

March 3, 2006

Mr. Rod McClure
President, Feather River Rail Society
P.O. Box 608
Portola, CA 96122

re: Draft of proposed revision of FRRS bylaws

Dear Rod,

At the FRRS board meeting of October 1, 2005 you created a committee to review the drafts of revised FRRS bylaws, make changes if needed, and report back to the Board of Directors in a timely manner so as to permit a vote on adoption of revised bylaws by the FRRS membership at the 2006 annual meeting. I, Jay Sarno, was appointed chair of this ad hoc committee. The other members of the committee were yourself, Kerry Cochran, Hank Stiles, and Eugene Vicknair.

The committee has completed its work and is pleased to present a draft of the proposed new bylaws. While not formally required, the Bylaws Committee requests that the FRRS Board of Directors endorse the new draft and recommend a YES vote (in favor of adoption) to the members.

Currently, a 1997 draft of the bylaws is in effect. Most of the changes were completed by prior efforts to revise the bylaws. These earlier efforts produced draft revisions dated October 2000 and July 2001. This committee found those drafts to be substantially complete and in order, and used the July 2001 draft as a starting point. That draft cleared up the bulk of the mechanical deficiencies (spelling, punctuation, formatting, etc.) that were in the 1997 bylaws, the ones now in force. It also removed language authorizing unelected voting directors, eliminated redundancies and conflicting language, and simplified several confusing sections.

The main changes performed by this committee include:

1. Removal of the descriptions of membership categories, privileges, and pricing. These are, in reality, marketing issues and should be addressed in a policy document that can be revised as needed without having to change bylaws and wait for an annual meeting.
2. Term limits for board members were eliminated.
3. Language describing the limitations of "interested directors" that could be considered confusing at best and unethical and illegal at worst was removed. It was replaced with a reference to the California statute that speaks to the issue. This committee recommends that an ethics policy consistent with law and expected not-for-profit corporation practices be drafted, adopted, and enforced.

4. Votes to change the bylaws would require a simple majority instead of 2/3 of the votes cast affirmative.

Other minor typographical and grammatical errors were corrected.

The assumption of the committee is that a vote to adopt or reject this draft will be presented to the members in the ballot mailing for the 2006 election, so time is of the essence.

I would like to express my appreciation to my fellow committee members for their prompt and diligent work, especially Kerry Cochran who did the bulk of the research and maintained the updated drafts.

I believe these new bylaws will go a long way towards insuring the stability and long-term health of the Feather River Rail Society.

If you or any of the board members have questions, I can be reached on my cell phone, [REDACTED]

Kind Regards,

Jay Sarno