

**Resolutions
of the
Board of Directors
of the MMRHS
(as amended):**

Filed: 11/7/83 ... Amended: 8/84, 12/87, 3/98, 4/98, 8/15

Superseded portions are 'grayed out' and are no longer in force.
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I: RESOLUTIONS DEALING WITH CLASSES OF MEMBERSHIP:

A: QUALIFICATIONS FOR MEMBERSHIP: in the MMRHS, Inc., as referred to in Article VII, Section 4, of the By-Laws, shall be as follows:

1) REGULAR MEMBERS (Voting):

In the MMRHS: Shall be those who are eighteen (18) years of age or older, and who are in good standing and abide by the By-Laws and House Rules of this organization, as may be established. Adopted, class created, and dues set, at the January 1989 Annual Meeting ('88).

In the FHRR: Shall be Regular Members in the MMRHS, and meet the requirements for Regular Membership in the MMRHS as may be established, and desire to further support the Huckleberry Railroad with the payment of additional dues, and who wish to perform volunteer work on the Huckleberry

Railroad. Adopted, class created, and dues set, by the Board of Directors in mid 1994.

- 2) JUNIOR MEMBERS (Non Voting): Shall be persons between the ages of sixteen (16) and eighteen (18) years of age. Junior members shall have the same privileges as Regular Members, except they shall neither vote nor hold office.
- 3) SUSTAINING MEMBERS (Voting): The additional dues amount necessary to establish "Sustaining" status shall be set from time to time by the Board of Directors.

In the MMRHS: Shall be those who are eighteen (18) years of age or older, and who are in good standing and abide by the By-Laws and House Rules of this organization, as may be established; and who choose to pay an additional amount above the regular MMRHS dues to support the organization.

In the FHRR: Shall be those who are eighteen (18) years of age or older, and who are in good standing and abide by the By-Laws and House Rules of this organization, as may be established; and who choose to pay an additional amount above the regular FHRR dues to support the organization. Adopted, class created, and dues set, by the Board of Directors on Feb. 13, 1997.

- 4) HONORARY MEMBERS ... QUALIFICATIONS AND RIGHTS: Shall be nominated by the Board of Directors, and elected by a majority vote of the eligible voting members at any regular business meeting. Honorary members shall have no vote in the proceedings of this organization, nor shall they be required to pay dues or subscribe to the newsletter. Honorary members are welcome at all organization meetings and functions.
 - a) Honorary membership may be conferred for any time period, in one year long blocks, as deemed appropriate by the Board of Directors. Membership for life is permissible.
 - b) Honorary members may, in addition to their Honorary membership, become Regular members (with vote) upon fulfilling the qualifications of applicants for Regular membership.
- 5) HONORARY MEMBERS: As set forth in the By-Laws of this corporation, the following persons, for the following reasons, have been granted Honorary Member status in the organization:

- A) AL ZALE: In recognition of his status as an authentic railroad HOBO, and a living element of railroad history, and in recognition of his long standing good will towards the modular layout project and the other purposes of this corporation. This shall be an Honorary Membership for life.
- B) HAROLD ALLEN: This shall be an Honorary Membership for life. Adopted at the Dec. 1987 Annual Meeting.
- C) DANIEL A. MITCHELL: This shall be an Honorary Membership for life. Adopted at the Nov. 2003 Annual Meeting.
- D) BENNET RACHEFF: This shall be an Honorary Membership for life. Adopted at the Nov. 2012 Annual Meeting.

II: RESOLUTIONS DEALING WITH MEMBER BEHAVIOR:

See also: The separate document: "House Rules".

- A) MEMBER PARTICIPATION: Whenever a vote is taken requiring some level of participation to implement, in a timely fashion following that vote the Board shall establish minimum reasonable manning levels needed, and members shall be asked to volunteer, or be assigned, to meet those requirements. The proposed schedule shall then be recorded by the Secretary for future reference. In the event that an adequate manning level and schedule cannot be established AT THAT TIME, the preceding vote to participate shall be deemed NULL and VOID! The issue may be re-introduced at any future meeting, subject again to the same stipulations as presented above.

III: RESOLUTIONS DEALING WITH DUES & DURATION OF MEMBERSHIP:

Dues in the MMRHS, Inc., as referred to in Article XIV, Sections 1 and 4, of the By-Laws, shall be as follows:

A) REGULAR MEMBERS:

In the MMRHS: Shall pay \$20.00 per year. Adopted, class created, and dues set, at the January 1989 Annual Meeting ('88).

In the FHRR: Shall pay \$35.00 per year, of which \$20.00 is considered 'dues' in the MMRHS, and \$15.00 is considered a donation to the FHRR fund. Adopted, class created, dues set, and updated by the Board of Directors in July 2015.

B) JUNIOR MEMBERS: Shall pay \$10.00 per year.

C) SUSTAINING MEMBERS:

In the MMRHS: Shall pay \$40.00 per year, of which \$10 is considered 'dues' and \$30 is considered a tax deductible donation to the MMRHS general fund.

In the FHRR: Shall pay \$50.00 per year, of which \$10 is considered 'dues' and \$40 is considered a tax deductible donation to the FHRR fund. Adopted, class created, and dues set, by the Board of Directors on Feb. 13, 1997.

D) SPECIAL RESOLUTION: Honorary Members of the GVMRE as of a date no later than ten days following the official date of incorporation of this organization (Nov. 2, 1983) shall be granted the same special dues structure, for the same reasons, as set forth in Article XXI Section 3a, b, c of the By-Laws of this corporation.

D) SPECIAL RESOLUTION: Following the proposed By-Law changes regarding membership requirements, as initiated at the Board meeting of 4/18/98, all existing members of any category at the time such changes are adopted by the membership shall retain that present category for the remainder of the 1998 calendar year.

IV: RESOLUTIONS DEALING WITH FINANCING, ACCOUNTING, AND THE FUNDING OF PROJECTS RELATED TO ORGANIZATION PURPOSES:

A: Effective January 1, 1984, special funds shall be created within the Corporation's financial structure to support the purposes of this organization as set forth in the Articles of Incorporation.

1) RAILROAD PRESERVATION: Moneys shall be allocated to this fund in an amount to be not less than 5% of the corporation's gross annual income.

2) LIBRARY: Moneys shall be allocated to this fund in an amount to be not less than 5% of the corporation's gross annual income.

B: BUILDING FUND: The MMRHS shall establish a building fund for the long term purpose of providing finding for the future

acquisition or rental of suitable housing for the corporation's layout and other properties.

Corporation moneys shall be regularly deposited to the Building Fund.

Note: All payments INTO the Building fund were suspended at the Oct. 1987 Business Meeting. The fund, itself, was NOT eliminated, and the existing funds remained reserved for their stated purpose.

C: ACCOUNTANTS:

Until such time as the Board of Directors determines otherwise, the accounting firm of Dupuis & Ryden shall be the corporation's accountants. Adopted by the Board of Directors on March 1, 1998.

The Treasurer is authorized to contract with the corporation's accountants as needed to file our annual report with the Internal revenue Service. Adopted by the Board of Directors on March 19, 1998.

V: RESOLUTIONS DEALING WITH THE NEWSLETTER AND OTHER PUBLICATIONS:

A: NEWSLETTER:

- 1) The MMRHS Newsletter shall be published Quarterly. Adopted at the March 21, 1995 Board Meeting.

The newsletter was originally published Monthly. It was dropped to Bi-Monthly at the Jan. 1989 Annual Meeting ('88)

- 2) Distribution of Newsletter to Members not yet renewed. It was decided to place a label on the last newsletter of each year (to members) not yet renewed, stating: "This will be your last newsletter. If you wish to continue receiving the newsletter, please pay your dues." Adopted at the Feb. 27, 1996 Annual Meeting ('97)
- 3) The newsletter shall be available to non members by subscription for a fee to be set by the Board of Directors. Adopted May, 1986, fee then set at \$9.00 per year.

VI: RESOLUTIONS DEALING WITH THE CORPORATION'S LAYOUT AND IT'S OPERATION:

- A: "JERRY DRAKE MEMORIAL MODULAR LAYOUT": This NAME shall henceforth apply as the formal name of those portions of the modular layout in corporation ownership as of Dec. 4, 1983, and to such additional portions as may be built in the future that use

substantial materials from the Jerry drake estate. Modules built privately, or corporation owned modules using little or no such materials need not be considered as a formal part of the above named layout, unless so desire by the owner(s).

Historical comment by Director Daniel Mitchell: Nationally known model railroader Jerry Drake of Bay City, MI, willed his entire "Bent Spaghetti Lines" layout to the MMRHS. Following his death, many items were salvaged from the layout and have been used on the MMRHS layout, including most of our structures. Many other items from the Drake layout were sold at flea markets to raise substantial moneys for the module construction. As of 1998, Jerry's name still applies to all twelve of the original modules.

B: RULES FOR OPERATION WHILE ON PUBLIC DISPLAY: Tentative rules for the operation of motive power and rolling stock on corporation property WHILE ON PUBLIC DISPLAY. (adopted 6/3/84, to be revised as needed) ... see attached document: "Rules of Operation".

C: LAYOUT:

The MMRHS shall purchase a 'Dynatrol' carrier control system for the corporation's layout. Adopted at the January 1989 Annual Meeting ('88).

Note: The unit was purchased, but never installed. After some time, the Board abandoned this idea as premature, and the Dynatrol unit was resold at cost to member Rod Grenay. Since replaced by Dixitrax equipment.

D: COLOR CODING OF CONTROL PANELS: The color coding of the layout control panels shall be: Background ... white; Main Lines ... red and yellow; Branch line ... blue; Yards and sidings ... Black or Gray. Adopted at the February 1997 Annual Meeting ('96).

VII: RESOLUTIONS DEALING WITH THE CORPORATION'S MODEL RAILROAD ROLLING STOCK:

See also: Resolution VI, section B, dealing with the corporation's layout, and equipment operated on it.

VIII: RESOLUTIONS DEALING WITH THE CORPORATION'S PROTOTYPE RAILROAD ROLLING STOCK:

A: VELOCIPEDA:

A motion was passed to transfer ownership of the corporation's velocipede to HRR IF and WHEN the county restores the vehicle. Adopted at the February 1997 Annual Meeting ('96).

Note: The HRR never restored the velocoipede. MMRHS itself then restored the velocipede.

IX: PRIVACY RESOLUTION (adopted 2/26/08):

It shall be a condition of membership that member's personal information consisting of names, addresses, phone numbers, and email addresses may be released at the discretion of the Board, providing it is in support of MMRHS purposes.

X: MISCELLANEOUS RESOLUTIONS:

A: MAILING ADDRESS:

- 1) The official mailing address of the corporation shall be a post office box, thus avoiding any possible trouble or inconvenience involved in distributing the address of any member to persons unknown.
- 2) Internal mail of the corporation, such as between members and Directors, can be sent directly to the person involved/ An address and phone list will be provided from time to time to all members.
- 3) The corporation's address shall be (italics optional):

Mid Michigan Railway Historical Society (and Scale Replica
Railroad Association), Inc.
P.O. Box 79
Flint, MI 48501.

When appropriate, the alternate address may be used:

Friends of the Huckleberry Railroad
c/o MMRHS, Inc.
P.O. Box 79
Flint, MI 48501.

- 4) For mail box and address may be shared with other groups at the discretion of the Board of Directors who shall make such arrangements as needed.
- 5) The Board of Directors shall appoint one or more officers or Directors to regularly check the mailbox, at least once a week,

and assign that person a key to the mailbox. The Secretary shall keep one key to the mailbox.

B) NON-DISCRIMINATION ASSURANCE: See attached statement:
Adopted 11/4/85.

C) FEDERAL SURPLUS: Representatives at Federal Surplus, for buying purposes: (adopted 12/8/85). That the current officers be empowered to act as buying agents for the corporation at Federal Surplus. See attached sheet.