



## Board of Directors Meeting Minutes February 6, 2015; Scheduled Start 5:30 PM

Actual start was 5:45 PM.

Attendees (BoD members in **bold text**):

In person: Craig Close, **Bruce Elliott, Henry Freeman, Bob Hubler**, Ray Lichty, Al McEvoy, Harry Meem, Nick Powell, **Wade Rice Jr., Mike Shylanski, Greg Smith, George Stant, Chris Winslow, Allen Young**

Phone/Skype: **Nick Fry, Chris Tilley**

Absent: **Bob Witt**

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- A) Minutes of Previous Meeting – Smith: No changes, all accepted as given.
- B) Treasurer’s Report – Winslow: See reports and letter emailed to all earlier in the week. All accepted as given.
- C) Committee Reports:
  - a. Membership Report – Hubler: See report. Not seeing significant negative impact for dues increases so far. All accepted as given.
  - b. Publications Committee:
    - i. *Sentinel* – Meem: Ed Young working on Q2 2016 edition.
    - ii. *eSentinel* – Stant: Has **increased to just over 70** members so far. **When members renew, they don’t always realize that they need to send an extra \$10 to receive digital and paper copies of the Sentinel.**
    - iii. Calendar – Meem: Initial scans from Bill Hopkins not good for 2017, sent back for re-scanning. Have material for 2018. Working on material for 2019 – 2021.
    - iv. *B&O Modeler* – Meem: New edition is on the web site. Got good reviews from B&O Yahoo Group. John Teichmoeller has enough material for another edition in 3 months. Per Stant, will keep a year’s worth on the site and then will have to buy on CD from Company Store.
  - c. Convention Committee:
    - i. Annual Conventions:
      - 1. 2016 Annual Convention – Freeman: See report. Buffalo NY, B&O Buffalo Div./B&S/BR&P territory. Freeman, Brian DeVries and

Andy White working on it. Bus and hotel contracts signed.  
Working on registration form; should be ready earlier than usual.

2. 2017 and future Annual Conventions – Freeman: Presently considering Cincinnati for 2017, then Cumberland for 2018 (speaking with WMHS to coordinate), and then Baltimore (for Society's 40<sup>th</sup> anniversary in 2019).
- ii. Mini-cons:
    1. 2016 Western Mini-con – Freeman: Saturday May 14, 2016. John Howard and Bill Cramer organizing in Lexington OH. See info on web site under Events.
    2. 2016 Eastern Mini-con - Freeman: See report. Lutherville MD Volunteer Fire Company. See info on web site under Events. Society will donate \$300 to the fire company. Getting quotes for catered lunch, then will set registration fee. Flyer will follow.
  - d. Archives – Fry: See report. Operations & Policy Manual sent to team members for review, will likely go to BoD for review in March. Have some volunteers to help with new building tasks. Needs help with some grant applications since Fry may be viewed by some as having conflict of interest as primary submitter (e.g., CSX, since he already does that with them for Barriger Library)—Young to assist. CSX may require an audit per Winslow. Asking for NRHS grant. We may get some “no’s” since we’re applying for the first time, will take lessons learned for future applications. Working with Steven [Titchenal](#) on ICC valuation maps and engineering books, have him bring in his scanner to speed up the process. Making BR&P a priority (regarding annual convention). Andy White is regular at archives sorting sessions for material for ongoing conventions.
  - e. Sales/Company Store – Close: Had poor sales day at Timonium train show (didn't clear \$200) today despite a good-sized crowd. Keeping shelf inventory low. Need to determine means to sell electronically (e.g., CD, digital download). Per Greg, will discuss reproductions ownership with Dennis Fulton in two weeks. Need to scan and store masters. Have done nothing on online payment procedures—Winslow and Stant to discuss. Store doing well for last two months overall (sold 81 of Terry Arbogast's books so far).
  - f. Web Site – George Stant: Having conversations with Close, Winslow and Rice. Trying got over a year to get someone to take on a small job to modify our web site to handle online sales transactions—none have returned calls. Got lead from Rice (vendor who did a past job for \$2500), but is not returning our calls. Latest By-Laws and Minutes posted to the site.

- g. Model Committee –Elliott: MTH has HO scale GP-38 in stock. NKP Car has 8-section buffet lounge solarium car and 8-section 1 drawing room 3 double bedroom car. Walthers released latest *Capitol Limited* cars for late 1950s era (strata dome and observation). Sunset 3<sup>rd</sup> Rail (O scale; 2 and 3 rail) has P-7e Pacific steam loco in stock; *Cincinnati* five-car set (Golden Gate Depot) just released; taking orders for E-27 Consolidation steam loco, C-15 Express Mail car and two versions of heavyweight sleepers (12-1 and 8—1-2). NJB Models has GA (Garett PA) tower in Elliott's hands (made five kits). Mark Bandy is receptive to doing any 12 x 15 or 12 x 18 B&O tower in the future. Jim Mischke working on gondola; also helping Rapido working on ALCO FA-2 freight and FPA-2 passenger diesels. BTS, working on Belington WV station. Atlas coming out with ALCO S-2 in 1960s colors. Spring Mills Depot targets dates: N-34 "wagontop" hopper in Q2, I-5 caboose in Q3, I-1 caboose in Q4. F&C planning O-15 wood gondola (flatcar with wood sides), formerly available as a flat kit, new one will have revamped one-piece body, 2016 project, no firm delivery date yet; N-13 side discharge hopper and N-10 50-ton hopper also planned. Working on combination stations list. Freeman/Winslow to get archives information on towers to Elliott. AccuRail considering doing M-12, 13 or 14 double-sheathed boxcars, pending information from the Society.

D) Old Business:

- a. Action Items Status – Young (see list below).
- b. New Building – Smith, Lichty, Winslow:
  - i. Financing: \$240K purchase price for building and property. Planning to give loan papers to bank on Monday, can settle in two weeks. No problem qualifying for loan for \$100K. Received substantial donations and naming commitments (via Ray Lichty). Can put \$200K of Society money towards building. Net to borrow to cover purchase is \$40K right now. Settlement costs estimated about \$10K. More funds will be needed for improvements (e.g., electrical) and moving costs. Interest rates from M&T Bank: 5 years 4.22%; 7 years 4.76%; 10 year 5.14%; 15 year 5.52%. Bank does not recommend a 15 year loan. Lichty – building naming: Already assigned men's room, archives room, exhibit hall, library and auditorium; has five proposals for overall building name. Should also consider a line-of-credit loan if we get enough donations to pay for the building without needing a conventional mortgage. M&T wants us to move our other accounts over to them (from B of A) after the mortgage is executed. Asked for Board for approval to sign contracts to make the purchase for \$240K—Winslow presented financial picture (funds vs.

expenses) review—need to give present landlord 90 days’ notice, so will have some overlap with the 2 buildings (which we’ll want for move prep)—all approved. Young to prepare letter of authorization at conclusion of today’s meeting.

- ii. Prep for Moving: Need Certificate of Occupancy from seller as part of contract so we can move right in once closing is done. Will remove unneeded plumbing—ask Habitat for Humanity to help. Will take about a month to prepare the space before we move everything over from the existing facility. Contact moving company after, putting everything back in same order. Goal is to complete the move by early summer 2016.
- iii. Furniture, Security, Technology: Smith provided printed handout of cost estimates for these items. Used worst case scenario assuming we have to buy everything (\$87,356), hoping some will become donations to reduce estimated cost. May need to add some interior painting and a library cart to the list.
- iv. Maintenance, Repairs: At bottom of list provided by Smith.
- c. Policies & Procedures – Shylanski, Tilley, Witt: Financial is half done. Sales in progress. Secretary submitted. Conventions will be based off upcoming conventions. Membership not started (Hubler has old procedure written by Young from early 2000s timeframe which needs to be updated). Archives in progress. [Stant presented Shylanski with a paper version of a Society Webmaster Manual \(version 1\), which has screen shots and explanations of how to connect to our host, where to find our corporate email accounts, how our digital Sentinel downloads work, etc.](#)
- d. Community Outreach – Meem: Bob Fry created “Inglenook” switching game that draws kids in, will take to Frederick MD next month, looking at other locations. Will restock crayons and other giveaways. Best to talk trains at these venues and not try to sell stuff. Mt. Airy MD on May 14-15, Ellicott City following weekend but can’t staff it—need volunteers—Smith to include in next President’s letter to pitch it. Open to suggestions for other non-train events we could go to. Smith suggested fire house carnivals in Carroll County.

E) New Business – Smith:

- a. New Building:
  - i. Building Implementation and Schedule: Need to derive once closing is done.
  - ii. Open House – Date & Time: Late fall or winter 2016 community outreach. Will try to set date after we move in.

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- b. Five and Ten Year Goals: How will we use the building and where should Society be actively involved—asked everyone to email thoughts to Smith.
  - c. 2016 Elections: Rice & Tilley up for re-elections as Directors. Meem will count ballots. Meem suggested asking OH guys for candidate solicitations. Tilley willing to step down to be Election Chair, give someone else opportunity to run for Director.
- F) Next BoD Meetings - Smith:
- a. Spring 2016: Tentatively Saturday June 4, 2016, 11 AM in new facility. Winslow to contact Ray Morriss (Advisory Board member) to confirm availability.
  - b. Fall 2016: Thursday September 15, 2016, 11 AM prior to Annual Convention in Buffalo NY, Adams Mark Hotel.
- G) Adjourn: Motion from Smith, all accepted; meeting adjourned.

Respectfully submitted by Allen Young, Secretary; February 7, 2015. [Revised February 25, 2016 \(blue text\).](#)

**Action Items:**

<b>Actions from Previous BoD Meetings</b>	<b>Assignee</b>	<b>Target Date</b>
Ask Lytle/Cramer about outreach venue opportunities in Ohio	Smith	TBD
Attempt re-castings from latex mold taken from Young's B&O brass diesel emblem. Will try flat casting it again (had switched to vertical to prevent bubbles but it leaked).	Tilley	Summer 2016
Perform audit on membership database; see if former automated status report sheets with macros can be re-applied	Young	TBD
Seek permission to reprint Edson's <i>B&amp;O Steam—An All Time Roster</i> book for next <i>Sentinel</i> Editor (digital preferred) – no response yet from Joe Nevin	Nevin, Close, Stant, follow-up by Smith	May 2016
Recruit a volunteer for Marketing and Public Outreach Chair for promoting the Society <ul style="list-style-type: none"> <li>• Grant Berry - tentative</li> </ul>	BoD	TBD
Submit formal strategy to BoD for future building and funding plan <ul style="list-style-type: none"> <li>• First step will be Building Fund solicitations from membership--complete</li> <li>• Second step will be business plan—in progress—to be reviewed by Young and others</li> </ul>	Smith	Completed February 6, 2016
Register with Guidestar – partially done	Smith, Winslow	March 31, 2016

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<b>Actions from Previous BoD Meetings</b>	<b>Assignee</b>	<b>Target Date</b>
E-newsletter proposal (marketing), pending – dovetails with web site upgrade for eCommerce	Freeman	September 2016
Write formal business procedures.	Each functional area owner to write; review by Shylanski, Tilley, Witt	Drafts due by May 2016; final versions by September 2016 (prior to annual convention)
Write general governance SOPs for Archives	Fry, McEvoy	TBD (working draft in progress)
Come up with fundraising ideas for archives building	All	Ongoing
Research which B&O stations/towers were Plan A, B. C. etc. and document what exceptions/mods were made to make them correct for specific locations	Elliott – will need access to archives photos	Ongoing
Arrange for professional building inspection of former elementary school/senior citizen center in Carroll County	Smith	Completed November 2015
Confirm new <i>B&amp;O Modeler</i> editor(s) – John Teichmoeller, Scott Seders	Meem	Completed
Create a form letter to send to model manufacturers letting them know how the Society can help them	Freeman, Smith	May 2016
Set-up up a switching puzzle (Inglenook) that we can take to outreach events	Meem, Bob Fry	Completed
Review By-Laws for proposed changes – check web site	All; send to Young for collection	Completed

<b>Actions from Latest BoD Meeting</b>	<b>Assignee</b>	<b>Target Date</b>
Submit grant application regarding new building to CSX – started late February 2016; all completed except Project tab	Fry, Young	ASAP
Provide archives information on towers to Elliott	Freeman, Winslow	May 2016
Five and ten year goals...submit thoughts to Smith	All	Ongoing