

BYLAWS

OF

NTRAK MODULAR RAILROADING SOCIETY, INC.

A California Nonprofit Public Benefit Corporation

Adopted July 11, 1996
Revised November 4, 2013

BYLAWS OF

NTRAK MODULAR RAILROADING SOCIETY, INC.

A California Nonprofit Public Benefit Corporation

TABLE OF CONTENTS	Page	
Article 1		5.3 Election..... 3
1.1 Principal Office	1	5.4 Resignation.....3
Article 2		5.5 Vacancies.....3
Membership.....	1	5.6 Chair of the Board of Directors.....3
2.1 Voting Members	1	5.7 President.....4
2.2 Nonvoting Members	1	5.8 Vice President.....4
2.3 Fees and Dues.	1	5.9 Secretary.....4
2.4 Membership Year	1	5.10 Chief Financial Officer.....4
2.5 Transfer of Membership.....	1	5.11 Compensation.....4
2.6 Liability	1	5.12 Liability.....4
2.7 Termination of Membership	1	Article 6
Article 3 Board of Directors.....	1	Committees
3.1 Powers	1	6.1 Executive Committee
3.2 Number and Qualification	2	6.2 Other Committees.....
3.3 Regions	2	6.3 Duties and Powers.....
3.4 Term of Office	2	6.4 Advisory Committees.....
3.5 Election of Directors	2	6.5 Proceedings and reports.....
3.6 Resignation	2	Article 7
3.7 Removal for Cause	2	Indemnification.....
3.8 Vacancies.....	2	7.1 Indemnification.....
3.9 Compensation	2	7.2 Advance of Expenses.....
3.10 Liability	2	7.3 Insurance.....
Article 4		Article 8
Meetings of the Board of Directors	2	Records and Reports.....
4.1 Annual and Regular Meetings	2	8.1 Corporate Records
4.2 Special Meetings	2	8.2 Inspection by Directors
4.3 Notice of Meetings	2	Article 9
4.4 Waiver of Notice	2	Miscellaneous
4.5 Place	2	9.1 Budget
4.6 Quorum	3	9.2 Fiscal Year.
4.7 Participation in Meetings by Telephone Conference	3	9.3 Notices
4.8 Adjournment	3	9.4 Checks, Drafts, and Evidences of Indebtedness
4.9 Action Without Meeting	3	9.5 Signing Contracts.....
Article 5		9.6 Representation of Shares of Other Corporations.....
Officers	3	9.7 Construction and Definitions
5.1 Officers	3	Article 10
5.2 Qualification	3	Amendment
		10.1 By the Board of Directors

**P
a
g
e**

BYLAWS OF

NTRAK MODULAR RAILROADING SOCIETY, INC.

A California Nonprofit Public Benefit Corporation

Article 1 Principal Office

1.1. The Board of Directors shall fix the location of the principal office of the corporation at any place within the State of California.

Article 2 Membership

2.1. Voting Members. The corporation shall have no voting members.

2.2. Other Members. Persons who embrace the specific purposes of this corporation and meet the requirements set by the Board of Directors may also be designated “members,” but such persons shall not be entitled to exercise any of the other rights of “members” as defined in Section 5056 of the California Corporations Code.

2.3. Fees and Dues. Each member must pay, within the time and on the conditions set forth by the Board of Directors, the annual dues. The annual dues shall be fixed by the Board of Directors each fiscal year of the corporation. The annual dues so established shall apply for each “Membership Year” commencing during that fiscal year of the corporation.

2.4. Membership Year. Each member’s Membership Year shall commence on the date that the annual dues are received by the corporation and shall expire one year from such date.

2.5. Transfer of Memberships. No member may transfer a membership or any right arising therefrom.

2.6. Liability. Except as provided by law, no person who is a member of this corporation shall, as such, be personally liable for any debt, liability or obligation of this corporation.

2.7. Termination of Membership. The membership of any member shall terminate upon occurrence of either of the following events:

(a) The resignation or death of that member; or

(b) The expiration of that member’s Membership Year, unless the member sooner renews for a subsequent period on the renewal terms set by the Board of Directors

Article 3 Board of Directors

3.1. Powers. Subject to limitations imposed by law, the Articles of Incorporation, and these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the corporation to any person or persons, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

3.2 Number and Qualification. The number of directors shall be five until changed in manner specified in Article 10.1.

3.3. Term of Office. Each director shall serve for a term of three years or until a successor is elected and qualified. The President and Secretary shall serve as directors for so long as they hold those offices.

3.4. Election of Directors. The terms of directors shall be staggered. Directors will elect new directors, from the membership, to fill vacancies. They may consider a present director, if the director is willing to serve for another term.

3.5. Resignation. No director may resign if upon the effective date of such resignation the corporation would be left without a duly elected director in charge of its affairs. Subject to the foregoing, any director may resign effective upon the delivery of written notice to the President or to the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

3.6. Removal for Cause. A director may be removed from office for cause by a majority of the directors present at a meeting duly held and at which a quorum is present.

3.7. Vacancies. A vacancy in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the number of directors be increased. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his or her term of office. Except for a vacancy created by the removal of a director, vacancies in the Board of Directors shall be filled by a majority of the remaining directors, though less than a quorum, or by the sole remaining director. A director so elected shall serve for the unexpired term of his or her predecessor and until a successor is elected and qualified.

3.8. Compensation. Members of the Board of Directors shall serve without compensation, but shall be entitled to reimbursement for expenses in accordance with corporate policy, but only if such expenses are reasonable and necessary to carry out the purposes of the corporation and are not excessive in amount.

3.9. Liability. Except as provided by law, no director shall be personally liable for any debt, liability or obligation of this corporation.

Article 4 Meetings of the Board of Directors

4.1. Annual and Regular Meetings. The Board of Directors shall hold regular meetings for the purpose of organization, election of officers and the transaction of other business. The Annual meeting of the Board of Directors shall be held on the third Tuesday of July in each year at 8:00 p.m. at the principal office of the corporation, or at such date, time and place as may be fixed by the Board of Directors. Other regular meetings of the Board of Directors shall be held without call at such date, time and place as shall from time to time be fixed by the Board of Directors.

4.2. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the any director.

4.3. Notice of Meetings. Annual and regular meetings may be held without notice. Special meetings of the Board shall be held at least four days after delivery of notice of the meeting. A notice need not specify the purpose of any regular or special meeting of the Board. The notice shall state the place and time of the meeting.

4.4. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

4.5. Place. Meetings of the Board shall be held at any place that has been designated by a resolution of the Board, or in the notice of the meeting, or if not so designated, at the principal office of the corporation.

4.6. Quorum. A majority of the number of directors specified in Article 3.2 but in no event fewer than two directors, shall constitute a quorum of the Board of Directors for the transaction of business. Every act done or decision 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, unless a greater number is otherwise required by law. 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 such meeting or such greater number as may otherwise be required by law.

4.7. Participation in Meetings by Telephone Conference or Electronic Mail. Members of the Board of Directors may participate in (and shall be deemed to be present at) a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another, or by electronic mail, so long as all members participating in such meeting receive and send concurrent E-mail messages to all other participating members.

4.8. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting of the Board of Directors to another time and place. Telephonic or other reasonable notice of the time and place of holding an adjourned meeting shall be given to absent directors of the time and place fixed to continue the adjourned meeting, unless the meeting is adjourned for more than 96 hours in which case written notice shall be given in the manner required by Section 4.3 in the same manner as for special meetings of directors.

4.9. 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 (including electronic mail) to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of the Board.

Article 5 Officers

5.1. Officers. The officers of the corporation shall consist of a President, a Secretary and a Chief Financial Officer. The corporation may also have a Chair of the Board of Directors, a Vice Chair of the Board of Directors, one or more Vice Presidents, one or more Alternate Secretaries or Financial officers and such other officers as the Board of Directors may from time to time determine.

5.2. Qualification. Each officer must be a member of the corporation; the Chair of the Board of Directors and the Vice Chair of the Board of Directors must themselves be directors.

5.3. Election. The officers of this corporation shall be chosen annually by, and shall serve at the pleasure of, the Board of Directors, subject to the rights, if any, of an officer who is under any contract of employment. Officers, other than the President and Secretary, need not be directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chair of the Board or the President.

5.4. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

5.5. Vacancies. Any vacancy in an office because of death, resignation, removal, disqualification or any other cause shall be filled as it occurs by the Board of Directors.

5.6. Chair of the Board of Directors. The Chair of the Board of Directors shall preside at all meetings of the Board of Directors, shall be a member of all committees and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. If no President or Vice President is elected by the Board, the Chair shall be the President. In the absence of the Chair of the Board of Directors, the Vice Chair of the Board of Directors, if any, shall fulfill the duties of the Chair.

5.7. President. The President shall report to the Board of Directors, shall be the chief executive officer and general manager of the corporation, and shall be responsible, subject to the control of and supervision by the Board of Directors, for the general supervision, direction and control of the business and affairs of the corporation. The President shall be a member of all committees, shall appoint the chairs of standing committees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. If no Chair of the Board of Directors or Vice Chair of the Board of Directors is elected, the President shall be the Chair.

5.8. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. If there is more than one Vice President, the Vice Presidents shall, in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice President designated by the Board of Directors, shall perform duties of the President in his or her absence or disability.

5.9. Secretary. The Secretary shall keep or cause to be kept an accurate record of all meetings of the Board, provide copies of minutes to Board members, and shall be responsible for providing notice of meetings. The Secretary shall have such other powers and duties as may be prescribed from time to time by the Board.

5.10. Chief Financial Officer. The Chief Financial Officer shall be the custodian for all funds of this corporation, which funds shall be deposited in such banks or other financial institutions as may from time to time be designated by the Board. Funds of this corporation shall be disbursed only on checks or other withdrawal orders of this corporation signed by such officers or other persons as may be specifically authorized by the Board. The Chief Financial Officer shall generally supervise the accounting and bookkeeping of the corporation, shall regularly report to the Board of Directors as to the financial condition and results of operations of the corporation, and shall have such other powers and duties as may be prescribed from time to time by the Board. The Chief Financial Officer, for purposes of giving any reports or signing any certificates or other documents requiring the signature of a "Treasurer," is deemed to be the Treasurer of this corporation.

5.11. Compensation. Officers of the corporation shall serve without compensation but shall be entitled to reimbursement for expenses in accordance with corporate policy, but only if such expenses are reasonable and necessary to carry out the purposes of the corporation and are not excessive in amount.

5.12. Liability. Except as provided by law, no officer shall be personally liable for any debt, liability or obligation of this corporation.

Article 6 Committees

6.1. Executive Committee. The President, Vice-Presidents, the Secretary and the Chief Financial Officer shall constitute the Executive Committee. The President shall serve as the presiding member of the Executive Committee.

6.2. Other Committees. The Board of Directors may create and appoint such other committees from time to time as the Board determines that the activities of this corporation require. Each such committee shall consist of three or more directors, shall be presided over by a chair appointed by the President and shall serve at the pleasure of the Board. Any such committee must be created by resolution adopted by a majority of the number of directors then in office, provided a quorum is present. Appointments to committees shall be by a majority vote of the directors then in office. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee.

6.3. Duties and Powers. The Board of Directors may delegate to each committee by resolution such powers and duties as it may deem appropriate within the limitations prescribed by these Bylaws and otherwise by law, provided that no committee of the Board may:

- (a) Fill vacancies on the Board of Directors or in any committee;
- (b) Fix compensation of directors for serving on the Board of Directors or on any committee;
- (c) Amend or repeal bylaws or adopt new bylaws

- (d) Amend or repeal any resolution of the Board of Directors unless such resolution is by its express terms so amendable or repealable;
- (e) Appoint any other committees of the Board of Directors or the members of any committee of the Board of Directors;
- (f) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (g) Approve any transaction (1) in which the corporation is a party and one or more directors has a material financial interest; or (2) between the corporation and one or more directors or between the corporation or any person in which one or more of its directors has a material financial interest.

6.4. Advisory Committees. The Board may from time to time appoint such advisory committees as it deems appropriate, consisting of directors and/or persons who are not directors, but such advisory committees shall not be deemed committees of the Board and shall not exercise any power of the Board.

6.5. Proceedings and Reports. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall determine the manner in which its proceedings shall be conducted. Unless the Board of Directors or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of these Bylaws applicable to meetings and actions of the Board. Minutes shall be kept of meetings of each committee and the presiding member of each committee shall regularly report to the Board of Directors on action taken by that committee.

Article 7 Indemnification

7.1. Indemnification. This corporation may, to the maximum extent permitted by the California Nonprofit Public Benefit Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of this corporation. For purposes of this Article , an "agent" of this corporation 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, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise.

7.2. Advance of Expenses . Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified.

7.3. Insurance. Except as provided by law, this corporation shall have the power to purchase and maintain insurance on behalf of any agent of this 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 such liability.

Article 8 Records and Reports

8.1. Corporate Records. The corporation shall keep at its principal executive office:

- (a) Adequate and correct books and records of account;
- (b) A copy of these Bylaws, as amended to date; and

(c) Minutes in written form of the proceedings of its Board of Directors and of each committee of the Board of Directors.

8.2. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect these Bylaws and all books, records, and documents of every kind and the physical properties of the corporation. This inspection may be made in person or by an agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Article 9 Miscellaneous

9.1. Budget. The Board of Directors shall adopt a budget for each fiscal year, which may be reviewed and revised as necessary during the course of the year. Expenditures for items not provided for in the adopted budget shall require specific approval of the Board of Directors. Expenditures provided for in the adopted budget may be disbursed without such specific approval.

9.2. Fiscal Year. The corporation's fiscal period for tax and financial accounting purposes shall be the calendar year unless another fiscal year is selected by the Board of Directors.

9.3. Notices. All notices or other communications required or permitted by these Bylaws, except as otherwise specified by law, shall be in writing and shall be deemed

(a) delivered when personally delivered or,

(b) delivered, if mailed, upon deposit with the United States Postal Service as first-class mail, postage fully prepaid, addressed to the person to be notified at the most recent address of such person on the books of the corporation, or

(c) delivered, if delivered by electronic mail, when sent to the most recent email address of such person on the books of the corporation.

9.4. Checks, Drafts, and Evidences of Indebtedness. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

9.5. Signing Contracts. The Board of Directors, except as otherwise provided in these bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

9.6. Representation of Shares of Other Corporations. The President or any other officer authorized by the Board or by the President is authorized to vote, and to represent and exercise on behalf of this corporation all rights incident to all shares of any other corporation standing in the name of this corporation. This authority may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by such officer.

9.7. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person. All references in these Bylaws to the California Nonprofit Public Benefit Corporation Law shall be deemed to be to such law as it may be amended and in effect from time to time. References to Articles and Sections are to Articles and Sections of these Bylaws unless the context clearly indicates otherwise.

Article 10 Amendment

10.1. By the Board of Directors. New Bylaws may be adopted or these Bylaws may be amended or repealed by the Board of Directors.

[End of Bylaws]