Mid-Continent Railway Historical Society, Inc.

Minutes of the June 2010 Board of Directors Meeting

Date: June 19, 2010.

Location: MCRHS Office Building

Roll Call:
B. Anderson
J. Bloohm
C. O'Brien
J. Nelson
J. Sorrel
D. Schumacher
D. Viste (12:09 PM)
B. Handschin by phone
S. Brist by phone (12:07 PM)

Guests:
D. Meyer
J. Dillenburg

Meeting called to order at 12:02 PM

Temporary Secretary

O'Brien nominates Joe Dillenburg temporary Secretary, Handschin seconds. Being there were no other nominations, vote was unanimous for Joe Dillenburg.

The next regular meeting of the Board will be September 18 at noon in the MCRHS office building.

Handschin moves to accept the agenda and allow the President the option to go out of order as needed to efficiently conduct the meeting. Anderson seconds, passed unanimously.

Board members gave reports of their activity since last meeting.

The minutes of the March 2010 regular meeting of the Board stand approved as presented.

Results of email votes taken since the last Board meeting:

5-12-10, email vote to authorize our attorney to negotiate a settlement with Avalon's attorney. All seated Director's voted yes.

5-25-10, email vote to approve hiring Jeffrey Lentz as Operations Manager until October 31, 2010. All seated Director's voted yes.

Financial Report Given.

Managers Report Given.

$15,000.00 was drawn on the line of credit to meet normal expenses.
Manager reports that our attorney recommends moving to arbitration with Avalon Rail in the Badger 2 dispute.

Sorrel moves to follow the advice of our attorney and move to arbitration with Avalon Rail over the B2 dispute. O'Brien seconds, passed unanimously.

The Manager handed out to the Director's a conflict of interest policy and a conflict of interest form for each to sign and list any conflicts they may have as Director's.

Management Committee Report Given.

Presidents Appointments:

Election Committee: Kelly Bauman, chair; Dave Schumacher and Ken Hojnacki. Sorrel moves to approve, seconded by O'Brien, passed unanimously with Schumacher abstaining.

Collections Committee: Bill Buhrmaster, chair; Richard Dipping, Pete Deets, Stu Mathias, and Leah Rosenow. Nelson moves to approve, seconded by Schumacher, passed with Sorrel voting No.

Parliamentarian: to advise President on RRO and Bylaw requirements at Board and Members meetings, Joe Dillenburg. Anderson moves to accept appointment, Viste seconds, passed unanimously.

Steam Update

Sorrel moves that the board request the Manager receive from the owners of Saginaw Timber #2 a written statement of how they are going to address the issues listed in the Steam Operations Corporation's report of June 1, 2010. The statement is to list who will do the work, where will the work be done, and to what standards. Schumacher seconds, passed unanimously.

Recess called from 1:23 to 1:32 PM.

Vice Presidents Report

Appoints Joe Dillenburg Superintendant of Building and Grounds. Anderson moves to accept, O'Brien seconds, passed unanimously.

Appoints Mike Wahl Project Director of the 1385. Nelson moves, Anderson seconds, passed unanimously.

Unfinished Business

Handschin moves to approve the business plan for Mazomanie Museum and pursue the operation as an experimental pilot project for 18 months. Schumacher seconds. Motion passes 4-3. Brist, Sorrel, and O'Brien vote No, Viste abstained.

Brist leaves meeting at 2:00 PM.

O'Brien moves to conduct email votes as needed between Board meetings regarding the Avalon Rail dispute. Seconded by Nelson, passed unanimously.

Membership reports: Bob Anderson, Zachary Bender, & John Drobnick applied for membership upgrade from associate to regular. Schumacher moves to accept all three as Regular Members, seconded by Nelson, passed unanimously with Anderson abstaining.

New Business

Handschin moves to approve the new Collections Policy, Viste seconds, passed unanimously.

Anderson moves to approve the new Private Equipment Oversight Policy, Schumacher seconds, passed unanimously. Note – this changes the Camp Car Committee to the Private Equipment Oversight Committee.

Proposed Bylaw Changes:

Sorrel moves that the Board recommend to the membership a vote FOR all proposed changes. Motion dies for a lack of a second.

Schumacher moves that the Board recommend to the membership a vote AGAINST all proposed changes, Viste seconds, passed with Sorrel voting No.

Schumacher moves that the vote on proposed bylaw changes be by the mail ballot option, Nelson seconds, passed unanimously.

Handschin moves to include pro and con statements for each of the three proposed articles, not to exceed one page each, with the ballots, Nelson seconds, passed unanimously.

Action on unpaid outfit car fees:

Handschin moves to suspend Jay Slinde's Lifetime Member privileges until outstanding outfit fees are paid, Schumacher seconds, passed with Sorrel voting No.

Gift shop:

Anderson moves to approve the hiring of Mary Ann Mast to work in the gift shop, O'Brien seconds, passed unanimously.

Power car:

Anderson moves to approve option 1, as presented by Ed Ripp, for adding a 220 volt 3-phase electrical train line to the operating fleet so that the generator on the power car or 440 can provide power to the entire train, Nelson seconds, passed unanimously.

Sorrel moves to adjourn, motion dies for a lack of a second.

Correspondence:

Handschin moves to refer to the Management Committee correspondence received from WSOR/Bill Gardner regarding conflict between WSOR and MCRHS board member S. Brist and life member J. Slinde. Seconded by Viste, passed with Sorrel voting No.

Anderson Moves to adjourn, Schumacher seconds, passed unanimously.

Meeting adjoined at 3:05 PM.