

National Society Descendants of American Railroad Workers
Special Meeting
Virtual by Zoom
21 May 2024

President Elaine Baldasare called the meeting to order at 7:01 PM Eastern Time.

Twenty-six members were present.

President Baldasare introduced the officers of the society:

Vice President	Beverly Schuele
Registrar/Treasurer	Aaron Cross
Recording Secretary	Lorraine Sims
Corresponding Secretary	Kim Defibaugh

President Baldasare has appointed Janisue Rigel as an Advisor to the Executive Board and Gwen Causey to serve as Parliamentarian.

The minutes of the 21 Mar 2024 Annual Meeting were read by Recording Secretary, Lorraine Sims. The minutes were approved as read.

Old Business

The Executive Board has agreed to the proposed Bylaws and Standing Rules and presented them to the membership for their approval. Each Article and Standing Rule was presented individually for discussion.

Bylaws

Vice President Schuele presented a summarization of the proposed Articles:

Article I – Name

There was no debate.

Article II – Objects and Purposes

There was no debate.

Article III – Members

There was no debate.

Article IV – Fees & Dues

There was no debate.

Article V – Officers & Duties

There was no debate.

Article VI – Appointed Officers

The motion was made by Shirley Vanderbeck, and seconded, to add “Electronic” to the third sentence so it reads: “They shall not speak for or against a motion or vote by voice or raise of hand, but may vote by ballot as members at Annual, Regular, Special, or Electronic meetings.” A poll vote was taken. The motion passed.

Article VII – Nominations & Elections

There was no debate.

Article VIII – Meetings

There was no debate.

Article IX – Executive Board

There was no debate.

Article X – Committees

There was no debate.

Article XI – Amendments

There was no debate.

Article XII – Parliamentary Authority

There was no debate.

The title of the Article was changed to Parliamentary Authority and being a grammatical correction required no debate or vote.

Article XIII – Indemnification and Liability

There was no debate.

Article XIV – Dissolution

There was no debate.

Standing Rules

Vice President Schuele presented a summarization of the twelve proposed Standing Rules:

1. Fiscal Year
There was no debate.
2. Fees
There was no debate.
3. Expenditures
There was no debate.
4. Sash for Incoming National President
There was no debate.
5. Sash for Outgoing National President
There was no debate.
6. Gifts & Donations
There was no debate.
7. Record Retention
There was no debate.
8. Ballots
There was no debate.
9. Rules for Holding Electronic Meetings
10. Automatic Grammatical Changes
There was no debate.
11. Termination of Standing Rules
There was no debate. The title of this Standing Rule was added and being a formatting correction required no debate or vote.
12. Privacy Information
There was no debate. The title of this Standing Rule was added and being a formatting correction required no debate or vote.

The motion was made by Shirley Vanderbeck, and seconded, for Standing Rule #9 to reflect wording in Robert's Rules of Order, 12th Edition. The following wording was submitted by our Parliamentarian, Gwen Causey.

- a. **Login information.** The National Corresponding Secretary shall send by e-mail to every member a meeting notice including the time of the meeting and the URL and codes necessary to connect to the Internet meeting service.
- b. **Login time.** The National Corresponding Secretary and/or the National President shall schedule an electronic meeting to begin at least 15 minutes before the start of each meeting.

- c. **Signing in and out.** Members shall identify themselves as required to sign in to the meeting, maintain Internet and audio access throughout the meeting whenever present, and sign out upon any departure before adjournment.
- d. **Quorum calls.** The presence of a quorum shall be established by audible roll call at the beginning of the meeting.
- e. **Technical requirements and malfunctions.** Each member is responsible for their own connection by Internet media and no action shall be invalidated on the grounds that the loss or poor quality of a member's individual connection prevented participation in the meeting.
- f. **Forced disconnections.** The National President or National Corresponding Secretary may direct the muting of a member's connection if it is causing undue interference with the meeting.
- g. **Assignment of the floor.** To seek recognition a member shall raise their hand.
- h. **Interrupting a member.** A member who intends to make a motion or request shall raise their hand.
- i. **Motions submitted in writing.** A member intending to make a main motion, to offer an amendment, or to propose instructions to a committee, shall, before being recognized, post the motion in writing to the online area designated by the Recording Secretary for this purpose, preceded by the member's name.
- j. **Display of motions.** The Recording Secretary shall designate an online area exclusively for the display of the immediately pending question and other relevant pending questions.
- k. **Voting.** An anonymous vote conducted through the designated internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote supports anonymous voting and visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and revealing the results of the vote.
- l. **Video display.** [For groups using video, but in which the number of participants is too large for all to be displayed simultaneously:] The chair, the Recording Secretary, or their assistants shall cause a video of the chair to be displayed throughout the meeting, and shall also cause display of the video of the member currently recognized to speak or report.

A poll vote was taken. The motion passed.

Hearing no further discussion, the members were presented with a poll vote to approve the Bylaws and Standing Rules as amended. A majority voted in the affirmative and the Bylaws and Standing Rules were adopted on 21 May 2024.

Two offices, Chaplain and Historian, were not filled by the Nominating Committee in March. The Executive Board recommends Linda Kay White as Chaplain and Glenn Martin as Historian. Hearing no nominations from the floor, a poll vote was taken for each nominee. A majority voted in the affirmative for Linda Kay White and Glenn Martin, therefore both were elected.

President Baldasare reported on the progress the Executive Board is making. NSDARW made a monetary donation to the Railroad Museum in NC. A yearbook is in the planning stages. We are working on a Ritual for our meetings. A new logo has been designed. We are in discussions with CityPride regarding insignia design and order fulfillment. Our NSDARW website has a section for displaying stories about our ancestors. We are working on a tri-fold brochure to share information about our society.

For the immediate future, all meetings will be held via electronic meeting platform (Zoom). Members will be given at least a 30-day notice for Annual and Regular meetings.

If you need the password for the NSDARW Members Only website, please contact Kim Defibaugh at nsdarw.corsec@gmail.com.

Vice President Schuele gave a report.
Registrar/Treasurer Cross gave a report.
Corresponding Secretary Defibaugh gave a report.

New Business

The Executive Board approved to grant charter membership to members approved no later than 21 May 2024 which will apply to 116 members. We are working on recognition for the next 84 members to take our total to 200.

The Executive Board will review Bylaws Article III, Section 2 to widen the scope of Ancestor Service to be in alignment with the eligibility criteria posted on our NSDARW website.

There being no other business, the meeting adjourned at 8:00 PM Eastern Time.

Lorraine Sims, Recording Secretary