

MINUTES
Board of Directors' Meeting
4th Division, PNR, NMRA
June 15, 2014

Attendees: Russ Segner, Mike Highsmith, Tina Ferguson-Brikoff, Sherman Stevens, Michael Donnelly, Al Lowe, Alex Brikoff, Kurt Laidlaw, JJ Johnston, and David Yadock

Supt. Russ Segner called the meeting to order at 11:00 a.m.

A motion was made, by J.J. Johnston to accept the minutes of the last meeting; it was seconded by Kurt Laidlaw. The motion passed.

Mike Highsmith made a motion for the approval of the agenda; it was seconded by Al Lowe, and unanimously passed.

Officers' Reports

Superintendent: Superintendent Russ Segner announced that he has accepted the resignation of Rob Jones as Membership Chairman. Also, he has accepted the resignation of Sherman Stevens, Treasurer, due to health reasons. J.J. Johnston made the motion to reluctantly accept Sherman's resignation and Mike Highsmith seconded this motion. Russ announced that he has nominated Michael Donnelly to replace Sherman as Treasurer. The motion was unanimously passed.

Asst. Superintendent: Mike Highsmith discussed his displeasure with the NMRA's way of handling individual member requests and that we are not covered by Directors and Officers liability insurance. He has received 1 quote thus far of \$903 for \$1,000,000 of coverage, and believes this to be high. A motion was made by Kurt Laidlaw to authorize Mike Highsmith to continue researching D&O Insurance for the 4th Division, and authorize expenditure not to exceed \$1500 without further BOD approval. The motion was seconded by Al Lowe. Mike Highsmith abstains. The motion is passed with one abstention. Mike Highsmith then motioned to authorize Al Carter to establish a Skagit Clinic and to give him a budget of \$250. Al Lowe seconded the motion and the motion passed unanimously. Michael Donnelly later motioned to increase the Whidbey Island budget from \$150 to \$250 and it was seconded by Mike Highsmith. It passed unanimously.

Treasurer: Sherman Stevens went over the budget numbers. Mike Donnelly reported the total of \$15,100 for income, and \$15,986 for operating expenses. Sherman discussed bank accounts and named all five of them. Two checking, one savings, a CD PSX account and a PNR account. More discussion of this is under New Business.

PNR Report: No report.

Office Manager: No report

Committee and Program Reports

Education: There was a discussion on the budget for the video library and the budget for education, and their differences. There will need to be more discussion on this later and for now we will leave the budget at \$2,800 for the library and \$1,000 for Education.

Membership: It was decided to leave the budget at \$1,500.

PSC: No reports

Modular Groups:

No reports.

Business

Unfinished Business: Continuation of the budget discussion. There was a discussion about trailers, insurance and registration. Also discussion of modular groups and it was decided that each would receive \$1000. The issue of the Bremerton Northern group and the requested letter for tax exemption. Michael Donnelly will write this letter. Kurt Laidlaw made a motion to inform the Bremerton Northern group that they have \$1000 in the 2015 budget for reimbursement of expenses. The motion was seconded by Mike Highsmith, and passed unanimously. After a brief discussion on OmNi Rail, Mike Highsmith made a motion to reconsider the budget on their trailer. It was seconded by Kurt Laidlaw and passed unanimously.

New Business: Sherman Stevens reported that we needed a corporate resolution to change the signatories on the bank accounts. Al Lowe made a motion to change the legal signatories to the current applicable members. It was seconded by Kurt Laidlaw and passed unanimously. Al Lowe, Kurt Laidlaw, and Mike Highsmith will establish a bylaw committee to review the bylaws and report, in a timely manner, the issues to be acted upon at the next BOD meeting, August 23, 2014. Al Lowe also made a motion to authorize a resolution stipulating accounts affected and the names of the signatories. It was seconded by Kurt Laidlaw. Michael Donnelly abstains. The motion was passed with one abstention.

A motion was made by Michael Donnelly to accept the budget, and it was seconded by Mike Highsmith and passed unanimously.

Mike Highsmith made the motion to adjourn at 1:02pm, and seconded by Kurt Laidlaw. The meeting was adjourned.

Respectfully submitted,

Tina Ferguson-Brikoff, Secretary