



## Florida Garden Railway Society, Inc., (FGRS) Board of Directors Meeting

23 May. at the home of  
Paul & Patty Wagner, North Port, FL.

### Members Present

Stan Kotas, President FGRS  
Paul Wagner, V-President FGRS, Dir of Southwest Div.  
Betty Gilbert, Director of Central Div.  
Tom Jonkhout, Director of Tampa Bay Div.  
Les Smout, Treasurer  
Vic Gilbert, Secretary  
Gene Staggs, Member at Large, Southwest Div.  
Kevin Timmons, Member at Large, Tampa Bay Div.  
Pete Smith, Newsletter Editor  
Keith Wolfe, Webmaster

### Members Absent:

Ruth Timmons, Membership Director  
Jim Lemon, Librarian  
Don Pirson, Member at Large, Central Div.

The meeting was called to order by Stan Kotas at 12:35 pm.

Stan welcomed the Board, and gave official recognition to Paul Wagner who is now Vice-President of FGRS. Stan also thanked Paul for hosting the meet, providing lunch for the group and allowing the group to see his layout with his trains and Gene Staggs' trains running.

### Secretary's Report:

Minutes: The minutes of the Board meeting Feb. 28, 2009, were distributed electronically to the BOD a week prior for review.

Action: Motion, made, seconded to approve minutes as presented. Minutes approved unanimously without any changes.

DAO Insurance Current and future status: Vic Gilbert announced that the D&O Liability Policy has been paid and renewed for another year. Gilbert raised concerns that the policy's exclusion list is extensive, and difficult to understand. He was concerned that the policy's exclusions may involve the issues that FGRS is at potentially the most risk. Lengthy discussion followed.

Action: A motion was made, seconded and unanimously approved that further clarification of the policy's coverage and exclusions be determined. A hypothetical case will be presented to the carrier to determine if excluded under the current policy. Also there is to be an attempt to meet with the carrier to have the policy further clarified. Vic Gilbert is charged with that responsibility and will present results to the Board by the next BOD meeting.

### Treasurer's Report:

Les Smout distributed and explained the Balance Sheet as of April 30, 2009, the Profit and Loss Summary January thru April, 2009, and a Projected Profit & Loss from January 1 thru May 20, 2009.

Action: A motion was made, seconded and unanimously approved to acknowledge receipt of the Treasurer's Report.

Year-end (2008) financial reports status: Les Smout announced that he has not as yet received year-end reports from two of the three Divisions. Smout and Keith Wolfe presented a form to assist Division Treasurer's in preparing their reports and to provide some standardization to the reporting process. This form would allow each Division to monitor profit and losses carefully thereby being better informed to modify their programs as they desire. Betty Gilbert suggested adding a separate category for train show income to separate it from other income sources.

Action: A motion was made, seconded and unanimously approved to have the form with the incorporated suggestion above made available to each Division's Treasurer.

Privacy Policy: Les Smout noted that the Privacy Policy language as approved Feb. 28, 2009, led to some confusion and difficulties with implementation. Other Board Member concerns as well about the Privacy Policy were raised and extensively discussed.

Action: A motion was made, seconded and unanimously approved to reword the policy, specifically paragraph 5 to indicate that membership data will be listed in the private members only section of the FGRS Website. The Privacy Policy is then to be distributed by way of the June, 2009, Newsletter, and is to be added to the web site Membership Form.

**Membership Report:**

In the absence of Ruth Timmons, Kevin Timmons presented a current Membership List to all BOD members. He also broke down the numbers of family memberships as follows: Central Div: 92, Tampa Bay Div: 90, and Southwest Div: 31. This is a total of 213 FGERS family memberships. \$3 rebates to the Divisions amounts to \$639.

**Librarian's Report:**

Currently Jim Lemon is away on vacation. He did indicate if any action on his part is required that he may be contacted by e-mail.

**Newsletter Report:**

Pete Smith indicated that the Newsletter deadlines are being met and that things are going well. He offered that if anyone had a personal or favorite herald for their railroad that he would try to incorporate that into the Newsletter.

**Webmaster Report:**

Keith Wolfe reported that the new passwords are required to access membership-only areas of the site. He also indicated that he has made other refinements to the site.

**Central Division Report:**

Betty Gilbert indicated that the total Central Division membership numbers are holding quite well. Several members on the East Coast have declined to renew their membership. Meets and events are scheduled thru next May. She announced that Charlie Beall had received notification from Garden Railways Magazine that they will feature an article about his railroad at a future date. August 8 will be at the Cattlemen's Association and it will be a Swap Meet.

**Southwest Division Report:**

Paul Wagner indicated that activities have slowed down in the summer months but should be restarting in September.

**Tampa Bay Division Report:**

Tom Jonkhout announced a very busy upcoming schedule. He stated the April show at Northdale went well as did the SEGRS show in Dalton, GA. On June 6, 7, Tampa Bay will be involved in the St. Pete Railroad Station Flower Show. Information has been sent out by Web News Flash. Tampa's Fund Raiser will be in July at Pizza Mikes. Tampa expects to be involved with the Great Train Expo in July and there are many events and meets scheduled over the next several months.

**Old Business:**

20<sup>th</sup> Anniversary Project: Keith Wolfe presented several choices of menu options from a caterer with pricing. Stan Kotas and Les Smout gave information about a Hobo Train with a stop at the Willow Yard where campfires could be set up by train personnel for roasting hotdogs. There was a consensus that the 20<sup>th</sup> Anniversary would be held in February or March and would include a late afternoon train ride. Further details including costs will be provided at the September BOD meeting.

FGERS shirt/caps status: Keith Wolfe indicated that the company with whom he was negotiating has apparently gone out of business and he is trying to obtain the embroidery program that he has already paid for.

By-Laws Review: Vic Gilbert presented a series of possible By-Laws revisions to provide continuity of FGERS leadership, officer transition and Balloting date changes to reflect current Newsletter deadlines. Discussion followed.

**Action:** A motion was made, seconded and unanimously approved as follows:

Under **ARTICLE-VII-OFFICERS, Section 7:** (Delete current wording and substitute as follows) Terms of Office. The terms of office for President, Secretary and Librarian will be for two years, with their elections being held on odd- numbered years. The terms office for Membership and Treasurer for year of 2010 will be for one year only. The terms of office for Membership and Treasurer will then be for two years with their terms beginning for the year 2011. The terms of office for all other officers will be for one year. All terms of office begin on calendar date January 1 through December 31 of their respective terms. There are no limits on the number of terms that an elected officer may serve.

Under **APPENDIX A Elected Officers** Add j. Outgoing officers are to contact their respective replacement prior to January 1 of the new officer's term to transfer records and discuss pertinent issues.

Under **ARTICLE V-BALLOTING Section 4** Change date to read: The member ballots must be received by the election committee by November 20.

Rules of Procedure: Stan Kotas asked if all Divisions are current Rules of Procedure. Tampa Bay and Central indicated that they did. Paul Wagner stated that the Southwest Division was working on it, using samples from the other Divisions and modifying as they desired.

**New Business:**

Participation in various Children's Hospitals train displays: Vic Gilbert described the ongoing maintenance of the train display at Arnold Palmer Hospital for Children in Orlando as well as a possible project in memory of Bill Kuhn in conjunction with his family to build a train display in downtown Orlando Florida Hospital. Gilbert is looking for those interested in participating in either project as the need arises. This could include maintenance, building the display, etc. Further information and clarification will come as the Florida Hospital project develops.

Mechanism for making available Membership Lists to vendors under the FGRS Privacy Notice: Stan Kotas and Les Smout stated that since the Privacy Policy Notice has been passed by the BOD, a mechanism should be developed to handle vendor requests for Membership Lists. Discussion followed.

**Action:** A motion was made and seconded as follows: If a vendor requests a Membership List, the President of FGRS will poll the BOD members by e-mail for vendor approval or denial. Response by the Board Member must be within 48 hours of the e-mail being sent to the Board member.

The motion passed with eight members in favor, one against.

Next BOD Meeting: There being no objections, the next BOD Meeting will be hosted by Central Division at Betty Gilbert's home, Saturday, September 12, 2009.

There being no further business, the meeting was adjourned at 3:35 pm.

Respectfully submitted,

Vic Gilbert, Secretary, FGRS