

MMRHS

By-laws:

Adopted by vote of the membership on 9/1/98.
Cancels and supersedes all previous versions of these By-Laws.

Drafted at the meeting of the Board on: 4/14/98. Further edited by
Directors Mitchell & Westcott on 5/5/98.

ARTICLE I: NAME:

Section 1: The name of the Corporation shall be the: Mid-Michigan Railway
Historical Society and Scale Replica Railroad Association, Inc.

ARTICLE II: PURPOSE:

Section 1: The purposes of the organization shall be as stated in the
Articles of Incorporation.

ARTICLE III: FISCAL YEAR:

Section 1: The fiscal year for this corporation shall be from 12:01 a.m. of
January 1 to midnight of December 31 of each calendar year.

ARTICLE IV: DIRECTORS AND OFFICERS:

Section 1: The business, affairs, and property of this corporation shall be
managed and controlled by a Board of Directors as set forth in Article IX
of these Bylaws.

Section 2: The officers of this corporation shall be elected from the
membership of the Board of Directors as set forth in Article XI of these
Bylaws.

ARTICLE V: DISSOLUTION:

Section 1: Dissolution of this corporation at any time shall be made only
upon affirmative vote of three-fourths (75%) of the eligible voting
membership.

Section 2: Property disposal in the event of dissolution shall be as
specified in the Articles of Incorporation of this organization.

ARTICLE VI: AMENDMENTS:

Section 1: These By-Laws may be amended or revised by an affirmative
vote of not less than two-thirds (66%) of the eligible voting membership
in attendance at any Annual Business Meeting of the voting membership.

Section 2: These By-Laws may also be amended or revised by an affirmative vote of not less than two-thirds (66%) of the eligible voting membership in attendance at any Special business meeting, and later confirmed by a second affirmative vote of not less than two-thirds (66%) of the eligible voting membership in attendance at another Special business meeting held at least thirty (30) days after the first meeting, and then only after all voting members have been notified of such proposal within that period.

ARTICLE VII: MEMBERSHIP:

Section 1: SIZE: The membership of the organization, both M.M.R.H.S. and any subgroup thereof, shall consist of an unspecified number of Regular Members (voting), Sustaining Members (voting), Junior Members (non-voting), and Honorary Members (non-voting).

a) A Junior Member in good standing, with one year or more as a Junior Member, who turns eighteen (18) years of age, may be voted to Regular Membership.

b) An Honorary Member who desires and meets the qualifications for Regular Membership may be voted to Regular Membership in addition to their Honorary Status.

Section 2: AGE: All applicants for Regular Membership or Sustaining Membership must be eighteen (18) years of age or older, age limits for the other classes of membership shall be set from time to time by the Board of Directors.

Section 3: APPLICATION: All applicants for membership in this organization must be made to the Secretary on the prescribed form.

All applications for membership shall be subject to acceptance by the Board of Directors.

Section 4: QUALIFICATIONS and RULES: Unless specifically stated in these By-Laws, qualifications and rules for the various classes of membership shall be set by the Board of Directors from time to time as conditions warrant. A written list of all such rules and qualifications shall be available on request to the Secretary by any member or applicant for membership.

Section 6: DUES: Shall be as stated in Article XIV of these By-Laws. Dues shall be due as stated in Section 4 of the above Article of these By-Laws.

Section 7: EXPULSION: Any member may be expelled from the membership upon an affirmative vote of three-fourths (75%) of the eligible voting members at any regular business meeting for any of the following reasons:

- a) Refusal to pay dues, or special assessments, promptly and in full, where such refusal is not justified in the opinion of a majority of the Board of Directors.
- b) Consistent violation of the rules of conduct, operation, and House Rules.
- c) Lack of interest or effort to conform to the corporation principles or purposes as established.
- d) Gross insubordination.
- e) For any definite reason deemed sufficient by the Board of Directors, subject to a majority affirmative vote of the eligible voting members at any business meeting.

Section 8: REFUND OF DUES: Any member expelled in accordance with the provisions of Section 7 of this article may not be reimbursed for any dues, or assessments paid in advance of the date of such expulsion.

Section 9: LEAVES: Any member may be granted a leave of absence for any reason deemed sufficient by the Board of Directors. Any such member will continue as an inactive member without vote until reinstated by the Board of Directors. Upon application to the Board for reinstatement, the Board shall act on the request not later than the next business meeting following the application date. Any inactive member reinstated by the Board of Directors shall be returned to his or her class of membership held at the time the leave of absence was granted, without loss of seniority.

ARTICLE VIII: MEETINGS:

Section 1: LOCATION: Meetings of the membership shall be held in the organization's quarters, or other regular location specified by the Board of Directors. Meetings may be held at other locations, as required, and as may be designated in advance by the Board of Directors.

Section 2: ANNUAL BUSINESS MEETING: The Annual Business Meeting shall be held on the first Sunday of November of each calendar year. During this meeting reports of all officers must be received and filed, and members of the Board of Directors must be elected for the ensuing term of office. The order of business at the Annual Business Meeting shall be:

- a) Meeting called to order by the President

- b) Roll call, determination if a quorum is present
- c) Reading of the minutes of the last annual meeting
- d) Reading of minutes of the most recently held prior business meeting
- e) Reports of the officers, read to the attending membership, and presented in writing to the Secretary
- f) Old business
- g) New business
- h) Election of Directors
- i) Adjournment by the president

Section 4: (deleted)

Section 5: SPECIAL BUSINESS MEETINGS: Special Business Meetings of the organization may be called at any time by the Board of Directors, President, Vice-President, or a majority of the eligible voting members.

Section 6: VOTING RIGHTS: Subject to the law of the State of Michigan, each eligible voting member of active status shall be entitled at any business meeting to one vote.

Section 7: PROXIES: A member entitled to vote in person may instead vote by proxy executed in writing and delivered to the Secretary. All such proxies must be signed and dated, and shall not be valid after four (4) months of the stated date. Such proxies must state clearly and specifically, item by item, the voter's position on the issue or issues. Vaguely worded, imprecise, or unreadable proxies will be counted as abstentions. A proxy may contain secret ballots, with instructions to the Secretary on which office each ballot is to be cast for. The Secretary will deposit such ballots in the ballot box at the beginning of each secret ballot election, notifying the attending membership of whose ballot is being cast. All proxies will be voted by the Secretary, as per the voter's instructions. The proxies, once voted on, will be kept on file for one year from the date of the election or vote

Section 8: QUORUM: The presence, in person or by proxy, of one-third (33%) of the eligible voting members of the organization at the time of the meeting, shall constitute a quorum. In the event that a quorum is not present at a business meeting, no business of the organization may be acted upon, though discussions may be held. Once any business meeting is called to order with a quorum present, members can continue to do business until adjourned even though enough members withdraw to leave less than a quorum present.

- a) Whenever the number of voting members required to constitute a quorum, elect some person, or pass some motion shall be some whole number plus a fraction (as a result of applying the required percentages), such fractional portion shall be deleted.

Section 9: INFORMAL ACTION BY MEMBERS: Any action that may be taken at a meeting of the members may be taken without a meeting if a consent in writing setting forth the action shall be signed by three-fourths (75%) of the members entitled to vote on the action, and shall be filed with the Secretary of the corporation. This consent shall have the same effect as a three-fourths (75%) affirmative vote at a member's meeting.

Section 10: ADDITIONAL MEETINGS: Extra non-business meetings for the purpose of operation or layout work on maintenance, construction, repair, or transportation of the layout or other corporation properties, may be called by the President, Vice-President, a majority of the Board of Directors, or a majority of the eligible voting members.

ARTICLE IX: BOARD OF DIRECTORS:

Section 1: NUMBER, QUALIFICATIONS AND TERM OF OFFICE: The business, affairs, and property of the corporation shall be managed and controlled by a Board of Directors consisting of seven (7) voting members, elected at large from the active voting membership of the corporation in accordance with qualifications as set forth herewith.

- a) No person may become a Board member until after he/she has been a Regular or Sustaining member of active status for a period of not less than one year
- b) A Board member, once elected, must maintain Regular or Sustaining membership in the organization at all times during his/her term on the Board. Failure to maintain Regular or Sustaining membership will mandate a resignation from the Board.
- c) Each year at the Annual Business Meeting an election shall be held to elect new Directors to fill pending vacancies in the Board of Directors.
- d) Each Director shall hold office for a period of three (3) years, beginning January 1 of the year following his/her election, or until their successors are elected and installed.
 - 1) The terms of the Directors are to be staggered in a three year sequence as follows: Two (2) Directors are to be elected in one year, with two (2) Directors elected in the following year, and three (3) Directors elected in the last year of the sequence. Thus,

in any given year only two (2) or three (3) Directors are to be elected.

Section 2: VACANCIES: In the event a vacancy occurs on the Board of Directors, the vacancy shall be filled during the next regular business meeting of the corporation by election of a Director for the remainder of the unexpired term.

- a) Until such time as a vacancy on the board of Directors can be filled by an election, the remaining members of the Board of Directors can continue to conduct all corporation business.
- b) The members of the board of Directors may declare vacant the office of a Director who is convicted of a felony or who is declared of unsound mind by an order of Court.

Section 3: COMPENSATION: Directors shall not receive a salary for their services as Directors. A Director may serve the corporation in a capacity other than that of Director, and receive compensation for the services rendered in that other capacity.

Section 4: REMOVAL: At a meeting of the Board of Directors called for that purpose, the entire Board of Directors or any individual Director may be removed from office without assignment of cause by the vote of five or more of the Directors entitled to vote. At any business meeting the entire Board of Directors or any individual Director may be removed from office without assignment of cause by a three-fourths (75%) affirmative vote of the eligible voting membership of the corporation.

ARTICLE X: MEETINGS OF THE BOARD:

Section 1: LOCATION: The Board of Directors shall meet at any location chosen by a majority of the Board.

Section 2: FREQUENCY: Meetings of the Board shall be held at any time chosen by a majority of the Board.

Section 3: SPECIAL MEETINGS: Special meetings may be called at any time by the President, by the Secretary, or by a majority of the Board of Directors.

Section 4: NOTICE: Notice of any Board meetings must be given by the Secretary to all Board members, at least three days in advance of any regular meeting and as early as possible for special meetings, either in the newsletter or by other means.

Section 5: ATTENDEES: Voting members of the corporation may attend Board meetings, though they shall have no vote at such meetings unless they are a member of the Board. Notice of Board meetings need not be

given to any person not on the Board of Directors, unless otherwise ordered by the Board of Directors.

Section 6: QUORUM: At meetings of the Board of Directors a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the Directors in attendance shall be the acts of the Board.

a) Whenever the number of Directors required to constitute a quorum, elect some officer, or pass some motion shall be some whole number plus a fraction (as a result of applying the required percentages), such fractional portion shall be deleted.

Section 7: INFORMAL ACTION: If all the Directors consent in writing to any action taken or to be taken by the corporation and the writing or writings evidencing their consent are filed with the Secretary of the corporation, the action taken shall be as valid as though it was authorized at a meeting of the Board.

Section 8: ELECTION OF OFFICERS: The Board of Directors, immediately following the Annual Business Meeting of the membership, shall hold a meeting to elect new officers, who shall hold office from the time set in Article XI, Section 3 (below). Such new officers are to be elected from the membership of the Board of Directors who shall be in office during that ensuing term. This meeting shall include the recently retired Directors and any Directors newly elected for the coming term, with the retiring President as chairman and the retiring Secretary as secretary. Officers for the ensuing term shall be elected by those Directors who shall be in office during that term. Retiring Directors shall have no vote in this election, but may offer recommendations to the Board. The election is to be held by secret ballot.

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ARTICLE XI: OFFICERS, AGENTS, EMPLOYEES:

Section 1: OFFICERS: The executive officers of the corporation shall be chosen from the Board of Directors, and by the Board of Directors, and shall consist of a President, a Vice-President, a Secretary, and a Treasurer. Other officers, Assistant officers, agents, and employees that the Board of Directors from time to time may deem necessary may be elected by the Board or be appointed in a manner prescribed by the Board.

Section 2: ELECTIONS: The officers of the corporation shall be elected as described in Article X, Section 8 of these By-Laws.

Section 3: INSTALLATION: The officers of this corporation shall be installed on January 1 of each year, and shall hold office for a period of one year, or until their successors are elected and installed, unless they are sooner removed from office as provided by these By-Laws.

Section 4: TERMS IN OFFICE: No executive officer shall serve for more than two (2) consecutive terms in the same office, unless no other candidate is available.

Section 5: VACANCIES: When a vacancy occurs in one of the executive offices by death, resignation, or otherwise, it shall be filled by the Board of Directors. The officer so selected shall hold office for the remainder of the unexpired term of the vacant office, or until his or her successor is chosen and installed.

Section 6: COMPENSATION: Officers shall not receive a salary for their services as officers. An Officer may serve the corporation in a

capacity other than that of officer, and receive compensation for the services rendered in that other capacity. The salaries, if any, of other agents and employees of the corporation may be fixed by the Board of Directors, or by an officer to whom that function has been delegated by the board.

a) In the event that any compensation paid to an agent or employee, including but not limited to, salary, contributions, commissions, bonus, interest, rent, travel expense, entertainment expense, or automobile expense incurred by the agent or employee of the corporation which shall be disallowed in whole or in part as a deductible expense by the Michigan Department of Treasury, Internal Revenue Service, or Court of Law, shall be reimbursed by said agent or employee to the full extent of such disallowance. Such amount shall be repaid to the corporation within sixty (60) days of judicial or administrative determination of such disallowance. The Board of Directors of the corporation shall have the duty to enforce payment of any such disallowance.

b) Such agents or employees as mentioned in item a) of this section may include Directors or Officers serving in alternate capacities.

Section 7: REMOVAL OF OFFICERS AND AGENTS: An officer or agent of the corporation may be removed by a majority vote of the Board of Directors whenever in their judgment the best interests of the corporation will be served by the removal. The removal shall be without prejudice to the contract rights, if any, of the person so removed

Section 8: PRESIDENT: ... POWERS AND DUTIES: The President shall be chief executive officer of the corporation, and in recess of the Board of Directors shall have general control and management of the business, affairs, and property of the corporation, subject to the right of the Board of Directors to delegate any specific power except as may be by statute exclusively conferred upon the President or such other office or officer of the corporation. The President shall preside at all meetings of the Board of Directors and at all meetings of the membership of the corporation. The President shall present at each Annual Meeting of the members a report of the business of the corporation for the preceding fiscal year. The President shall also perform whatever other duties the Board of Directors may from time to time prescribe.

Section 9: VICE-PRESIDENT: ... POWERS AND DUTIES: The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice-President shall also perform the duties and hold the title of "Superintendent of Maintenance" whose duties shall be to see that

the corporation's scale replica railroad is maintained in working order and to see that all corporation and individually owned motive power and rolling stock used on the corporation's layout conforms to the corporation standards, and is in good operating condition. No alterations or changes are to be made to the corporation's scale replica railroad without the approval of the Board of Directors and/or the "Superintendent of Maintenance". The Vice-President shall be an ex-officio member with a vote on any and all committees appointed by the President or Board of Directors for the purpose of planning any activities concerned with the maintenance, construction, alteration, or transportation of the corporation's scale replica railroad. The Vice-President shall also perform whatever duties and have whatever powers the Board of Directors may from time to time assign to that office.

Section 10: SECRETARY: ... POWERS AND DUTIES: The Secretary shall attend all meetings of the Board of Directors and all business meetings of the members, and shall keep, or cause to be kept, a true and complete record (minutes of the proceedings of those meetings. The Secretary shall give, or cause to be given, notice of those meetings to appropriate persons as set forth in these By-Laws. The Secretary shall receive all membership applications, and notify such applicants of action taken on their application. The Secretary shall carry on all correspondence and publicity as may be necessary, except as directed by the Board of Directors. The Secretary shall have custody of all prior records of the corporation, and shall keep them safe and in order for reference at any time. The Secretary shall provide ballots for the purpose of elections of Directors and Officers to all eligible voters in that election. The Secretary shall vote any written proxies delivered to the Secretary prior to any election in a true and accurate manner, to the best of his/her ability, and shall keep such proxies on file for a period of one year from the date voted. The Secretary shall also perform whatever additional duties the Board of Directors may from time to time prescribe.

Section 11: TREASURER: ... POWERS AND DUTIES: The Treasurer shall have custody and keep all accounts of all corporate funds and property unless otherwise determined by the Board of Directors. The Treasurer shall keep full and accurate accounts or receipts and disbursements and shall deposit all corporate moneys and other valuable effects in the name and to the credit of the corporation in a depository or depositories designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation and shall render to the President or the Board of Directors, whenever they may require it, an account of his/her transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall render reports of the financial condition of the corporation to the Board of Directors at each meeting thereof, and shall furnish detailed financial statement subject to audit as determined by the Board of Directors at the Annual Business meeting of the membership. The Treasurer

shall disburse all funds of the corporation subject to the approval of the Board of Directors, except such fixed expenses or contractual agreements as may have been entered into by the Board of Directors, in which case approval in each specific case of the Board of Directors is not required.

The Treasurer shall be responsible for filing all corporate tax forms, following review by the Board of Directors. To assist in this filing, the Treasurer may call for such professional assistance as may be approved by the Board of Directors.

Section 12: DELEGATION OF DUTIES: Whenever an Officer is absent, or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an Officer to any other Officer or Officers or to any Director or Directors.

ARTICLE XII: CORPORATE ACTS:

Section 1: EXECUTION OF WRITTEN INSTRUMENTS: Contracts, deeds, documents and instruments shall be executed by the President or Vice-President and attested to by the Secretary or Treasurer unless the Board of Directors shall in a particular situation designate another procedure for their execution.

Section 2: SIGNING OF CHECKS AND NOTES: Checks, notes, drafts and demands for money shall be signed by the Treasurer or other officer or officers from time to time designated by the Board of Directors. In the event no designation is made by the Board of Directors, checks, notes, drafts and demands for money may be signed by any two officers.

Section 3: VOTING SHARES HELD IN OTHER CORPORATIONS: In the absence of other arrangements made by the Board of Directors, shares of stock issued by any other corporation and owned by this corporation may be voted at any shareholders' meeting of the other corporation by the President of this corporation, or if he/she is not present at the meeting, by the Vice-President of this corporation; and in the event that neither the President nor Vice-President is to be present at a meeting, the shares may be voted by such person as the President and Secretary of the corporation shall by duly executed proxy designate to represent the corporation at the meeting.

ARTICLE XIII: CONDUCT OF MEETINGS:

Section 1: CONDUCT: All meetings shall be conducted in accordance with procedure as set forth in Robert's Rules of Order, unless such rules are temporarily suspended by the Chair of the meeting.

ARTICLE XIV: DUES:

Section 1: STRUCTURE: The dues of this organization shall be set from time to time as conditions warrant by the Board of Directors. A written list of the dues structure shall be available on request to the Secretary by any member or applicant for membership.

Section 2: (deleted)

Section 3: NEWSLETTER: All eligible voting members shall be required as a condition of membership to receive the organization's official newsletter. This may entail a subscription cost over and above the dues.

Section 4: DUE DATES: Member's annual dues, for all classes of membership, shall be payable in full on the first day of the fiscal year as stated in Article III, Section 1 of these By-Laws.

Section 5: DELINQUENCY: Any member delinquent in his/her dues for a period of two (2) months following the start of the fiscal year, shall be suspended from membership, and shall automatically be expelled from membership with complete loss of all seniority if delinquent for a period of three (3) months following the start of the fiscal year. The Treasurer shall make every effort to advise any member of his/her delinquency at the time of his/her suspension. Such advisement, before expulsion, shall include at least one written notice sent to the members last known address. Failure, however, to receive such advisement or notice does not waive the provisions of this section.

ARTICLE XV: NEWSLETTER:

Section 1: GENERAL: The corporation shall publish, or cause to have published, a quarterly newsletter providing the members with information on organization business, meetings, changes in membership, new members, changes of address, and other organization events and news, as well as informative and educational material related to the purposes of the corporation.

Section 2: NOTICE: For all events, meetings, notices, and elections publication in the newsletter prior to any given event or meeting shall constitute adequate notification of the voting membership. For this reason all voting members shall be required to take those steps necessary to receive the newsletter as a condition of membership. Other classes of membership may also be required to receive the newsletter, as determined by the Board of Directors.

Section 3: CORPORATION COPY: The Secretary shall receive, at corporation expense, one copy of the newsletter for the corporation's files.

Section 4: PUBLICATION: The Board of Directors shall decide from time to time as conditions warrant how the newsletter is to be published, whether done independently of this organization, or

cooperatively with some other organization or organizations. The Board may empower the Secretary to publish the newsletter, and empower the Treasurer to fund this operation at corporation expense; or the Board may subcontract the newsletter to some other organization to be published as a part of the other organization's newsletter. Such arrangement, if any, is to be worked out by the Board of Directors or this organization and the governing body of the other organization.

a) Since the M.M.R.H.S., Inc. will not be a social organization, it is expected that a large fraction of the membership in the M.M.R.H.S., Inc. may also hold membership in one or more of the 'socially' oriented model railroad clubs in the area. For this reason, the idea of a 'common' newsletter may result in improved communication and cooperation between the groups, and monetary savings for all concerned.

Section 5: SUBSCRIPTION: While subscription to the newsletter is required of voting members, and may be required of other members, membership in any other organization shall not be required.

ARTICLE XVI: CORPORATION RAILROAD AND EQUIPMENT:

Section 1: NAME: The name of the corporation's scale replica railroad system, if any, shall be: " _____ " ... (unspecified as of 1998).

Historical note by Director Daniel Mitchell: The name, if any, of the corporations 'RAILROAD' is a separate question from the name of the corporation's LAYOUT which is called the "Jerry Drake Memorial Layout" ... see 'Resolutions of the Board'

Section 2: IDENTIFICATION: The name of the corporation's scale replica railroad system may be used on any motive power or rolling stock owned by any individual member, provided the member properly identifies such equipment as his/her property. The Superintendent of Maintenance shall establish guidelines as to what constitutes such proper identification. In the event that such equipment is not so marked, the equipment shall automatically become the property of the corporation.

Section 3: ABANDONED EQUIPMENT: Any equipment left on the corporation's layout or on the corporation's premises which is not properly identified or claimed by a corporation member within thirty (30) days after his/her membership in the corporation ceases, shall revert to the corporation, subject to approval of the Board of Directors.

Section 4: OWNERSHIP: All permanent or semi-permanent items that are constructed by members and placed on the corporation's scale replica railroad system will become the property of the corporation, unless this section is waived in writing by the Board of Directors in some specific case or cases. This includes: Structures such as

bridges, buildings, telephone poles, trackwork, etc.; Scenery, such as rockwork, trees, mountains, lakes, rivers, etc., Electrical or electronic apparatus 'hard-wired' into the scale replica railroad system, or Benchwork such as the module frames(s), legs, shelving, tables, etc. Any member wishing to remove any such items may do so only with the approval of the Board of Directors in writing.

ARTICLE XVII: LIBRARY:

Section 1: GENERAL: This organization shall establish a library of railroad and model railroad books, magazines, documents, photographs, art, and other materials relating to the purposes of the organization.

Section 2: LIBRARIAN: The Board of Directors shall appoint one member to serve as Librarian. The position of Librarian shall be considered to be an Assistant Officership without salary. The term of office shall be unspecified. The Librarian shall have control of the day-to-day operation of the Library, within the guidelines established by these By-Laws and by the Board of Directors.

Section 3: LOCATION: The collected Library materials will be kept in the corporation's quarters, or such other location as the Board of Directors may specify.

Section 4: FUNDING: Corporation funds, in amount to be determined by the Board of Directors, shall be allocated to the acquisition of items and materials for the library, and towards the safekeeping, maintenance, storage, and indexing of the library collection.

Section 5: ACCESS: The Library materials shall be accessible to all members, and to non-members when such access is deemed to be in the best interests of the corporation's purposes in the opinion of the Board of Directors. Details of such access shall be as specified in Section 6 of this article.

Section 6: DETAILS: Details of the library operation and policies are to be set from time to time by resolution of the Board of Directors.

ARTICLE XVIII: INSURANCE:

Section 1: GENERAL: Adequate assurance of liability in the form of an insurance policy shall be provided at the expense of the corporation for personal injury or damage or theft of any equipment while in the corporation quarters or while in transit. Adequate assurance of liability in the form of an insurance policy shall be provided at the expense of the corporation for personal injury while the corporation's layout is on display in any public place. Liability for property damage shall cover damage by fire, theft, windstorm, or accident, or other coverage as may be deemed necessary by the board of Directors.

ARTICLE XIX: HOUSE RULES:

Section 1: GENERAL: Suitable 'House Rules' and regulations shall be devised and published by the board of Directors from time to time as conditions determine.

Section 2: VIOLATION: Consistent violation of such House Rules and Regulations shall be deemed sufficient reason for expulsion in accordance with Article VII Section 7 of these By-Laws.

ARTICLE XX: COPIES OF THESE BY-LAWS:

Section 1: GENERAL: The Secretary shall be directed to maintain copies of these By-Laws with all amendments and revisions, at all times, and shall, prior to the Annual Business Meeting, provide for the publication of these By-Laws with all amendments, revisions, or other changes adequately noted with the date of each such change, and shall incorporate such publications in the Secretary's annual report.

Section 2: MEMBER'S COPY: A complete copy, up to date, of these By-Laws, together with a copy of the Articles of Incorporation, is to be provided to all members of the organization at corporation expense within sixty (60) days of their initial admission to membership.

Section 3: INSPECTION: All prospective members are to have an opportunity to study the Articles of Incorporation and these By-Laws in an up to date form prior to their application for membership.

Section 4: ADDITIONAL COPIES: Copies of the Articles of Incorporation and/or these By-Laws shall be provided to any member or non-member for a fee equal to duplication costs of such papers. Such papers may be provided at the corporation's expense if in the opinion of the Board of Directors such action is in the best interests of the corporation.

ARTICLE XXI: INITIAL CONDITIONS OF OPERATION:

Section 1: A separate document dealing with the first year of operations of this organization exists, and is of historical interest only. This is on file with the Secretary. Any member may request a copy from the Secretary for a fee equal to duplication costs of such papers.