

PIEDMONT DIVISION, BOARD OF DIRECTORS MEETING MINUTES

12th April 2016

Meeting called to order at 6:03 p.m., Holy Innocents' Episcopal Church, Sandy Springs, GA by Peter Youngblood, MMR, Superintendent. Peter welcomed all officers, board members, committee heads and other Division members.

Board Members Present (12): Peter Youngblood, MMR, Matt Coleman, Joe Sullivan, Royal Bruce, Jim Travis, Perry Lamb, Norm Lundin, Brian Sandberg, Joe Maiuro, John Falk, Alan Mole, and Chris White.

Board members absent (2): David Gelmini & Charlie Crawford MMR. **Quorum Present**

Committee Chairs, Division Members, and Visitors Present *as taken from the sign-in sheet (20)*: Bill Zawacki, MMR, Rick Coble, Howard Goodwin MMR, Gary Jarabek, Chuck Hoesch, Walt Liles, Tom Banks, Joe Gelmini MMR, Dottie Maiuro, Randall Watson, Steve Funsten, Scott Povlot, Doug Alexander, Martin Gulden, Rob Dodds, Dr. Joe Nichols, Sr., MMR, Jim Hobbs, Thomas Roskelly, John Stevens, Tom Brennon, and Paul Voelker.

Officer and Director Reports

Administration - Chris White The March 2016 Minutes were approved following a motion by Alan Mole and seconded by Jim Travis.

Finance – Joe Sullivan Joe submitted the March financial reports by email and also handed out copies. The March financial report was approved by the Board following a motion by Alan Mole and seconded by Norm Lundin. Joe also informed the board that he had renewed the annual corporate filing with the Georgia Secretary of State, had renewed the annual bonding insurance policy, and delivered the financial package to Elmer Wilson for the annual Form 990 filing to the IRS.

Operations—Matt Coleman Matt submitted a March report by email and he reviewed the major portions of his report at the meeting. Matt informed the Board that he was planning on attending the Chatsworth Railroad Day on June 11th and was looking for additional volunteers. Peter Youngblood informed the Board that this was the same time as the SER Convention.

Personnel/Membership - Royal Bruce – Royal presented his March report by email. There were a somewhat disappointing 96 members and guests at the March meeting including 2 visitors. The 12-month rolling average attendance went down to 102. Royal also presented to the Board a list of members who had not yet renewed their NMRA membership.

Committee Reports These reports had been emailed to all Board members. These committee reports were accepted on a motion by Perry Lamb and seconded by Brian Sandberg.

Website - Scott Povlot – Scott submitted a report by email. There were 2200 page views on the Division website during March. Scott informed the Board that he wanted to thank Rick Coble for continuing to update the website.

Pilgrimage, Advertising, and Promotion/Division Apparel - Gary Jarabek - Gary submitted a report by email. Gary summarized the Company Store inventory and also listed the advertising for the Monthly Division Meetings. His report also included upcoming ads in various publications. He also informed the Board that George Bloodworth had resigned his position as Advertising Manager obtaining pike ads and other ads for the Pilgrimage Booklet. George had done a great job for a number of years. New Board Member John Falk will now fill this position.

Achievement Program – Randall Watson There were no outstanding certificates during March.

Good and Welfare –Chuck & Mary Ann Hoesch – Email report submitted. One letter was sent out during March.

2016 Model Train Show –Joe Gelmini MMR Joe submitted a report on the 2016 Train Show. The Show made a Net Income of more than \$13,000. This was achieved by excellent results from the White Elephant Store and the

Raffle Layout and a lower attendance than had been budgeted. Joe thanked all those members who volunteered for their efforts in making this another very successful show.

2017 Model train Show – Joe Gelmini MMR The 2017 Show will be held in the same hall at the Galleria and is scheduled for March 18th and 19th – with setup on the 17th. Joe has executed the contract with the Galleria and the deposit payment has been mailed to them. We have already sold 25% of vendor tables and collected \$2300 in advance payments. We have new committee members for 2017. Brain Sandberg will replace Bill Zawacki MMR as White Elephant Store Manager, and Alan Mole will replace Charlie Crawford MMR as Display Layout Coordinator. Joe wished to thank both Bill and Charlie for their considerable efforts for many years in these positions.

Boy Scout Merit Badge Program (Duluth and Kennesaw) – Howard Goodwin. Nothing new to report for the month of March. Detailed upcoming plans are included in the January minutes.

Audio-Visual Production & Promotion Committee-Peter Youngblood, MMR Peter had nothing to report this month.

Name Badges & Photography - James Bando – James made 2 Division name badge during March and sent photographs of the March general meeting and the Train Show to Doug Alexander for inclusion in the Timetable...

Division Video Library - David Gelmini – David reported that he had nothing new to report.

Division Book Library - Stephen Leydon – Nothing to report.

Model Railroad & Division Help – Ovidiu Trifanescu – Nothing to report.

Old Business

IRS Tax designation from 501 (c) 4 to 501 (c) 3 - Peter Youngblood & Alan Mole. Alan Mole summarized the progress to date and new IRS rulings required that are Bylaws be modified to ensure with continued compliance with the IRS. There was some discussion regarding the requirements of this very minor Bylaw change and whether a vote by the Division membership was required. Following this discussion, Peter recommended that we proceed with a Board vote only to amend the Bylaws. Alan Mole then proposed and Perry Lamb seconded a motion that would modify the Bylaws. The two paragraphs required to be modified by the IRS have now been modified by Rick Coble in the “official” document on line, and are as follows:

Article VIII, para. 5:

“In the event of a dissolution of the Division, assets shall be distributed to the NMRA, the SER, or to one or more exempt purposes within the meaning of Section 501 (c) 3 or 501 (c) 4 of the Internal Revenue Code, or corresponding section of any future federal tax code.”

Article XI:

“The Piedmont Division, Inc. is a registered non-profit corporation organized exclusively for charitable and educational purposes under Section 501 (c) 3 or 501 (c) 4 of the Internal Revenue Code, or corresponding section on any future federal tax code. No part of the income or the assets of the Division should inure to the benefit of any Officer, Director, or Member.”

Following this vote, Peter Youngblood informed the Board that Barbara Lamb (a qualified accountant with considerable experience with tax exempt organizations) had provided assistance and advice to Alan and others. Barbara has also very generously offered to assist with all future Piedmont Division tax filing and auditing as required on a pro bono basis. The Board received this very generous offer with considerable satisfaction. (Ed. Note: Joe Sullivan has already submitted all our 2015 financial details to our current tax consultant, Mr. Elmer Wilson. It is presumed Barbara Lamb will assume these responsibilities for the 2016 Tax Year.)

Payments to the Division – Joe Sullivan Joe was continuing to review an application for a PayPal account. There were some complications with bank accounts and the number of email addresses permitted. He hopes to have these problems resolved by our May meeting.

2016 Action List - Peter Youngblood. There were a few changes in the recently emailed Action List. The Chatsworth railroad Day was listed in November instead of June. He also added Doug Alexander to the assignment listing for the RPM meeting in September.

Contract with Southern Museum Peter Youngblood Peter reluctantly informed the Board that negotiations with the Southern Museum had essentially broken down after many attempts to reach a compromise. This initiated a search for a possible alternative location to hold the Boy Scout Merit Badge Kennesaw program. Robert Hunt, a member of Marietta's Covenant Presbyterian Church, has assisted with negotiations to hold the BSMB meetings at this venue. Howard Goodwin, Rick Coble, and Matt Coleman visited the location to check on its suitability. It has therefore been decided to relocate the BSMB events to this new location – starting on Saturday 30th July. Peter will communicate with the Southern Museum regarding our decision, but still hopes to maintain an excellent working relationship with the museum.

New Business

Movie to include Model Railroad – Joe Gelmini Joe indicated that discussions were still ongoing with the Hulu movie organization.

Division Survey - Joe Sullivan Joe distributed a handout and recommended that we conduct another survey of Piedmont members to ascertain how we may improve Division actions to satisfy member's needs. John Travis conducted a similar survey more than 10 years ago as a preview to preparing a Strategic Plan for the division. There were some suggestions by Rick Coble and Royal Bruce concerning all members and that an electronic survey would prove highly effective. The Board generally approved of Joes' recommendation.

Division Test Track - Peter Youngblood Peter noted that during the Train Show a number of members and attendees wanted to test a specific locomotive they were planning on purchasing. One of the Layout groups had 3-4 requests. Peter suggested that a Test Track for all gauges and for DC and DCC be constructed by the Division. This would be for Train Shows and other marketing events to show actual model trains operating. Following a motion by Norman Lundin and seconded by Chris White, the Board approved the construction of a test track with an expenditure of less than \$500. Peter would find suitable volunteers to construct and Thomas Roskelly offered to supply a Digitrax Zephyr for free.

Reminder – Peter Youngblood Peter reminded the Board that the next Boy Scout Merit Badge program in Duluth would be held on Saturday 16th April. This would be a very special occasion with the 1000th Boy Scout successfully completing the Merit Badge program. He encouraged as many members to attend as possible at approx. 3.30 pm in the afternoon to recognize this achievement.

Security Problems at White Elephant Store – Thomas Roskelly Thomas informed the Board that he had experienced security problems at the White Elephant Store. Brian Sandberg had a very useful discussion following the meeting. The Train Show committee indicated that they would review and discuss at an upcoming committee meeting.

Meeting Adjournment Jim Travis proposed and Joe Maiuro seconded a motion to adjourn the meeting. Confirmed by acclamation and the **Meeting was adjourned at 6.54 pm.**

Respectfully submitted,

Chris White, Director of Administration