

Michigan Association of Railroad Passengers, Inc.

BYLAWS [REV. K]

Adopted by the Membership 21 November 2015

Amended 24 September 2016

Amended 22 October 2022

Amended 18 October 2025

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, ORGANIZATION AND PROCEDURES

2.1 PURPOSE

- 2.1 A 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, regional rail, commuter rail, rail transit, and ancillary transit such as improved bus services, which enhance the viability of rail service.
- 2.1 B 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 for everyone.
- 2.1 E To maintain and improve relations with providers of passenger rail and related services, including Amtrak, the Michigan Department of Transportation, intercity bus operators, regional transit authorities 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 Federal Internal Revenue Code of 1986 (or the corresponding provision of any future enactment of the Federal 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 Federal Internal Revenue Code of 1986, as amended.

2.3 PROCEDURES

2.3A The Executive Committee shall adopt a *Procedure Document* as a Standing Resolution to guide the conduct of meetings. It shall be based upon *Robert's Rules of Order* with modifications appropriate to the Corporation.

2.3B The Executive Committee shall adopt a *Code of Conduct* as a Standing Resolution to guide the behavior of members at meetings and in their communications with other members.

2.3C A “**member in good standing**” as used in this document requires being current with membership dues and remaining in compliance with the *Code of Conduct* Standing Resolution.

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

Except for Life Memberships, membership terms shall be for a period of one year using a method determined by a Standing Resolution of the Executive Committee.

3.3 MEMBERSHIP DUES

Membership dues shall be determined by the Executive Committee through Standing Resolutions. To be a member in good standing that member's dues shall be up to date. In cases of hardship, the Executive Committee shall have the authority to waive an individual's membership dues for one year at a time. Not more than 5% of memberships may be waived in any one year.

3.4 SUSPENSION OR EXPULSION OF MEMBERS

3.4A Members shall not engage in behaviors prohibited by the *Code of Conduct* Standing Resolution.

3.4B The Executive Committee shall review any allegation of a member engaging in such prohibited behavior. The Executive Committee shall attempt to resolve the issue and, if necessary, issue a warning. A more severe action, such as the suspension or expulsion of a member, requires a two-thirds (2/3) vote of the Executive Committee. All proceedings shall be in compliance with the *Code of Conduct* and the *Procedure Document* Standing Resolutions.

3.5 CORPORATE MEMBERSHIPS

A Corporate Membership for a business entity that supports the Purpose of the Corporation as defined in Section 2.1 of these Bylaws, is available for a contribution determined by the Executive Committee through a Standing Resolution. A Corporate Membership is a non-voting membership.

ARTICLE IV: QUALIFICATION AND ELECTION OF OFFICERS AND 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 twelve (12) Members. These shall consist of the Officers of the Corporation and eight (8) At-Large either Elected or Appointed Members. No person shall hold more than one position on the Executive Committee at the same time.

4.3 SELECTION OF OFFICERS AND AT-LARGE EXECUTIVE COMMITTEE MEMBERS

4.3A Unless appointed to fill a vacancy, the Chair, Vice Chair, Secretary and At-Large Executive Committee Members shall be elected.

4.3B The Treasurer shall be appointed by the Chair with the concurrence of the Executive Committee. The Treasurer is not subject to limitations on her/his term of office, but the Executive Committee may remove the Treasurer with a majority vote. The Treasurer shall not vote during this action.

4.4 QUALIFICATION OF OFFICERS AND AT-LARGE EXECUTIVE COMMITTEE MEMBERS

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

4.5 ELECTION OF OFFICERS AND AT-LARGE EXECUTIVE COMMITTEE MEMBERS

4.5A The elected Officers and At-Large Executive Committee Members shall be elected at the Annual Membership Meeting in even-numbered years. Terms shall run for two years, commencing and terminating upon the close of the Annual Meeting.

4.5B Candidates for elected Officers and At-Large Executive Committee Members shall be nominated by the Nominating Committee (Section 8.3A of these Bylaws) at least sixty (60) calendar days prior to the Annual Meeting. Nominations shall be made to the Chair or the Executive Director. Ballots shall be mailed via first class mail or by electronic means to all members in good standing at least fourteen (14) calendar days prior to the

Annual Meeting. In the event there is only one candidate for each office, the Chair may, with the concurrence of the Executive Committee, dispense with the sending of ballots. Ballots shall be counted and the results announced at the annual membership meeting.

4.6 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 or At-Large Executive Committee vacancy for the remainder of that departing person's term by a majority vote of those Executive Committee members participating in that meeting.

4.7 REMOVAL OF OFFICERS AND AT-LARGE EXECUTIVE COMMITTEE MEMBERS

Any Officer or At-Large Executive Committee Member may be removed by a two-thirds majority vote of those members present and voting at an in-person General Membership Meeting.

ARTICLE V: OFFICERS

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. The Chair shall oversee 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 her/his absence.

5.2 VICE CHAIR

5.2A 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.

5.2B 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

5.3A The Secretary shall keep the minutes of Executive Committee Meetings, Membership Meetings, the Annual Meeting and other meetings as directed by the Chair. The Secretary shall be the custodian of the records of the Corporation.

5.3B 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 receive monies due and payable to the Corporation, depositing such monies in the Corporation's accounts, and pay all bills of indebtedness in accordance with Article XII of these Bylaws. The Treasurer shall keep 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 eight At-Large Executive Committee Members shall be determined by a Resolution of the Executive Committee.

5.6 OFFICER INDEMNIFICATION

The Corporation shall indemnify its officers in accordance with and to the extent permitted by Sections 561-563 of the Michigan Nonprofit Corporation Act (Act 162 of 1982), as amended.

ARTICLE VI: EXECUTIVE COMMITTEE

6.1 PURPOSE

6.1A 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 a 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.

6.1B The Executive Committee shall be deemed to be the Board of Directors within the meaning of the Michigan Nonprofit Corporation Act (Act 162 of 1982), as amended. Upon its 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.

6.2 COMPOSITION

The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer and eight (8) At-Large Members who have been either elected or appointed.

6.3 DUTIES

Duties of the Executive Committee shall be determined by a Resolution of the Executive Committee and be consistent with these Bylaws.

6.4 OTHER AGENTS

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.

6.5 COMPENSATION

Executive Committee members serve the Corporation without compensation.

6.6 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 Michigan Nonprofit Corporation Act (Act 162 of 1982), as amended.

ARTICLE VII: EXECUTIVE DIRECTOR

7.1 APPOINTMENT

The Chair may appoint an Executive Director by a majority vote of those Executive Committee members participating in that meeting.

7.2 DUTIES

If appointed, 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.

7.3 VOTING

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

7.4 REMOVAL

The Executive Committee may remove the Executive Director with a majority vote of those Executive Committee members participating in that meeting.

ARTICLE VIII: COMMITTEES

8.1 CLASSES OF COMMITTEES

8.1A There shall be three classes of Committees:

1. Standing: Established and dissolved by amendment to the Bylaws.
2. Elected: Established and dissolved by Executive Committee resolution.
3. Temporary: Established and dissolved by the Executive Committee or by the general membership at General Membership Meetings. Tasked to resolve specific issues and

complete their work by a specific date. Unless otherwise specified, Temporary Committees shall automatically dissolve after one year.

- 8.1B Regional Committees are Elected Committees that may be formed with the concurrence of the Executive Committee. Regional Committees may be dissolved with a majority vote of those Executive Committee members participating in that meeting. Regional committees shall conform to the purposes of MARP as defined in Section 2.1 of these Bylaws.

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 the *Procedure Document* standing resolution.

8.3 STANDING COMMITTEES

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

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

Recruit qualified individuals to serve in the various elected positions on the Executive Committee.

Prepare a slate of qualified individuals to serve in elected positions on the Executive Committee at least sixty (60) calendar days prior to the Annual Meeting 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 the functions of the Corporation have input into the development of the annual budget.

Advise on amendments to the annual budget to reflect unanticipated changes in income or expenditures.

8.4 COORDINATORS

- 8.1A The Chair, with the concurrence of the Executive Committee, may appoint Coordinators to guide specific functions of the Corporation. Such functions, for example, may include membership, meetings, station representatives, or communications.
- 8.1B Duties of Coordinators shall be determined by the Executive Committee.
- 8.1C Coordinators shall report their activities periodically to the Executive Committee and Members.

- 8.1D Coordinators shall provide another Member, known to the Executive Committee, with sufficient records so that their work may continue if the Coordinator were unable to fulfill her/his duties.
- 8.1E A Coordinator may be removed from her/his position by a majority vote of those Executive Committee members participating in that meeting.

ARTICLE IX: MEETINGS

9.1 FREQUENCY OF GENERAL MEMBERSHIP MEETINGS

An Annual Membership Meeting shall be held each year at a time and place to be determined by the Executive Committee. The Chair or the Executive Committee may call additional General Membership Meetings.

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 her/his own initiative, or upon the request of any three (3) Executive Committee members.

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 (3) calendar days' notice shall be required for Executive Committee meetings. Notice shall be deemed duly served by first class mail, electronic means, telephone, or by publication in the newsletter to the member's last known physical or electronic address appearing on the Corporation's records.

9.4 CONDUCT OF MEETINGS

The Chair shall conduct General Membership and Executive Committee Meetings under the *Procedure Document* standing resolution.

9.5 QUORUMS

- 9.5A The general membership shall take no action in the absence of a quorum, which shall consist of five (5) 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. Members may attend by electronic means. Actions taken at an electronic or at a combination in-person/electronic meeting shall be as valid a corporate action as though it had been authorized at an in-person 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 her/his sole discretion, have the power to limit debates in accordance with the *Procedure Document* standing resolution.

9.7 LOCATION OF MEETINGS

No more than three quarters of the in-person meetings per year shall be held in the same county. Membership meetings may be held in person or by electronic means at the direction of the Executive Committee.

ARTICLE X: VOTING

10.1 VOTING PRIVILEGES

10.1A Voting privileges shall be extended only to individual members in good standing.

10.1B Corporate Members do not have voting privileges.

10.2 MAJORITY APPROVAL

Except as otherwise provided, voting at meetings by either the General Membership or the Executive Committee shall be by a simple majority of those present and voting.

10.3 MAIL OR ALTERNATIVE BALLOTS

10.3A Voting by either mail or by an alternative type of ballot on specific issues is authorized. The Executive Committee shall decide if ballots are to be submitted in person, by mail, by electronic means or by any other method permissible under the Michigan Nonprofit Corporation Act (Act 162 of 1982), as amended.

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

10.4 SECRET BALLOTS

During in-person meetings, a secret ballot may be requested by any member on any vote in place of a show of hands.

10.5 ONE VOTE PER MEMBER

One individual member may 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 upon 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 Disbursement of funds shall be in accordance with the budget as approved or amended by the Executive Committee.

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

12.2C Disbursement of funds for individual expenditures, items or activities within the budget and 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 the purposes of the Corporation as stated in Section 2.1 of these Bylaws.

13.2 DIRECTION OF ACTIVITIES

The Chair and her/his 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 Federal 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: AMENDMENTS

14.1 PROPOSAL OF AMENDMENTS

Any voting member may propose in writing an amendment to these Bylaws or the Articles of Incorporation to the Executive Committee for consideration by the membership.

14.2 REVIEW BY EXECUTIVE COMMITTEE

At its next meeting, the Executive Committee may recommend adoption, rejection or modification of the proposed amendment(s). No amendment or repeal of these Bylaws or the Articles of Incorporation shall in any way conflict with the purposes of the Corporation as stated in Section 2.1 of these Bylaws or otherwise cause the Corporation to lose its tax-exempt status under Section 501(c)(3) of the Federal Internal Revenue Code or violate the provisions of the Michigan Nonprofit Corporation Act (Act 162 of 1982), as amended.

14.3 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 prior to the next in-person General Membership Meeting before any vote to amend may be taken. Such notice shall be by first class mail, electronic means or news publication. A majority of members in actual attendance at an in-person meeting to consider amendments may give a written waiver of such notice at the meeting. A copy of the proposed amendment(s) along with any recommendation by the Executive Committee shall be included in the notification.

14.4 ACTION BY THE MEMBERSHIP

Adoption shall occur in either one of two ways as determined by the Executive Committee:

1. By a majority vote of the individual membership. Voting may be by mail or by electronic means. Ballots not returned shall be considered abstained and shall not be counted either pro or con.

2. At its next in-person General Membership Meeting, the individual membership shall consider the proposed amendment(s) to these Bylaws or the Articles of Incorporation. A

special quorum shall be two-thirds (2/3rds) of the average number of voting members present at the two previous consecutive in-person General Membership Meetings. A majority vote of the votes cast by members present shall pass the amendment(s).

14.5 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 Federal Internal Revenue Code.

ARTICLE XV: DISPOSITION OF ASSETS

15.1 MEMBERSHIP VOTE

The Corporation may be dissolved only by a majority vote of the individual membership. Voting may be by mail or by electronic means. Failure to vote is to be considered an abstaining vote and shall not be counted either pro or con.

15.2 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 Federal Internal Revenue Code of 1986 or the corresponding provision of any future Federal 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.

15.3 CORPORATE EARNINGS

No part of the earnings of the Corporation shall inure to the benefit or be distributed 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 Federal Internal Revenue Code or as these sections may hereafter be amended.

Adopted October 18, 2025 by the membership.

_____, Chair