

**Pacific Southwest Railway Museum Association, Inc.**  
**Board of Directors Meeting Minutes**  
**La Mesa Police Department Community Room**  
**March 21, 2025**

**1. Call to Order – Hager**

Hager called the Board of Directors meeting to order at 1841 PDT. Board members present were Hager, C. Brooker, J. Brooker, Lundquist, and Schweikert in person, and Atwood and Denison via Zoom.

**2. Introduction of Guests – Hager**

Guests present were Mark Landguth and Greg Flores in person; Jason Drenkow and Cass Witkowski via Zoom.

**3. Additions, Corrections, & Adoption of this Agenda – Hager**

J. Brooker added item 31, Purchase of Bunny Train tickets.

Lundquist added item 32, Repairs to Backhoe.

Hager made a MOTION to adopt the amended agenda. 2<sup>nd</sup> by Schweikert. Motion carried 7-0-0.

**4. Approval of the February 21, 2025, Meeting Minutes – Schweikert**

Schweikert made a MOTION to approve the minutes as submitted. 2<sup>nd</sup> by Hager. Motion carried 5-0-2 with J. Brooker and C. Brooker abstaining.

**5. Treasurer's Report – C. Brooker**

C. Brooker was able to be added as a signer to the bank accounts at US Bank and Wells Fargo and met with Noble Financial Services. He is looking to move the endowment fund and contingency funds sitting in low-interest-bearing accounts into C/Ds (Certificate of Deposit) so that sitting money can generate more interest. C. Brooker intends to streamline PSRMA's accounts. C. Brooker mentioned that PSRMA has eight bank accounts and hoped to consolidate them down. Lundquist recommended creating a charge number list and providing it to volunteers for easier tracking of expenses and revenue.

## **6. Review Outstanding Motions – Schweikert**

Schweikert reviewed outstanding motions. Hager noticed that approved motions were missing from the December 2024 BoD Meeting. Schweikert agreed to review and correctly add them for meetings going forward.

## **OLD BUSINESS**

### **10. Membership Price Increase – C. Brooker**

Discussion on membership price increases tabled and standing topic removed from future agendas by consensus.

### **11. Equipment Deaccessions – Lundquist**

J. Brooker briefly discussed the list of equipment approved by the board for deaccession. Travus Clark compiled the mandatory reports back in October 2024, but they need to be properly formatted. J. Brooker to send the final reports to the board for edits, afterward the issue will be brought to membership on a ballot.

## **NEW BUSINESS**

### **20. Bylaw Revisions – Lundquist**

Lundquist spoke to his proposed Bylaws changes and focused on the five highlights. He did mention that the Brookers should be an exception to the same family members serving on the board. The board discussed the issue that board members cannot vote to remove a board member due to California non-profit corporation laws, but repeated absence from board meetings can be used to declare a position on the board vacant and effectively remove said board member. Lundquist came up with an idea that if three consecutive board meetings are missed, or four out of five, then the Board can vote to remove a board member. Lundquist opened the issue to comments.

Hager spoke to eligibility and wanted to clarify in the bylaws that provisional members (those who had been a member for less than a year or who had allowed their membership to lapse for more than 30 days within the past year) cannot run for the board, nominate members for board positions, or vote in museum elections.

The Board discussed the five highlights:

1) At Large Member: The board generally agreed with this.

2) Only one member can hold one board position, but a board member can hold an acting position in case of no other candidate: The board generally agreed to this.

3) Changing from staggered two-year terms to single-year terms: Hager opined that this modification would be too disruptive to board functionality, both C. and J. Brooker agreed, and preferred the current staggered terms for continuity purposes. Lundquist stated that it would not allow members to vote off board members, but J. Brooker posited that power still does exist regardless of the board terms or election cycles. After discussion, the board generally agreed that this modification should be dropped from consideration.

4) Restricting two board members from the same household/family: J. Brooker suggested that this would be a good provision, but there should be a caveat when there is a lack of a member to fill a position. The board was split on this provision and did not arrive at a consensus.

5) Term Limits: Hager brought up his prior experience with a different non-profit organization's struggles with term limits and how it made operating a board difficult. Lundquist clarified that his proposed term limits would be for a specific position on the board, not for holding any seat on the board. The Brookers brought up that there would need to be guardrails to make sure that a disrupter/unqualified member doesn't get appointed if running unopposed due to a sitting, and able, member becoming termed out. Mark Landguth commented that he also feared unqualified members could fill out term-limited board positions. The board was split on this provision and did not arrive at a consensus.

Mark Landguth and Lundquist came up with the idea of a nominating committee of three to five members, that could approve board applicants, and it should be written into the Bylaws. It was also discussed that if a member is not nominated by the nominating committee, they could still garner 20 member signatures and run for a position.

Cass Witkowski commented and suggested that directors could appoint members to deputy positions. J. Brooker mentioned that she was working on an organizational chart that should show that there are many vacant positions, hopefully garnering interest from active members to fill those positions.

The board agreed that the proposed bylaw changes needed to be cleaned up and sent back to the board for action in April.

Hager recommended that the amended bylaws go through legal review before putting it out to vote by membership.

## **21. Handcar Operations at Campo Railroad Museum – Lundquist**

Lundquist submitted a recommendation to the board to begin offering handcar rides to museum visitors at a cost of \$20 for up to four people.

Prior to the meeting, Hager reviewed PSRMA's prior general liability insurance policies and found that handcar rides were specifically excluded from coverage. The current general liability

policy does not explicitly list this exclusion, and Hager suggested that this needed to be clarified with PSRMA's insurance broker. Hager mentioned that handcars are potentially the most dangerous piece of equipment that the organization could expose visitors to as visitors at other museums had received serious, and in at least one case, fatal injuries while participating in handcar rides. Hager agreed to review the issue with the insurance broker, confirm whether handcar rides would be covered, and whether there would be any impact to insurance premiums. J. Brooker suggested that if PSRMA were to proceed with offering handcar rides, safety requirements would need to be published and equipment such as helmets would need to be provided. Schweikert suggested having visitors sign liability waivers.

Lundquist wanted to talk about Railbikes as well. Hager stated that railbike operations needed to be presented to MTS for approval. Lundquist asked if the Board was interested and upon receiving an affirmative answer suggested that more investigation needed to be done. Lundquist desired information from the insurance broker first to check the feasibility of offering railbike rides. If insurance says go, Lundquist will begin by creating the proposal that would be presented to MTS. Hager agreed to inquire with PSRMA's insurance broker about coverage for handcar and railbike rides.

## **22. Authorization for Inspection of Fire Sprinklers – Lundquist**

Annual inspections for the fire sprinklers at the Campo Railroad Museum facility were due.

Jim Lundquist made a MOTION to authorize expenditure of up to \$1,500 for the annual fire sprinklers inspection by Cintas Corporation. Frank Denison or Jim Lundquist to be the volunteer in charge. 2<sup>nd</sup> by Hager. Motion carried 7-0-0.

## **23. Mirrors for SP 3709 – Hager**

Locomotive SP 3709 has no mirrors and needs to have mirrors installed for both operational safety/efficiency and historical accuracy. Hager researched the part number for the correct mirrors for the engineer's side. The mounting holes for the fireman's side mirrors had been plugged or welded over; mirrors for that side of the locomotive will need to be sourced at a future date.

Hager made a MOTION to authorize expenditure of up to \$1,600 to purchase two new mirrors for SP 3709 from PowerRail Inc. 2<sup>nd</sup> by Schweikert. Motion carried 7-0-0.

#### **24. Fork Extensions for Sky Trak Forklift – Hager**

Lundquist provided a quote from a steel fabricator to fabricate a custom fork extension for the Skytrak forklift. The forklift's built-in forks are very short and make handling larger loads like tie bundles difficult.

Hager made a MOTION to authorize expenditure of \$1,000 to have a custom steel fork extension fabricated for the Sky Trak forklift. 2<sup>nd</sup> by J. Brooker. Motion carried 7-0-0.

#### **25. UC Control Valve Rebuilds – Hager**

PSRMA has two spare sets of UC Air Brake Control Valves that had previously been removed from cars after failing and needed to be rebuilt so that they are fit to be reinstalled on cars at the next regular valve replacement interval.

Hager made a MOTION to authorize expenditure of up to \$2,200 for rebuilding UC Air Brake Control valves by Ken Kahan. 2<sup>nd</sup> by C. Brooker. Motion carried 7-0-0.

Lundquist suggested changing PSRMA's operating heavyweight passenger cars from UC to ABD or newer air brake equipment due to its superior reliability, extended maintenance intervals, and ubiquity. Hager countered that the expense to convert the cars would be high and the conversion requires technical calculations and design skills that PSRMA does not possess in-house.

Lundquist opined that the effort would be worth it as the ABD rebuild intervals are much longer than what is required for UC valves. Lundquist offered to reach out to an individual who had previously done air brake system conversions and see if he was still in business

#### **26. New Gift Shop Manager – J. Brooker**

J. Brooker reported that she had spoken with Sarah Fullum and Roark Stump in her search to fill the positions of Gift Shop Manager and Assistant Gift Shop Manger. They both agreed to take on the positions and J. Brooker appointed Fullum and Stump to Manager and Assistant Manager, respectively.

#### **27. Addition of NPL runs – J. Brooker**

J. Brooker suggested adding additional North Pole Limited runs, believing that the demand existed, and asked for input Mark Landguth as he is the Project Manager for NPL. The Board discussed adding full production runs on Sunday afternoons. Schweikert suggested a two-hour shift from 1700 and 1900 to 1500 and 1700 for Sunday NPL service. The Board agreed by consensus to add Sunday service for all four NPL weekends at 1500 and 1700.

## **28. Additional Startup Funds for Backcountry Wine Train – J. Brooker**

J. Brooker explained the need for additional funding for the Wine Train beyond the \$5,500 that had previously been approved by the board. The request was based on the dress rehearsal. J. Brooker requested additional funding to make sure the Wine Train runs smoothly and without compromise on the visitor experience.

J. Brooker made a MOTION to authorize expenditure of up to an additional \$1,200.00 to purchase additional linens, water pitchers, and storage racks for Backcountry Wine Train start-up supplies. 2<sup>nd</sup> by Schweikert. Motion carried 6-0-1 with C. Brooker abstaining.

## **29. Funds for Backcountry Wine Train Consumables – J. Brooker**

J. Brooker brought to discussion the worst-case expenses for a full day operating the Wine Train. She also mentioned that with the worst-case expenditure and a sold-out train, each day will net PSRMA \$8,560.00 a day, two trains, in profits.

J. Brooker made a MOTION to authorize the expenditure of up to \$3,500 for two back-to-back runs of the Backcountry Wine Train for consumable expenditures. 2<sup>nd</sup> by Lundquist. Motion carried 6-0-1, with C. Brooker abstaining.

## **30. Funds for Bunny Train – J. Brooker**

J. Brooker reported that she has spent all the allocated funds and requested additional funds to cover snack bar expenditures.

J. Brooker made a MOTION to authorize the expenditure of up to \$750.00 for candy and snack bar items (sodas, water, juice, snacks, etc.) for ATSF 1509. 2<sup>nd</sup> by Denison. Motion carried 7-0-0.

## **31. Purchase of Bunny Train Ticket Stock – J. Brooker**

J. Brooker made a MOTION to authorize the expenditure of \$506.70 for Bunny Train Ticket Stock. 2<sup>nd</sup> by C. Brooker. Motion carried 7-0-0.

## **32. Repairs to Backhoe – Lundquist**

Lundquist found a mobile mechanic who was willing to fix the leaking hydraulic rams on the New Holland backhoe for a reasonable price.

Lundquist made a MOTION to authorize the expenditure of up to \$3000.00 to hire "Aaron" from Mobile Equipment Repairs to repair the three leaking hydraulic rams on the New Holland backhoe. Jim Lundquist to be the project manager. 2<sup>nd</sup> by Hager. Motion carried 7-0-0.

## **REPORTS**

### **40. Media Committee Report – J. Brooker / Drenkow**

J. Brooker provided the Media Committee Report. Drenkow was able to stay within his social media budget. It was spread across Wine Train, Bunny Train, and Golden State. The newest YouTube video was posted and generated views. Sandra Bonura wrote a book titled, The Sugar King, about John D. Spreckels and there is hope that the closeness to our Railroad may bring more visitation. The Wine Train is doing well on social media, and we are getting a lot of interest. J. Brooker reported that there are interested media personalities that are looking to work with the museum to speak on the Wine Train.

### **41. Special Events Committee Report – J. Brooker**

Three events are coming up. The Bunny Train is starting on April 5th. Three weeks leading up to Easter Sunday. No souvenir photos this year, photo booth will still be available for families to take their own photos. This allows more space for crafts. Young Marines are coordinating with J. Brooker and will be assisting on two separate Saturdays for Bunny Train.

Wine Train tickets are on sale to the public. The first week of sales was to members only and they sold well. Once sales opened to the public, sales skyrocketed.

Campo Days has moved to the weekend of June 14th. The notice for this was received second-hand without PSRMA input and J. Brooker needed to coordinate with our vendors and partners about the date change. Local bands and vendors were lined up to come out, including the Green Store setting up a beer garden in the Campo Railroad Museum parking lot.

J. Brooker noted that Cass Witkowski would be taking over managing the PSRM.org website.

### **42. Fundraiser Report – Spevack**

Spevack was not present, but Hager stated that Spevack is working on reports for the grants we have open. Primary focus is on the ARPA grant.

### **43. Equipment Report – Hager**

At the end of February, the county hazmat inspector did their triennial inspection of the Campo Railroad Museum facility and issued PSRMA two violations. The first violation was for allowing hazardous waste materials to accumulate on site for >180 days. No fine was issued at the time of inspection, but PSRMA needed to dispose of the waste within 30 days of the inspection to avoid a fine. Hager reported that he was working with Safety-Kleen to schedule a hazmat pickup. Safety-Kleen needed to build a hazmat profile and could then provide recurring service. The

second violation was for not having documentation of training for volunteers on hazmat handling and emergency response procedures. Like the first violation, there was no fine assessed at the time of the inspection, but PSRMA would need to provide documentation of training within 30 days to avoid a fine.

Hager reported that the equipment department had been working on minor wiring repairs and modifications on SP3709. The immediate priority was to correct poorly executed wiring modifications made by the military that affected the functionality of existing lighting circuits. Subsequently, the department will begin running new wiring to backdate the locomotive's lighting and control systems to how they existed and functioned when the locomotive was owned by Southern Pacific. The first of these modifications would consist of moving the headlight down to the nose where it was originally located.

Hager reported that Jake Cotton would continue welding in the diamond tread deck plates on USAF 2104 in the near future. After some troubleshooting, gang car SD&A\_103 was back up and running with a rebuilt carburetor and the MOW air compressor oil leak and air leak had been repaired.

Bryon Anderson was continuing work on the Birthday Party Caboose with progress being made on the roofing. Volunteers would be working to diagnose the white golf cart with the broken steering shaft.

In an effort to address a comment from the county hazmat inspector, Hager reported that the empty oil drums in the hazmat storage area would be cut up and disposed of.

The next quarterly equipment department meeting was coming up on April 2<sup>nd</sup>. The meeting would be used to schedule the next three months of work. Hager also planned to use the meeting to conduct hazmat training for volunteers to address the second violation noted in the county's hazmat inspection.

#### **44. Facilities Report – Denison**

Denison reported that the other broken window in the car shop has been replaced, and drywall repairs were in progress.

Denison noted that he was trying to free up some time to complete repairs on the double wide trailer near the museum entrance.

Lundquist had the new 20' container for deliveries in place and reported that there would be a concrete pad poured for the delivery companies to drop pallets on and push them into the container.

The driveway drag had been repaired, and the lot west of the depot has been dragged.

Underground utilities have been cleared to allow a new grade for relocating the tracks for the mine train and work had started on the project

#### **45. Museum Services Report – Lundquist**

New signs were deployed.

Lundquist had put out a call for volunteers to repair the three rail toy train layout in the Exhibit Hall. "Rick" came out and cleaned the rails and showed Lundquist how to clean them. Lundquist reported that he was going to find a way to cover the display to abate any dust from accumulating on the tracks.

The prior Board motion to sell/dispose of extra vehicles at Campo Railroad Museum received action:

1953 Chevy Suburban was Sold.

1970 Ford F350 Dump Truck was Sold.

1951 REA Van was Sold.

1931 White Line Truck didn't sell and has been moved to the Mine Train village.

Lundquist reported that the new drainage pipes worked great during the rain. Stormwater remediation is ongoing.

#### **46. Operations Report – Atwood**

Atwood reported that Work Camper contracts had been updated and executed. His assessment was that there were more Work Campers than there was work to do. Two Work Campers had been notified that their services will no longer be needed after their current contract expires to give them time to find a place to relocate to.

Atwood reported that he had completed the incident report for the March derailment and was finalizing the report on the October 2024 derailment.

Hager reported that the Spring Brakeman class was scheduled for March 22 and March 29 and had one student signed up.

#### **47. Vice President's Report – J. Brooker**

J. Brooker reported that she was working on an Organizational Chart for the organization's leadership. She noted that she would reach out to department heads for positions that should be in their department and who was currently filling those positions and which positions were considered vacant.

#### **48. President's Report – Hager**

Hager reported that he had a call with Sean Myott, Manager of Real Estate Assets at MTS, about the relocation of the bus parking at the Campo Railroad Museum. MTS had stalled on providing a draft license agreement for relocating the bus parking. Lundquist mentioned that MTS was quoted \$300,000.00 to build a new fencing for the buses, which had caused them to balk on the project. Lundquist noted that he was exploring alternative methods for installing fencing at a lower cost that would be acceptable to MTS.

Hager reported that he has renewed PSRMA's property insurance policy with Evanston Insurance company. He had also reached out to the insurance broker to get COI for the general liability policy to satisfy the county's requirements for the ARPA Stormwater Grant.

Hager has been taking time with C. Brooker to get him up to speed as Treasurer. C. Brooker is now a signer on all accounts at US Bank and Wells Fargo, but C. Brooker was still having issues accessing online banking with US Bank. Hager and C. Brooker also got the latter access to PSRMA's safe deposit box at US Bank which contains two items: the SD&A 1919 and the PSRMA 2019 Golden Spikes.

Hager noted that two grants are currently active: the ARPA Stormwater Grant and the County Neighborhood Reinvestment Program Grant for the Campo Depot siding replacement. Hager provided an update on the ARPA grant; he had a kick-off meeting with the Project Manager at Civil Landworks to start the engineering work. Civil Landworks subsequently sent an engineer to Campo on a rainy day to examine locations where rainwater was ponding at the facility. Hager noted that one of the grant conditions is that all paid field work including geotechnical site testing and construction work needed to comply with California prevailing wage laws. Hager had discussed the project timeline with the Civil Landworks project manager, who felt that the engineering work could be completed in time to get the project bid and constructed by the funding deadline at the end of June 2026. Hager noted that the county could grant PSRMA an extension to the funding deadline if requested with supporting documentation.

Hager reported that color samples of the Hardie Board siding to be used for the Campo Depot siding project have been sent to PSRMA by the contractor. The yellow color was an acceptable match to the paint used on the La Mesa Depot, but none of the brown samples were. Hager had ordered additional brown samples and would pick out the one that most closely matched the La Mesa Depot. Demolition work on the Campo Depot was scheduled to start the Monday after the April 27th Wine Train and should be completed before Campo Days in June.

**50. Carry Forward Items:** 11, 20, 21

**51. Next scheduled meeting is:** Friday, April 18, 2025.

**52. Deadline for submitting Agenda items for next meeting is:** 1700 PDT, Monday, April 14, 2025.

**53. Closed Session**

The Board met in executive session and finalized the volunteer awards to be presented at the annual dinner.

**54. Adjournment**

Hager made a MOTION to adjourn the meeting. 2nd by Schweikert. Motion carried 7-0-0. Meeting adjourned at 21:50 PDT.

*Minutes taken by Secretary Duke Schweikert*

## **Bylaw revisions**

### 1.2 Purposes.

The purposes for which this corporation is formed, as stated in ARTICLE II of the corporation's

Articles of Incorporation, as amended, are:

a) The specific and primary purposes of **the Pacific Southwest Railway Museum Association,**

**Inc.** are to operate exclusively for educational<sup>al</sup> or charitable purposes in any way related to railroading or other forms of transportation.

b) The general purposes and powers are:

i) To establish a railway museum which shall be maintained and operated so as to develop and encourage the interest of the public at large in the history and operation of railroads with particular **reference to emphasis on** those of San Diego County and the Pacific Southwest **region.**

ii) To provide a facility which will be of educational value to citizens instructing them in railroad history, railroad operation, and general transportation.

iii) To purchase, lease, hold, sell, develop, mortgage, convey or otherwise acquire or dispose

of real or personal property necessary or proper for the carrying out of the purposes of the corporation in San Diego County, California, but with the further right to hold such property as might be acquired by such corporation in any other place, to erect, equip and maintain such club houses or appropriate buildings and structures necessary for the purpose so designated.

iv) To sponsor activities including railroad, educational and historical excursions and **sale of to sell** publications and railroadiana, the proceeds of which would be used to properly maintain and develop the museum, to hire appropriate personnel and make necessary contracts for the purpose of carrying out Museum activities.

v) To make available to the public data pertaining to railroads, past, present and future, with particular reference to the railways of San Diego County and the Pacific Southwest.

vi) To develop and encourage the interest of the membership in Museum activities and in railroads, past, present and future through the sponsorship of educational type meetings.

vii) To serve as a **media medium** for enabling members, **and** persons and organizations not of

the membership of the corporation to make such gifts or donations as may be desirable in order to preserve and disseminate the subject of railroading and other forms of transportation<sup>ation</sup>.

### 2.2.1 Application for Membership.

Prior to becoming a Regular Member of the corporation, a person must meet the following qualifications and requirements:

a) Demonstrate an interest in historical railroading by completing and submitting to the corporation an application for membership that states **the following:**

b) Pay a membership application fee in the amount established by the Board from time to time as the membership application fee, which shall constitute the new member's membership dues for the first year of membership, provided, however, the Board may adjust the amount of the membership application fee only once per year, ~~to take effect immediately after the next annual membership meeting~~. Further, and further, the Board may not increase the membership application fee by more than twenty percent (20%) in any one year ; and

#### 2.2.2 Family and Corporate Memberships.

A family may hold a single regular membership as a Regular Member, with one vote to be exercised as agreed upon by the family members. For this purpose, a "family" shall consist only of:

- a) a husband and **wife spouse** and their **dependent** children,
- b) a parent and his or her **dependent** children,

#### 2.2.3 Maintaining Membership Qualifications.

A Regular Member, in order to maintain his, her, or its status as a Regular Member, must meet the following requirements:

- a) Pay annual membership dues in the amount established by the Board ~~from time to time as membership dues, provided, however, the Board may adjust the amount of the membership dues only once per year, to take effect immediately after the next annual membership meeting, and further, the Board may not increase the membership dues by more than twenty percent (20%) in any one year~~ **as stated in section 2.2 b)**

i) Members who fail to pay annual membership dues shall forfeit their status as a Regular Member until such time as membership dues are paid in full. ~~and Abide~~

**b) Abide by the "Members' Code of Conduct" referenced in Section 2.2.1. Section 2.2 c).**

#### 3.1 Annual Meetings; Normally by Written Ballot.

~~The annual meeting of members shall be held on December 1 of each year, at 10:00 a.m., at the corporation's principal office or at such other date, time, and place as may be fixed by the Board. In any year in which directors or officers are elected, the election shall be held at the annual meeting, and any other proper business may be transacted at the meeting. Notwithstanding the foregoing, the~~ The annual meeting and election of directors and officers shall be by written ballot in accordance with the procedures for meeting by written ballot set forth in Section 3.9, unless the Board determines that the annual meeting shall not be by written ballot in any particular year, in which case the Board shall provide notice

to all members that the annual meeting shall not be by written ballot that year, such notice to be provided in accordance with Section 3.4. Should the Annual Meeting not occur by written ballot, ~~the~~ annual meeting of members shall be held on December 1 of each year, at 10:00 a.m., at the corporation's principal office or at such other date, time, and place as may be fixed by the Board. In any year in which directors or officers are elected, the election shall be held at the annual meeting, and any other proper business may be transacted at the meeting. ~~Notwithstanding the foregoing,~~

### 3.4 Notice.

Notice of each regular or special meeting, and each annual meeting held at a date, time, or

...

proposed matter so approved was stated in the notice of meeting or in any written waiver of notice **including:**

- a) Ratification of amendments to Bylaws by members ...

### 3.9 Action Without Meeting; Written Ballot.

#### **3.9.1** Meeting By Written Ballot. ...

#### **3.9.2** Action Without Meeting By Unanimous Written Consent.

Alternatively, any action required or permitted to be taken by the members may be taken without a meeting; if all members entitled to vote shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

### 3.12 Chairman of Meeting.

The President shall be the Presiding Member of any meeting of members. If the President is absent, fails **to** or is unable to preside, the Vice-President shall preside. ...

4.2 Number of Directors. The Board shall consist of ~~eight (8)~~ **nine (9)** directors until changed by an amendment to these Bylaws. **No person may hold more than one board position.**

**4.2.1 No more than one person may serve on the board at the same time from the same "family." For this purpose, a "family" shall mean the spouse, parent, grandparent, stepmother, stepfather, child, grandchild, brother, sister, half-brother, half-sister, or adopted child of parent. No more than one person may serve on the board at the same time from the same domicile or residence. This section shall not apply until such time as those family members on the board at the time these bylaws were adopted stop serving as board members.**

**4.2.2 No more than one person may serve on the board at the same time from the same domicile.**

Four of the directors shall be those who are elected as the executive officers of the corporation, as described in Section 5 of these Bylaws (namely the President, Secretary, Vice President, and Treasurer). Four of the directors shall be Division Directors, each of whom is or shall be associated

with one of the “divisions” of the corporation, as described in Section 4.12 of these Bylaws (namely the Museum Services Division Director, the Equipment Division Director, the Operations Division Director, and the Facilities Division Director). **One director shall be elected at-large.**

4.3 Selection and Term of Office of Directors. All directors shall be elected by the Regular Members at the annual membership meeting, in accordance with Section 3.1, and shall take office effective January 1 next following the annual membership meeting. Each director shall serve for a term of **two years one year** and shall hold office until a successor has been elected and qualified. ~~Notwithstanding the foregoing, at the first annual membership meeting immediately after the adoption of these Bylaws, four directors, designated as the “Year A” directors (namely the President, the Secretary, the Museum Services Division Director, and the Equipment Division Director), shall be elected to a full two-year term, while the remaining four directors, designated the Year “B” directors (namely the Vice President, the Treasurer, the Operations Division Director, and the Facilities Division Director), shall be elected to an initial term of only one year, in order that the directors shall thereafter be elected to two-year staggered terms, with the four Year A directors elected in even years and four Year B directors elected in odd years.~~

**No person may serve as a Director for more than four consecutive years. After at least a one year period being off the board, a person may serve again as a Director for a period no longer than four years.**

4.4 Nomination of Directors and Officers. Nomination by Members. Any ten (10) Regular Members in good standing may nominate any other Regular Member in good standing for the position of an executive officer (and concurrently director) of the corporation (namely the President, Vice-President, Secretary, or Treasurer), **or the at-large director position** provided the person so nominated evidences in writing a willingness to serve if elected.

4.4.1 ~~2~~ Slate of Nominees.

... The slate of nominees, together with any statements of the nominees respecting their qualifications, vision and intentions respecting the office to which nominated, **not to exceed 250 words**, shall be submitted to the members no later than ...

4.5 Election of Officers and Directors. Election of officers and directors shall normally be accomplished by written ballot submitted to the Regular Members in accordance with Sections 3.1 and 3.9, at the annual meeting of members. The candidate nominated for election as an officer or director for a particular office in accordance with Section 4.4 who receives the most Regular Member votes, whether by written ballot or at an annual meeting duly called, shall be elected to the respective office. **Prior to acceptance of election results**, in the event a candidate is elected to more than one office, the candidate shall select which office to accept. **In the event a candidate does not make a selection, the Board of Directors shall make that selection for them.** ~~The~~ candidate who receives the second most Regular Member votes shall be elected to the office not accepted by the candidate receiving the most votes for that office. **In the event there is not another candidate for the office, the office shall be filled in accordance with Section 4.6.** ~~As described in Section 4.3, Year A officers and directors shall be elected to assume office on January~~

~~1 of odd years and Year B officers and directors shall be elected to assume office on January 1 of even years.~~<sup>2</sup> The Board may establish reasonable procedures for counting votes and certifying the election results, and for maintaining the integrity of the voting process.

4.6 Vacancies on Board. Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following:

The death or resignation of any director;

The declaration by Board resolution of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law;

~~The declaration by Board resolution of a vacancy in the office of a director who has missed three consecutive board meeting or four of the last five meetings;~~

~~Removal of a director by a board resolution which passed with a least a 2/3 positive vote. Before a vote for removal may occur, the director who is to be removed and is not present at the Board meeting, shall have the option to submit in writing a statement to the Board of not more than 250 words which acts as a defense of their actions. A director shall only be removed by a 2/3 vote of the entire Board by written ballot. Removal shall become effective immediately following the counting of votes if a 2/3 vote shall be attained;~~ (Section 5222 of the California Corporations code requires a members vote)

Removal of a director for fraudulent acts in an action in Superior Court under Section 5223 of the California Nonprofit Public Benefit Corporation Law;

Removal of an elected director with or without cause in accordance with Sections 5222 and 5223 of the California Nonprofit Public Benefit Corporation Law; or

Removal of a director who is an executive officer of the corporation shall also constitute a removal of such person from the position as officer.

4.6.3 Filling Vacancies. Vacancies on the Board shall be filled in the same manner as the director(s) whose office is vacant was selected, provided that vacancies to be filled by election by the Board, if any, may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. A vacancy to be filled by vote of the Regular Members shall be submitted to the membership in a duly called special meeting conducted by written ballot, or at the next succeeding regular or annual meeting of the members if such regular **meeting** is held not more than 3 months after the vacancy occurs. If there is only one petitioner to qualify and agree to serve in the vacated office, and there are no objections to the petitioner from the standing officers and directors, that sole petitioner may assume the office without conducting a written ballot, until the expiration of the term of the replaced director and until a successor has been selected and qualified.

5.1 Officers of the Corporation. The executive officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have, at the Board's discretion,

one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with Section 5.3 of these Bylaws. Any number of offices may be held by the same person, except that ~~neither the Secretary nor the Treasurer may serve concurrently as the President.~~ **only one board position may be held at a time by one person.**

5.2 Election of Officers. The executive officers of the corporation, except those appointed under Section 5.3 of these Bylaws, shall be elected by the members in accordance with Section 4.5 of these Bylaws, and each shall serve for a term of ~~two years~~ **one (1) year**, and shall hold their respective offices until their resignation, removal, or other disqualification from service, and until their respective successors have been elected and qualified.

5.4 Removal of Officers. Without prejudice to any rights of an officer under any contract of employment, any officer, other than ~~an executive officer~~ **a board member**, may be removed, with or without cause, by the Board or by an officer on whom the Board may confer that power of removal.

4.7.2 Place of Meetings. (renumbered only)

4.7.2 3 Meetings by Telephone. (renumbered only)

4.7.3 4 Regular Meetings. (renumbered only)

4.7.6.1 Notice of Time and Place.

Notice of the time and place of special meetings shall be given to each director by one of the following methods:

- a) ~~(i)~~ by personal delivery of written notice;
- b) ~~(ii)~~ by first-class mail, postage prepaid;
- c) ~~(iii)~~ by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; ~~(iv) by telegram, charges prepaid;~~
- d) ~~(v)~~ by facsimile; or
- e) ~~(vi)~~ by electronic mail.

4.7.6.2 Time Requirements.

Notices of special meetings of the Board sent by first-class mail shall be deposited in the United States mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone, ~~telegraph~~, facsimile, or electronic mail shall be delivered, telephoned, ~~given to the telegraph company~~, faxed or transmitted at least 48 hours before the time set for the meeting.

#### 4.7.7 Order of Meetings

All Directors' Meetings shall be conducted in accordance with Robert's Rules of Order.

### **Articles of Incorporation Revisions**

#### Article IV

... agent for service is ~~Diana Hyatt, President~~ **Stephen Hager, President** ...

#### Article V

...The number of Directors shall not be less than five nor more than ~~eight~~ **nine** ...

# MEMO

Date: March 18, 2025  
TO: Board, PSRMA  
FROM: Jim Lundquist, Director of Museum Services and Assistant Director of Facilities  
RE: **Monthly Update Report**

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Accomplishments since last Board meeting:

## Museum Services

- Updated existing sign on property in Campo with assistance from Dawn Lundquist
- Updated existing signs on streets in Campo
- Installed a new entry banner sign at Campo with assistance from Kerry Hebert and Gabe Larson
- Installed a new banner sign at the Campo Depot with assistance from Kerry Hebert and Gabe Larson
- Relocated two signs south of the Campo Depot with assistance from Kerry Hebert and Gabe Larson
- Cleaned up remaining straw at Exhibit Hall
- Staged a successful members meeting in La Mesa with Jim Price as the guest speaker with assistance from Stephen Hager
- Published the March 2025 *Hot Scoop*

## Facilities

- Installed a new 20' container at Railroad Museum Road and Depot Street in Campo with assistance from Brian Elmore
- Installed the second window in the Shop Building in Campo assisted by Frank Denison and Kerry Hebert
- Started repairs on the upstairs office in the Shop Building at Campo
- Repaired the drag
- Kerry Hebert dragged the overflow parking lot for use by Boy Scouts
- Cleaned up scrap wood around the Mine Village assisted by Kerry Hebert
- Kerry Hebert moved additional exhibit material to the Mine Village
- Underground utilities cleared the area for the relocated mine train tracks which only crossed County water pipes
- Frank Denison and Morgan Snyder continued working on the doublewide office trailer
- I removed weeds from our property, specifically on the upper levels alongside Sheridan Road.

#### Administration

- Sold the 1953 Chevy Suburban assisted by Roark Stump
- Sold the 1970 Ford F350 dump truck assisted by Kerry Hebert
- Sold the 1951 van assisted by Kerry Hebert

#### Comments:

- The 1931 White truck attracted zero interest from both the Motor Transport Museum and the general public when advertised for sale. Kerry and Dawn both recommend placing the truck on display in the Mine Village. I believe this is a good idea and seek the board's concurrence to stop the effort to sell the truck and place it on display.
- The new drainage pipes and ditch worked well during the rain storms just experienced at Campo. As expected, additional rip rap is required at the end of the pipes. It is anticipated that the remaining small pieces of concrete in the south entrance area will be placed where needed when removed.
- I still hope for a hammer and excavator from Hawthorne Equipment to finish the rock job and to smooth out the concrete areas.
- I will be out of town from late May until sometime in August. My goal is to finish the above work prior to my leaving.
- I hope to find out the jobs assigned to workcampers and who might be available to assist me in various jobs at the Campo Railroad Museum.

Pacific Southwest Railway Museum Association, Inc.

Statement of Activity

January 1 - March 17, 2025

**Accrual Basis Monday, March 17, 2025 08:00 AM GMT-07:00 1/2**

TOTAL

Revenue

Income 2,030.00

Campo Depot Sales 10,533.73

Donations 8,664.01

Etix Ticket Sales 6,509.95

Interest/Dividend Earned 1,241.70

Misc Income 7,130.20

Propane Farm 3,000.00

Uncategorized Income 2,265.42

**Total Income 41,375.01**

Membership 4,317.23

Rental Property 4,950.00

**Total Revenue \$50,642.24**

**GROSS PROFIT \$50,642.24**

Expenditures

Administration 4,151.49

Advertising/Promotional 877.30

Contract & professional fees -49.99

Gift Shop Non-Stock 1,737.99

Gift Shop Stock 2,669.79

Insurance (D&O, Property, Liability) 18,940.79

Member Services **819.04**

Memberships & subscriptions 771.23

Printing 1,432.10

**Total Administration 31,349.74**

ARPA Grant Expenses 23,262.44

Bunny Trains 271.05

Equipment 3,344.63

Fuel 220.00

**Total Equipment 3,564.63**

Facilities 34,741.80

Utilities 6,630.07

**Total Facilities 41,371.87**

Museum Services 1,082.33

Library 466.77

**Total Museum Services 1,549.10**

North Pole Limited 10,271.38

Operations 8,794.66

Uncategorized Expenses 2,030.00

Wine Train 5,901.44

**Total Expenditures \$128,366.31**

**NET OPERATING REVENUE \$ -77,724.07**

TOTAL

NET REVENUE \$ -77,724.07

Kenneth Kahan

9430 Alto Drive  
La Mesa, CA 91941  
619-548-0615  
fireman2353@cox.net

# Estimate

Date	Estimate #
3/12/2025	1143

Name / Address
PSRMA 750 Depot Street Campo, CA 91906

			Project
Description	Qty	Rate	Total
UC Type Control Valve	2	395.00	790.00
UC Type Equalizing Portion	2	395.00	790.00
Approximate cost of rubber parts per valve if needed	4	100.00	400.00T
Pricing assumes normal valve condition, not years of rust setting off of cars.		<b>Subtotal</b>	\$1,980.00
		<b>Sales Tax (7.75%)</b>	\$31.00
		<b>Total</b>	\$2,011.00

# Quotation

2/24/2025 11:03:09 AM



Remit To: PowerRail Distribution Inc.  
 182 Susquehanna Ave  
 Exeter PA 18843  
 UNITED STATES  
 570-883-7005

Estimate No: 8361271  
 Quote Date: 2/24/2025  
 Expiration Date: 3/26/2025  
 Salesperson: 193

Customer: 1680

Invoice To: Robert Smith  
 Pacific Southwest Railway Museum  
 4695 Nebo Dr  
 La Mesa CA 91941  
 UNITED STATES

Deliver To: Robert Smith  
 Pacific Southwest Railway Museum  
 4515 60th Street  
 San Diego CA 92115  
 UNITED STATES

Phone: 1 (858) 222-9729

Fax:

Line	OEM Item	Item	Description	Qty	UM	Unit Price	Extended Price	Lead Time
1	8370302	E8370302LH	Deflector With Mirror on Bottom	1	EA	706.75	706.75	45
			Unit Weight: 6.600	HTS Code:				
2	8370302	E8370302RH	Deflector With Mirror on Bottom	1	EA	706.75	706.75	45
			Unit Weight: 6.600	HTS Code:				

Wire To:	JP Morgan Chase	Sale Amount:	1413.50
Bank Transit No:	02100002		
Account No.:	576873635	Surcharge:	0.00
Payment Terms:	C.O.D.	Sales Tax:	0.00
Currency:	USD		
		Misc/Freight Charges:	0.00
Special Instructions:		Total Amount:	1413.50

\* Stock Items are subject to prior sale and can take up to 7 days to make available for delivery.\*

\* Prices are valid for quoted quantities of current stocked material only. Prices are subject to change without notice.\*

This transaction is governed by PowerRail's Terms and Conditions

<b>ASSUME TWO TRAINS</b>				
<b>Expense Item</b>	<b>Number of Items Needed</b>	<b>Cost per Item</b>	<b>Total Cost</b>	<b>Notes</b>
Wine glasses washed	840	\$0.45	\$378.00	
Flutes washed	44	\$0.45	\$19.80	
Water glasses washed	140	\$0.45	\$63.00	
Water pitchers washed	44	\$0.45	\$19.80	
Tasting Wine - 6(12 + 1 spare)	78	\$15.00	\$1,170.00	2 Oz pours
Sparkling Wine for 1509	3	\$15.00	\$45.00	4 oz pour
DD Non-Alcoholic	84	\$1.00	\$84.00	Assume 10% of 840 DD
Catering - Charcuterie	140	\$6.00	\$840.00	
Catering - Dessert	140	\$2.50	\$350.00	
Porta-potty	1	\$180.00	\$180.00	
<b>TOTAL</b>			<b>\$3,149.60</b>	
25 ounces per standard wine bottle				
2 oz pours = 12 glasses per bottle				
70 glasses = 6 bottles of each wine				
For two trains - 12 plus one spare				
13 bottles x 6 wines = 78				