

DRAFT

MINNESOTA STREETCAR MUSEUM

MINUTES

Board of Directors Meeting
7:00 PM – Thursday – February 5, 2026
Computer Tele-Conference using Zoom Application
Minneapolis, MN

Directors Present:	John Dillery Aaron Isaacs Katie Barron	David Downs Karen Kertzman	Ben Franske Jim Vaitkunas
Directors Absent:	Dave French Elaine Love	Andy Jacob	Darel Leipold
Others Present:	Todd Bender Brian Long	Pat Cosgrove Bill Pekarna	Jerry Draeger Tim Gephart

The meeting was called to order at 7:00 PM.

The agenda was approved with the addition under new business that the directors will review a recommended change to MSM's bylaws.

Approval of the minutes of the board of directors meeting held on December 18, 2025.

MOTION: Made by Karen Kertzman; Second by Ben Franske

The minutes of the board of directors meeting held on December 18, 2026 are approved as to form and content.

VOTE: Yes 7–No – 0 **Motion Approved.**

Board Chair's Report. Board Chair **Aaron Isaacs** began by stating that he had only a couple of brief comments for this meeting.

Chair **Isaacs** recalled the January 2026 long-range planning session, noting that all attendees were present and a summary is available in the January-February 2026 *Streetcar Currents* newsletter. He applauded the effective discussions and swift consensus reached. **Isaacs** stated that several CHSL projects are already underway. The City of Minneapolis has no objections to replacing the small building under the Linden Hills boulevard bridge, provided the usual permit process is followed. MSM also needs approval from the Heritage Preservation Commission, as CHSL is on the National Register of Historical Places.

Now that obtaining the necessary approvals for the project seems to be a formality, **Isaacs**, Chief Engineer **Keith Anderson**, and Isaac Car barn Shop Foreman **Dennis Stephens** will proceed to replace the small garage under the Linden Hills Blvd bridge with a larger structure. CHSL currently has up to ten projects listed, and **Isaacs** notified the board that instead of having MSM volunteers manage these tasks, he believes it would be

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it would be better to hire a general contractor to oversee major undertakings like extending the Isaac carbarn pit and the other projects. Hiring a general contractor would not involve the repairs to or replacing the Excelsior carbarn doors. **Jerry Draeger** is “on top of” that project. As a sidenote, Chief Engineer **Anderson** had asked for an Assistant Engineer for MSM who lives in the Twin Cities and **Draeger** has agreed to be the Assistant Chief Engineer.

In other personnel changes, **Katie Barron** will be MSM’s on-line content manager. However, **Ben Franske** will remain MSM’s information technology manager. In response to the notice in the recent *Streetcar Currents* newsletter, MSM member **Sarah Dibble** has agreed to post items on MSM’s Facebook page, and we’re in the process of getting the necessary credentials and information to her. **Rod Eaton**, who previously managed Facebook content, has also been providing **Dibble** with updates on how MSM’s Facebook page was run. With **Barron** and **Dibble** joining us, our online presence will soon be revitalized.

Treasurer’s Report. Treasurer **Dave Downs** started his report by commenting that all present have received the proposed FY 2026 budget (attached to these minutes). **Downs** stated that one change to the draft budget sent out earlier was the lower expense for two new furnaces for the Isaacs carbarn shop. Chair **Isaacs** commented that this expense was a “placeholder” in the budget because the two furnaces apparently had not been maintained for the last fifteen years, and with a scheduled inspection and maintenance by a heating technician they may not need to be replaced. In addition, the expense to replace the furnaces is closer to \$15k rather than the \$20k originally suggested.

Downs then asked **Isaacs** if the expense for the general contractor who will manage the several improvements to the CHSL carbarn previously mentioned should be included in the budget. **Isaacs** replied that we don’t know yet how much that amount would be. Because the cost of several of the projects is not known, he recommends that we amend the budget later when firm costs for the projects and the general contractor are known.

When asked by **Isaacs** if there were questions or comments on the budget, none were heard from the Directors. **Isaacs** commented that as in the past, the MSM budget is a conservative one and MSM typically tends to underestimate revenue and overestimate expenses. He stated that if the projects projected to be executed in FY 2026 are done, MSM will spend approximately \$150k in capital projects with about \$100k coming from our investment account with the rest from general revenues. The museum will continue to follow the general financial philosophy that we will use the savings to maintain our infrastructure while keeping a strategic reserve of around \$100-200k.

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Director **John Dillery** asked why the ridership estimate for FY 2026 is below the actual ridership numbers for 2025. **Isaacs** replied that ridership over the last few years have been flat or slightly down. While the current ridership estimate for 2026 might be slightly lower than in 2025, the estimates are in line with our conservative financial planning philosophy. Hopefully the current ridership estimate will be exceeded in 2026.

There being no further comments or questions, Chair **Isaacs** called for a motion to approve the FY 2026 budget.

<p>MOTION: Made by Dave Downs; Seconded by Katie Barron The fiscal year 2026 budget is approved as to form and content. VOTE: Yes – 7; No – 0 Motion carried.</p>

New Business. Chair **Isaacs** then asked Secretary **Jim Vaitkunas** to discuss his recommendation to change two sections of MSM's bylaws.

Vaitkunas began by providing background on the recommended changes. In January 2025, questions were raised by a museum member regarding the nominating process and the timelines for electing directors to the board as specified in MSM's bylaws. **Vaitkunas** restated the process and timelines to the directors. He further commented that the actual process by which director vacancies have been filled over the last 20 years was not in compliance with the bylaws. In his opinion, the process and timelines were overly complicated and unrealistic for a small organization. **Vaitkunas** had planned to propose changes to the bylaws after the last annual meeting but unfortunately forgot to do so. So, a year later the bylaws still need to be changed to reflect how vacancies on the board are nominated.

Vaitkunas continued that he asked MSM member **Louis Hoffman** to review the bylaws and propose changes to section 4.3 *Nominations* and 4.4 *Elections*. **Hoffman** did that and the proposed changes were presented to the directors (attached to these minutes). **Vaitkunas** then explained and commented on the proposed changes to sections 4.3 and 4.4 as shown on the document. After some discussion on the nomination and election timelines, and other provisions in the two sections, the directors agreed to the following.

1. Prior to the deadline for announcing the annual meeting date to the members, the Secretary will ask the incumbent directors if they want to stand for reelection. If they do, then the nominating process is finished. If they do not wish to be reelected, then the Secretary will recruit a replacement(s) from among the members and propose the candidate(s) to the directors.
2. The Secretary will notify members of the annual meeting and election no later than thirty (30) days prior to the annual meeting and set a deadline of fifteen (15) days prior to the annual meeting for nominations from MSM's members.

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Continuing, **Vaitkunas** then expressed concern regarding the contested election. If a third candidate nominated by a museum member is elected to the board, and one of the incumbents is a museum officer who comes in third in the balloting, the incumbent officer would be removed from the board. Member **Pat Cosgrove** suggested that if an officer is bumped off the board, they can remain as an *ex-officio* member. Chair **Isaacs** replied that our bylaws do not provide for an *ex-officio* member of the board.

Vaitkunas then continued by expressing concern about having the contested election using a secret ballot if/when it occurs. Chair **Isaacs** replied that a contested election at the annual meeting using Zoom could be done with a show of hands of the members present with counting the votes should be sufficient for MSM. After brief discussion, the directors present concurred with this recommendation.

Vaitkunas then recommended that the changes to sections 4.3 and 4.4, as shown on the attached document, be approved by the board.

Chair **Isaacs** then called for the motion to amend the MSM bylaws.

<p>MOTION: Made by Karen Kertzman; Seconded by Katie Barron Sections 4.3 and 4.4 are amended as displayed on the attached document. VOTE: Yes – 7; No – 0 Motion carried.</p>

Adjournment. There being no further business or reports, the meeting adjourned at 7:28 PM.

DRAFT

James A. Vaitkunas
Corporate Secretary
Minnesota Streetcar Museum

Attachments

1. FY 2026 proposed budget
2. Recommended changes to MSM bylaws sections 4.3 and 4.4

5220 Permits, Licenses, & Dues			\$ 250.00	\$ 350.00	\$ 620.00	\$ 600.00	\$ 870.00	\$ 950.00
5230 Volunteer Services					\$ 266.93	\$ 1,200.00	\$ 266.93	\$ 1,200.00
5240 Postage / Shipping (Operations)					\$ 118.47	\$ 100.00	\$ 118.47	\$ 100.00
5290 Special Events	\$ 3,289.69	\$ 5,100.00	\$ -	\$ 500.00			\$ 3,289.69	\$ 5,600.00
Total 5200 Operations	\$ 3,289.69	\$ 5,100.00	\$ 250.00	\$ 850.00	\$ 1,005.40	\$ 1,900.00	\$ 4,545.09	\$ 7,850.00
5300 Insurance					\$ 36,625.46	\$ 35,000.00	\$ 36,625.46	\$ 35,000.00
5400 Utilities								
5410 Electricity					\$ 7,576.22	\$ 8,000.00	\$ 7,576.22	\$ 8,000.00
5420 Natural Gas					\$ 2,033.07	\$ 2,100.00	\$ 2,033.07	\$ 2,100.00
5430 Water & Sewer					\$ 1,789.03	\$ 2,000.00	\$ 1,789.03	\$ 2,000.00
5470 Security System					\$ 1,987.98	\$ 2,000.00	\$ 1,987.98	\$ 2,000.00
Total 5400 Utilities					\$ 13,386.30	\$ 14,100.00	\$ 13,386.30	\$ 14,100.00
5500 Marketing & Communications					\$ -	\$ 200.00	\$ -	\$ 200.00
5600 Exhibits & Archive Aquisition					\$ 1,780.39	\$ 1,000.00	\$ 1,780.39	\$ 1,000.00
5800 Merchandise Cost					\$ 7,178.38	\$ 15,000.00	\$ 7,178.38	\$ 15,000.00
6020 Phone & Internet					\$ 5,159.41	\$ 5,000.00	\$ 5,159.41	\$ 5,000.00
6030 Administrative Expenses					\$ 641.50	\$ 2,000.00	\$ 641.50	\$ 2,000.00
6031 Postage, Shipping and Handling (admin)					\$ 239.88	\$ 300.00	\$ 239.88	\$ 300.00
6035 Technology					\$ 616.48	\$ 4,723.00	\$ 616.48	\$ 4,723.00
6060 Membership Publications					\$ 16,796.62	\$ 13,000.00	\$ 16,796.62	\$ 13,000.00
6090 Other Admin Expense								
6092 Bank Service Charges					\$ 40.00	\$ 100.00	\$ 40.00	\$ 100.00
6093 Credit Card Service Charge					\$ 3,850.91	\$ 4,000.00	\$ 3,850.91	\$ 4,000.00
6600 Reconciliation Discrepancies					\$ 283.68	\$ -	\$ 283.68	\$ -
Total Expenditures	\$ 10,492.80	\$ 33,864.00	\$ 13,735.41	\$ 22,650.00	\$ 87,604.41	\$ 96,323.00	\$ 91,144.10	\$ 102,273.00
Net Operating Revenue	\$ 85,999.69	\$ 63,898.00	\$ 674.32	\$ (7,650.00)	\$ (49,448.93)	\$ (55,123.00)	\$ 57,913.60	\$ 51,689.00
7051 Capital Improvement Projects								
ESL Winona #10 Window Shades						\$ 2,000.00		\$ 2,000.00
ESL Roof Replacement						\$ 35,000.00		\$ 35,000.00
ESL Carbarn Doors						\$ 20,000.00		\$ 20,000.00
ESL Mesaba 10 Restoration						\$ 10,000.00		\$ 10,000.00
CHSL 1239 Truck Replacement						\$ 30,000.00		\$ 30,000.00

CHSL Pit Extension and remove concrete sill						\$ 35,000.00		\$ 35,000.00
CHSL Excavate apron area, place trap rock						\$ 5,000.00		\$ 5,000.00
CHSL Replace Furnace						\$ 20,000.00		\$ 20,000.00
CHSL Extend Roof Gutter on Ready Barn						\$ 500.00		\$ 500.00
Total 7051 Capital Improvement Projects	\$ 0.00		\$ 0.00		\$ 0.00	\$ 157,500.00	\$ 161,263.00	\$ 157,500.00
Net Revenue	\$ 86,000	\$ 63,898	\$ 674	-\$ 7,650	-\$ 49,449	-\$ 212,623.00	-\$103,349.40	-\$ 105,811.00

~~Section 4.3 —NOMINATIONS. Candidates for Director positions may be nominated either by the Nominating Committee or by petition, as follows:~~

Section 4.3 NOMINATIONS. Directors shall be elected as follows:

~~4.3.1—Nominating and Election Committee. The Nominating and Election Committee (see Section 6.1.3) shall select such persons as nominees who it determines to be willing, able and best qualified to be candidates for the Director positions to be filled in that calendar year. The committee, if it chooses to do so, may select more nominees than the number of positions to be filled. The committee will deliver its recommendations to the Secretary no later than seventy-five (75) days prior to the next Annual Meeting of Members.~~

4.3.1. The Secretary shall notify the membership of the end of the terms of directors whose terms are expiring **no later than** 30 days before the date scheduled for the Annual Meeting, indicating the names of the directors whose terms are expiring and whether said directors are standing for election to another term, and the process for nomination for election at the upcoming annual meeting.

4.3.2. The process shall include a deadline before the annual meeting that is sufficiently in advance of the annual meeting to allow for the conduct of an election, either electronically, in person at the annual meeting, via the United States Mail, or by another recognized means. If there are more candidates than vacant positions, the Chair shall appoint an Election Committee of at least three Regular Members, at least one of whom is not a Board Member and none of whom are Board Members seeking re-election to conduct the election.

4.3.3 Petition. Any eligible person may be nominated as a candidate for Director by a petition signed by representatives of at least ten (10) Members. The petition must contain the name of the nominee, a brief resume of the nominee and the nominee's written consent to the nomination. Any such petition must be delivered to the Secretary no later than fifteen (15) days prior to the next Annual Meeting of Members.

4.3.4 Any nominee may withdraw his/her name by request to the Secretary.

Section 4.4 ELECTIONS. New directors and current directors shall be elected or re-elected by the members ~~at the annual meeting.~~

4.4.1 Election of Directors. Directors will be elected by a simple majority of members ~~present at the annual meeting.~~ Write-in candidates on ballots are prohibited.