

Historical Society of Dayton Valley
BOARD MEETING MINUTES

Wednesday, June 11, 2014 – 10:30 a.m. Open Session
Dayton Valley Community Center

MISSION STATEMENT

To protect, preserve and promote the Historic Dayton Museum as well as Dayton-area history, historic integrity, heritage and culture for the education and enjoyment of present and future generations.

WELCOME

1. Board president called the meeting to order
2. Roll Call: Members present were Mabel Masterman, Grace Ricci, Mary Ann Sichak, Jenny Dodds, Elaine Bergstrom, Laura Tennant and Tom Parcels
3. Flag Salute
4. Introduction to Board Meeting Procedures: The Board of Directors will conduct Public Comments after discussion of each agenda item, but before the Board of Directors take any action. Audience members wishing to speak regarding issues not on the agenda may do so during Public Comments scheduled at the beginning of the agenda and again at the end of the agenda. Please state your name for the record and you will have up to ten minutes to speak. HSDV Board meetings are recorded. (no action will be taken on any item until it is properly agendized)
5. For Possible Action: **Review and Adoption of Agenda.** Mabel Masterman asked to pull Item #18 and delete it from the agenda; however, she said she wanted to comment on it. Mary Ann Sichak asked her if she wanted to move it forward and comment on it. Mabel said she didn't want to move it, she wanted to delete it. Mary Ann stated that she objected to it being deleted from the agenda. Elaine Bergstrom suggested that if Mabel wanted to comment on it, we could just wait till came up on the agenda and we could discuss it then. Mabel agreed. Mary Ann moved and Laura seconded to approve the agenda as presented. The motion passed 7-0.

PUBLIC COMMENT –

There were no public comments at this time.

CONSENT AGENDA - *All matters listed under Consent Agenda are considered to be routine or sufficiently supported by prior or accompanying reference materials and information as to not require additional discussion. A motion as referenced below will enact all items. There will be no separate discussion of these items prior to the time the Board of Directors votes on the motion unless Members of the Board or public request specific items to be discussed or deleted from the consent agenda for separate action.* Mary Ann Sichak moved and Laura Tennant seconded to approve the consent agenda. The motion passed 7-0.

6. For Possible Action: **Minutes of May 14, 2014 Board of Directors Meeting** (Attachment)
7. For Possible Action: **Lyon County Room Tax Grant Application** – The Board received a copy of the room tax grant application submitted by Vicki Kinney on 5/30/2014. The application requested \$800 for advertising for the 2014 Railroad Days and \$4500 for printing of 10,000 walking tour brochures. (Attachment)
8. For Possible Action: **HSDV Booth Outcome Report** The Board received the Outcome Report of the HSDV Booth Building Project. The Board approved \$550 to construct the booth and the actual cost was \$530, including \$65 for historic photo display. (Attachment)

***** END OF CONSENT AGENDA *****

REPORTS AND COMMUNICATION

9. For Possible Action: **Treasurer's Report** – Grace Ricci provided a financial report on income and expenditures from 5/1/2014 to 5/31/2014. Ending Balance \$7562.80 Laura Tennant moved and Tom Parcels seconded to approve the Treasurers Report. The motion passed 7-0. (Attachment)

10. For Possible Action: **Correspondence** – there was no correspondence received since the last Board Meeting.
11. For Information: **Directors' Reports**
- Jenny Dodds reported there has been some response from the message sent to the general membership to volunteer to take on some of the tasks Jack Folmar has been doing. Linda Clements volunteered to help with the care of and sharing of historic photos. Elaine Bergstrom has volunteered to help with video and projector responsibilities. Jenny has volunteered to take care of the video library. We are still looking for volunteers to maintain the Shutterfly Website and photograph events and activities. Our aim is to have more than one person or a group of people who can be available to help with any one of these activities. Anyone interested in any of these activities will be given familiarization sessions and support until they are comfortable with the process. Jenny may ask Vicki to review membership applications in order to make calls to those who have indicated on their membership applications that their skills or interests may include those needed. The discussion turned to determining what equipment we have available for video taping speakers and what they may need for their presentations. Lauri and Ron Emrich suggested that, after working with Jack on his Sutro lecture, and the equipment difficulties we've experienced with guest speakers, that speakers should bring their own laptop and if possible come to the Community Center ahead of time to test it. Laura Tennant said she would make this clear to future speakers. Lauri suggested the HSDV put on their shopping list the purchase of an up-to-date laptop computer equipped with Microsoft Suite, including powerpoint and appropriate connectors. Mary Ann suggested that we go forward with the purchase of the digital video camera that was approved for purchase in 2013.
 - Elaine requested that she be able to use HSDV equipment to video Jack's presentation tomorrow.
 - Laura reported that Pat Pharris videoed a conversation with Pat Neylan to advertise the PET passport program.
 - Mabel reported membership renewal notices have been sent out. We currently have 135 members, 16 of which are life members.
 - Mary Ann requested calendar information including meetings and activities and events be sent to her to include on the HSDV calendar.
 - Laura announced the annual HSDV picnic to be held at her house will take place August 23 at 3:00 pm. Laura and Stony will provide meat and drinks; everyone is requested to bring a side dish.
12. For Information: **Book on Dayton History** – Laura Tennant presented a project she is undertaking, the authoring of a book about history of Dayton. She has signed a contract with Arcadia publishing using their standard form with photos and text – Jack Folmar will work with her on the photos. Linda Clements has some historic photos to share and will help review photo captions. Dave Moore will edit. All contributors will be recognized. The book sells for \$21.95, sold everywhere, HSDV museum will get cut rate. Laura will donate to the HSDV, in perpetuity, all royalties, after expenses

BUSINESS

13. For Possible Action: **Financial Committee** – Elaine Bergstrom, Financial Committee Co-Chairperson, gave a Financial Committee update, including a draft proposal for a 2014 budget. Linda reported that the June meeting was well attended, all opinions were heard and discussed and she validated the proposed budget was responsibly put together. Mary Ann commented that having a budget, knowing our assets and obligations, enables the Board to make educated decisions. The budget will be updated and reported to the Board for approval on a monthly basis. The Financial Committee recommended that expenses for rail and ties not be transferred from the dedicated CD and that NV150 expenses be transferred from the Gold Discovery Event designated CD upon maturity and placed in the HSDV checking account. Mabel moved and Tom Parcels seconded to approve preliminary budget as presented and be updated monthly to reflect changes. Ron Emrich questioned the need to print 10000 brochures which is more than we currently need and has a high cost. Discussion followed. Mabel called for the vote and the

motion passed 8-0. Elaine reported she is still in weekly contact with Amodei's office regarding the 501c3 status. A six month extension was filed in April. Quotes to prepare income taxes were: H&R \$350 for either 990 (exempt status) or for corporation, 4 Jays Tax quote was \$50 if 990 or \$300 for corporation. The IRS is discussing a draft from for 501c3 issues and we will know more about it in July. (Attachment)

14. For Possible Action: **Transfer of Funds from CD's** – Mary Ann Sichak, Financial Committee Co-Chairperson, gave a report on HSDV Certificates of Deposit Basis for report was statements dated Jan 28, 2014. The report reflects encumbered funds, credited funds and available funds. Available balance of six CD's is \$24,124.39 (including insurance fund inadvertently left off of report). Grace reported our checking account (\$7562.80) along with whatever rummage sales brings in is sufficient to cover our expenses and we do not need to cash out CD's. She advises that too much money in the checking account could affect our non-profit status. Mary Ann said that the Financial Committee agreed but that we need to be verify how our balances in checking and CDs effect our status. Grace moved that we leave CDs alone at this time and not reimburse the checkbook from the Railroad CD. Grace amended her motion to say we leave CDs alone at this time and not reimburse the checkbook for the Railroad CD or for NV150 expenses from the Gold Discovery CD. Tom seconded the motion and it passed 7-0. (Attachment)
15. For Possible Action: **Revised Accession Policy** – Jenny Dodds presented a revised Accession Policy for the Board's consideration. Revisions include acceptance (changing ownership of artifact) of historic artifacts. Tom moved and Mabel seconded to approve the revised Accession Policy. The motion passed 7-0. (Attachment)
16. For Possible Action: **Distribution of Proceeds from Sale of Used Books** – Mabel presented a report on the distribution of proceeds from the sale of used books at the Depot at the request of the RRWG and asked for discussion and recommendations. The question is, should the split for books sold be 25% for the RRWG and 75% for the HSDV or should it be a 50:50 split. Laura said it should be left alone and remain 25:75 because we have all handled the books for years and years, we all work together. Mary Ann said "Phyllis volunteered to catalog and worked with the books before they were moved to the Depot and before she was a member of the RRWG. It's not the responsibility of the RRWG to sell the books. No matter where they re sold from it should remain 25:75, the original policy." Linda said, "we have defended the books when others said they should be thrown away and said they could stay there for now. It is a minor inconvenience to have the books at the Depot, yet at the same time the RRWG has put in a real effort to sell them. Our family went to Virginia City and brought some old books back to add to the collection. In the last several months we've defended them because we thought we saw a way to make money for the Society and primarily for the RRWG. The reason I feel this way, their status has changed. Phyllis has thrown her body over them and said we're going to get some money out of them. At some point they'll have to go. Phyllis, John and I have all worked on the books. Primarily because it provides operating money for the RRWG. A year ago I would not have defended them but now we want to get the money for the restoration." Mary Ann suggested we wait until after the rummage sale to see what kind of income it brings in and then decide whether it's a moot point or not. Phyllis said she wants to be put on the agenda at the August meeting for the dispersal of the books. She's tired of the "we're going to do this here; we're going to do that there. If it's five cents, it's five cents we didn't have before." She said she's been disrespected about the books. John Crowley said, "these books we've collected over a long period of time. Many of them are of historic value. As a historic society it's unconscionable to just throw them out the door. We should put some effort into trying to understand what we have, there's a lot of history there." Laura said, "we're talking about the 25:75 not throwing away books. We appreciate all Phyllis and everyone has done." She asked if we know when the books will have to be moved. "Sooner or later," Linda said, "they will need to go period because we will not stop the restoration." Jenny said, "I feel we're all one society, I have also worked on the books, I don't think it's just the RRWG that is responsible to sell the books. You may have adopted that role. It doesn't mean if we stop selling them or need to move them that we have to throw them out." Phyllis said, "if we're going to box them up and store them somewhere, lets just take them and give them to an organization. I don't care where the money goes, HSDV is our parent. RRWG is eventually

going to borrow money from the HSDV. I don't want someone to come and say we're going to put them in the garage and cover them with a tarp." Linda repeated that "we can't tell you exactly when we'll need to move the books, but let's stop people saying we're going to put them in the garage and covering them with a tarp. That's being said over Phyllis, almost behind her back." Linda said she "has spent an inordinate amount of time trying to keep people from stuffing them somewhere." Tom suggested we maintain the current split and revisit as necessary. Laura moved and Mary Ann seconded to maintain present split 25:75 and any movement will be decided when it's necessary." The motion passed 7-0. (Attachment)

At this point in the meeting Grace Ricci and Tom Parcells excused themselves and left.

17. For Possible Action: **Non-Agendized Items** – Mary Ann Sichak presented a report on why, at this time, we do not take action on non-agendized items and led a discussion of if we want it to remain that way. At the last board meeting something was brought up that was not agendized and Mabel wanted to vote on it, but we couldn't because of our policy of not taking action on unagendized items. The open meeting laws are formal and can be limiting, however, they provide for transparency and protection for the organization. While the Historical Society is not required to follow open meeting laws, the HSDV Board seeks to ensure that the general membership may exercise its right to be heard. Our current practice is that any member of the public (member or guest) has the right to address the Board on any issue, even if that topic is not on the current agenda. However, if the public comment is about a matter not on the agenda, and the Board took action on the matter, it would be a "back door" way of introducing items without giving adequate notice to the membership, thereby making decisions "behind their backs" and putting limits on the transparency the membership has asked for and the Board strives to achieve. Since the HSDV is not required to operate under open meeting laws, through bylaws, policies and procedures, the organization can decide methods of conducting business that best fit the needs of the Society. Laura said, "I think we do need to have some way when something comes up that's not a big deal but we want the boards approval yea or nay on it. I think we need to have some way to do that." Mabel said that for members or Board members to bring up an item not listed on the agenda has been our working practice. "Members who bring up an item should have a reasonable expectation to have it addressed or resolved if possible. I want to figure out what is best for the Society. Do we have to be rigid or can we go back to flexibility." Linda said professional organizations divide things into what is major or what is minor or it could be time sensitive. "Both Mabel and Mary Ann have brought up subjects that should be considered." Lauri, "agendas and minutes are emailed. I read them and I am able to decide if I want to come to the meeting to address what's on the agenda or phone a board member and give my opinion and have it presented on my behalf if I can't come. You put it out there and let everyone know they can come and say what they feel. And because people don't want to come, that's their problem. Everybody has an opportunity to address the issues in the agenda if they read it and attend a meeting." John said, "there's no apparent reason to change. You're new here so you don't know that we used to have general meetings. Do we need the change, why don't we have general meetings, why is it up to the members to come to the Board meeting? What we're looking at now is an abrupt change with no apparent reason." Mary Ann requested that we get back to the agenda item and mentioned to John that the subject of general meetings will be discussed at the July meeting and his comments on the topic would be welcomed." Ron suggested the Board should have the ability to act on time sensitive items that come up that are not on the agenda. Mabel said the Board always has the option to take a phone vote on time sensitive issues. Mary Ann suggested adding to "no action will be taken on a non-agendized item." statement on the agenda. Laura moved and Mary Ann seconded to change the statement to (no action will be taken on a non-agendized item unless it is a time sensitive issue or has a minimal financial impact.) The motion passed 5-0 (Attachment)
18. For Possible Action: **Comstock Youth Project** – Elaine Bergstrom reported she had submitted an application for mentoring a student through the Comstock Youth Project. This was a last minute emerging issue and was time sensitive and after getting Mary Ann's agreement to work with her on the project she submitted the application without checking with the Board. Mabel, Linda, and Jenny expressed concerns about taking on this responsibility without Board approval. Mary Ann moved and Elaine seconded to submit a new application with the Board's approval. The motion passed 5-0.

COMMITTEE UPDATES

19. For Information: **Railroad Working Group Update** – Phyllis King gave highlights of the June 3, 2014 RRWG meeting. Repairs needed to be made to the back porch. Wire was installed to prevent pigeons from roosting. Very good NV150 event. There was lots of interest in depot and history. The depot is overflowing with rummage sale items. Bernie Allen will operate the speeder which will be pulling a trailer for rides on Saturday and Sunday at Oodles of Noodles.
20. For Information **Bylaws Committee** – as reported by Mabel, “I found an interesting item on the preliminary agenda and I all of a sudden landed up giving an update on the Bylaws Committee. So I’ll give it real quick. Basically, one of the issues that’s going to be brought up, not issues, but one of the things that is going to be talked about at the general membership meeting. But in March and April the Governance Committee noted the committee began an early review of the current bylaws and recommended beginning on the section dealing with the election process. In May, it was reported the Governance Committee would meet on an as needed basis. However, the Bylaws Committee, proposed to be comprised of board members and general members would review the bylaws, prepare proposed changes and assure all members would be kept informed. The Committee planned to request volunteers to participate and/or comment on the process. This was approved by unanimous vote at the last meeting. Today the Governance Committee consists of board members. And these are just some Issues that have been tentatively discussed, nothing’s permanent but these are just some ideas that have been thrown around casually is that the governing documents by federal and state, bylaws and polices, are based on the bylaws, which is something I think we all knew. The last time we did some updates was in 2006 and a lot of them are incomplete or outdated in today’s environment. We have a failure to address things that are going on today such as email, changes to other situations. We’re looking at the project as an evolution, and we’re kind of looking at perhaps a year until it’s completed. We’re going to clarify the board election practice especially when it opens and closes because that seems to have been the biggest glitch last year. We’re not necessarily going to change the voting being done at the November election. We want an even number of board and general committee members, so to keep the committee a workable size, either three board members and three general members or four board members and four general members, and the one thing that’s been batted around and talked about was that the board members should not chair the committee. I think that was pretty much the consensus from the last committee meeting that I went to. We were fortunate to have a member that has offered their services to chair the committee if it was approved that they do this. Mary Ann and I talked about how we’ll get this out to them as nothing has gone out yet, but the bylaws will be emailed to those who have email and snail mailed to those who do not and this will happen in July. That’s just about all that I have, I don’t think I left anything off, did I Mary Ann?”

EVENTS / ACTIVITIES / PROJECTS UPDATES

21. For Possible Action: **NV150 Committee Report** – Lauri Emerich and Laura Tennant have submitted an Outcome Report of the NV 150 Event on May 17, 2014. Successful events with pros and cons are on the report, filed with the secretary. Thank you letters and photo collage will be sent to participants. Laura received many comments from folks who enjoyed walking through the town, learning about history, without “all those sales booths.” The report was thorough and Board members commented that it would be very valuable information for future events.
22. For Information: **Oodles of Noodles** – Mary Ann Sichak gave an update on HSDV activities at the event. All of our venues, including the booth, will be welcoming visitors.
23. For Information: **Rummage Sale** – Mary Ann read a report on this year’s rummage sale from Chairperson Vicki Kinney. (Attachment)
24. For Possible Action: **Fire Safety Signage** – Member Bernie Allen who is on the RR Working Group has requested that the Board consider posting signs prohibiting smoking or storage of flammable materials within twenty feet of any of our buildings. Mabel moved and Mary Ann seconded that Tom Parcells work with the county on fire safety signage for all three buildings, the depot, the firehouse/jail and the museum. The motion passed 5-0.

PUBLIC COMMENTS / OPEN DISCUSSION

The Board president invited all members present to ask questions, make comments or suggestions or open a discussion on a topic of their choosing. (no action will be taken on a non-agendized item unless it is a time sensitive issue or has a minimal financial impact) Lauri Emerich - Wild Horse Event in Virginia City – recommends we take the booth to this event. Ron Emerich met chairperson of Carson City Sesquicentennial Fair, July 30-Aug 3, and suggests we put take the booth to this event. Mabel received a phone call from Ron Bell with the Pony Express Organization. They are having the 2015 Convention in Carson City and wondered if we would have an interest in hosting a casual day time activity for about 100 of the attendees. Mary Ann reported that the Chamber is having a monthly vendor booth opportunity at the Sutro “Mini Mall” and we could possible set up our booth for community recognition. It was agreed to investigate all three opportunities to set up our booth.

ADJOURNMENT

Laura moved and Mabel seconded to adjourn at 2:28 pm.

Submitted by Mary Ann Sichak, HSDV Secretary
Approved 7/9/2014