

AMENDMENT OF BYLAWS
OF
NORTH COUNTY MODULAR RAILROAD SOCIETY, INCORPORATED
a California Public Benefit Corporation

Pursuant to the provisions of Section 4 of the Bylaws of North County Modular Railroad Society, Incorporated, said Bylaws are hereby amended in their entirety to read as follows:

**BYLAWS
OF
NORTH COUNTY MODEL RAILROAD SOCIETY, INCORPORATED
a California Public Benefit Corporation**

ARTICLE I

NAME

The name of this corporation shall be:

NORTH COUNTY MODEL RAILROAD SOCIETY, INCORPORATED

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 San Diego.

The directors 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.

SECTION 2. OTHER OFFICES

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

ARTICLE III

NON PARTISAN ACTIVITIES

This corporation has been formed under the California Public Benefit Corporation Law for the purposes described hereinbelow at Article XV, and it shall be non profit 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 above.

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 director 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 non-profit provisions of the California Corporations Code then in effect.

Comment: word should be "Upon" not "on"

ARTICLE V

MEMBERSHIP

SECTION 1. QUALIFICATIONS

There shall be two classes of membership in this corporation: regular membership and family membership. Any person twenty-one years of age or older, of good character, and dedicated to the purposes of this corporation shall be eligible for regular membership upon acceptance of his or her application by the board of directors and payment of such dues and initiation fees as may from time to time be fixed by the board of directors.

Any person eligible to be a regular member, together with the spouse, children, or grandchildren of such qualifying member, shall be eligible for family membership upon payment of such dues and initiation fees as may from time to time **be** fixed by the board of directors for that class.

Comment: word is "be" not "he"

SECTION 2. FEES, DUES, AND ASSESSMENTS

Each member in good standing must pay, within the time and on the conditions set by the board of directors, the initiation fee and regular dues in amounts which may be fixed from time to time by the board of directors. The dues and fees shall be equal for all regular members but the board of directors may, at its discretion adjust the fees and dues for family memberships according to the number and age of the dependents belonging to the family.

SECTION 3. TERMINATION OF MEMBERSHIP

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

- (a) The resignation of the member.
- (b) The failure of a member to pay regular dues in the amount and within the times set forth by the board of directors.
- (c) The determination by the board of directors 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.

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 directors appointed by the president. The notice to the member of his proposed expulsion shall state the date, time, and place of the hearing on his 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.
- (d) Any person expelled from the corporation shall receive a refund of dues or assessments already paid. The refund shall be prorated to return only the accrued balance remaining for the period of the dues payment.

SECTION 4. 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 of directors. 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 members shall be held (unless the board of directors fixes another date and so notifies the members as provided in Section 4 of this Article VI) on the last Tuesday of January. General and Special meetings of members shall be held as ordered by the directors, from time-to-time as stated below.

SECTION 3. SPECIAL MEETING

(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 of directors, the president, or by ten percent or more of the members.

(b) Calling meetings by members. If a special meeting is called by members other than the president, 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 chairman of the board, 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 be not less than 35 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 of directors.

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 VI not less than 10 nor more than 90 days before the date of the meeting or as may be otherwise ordered by the directors. 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 of directors, 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 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 a director without cause;
- (ii) Filling vacancies on the board of directors by the members;
- (iii) Amending the articles of incorporation; and
- (iii) 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 maybe 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 sent 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 directors must be by ballot if demanded by any member before the voting begins.

(c) Cumulative voting. Each member entitled to vote at any election of directors shall have the right to cumulate his votes by giving one candidate a number of votes equal to the number of directors to be elected, multiplied by the number of votes to which his membership is entitled, or by distributing his votes on the same principle among as many candidates as he desires. No member shall be entitled to Cumulate votes unless (i) the candidates or candidates' name(s) have been placed in nomination before the voting, and (ii) a member has given notice at the meeting, and before the voting, of the members intention to cumulate the members votes. If any one member has given such notice, all members may cumulate their votes for candidates in nomination. Those candidates receiving the highest number of votes, up to the number of directors to be elected, shall be winners of the election.

Comment: should be lower case "C" for "cumulate" not "Cumulate"

(d) 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 directors) shall be the act of the members, unless the vote of a greater number of voting by classes is required by California Nonprofit Corporation Law or by the articles of incorporation.

Comment: should be upper case "C" for "Corporation" not "corporation"

SECTION 8. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS

(a) 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) of Article IV, 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 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 of directors. 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 of directors 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 transfer of any 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 of directors, 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.

Comment: misplaced comma

(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.

Comment: should be "a" not "the"

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 members 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 directors, 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 directors is withheld, shall not be voted either for or against the election of a director. 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 CLASSES

Each member shall be entitled to one vote on each matter submitted to a vote of the members. Each family membership shall be entitled to cast two votes on all matters submitted to a vote of the members.

ARTICLE VII

ELECTION OF DIRECTORS

SECTION 1. NOMINATIONS AND SOLICITATIONS FOR VOTES

(a) Nominating committee. The chairman of the board, or the president if there is no chairman, shall appoint a committee to select qualified candidates for election to the board of directors at least 60 days before the date of any election of directors. The nominating committee shall make its report at least 30 days before the date of the election, and the secretary shall forward to each member, with the notice of meeting required by Article VI, Section 4, a list of candidates nominated, by office.

(b) Nominations by members. Members representing 20 percent of the membership may nominate candidates for directorships at any time before the 60 days 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.

(c) Nominations from the floor. If there is a meeting to elect directors, any member present at the meeting, in person or by proxy (if proxies are permitted), may place names in nomination.

SECTION 2. VOTE REQUIRED TO ELECT DIRECTOR

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

ARTICLE VIII

DIRECTORS

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 of directors.

(b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all 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.

Comment: word should be "seal" not "seat"

(iv) 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 DIRECTORS

The authorized number of directors shall be three. Directors need not be residents of the State of California or members of the corporation.

SECTION 3. ELECTION AND TERM OF OFFICE OF DIRECTORS

Directors shall be elected at each annual meeting of the members to hold office until the next annual meeting; however, if any annual meeting is not held or the directors are not elected at any annual meeting, they may be elected at any special member's meeting held for that purpose. Each director, including a director elected to fill a vacancy or elected at a special member's 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 of directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director, (ii) the declaration by resolution of the board of directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under section 9240 and following the California Nonprofit Corporation Law, (iii) the vote of the members to remove a director (vote of a majority of the members in a corporation with fewer than 50 members), (iv) the increase of the authorized number of directors, or (v) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

(b) Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairman of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office when the resignation becomes effective. No

director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) Vacancies filled by members. The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors, 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 directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

(e) Restriction on interested directors. Not more than 49% of the persons serving on the board of directors at any time may be interested persons. An interested person is (i) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director, and (ii) 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 of directors 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 of directors 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 directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

SECTION 6. ANNUAL MEETING

Immediately following each annual meeting of members, the board of directors shall hold a regular meeting for the purpose of organization, election of officers, 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 of directors shall be held without call at such time as shall from time to time be fixed by the board of directors. Such regular meetings may held without notice.

SECTION 8. SPECIAL MEETINGS

(a) Authority to call. Special meetings of the board of directors for any purpose may be called at any time by the chairman of the board or the president, or any vice-president, the secretary, or any two directors.

(b) Notice

(i) Manner of giving. Notice of the time and place of special meetings shall be given to each director 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 director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director, or (d) by telegram, charge prepaid. All such notices shall be given or sent to the director's 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.

(iii) 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 directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article VIII. Every action decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, 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 of directors, 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 directors 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 minutes of the meeting. Notice of a meeting shall also be deemed given to any director who

attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 11. ADJOURNMENT

A majority of the directors 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 directors who were not present at the time of the adjournment.

SECTION 13. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the board of directors 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 of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

SECTION 14. FEES AND COMPENSATION OF DIRECTORS

Directors 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 of directors to be just and reasonable.

ARTICLE IX

COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS

The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of 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 Nonprofit Corporation Law of California, also requires members' approval or approval of the outstanding shares;
- (b) fill vacancies on the board of directors or in any committee;

- (c) fix compensation of the directors 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 of directors which by its express terms is not so amendable or repealable;
- (f) appoint any other committees of the board of directors or the members of these committees;
- (g) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; and
- (h) approve any transaction (i) To which the corporation is a party and one or more directors have a material financial interest; or (ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors 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 VII of these bylaws, concerning meetings of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meeting of committees may also be called by resolution of the board of directors. 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 of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

ARTICLE X

OFFICERS

SECTION 1. OFFICERS

The officers of the corporation shall be a president, a secretary, and a chief financial officer. The corporation may also have, at the discretion of the board of directors, a chairman of the board, one or more vice presidents, 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 either the president or the chairman of the board.

SECTION 2. ELECTION OF OFFICERS

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article X, shall be chosen by the board of directors, and each shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

SECTION 3. SUBORDINATE OFFICERS

The board of directors may appoint, and may authorize the chairman of the board or 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 of directors.

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 of directors, at any regular or special meeting of the board, or, except in case of an officer chosen by the board of directors, by an officer on whom such power of removal may be conferred by the board of directors.

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 right 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) Chairman of the Board. If such an officer be elected, the chairman of the board shall preside at meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the board of directors or prescribed by the bylaws. If there is no president, the chairman of the board shall, in addition, be the chief executive officer of the corporation and shall have the powers and duties prescribed in paragraph (b), below.

(b) President. Subject to such supervisory powers as may be given by the board of directors to the chairman of the board, if any, the president shall, subject to the control of the board of directors, generally supervise, direct, and control the business and the officers of the corporation. He shall preside at all meetings of the members and, in the absence of the chairman of the board, or if there be none, at all meetings of the board of directors. He shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

(c) 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 of directors or, if not ranked, a vice president designated by the board of directors, 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 of directors or the chairman of the board.

(d) 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 of directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, 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) Member records. The secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the board of directors, record of the corporate members', showing the names of all members, their addresses, and the class of membership field breach.

(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 of directors 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 of directors or the bylaws.

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

(i) Books of account. 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 all be open to inspection by any director at all reasonable times.

(ii) 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 of directors, and shall disburse the funds of the corporation as may be ordered by the board of directors; shall render to the president and directors, 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 of directors or the bylaws.

(iii) Bond. If required by the board of directors, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board of 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 every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

ARTICLE XI INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

SECTION 1. DEFINITIONS

For the purpose of this Article,

(a) Agent means any person who is or was a director, officer, employee, or other agent of this corporation, or, is or was serving at the request of this corporation as a director, office employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, 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 includes, without limitation, all attorney 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, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code section 9243, 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 the 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: *[sic]*

(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 indemnify 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 AGENTS GOOD FAITH CONDUCT

The indemnification granted to an agent in 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 of directors by a majority vote of a quorum consisting of directors 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

(b) 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 maybe 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 NON-DIRECTORS AND NON-OFFICERS

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

SECTION 9. INSURANCE

The board of directors 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 1 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 directors, 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 of directors and any committees of the board of directors shall be kept at such place or

places designated by the board of directors, 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 the member's interests as a member. The inspection maybe 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 DIRECTORS

Every director 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 a director 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 of directors from issuing annual or other periodic reports to the members of the corporation as they consider appropriate. However, the corporation shall provide to the directors, 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 ~~MEMBERS~~

Comment: SECTION 2.
AMENDMENT BY MEMBERS

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 directors may be adopted, amended, or repealed by the board of directors. However, if the articles of incorporation or bylaws adopted by the members provide for an indefinite number of directors within specified limits, the directors may adopt or amend a bylaw fixing the exact number of directors within those limits.

ARTICLE XV

OBJECTIVES AND PURPOSES

The objectives of this corporation shall be:

1. To hold and manage property and funds for charitable and eleemosynary purposes, including the assistance and support of charitable and eleemosynary institutions, associations, and undertakings.
2. To provide public displays of model railroad layouts in order to present and teach the history and operation of railroads, and to promote and teach railroad safety.
3. To make donations for the public welfare or for community funds, hospital, charitable, educational, scientific or civic purposes.
4. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c)(3):Internal Revenue Code.

Comment: blank line needed here

CERTIFICATE OF ADOPTION OF AMENDMENT TO THE BYLAWS

This is to certify:

That I am the duly elected, qualified and acting Secretary of the above-named corporation; that the foregoing Amendments to the Bylaws were submitted to the board of directors and the members at a meeting held on 20 OCT, 2004 and the foregoing Amendments to the Bylaws were ratified by the vote of a majority of the board of directors and members entitled to vote.

I certify that the foregoing is true and correct.

Dated: (original is dated: 20 OCT 2004)

(original is signed by John Stevens)
Secretary

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