

**BYLAWS OF
COACHELLA VALLEY MODEL RAILROADERS***

A California Nonprofit Corporation

ARTICLE I

NAME

The name of this Corporation is COACHELLA VALLEY MODEL RAILROADERS.

ARTICLE II

OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation ("principal executive office") is located in the State of California, County of Riverside.

The officers may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location. The elected officers are the Board for purposes of these bylaws.

SECTION 2. OTHER OFFICES

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business

ARTICLE III

NONPARTISAN ACTIVITIES

This corporation has been formed under the California Corporation Law for the purposes described herein below at Article XV, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article XV herein below.

ARTICLE IV
DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to fulfillment of the Objectives and Purposes of this corporation as set forth in Article XV hereof. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual, or any member or officer of this corporation except in fulfillment of said Objectives and Purposes. On liquidation or dissolution, all properties and assets and obligations shall be distributed pursuant to the nonprofit provisions of the California Corporations Code then in effect.

ARTICLE V
MEMBERSHIP

SECTION 1. QUALIFICATIONS

Membership is available to anyone who is eighteen years of age or older, is of good character, dedicated to the purposes of the Corporation, and has a sincere interest in learning and educating others in Model Railroading, and whose application for Membership has been accepted by the Board of this Corporation. New members must complete a four (4) month probationary period and be approved by a vote of the members. The initiation fee for new Members is a one-time fee of One Hundred (\$100.00) Dollars, and the annual yearly dues are One Hundred (\$100.00) Dollars. Dues for new membership may be prorated on approval by the board if less than six (6) months remain for the calendar year.

Dues may be adjusted, changed, or modified annually by the Board. Dues are payable by the annual business meeting in December of each calendar year, and are considered delinquent as of December 31. There is no limitation on membership.

SECTION 2. TERMINATION OF MEMBERSHIP

Causes of Termination. The membership of any member shall terminate upon the occurrence of any of the following events:

- (a) The resignation of the member.
- (b) The fulfillment by the member of all the purposes and objectives to the degree that membership is no longer desired, and it being the member's desire to terminate membership.
- (c) The determination by the Board or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct governing this corporation as promulgated by the Board from time to time.
- (d) Failure to pay annual dues within the allotted time period.

Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (c) above, the following procedure shall be implemented:

- (a) A notice shall be sent by mail by prepaid, first-class, or registered mail to the most recent address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least 15 days before the proposed effective date of the expulsion.

- (b) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than 5 days before the effective date of the proposed expulsion. The hearing will be held by a special member expulsion committee composed of not fewer than three officers appointed by the president. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on the proposed expulsion.
- (c) Following the hearing, the expulsion committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.

SECTION 3. TRANSFER OF MEMBERSHIPS

No member may transfer for value a membership or any right arising from it. All rights of membership cease on the member's death

ARTICLE VI

MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETING

Meetings of the membership shall be held at any place within or outside the State of California designated by the Board. In the absence of any such designation, members' meetings shall be held at the principal executive office of the corporation.

SECTION 2. ANNUAL MEETING

The annual meeting of the members shall be held on the first Wednesday of December. General and Special meetings of members shall be held as ordered by the Board, from time-to-time, as stated below.

SECTION 3. SPECIAL MEETINGS

- (a) Authorized persons who may call. A special meeting of the members may be called at any time by any of the following: The Board, or ten or more members.
- (b) Calling meetings by members. If a special meeting is called by members other than the Board, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the President, any vice-president, or the secretary of the corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Sections 4 and 5 of this Article VI, that a meeting will be held, and the date for such meeting, which date shall not be less than 35 days nor more than 90 days following the receipt of the request. If the notice is not given within the 20 days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Board.

SECTION 4. NOTICE OF MEMBERS' MEETINGS

- (a) General notice contents. All notices of meetings of members shall be sent or otherwise given in accordance with Section 5 of this Article, not less than 10 nor more than 90 days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and
 - (i) In the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or

- (ii) In the case of the annual meeting, those matters which the Board, at the time of giving the notice, intends to present for action by the members.
- (b) Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s).
- (i) Removing an officer without cause;
 - (ii) Filling vacancies on the Board by the members;
 - (iii) Amending the articles of incorporation; and
 - (iv) Voluntarily dissolving the corporation.
- (c) Manner of giving notice. Notice of any meeting of members shall be given either personally or by first-class mail, telegraphic or other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice. If no address appears on the corporation's books and no other has been given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or telegraphic or other written communication to the corporation's principal executive office, or (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.
- (d) Affidavit of mailing notice. An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the secretary, assistant secretary, or any other party of the corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the corporation.

SECTION 5. QUORUM

- (a) Percentage required. Thirty-three and one-third percent of the members shall constitute a quorum for the transaction of business at a meeting of the members. A lesser amount may constitute a quorum if notice of the general nature of the meeting is given to the members at least 10 days before the meeting, said notice complying with all bylaw provisions governing the time and manner of giving notice as stated hereinabove in Section 4 of this Article VI.
- (b) Loss of quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

SECTION 6. ADJOURNED MEETING

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. But in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

SECTION 7. VOTING

- (a) Eligibility to vote. Persons entitled to vote at any meeting of members shall be members as of the date determined in accordance with Section 10 of this Article VI, subject to the provisions of the California Nonprofit Corporation Law.
- (b) Manner of casting votes. Voting may be by voice or ballot, provided that any election of officers must be by ballot if demanded by any member before the voting begins.
- (c) Only majority of members represented at meeting required, unless otherwise specified. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter (other than the election of officers) shall be the act of the members, unless the vote of a greater number or voting by classes is required by California Nonprofit Corporation Law or by the Articles of Incorporation.

SECTION 8. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS

- (a) Written waiver of consent. The transactions of any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Sections 4 (b) or 5 (a) of Article VI, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- (b) Waiver by attendance. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

SECTION 9. ACTION BY WRITTEN CONSENT WITHOUT A MEETING

General. Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if written ballots are received from a number of members at least equal to the quorum applicable to a meeting of members. All such written ballots shall be filed with the secretary of the corporation and maintained in the corporate records. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

SECTION 10. RECORD DATE FOR MEMBER NOTICE, VOTING, GIVING CONSENTS

- (a) To be determined by Board. For the purposes of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board may fix, in advance, a "record date," which shall not be more than 60 nor fewer than 10 days before the date of any such meeting, nor more than 60 days before any such action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, notwithstanding any new membership on the books of the corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Nonprofit Corporation Law.

(b) Failure of Board to determine date.

- (i) Record date for notices or voting. Unless fixed by the Board, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.
- (ii) Record date for written consent to action without meeting. Unless fixed by the Board, the record date for determining those members entitled to vote by ballot on corporate action without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written consent is given. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action.
- (iii) "Record date" means as of close of business. For purposes of this paragraph (b), a person holding membership as of the close of business on the record date shall be deemed the member of record

SECTION 11. PROXIES

- (a) Right of members. Every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney in fact.
- (b) Revocability. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the corporation stating that the proxy is revoked by a subsequent proxy executed by such member, or by personal attendance and voting at a meeting by such member, or (ii) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of the California Nonprofit Corporation Law.
- (c) Form of solicited proxies. In any election of officers, any form of proxy that is marked by a member "withhold," or otherwise marked in a manner indicating that the authority to vote for the election of officers is withheld, shall not be voted either for or against the election of an officer. Failure to comply with this paragraph shall not invalidate any corporate election taken, but may be the basis for challenging the proxy at a meeting.
- (d) Effect of member's death. A proxy is not revoked by the death or incapacity of the maker or the termination of a member as a result thereof unless, before the vote is counted, written notice of the death or incapacity is received by the corporation.

SECTION 12. VOTING BY MEMBERS

Each regular member shall be entitled to cast one vote on all matters submitted to a vote of the members.

ARTICLE VII

ELECTION OF OFFICERS

SECTION 1. NOMINATIONS AND SOLICITATIONS FOR VOTES

- (a) Nominations by members. Members representing fifteen (15%) percent of the membership may nominate candidates for officers at any time before the 20th day preceding such election. On timely receipt of a petition signed by the required number of members, the secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the nominating committee.
- (b) Nominations from the floor. If there is a meeting to elect officers, any member present at the meeting, in person or by proxy (if proxies are permitted), may place names in nomination.
- (c) If membership becomes 5,000 or more members. In such event, the following provisions shall apply:
- (i) Solicitation of votes. If more people are nominated for the Board than can be elected, the election shall take place by means of a procedure that allows all nominees a reasonable opportunity to solicit votes and all members a reasonable opportunity to choose among nominees. If after the close of nominations the number of people nominated for the Board is not more than the number of directors to be elected, the corporation may without further action declare that those nominated and qualified to be elected have been elected.
 - (ii) Publications. Without limiting the generality of the foregoing, if the corporation now or hereafter publishes, owns, or controls a magazine, newsletter, or other publication, or internet web site, and publishes material through any of these means soliciting votes for any nominee for officer, it shall be made available to all other nominees, in the same issue of the publication, an equal amount of space, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.
 - (iii) Mailing election material. On written request by any nominee for election to the Board and accompanying payment of the reasonable costs of mailing (including postage), the corporation shall, within 10 business days after the request (provided payment has been made), mail to all members, or such portion of them as the nominee may reasonably specify, any material that the nominee may furnish and that is reasonably related to the election, unless the corporation within five business days after the request allows the nominee, at the corporation's option, the right to do either of the following: (1) inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, five business days prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested; or (2) obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand. The membership list shall be made available on or before the later of 10 business days after the demand is received or after the date specified in it as the date by which the list is to be compiled.

- (iv) Refusal to publish or mail material. The corporation may not decline to publish or mail material that it is otherwise required hereby to publish or mail on behalf of any nominee, on the basis of the content of the material, except that the corporation or any of its agents, officers, or employees may seek and comply with an order of the Superior Court allowing them to delete material that the court finds will expose the moving party to liability.
- (v) Use of corporate funds to support nominee. Without authorization of the Board, no corporate funds may be expended to support a nominee for office after there are more people nominated for officers than can be elected.

SECTION 2. VOTE REQUIRED TO ELECT OFFICERS

Candidates receiving the highest number of votes shall be elected as officers.

ARTICLE VIII

PRESIDENT

SECTION 1. POWERS

- (a) General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.
- (b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the President shall have the power to:
 - (i) Select and remove all appointed officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws; and fix their compensation.
 - (ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.
 - (iii) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.
 - (iii) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

SECTION 2. NUMBER AND QUALIFICATION OF OFFICERS

The authorized number of officers shall be 5. Officers need not be residents of the State of California, but must be members of the corporation.

SECTION 3, ELECTION AND TERM OF OFFICE OF OFFICERS

Officers shall be elected at each annual meeting held the first Wednesday of December for the members to hold office for the next calendar year. However, if any annual meeting is not held or the officers are not elected at any annual meeting, they may be elected at any special member's meeting held for that purpose. Each officer, including an officer elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

SECTION 4. VACANCIES

- (a) Events causing vacancy. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any officer, (ii) the declaration by resolution of the Board of a vacancy of the office of an officer who has been declared of unsound mind by an order of the court or convicted of a felony or has been found by final order or judgment of any court to have breached a legally imposed duty under the California Nonprofit Corporation Law, (iii) the vote of the members to remove an officer (vote of a majority of the members in the corporation with fewer than 50 members), (iv) the increase of the authorized number of officers, or (v) the failure of the members, at any meeting of members at which any officer or officers are to be elected, to elect the number of officers to be elected at such meeting.
- (b) Resignations. Except as provided in this paragraph, any officer may resign, which resignation shall be effective on giving written notice to the president, the secretary, unless the notice specifies a later time for the resignation to become effective. If the resignation of an officer is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective. No officer may resign when the corporation would then be left without a duly elected officer or officers in charge of its affairs.
- (c) Vacancies filled by members. The members may elect an officer or officers at any time to fill any vacancy or vacancies not filled by the Board, but any such election by written consent shall require the consent of a majority of the voting power.
- (d) No vacancy on reduction of number of officers. No reduction of the authorized number of officers shall have the effect of removing any officer before the officer's term of office expires.
- (e) Restriction on interested officers. Not more than 49% of the persons serving on the Board at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to an officer; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

SECTION 5. PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Regular meetings of the Board may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the Board may be held at any place consented to in writing by all the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all officers participating in the meeting can hear one another, and all such officers shall be deemed in person at such meeting.

SECTION 6 ANNUAL MEETING

In the month of January, following each December meeting of members, the Board shall hold a regular meeting for the purpose of organization, and the transaction of other business. Notice of this meeting shall not be required.

SECTION 7. OTHER REGULAR MEETINGS

Other regular meetings of the Board shall be held without call at such time as shall from time to time be fixed by the Board. Such regular meetings may be held without notice.

SECTION 8. SPECIAL MEETINGS

- (a) Authority to call. Special meetings of the Board for any purpose may be called at any time by the president, or any vice-president, the secretary, or any two officers.
- (b) Notice.
 - (i) Manner of giving. Notice of the time and place of special meetings shall be given to each officer by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the officer or to a person at the officer's office who would reasonably be expected to communicate such notice promptly to the officer; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the officer's home address or telephone number as shown on the records of the corporation.
 - (ii) Time requirements. Notices sent by first-class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.
 - (ii) Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of meeting, or the place of the meeting, if it is to be held at the principal executive office of the corporation.

SECTION 9. QUORUM

A majority of the authorized number of officers shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article VIII. Every act or decision done or made by a majority of the officers present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which an officer has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of officers. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of officers, if any action taken is approved by at least a majority of the required quorum for that meeting,

SECTION 10. WAIVER OF NOTICE

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the officers not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the meeting. Notice of a meeting shall also be deemed given to any officer who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 11. ADJOURNMENT

A majority of the officers present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 12. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the officers who were not present at the time of adjournment.

SECTION 13. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

SECTION 14. FEES AND COMPENSATION OF OFFICERS

Officers and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board to be just and reasonable.

ARTICLE IX

COMMITTEES

SECTION 1. COMMITTEES OF MEMBERS

The Board may, by resolution adopted by a majority of the officers then in office, designate one or more committees, each consisting of two or more officers, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution by the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) take any final action on matters which under the California Nonprofit Corporation Law also requires members' approval;
- (b) fill vacancies on the Board or in any committee;
- (c) fix compensation of the officers for serving on the Board or on any committee;
- (d) amend or repeal bylaws or adopt new bylaws;
- (e) amend or repeal any resolution of the Board which by its express terms is not so amendable or repeal-able;
- (f) appoint any other committees of the Board or the members of these committees;
- (g) expend corporate funds to support a nominee for officer after there are more people nominated for officer than can be elected; and
- (h) approve any transaction (1) to which the corporation is a party and one or more officers have a material financial interest; or (2) between the corporation and one or more of its officers or between the corporation or any person in which one or more of its officers have a material financial interest.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article VIII of these bylaws, concerning meetings of officers, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

ARTICLE X

OFFICERS

SECTION 1. OFFICERS

The elected officers of the corporation shall be a President, a 1st Vice President, a 2nd Vice President, a Secretary, and a Chief Financial Officer. The corporation may also have one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article X. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

SECTION 2. ELECTION OF OFFICERS

The officers of the corporation shall be elected by annual vote of the general membership, except those appointed in accordance with the provisions of Section 3 of this Article X.

SECTION 3. SUBORDINATE OFFICERS

The Board may appoint, and may authorize the President or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the Board.

SECTION 4. REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board, by an officer on whom such power of removal may be conferred by the Board.

SECTION 5. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

SECTION 6. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

SECTION 7 RESPONSIBILITIES OF OFFICERS

- (a) President. The president shall generally supervise, direct, and control the business and the officers of the corporation. He shall preside at all meetings of the members and, at all meetings of the Board. He shall have such other powers and duties as may be prescribed by the bylaws. The President is also the Director of the corporation.
- (b) Vice Presidents. In the absence or disability of the president, the vice-presidents, if any, in order of their rank as fixed by the Board or, if not ranked, a vice president designated by the Board, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

(c) Secretary. The secretary shall attend to the following:

- (i) Book of Minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of directors, committees of officers, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.
- (ii) Membership records. The secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board, record of the corporate members, showing the names of all members and their addresses.
- (iii) Notices, seal and other duties. The secretary shall give, or cause to be given, notice of all meetings of the members and of the Board required by the bylaws to be given. He shall keep the seal of the corporation in safe custody. He shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.

(d) Chief financial officer. The chief financial officer shall attend to the following:

- (i) Books of Accounts. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any officer at all reasonable times.
- (iii) Deposit and disbursement of money and valuables. The chief financial officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board, shall disburse the funds of the corporation as may be ordered by the Board; shall render to the president and officers, whenever they request it, an account of all of his transactions as chief financial officer and of the financial condition of the corporation: and shall have other powers and perform such other duties as may be prescribed by the Board or the bylaws.
- (iv) Bond. If required by the Board, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money, and Other property of even kind in his possession or under his control on his death, resignation, retirement, or removal from office.

ARTICLE XI

INDEMNIFICATION OF OFFICERS, EMPLOYEES, AND OTHER AGENTS

SECTION 1. DEFINITIONS

For the purpose of this Article,

- (a) "agent" means any person who is or was an officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as an officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was an officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation.
- (b) "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- (c) "expenses" includes, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

SECTION 2. SUCCESSFUL DEFENSE BY AGENT

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Section 3 through 5 shall determine whether the agent is entitled to indemnification.

SECTION 3. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION

Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant officer was or is engaging in self-dealing within the meaning of California Corporations Code, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with proceeding.

SECTION 4. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION

- (a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.
- (b) Claims and suits awarded against agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection, with the defense of that action, provided that both of the following are met:

- (i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and
- (ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnification for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed,

SECTION 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

- (a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.
- (b) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:
 - (i) The Board by a majority vote of a quorum consisting of officers who are not parties to the proceeding;
 - (ii) The affirmative vote (or written ballot in accordance with Article VI, Section 9) of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum).
 - (iii) The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

SECTION 6. LIMITATIONS

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5 (b) (iii), in any circumstance when it appears:

- (a) That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (c) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION 7. ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by this corporation before the final

disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

SECTION 8. CONTRACTUAL RIGHTS OF NONOFFICERS

Nothing contained in this Article shall affect any right to indemnification to which persons other than officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

SECTION 9. INSURANCE

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

SECTION 10. FIDUCIARIES OR CORPORATE EMPLOYEE BENEFIT PLAN

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section I of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE XII

RECORDS AND REPORTS

SECTION 1, INSPECTION RIGHTS

Any member of the corporation may:

- (i) inspect and copy the records of members' names and addresses and voting rights during usual business hours "On five days" prior written demand on the corporation, stating the purpose for which the inspection of rights are requested, and
- (ii) obtain from the secretary of the corporation, on written demand and on the tender of the secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of officers, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the secretary on or before the later of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled.

Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

SECTION 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this State, the original or a copy of the Articles and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of California and the corporation has no principal business office in this State, the secretary shall, on the written request of any member, furnish to that member a copy of the Articles and bylaws as amended to date.

SECTION 3. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The accounting books, records, and minutes of proceedings of the members and the Board and any committee (s) of the Board shall be kept at such place or places designated by the Board or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to a member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the corporation.

SECTION 4. INSPECTION BY OFFICERS

Every officer shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by an officer may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 5. ANNUAL REPORT

The annual report to members referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these bylaws shall be interpreted as prohibiting the Board from issuing annual or other periodic reports to the members of the corporation as they consider appropriate. However, the corporation shall provide to the officers, and to those members who request it in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

- (1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (5) Any information required by California Corporations Code section 6322.

ARTICLE XIII

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XIV

AMENDMENTS

SECTION 1. AMENDMENT BY MEMBERS

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members or their proxies, or by written assent of these persons.

SECTION 2. AMENDMENT BY OFFICERS

Subject to the right of members under Section 1 of this Article XIV, bylaws other than a bylaw fixing or changing the authorized number of officers may be adopted, amended, or repealed by the Board. However, if the articles of Incorporation or bylaws adopted by the members provide for an indefinite number of officers within specified limits, the officers may adopt or amend a bylaw fixing the exact number of officers within those limits.

ARTICLE XV

OBJECTIVES AND PURPOSES

The objectives of this corporation shall be:

1. To hold and manage property and funds for educational and charitable purposes, including the giving and receiving of assistance and support to similar educational and charitable organizations, institutions, associations, and undertakings.
2. To provide training, instruction, and hands-on education in the field of model railroading; training in the design, building, and operation of a model railroad layout. To hold meetings where all individual problems are discussed and solved. To furnish a complete working display of a model railroad for the public benefit, to be set up at fairs, shows, and public gatherings, where public instruction and information will be dispensed.
3. To provide a complete Safety Program teaching railroad safety to all children and persons of the Coachella Valley and other locations designated by the Board; working with local schools, making classroom presentations, and working with local youth organizations.
4. The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational and charitable purposes, and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.