

Minutes of Past Meetings

September 1, 2001

President Jim Murphy called the meeting to order at 6:00 p.m.

The following directors were present:

Andy Anderson, Jim Murphy, Norm Holmes, Kerry Cochran, Eugene Vicknair, Hank Stiles, Jan Brietwieser.

Directors Frank Brehm and Pat Brimmer participated telephonically.

Visitors Present:

Rod McClure, Tom Graham, Judy McGrath, Dave Bergman, Jack Palmer, Steve Habeck, Gayle Anderson, Jeanne Collins, Sam Herschbein, JW Williams.

President Murphy requested the Board consider adding the Truckee trip to the agenda to allow for discussion of recent issues.

Motion No. 01-09-01

Made by Director Anderson, seconded by Director Vicknair to add the Truckee trip to the agenda as an item under old business. All directors present voted in favor.

CONSENT AGENDA:

- a. August 4, 2001 Minutes
- b. Finance Reports

1. Transaction Report – August 2001
2. Profit & Loss Report

Minor changes to the minutes were accepted.

Motion #01-09-02

Made by Pat Brimmer, seconded by Hank Stiles to approve the consent agenda reports, with minor changes noted to the August 4, 2001 minutes. All directors present voted in favor.

OLD BUSINESS:

TRUCKEE TRIP: Steve Habeck reported on issues that arose late in the day on Friday that led to the postponement of the trip. The two issues that led to the postponement were an question about Rule 88 and the need for an FRA exception letter and the necessity of a 50 million dollar insurance policy. Rod McClure explained that he had discussed the Rule 88 question with and FRA inspector and they were sure that Rule 88 did not apply to the trip. Mr. Murphy noted that he felt the FRRS had to get the insurance policy so the train could go since the public and Truckee were expecting the trip to take place. It was noted that

the contract with Truckee required Truckee to provide the insurance necessary and that if a UP hook was used for transport the insurance would not be necessary.

Motion No. 01-09-03

Made by Director Vicknair, seconded by Director Cochran to direct President Murphy to try to work out one of these four options using this priority order, first see if Truckee will pay for the full insurance policy, second make arrangements for a UP hook to eliminate the need for an insurance policy, third to arrange for Truckee to pay for a portion of the insurance policy and last for FRRS to pay for the policy, giving the President approval for and amount not to exceed \$5,000 for the policy and set a special meeting of the Board on Tuesday, September 4, 2001 at 6 p.m. All members present voted in favor.

WEB SITE: Director Brimmer introduced Sam Herschbein to discuss the society's web page. Mr. Herschbein explained how he felt the web site of the FRRS, his own web site and Frank Brehm's web site could all work together and requested the Board consider authorizing him to work on the project. He presented a sample web page to the board for review. After further discussion President Murphy appointed Sam Herschbein as the society's webmaster and directed him to work with Frank Brehm and Eugene Vicknair to develop the site.

WP CABOOSE & CVL ARMY CAR: Director Anderson reported the caboose was available for \$500 but the owner was still thinking of turning the Army car into a diner, if he could not accomplish that he would be willing to give it to the FRRS.

Motion No. 01-09-04

Made by Director Vicknair, seconded by Director Stiles to authorized the acquisition of the caboose for \$500. All members present voted in favor.

NEW BUSINESS:

2001/2002 CALENDAR OF EVENTS: President Murphy presented the Board with a calendar for the upcoming year and requested the Board members to add to the calendar any events they felt should be on the official calendar of the FRRS and get them back to him for the next meeting.

BEANERY OPERATION: President Murphy presented the board a letter from a local businesswoman who expressed interest in operating the Beanery for the next season. He asked the board if they would like him to discuss the idea further. After a brief discussion it was the consensus of the board that the operation of the Beanery should be advertised and that other issues need to be cleared up, including questions regarding the organization or anyone else making a profit from the Beanery.

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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 indicated 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 Breitwieser, 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 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.