

February 25, 1995 (Board Approved)

**Bylaws of
NORTH AMERICAN RAILCAR OPERATORS
ASSOCIATION**

A DELAWARE Non-stock, Non-profit Corporation

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the North American Railcar Operators Association ("Association") shall be in the town of Lock Haven, county of Clinton, state of Pennsylvania. The address shall be: Post Office Box 802, Lock Haven, PA 17745.

SECTION 2. REGISTERED OFFICE

The registered office shall be established and maintained at: 3 Christina Centre, 201 N. Walnut Street, Wilmington, Delaware 19801, offices of The Company Corporation.

SECTION 3. OTHER OFFICES

The Association may have other offices either within or without the state of Pennsylvania, at such place or places as the Board of Directors may from time to time appoint or require.

**ARTICLE 2
OBJECTIVES AND PURPOSES**

The primary objective of this Association shall be: The association of like-minded people who have an interest in railroad motorcars, inspection cars, section cars, gang cars, speeders, motorized trackcars, hyrail vehicles, rail buses, or hand cars, velocipedes, rail bikes, etc.

The purposes are as follows:

- (a) Sharing of information among members, and education about motorcars and railroads.
- (b) Promotion of motorcar operational safety.
- (c) Promotion of recreation and fellowship among its members.

- (d) Promotion, planning, and sponsorship of motorcar meets and tours.
- (e) Negotiation of suitable liability coverage for the corporate events.

ARTICLE 3 BOARD OF DIRECTORS

SECTION 1. QUALIFICATIONS

Members of the Board of Directors must be members of the Association and must remain members for the duration of their terms of office. If membership in the Association is terminated as outlined elsewhere in these Bylaws, membership on the Board of Directors is similarly terminated. If such terminated Director is subsequently reinstated as a member of the Association at any time during the remaining term of office of the Director's position from which he/she had previously been terminated, he/she will not be reinstated in that Director's position except as may be provided elsewhere in these Bylaws.

SECTION 2. POWERS

The Board of Directors shall have the power to amend, delete, or add to these Bylaws except as covered in Article 9. The Board shall have the power to elect its officers, create or dissolve committees, appoint committee members, and set membership dues. The Board shall have the power to decide on membership eligibility as specified in Article 11 of these Bylaws. The Board shall have the power to amend, delete, or add rules to the Association Rule Book; and conduct the Association's business, and have other powers and duties as specified elsewhere in these Bylaws.

SECTION 3. NUMBER

The Association shall have eleven Directors and collectively they shall be known as the Board of Directors or Board.

At the discretion of the Board, the President may appoint two (2) Directors at Large, who without vote may participate in all Board activities for a term of one year.

SECTION 4. DUTIES

It shall be the duty of the Directors to:

- (a) Perform the duties imposed on them collectively and individually by law, by the Articles of Incorporation of the Association, and by these Bylaws;
- (b) Supervise all officers, agents and employees of the Association to assure that their duties are performed within the guidelines of these Bylaws;

- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the Association. Notices of meetings by first-class mail or by telegraph to them at such addresses shall be valid notices thereof.

SECTION 5. TERMS OF OFFICE

Each seat on the Board of Directors shall be a two-year term, with the exception that at the initial formation of the Board, six seats shall be chosen to serve only an initial one-year term. Each Director shall hold office until the election results have been ratified as specified elsewhere in these Bylaws. Time is of the essence with regard to the election of Directors and the ratification of election results; and the terms of existing Directors shall not be extended without good cause.

SECTION 6. COMPENSATION

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4 of this Article, if so authorized by majority vote of the Board. Artifacts donated to the Association shall not inure to the benefit of any Director, individually or collectively.

SECTION 7. PLACE OF MEETINGS

Valid meetings shall be held at such place which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, a meeting shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the Association, or after all Directors have been given written notice of the meeting as herein provided for special meetings of the Board. Any meeting, regular or special, may be validly held by using a conference telephone or similar communications equipment, so as long as all Directors participating in such meeting can hear one another.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of Directors shall be held no less than once in each calendar year.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any other two Directors. Any such meeting shall be held at the place designated by the person or persons calling the meeting, such place to be reasonably determined so as not to place undue hardship on those Directors desiring to attend the meeting.

SECTION 10. NOTICE OF MEETINGS

No meetings of the Board may be held without due notice. Special meetings of the Board shall be held within seven (7) to thirty (30) days after said notice. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails. Such notices shall be addressed to each Director at his or her address as shown on the books of the Association.

SECTION 11. CONTENTS OF NOTICE

The purpose of any Board meeting need not be specified in the notice, however such purpose will be revealed to any Board Member upon request prior to the meeting. An agenda will be sent with the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR BOARD MEETINGS

A quorum shall consist of a simple majority of the full Board of Directors, unless otherwise specified in these Bylaws.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Association, or by law, no business shall be considered at any Board meeting at which a quorum, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such Board Meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a Board Meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken.

The Directors present at a duly called and held Board Meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Director(s) from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Association.

SECTION 14. BOARD ACTION AS THE ACT OF THE BOARD OF DIRECTORS

- (a) When other than majority action is not specified elsewhere in these Bylaws, every act or decision done or made by a majority of the Directors present at a Board Meeting duly held at which

a quorum is present is the act of the Board of Directors.

(b) When other than majority action is specified elsewhere in these Bylaws:

- (1) every act or decision done or made by the specified fraction or percentage of the Directors present at a Board meeting duly held at which a quorum is present is the act of the Board of Directors, or
- (2) every act or decision done or made by the specified number of the Directors present at a Board Meeting duly held at which a quorum is present is the act of the Board of Directors.

SECTION 15. CONDUCT OF BOARD MEETINGS

Board meetings shall be presided over by the President of the Association, or, in his or her absence, by the Vice-President of the Association. The Secretary of the Association shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Unless waived by the presiding officer, which waiver can be rescinded by said officer at any time, meetings shall be governed by Roberts Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Association, or with provisions of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT BOARD MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a Board meeting, if all members of the Board shall 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. Such action by written consent shall have the same force and effect as would the unanimous vote of the Directors at a valid meeting at which all Directors were present.

SECTION 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased or (3) (at the discretion of the Board) whenever a Director has been unable to attend two consecutive duly-called meetings.

A Director can only be terminated, and is automatically terminated, if the Director's membership in the Association is terminated as provided elsewhere in these Bylaws.

Vacancies on the Board may be filled by approval of the Board whenever the number of Directors then in office is at least a quorum of the full

Board. If the number of Directors then in office is less than a quorum of the full Board, vacancies on the Board may be filled by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining Director. The tenure of such appointed Directors shall be the remainder of the term of the seat to be filled.

SECTION 18. NON-LIABILITY OF DIRECTORS

No Director(s) or officer(s) either together or individually, shall be personally liable for any debts, liabilities, or other obligations of the Association.

SECTION 19. INSURANCE FOR CORPORATE AGENTS

The Board of Directors will adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a Director, officer, employee or other agent of the Association) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability. Such resolution will be adopted as soon as reasonably possible, time being of the essence in this regard.

ARTICLE 4 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer. The President and Vice-President shall only be elected from the membership of the Board of Directors. The Association may also have, as determined by the Board of Directors, such other officers as may be needed. Any number of offices may be held by the same person except that neither the vice-President, Secretary nor the Treasurer may serve as the President.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

The President shall have demonstrated prior experience in the affairs of the Association (or its predecessor organizing committee); and must have been an active Member for at least two years, or since the year of the corporation's founding (1989), whichever is less.

Officers shall be nominated and elected by the Board of Directors at its first meeting following the annual membership meeting, and each officer shall hold office for a one-year term unless he or she resigns, or is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

There is no limitation on the number of terms that officers might hold.

SECTION 3. REMOVAL AND RESIGNATION

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

SECTION 4. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. 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 5. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Association and the activities of the other officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Association, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. The President shall also preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Association, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 6. DUTIES OF VICE-PRESIDENT

In the absence of the President, or in the event of his or her 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 other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall:

- (a) Certify and keep at the principal office of the Association, the original, or a copy of these Bylaws as amended or

otherwise altered to date.

- (b) Keep at the principal office of the Association or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, 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.
- (e) Keep at the principal office of the Association a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- (f) Exhibit at all reasonable times to any Director of the Association, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Association.

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 of this Association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 8. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association 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 Association from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of the corporation'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 of the Association, or to his or her agent or attorney, on request therefor.

- (f) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Association.
- (g) Prepare, or cause to be prepared the financial statements to be included in any required reports. (Changed by Board action recorded on 3/15/97).

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 the Association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 5 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Executive committee shall consist of the President, Vice-President, Secretary, Treasurer, and up to three other members of the Board of Directors who, by a majority vote of the Directors, are so designated. Between regular Board meetings, such Committee may assume any of the powers and authority of the Board in the management of the business and affairs of the Association, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members.
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.
- (e) The appointment of committees of the Board or the members thereof.

The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and all actions of the Committee must be affirmed by majority vote of the Board at its next meeting. The Board may at its discretion revoke or modify any or all of the authority so delegated, and nullify or modify any of the committee's actions.

SECTION 2. NOMINATING COMMITTEE

A Nominating Committee will be appointed in a timely manner to allow for the entire process of nominating and electing Directors to be concluded prior to the next annual membership meeting at which time ratification of election results is scheduled to take place. The

President will appoint the chairman, and the Board will appoint two members in good standing. Candidate nominations will be made by the Nominating Committee or by a written nomination from a member in good standing within the district to be represented by the nominated candidate. If no candidate can be found for a district, the ballot will be a "write-in" only. A minimum of 4 write-in votes for a candidate will be required for validation.

SECTION 3. OTHER COMMITTEES

The Association shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may include but are not necessarily limited to: Finance, Insurance, Events, Operations, Rule Book, Safety, and Bylaws.

SECTION 4. COMMITTEE COMPOSITION

Committees may consist in part or in whole of persons who are not members of the Board but are members of the Association. Both the chairpersons and the committee members will be appointed by the President, with the advice of the Board.

SECTION 5. MEETINGS AND ACTION OF COMMITTEES

- (a) Board Authority. The Board of Directors may adopt rules and regulations pertaining to the conduct of meetings to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.
- (b) ~~Board direction with respect to proposed changes to Safety Rules, Operating Rules, and NARCOA membership qualifications.~~
(Moved to Policy Book as item 25, 9-18-99)

ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 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 Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer and countersigned by the President of the Association, except as otherwise authorized by the Board.

SECTION 3. DEPOSITS

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

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the charitable or public purposes of this Association.

ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Association shall keep at its Principal office:

- (a) Minutes of all meetings of Directors, committees of the Board and, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Association at all reasonable times during office hours.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association.

SECTION 3. MEMBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy at his/her own expense the record of all members, names, addresses and voting rights, at reasonable times, upon five (5) business days, prior written demand on the Association, which demand shall state the purpose for which the inspection rights are requested.

- (b) To obtain from the Secretary of the Association, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the Association by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts, at his/her own expense.

SECTION 5. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the Association and, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Association , both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year;
- (e) A brief critical narrative report of the Association's activities during the previous year.
- (f) A review, by a certified public accountant, of the financial records of the Association. (Changed by Board action 3/15/97)

ARTICLE 8 FISCAL YEAR OF THE ASSOCIATION

The fiscal year of the Association shall begin on the first of January and end on the 31st of December in each year, unless changed by two thirds vote by the full Board of Directors.

ARTICLE 9 AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) By approval of two thirds vote of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members as to voting, or would change the fixed number of Directors of the Association, the maximum or minimum number of Directors, or would change from a fixed to variable Board or vice versa. Such bylaws may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or
- (b) By approval (simple majority) of the members of this Association.

ARTICLE 10 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, Director, officer, employee, or other person connected with this Association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the Association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Association. All members of the Association shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Association, whether voluntarily or involuntarily, the assets of the Association, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Association and not otherwise.

ARTICLE 11 MEMBERS

SECTION 1. ELIGIBILITY

Membership in the Association is open to anyone. No person shall be barred from membership due to race, religion, nationality, disability or sex.

SECTION 2. DETERMINATION AND RIGHTS OF MEMBERS

The Association shall have a single class of membership. Members shall include both individuals and local organizations which host excursions or Affiliates. An Affiliate is a group which may consist of any number from one, to more persons, affiliated with NARCOA for the purpose of hosting motorcar excursions insured by a policy approved by the NARCOA Board. All Members shall be subject to the same rights, privileges, restrictions, conditions and obligations.

SECTION 3. FEES, DUES AND ASSESSMENTS

The dues structure will be determined by majority vote of the Board of Directors.

SECTION 4. MEMBERSHIP BOOK

The Association shall keep a record of names and addresses of the members of this Association which shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 5. NON-LIABILITY OF MEMBERS

No member of NARCOA, either individually or as an Affiliate, shall be personally liable for the debts, liabilities or obligations arising from the acts or omissions of NARCOA. Neither shall NARCOA be liable for any debt, liabilities or obligations arising from the acts or omissions of the individual member or Affiliate.

SECTION 6. TERMINATION OF MEMBERSHIP

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

- (1) Upon his or her notice of such termination delivered to the President or Secretary of the Association personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- (2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Association.
- (3) If this Association has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective on the day following the due date. Only one notice of membership renewal will be sent, and that notice will be mailed at least 30 days prior to the due date. Members may avoid termination of membership by paying dues promptly upon receipt of the renewal notice and prior to the due date.

(b) Procedure for Expulsion. Following the determination that a

member should be expelled under subparagraph (a) (2) of this section, the following procedure shall be implemented:

- (1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the Association's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
- (2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the specifications in these Bylaws applicable to meetings of the Board, with the exceptions that: 1) a quorum for such hearing shall be eight (8) Board members (minimum), and 2) a minimum of eight (8) votes is required to affirm the expulsion. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
- (3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled. The decision of the Board shall be final.
- (4) If this Association has provided for the payment of dues by members, any person expelled from the Association shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

SECTION 7. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the Association shall cease on termination of membership as herein provided.

ARTICLE 12 MEETINGS

SECTION 1. ANNUAL AND OTHER REGULAR MEETINGS

- (a) Annual Meeting. The members shall meet annually during the Fall (September, October, November, or December) of each year, at such location as may be designated by the Board of Directors, for the purpose of ratifying the election of Directors and installing them, and transacting other business as may come before the meeting. The annual meeting of members shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members includes the annual meeting.
- (b) Other regular meetings. Other regular meetings of the members may be held from time to time as scheduled by the Board.

SECTION 2. SPECIAL MEETINGS OF MEMBERS

- (a) Persons Who May Call Special Meetings of Members. Special meetings of the members shall be called by the Board of Directors, or the President of the Association. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

SECTION 3. NOTICE OF MEETINGS

- (a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the Association not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting.
- (b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail, addressed to the member at the address of such member appearing on the books of the Association. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail. Publication of such notice in the official newsletter of the Association meets the requirement of giving notice by mail.
- (c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which Directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.
- (d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail to the President, Vice-President or Secretary of the Association. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date, time, and place of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the

meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

- (e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof.

- (f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless properly approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:
 - (1) Removal of Directors;
 - (2) Filling of vacancies on the Board by members;
 - (3) Amending the Articles of Incorporation; and
 - (4) An election to voluntarily wind up and dissolve the Association.

SECTION 4. QUORUM FOR MEETINGS

A quorum shall consist of 5% of the voting members of the Association, or in the absence of such general membership quorum, a quorum shall consist of a quorum of the Board of Directors.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting. When a meeting is adjourned for lack of a quorum or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken, except that, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

Notwithstanding any other provision of this Article, if this Association authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than onethird (1/3) of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

SECTION 5. VOTING RIGHTS

Each member is entitled to one vote on each matter that the Board of Directors has determined will be submitted to a vote by the members. At the present time, the Board has determined that the only matter which will be submitted to the members for a vote is the election of Directors. Voting at duly held meetings for the election of Directors shall be by written ballot.

SECTION 6. PROXY VOTING

If membership voting by proxy is allowed, members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary of the Association, provided, however, that no proxy shall be valid after eleven (11) months from the date of its execution.

If membership voting by proxy is allowed, all proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of Directors, shall list those persons who were nominees at the time the notice of the vote for election of Directors was given to the members. In any election of Directors, any proxy which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

Proxies shall afford an opportunity for the member to specify a choice between approval and disapproval for each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

SECTION 7. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the Association or, in his or her absence, by the Vice-President of the Association or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of the Association shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Unless waived by the presiding officer, which waiver can be rescinded

by the presiding officer at any time, meetings shall be governed by Roberts Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Association, or with any provision of law.

SECTION 8. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Association distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Association. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 3(b) of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the Association in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present if a meeting authorizing the action had been called, and the number of ballot approvals equals or exceeds the number of affirmative votes that would be required to approve the action at such meeting if the total number of votes cast at such a meeting was the same as the number of votes cast by ballot.

Directors shall be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, they shall not be counted as votes either for or against the election of a Director.

A written ballot may not be revoked after its receipt by the Association or its deposit in the mail, whichever occurs first.

SECTION 9. REASONABLE NOMINATION AND ELECTION PROCEDURES

This Association shall make available to members reasonable nomination and election procedures with respect to the election of Directors by members. Such procedures shall be reasonable given the nature, size and operations of the Association.

In the case of a tied election for Director, a toss of the coin will be used if approved by the tied candidates. If not approved by the tied candidates, the Members eligible to vote in the original election (if still eligible) shall be presented an additional opportunity to resolve

the tie. The opportunity shall consist of: additional statements from the candidates, a period of time for the Members to undertake private discussions, and an additional vote by the eligible Members.

If the election remains tied, the President shall break the tie vote. If the President is one of the tied candidates, the Vice-President shall cast the tie breaking vote.

SECTION 10. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The consent shall have the same force and effect as members, at a meeting at which a quorum is present.

ARTICLE 13 LOCAL AFFILIATES

SECTION 1. MEMBERSHIP

Affiliates must be members of NARCOA. No rule shall be made that will prohibit a NARCOA member from joining any local affiliate of that member's choice.

SECTION 2. SAFETY RULES

As a minimum, NARCOA rules must be in force at all excursions given by local affiliates.

SECTION 3. NAME

The official name of an affiliate must be selected such that it isn't in conflict with or similar to another affiliate's name. NARCOA will be final arbiter in any dispute arising from the choice of an affiliate's name.

SECTION 4. ADMISSION PROCEDURE

The admission of an affiliate to NARCOA is to be approved by the NARCOA Board. The Board shall consider, at a minimum, the following things: charter, safety rules, releases, and by-laws if any. Admission is by a majority vote of the Board.

SECTION 5. AFFILIATE TERMINATION

Failure of an affiliate to abide by the NARCOA Bylaws is cause for affiliate termination. Termination is by a majority vote of the NARCOA Board.