

AMENDED AND RESTATED BYLAWS OF THE BAY AREA GARDEN RAILWAY SOCIETY, INC.

A California Non-profit Benefit Corporation

Originally Adopted March 11, 1995. Amended and Restated on February 26, 2011, and March 9, 2024.

ARTICLE I. NAME

The name of this Corporation is the Bay Area Garden Railway Society, Inc., hereinafter called the "Society".

ARTICLE II. OFFICE OF THE SOCIETY

The principal office of the Society for its transaction of business is located at 181 Lowell Dr., Danville, CA 94526. The board of directors may change the principal office of the Society from one location to another in California. Any change of location of the principal office shall be noted by the Secretary in these Bylaws but shall not be considered an amendment of these Bylaws.

ARTICLE III. PURPOSES AND LIMITATIONS

3.01. General Purposes:

The purpose of the Society shall be the furtherance of garden railroading in the broadest sense and the promotion of good fellowship among individuals and families interested in the operation of large scale railways outdoors in the garden or indoors around potted plants. The Society's purpose shall include periodically hosting the National Garden Railway Convention. The decision to host a national convention requires approval by the membership as laid out in Article XII of these bylaws.

3.02. Limitations:

No substantial part of the activities of this Society shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Society shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE IV. MEMBERS

4.01. Membership:

Members of the Society shall be those individuals or families who have paid the annual dues described in Article 4.04 of these Bylaws.

4.02. Eligibility for Membership:

Any person eighteen (18) years or older, regardless of race, religion, color, creed sex, or national origin, is eligible to become a member of the Society. Individuals under the age of eighteen (18) years may be admitted to membership if sponsored by a member of the society.

4.03. Admission to Membership:

Upon the payment of the annual dues as specified in Article 4.04 of these Bylaws, and subject to the eligibility requirements set forth in Article 4.02 of these Bylaws, any person shall be admitted to membership. The immediate family (spouse and children below the age of eighteen (18) years) of the person admitted to membership shall also be admitted to membership in the Society; however, these persons shall collectively share the rights, obligations, and privileges of one (1) membership in the Society.

4.04. Annual Dues:

Each member shall pay, within the time and on the conditions set by the Board of Directors, the annual dues payable to the Society. The annual dues shall be established by resolution of the Board of Directors.

4.05. Term of Membership:

Except as provided in this Article 4.05 of these Bylaws, all regular memberships shall commence on the date of the initial payment of annual dues as specified in Article 4.04 of these Bylaws and expire on December 31, unless renewed by payment of annual dues for the following year.

4.06. Resignation, Expiration, or Termination of Membership:

(a) The membership and all rights of membership shall automatically expire on the occurrence of any of the following causes:

- (1) The resignation of a member; or
- (2) Expiration of the membership as provided in Article 4.05 of these Bylaws, unless the membership is renewed by payment of annual dues as described in Article 4.04 of these Bylaws.

(b) The Board of Directors, by a majority vote, may recommend the termination of any membership for good cause. Good cause for termination shall exist where a member of the Society has failed in a material and serious degree to observe the Society's rules of conduct or has engaged in conduct materially and seriously prejudicial to the purpose and interest of the Society. The member(s) in question shall be requested to appear at a scheduled meeting of the Board of Directors and notified of the reason, or reasons, for the termination. If the Board of Directors votes to terminate the membership, the terminated member shall be entitled to a prorated refund of annual dues (prorated on a monthly basis) only if the membership is terminated prior to July 1 of that year.

(c) All rights of a member in the Society and in the Society's property shall cease on the expiration of such member's membership.

ARTICLE V. MEETINGS OF MEMBERS

5.01. Annual Meeting:

The membership shall meet annually during the first quarter of the calendar year at a location, on a date and time selected by the Board of Directors for the purpose of electing the Board of Directors and conducting other such business as is brought before the membership.

5.02. Special Meetings:

Special meetings of the membership may be called by three (3) or more members of the Board of Directors or the President. Notice of a special meeting shall specify the

general nature of the business proposed to be transacted, and shall be given to the membership as soon as practical, but in no event any earlier than fourteen (14) days before the meeting, in the manner provided be Article 5.03 of these Bylaws.

5.03. Notice of Meetings:

(a) Notice of Annual Meeting or Special Meetings: Written notice of the annual or a special meeting of members shall be either personally delivered or mailed by first-class United States mail, postage prepaid, or sent by electronic mail, or other electronic means, to any member who elects to receive notice electronically, at least fourteen (14) but no more than ninety (90) calendar days before the date of the meeting to each member of the Society at the time the notice is sent. The notice given under this Section (a) shall specify the place, date, and hour of the meeting and those matters that the Board of Directors, at the time the notice is given, intends to present for action by the members. No business, other than the business the general nature of which was set forth in the notice of the special meeting, may be transacted at the special meeting. However, any proper matter may be presented at the annual meeting.

(b) Manner of Giving Notice: In the event given by mail or other means of written or electronic communication, the notice shall be addressed, by postal or electronic, to the member at the address of such member appearing on the books of the Society or at the address given by the members to the Society for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Society.

(c) Waiver of Notice: A member's attendance at a meeting shall constitute a waiver of notice of that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Attendance at a meeting is not a waiver of the right to object to the consideration of matters required to be included in the notice of the meeting but not so included if that objection is expressly made at the meeting.

5.04. Quorum:

(a) Percentage Required: Members present in person or by proxy representing at least ten percent (10%) of the voting power shall constitute a quorum for the transaction of business at any meeting of the members.

(b) Loss of Quorum: The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn 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.

5.05. Adjournment and Notice of Adjourned Meetings:

Any members' meeting may be adjourned from time to time by the vote of the majority of the members present at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment, new members join the Society, a notice of the adjourned meeting shall be given to each such new member. At the adjourned meeting, the Society may transact any business that might have been transacted at the original meeting.

5.06. Voting of Membership:

Subject to the restrictions set forth in Article 4.03 of these Bylaws, each member shall be entitled to one vote on each matter submitted to a vote of the members. Subject to Section 5.04(b), the affirmative vote of a majority of the members present at the meeting shall be the act of the members.

5.07. Conduct of Meetings:

- (a) The President, or in his absence, the Vice-President shall be Chairman of and shall preside over the meetings of the members.

- (b) The Secretary shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meeting.

- (c) The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Society, or the law.

ARTICLE VI. DIRECTORS

6.01. Number and Qualification:

The Society shall have seven (7) Directors who shall collectively be known as the Board of Directors. A Director must be a member in good standing of the Society for not less than one (1) year prior to his or her election to the Board of Directors. The one (1) year membership requirement may be waived if there is lack of otherwise qualified members willing to stand for election to the Board of Directors. All Directors must be at least 21 years or older.

6.02. Terms of Office:

Each Director shall be eligible for election for no more than six (6) consecutive one (1) year terms, commencing upon his or her election at the annual meeting of the members as described in Article 5.01 of these Bylaws. After serving six (6) consecutive one (1) year terms, a Director may not be re-elected until two (2) years have passed from the expiration of such Director's last term.

6.03. Election of Directors:

- (a) **Nomination:** The Board of Directors shall appoint a committee to select qualified candidates for election to the Board at least 60 days before the date of and election of Directors. This nominating committee shall make its report at least 30 days before the date of the election, or at such other time as the Board of Directors may set, and the Secretary shall forward to each member, with the notice of annual meeting required under Article 5.03 of these Bylaws, a list of all candidates nominated by the committee under Article 6.03(a).

- (b) **Election of Directors:** The candidates receiving the highest number of votes shall be deemed elected. In the event of a tie vote, a run-off vote shall be held involving the candidates receiving the same number of votes, and the candidate(s) receiving the highest number of run-off votes shall be deemed elected.

6.04. Vacancies of Board of Directors:

- (a) **Vacancies:** A vacancy or vacancies on the Board of Directors shall exist on the occurrence of the death, resignation, or recall by the members of a Director(s). In addition, the Board of Directors may declare vacant the office of a Director (1) if a

Director has failed to attend 3 consecutive meetings of the Board of Directors; (2) if there is an increase of the authorized number of directors; or (3) upon the failure of the members to elect the number of Directors required to be elected pursuant to Article 6.03 of these Bylaws.

- (b) Recall of a Director: Upon the receipt of a petition signed by members holding at least ten percent (10%) of the voting power (See Article 5.04), the Board of Directors shall hold a recall election of the Director or Directors named. The Board of Directors shall schedule a meeting of the members for the purpose of conducting the recall election and provide notice of the meeting to the members as provided in Article 5.03 of these Bylaws. The entire Board of Directors, or an individual Director, may be removed from office by majority vote of those members in attendance at the meeting. In the event the entire Board of Directors is removed from office, the Board shall serve until new Directors are elected as provided in Article 6.04(c)(2) of these Bylaws. Those members who signed the petition shall bear the expense of conducting the recall election.
- (c) Filling Vacancies:
- (1) Except for vacancies occurring because of a recall election as provided in Article 6.04(b) of these Bylaws, vacancies on the Board of Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. The members may fill any vacancy or vacancies not filled by Directors.
- (2) Where a vacancy or vacancies occurs on the Board of Directors because of a recall election as provided by Article 6.04(b) of these Bylaws, the vacancy or vacancies shall be filled at a special meeting of the membership called for that purpose. Those Directors not removed from office, or if the entire Board of Directors is recalled, the recalled Board of Directors shall schedule the meeting of the membership upon 30 days notice to the membership in the manner provided in Article 5.03 of these Bylaws.
- (d) 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.

ARTICLE VII. BOARD OF DIRECTORS

7.01. Powers and Responsibilities:

- (a) General Corporate Powers. The Society's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- (b) Specific Powers and Responsibilities: In addition to any other powers and responsibilities set forth in the Bylaws, the Board of Directors shall have the power and responsibility to:
- (1) Control and manage all equipment, supplies, assets, facilities, or all other property belonging to or entrusted to the Society;
 - (2) Manage the financial affairs of the Society;
 - (3) To exercise any other authority determined to be in the best interest of the society and authorized by the California Nonprofit Public Benefit Corporation law;
 - (4) To publish a monthly newsletter.
 - (5) Select the Officers of the Society as provided in Article 7.02 of these Bylaws.
 - (6) Appoint standing committees to serve at the direction of the Board of Directors.

7.02. Selection of Officers:

The Board of Directors, at the first meeting of the Board after the annual meeting of the members as described in Article 5.01 of these Bylaws, shall appoint from their number, by majority vote, the officers of the Society as described in Article VIII of these Bylaws.

7.03. Meetings:

(a) Meeting. Regular meetings of the Board of Directors may be held without notice at such time and place, including on the Internet, as the Board of Directors may fix from time to time. All meetings of the Board of Directors shall be open to members of the Society.

(b) Special Meetings. Special meetings of the Board may be called by the President, the Vice-President, the Secretary, or any two (2) Directors. Special meetings shall be held on four (4) days' notice by first class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone, electronic mail, or telegraph. The notice need not specify the purpose of the meeting. Notice of the special meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes. All such waivers, consents, and approvals shall be filed with the Society's records or made a part of minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

(c) Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(d) Adjournment. A majority of the Directors present, whether or not a quorum in present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice must be given to the Directors who were not present at the time of the adjournment.

(e) Conduct of Meeting. The President or, in his or her absence, the Vice-President shall preside at meetings of the Board of Directors. The Secretary of the Society or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

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

ARTICLE VIII. OFFICERS

8.01. Number and Titles:

The officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer, and these officers shall also be members of the Board of Directors.

8.02. Duties:

(a) President. The President shall preside at meetings of the members and the Board of Directors.

(b) Vice-President. The Vice-President shall assume the duties of the President's absence, and perform such other duties as the President or Board of Directors may request.

(c) Secretary. The Secretary shall record, maintain, and publish the minutes of all meetings of the members and the Board of Directors.

(d) Treasurer. The Treasurer is the chief financial officer of the Society. The Treasurer shall collect annual dues and maintain all the financial records of the Society. In addition, the Treasurer shall prepare an annual report to be sent to the Directors of the Board after the end of the Society's fiscal year and before the date of the annual meeting of members. Copies of the report shall be posted on the Society's website, shall be sent to any member requesting it and shall be made available for inspection by the members at the annual meeting of members. The report shall contain the following information, in appropriate detail, for the fiscal year.

- (1) The assets and liabilities of the Society as of the end of the fiscal year;
- (2) The principal changes in assets and liabilities;
- (3) The revenue of receipts of the Society; and
- (4) The expenses of disbursements of the Society.

The Treasurer shall make available the books and records of the Society for inspection or audit upon request of any member of the Board of Directors. The Treasurer shall not be requested to post bond. No audit or inspection of the Society's books and records shall be made unless the Treasurer is present.

8.03 Financial Obligations:

Financial obligations, including but not limited to, contracts for services, debts, lines of credit, liens, encumbrances, and any other financial liabilities in excess of \$3,000 must be approved by the Board of Directors before they are committed and such approvals must be recorded in the minutes of the Board Meeting at which approval was granted. Obligations less than \$3,000 may be approved by the Treasurer.

8.03. Vacancy:

In the event of vacancy in an officer position, the Board of Directors shall, by majority vote, appoint a replacement to fill the vacancy.

8.04. Term of Office

Officers shall be appointed at the first meeting of the Board of Directors following the annual meeting of members. Each officer shall be appointed for a term expiring on the date of the first Board of Directors meeting following the succeeding annual meeting of members.

ARTICLE IX. COMMITTEES

9.01. COMMITTEES:

After the election of the Board of Directors as provided in Article 6.05 of these Bylaws, the Board of Directors may appoint such Committees, which need not consist only of members of the Board, as the Board shall deem appropriate. The Committees shall serve at the direction and pleasure of the Board.

ARTICLE X. APPROVAL TO HOST A NATIONAL GARDEN RAILWAY CONVENTION

10.01. Approval:

Hosting a National Garden Railway Convention requires approval by BAGRS membership at an Annual Meeting or Special Meeting of members.

10.02. Information for Members:

All members in good standing must receive the following at least 30 days before the meeting where members consider a motion to host a National Garden Railway Convention:

- a) The motion.
- b) An outline calendar for the proposed Convention showing dates and major activities.
- c) A financial forecast for the convention showing expected expenses, projected revenue, and projected net income.
- d) Convention attendance and participation assumptions underlying projected revenue.
- e) Attendance and participation at three (3) most recent National Garden Railway Conventions.
- f) Name of the Member who will serve as Chair of the National Convention Managing Committee who will report to the Board of Directors
- f) Names of members who will serve in key positions on the National Convention Committee.

10.03. Members' right to ask questions:

Members may ask questions about any of the above information and any other relevant questions at the Annual Meeting and/or a Special Meeting before a motion to host a National Convention is put to a vote.

10.04. Majority required for approval:

60% of members in good standing attending the annual or special meeting, must vote in favor of the motion for the motion to host a national convention to be approved.

10.05. Required Updates

The Convention Chair shall report on convention preparation at Annual Meetings of the Membership that fall between the date of approval to host a convention and the

convention. Reports shall include any significant deviations from the information provided at the Meeting where members voted to host the convention.

ARTICLE XI. INTERPRETATION OF BYLAWS

Interpretation of these Bylaws is by a majority vote of the Board of Directors.

ARTICLE XII. AMENDMENTS

12.01. Amendments by Board of Directors Prohibited: The Board of Directors may not adopt, amend, or repeal these Bylaws.

12.02. Amendments by Members:

The members may adopt, amend, or repeal these Bylaws by at least a majority vote of the members present at any annual meeting as described in Article 5.01 of these Bylaws, or at any special meeting of the members as described in Article 5.02 of these Bylaws. The notice of an annual meeting or a special meeting at which the members are to consider adopting, amending, or repealing these Bylaws shall be sent in the manner provided in Article 5.03 of these Bylaws and shall contain a description of the Bylaw or Bylaws to be adopted, amended, or repealed.