 Noon
Reports sent to Directors and designated parties
Corrected Agenda sent if needed

Agenda items will be reviewed by the Board President between Saturday and Tuesday. President has the authority to remove items for the agenda or hold for cause. Appeals of removal or hold can be taken to the Board.

Agenda will be posted in the Office Car, Ops Office and on the WPLives.org website.

Special Cases

Closed Session Items

A closed session item needs to indicate what subject is involved: Personnel, Legal, Business, Property or Special. Closed session items need to be submitted to the President two weeks before the meeting for review and submitted to the Secretary for inclusion in the agenda with regular Agenda items. Closed session simply needs general subject for agenda inclusion. Any supporting reports shall be presented by the person requesting the closed session at the meeting. Reports may be sent beforehand if the requester chooses, but this is not required in order to protect any sensitive material that is relevant to the issue.

The example on the next page, shows the Agenda Format:

EXAMPLE

**FEATHER RIVER RAIL SOCIETY
AGENDA REPORT**

DATE: February 22, 2002

TO: Board of Directors

FROM: Director Brehm

MEETING: March 2, 2002

ITEM: New Business

SUBJECT: WP RDC Zephyrette Acquisition & Restoration Fund

“Text of subject matter”

ACTION: Request authorization from the board

Change Log:

Rev Number	Changes	By	Date
1	Initial Issue		03/28/2002
2	DRAFT Revisions, change format		11/29/2017
3	Updated with input from Eugene Vicknair (Secretary)	Kerry Cochran	12/26/2017

**FEATHER RIVER RAIL SOCIETY
AGENDA REPORT**

DATE: 12/29/2017

TO: Board of Directors

FROM: Kerry Cochran

MEETING: Jan. 13, 2018

ITEM: Old Business

SUBJECT: Advertising Policy

Revised Policy, Advertising Policy

Policy attached

ACTION: Review this meeting, and approve



WESTERN PACIFIC RAILROAD MUSEUM POLICY

Advertising

Effective Date: 01/01/2018
Next Review Date: 05/01/2020
Replaces: 05/01/2004

Legal Review Date:

Statement of Policy

It is FRRS's policy that all museum advertising shall be coordinated at the Advertising Manager level to ensure uniform quality and consistency with museum policies, objectives, and mission and goals.

Overall Accountability

The Board of Directors is responsible for issuing, updating, and monitoring compliance with this policy.

Scope

This policy applies to all members, Officers, Board of Directors, and employees of the FRRS.

Definitions

Advertising includes any paid or unpaid written or electronic message sponsored by the FRRS. This may include paid or unpaid advertising in any publication issued by the FRRS or advertising done by the FRRS.

Implementation

(1) Responsibility for Advertising

The Board of Directors approve all advertising budgets and contracts (budgets could also be part of annual budget) as well as specific objectives (events, RAL, etc.), but that approval of materials should be left to the Advertising Manager and one other director or officer or, if it is a specific event, the coordinator / manager of that event.

For advertising in FRRS publications and/or at the museum, The Board of Directors approve contracts while having specific materials approved by Ad Manager and Publisher.

(2) Determination and Funding of Advertising Requirements

The Advertising Manager determines advertising objectives and requirements (including the timing and content of advertising), and budgets for all associated costs.

(3) Preparation of Advertising

The Advertising Manager or person authorized to provide advertising services to enable the museum to meet their advertising objectives and requirements, including:

Writing, designing, and producing all advertising; conducting media analysis and evaluation; placing advertisements; establishing and overseeing advertising standards; and selecting and supervising advertising agencies.

GENERAL

- The Feather River Rail Society (FRRS) shall accept advertising in accordance with this policy.
- Advertisements and advertisers shall not influence the FRRS policy.
- Advertisers shall not receive special editorial consideration.
- Advertising inserts may be approved for use with FRRS Publications.
- Recognition of Society Business Sponsors in publications are handled in accordance with Business Sponsorship policy.

ADVERTISING SPACE

In general, no more than 25 percent of any FRRS publication shall be devoted to advertising. The 25 percent limit may be waived by the publication editor for any particular issue. This includes both the Headlight and Train Sheet publications.

COPY DEADLINES

The advertising deadline to reserve space for display ads is 5 p.m. sixty business days prior to publication date, for the Headlight with the final ad due by thirty days prior to publication date, deadline to reserve space for display ads is 5 p.m. thirty days prior to publication date, for the Train Sheet with the final ad due by ten days prior to publication date. The FRRS does not accept classified ads.

ADVERTISING RATES

Ad rates shall be set annually on the recommendation of the advertising manager and approved by the Board of Directors.

Discount rates may arranged for contract advertisers by the advertising manager.

Payment is accepted on a cash-with-copy basis. Credit arrangement must be made with the advertising manager prior to deadline.

A 10 percent discount is awarded with pre-payment of ads 90 days in advance of publication date.

Advertisers, who fail to fulfill the terms of a contract, will be billed back at the open rate, with the advertiser required to remit the difference.

Business Sponsors may be eligible for discounted or free advertising at the discretion of the Board of Directors

SOLICITATION OF ADS

Any member of the FRRS may solicit ads, but shall do so only with the knowledge of the advertising manager.

ADVERTISING CONTENT

The copy, artwork and design of ads shall meet the same standards of good taste that are applied to other material appearing in FRRS publications. The advertising manager reserves the right to reject any advertising with copy, artwork or design judged unsuitable to those publication standards.

Any ad in possible conflict with FRRS policy shall be submitted by the advertising manager to the Board of Directors for discussion and a vote.

The FRRS shall not accept the following:

- Any ad that fosters prejudice by containing vulgar or offensive language, including wording that can be construed as discriminatory, racist, sexist, homophobic or advancing stereotypical language.
- Ads that may mislead the reader.
- Ads that appear to be fronts for criminal activity, including those that may cause monetary loss to the reader through fraud.
- Any political ad for any candidate or ballot measure.
- The advertising manager will review advertising in the following restricted categories and accept or reject ads case by case:
 - All movies or games with "X" rating or NC-17 rating.
 - Ads that promote the active and specific use of alcoholic beverages and tobacco products.
 - Ads for diet aids and other promotions that could injure the health of the reader.
 - Ads for fortune telling, astrology, numerology and dream interpretation.
 - Ads for matrimonial offers or dating offers or services.

The advertising manager must receive the ad material at least two days prior to the ad deadline.

WEB ADVERTISING

This advertising policy describes the guidelines the FRRS and any service provider that assists the FRRS in its advertising activities, uses in accepting, displaying and removing advertising on the FRRS web site (the "Site"). To provide you with a broader experience, wplives.org, like many other web sites, may receive funding and/or financial incentives from third parties in exchange for allowing them to advertise their companies, services and products, to sponsor content or programs, and/or to direct our users to their web sites. In this policy, "advertising" includes the use of banners, sponsorship messages, promotions, and other contextual messages.

EDITORIAL INDEPENDENCE

The FRRS recognizes and maintains a distinct separation between advertising content and editorial content. The FRRS has complete editorial independence in creating information, text, graphics, images, tools, and other materials ("content") on the site. The FRRS does not allow advertisers or sponsors to influence editorial decisions in the creation or presentation of content, or to make any changes to its content.

SELECTION OF ADVERTISING

The FRRS, in its sole discretion, will determine the types of advertising displayed on the FRRS web site.

The FRRS will not accept advertising for any product or service that, in the FRRS's opinion and sole discretion, is not in good taste, is dangerous or harmful, is not effective, contains false or misleading claims, or is offensive to any individual or group of individuals based on age, color, national origin, race, religion, sex, sexual orientation, or handicap. The FRRS is not responsible for determining if a product or service is ineffective, makes false claims or otherwise should not be accepted, but the FRRS will reject or remove the advertising if it knows or learns that a product or service does not meet its guidelines. The FRRS will not accept advertising related to tobacco, firearms, alcohol, gambling, or pornographic products.

No advertising shall be permitted which may injure the good name or reputation of the FRRS or the Site.

The FRRS's acceptance of advertising is not a recommendation, endorsement or guarantee of any product or service advertised on the Site or for the company that manufactures, distributes or promotes a product or service. The FRRS is not responsible for the content or accuracy of third party advertisements. In addition, the FRRS does not endorse or guarantee any content, material, products or services contained on or accessible through links to other Internet sites from the FRRS site.

Advertising on the site will be subject to the other policies adopted by the FRRS, including its Ethics and Privacy Policies as well as its Terms of Service.

REQUIREMENTS FOR ADVERTISING

All advertising will be clearly identifiable as such, and will be distinguishable from editorial content. Any advertising that could be misconstrued as editorial content will be clearly labeled as an advertisement.

The FRRS retains the exclusive right to determine the placement and method of display of advertising on the site.

If advertisers post purchase prices, they can only offer products or services that are readily available for the advertised price (with noted tax and delivery fees).

The FRRS reserves the right to decline any submitted advertising or to discontinue at any time, and for any reason, the posting of any advertising previously accepted. If the FRRS discontinues advertising before the end of the contract term, it will notify the advertiser promptly of the action and will provide the advertiser with the reason for rejecting its advertising.

The FRRS, in its sole discretion, will interpret and enforce this policy and all other issues relating to advertising on this site.

CHANGE IN POLICY

The FRRS reserves the right to change this policy at any time by posting a revised advertising policy on the Site.

COMPLIANCE WITH LAWS

It is the responsibility of the advertiser to comply with all applicable domestic and foreign laws and regulations. The FRRS will not monitor compliance of third party advertisers on the site with such laws and regulations, but may promptly remove advertising should the FRRS become aware of noncompliance or potential noncompliance with any of such laws or regulations or of these guidelines.

PRINT ADVERTISING

The FRRS has the responsibility as well as the right to exercise control over the content of its publications. Consequently, FRRS reserves the right unilaterally to reject or cancel advertising in its publications for any reason at any time.

GENERAL

All advertising is subject to the publisher's approval. FRRS reserves the right to reject advertisements for any reason at any time.

FRRS complies with the provisions of applicable federal laws prohibiting discrimination.

Placement of ads will be at FRRS's discretion, although advertiser's preference will be met whenever possible.

FRRS publications do not accept advertising or statements for or against candidates for elective office or ballot measures. This includes ANY written, mailed or electronic communications done on behalf of the FRRS, regardless of how publication costs are paid.

FRRS will not accept advertising that appears to libel, slander, or conflict with FRRS policies.

Ads will not be accepted from agencies or individuals under sanction by FRRS for violations of its *Code of Ethics*.

LIABILITY

Publication of an advertisement does not constitute endorsement or approval of any product or service advertised, or any point of view, standard, or opinion presented therein. FRRS is not responsible for any claims made in an advertisement appearing in its publications.

The advertiser and/or advertising agency assume liability for all ad content including text preparation and illustrations. It is understood that the advertiser and/or advertising agency will indemnify and hold the publisher harmless from and against any loss, expense, or other liability resulting from any suits including actions for libel, breach of warranty, negligence, product liability, misrepresentation, fraud, violation of privacy, plagiarism, copyright infringement, and any other claims or suits whatsoever that may arise from publication of such advertisement.

FRRS will not be bound by any term(s) or condition(s) that an advertiser includes on order forms or invoices unless FRRS has agreed in writing to such term(s) or condition(s).

Other than the return of any charge that has been paid, FRRS is not liable for any alleged loss or damages if an advertisement is omitted for any reason.

Advertiser claims for errors will be decided on a case-by-case basis with discounts offered for the advertisement in question or on the advertiser's next order provided it is determined that FRRS made the error and that the error seriously affected advertising results.

PERSONNEL ADVERTISING

Personnel advertising will not be accepted for publication.

PLACEMENT OF ORDERS

The placement of an order for an advertisement or advertisements constitutes an acceptance of all the rates and conditions under which advertising is sold at that time.

To qualify for a multi-issue reduction, advertising must be placed on a contract basis on the terms applicable to individual periodicals. A contract starts with the first insertion. Sixty (60) days written notice is required for contract cancellation by publisher or advertiser.

If new copy for contract ads is not received by the closing date, standing copy will be used.

FRRS will provide notice of rate changes at the earliest feasible time and at least in the issue preceding the first issue to be affected. Any advertising contract ratified before a rate change is announced will be honored at the contracted rate for the life of the contract. Renewals of such contracts will be subject to the rates prevailing at the time of renewal.

No cancellations will be accepted after closing dates. Advertisers who fail to notify the publisher of cancellation prior to closing date will be required to pay the full price for insertion. Cover insertion orders may not be cancelled.

Current rates, dimensions, closing dates, and so forth are published in the FRRS Rate Card.

FRRS may require that an advertisement be labeled in some way to differentiate the paid advertising from announcements for FRRS services or products.

Advertising orders will not be accepted by phone. All advertising must be received in writing by the deadline date.

COPY

Advertisements that resemble the format and layout of the periodical itself will not be accepted without the label "Advertisement." FRRS reserves the right to require this label on any and all advertisements.

FRRS reserves the right to add its own specific disclaimer to any ad.

Preferred copy is negative or camera-ready repro. Prices do not include costs of mechanical preparation of advertisements. Typesetting, camera work, copy changes, design, and borders will be billed separately; production charges are non-commissionable.

TERMS

The terms for all advertising charges are net 30 days.

FRRS reserves the right to withhold advertising for any account that has an invoice unpaid beyond 90 days.

First-time advertisers are required to make full payment with their advertisement insertion order to establish credit.

Visa and MasterCard are accepted.

Change Log:

Rev Number	Changes	By	Date
1	Initial Issue		8/1/1998
2	Revisions		05/01/2004
3	DRAFT Revisions, change format		11/29/2017
4	Updated with input from Eugene Vicknair (Secretary)	Kerry Cochran	12/29/2017

**FEATHER RIVER RAIL SOCIETY
AGENDA REPORT**

DATE: 12/27/2017

TO: Board of Directors

FROM: Kerry Cochran

MEETING: Jan. 13, 2018

ITEM: Old Business

SUBJECT: Policy/Agenda Process – Organization and Structure

Revised Policy, Organization and Structure

Policy attached

ACTION: Review this meeting, and approve



FEATHER RIVER RAIL SOCIETY POLICY

Organization and Structure

Effective Date: 01/01/2018

Legal Review Date:

Next Review Date: 04/11/2021

Replaces: 04/11/2015

Policy Statement

It is Feather River Rail Society's policy that the FRRS President oversees management of the corporation in accordance with overall policy direction established by the FRRS Board of Directors.

Should there be a conflict in the organization and/or structure of the society, the current set of bylaws shall be consulted and followed.

The society may be organized into various units or departments that have broad authority for managing the society's major lines of business, members and visitor's services. Each unit or department is managed in a way that promotes achievement of the overall mission statement, financial and service objectives of the FRRS.

Overall Accountability

The FRRS Board of Directors is responsible for issuing, updating and monitoring compliance with this policy statement.

Scope

This policy applies to all members, officers, directors, employees and all subsidiaries of the Feather River Rail Society, operator of the Western Pacific Railroad Museum.

Definitions

Board of Directors:

The FRRS Board of Directors is comprised of the directors elected by the membership of the Feather River Rail Society.

Officers:

Officers are comprised of the President, Vice-President (one or more), Secretary, and Treasurer. With the remainder of the directors, completing the total number of the board of directors or as stated in the Feather River Rail Society Bylaws.

Committees:

The FRRS utilizes committees of members and interested parties to facilitate projects and operation of the society. The committee may be either a "standing committee," appointed for a definite time, for example a year; or a "special committee," appointed for a special purpose often with a very focused, short term assignment.

Both types of committees will have a chairperson appointed by the board of directors or elected by members of the committee. The chairperson is responsible to call the committee together and properly manage the committee to address the charter of the committee. The chairperson is also responsible for reporting back to the board of directors with the progress and recommendations of the committee in a timely manner.

Implementation

(1) Overall Corporate Direction

The board of directors sets overall corporate goals and objectives, allocates resources, monitors business performance and compliance with corporate policies.

These responsibilities include activities in connection with (a) corporate mission, statement and goals; (b) ethical and managerial values; (c) policies and organizational design; (d) corporate business planning; (e) financial resources; (f) corporate performance; (g) volunteer development ; (h) communications; (i) public policy issues and (j) external relations.

(2) Organization Chart:

The Feather River Rail Society will be organized in to units and departments as authorized by the board of directors.

The organization chart is posted on the society's website.

The society has three major categorizes of operational assignments:

- (1) FRRS Organization Chart
- (2) General Superintendent Organization Chart
- (3) Superintendent of Operations Organization Chart

(3) Policy and Procedure Committee:

The Policy and Procedure Committee will have a committee head. This person is responsible for the management of the policy and procedure committee, and will track and advise the board of directors of policy issues and update policies as needed.

The Policy and Procedure Committee is comprised of any five members of the Feather River Rail Society. The FRRS President, with other members of the committee who can be from the directors, administrators, supervisors and members at large, are responsible for the overall management of the FRRS operation. The committee advises the board of directors with respect to:

- (a) policy matters that are beyond the authority of individual unit or department managers or supervisors
- (b) matters that require consideration by the board of directors
- (c) other matters that members of the committee deem appropriate

The general superintendent and the superintendent of operations are responsible for the policies and procedures for the Operating Department.

(4) Units and Departments:

There may be several units or departments. Including but not limited to, Operating, Mechanical, Restoration, Museum Facilities and Administrative Services.

The general superintendent, with the approval of the FRRS President or the FRRS Board of Directors, may create or assign departments that may need to change based upon the conditions of the society.

The units and departments manage the operations of the key lines of activities and business.

(5) Administrative Services Department:

- (a) Administrative Services provide those services that are requested by the Secretary, departments or other units that can be provided more economically or effectively on a centralized basis rather than being performed separately by individual units or departments.
- (b) Administrative Services develop their plans and budgets in close consultation with the Secretary and the other departments to which they provide services.
- (c) Administrative Services provide responsive, professional and cost-effective services to the Feather River Rail Society.

(5) Subsidiaries:

The board of directors may determine if any subsidiaries are needed for the society. The board of directors will approve any administrator who are responsible for overseeing the activities of each subsidiary. This may be an existing department head or officer.

References

Change Log:

Rev Number	Changes	By	Date
1	Initial Issue		04/11/2015
2	Changed to new format, revised to meet current conditions	Kerry Cochran	12/27/2017

**FEATHER RIVER RAIL SOCIETY
AGENDA REPORT**

DATE: 12/29/2017
TO: Board of Directors
FROM: Kerry Cochran
MEETING: Jan. 13, 2018
ITEM: Old Business
SUBJECT: Accountability Model

Revised Policy, Accountability Model

Policy attached

ACTION: Review this meeting, and approve



FEATHER RIVER RAIL SOCIETY POLICY

Accountability Model

Effective Date: 01/01/2018

Legal Review Date:

Next Review Date: 12/1/2020

Replaces: 12/4/2000

SUBJECT	Overall Accountability
Mission, Strategy, and Goals	Board of Directors
Ethical and Managerial Values	President
Policies and Organizational Design	Policy and Procedures Head
Corporate Organization and Structure	President, Vice-President, General Superintendent, Board of Directors
Delegation of Authority	Board of Directors
Corporate Records	Secretary
Records Retention	Secretary
Correspondence (Who can Sign) Must indicate title in signature	President, Vice-President, Secretary, General Superintendent, Historical/Archive Manager, Board of Directors, Legal Counsel
Safety	Safety Officer
Contracts	Board of Directors, President, Secretary or as Assigned
Facilities	Facilities Manager or/as Assigned
Inventions, Information, and Other Assets Developed by the FRRS	Department Head(s), Officers
Allocation of Resources	General Superintendent, Volunteer Manager
Acquisition and De-Acquisitions	Collections Committee, Board of Directors
Management of Financial Resources	Treasurer, Board of Directors
Cash Management	Treasurer, Bookkeeper
Capital Expenditures	Board of Directors, President, Treasurer
Personnel Files and Volunteer Records	General Superintendent, Superintendent of Operations, Supervisors, Volunteer Manager
Expenses	Treasurer
Acquisition of Materials and Services	Facilities Manager, Secretary, President

Acquisition, Use, Maintenance, and Disposal of Vehicles	Board of Directors, Collections Committee
Acquisition, Use, and Disposal of Telecommunications Equipment, Computers and Computer Software	Signal Department Manager, Board of Directors
Acquisition of Real Property and Land Rights	Board of Directors
Management of Company Real Property	Facility Manager, Board of Directors
Disposal of Real and Personal Property	Board of Directors
Volunteer Communications	Board of Directors, President, General Superintendent, Department Heads
Public Policy Issues	Board of Directors
External Relations	Secretary, President
Advertising	Advertising Manager, Advertising Contractor
Use of Corporate Name and Identity	Board of Directors
Archive/Historical Records	Archive/Historical Department Head
Membership Services	Membership Administrative Services Manager
Steam Department	Steam Department Lead
Volunteer Program	Volunteer Manager
Legal Matters	Secretary, Legal Counsel, Board of Directors
Insurance	Insurance Manager
Governmental Communications / Documentation	Secretary, Legal Counsel

Change Log:

Rev Number	Changes	By	Date
1	Initial Issue		12/4/2000
2	Changed to new format	Kerry Cochran	11/29/2017
3	Updates from Eugene (Secretary)	Kerry Cochran	12/26/2017