Mid-Continent Railway Historical Society, Inc.

Minutes of the March 28th Regular Board of Directors Meeting

Date: March 28, 2015
Location: Mid-Continent Railway Historical Society Office Building

Roll Call:

Directors:

R. Anderson, Treasurer -- Absent
S. Brist -- Absent
K. Burbach -- Absent
A. Doering -- Absent
R. Duresa -- Absent
J. Huttenburg
G. Lavrenz -- Absent
C. O'Brien
D. Schumacher, Vice President
J. Sorrel
K. Thomsen
R. Wagner

Other Officers:

J. Bloohm, President
K. Bauman, Secretary

Guests:

B. Schumacher

Meeting called to order at 12:02 PM by President Bloohm.

12:03 PM: D Schumacher moves and K. Thomsen seconds to approve the agenda and allow the president the option to go out of order as needed to efficiently conduct the meeting. Motion passed unanimously.

The next Regular Board Meeting will be June 27, 2015 at 12 Noon at the Museum Office.

12:05 PM: Minutes of December annual meeting of the Board stand approved as presented.

12:05 PM: Minutes of the special meeting of August 2, 2014. Motion by D. Schumacher and second K. Thomsen to approve the minutes of the special meeting. Motion passed with Huttenburg abstaining.

Reports:

President/Manager Report was presented.

Including a lengthy discussion of the status of the Roeben Caboose. Director Thomsen will work through member Ken Hojnacki to contact Chris Roeben to donate the caboose to the museum.

We were able to come through the winter months in good condition financially.

Discussion of the WestBrook Associated Engineers, Inc. proposal for the Dorcy Project in West Yard.

Financial Report was presented.

The Audit Report was presented.

The IRS form 990 as presented by the auditors was presented. However there were a couple of decrepencies that were returned to the auditors.

Governance Committee report was presented.

1:30 PM: Meeting was halted due to loss of the Quorum.

1:37 PM: Meeting was called back into session once the Quorum reformed.

Collections Committee report was presented.

Unfinished Business

1:55 PM: J. Huttenburg moves and D. Schumacher seconds to approve the Consulting Services Agreement 2015 for Don Meyer covering the term March 29, 2015 to December 31, 2015. Motion passed with J. Sorrel voting against.

1:59 PM: K. Thomsen moves and C. O'Brien seconds to designate $1,264.00 in tip money from the October First Class and Dinner Train rides to the SOO 2017 and CNW 440 Car Fund. Motion passed unanimously.

New Business

Membership Upgrades:

2:00 PM: D. Schumacher moves and B. Wagner seconds to approve the upgrade of Associate Members Dr. C. E. Buchwald, Jeffrey Huttenburg, and Steven Krause to Regular Members. Motion passed with J. Huttenburg abstaining.

2:01 PM: C. O'Brien moves and J. Huttenburg seconds to approve the upgrade of Regular Member Andrew Spinelli to a Life Member. Motion passed unanimously.

2:06 PM: J. Huttenburg moves and J. Sorrel seconds to authorize J. Bloohm as President and Manager to sign the contract with WestBrook Associated Engineers, Inc. for the phase 1 and phase 2 portions of the west yard project (also known as the Dorcy project) as dated March 5, 2015. Motion passed unanimously.

2:14 PM: J. Huttenburg moves and D. Schumacher seconds to recommend that the Ron Gibson gift be designated to the CNW 1385 rebuild. Motion passed unanimously.

2:17 PM: C. O'Brien moves and B. Wagner seconds to approve hiring Russell Schramm, Richard Colby, Owen Hughes, Larry Tourdot, Richard Dipping, David Lee, Lois Emberson and Carol Clandening and to allow the president to hire additional seasonal employees as needed. Motion passed unanimously.

2:18 PM: D. Schumacher moves and C. O'Brien seconds to designate $854.00 in tip money from the October First Class and Dinner Train rides to the SOO 2017 and CNW 440 Car Fund. Motion passed unanimously.

2:18 PM: C. O'Brien moves and D. Schumacher seconds to designate all future Dining Services tip money to the SOO 2017 and CNW 440 Car Fund. Motion passed unanimously.

2:20 PM: J. Huttenburg moves and J. Sorrel seconds to accept the donation of passenger car SOO 396/610. Motion fails unanimously.

2:28 PM: R. Wagner moves and K. Thomsen seconds to not accept the donation if the ¾ scale live steamer once owned by Gil Reid. Motion passed unanimously.

2:30 PM: D. Schumacher moves and J. Huttenburg seconds to approve the financial audit for the fiscal year ending October 31, 2014. Motion passed with K. Thomsen abstaining.

2:30 PM: R. Wagner moves and J. Huttenburg seconds to approve the form 990 prepared for fiscal year ending October 31, 2014 with a correction to number of directors listed on the form 990. Motion passed unanimously.

2:31 PM: C. O'Brien moves and D. Schumacher seconds to approve the concept and fund raising efforts for the restoration of Montana Western 31, and to appoint Greg Vertein to be in charge of all mechanical aspects of the restoration, while all other non-mechanical aspects will remain under the direction of the Restorations Department. Motion passed unanimously.

Appointments:

2:35 PM: K. Thomsen moves and R. Wagner seconds to appoint J. Huttenburg to investigate the endowment program and make recommendations to the board to improve and expand the funds. Motion passed with J. Huttenburg abstaining.

2:38 PM: D. Schumacher moves and K. Thomsen seconds to appoint J. Bloohm (Chair), W. Buhrmaster, J. Huttenburg, A. Doering, and R. Anderson to the Dorcy Committee overseeing the West Yard and A22 project. Motion passed unanimously.

2:49 PM: R. Wagner moves and J. Huttenburg seconds to appoint Chris Laabs as the new Superintendent of First Class and Dining Services. Motion passed unanimously.

2:50 PM: D. Schumacher moves and K. Thomsen seconds to adjourn the meeting. Motion passed unanimously.

Approved by the Board at the June 27, 2015 Meeting

Kelly R. Bauman
Secretary
Mid-Continent Railway Historical Society, Inc.