

Articles
of
Incorporation,
Bylaws,
and Standing Rules

Pacific Railroad Society, Inc.
a Public Benefit Corporation

Adopted 1980
As revised to January, 2012

ARTICLES OF INCORPORATION
PACIFIC RAILROAD SOCIETY, INC.
A Public Benefit Corporation

ARTICLE I - NAME

The name of this Corporation is PACIFIC RAILROAD SOCIETY, INC.

ARTICLE II - PURPOSES AND POWERS

a. This Corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

b. The purposes of the Corporation are to promote and foster research into railroad history; to collect, preserve and study historic materials related to railroading and the railroad industry; and to advance the study of modern railroads and their operations.

c. The purposes for which this Corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

d. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III - DIRECTORS

The authorized number and qualifications of Directors of this Corporation and the manner in which they shall be elected shall be as set forth in the Bylaws.

ARTICLE IV - MEMBERS

The authorized number and qualifications of Members of this Corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of Members and their liabilities to dues and assessments and the method of collection thereof, shall be as set forth in the Bylaws of the Corporation.

ARTICLE V - DEDICATION TO DISSOLUTION

d. The property of this Corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code and no part of the net income or assets of this organization shall inure to the benefit of any private persons. 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 charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code and which has established its tax exemption status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI - APPLICABLE LAW

This Corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law not otherwise applicable to it under Part 5 thereof.

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BYLAWS OF
PACIFIC RAILROAD SOCIETY, INC.

ARTICLE 1. OFFICES

Section 1.1. Office. The Principal Office of the Society for the transaction of its business is located in the County of Los Angeles, California.

Section 1.2. Change of Address. The county of the Society's Principal Office can be changed only by amendment of these Bylaws, and not otherwise. The Board of Directors may, however, change the Principal Office from one location to another within said county by noting the changed address and effective date below, and such change of address shall not be deemed an amendment of these Bylaws:

Fred Knox, Treasurer
9103 Greenwood Ave.
San Gabriel, CA 91775

Dated: May 7, 1980

Marti Ann Draper, President
Roquemore, Pringle & Moore, Inc.
6055 E. Washington Blvd., Ste. 808
Los Angeles, CA 90040-2466

Dated: April 1, 1991

Russell Homan, Treasurer
1255 N. Michigan Ave.
Pasadena, CA 91104-2966

Dated: December 2, 1988

David Abbott
11526 East Rosehedge Drive
Whittier, CA 90606-1929

Dated: December 2, 1994

Section 1.3. Other Offices. The Society may also have offices at such other place or places within or without the State of California where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

ARTICLE 2. MEMBERS

Section 2.1. Classes of Membership and Rights of Members. The Society shall have two classes of Members as follows:

- (a) Regular Members which includes
 - (i) Participating
 - (ii) Sustaining
 - (iii) Life
 - (iv) Corporate

(b) Honorary Members. Honorary Members shall not hold office and shall have no voting rights. In all other respects, the rights, interests and privileges of each Member in the Society, regardless of classification, are equal. No person shall hold more than one Membership in the Society.

Section 2.2. Qualifications.

(a) Any natural person who has attained the age of 12 is qualified to become a Regular Member.

(b) Any corporation, association or legal entity other than a natural person is qualified to become a Regular Member.

(c) Honorary Members may be named by unanimous vote of the Board of Directors, for the purpose of recognizing significant contributions in support of the Society's activities or objectives. Honorary Members need not pay dues.

Section 2.3. Admission. Applicants shall be admitted to Membership upon making application therefor in writing, endorsed by the Membership Committee, on payment of the first annual dues as herein specified, and upon approval of a majority of the Board of Directors at any duly held meeting of the Board.

Section 2.4. Additional Privileges of Membership. In addition to any other privileges of Membership specified elsewhere in these Bylaws, all Members shall receive regular publications of the Society, and shall be eligible for discounts, if any, afforded Members with respect to the Society's activities.

Section 2.5. Dues.

(a) The annual dues payable to the Society by Members shall be in such amounts as may be determined from time to time by the Board of Directors, subject to ratification and approval by vote of the Members.

(b) Annual dues shall be payable in advance on the first day of April of each fiscal year. Annual dues of new Members shall be prorated as follows: Those persons accepted into Membership between November 1 and January 31 of each fiscal year shall pay one-half the annual dues for the then current fiscal year. Persons accepted into Membership between February 1 and March 31 of each fiscal year shall pay the annual dues for the following fiscal year beginning April 1, which dues shall be deemed to cover the balance of the then current fiscal year, as well.

(c) Non-payment of annual dues shall cause termination of Membership set forth in Section 2.11.

(d) Memberships shall be nonassessable.

Section 2.6. Membership Cards. The Society shall issue membership cards annually.

Section 2.7. Number of Members. There shall be no limit on the number of Members the Society may admit.

Section 2.8. (vacant)

Section 2.9. Nonliability of Members. No Member of the Society shall be personally liable for the debts, liabilities or obligations of the Society.

Section 2.10. Transferability of Membership. Membership in the Society is nontransferable and nonassignable.

Section 2.11. Termination of Membership.

(a) The Membership of any Member of the Society shall automatically terminate: (i) upon written resignation delivered to the Secretary of the Society personally, or by United States Mail; or (ii) upon the death of such Member, or if other than a natural person, upon the dissolution of such Member or upon its ceasing to exist.

(b) The Member who resigns or whose Membership is terminated through death, dissolution or cessation, shall not be relieved from any obligation for charges incurred, services or benefits actually rendered, dues or fees, or arising from contract, or otherwise, and this Section shall not diminish any right of the Society to enforce any such obligation or obtain damage for its breach.

(c) The Membership of any Member who fails to pay dues within 60 days after the due end of the year shall terminate at the end of such 60 day period. Written notice must be given each Member who has failed to pay dues when due. Such notice shall be given in the manner set forth in Section 3.5, at least 15 days before the date on which Membership will terminate. In the event annual dues for the fiscal year are thereafter, and before the end of the fiscal year, paid in full, the person shall automatically be reinstated to Membership. Following the close of the fiscal year a new application shall be required for reinstatement to Membership.

Section 2.12. Expulsion, Suspension of Member. No Member may be expelled or suspended, and no Membership or Membership rights may be terminated or suspended, other than for nonpayment

of dues as set forth above, or in accordance with the procedures set forth below. Any expulsion, termination or suspension not in accord with the following procedure shall be void and without effect:

(a) The Member shall be given fifteen days notice of the proposed expulsion, suspension, or termination and of the reasons therefor;

(b) The Member shall be afforded the right to be heard by the Board of Directors, orally or in writing, not less than five days before the proposed effective date of the expulsion, suspension or termination;

(c) The notice required under this section shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first class, certified or registered mail sent to the last address of the Member shown on the Society's records;

(d) Any action challenging an expulsion, suspension or termination of Membership including any claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension or termination;

(e) This section shall govern only the procedures for expulsion, suspension or termination based upon good cause, as hereinafter defined. An expulsion, suspension or termination based upon substantive grounds which violate contractual or other rights of the Member or are otherwise unlawful, is not made valid merely by compliance with this section;

(f) Good cause shall be deemed to exist for the expulsion, suspension or termination of a Member upon a finding by a majority of the Board of Directors that the Member has;

(i) failed and continues to fail to abide by the Articles of Incorporation, Bylaws of the Society, or published rules and regulations of the Society; or (ii) committed or is in the course of committing some act or acts prejudicial to the purposes of the Society.

Section 2.13. Cessation of Rights. All rights of a Member in the Society shall cease upon such Member's expulsion, suspension or termination.

Section 2.14. Voting Power. The voting power of the Society shall be vested in the Regular Members thereof in good standing and each such Member shall be entitled to one vote at any Regular or Special Meeting of the Membership and upon balloting conducted by mail, as provided herein. No proxies shall be recognized.

ARTICLE 3. MEETINGS OF MEMBERS

Section 3.1. Regular Meetings. Unless otherwise ordered by the Members or the Board of Directors, Regular Meetings of the Members of the Society shall be held on the second Friday of each month except during December of each year, without call or notice.

Section 3.2. Annual Meeting. The Regular Meeting in the month of March in each year is designated as the Annual Meeting of Members of the Society.

Section 3.3. Special Meetings. Special Meetings of Members may be called by the President, or by the Board of Directors and shall be called upon the written request of five percent (5%) or more of the Members of the Society, and notice thereof shall be duly given within twenty (20) days of such request.

Section 3.4. Notice of Meetings. Except as provided to the contrary elsewhere in these Bylaws, notice of Regular Meetings is hereby dispensed with, provided that the time and place of holding such meetings is announced by the chairman during the preceding Regular Meeting. In the event Members are required or permitted to take any action at such meeting, written notice of the meeting shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each Member entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class mail, registered or certified mail, notice shall be given by other means, such as by publication in the Society's newsletter, and mailed not less than twenty (20) days before the meeting. Such notice shall state the place, date, and time of the meeting; and

(a) in the case of a Special Meeting, the general nature of the business to be transacted, and no other business may be transacted;

(b) in the case of a Regular Meeting those matters which the Board of Directors, at the time of the mailing of the notice, intends to present for action by the Members, however, except as provided to the contrary in the California Corporations Code, any proper matter may be presented to the meeting for such action;

(c) in the case of any meeting at which Directors and Officers are to be elected or recalled, the names of all those who are nominees at the time the notice is sent to Members; and

(d) in the case of any meeting at which action is to be taken by the Members to amend, adopt or repeal Bylaws, the exact

nature of the proposal to be considered and, in the case of the amendment or adoption of the Bylaws, the full text thereof.

Section 3.5. Notice, How Given. Notice of a Members' Meeting or any report shall be given either personally, or by mail or other means of written communication, addressed to the Member at the address of such Member appearing on the books of the Society or given by the Member to the Society for purpose or notice; or if no such address appears or is given, at the place where the Principal Office of the Society is located, or by publication at least once in a newspaper of general circulation in the county in which the Principal Office is located. An affidavit of giving of notice or report in accordance with these Bylaws, executed by the Secretary, or any Assistant or Corresponding Secretary of the Society, shall be prima facie evidence of the giving of the notice or the report.

Section 3.6. Quorum. Twenty-five (25) Members in good standing of the Society shall constitute a quorum.

ARTICLE 4. DIRECTORS.

Section 4.1. Management of Society. The activities and affairs of the Society shall be conducted and all corporate powers shall be exercised by and under the direction of the Board of Directors. The Board may delegate the management of the activities of the Society to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Society shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 4.2. Number of Directors. The number of Directors of the Society shall be nine. Of these, five (5) Directors shall be elected to serve staggered three year terms, two during the first year, two during the second year, and one during the third year. The four (4) remaining seats on the Board of Directors shall be filled on an annual basis by the four Elected Officers of the Society, the President, Vice President, Secretary and Treasurer.

Section 4.3. Eligibility, Consecutive Terms. Any natural person eighteen (18) years of age or over who has been a Regular Member in good standing of the Society for one year preceding the date of the election (or appointment) shall be eligible for election (or appointment) as a Director. No person who is serving as a Director, other than an Elected Officer, shall be eligible for reelection as a Director of the Society, other than an Elected Officer, for a further term which will commence upon the expiration of a full term of office which such person has then just served.

Section 4.4. Election of Directors. Directors and Officers shall be elected by written ballot of the Regular Members at the Annual Meeting of Members to fill the then expiring terms and any vacancies in office then existing. Ballots may be cast by mail or in person. Their term of office shall begin at the start of the fiscal year, and shall continue until a successor is elected or appointed.

Section 4.5. Vacancies - How Filled. If a vacancy should occur in any of the four elected offices or in the Office of Director prior to the expiration of that term of office, the Board of Directors may fill such vacancy by appointment, such appointee to hold office on an interim basis until a successor be elected and qualified at the next Annual Meeting of the Corporation. A Director elected and qualified to fill a vacant office shall hold office for the balance of the original term of that office and until a successor be elected and qualified. Such service for the balance of the original term, if longer than eighteen (18) months, shall disqualify that person from reelection as defined in Section 4.3. of these Bylaws. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 4.6. Nominating Committee. The Board of Directors shall appoint a Nominating Committee of five (5) voting Members of the Corporation at the Board's Regular Meeting in December, no more than two of whom shall be members of the Board. The members of the Nominating Committee shall choose a chairman from among their number.

Section 4.7. Nominations. The Committee shall take under consideration any request by any Member in good standing for the nomination of that, or any other, eligible Member as a candidate for election to office. The Committee shall prepare a report which shall be presented to the Members at their Regular Meeting in February. Thereafter, further nominations may be made from the floor by Members in good standing. Each nomination shall be accompanied by the nominee's written consent to stand for election.

Section 4.8. Elections Committee. Each year, by the end of the Regular February Membership Meeting, the President shall appoint an Elections Committee of three or more Members, none of whom shall be members of the Board of Directors or of the Nominating Committee, to administer all phases of the election process. This Committee shall perform the following functions:

(a) prepare ballots and other materials to be sent therewith;

(b) within fifteen (15) days of the Regular February Membership Meeting mail the following materials to those Members who are in good standing as of the date of the Regular February Meeting of the Board of Directors: (i) ballot, listing the number of vacant positions to be filled, the term thereof and the name of each nominee, in alphabetical order; and providing space for as many write-in candidates as there are vacant positions to be filled; (ii) instruction sheet specifying the procedure for casting and returning ballots, the deadline for their return and the time, date, and place of the Annual Meeting of Members and time during the meeting at which ballots will be counted; (iii) statement limited to 150 words of the qualifications and experience of each nominee who may within four (4) days following the nomination, submits the text therefor; (iv) an appropriately addressed envelope for the return of the ballot;

(c) make provision for the receipt and custody of ballots, whether submitted by mail or delivered in person to the Society at the designed place and prior to the announced time at which they are to be counted;

(d) open and count the ballots at the announced time and place; and

(e) report and certify the results of the balloting to the Membership assembled at the Annual Meeting.

Section 4.9. Supervision of Count. Each candidate shall have the right to be present at and observe the count.

Section 4.10. Voting of Directors. All Directorships to be filled at any election and all positions of Elected Officers, as defined in Section 5.1 of these Bylaws, shall be voted for together. Each Member shall be permitted to vote for one candidate for each elected office and for as many candidates as there are vacant Directorships. In the case of the elected offices, the candidate for each office receiving the highest number of votes shall be deemed elected to that office. In the case of Directorships, the person receiving the highest number of votes shall be deemed elected to the longest term under vote. The person receiving the next highest number of votes shall be deemed elected to the next longest term, and so on, until all vacancies of Directorships are filled. Should more persons than the number required to fill the vacancy of any elected office or Directorship received the same number of votes, the tie will be resolved by drawing from among those persons. A candidate winning such a drawing shall be deemed elected to said office or Directorship.

Section 4.11. Meetings.

(a) Regular Meetings. The Board of Directors shall hold Regular Meetings without call or notice on the first Friday of each month at 7:30 P.M. at such place as may be fixed by the Board and announced at the preceding Regular Meeting unless another date, time, and place are designated by an officer in case of emergency.

(b) Special Meetings. Special Meetings of the Board may be called at any time by the President, Vice President, Secretary, or by any two Directors. Such meetings shall be held upon four (4) days notice by first class mail or 48 hours delivered personally or by telephone or telegraph.

(c) Quorum. A majority of the Directors shall constitute a quorum.

Section 4.12. 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 shall individually or collectively consent in writing to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Section 4.13. Telephonic Meetings. Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 4.14. Removal.

(a) The Board may declare vacant the office of any Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or who has been found by a final order or judgment of any court to have breached any duty under Article 3, commencing with Section 5230, of the California Corporations Code.

(b) Any and all Directors may be recalled without cause if at any Regular, Annual, or Special Membership Meeting a majority of the Members present vote a recall action against any particular Director and upon which a notice of such recall attempt is given pursuant to Section 3.4(c) of these Bylaws for a resolution of such recall, and after such resolution received a two-thirds (2/3) majority vote of those present at the meeting specified by said notice. Pursuant to the general provisions of balloting under Sections 4.8(b) and 4.10 of these Bylaws, an election shall be held for said office provided a candidate, other than the incumbent, be nominated for that office.

(c) The Board shall declare vacant the office of any Director who fails to attend three consecutive Regular Board Meetings within any fiscal year, without having given an elected officer a written or verbal notification therefor, prior to the commencement of the meeting. Such Director shall conclusively be presumed to have resigned his office at the conclusion of the third such consecutive meeting.

(d) *It is expected that officers and directors will fulfill their duties and responsibilities faithfully. Failure to do so will be grounds for removal from office.*

In the event that an officer or director is alleged to be unwilling or unable to fulfill their duties, any board member may contact the President at least twenty days before the next Board meeting, and will propose an officer or director for removal. The President will notify the affected person of the possibility of removal and the reasons therefore in writing at least ten days prior to the meeting of the Board of Directors. The matter will be placed on the agenda for that meeting and that agenda shall be distributed to each member of the Board at least seven days before the meeting.

At that meeting, a motion to remove the subject officer or director may be made, discussed and acted upon in the usual manner. A vote of two thirds of the Board members present is necessary to carry the motion and, if passed, the subject officer or director shall then be removed from the office immediately.

If the subject officer is the President, the Vice President shall fulfill the duties prescribed for the President in the preceding two paragraphs.

This paragraph in no way amends the procedure for removing an officer or director who has failed to attend meetings of the Board of Directors as set forth in Paragraph 4.14.c.

ARTICLE 5. OFFICERS

Section 5.1. Elected Officers. The Elected Officers of the Society shall be a President, a Vice President, a Secretary, and a chief financial officer, who shall be referred to as the Treasurer. No one person shall hold more than one elected office.

Section 5.2. Appointed Officers. The Society may also have, at the discretion of the Board of Directors, one or more Assistant Secretaries, including a Recording Secretary and a Membership Secretary; one or more Assistant Treasurers, and such other officers as may be appointed by the Board. Such appointed

officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

Section 5.3. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Society. Any such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.4. Duties of President. The President shall be the chief executive officer of the Corporation and shall, in general, subject to the control of the Board of Directors, supervise and control the affairs of the Society. He shall preside at all meetings of the Members and of the Board of Directors. Except as otherwise expressly provided by law, these Bylaws or the Articles of Incorporation, he shall execute in the name of the Society such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors. He shall also, ex officio, be a member of all standing committees of the Society except the Nominating Committee and the Elections Committee.

Section 5.5. Duties of Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President 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 on, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or by the Board of Directors.

Section 5.6. Duties of Secretary. The Secretary shall:

(a) Keep at the Principal Office of the Society a certified copy of the Articles of Incorporation of the Society; and certify and keep at the Principal Office of the Society the original, or a copy of these Bylaws as amended or otherwise altered to date. Make the Articles of Incorporation and Bylaws available for inspection by any Member at all reasonable times during office hours.

(b) Keep at the Principal Office of the Society a book of minutes of all meetings of the Directors and Members, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at the meetings of Directors, the number of Members present at meetings of Members, and the proceedings thereof.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law.

(d) Be custodian of the records and the seal, if any, of the Society.

(e) Keep at the Principal Office of the Society, or at such other place as the Board of Directors may order, a Membership book containing the name and address of each Member, and in any case where Membership has been terminated, a record of such fact together with the date on which the Membership ceased.

(f) Exhibit at all reasonable times to any Director, or to his agent or attorney, on request therefor, the Membership Book, and the minutes of the proceedings of the Directors and of the Members of the Society.

(g) Exhibit at all reasonable times during office hours to any voting Member or his agent or attorney, on written demand therefor for a purpose reasonably related to the interests of such member, the minutes of meetings of the Directors or of the Members, and exhibit said records at any time when required by the demand of ten percent (10%) or more of the voting Members of the Society.

(h) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to the Secretary from time to time by the Board of Directors.

Section 5.7. Duties of Assistant Secretary.

(a) If there be any Assistant Secretary, the Assistant Secretary's duties shall be, in the absence of the Secretary or in the event of the Secretary's inability or refusal to act, to perform all of the duties of the Secretary and, when so acting to have all the powers of and be subject to all the restrictions on, the Secretary. The Assistant Secretary shall perform such other duties as from time to time may be assigned by the Board of Directors or by the Secretary.

(b) The Board may appoint a Membership Secretary whose duty it shall be to keep all Membership records required hereby or by law; to receive and process all Membership applications; to receive and receipt for all dues payments and to prepare and distribute all statements for renewal dues; and to advise the Board with respect to all matters concerning Membership in the Society.

(c) The Board may appoint a Recording Secretary whose duties it may be to record the minutes of all meetings of the Board and of the Members and to prepare such minutes in written form, reproduce and distribute them to Directors and Members, as minutes, and of any minutes of committee meetings submitted to the Recording Secretary for filing, duly authenticated by him, in the Minute Book of the Society at the Principal Office of the Society.

Section 5.8. Duties of Treasurer. Other than as provided in Article 6 of these Bylaws, the Treasurer shall:

(a) Have charge and custody of and be responsible for all funds and securities of the Society, and deposit all such funds in the name of the Society in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(b) Receive and give receipt for monies due and payable to the Society from any source whatsoever.

(c) Disburse or cause to be disbursed the funds of the Society as may be directed by the Board of Directors, taking proper vouchers for such disbursement.

(d) Maintain and keep adequate and correct accounts of the Society's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(e) Exhibit at all reasonable times the books of account and financial records to any Director or to his agent or attorney, on request thereof.

(f) Exhibit at all reasonable times to any voting Member, his agent or attorney, on written demand therefor for a purpose reasonably related to the interests of such Member, the books of account and financial records of the Society, and shall exhibit said records at any time when required by the demand of ten percent (10%) or more of the voting Members of the Society.

(g) Render to the President and the Directors, whenever requested, an account of any or all of the transactions of the Treasurer and of the financial condition of the Society.

(h) Prepare, or cause to be prepared, and certify the financial statements to be included in the annual report to Members.

(i) If required by the Board of Directors, give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

(j) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this Society, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Section 5.9. Duties of Assistant Treasurer. If required by the Board of Directors, the Assistant Treasurer, if any, shall give bond in such sum and with such surety as the Board of Directors shall determine. The Assistant Treasurer shall in general perform all duties as shall be assigned from time to time by the Treasurer or by the Board of Directors.

Section 5.10. Compensation. Officers and Directors of the Society shall serve without compensation, except that they may be allowed and paid their actual and necessary expenses incurred in performing the duties of their office.

ARTICLE 6. EXECUTION OF INSTRUMENTS; DEPOSITS AND FUNDS

Section 6.1 Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or may be confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it financially liable for any purpose or in any amount.

Section 6.2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, as provided in Section 6.1, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Society shall be signed by the Treasurer; or, if the Treasurer so directs, or if the Treasurer is incapable of signing, by the Assistant Treasurer, the President, Vice President, or Secretary of the Society.

Section 6.3. Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6.4. Gifts. The Board of Directors may accept on behalf of the Society, in trust, or otherwise, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society.

Section 6.5. Expenditure Authority. No disbursement may be made by and no obligation may be incurred on behalf of the Corporation in excess of \$50.00, for any single purpose, without the prior approval, by resolution, of the Board of Directors.

ARTICLE 7. COMMITTEES

Section 7.1. Standing Committees. The standing committees of the Society, the duties of which shall be exercised subject to the approval of the Board of Directors, shall be as follows:

(a) Budget. This committee shall propose a budget for the approval of the Board of Directors at its May meeting with such modifications as the Board may see fit. The Treasurer shall be ex officio a member of this committee.

(b) Bylaws. This committee shall review all proposed amendments to these Bylaws and to the Articles of Incorporation; should consult with legal counsel with respect thereto; shall make such recommendations to the Board of Directors regarding such proposals as may seem appropriate; and shall supervise the periodic revision, publication, and distribution of these Bylaws.

(c) Descanso. This committee shall be responsible for the maintenance of the former Los Angeles Railway Car Descanso.

(d) Excursion. This committee shall plan, promote and operate excursions of the Society.

(e) 1559. This committee shall be responsible for the maintenance of the former Los Angeles Railway Car "1559."

(f) Historical Research. This committee shall maintain the archives of the Society (other than the current records maintained by the Treasurer and Secretary); its library of books, publications; and its collection of other historic documents pertaining to railway and related forms of transportation.

(g) Insurance. This committee shall recommend to the Board of Directors a program of insurance for the benefit of the Society and its Members and for the protection of the Society's assets shall arrange such insurance coverage from time to time as the Board may direct.

(h) Legal. This committee shall be responsible for all communications between this Board and any attorneys of law representing this Corporation from time to time. This committee may advise the Board or any officer of this Corporation on other matters having legal ramifications, and deemed by the committee to be within its competence, on those occasions when the committee deems it advisable to render such advice, or when such advice is requested by the Board.

(i) Mailing. This committee shall be responsible for the receipt and dispatch of the mail of the Society.

(j) Membership. This committee shall recruit applications for Membership, shall process applications for Membership, maintain current Membership records, and be responsible for the printing and issuance of Membership cards, and furnish documents as specified in Section 2.8.

(k) Museum. This committee shall solicit, collect, preserve, conserve, and display historical artifacts, photos, documents and other historical resources, in order to educate, present and future generations about railroading, the railroad industry, its activities, and its impact on society.

(l) Rolling Stock. This committee shall manage all aspects of standard gauge railroad equipment owned by the Society. This will include maintenance, repair, preservation, restoration, display, and servicing for operation.

(m) Program. This committee shall arrange the non-business aspects of the Regular Meetings of the Members of the Society and shall make all physical arrangements for all Membership Meetings of the Society.

(n) Publications. This committee shall edit and publish Wheel Clicks, and such other publications of the Society as it or the Society may deem appropriate.

(o) Publicity. This committee shall be responsible for disseminating information concerning the Society and its activities to the general public through the mass media.

(p) (vacant)

(q) Special Events. This committee shall plan and have charge of all special events not under the jurisdiction of any other committee.

Section 7.2 Special Committees. Such special committees shall be created by the President or by the Board of Directors as the President or the Board of Directors shall from time to time deem necessary.

Section 7.3 Committee Appointments. The President, with the approval of the Board of Directors, shall appoint committee chairmen, who in turn will appoint committee members to serve under them. The President shall ex officio be member of all committees except the Nominating and Elections Committees.

ARTICLE 8. AMENDMENT

Section 8.1. By the Members. Except as provided to the contrary by law, these Bylaws may only be amended or repealed by approval of two-thirds (2/3rds) of the Regular Members at a meeting duly noticed pursuant to the provisions of Section 3.4.(d) of the Bylaws.

Section 8.2 Bylaw Committee. No proposed amendment to these Bylaws, or proposed amendment to the Articles of Incorporation of the Society, shall be adopted by the Members, unless and until such proposed amendment has been first referred to the Bylaw Committee as set forth in Section 7.1(b), above. The Committee shall report the results of its review and evaluation, and its recommendations, if any, to the Members within 15 days after the proposal has been referred to it.

Section 8.3. Effective Date of Amendments. Amendments to these Bylaws shall become effective immediately upon their adoption, or at such later time as specified in the amendment.

ARTICLE 9. MISCELLANEOUS

Section 9.1. Fiscal Year. The fiscal year of the Society shall be the year ending March 31.

Section 9.2. Parliamentary Authority. The operations of the Corporation and the conduct of its Meetings shall be governed by the California Corporations Code, The Articles of Incorporation, these Bylaws, and the current edition of Robert's Rules of Order Newly Revised. In the event of any conflict between the provisions of these documents, the first named shall prevail.

Section 9.3. Construction. As used in these Bylaws, the present tense includes the past and the future tenses, and the future tense includes the present; the masculine gender includes the feminine and neuter; the singular includes the plural and the plural the singular; the word "shall" is mandatory and the word "may" is permissive; and the word "Board," as used in relation

to any power or duty requiring collective action means the "Board of Directors." The word "Directors" shall be a reference to all nine Members of the Board of Directors, including the President, Vice President, Secretary and Treasurer.

Note: Section 6.2.- Checks and Notes. was amended June 2010. Section 4.14.d - REMOVAL OF OFFICERS AND DIRECTORS new section added and ratified January 2012. Recent amendments and new sections are in *italics*.

Secretary Rick Reyes, September 8, 2016

STANDING RULES

I. Membership Dues

A. Regular Members

1. Annual dues for Participating Members shall be \$25.00
2. Annual dues for Sustaining Members shall be \$50.00.
3. Annual dues for Corporate Members shall be \$100.00.
4. Life Membership shall be purchased by payment of \$500.00. Such dues shall be placed in an approval of the Board of Directors. Interest from the Endowment Fund would be immediately available for use of the Society.

B. Honorary Members need not pay dues.

II. Membership Records

Copy of Articles of Incorporation and Bylaws; Membership Roster may be furnished free of charge of any Member at his request.

III. Meetings

A. Meetings of Members

Unless otherwise ordered, Regular Meetings shall be held at 7:30 p.m. on the second (2nd) Friday of each month (except December) in the Alhambra Room of Joslyn Center, Story Park, 210 North Chapel, Alhambra, Ca.

B. Meetings of the Board of Directors

Shall be held at 7:30 PM on the first Wednesday of each month.

IV. *Committee Chairmen*

The Chairman of any committee has the ultimate authority, and fully responsible for, the business delegated to that committee.

Note: Standing Rule III B was amended October 3, 2014. Standing Rule IV added October 9, 2008.

Secretary Rick Reyes, September 8, 2016