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April 14, 2009

Board of Directors
National Railway Historical Society, Inc.

Re: Quorum Resolution
Board Meeting of April 19, 2009
Norwalk, CT

Members of the Board:

In a review of Maryland law undertaken at the request of the Governance Study Committee, it became clear that Maryland requires that the Statutory Quorum for a Board of Directors Meeting is 50% of the total votes on the Board. Maryland law also says that a corporation may reduce to 33 1/3% the amount of votes required to conduct a meeting by By-Law. As you may be aware the By-Laws of the NRHS have since inception required only 15% of the amount of votes for a quorum.

In order to correct the By-Laws to meet the requirement of Maryland Law and to insure that should there have been a previous meeting where the 33 1/3 % quorum requirement had not been met, management is providing the attached Resolution to insure that all previous actions by the board have been properly adopted.

The General Counsel takes the position that since NRHS members have voted for a quorum of less than 33 1/3% through by-law that any previous actions by the Board were not void *ab initio* since it was clear that if the NRHS membership voted to accept actions by the board with 15% quorum that a 33 1/3% quorum was by implication also authorized.

We will discuss this proposed motion at the Board Meeting in Norwalk on April 19.

John K. Fiorilla
General Counsel
National Railway Historical Society

JKF:jkf
Enclosure

RESOLVED:

WHEREAS, the bylaws of the National Railway Historical Society, Inc., a corporation duly organized and existing pursuant to the laws of the State of Maryland, call for a quorum of Fifteen Percent (15%) of the votes on the Board of Directors to transact business; and

WHEREAS, the statutes and law of the State of Maryland call for a quorum of Fifty Percent (50 %), of the Board of Directors or a minimum quorum of one third, or Thirty Three and one third Percent (33 1/3%), of the votes on Board of Directors to transact business if the Corporation so elects; and if adopted by the organization; and

WHEREAS it is determined by the Board of Directors to adopt a quorum requirement of one third of the Board of Directors; and

THEREFORE, each and every action of the Board of Directors at a meeting, since July 9, 2005 where there was more than Fifteen Percent (15%) of the votes present, and less than Fifty Percent (50%) present, be and hereby is ratified and approved as an action of the Board of Directors, *Nunc pro tunc* to the original date of the action taken.