

**Board Minutes of the SP&S Railway Historical  
Society  
May 5, 2016  
Held at the Columbia Gorge MRC Clubhouse,  
Portland, OR**

**OFFICERS & COMMITTEE CHAIRS PRESENT:** Jerry Hildenbrand, President; Doug Auburg, Secretary; Bill Baker, Treasurer; Jerry Pickell, Swap Meet Chair and Herald Gjerman, TNOR distribution

**OFFICERS PRESENT VIA CONFERENCE CALL:** David Turner, By-Law rewrite & IRS status; Bob Willer, Nominations Chair

**MEMBERS PRESENT:** Jim Leonard

**CTO:** by President Hildenbrand at 11:05am

**MINUTES:** of the January 23, 2016 had been emailed to board members and were approved as sent.

**SAD ANNOUNCEMENT:** SP&SRHS Member #1, Jim Whaley passed away yesterday, May 4.

**CONVENTION REPORT:** 2016 Convention Chair Doug Auburg officially reported that we have a signed contract with the Emerald Queen Hotel & Casino in Fife, WA for the convention from September 21 -24. He has also made arrangements for a visit to the Pacific Northwest Railroad Archive in Burien, WA and to the Northwest Railway Museum in Snoqualmie, WA. David Turner has agreed to manage the presentations. A couple other member's names were suggested as additional convention staff volunteers. Doug will ask them if they will agree to help.

Doug reported that he and Paul Hobbs have come up with some projected locations for future conventions so that we can use them to do preliminary contacts with hotels and explore tour possibilities. They suggest "Columbia Gorge - 2017" using either Hood River or The Dalles for the hotel and doing tours across the river in Washington as well as 2018 in Spokane. We will need to get event liability insurance in much the same way as we did for the

swapmeet. Jerry Pickell promised to send the insurance information to Doug.

**TREASURER'S REPORT:** Bill Baker reported that he has received 21 membership renewals in April in response to the renewal forms included with the Winter TNOR mailing. We currently have 186 members.

Bill reported that our bank requires that we name an Administrator of the account. It was moved and 2<sup>nd</sup> to accept the Treasurer's report as emailed out. Passed.

Our accountant has filed our 2015 Federal Income Tax Return and Income Tax due paid.

**PNRA FINANCIAL STATUS:** Bill reported that he believes we have enough credit in our account at the PNRA to cover our fees with them for the rest of 2016. However, he has not gotten the quarterly financial reports from the PNRA to date. Bill will talk to Gary Tarbox about our account status.

**COMPANY STORE:** The store inventory includes leftover caps, T-shirts, mugs and back issues of the TNOR. All of these items have been paid for by past conventions and publication budgets and therefore carry no book value.

**MEMBERSHIP CHAIR:** Bob Willis has talked to Jerry and has agreed to take on the Membership Chairmanship for the next couple of years. He will contact Doug, who has been temporarily managing the membership list and mailing labels, to work out a transfer of the function in the next couple weeks.

**ELECTIONS:** Bob Willer explained that he has made some progress:

**President** candidate willing to stand for election

**Secretary** He has a potential candidate who is thinking about it

**Treasurer** Jim Leonard, a member who was attending the BOD meeting as a guest volunteered to be nominated

**Technical VP** Paul Hobbs will stand for reelection

**Publications VP** Allen Rueter will stand for reelection

**CONSTITUTIONAL AMENDMENT:** David Turner reported on the package of proposed changes he had sent out. The first step is to get a Constitutional amendment onto the ballot. The only means listed in the 1981 Constitution is by petition by at least 10% of the membership. So we need 19 or 20 signed petitions from members and we can get the changes needed to bring us into line with IRS requirements for a 501(c)3 corporation requirements. Doug Auburg moved, Jerry Hildenbrand 2<sup>nd</sup>, to proceed with the petition to get these changes onto the ballot. Passed.

**WEBSITE:** Allen reported that he has updated the names and added the statement about when dues are due each year (i.e. January 1).

**SWAPMEET:** Jerry Pickell reported that he has an agreement for next year's swapmeet, Saturday, January 21, 2017. The rental fee has gone up slightly to \$1950 plus 22% service charge at the Holliday Inn. Jerry will continue to manage the swapmeet for 2017 and 2018 but by 2019 he plans to be retired and living in the Phillipines.

**TNOR SALE:** Harold reported that he has a pair of requests for bulk purchases of the Winter 2016 TNOR. Doug Auburg moved, Jerry Hildenbrand 2<sup>nd</sup>, to make it policy that we will sell issues of the TNOR for the wholesale price of \$7.50 each for orders of 5 or more copies of the **same** issue.

## **OLD BUSINESS**

**ARCHIVING COLLECTION OF TNOR:** Doug Auburg moved, Jerry Hildenbrand 2<sup>nd</sup>, to collect two complete sets of back issues of the TNOR and prior SP&S Historical publications (George Morisso's (sp?) Dope Bucket and Jim Newsome's magazine) and to provide them to the PNRA for filing. Passed.

**CLARK COUNTY MUSEUM COLLECTION:** Bob Willer said he would talk to Gary Tarbox to find out what has become of discussions between the PNRA and the Clark County Historical Museum about that museum's collection of SP&S documents and railroadianna and report back to the Board.

**REGISTERED AGENT:** Bill Baker reported that the accounting firm would charge us \$200 per year to be our registered agent but they also want to do other work for us. It was decided not to follow through on this. Rather it was decided that we should appoint the registered agent from the sitting BOD members who live in Washington State. The currently named agent is Duane Cramer.

## **NEW BUSINESS**

**NAMING LIFETIME MEMBER:** Bill Baker moved, Jerry Hildenbrand 2<sup>nd</sup>, to name Duane Cramer as a Lifetime Member in recognition of his many years of volunteer service to the Society. Passed.

**ADJOURNMENT:** The meeting was adjourned at 1:29pm

Respectfully Submitted,

Doug Auburg  
SP&SRHS Secretary