

Mid-Continent Railway Historical Society, Inc.
Minutes of the December 12th Annual Board of Directors Meeting

Date: December 12, 2015

Location: Mid-Continent Railway Historical Society Office Building

Roll Call:

Directors:

R. Anderson, Treasurer
K. Burbach -- Absent
A. Doering - Absent
R. Duresa
J. Huttenburg
G. Lavrenz – Absent
C. O'Brien
D. Schumacher, Vice President
J. Sorrel - Absent
K. Thomsen – Arrived 12:04
R. Wagner

Other Officers:

J. Bloohm, President
K. Bauman, Secretary

Guests:

Bryon Schumacher
Kevin Pickar
W. Buhrmaster (12:42 PM)
S. Mathias (12:42 PM)

Meeting called to order at 12:01 PM by President Bloohm.

The next regular meeting of the board will be held at noon on March 19, 2016 in the Museum office.

12:02 PM: J. Huttenburg moves and C. O'Brien seconds to change the date of the next meeting to sometime in April. Motion passed with 5 directors voting for and 1 director, R. Duresa voting against.

12:04 PM: R. Anderson moves and D. Schumacher seconds to appoint R. Duresa to a new three-year term as a Director. Motion passed with R. Duresa abstaining.

12:05 PM: J. Huttenburg moves and K. Thomsen seconds that the board thank outgoing director Steve Brist for his prior service to the board. Motion passed unanimously.

12:06 PM: R. Duresa moves and R. Wagner seconds to approve the agenda and allow the president to go out of order as needed, to efficiently conduct the meeting. Motion passed unanimously.

12:11 PM: C. O'Brien moves and R. Duresa seconds to approve the minutes of the September 29, 2015 meeting as corrected. Motion passed unanimously.

Election of Officers:

Treasurer: K. Thomsen nominates and J. Huttenburg seconds R. Anderson as Treasurer.

12:13 PM: J. Huttenburg moves and D. Schumacher seconds to close the nominations and unanimously elect R. Anderson as Treasurer. Motion passed with R. Anderson abstaining.

Secretary: R. Duresa nominates and R. Anderson seconds K. Bauman secretary.

12:14 PM: J. Huttenburg moves and D. Schumacher seconds to close the nominations and unanimously elect K. Bauman as Secretary. Motion passed unanimously.

Vice President: J. Huttenburg nominates and R. Anderson seconds D. Schumacher as Vice President.

12:15 PM: R. Duresa moves and J. Huttenburg seconds to close the nominations and unanimously elect D. Schumacher Vice President. Motion passed unanimously.

President Bloohm turns the chair of the meeting over to the Vice President and leaves the room.

President: R. Duresa nominates and R. Anderson seconds J. Bloohm as President.

12:16 PM: J. Huttenburg moves and R. Duresa seconds to close the nominations and unanimously elect J. Bloohm President. Motion passed with K. Thomsen abstaining.

President Bloohm is recalled to the room and resumes the chair of the meeting.

12:18 PM: R. Anderson moves and R. Duresa seconds to thank J. Bloohm for his efforts over the last year. Motion passed unanimously.

12:20 PM: J. Huttenburg moves and R. Duresa seconds to list the registered office as E8948 Museum Road, North Freedom, WI, the registered agent as Jeffrey Bloohm and the official depository as the Community First Bank, Baraboo, WI. Motion passed unanimously.

Reports:

President's Report was presented:

Introduction of Jeffrey Lentz and Nancy Kaney as the new office staff.

Financial Report was presented

Strong October and November events have put us ahead of the previous year. The Sauk Co. Forgivable loan, will be erased by the end of 2016.

Election Committee Report:

There were 258 ballot envelopes mailed out, of those 132 were returned. One ballot envelope was disqualified for the failure to follow instructions. Of the 131 ballot envelopes there were 123 ballots for the vision/missions statement and 127 director ballots.

For the vision/mission statement, one ballot was rejected because the person made their own and did not return the official ballot. In terms of the vision statement, the

vote was 79 for the new statement, and 43 against. The mission statement passed with 67 votes in favor and 55 votes against. Both measures passed.

For the director ballot, Directors O'Brien and Wagner retained their seats. In total there were 119 votes for O'Brien, 101 for Wagner, 3 for Hojnacki, 3 for Pickar, 3 for R. Ristow, 2 for Bauman, and one each for Ham, Halbach, Haertlein, Pahl Sr., K. Ristow, N. Kaney, Busse, Risley, and 4 votes for ineligible names.

Secretaries:

As of November 7, 2015 MCRHS had 508 members. Of those, 235 are associate members, 98 are regular and 162 are life members. We also have 12 honorary members and 1 member currently suspended. Under the new bylaws certain quorums are now determined by percentages. Based on those percentages, currently we need 85 ballots returned to be a valid election. In addition, a member's meeting would require 65 members for a quorum.

#2 Engine Lease Committee Report was presented.

Collections Committee Report was presented by W. Buhrmaster

The committee urges the board to accept the Duluth Sleeper as the car is unique and well preserved.

1:36 PM: R. Anderson moves and C. O'Brien seconds to accept the letter of intent to donate the sleeper car Duluth as received and signed by the owners on November 18th 2015. Motion passed unanimously.

1:37 PM: J. Huttenburg moves and K. Thomsen seconds to authorize the Restorations Department to raise the funds to bring the Duluth to Mid-Continent, and to coordinate fund raising with the museums long term fund raising plan. Motion passed unanimously.

Kevin Pickar caboose restoration plan:

1:50 PM: J. Huttenburg moves and C. O'Brien seconds that the PEOC be authorized to grant a track space lease to Kevin Pickar for the Minnesota Transfer Caboose X12, with the expectation that Kevin Pickar will follow the schedule he outlined in his exterior repair plan. By board consensus the vote will be taken by roll call:

Anderson: Yes
Duresa: No
Huttenburg: Yes
O'Brien: Yes
Schumacher: Yes
Thomsen: No
Wagner: No

Motion Passes with four in favor and three against.

New Business:

2:14 PM: J. Huttenburg moves and R. Duresa seconds to accept the employment contract MCRY-016 for Don Meyer as corrected. Motion passed unanimously.

2:16 PM: R. Duresa moves and R. Anderson seconds to accept the proposed 2016 budget. Motion passed unanimously.

2:18 PM: R. Duresa moves and D. Schumacher seconds to designate the MCRR Foundation Investment Earnings in the amount of \$3,232.00 to the Coach Shed #1 roof repair fund. Motion passed unanimously.

By consensus of the board the next planning session will be January 30th at the Huttenburg residence at 11:00AM.

2:21 PM: J. Huttenburg moves and R. Anderson seconds to approve the committees as presented. Motion passed unanimously

Election Committee: K. Bauman (Ch), M. Deets, C. O'Brien

Management Committee: J. Bloohm (Ch), R. Wagner, R. Anderson

2:22 PM: D. Schumacher moves and R. Duresa seconds to approve the Superintendents and Department Heads as presented. Motion passed unanimously.

- Collections Manager: R. Thiele
- Restoration Manager: W. Buhrmaster
- Museum Store Administrator: J. Haertlein
- General Foreman of Diesels: J. Bloohm
- General Foreman of Rolling Stock: R. Colby
- Superintendent of Buildings and Grounds: C. Ham
- Roadmaster: D. Bierman
- Superintendent of Operations: K. Bauman
- Director of Visitor Services: N. Kaney
- Superintendent of Dining Services: C. Laabs
- Gazette & Steamer Editor: J. Lentz
- Webmaster: P. Weeden

2:31 PM: R. Duresa moves and R. Anderson seconds to allow the manager to make any necessary cutbacks to reduce expenses over the winter months. Motion passed unanimously.

2:33 PM: R. Duresa moves and J. Huttenburg seconds to adjourn the meeting. Motion passed unanimously.