

Michigan Association of Railroad Passengers, Inc.

BYLAWS

*Adopted by the Membership 21 November 2015
Amended 24 September 2016*

ARTICLE I: NAME

- 1.1** The name of the organization shall be the Michigan Association of Railroad Passengers, Inc., hereinafter referred to as the “Corporation” or “MARP.”

ARTICLE II: PURPOSE AND ORGANIZATION

2.1 PURPOSE

- 2.1A** To represent the interests of the traveling public wishing to use rail and other transportation providers and to educate the public and officials about the benefits of improved and expanded passenger rail services. Such passenger rail services shall include intercity rail, commuter rail, rail transit, and ancillary transit such as improved bus services, which enhance the viability of rail service.
- 2.1B** To preserve and protect historic public transportation facilities in the State of Michigan including, but not limited to, passenger rail and bus stations. In the event of competing facilities, for the Corporation’s assistance, priority shall be given to passenger rail facilities.
- 2.1C** To study and recommend passenger rail systems in the State of Michigan.
- 2.1D** To promote passenger rail travel in the State of Michigan.
- 2.1E** To maintain and improve relations with providers of passenger rail and related services, including Amtrak, Michigan Department of Transportation, Indian Trails, Regional Transit Administrations, and others.

2.2 ORGANIZATION

- 2.2A** The Corporation shall be registered as a Michigan non-profit corporation.
- 2.2B** The Corporation is organized exclusively for charitable, educational, scientific, and literary purposes as are authorized and permitted by Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future enactment of the Internal Revenue Code).

2.2C The authority for this Corporation are the laws of the State of Michigan related to charitable and/or non-profit corporations, or any corresponding provisions of any future Michigan law pertaining to non-profit powers as authorized and permitted by Section 501(c)(3) of the Internal Revenue Code of 1986 as may be amended from time to time.

ARTICLE III: MEMBERSHIP

3.1 NON-DISCRIMINATION

Membership shall be open to all persons without respect to age, sex, race, religion, sexual orientation, national origin or citizenship.

3.2 MEMBERSHIP TERM

Membership shall be on an annual basis, commencing on January 1st and ending on December 31st.

3.3 MEMBERSHIP DUES

Membership dues shall be determined by the Executive Committee through Standing Resolutions. In cases of hardship, the Executive Committee shall have the authority to waive membership dues for one period at a time. Not more than 5% of memberships may be waived in any one year.

3.4 EXPULSION OF MEMBERS

3.4A Members shall not engage in any of the following behaviors:

- Bringing discredit on the Association by their public behavior or statements;
- Making false or unsubstantiated accusations against officers or other members of the Association;
- Financial misfeasance with Association funds;
- Unauthorized representation of the Association

3.4B The Executive Committee shall review any allegation of a member engaging in the behaviors listed in Section 3.4A. All proceedings shall be in compliance with *Robert's Rules of Order*.

3.5 CORPORATE MEMBERSHIPS

Corporate Membership is available to a business entity that supports the Purpose of the Corporation and contributes an amount in excess of the Life Membership fee. Corporate Membership is a non-voting membership.

ARTICLE IV: QUALIFICATION AND ELECTION OF OFFICERS & AT-LARGE ELECTED EXECUTIVE COMMITTEE MEMBERS

4.1 OFFICERS

The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary and a Treasurer.

4.2 EXECUTIVE COMMITTEE

There shall be an Executive Committee consisting of the Officers of the Corporation, the Regional Chapter Chairs, and Four (4) At-Large Elected Members.

4.3 SELECTION OF OFFICERS AND AT-LARGE EXECUTIVE COMMITTEE MEMBERS

The Chair, Vice Chair, Secretary, and At-Large Executive Committee Members shall be elected at the Annual Meeting of the Corporation held in even numbered years to hold office for a two (2) year term beginning at the close of the Annual Meeting at which they have been elected. The Regional Chapter Chairs shall be elected as specified in Article 4.5C.

The Treasurer shall be appointed by the Chair with the concurrence of the Executive Committee. The Treasurer is not subject to limitations on term of office.

4.4 QUALIFICATION OF OFFICERS AND EXECUTIVE COMMITTEE

Officers and Executive Committee members must be members in good standing of the Association and at least 18 years of age.

4.5 ELECTION OF OFFICERS

4.5A The officers shall be elected at the general membership meeting in 1996 and thereafter at the annual membership meeting in even numbered years. Terms shall run for two years, commencing and terminating upon the date of the Annual Meeting.

4.5B Candidates for Officers, Regional Chapter Officers (Section 6.2.), and At-Large Executive Committee Members (Section 7.2) shall be nominated by the membership by the end of June of an election year. Nominations shall be made to the Chair or the Executive Director. Ballots shall be mailed via first class mail to all paid members in good standing by the end of August. In the event there is only one candidate for each office, the Chair may, with the concurrence of the Executive Committee, dispense with the mailing of ballots. Ballots shall be counted and results announced at the annual membership meeting.

4.5C Regional Chapter Officers may be elected by their own regional chapter membership if more than ten members in that region so request. Otherwise, they shall be elected as specified above in Section 4.5.

4.6 REMOVAL OF OFFICERS

Any officer, Regional Chapter Officer, or Executive Committee member may be removed by a two-thirds majority vote of the total membership.

4.7 VACANCIES

Vacancies in the office of Chair shall be filled by the Vice Chair until the next meeting of the Executive Committee. The Executive Committee shall fill any officer and executive committee vacancies for the remainder of that person's term.

ARTICLE V: DUTIES OF OFFICERS AND AT-LARGE ELECTED EXECUTIVE COMMITTEE MEMBERS

5.1 CHAIR

The Chair shall be the chief officer and spokesperson for the Corporation and shall preside at all meetings of the Corporation including the Annual Meeting, Executive Committee Meetings and General Membership Meetings. The Chair shall present a report of the work accomplished by the Corporation during the preceding year at each Annual Meeting of the Corporation. Specifically, the Chair shall be responsible for the work of the Vice Chair, Secretary and Treasurer. At the direction of the Executive Committee, the Chair shall perform other duties pertaining to the office.

The Chair may authorize others to speak on behalf of the Corporation in his/her absence.

5.2 VICE CHAIR

The Vice Chair is authorized to function as the Chair in the absence, incapacity or death of the Chair. In the event of the Chair's resignation or death, the Vice Chair shall perform the duties of the Chair until a successor is appointed by the Executive Committee.

The Vice Chair shall keep abreast of the work of the Regional Chapter Chairs (See Article VI) and the four (4) At-Large Executive Committee Coordinators (See Resolutions 4 & 5) as directed by the Chair.

In the absence of the Secretary, the Vice Chair shall assure that full and complete minutes of a meeting are taken and properly recorded.

5.3 SECRETARY

The Secretary shall keep the minutes of Executive Committee Meetings, Membership Meetings, the Annual Meeting and other meetings as directed and engage in correspondence with other parties on behalf of the Corporation. In the event of a vacancy in the office of Vice Chair, the Secretary shall perform the duties of the Vice Chair until the post is filled by the Executive Committee. In the event of a vacancy in the office of Secretary, the duties of the office shall be performed by the Vice Chair or such other person as the Chair may designate until the vacancy is filled by the Executive Committee.

5.4 TREASURER

The Treasurer shall cause to be kept a record of all monies received and disbursed, submit regular financial reports to the Executive Committee and annually provide a financial report to the membership of the Corporation at its Annual Meeting.

The Treasurer shall file timely corporate reports as required by Michigan and federal law.

5.5 AT-LARGE EXECUTIVE COMMITTEE MEMBERS

Duties of the four At-Large Elected Members of the Executive Committee shall be determined by Resolution of the Executive Committee.

5.6 OFFICER INDEMNIFICATION

The Corporation shall indemnify its officers in accordance with and to the extent permitted by Section 561-563 of the Non-profit Corporation Act, MCL 450, Act 162, M.S.A. 21.197 (561-3), as such may be from time to time amended.

ARTICLE VI: REGIONAL CHAPTERS

6.1 BASIS AND CREATION OF REGIONAL CHAPTERS

6.1A To provide for convenient and active participation in the Corporation by members in various regions of the state.

6.1B Regional Chapters may be created by a simple majority vote of the Executive Committee.

6.2 REGIONAL CHAPTER OFFICERS

Each Regional Chapter *may* have a Chair and other such officers as determined by Chapter participants. Regional Chapter Chairs shall be elected in accordance to Section 4.5C.

6.3 POWERS AND DUTIES OF REGIONAL CHAPTERS

Regional Chapters shall advance the purposes of the Corporation as such purposes are localized in the area of the chapter, and may conduct other business as assigned or allowed by the Corporation Chair.

6.4 LIMITATIONS

Nothing in this article shall be construed as an amendment to Article XII or Section 13.2 of these Bylaws.

ARTICLE VII: EXECUTIVE COMMITTEE

7.1 PURPOSE OF EXECUTIVE COMMITTEE

The Executive Committee functions as the budgetary, planning and policy-recommending agency of the Corporation. Policies developed by the Executive Committee shall be subject to membership approval by majority vote of members at a regularly scheduled general membership meeting. It shall also function as the policy-making body at those times when delay to convene a general membership meeting would cause material harm to the Corporation or its Purpose. The Executive Committee shall be deemed to be the Board of Directors within the meaning of the Michigan General Corporations Act. Upon it being constituted under Article IV of these Bylaws, it shall relieve any authority, attributed to the Board of Directors constituted under the Articles of Incorporation.

7.2 COMPOSITION OF THE EXECUTIVE COMMITTEE

The Executive Committee shall consist of Chair, Vice Chair, Secretary, Treasurer, Four (4) At-Large Elected Members, and each Chair of a Regional Chapter, or his/her designee.

7.3 EXECUTIVE DIRECTOR

7.3A The Executive Director shall manage the daily affairs of the Corporation and shall serve at the will and direction of the Executive Committee. The Executive Director is authorized to speak for the Corporation when the Chair is not available.

7.3B The Chair may appoint an Executive Director to be approved by a majority vote of the Executive Committee.

7.3C The Executive Director shall serve as a non-voting ex-officio member of the Executive Committee.

7.3D The Executive Committee may remove the Executive Director with a majority vote.

7.4 OTHER AGENTS

7.4A The Corporation may have other agents as deemed necessary by the Executive Committee. Appointment, duties and terms shall be determined by Resolution of the Executive Committee.

7.5 COMPENSATION

Executive Committee members serve the Corporation without compensation.

7.6 EXECUTIVE COMMITTEE MEMBER LIABILITY

Members of the Executive Committee serving the Corporation without compensation shall not be personally liable, and no cause of action may be brought for damages resulting from the exercise of responsibilities of such Committee member, unless such individual's act or omission involved willful conduct, or is otherwise impermissible as provided by Section 209 of the Nonprofit Corporation Act, MCL 450, Act 162, M.S.A. 21.197 (209), as such may be from time to time amended.

ARTICLE VIII: COMMITTEES

8.1 CLASSES OF COMMITTEES

There shall be three classes of Committees.

8.1A **Standing:** Established and dissolved by amendment to the Bylaws.

8.1B **Elected:** Established and dissolved by Executive Committee resolution.

8.1C **Temporary:** Established and dissolved by the Executive Committee or by the general membership at general membership meetings. Unless otherwise specified, temporary committees shall automatically dissolve after one year.

8.2 COMMITTEE CHAIRS

The Chair of the Executive Committee shall be the Corporation Chair. The Chair of all other Committees shall be selected according to *Robert's Rules of Order*, which states that the first person named to the committee shall be its chair; or as provided for in the Bylaws or by a vote of the general membership.

8.3 STANDING COMMITTEES

8.3A The Nominations Committee shall be a Standing Committee, with the following general responsibilities:

- Identify individuals qualified to serve in the various positions on the Executive Committee

- Recruit qualified individuals to serve in the various positions on the Executive Committee
 - Prepare a slate of qualified individuals to serve on the Executive Committee by June 30 of each even numbered year
- 8.3B The Finance Committee shall be a Standing Committee, with the following general responsibilities:
- Advise the Treasurer in the preparation of the annual budget for each fiscal year
 - Assure that all members of the Executive Committee and heads of MARP functions have input into the development of the annual budget.
 - Advise amendment of the annual budget to reflect unanticipated changes in income or expenditures

ARTICLE IX: MEETINGS

9.1 FREQUENCY OF GENERAL MEMBERSHIP MEETINGS

The Chair shall call a general membership meeting no fewer than four times per year. An annual general membership meeting shall be held each year at a time and place to be determined by the Executive Committee.

9.2 FREQUENCY OF EXECUTIVE COMMITTEE MEETINGS

The Executive Committee shall meet at least monthly unless the Chair determines that such frequent meetings are not required. Special meetings may be called at any time. Meetings are called either by the Chair at his/her own initiative, or upon the request of any three Executive Committee members. Whenever possible, Executive Committee meetings shall occur on the same dates as the general membership meetings.

9.3 NOTIFICATION OF MEETINGS

It is the responsibility of the Chair to give at least seven days' notification of general membership meetings and three days' notice shall be required for Executive Committee meetings. Notice shall be deemed duly served by first class mail, electronic means, telephone, or by the newsletter publication addressed to the member's last known address appearing on the Corporation's records.

9.4 CONDUCT OF MEETINGS

The Chair shall conduct general membership and Executive Committee meetings under *Robert's Rules of Order*.

9.5 QUORUMS

- 9.5A The general membership shall take no action in the absence of a quorum, which shall consist of five percent of the total voting membership.

9.5B The Executive Committee shall take no action in the absence of a quorum, which shall consist of a majority of the Executive Committee membership. If a majority of the Executive Committee members consent in writing, by electronic means or by telephone to any action taken by the Corporation, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Committee.

9.6 LIMITATIONS OF DEBATE

Every member of the organization shall be entitled to speak at membership meetings on any subject brought before the organization for consideration. Every member of the Executive Committee shall be entitled to speak at any Executive Committee meeting on any subject brought before the Executive Committee. The Chair of any meeting shall, at his/her sole discretion, have the power to limit debates.

9.7 LOCATION OF MEETINGS

No more than nine meetings per year shall be held in the same county.

ARTICLE X: VOTING

10.1 VOTING PRIVILEGES

Voting privileges shall be extended only to members in good standing. Corporate members do not have voting privileges.

10.2 MAJORITY APPROVAL

Except as otherwise provided, voting by either the general membership or the Executive Committee is by simple majority.

10.3 ALTERNATE OR MAIL BALLOTS

10.3A Voting by written alternate or mail ballot on specific issues is authorized. Ballots can be submitted in person, by electronic means, by mail, by newsletter publication, or by any other method permissible under the Michigan Non-Profit Corporation Act.

10.3B Members failing to return a mail ballot or failing to have his/her alternate ballot voted on a question requiring the vote of all members shall be considered to have abstained on the question.

10.4 SECRET BALLOTS

A secret ballot may be requested by any member on any issue at any time.

10.5 ONE VOTE PER MEMBER

One member can only cast one vote.

ARTICLE XI: NEWS PUBLICATIONS

11.1 FREQUENCY OF NEWS PUBLICATIONS

The Chair shall see that a news publication is issued periodically by print or electronic means.

11.2 CONTENTS OF NEWS PUBLICATIONS

News publications shall contain such information of interest and benefit to the members as is available to the editor, including summaries of significant actions taken at meetings.

11.3 SUBSCRIPTIONS TO NEWS PUBLICATIONS

Complimentary subscriptions to news publications shall be available for libraries, media organizations, community organizations, and other institutions as approved by the Executive Committee.

ARTICLE XII: FINANCES

12.1 FISCAL YEAR

12.1A The Fiscal Year of the Corporation shall be from January 1st to December 31st of each year.

12.1B The Treasurer, with input from the Finance Committee and the Executive Committee, shall draft the annual budget. Based on these recommendations, the Executive Committee shall adopt the annual budget for the next fiscal year prior to the commencement of that year.

12.2 DISBURSEMENT OF FUNDS

12.2A The Executive Committee shall authorize the Chair or the Treasurer to withdraw funds from Association accounts.

12.2B Disbursement of funds shall be in accordance with the budget as approved or amended by the Executive Committee.

12.2C Disbursement of funds for individual expenditures, items or activities under \$500 shall be made by the Treasurer after the approval by the person responsible for the particular budget item involved.

12.2D Disbursement of funds for individual expenditures, items or activities of \$500 or more shall be made by the Treasurer after approval of the Chair and the person responsible for the particular budget item involved.

ARTICLE XIII: ACTIVITIES

13.1 RESTRICTIONS ON CORPORATE ACTIVITIES

No member shall apply the good name of the Corporation to any activity not consistent with Section 2.1.

13.2 DIRECTION OF ACTIVITIES

The Chair and his/her designates are the only authorized spokespersons for the Corporation. The Chair operates under the direction of the membership.

13.3 POLITICAL ACTIVITIES

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

13.4 NON-PROFIT TAX EXEMPT STATUS

The organization may not engage in any activity of a commercial nature that would violate its status as a non-profit organization as defined by existing laws, nor shall the corporation engage in any activity that is in contravention of the requirements of Internal Revenue Code Section 501(c)(3) and applicable rules and regulations which would cause the corporation to lose its tax exempt status under such provisions of the law.

ARTICLE XIV: DISPOSITION OF ASSETS

14.1 MEMBERSHIP VOTE

The Corporation may be dissolved only by a majority vote of the general members.

14.2 DISSOLUTION

Upon dissolution of the Corporation and payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as directed by the Executive Committee, exclusively to charitable or educational organizations which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue Code and Regulations of the Department of the Treasury applicable to such action as they now exist or as they may hereafter be amended.

14.3 CORPORATE EARNINGS

No part of the earnings of the Corporation shall inure to the benefit or be distributable to its members, officers, or other private persons, except that the Corporation shall be authorized and empowered to make reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or as these sections may hereafter be amended.

ARTICLE XV: AMENDMENTS

15.1 PROPOSAL OF AMENDMENTS

Any voting member may propose amendment of these Bylaws or the Articles of Incorporation to the Executive Committee for adoption by the general membership.

15.2 REVIEW BY EXECUTIVE COMMITTEE

At its next meeting, the Executive Committee may recommend adoption, rejection or modification of the proposed amendment(s).

15.3 NOTICE TO AMEND BYLAWS AND ARTICLES OF INCORPORATION

In all cases, notice of intent to amend these Bylaws and the Articles of Incorporation shall be given to the membership at least fourteen (14) calendar days in advance of the meeting before any vote to amend may be taken. Such notice shall be by electronic means, news publication, and/or by first class mail. Members in actual attendance may give a written waiver of such notice at the meeting. A copy of the proposed amendment(s) shall be included in the notification.

15.4 ACTION BY THE MEMBERSHIP

At its next meeting, the general membership shall consider the proposed amendment(s) to these Bylaws and the Articles of Incorporation along with any report by the Executive Committee. Adoption occurs in either one of two ways: a majority vote of the total membership, or by two-thirds (2/3rds) of the average number of voting members present at two consecutive general meetings.

15.5 NOTIFICATION – INTERNAL REVENUE SERVICE

Any amendment to these Bylaws or the Articles of Incorporation shall be filed as required with the Internal Revenue Service, as the law and regulations may require, in order to maintain tax-exempt status of the corporation under section 501(c)(3) of the Internal Revenue Code.

Adopted November 21, 2015 by the membership.

Laurence J. Krieg

Laurence Krieg
Chair

James Wallington

James Wallington
Vice Chair