

**MINUTES OF THE JANUARY 24, 2023 MEETING
OF THE
BOARD OF DIRECTORS
OF THE
CHICAGOLAND LIONEL RAILROAD CLUB, INC.**

The January 24, 2023 meeting of the board of directors of the Chicagoland Lionel Railroad Club, Inc. (CLRC) was held at the CLRC club house in New Lenox, Illinois. President Herb Koch called the the meeting to order at 9:00 a.m. Present when the meeting was called to order were: officers Herb Koch, Ed Carter, Bob Ciolino, and Joe Smolinski also present when the meeting was called to order were directors Jeff Mills, Bill Trzaskus, and Ed Zeglicz. Director Swav Kojro arrived at approximately 10:30 a.m. Ed Carter acted as secretary of the meeting.

The board took up the consent agenda. In connection with the consent agenda the board unanimously approved a membership report by Bob Ciolino and the Treasurer's report by Bob Ciolino.

In his membership report Bob advised that as of January 24, 2023 the Club had 95 Regular Members who had renewed their membership, that two Regular Members died in 2022, and that 21 Regular Members had not renewed. Bob also reported that as of January 24, 2023 the Club had 18 Long Distance Members who had renewed their membership and that two long distance members had not renewed.

In his Treasurer's report Bob advised that as of January 24, 2023 the Club had more cash on hand than at any time since at least 2018. Bob also reported that as of January 24, 2023 total receipts from the sale of items in the Flaherty collection were \$17,657.75.

As part of his Treasurer's report Bob then reviewed recently paid and upcoming major expenses of the Club. Bob reported that earlier in the month he paid the annual premium due on Club insurance in the amount of \$1,845.00 which was only \$2.00 more than last year. Bob also noted the following upcoming major expenses: 1) condominium association dues of \$2,400 annually (\$600 per calendar quarter) plus an annual \$100 fire alarm inspection fee that is paid to the condominium owners' association; 2) ADT annual charge (estimated to be \$800); 3) real estate taxes (estimated for 2023 to be at least \$6,000 payable in two instalments); and 4) special assessment of \$7,600 for re-paving of the parking lots (payable in June 2023).

Bob advised that as of January 24, 2023 the Club had sold a total of 98 Santa Fe club cars, that the net profit from those sales was \$646.75, and that 2 cars remained unsold. Bob also reported that as of that same date 66 of the Lumberjack Lager cars had been sold, that those sales had yielded \$5,350.00 in receipts, and that before the Club would break even on the car it would need an additional \$7,850.00 in sales.

The board then heard a report from Herb Koch and Ed Carter about the meeting of the condominium owners' association they attended three days earlier. Herb reported that the owners had voted overwhelmingly to accept Option 1 for re-paving of the parking lots. Herb also reported on the parking matters that were discussed at the meeting. Herb advised that the owners at the meeting had not discussed nor voted to limit the Club's use of parking, but that the

association had urged the Club to try to prevent our members and visitors from parking in front of overhead garage doors. Ed Carter reported that he and Herb had asked the owners' association to limit the parking prohibition on the north side of the access road to Monday through Friday, noting that would increase the number of parking places available and thereby reduce the use of parking spaces in the parking lot in front of the Club's building.

Ed Carter reported the association meeting also discussed the monument/sign on Schoolhouse Road. He related that at the association meeting it was disclosed that the association was paying for maintenance of the sign and for the electric to illuminate the sign, but that only those businesses located along Schoolhouse Road had their names on the sign. Ed advised that the association had voted to continue to pay for the electric service and give those business owners who used the sign the option of taking over the cost of maintaining it and if they did not want to cover that expense the association would tear the sign down.

Herb Koch advised that in response to a request by Terry Germany, the condominium association president, for owners to serve on the association board, he had volunteered and had been accepted. Herb acknowledged to the Club's board of directors that after volunteering he had been advised that because of the resulting dual agency he could have a conflict of interest, particularly when issues relating to parking arose. Some discussion followed and Bob Ciolino suggested that at least when the board discussed parking matters and other matters in which the Club's interests and the Association's interests may be in conflict that Herb exclude himself from those discussions.

Ed Carter then updated the board about the status of establishing the brokerage account through Chase Bank. Ed advised the board that the previous Friday he received an email from one of the bankers at Chase with whom he had been working to establish the account. Ed said the banker told him he expected a decision by January 26.

The board then heard discussion from several board members about the minutes of the December 8, 2022 board meeting and about the format for board meeting minutes. During the discussions Joe Smolinski left the meeting. The board then also heard discussion from several board members about the need to remove "junk" that had accumulated in the mezzanine area. Around this time Swav Kojro arrived at the meeting.

Herb Koch noted that no members had submitted their names to run against the incumbent officers and directors and that pursuant to the Club's election rules the board had declared them to be elected. Herb advised that there were three candidates for the director at large position being vacated by George Stangel and that there would be an election for that position.

Jeff Mills and Bill Trzaskus then reported to the board about certain actions by members when running trains at the last open house and suggested changes be made to some of the protocols for running. The specific changes would be submitted to the board separately for approval. Around this time Swav Kojro left the meeting.

The board then took up consideration of two proposed amendments to the Club's by-laws. Ed Carter related that Article IV, §5 of the by-laws requires that the board of directors meet every other month and that for a number of years the board had ignored that requirement. Ed suggested

that the by-laws be amended to eliminate that requirement and instead to provide that the board meet at least once each year and at such other times and at such places as the board may decide. Ed showed the board the language of the proposed amendment which is contained in Exhibit #1 attached hereto and is incorporated into these minutes. Ed moved that the amendment be adopted. Bill Trzkaus seconded the motion. Following discussion the all seven directors present voted in favor of the amendment.

Ed then discussed a second amendment which would add an article to the by-laws. He noted that last year when two positions on the board opened up, for the first time the board had notified members of the opening and asked any members interested in filling those positions to submit their names. The board then interviewed those members. Following the interviews, the board voted to recommend a particular candidate for appointment to president Herb Koch.

Ed suggested that process be made part of the by-laws in a new article and recommended the article provide that upon an opening in a director at large or executive officer position that the president is to notify the membership of the vacancy and ask any members interested in filling the vacancy to submit their names. Under the new article suggested by Ed the board would then conduct interviews and recommend to the president a person for appointment to fill the vacancy. Under the proposed new article the board would need to vote to approve the appointment made by the president.

Ed showed the language of the proposed amendment to the board. The language of the amendment is contained in Exhibit 2 attached hereto and incorporated herein by reference. Jeff Mills moved that the amendment be adopted. Bob Ciolino seconded the motion. Following discussion all seven directors present voted to adopt the amendment.

Bob Ciolino then advised the board members that in the next few months the board would begin preparing a budget for the fiscal year beginning April 1, 2023 and that board members should begin to think about what should be included. Ed Carter advised that next year will be the Club's 30th anniversary and if there was going to be a formal celebration planning would need to begin sometime soon. It was suggested that 30th anniversary planning be taken up at the Club's annual meeting of the membership in April.

There being no further business the meeting adjourned *sine die* at 11:45 a.m.

Respectfully submitted

Edward Carter
Secretary of the meeting