

BY-LAWS

OF

RIVERSIDE LIVE STEAMERS, INCORPORATED

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ARTICLE I NAME

SECTION 1.1 NAME:

The name of this organization shall be the RIVERSIDE LIVE STEAMERS, INCORPORATED (RLS).

ARTICLE II PURPOSES

SECTION 2.1 PURPOSES:

The Riverside Live Steamers is a non-profit organization to promote the building, operation, interest and enjoyment of live steam locomotives or other live steam engines as a hobby and to educate the people and children of the area regarding the steam engine.

ARTICLE III MEETINGS

SECTION 3.1 PLACE OF MEETINGS:

All meetings of the members shall be held at a place designated for that purpose from time to time by the Board of Directors.

SECTION 3.2 ANNUAL MEETING:

The annual meeting of the members shall be held on the first Saturday after the second Sunday in November in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding Saturday, at the hour of 1:00 P.M., at which time the members shall elect by plurality vote a board of Directors, consider reports of the affairs of the Corporation, and transact such other business as may properly be brought before the meeting.

SECTION 3.3 REGULAR AND SPECIAL MEETINGS:

Regular meetings will be held on the first Saturday after the second Sunday of each month, if not a legal holiday, then on the next succeeding Saturday, at the hour of 1:00 PM. Special meetings may be called at any time by the President, or by any member of the Board of Directors.

SECTION 3.4 NOTICE OF MEETINGS

Notices of all regular meetings will be published in advance in the Chronicle. Notice of annual meeting shall be mailed ten days in advance by the Secretary, or in case of his absence, by any Director or officer.

SECTION 3.5 QUORUM

Quorum of Members shall be those in attendance, and must include the President or Vice President, and Secretary or Acting Secretary appointed by the Chair.

SECTION 3.7 VOTING RIGHTS

Each *regular* member is entitled to one vote.

ARTICLE IV DIRECTORS – MANAGEMENT

SECTION 4.1 POWERS

Subject to the limitation of the Articles of Incorporation, of the By-Laws and of the Laws of the State of California as to the actions to be authorized or approved by the members, all corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be controlled by a Board of Directors.

SECTION 4.2 NUMBER:

The authorized number of Directors of the corporation shall be eight.

SECTION 4.3 NOMINATING COMMITTEE:

Each year the Board of Directors shall appoint a nominating committee consisting of three members. The announcement of this committee shall be made not later than the August meeting. The committee is to canvass the membership for qualified candidates who are willing to serve as Directors. The committee will submit a slate of not less than six names of candidates to the Secretary and to the membership at the October meeting. Immediately thereafter the President shall call for additional nominations from the floor.

SECTION 4.4 NOVEMBER MEETING NOTICES-BALLOTS:

The Secretary shall mail notices of the Annual November meeting to the members at least three weeks in advance of the meeting date. With these notices a ballot with the names of candidates thereon and a self-addressed return envelope shall be sent. After marking their ballots, the members must return them to the Secretary by mail in the envelopes provided therefore.

SECTION 4.5 ELECTION:

As first order of business at the annual November meeting, the President shall appoint an election committee, consisting of three members, who are not candidates. This committee is to open the ballot envelopes and count the ballots.

The four candidates receiving the highest number of votes shall be declared elected as Directors. In the event of a tie, a vote by secret ballot shall decide the winner. Results of the election shall be announced immediately.

SECTION 4.6 TENURE OF OFFICE:

The term of office of Directors shall begin immediately upon their election; and each Director so elected shall hold office for two years or until their successor is named. No Director shall be allowed to run for re-election for one year following his term of office, except for a Director appointed to fill a vacancy, and there is less than one year remaining in the vacant position tenure.

SECTION 4.7 VACANCIES:

Any vacancy in the office of Director however created or arising shall be filled by a majority vote of the remaining Directors, though less than a quorum.

SECTION 4.8 QUORUM:

A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business.

ARTICLE V OFFICERS

SECTION 5.1 OFFICERS:

The officers shall be a President, a Vice President, a Secretary and a Treasurer, which officers shall be elected by the Board and hold office for one year. These officers must be Board members and continue until their successors are elected.

SECTION 5.2 REMOVAL AND RESIGNATION:

Any officer may be removed, either with or without cause, by a majority vote of the Directors, at any regular or special meeting of the Board.

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

SECTION 5.3 VACANCIES:

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the By-Laws for the election to such office by the Directors.

SECTION 5.4 PRESIDENT:

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President shall be an ex-officio member of all the standing committees and shall have the general powers and duties usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the ByLaws.

SECTION 5.5 VICE PRESIDENT:

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

SECTION 5.6 SECRETARY:

The Secretary, or someone designated by the Board of Directors, shall attend all sessions of the Board of Directors and all meetings of the members, and record all votes and minutes of all proceedings in a book to be kept for that purpose. The Secretary shall keep the corporate seal of the corporation and affix the corporate seal to all papers requiring a seal. The Secretary shall discharge such other duties as pertain to his office, or which may be required by law, or by these By-Laws or by the Board of Directors.

SECTION 5.7 TREASURER:

The Treasurer shall receive and keep all the funds of the corporation, and pay them out only on the check of the corporation, signed in the manner authorized by the Board of Directors. A complete and detailed account of all disbursements shall be kept by the Treasurer and shall be read to the Board of Directors at each business meeting.

ARTICLE VI CAPITAL ASSET MANAGEMENT AND COMMITTEES

SECTION 6.1 ROADMASTER:

The Board of Directors shall appoint a Roadmaster who shall have sole responsibility for the construction of and maintenance of all organization owned facilities and equipment. The Roadmaster or a designee will plan, schedule and organize all construction and maintenance activities, coordinating all construction and maintenance activities with the Board of Directors. All changes, deletions, or additions made to existing facilities or equipment will be done only with the Board of Directors approval. The Roadmaster shall serve until replaced by the Board of Directors.

SECTION 6.2 SUPERINTENDANT OF MOTIVE POWER:

The Board of Directors shall appoint a Superintendant of Motive Power (SMP) who shall have sole responsibility for the maintenance and upkeep of all steam powered RLS owned equipment. The SMP or a designee will plan, schedule and organize all maintenance activities, coordinating maintenance activities with the Board of Directors. All major modifications and maintenance issues will be done only with the Board of Directors approval. The SMP shall serve until replaced by the Board of Directors.

SECTION 6.3 CAR FOREMAN:

The Board of Directors shall appoint a Car Foreman who shall have sole responsibility for the maintenance and upkeep of all non steam-powered RLS owned rolling stock. The CF or a designee will plan, schedule and organize all maintenance activities, coordinating maintenance activities with the Board of Directors. All major modifications and maintenance issues will be done only with the Board of Directors approval. The Car Foreman shall serve until replaced by the Board of Directors.

SECTION 6.4 APPOINTMENT OF COMMITTEES:

The Board of Directors may appoint committees as may be necessary from time to time with such powers as it may designate. Such committees shall hold office at the pleasure of the board.

ARTICLE VII CORPORATE BUSINESS RECORDS & REPORTS INSPECTION

SECTION 7.1 RECORDS:

The corporation shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in the State of California, as fixed by the Board of Directors from time to time.

All books and records shall be open to inspection of the Directors and members.

The original or a copy of these By-Laws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the members of the club.

SECTION 7.2 CHECKS, DRAFTS, ETC.:

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable by the corporation shall be made by check in an account carried under the name of "Riverside Live Steamers, Inc.," as clearly imprinted on each check. Any of two signatures of the President, Vice President or Treasurer

must appear on the check. Any amount shall have been approved by an action of the Board of Directors prior to disbursement. At no time shall any fiscal commitment be made unless sufficient funds exist to cover it.

SECTION 7.3 CONTRACTS, ETC., HOW EXECUTED:

The Board of Directors, except as in the By-Laws otherwise provided, 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. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or member 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 to any amount.

ARTICLE VIII ELIGIBILITY

SECTION 8.1 ELIGIBILITY:

Any person who subscribes to the purpose of this organization as stated in Article II of these By-Laws and is at least 16 years of age and has demonstrated a tangible interest sufficient to satisfy the Board of Directors is eligible for membership.

Any person between 10 and 15 years of age, who subscribes to the purpose of this organization as stated in Article II of these By-Laws, who has secured the sponsorship of an adult Regular Member, and who has demonstrated a tangible interest to satisfy the Board of Directors is eligible for Junior Membership. Junior Members shall not have voting privileges, nor be eligible to hold office, but shall enjoy other benefits of membership.

SECTION 8.2 CHARACTER QUALIFICATIONS:

Because of the member's relationship with the public on an educational and public relation basis and personal contact with children of all ages, it is mandatory that any applicant for membership be of good moral character, sound integrity and have a record of honesty beyond question.

SECTION 8.3 SPONSORS:

Prospective Junior Members shall be sponsored by an adult Regular Member, such sponsor to be responsible for the deportment of the Junior Member and the adherence of the Junior Member to all RLS Safety Rules and By-Laws.

SECTION 8.3 CONSIDERATION:

All applicants shall be referred to the Board of Directors for consideration.

In order to be eligible for consideration, all Junior Member applications shall include parental consent and an executed medical release form.

All applicants shall serve a six month probationary period prior to consideration by the Board of Directors for approval as a Regular or Junior Member. In the case where a Junior Member has at least six months membership and becomes eligible to apply for Regular Membership, the probationary period may be waived by the Board of Directors.

SECTION 8.4 DECISION:

The acceptance of an applicant for membership will be subject to ratification by the Board of Directors.

SECTION 8. 5 CLOSING OR RE-OPENING MEMBERSHIP:

Membership may be closed or re-opened to applicants at any regular meeting by a majority vote.

SECTION 8.6 SUSPENSION OR EXPULSION:

A member may be suspended or expelled for cause by a majority vote of the Board of Directors at a regular meeting after due consideration.

SECTION 8.7 SUSPENSION OR EXPULSION NOTIFICATION:

Any member being considered for suspension or expulsion shall be notified by certified mail by the Secretary at least ten (10) days prior to the regular meeting at which the case is to be considered.

SECTION 8.8 RIGHTS RELINQUISHED:

Any member suspended, expelled or dropped from membership or who resigns, automatically relinquishes all rights to property of, operated by or controlled by the Riverside Live Steamers, Inc.

SECTION 8.9 REINSTATEMENT:

A member so suspended may be reinstated by a majority vote by the Board of Directors at a regular meeting, provided the current initiation fee and the current annual dues are paid in advance, regardless of dues paid before suspension. Expulsion shall be final and irrevocable.

**ARTICLE IX NON-
RESIDENT MEMBERS**

SECTION 9.1 DISTANCE:

A non-resident member will be a person residing 100 miles or more from the track site of the Riverside Live Steamers, Inc., and who meets qualification for regular membership.

SECTION 9.2 NO VOTING RIGHTS:

Non-resident members will not have voting privileges or hold office, but will enjoy all other membership benefits.

SECTION 9.3 INITIATION FEE AND DUES:

The initiation fee is waived. Annual dues shall be set by the Board for Non-resident members, payable in advance on November 1st. The Treasurer shall collect all dues and report such collection to the Board.

**ARTICLE X HONORARY
MEMBERSHIP**

SECTION 10.1 ELIGIBILITY:

Any person who owns and operates a live steam locomotive or other live steam engine or who has made an outstanding contribution to the Riverside Live Steamers, Inc., or to the fraternity of live steam hobbyists, may be nominated for Honorary Membership.

SECTION 10.2 HONORARY PROSPECTS:

Any member may propose the name of a prospective honorary member by submitting in writing to the Board of Directors the qualifications of such prospect. A three-fourth majority of the vote of the general membership present at the time of consideration shall be required to elect a nominee to Honorary Membership.

SECTION 10.3 PRIVILEGES:

Honorary Members shall have all the privileges of a regular member, but shall not be required to pay an initiation fee or dues.

ARTICLE XI REGULAR MEMBERSHIP INITIATION FEE AND DUES

SECTION 11.1 INITIATION FEE:

The initiation fee shall be \$75.00.

SECTION 11.2 DUES:

Annual dues shall be set by the Board for Regular Members and for Junior Members, payable in advance on November 1st. The first year's dues shall be prorated quarterly. The Treasurer shall collect all dues and initiation fees and report such collection to the Board.

All Junior Member's dues paid may be applied against Regular Member initiation fee when eligible for Regular Membership.

SECTION 11.3 DELINQUENT MEMBERS NOTIFIED:

The Secretary shall send a written notice to all members who are arrears in dues, as of January 1, and in such notice shall call their attention to the provisions of Section 11.04, Article XI of these By-Laws. No further notice is required.

SECTION 11.4 DELINQUENT MEMBERS DROPPED:

Any member, whose dues remain unpaid on February 1, shall be dropped from membership.

SECTION 11.5 REINSTATEMENT OF DELINQUENT MEMBERS:

Reinstatement of a member so dropped may be made by the payment of the regular initiation fee and the regular dues in advance for the current year.

**ARTICLE XII
SAFETY RULES**

Section 12.1:

Adequate regulations governing the operation of equipment at Riverside Live Steamers, Inc. sponsored events shall be issued to each member.

ARTICLE XIII RESPONSIBILITY OF PARTICIPANTS

Section 13.1

The act of any person using the facilities of the Riverside Live Steamers, Inc., or participating in any event of this organization whatever shall be considered as cognizance of the provisions of the By-Laws and Rules of this organization and shall thereby be bound to abide by same.

ARTICLE XIV AMENDMENTS TO BY-LAWS

SECTION 14.1 INTRODUCTION:

All proposed amendments to these By-Laws must be submitted in writing and read to the members present at a regular meeting for discussion and consideration. The Proposed amendment shall be signed by a minimum of ten (10) members each having a membership of five (5) years or more.

SECTION 14. 2 NOTIFICATION:

The Secretary shall notify all members of the vote to be taken on the proposed amendment at the next regular meeting. Said notices shall be a part of the regular meeting announcement.

SECTION 14. 3 ADOPTION:

After due consideration, final adoption of any proposed amendment to these By-Laws shall be by three-fourths majority vote of the members present at the next meeting following the introduction of proposed amendments.

SECTION 14.4 RECORD OF AMENDMENTS:

Whenever an amendment or new By-Law is adopted, it shall be copied in the Book of By-Laws with the original ByLaws, in the appropriate place, if any By-Law is repealed, the fact of repeal. In either case the date of the meeting at which the action was taken shall be entered in the margin.

ARTICLE XV DISSOLUTION

SECTION 15.1 DISSOLUTION

In the event of dissolution of this corporation, its assets remaining after payment or provisions for payment of debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its tax exempt status under Section 501(c)3 of the Internal Revenue Code and Section 23701d of the Revenue and Taxation Code.

DATES OF REVISIONS

Article V, Section 5.01	9-27-73
Article VIII, Section 8.	10 2-22-73
Article IX, Section 9.03	9-27-73
Article XI, Section 11.01	9-27-73
Article XI, Section 11.02	6-27-74
Article IV, Section 4.07	1-23-75
Article IV, Section 4.08	1-23-75 (Original Section deleted)
Article V, Section 5.02	1-23-75
Article XI, Section 11.02	2-24-77
Article IV, Section 4.06	2-13-78
Article XI, Section 11.02	7-26-90
Article VIII, Sections 8.01, 8.03, 8.04	7-28-94
Article XI, Sections 11.01, 11.02	7-28-94
Article XIV, Section 14.01	5-25-95
Article IX, Section 9.03,	10-28-99
Article XI, Section 11.02	10-28-99
Article III, Sections 3.02, 3.03, 3.04, 3.05	01-22-11
Article IV, Section 4.0	01-22-11
Article V, Section 5.04, 5.06, deleted 5.08	01-22-11
Article VI, Title, added new Sections 6.01, 6.02, 6.03, renumbered 6.01 to 6.04, and deleted original Sections 6.02 and 6.03	01-22-11
Article VIII, Sections 8.01, 8.03, 8.04, 8.06, 8.07	01-22-11
Article IX, Section 9.01	01-22-11
Article X, Section 10.02	01-22-11
Article XI, Section 11.03	01-22-11
Article XII	01-22-11
Article XIV, Section 14.01	01-22-11
Article XV, Section 15.01	01-22-11
Article XI, Section 11.2	11-16-19
Article IX, Section 9.3	01-20-24