

Kern County Live Steamers Bylaws

July 8, 2002

PREAMBLE

Kern County Live Steamers is an all volunteer organization dedicated to the preservation and education of the nation's railroads rich mechanical engineering heritage, primarily 1.5" scale 7.5" gauge. Membership is available to anyone with interest in railroading and mechanical engineering, construction, operation, travel, and railroad history.

ARTICLE I

GENERAL MEETINGS OF THE MEMBERSHIP

Section 1 – Place of Meetings

All Meetings of the Membership shall be held at a place to be determined by the membership.

Section 2 – Special General Meeting

A special General Meeting may be called by the Board or by a written petition signed by not less than (5) percent of the voting Membership.

Section 3 – Date of General Meetings

Except as otherwise specified by the Board, General Meetings of the Membership shall be held on the second Monday of each Month.

Section 4 – Notice of Meetings

Notice of any regular General Meeting or a Special Meeting at which a vote of the Voting Membership will be required shall be given to each Member by notice postmarked no less than fifteen (15) days in advance of the meeting. Notice shall be given by the Secretary or an alternative appointed by the Board. Each notice shall set forth the time and location of the meeting and shall describe the items requiring a vote of the Voting Members.

Section 5 – Quorum for Annual General Meeting

Not less than one-third (33%) of the members eligible to vote, shall be present in person or represented by absentee ballots to constitute a quorum for the election of new members to the Board.

Section 6 – Quorum for General or Special Meetings of the Membership

Those eligible to vote who are present, or represented by an absentee ballot, at any duly noticed regular General or Special meeting shall constitute a quorum to vote on

the subjects presented by the Board and included in the notice to Members of the meeting.

Section 7 – Voting Members and Voting Rights

Each paid-up Resident Member, or Honorary Member, shall constitute the Voting Membership of the Corporation. Each Voting Member shall be entitled to one secret ballot for the election of members to the Board or one vote on each subject brought before the General Membership for a general vote by the Board.

Section 8 – Majority of Votes

In all cases, except as otherwise specified, a simple majority of the vote taken shall decide the issue under consideration.

ARTICLE II

BOARD AND MANAGEMENT

Section 1 – Powers

Subject to the limitations of the Articles of Incorporation, of the Bylaws, and of the laws of the State of California as to the actions authorized or approved by the members of the Board, all Corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board.

Section 2 – Number and Qualifications of Members of the Board

The authorized number of Board Members of the Corporation shall be nine (9), these nine members shall include five (5) officers and four (4) directors, until changed by an amendment to Article II, Section 2, of these Bylaws, and adopted by a majority vote of the eligible voters present or absentee at a meeting of the General Membership where the amendment shall be an order of business. Directors shall be Members in good standing, Resident or Honorary. Board Directors are non-salary positions.

Section 3 - Election of Directors

A. Nominations By the General Membership

At the September General Meeting the President shall open the meeting to nominations from the floor. Each nomination must be seconded and persons so nominated must meet the qualifications of Section 2 above.

B. Ballots

The Secretary shall prepare ballots containing all ballot measures, the names of all Nominees received from the floor nominations. Ballots shall be mailed to all voting Members by the Secretary during the first week of November of each year as part of the Meeting Notice in order to permit

adequate time for absentee voting. Additional ballots shall be made available to those eligible voters present at the meeting who do not have their mailed ballots with them.

C. Absentee Ballots

Absentee Ballots may be cast by returning the ballot to the Secretary in a sealed envelope marked on the outside with the word BALLOT, along with the members printed name and signature.

D. Election of Directors

The vote for four (4) new directors shall be the first order of business at the General Meeting designated for this purpose, on even numbered years. The Secretary shall bring unopened absentee ballots to the meeting after verification of the names of the absentee voters as eligible voters.

E. Certification of Election of Members to the Board

The President shall appoint an Election Committee, composed of any four (4) Members in good standing who are not candidates on the ballot, immediately after completion of the vote. The ballots of voters present and absentee shall be opened and counted by the Election Committee. After the tally is completed the results shall be posted for those present to see. The candidates shall be listed in the order of their number of votes with the highest number at the top and the lowest number at the bottom. The top four (4) names shall be declared by the President to be Directors elect for the following term. The posted list shall be made a part of permanent records of the Corporation.

F. Tenure of Office of a Board Member

The term of office for an elected Board Member shall be two (2) years from his installation at the General Meeting following the election, or until his successor is installed in office.

G. Replacement of Board Members

In the event of subsequent vacancies on the Board, for any reason, consideration shall be given, for the appointment of successors by the Board, in the same order of preference as shown by the General Membership in the most recent election of Board Members. A quorum shall consist of five (5) Board Members, or all remaining Board Members if less than five remain. A Board Member so selected shall serve for the remainder of the vacant term.

Section 4 – Organizational Meetings of New Board

The first organizational meetings of a new Board shall be held at a convenient time after the election and before the next General Meeting. At the first organizational meeting the Officers of the Corporation shall be elected by the membership. The results

of the election shall be announced and the new Directors and Officers installed at the next General Meeting. Additional organizational meetings may be held by the new Board at its own discretion and as often as necessary, without notice to anyone else, until the time of official installation. The new Officers shall preside at the meetings and minutes may be taken, but no acts, including minutes taken, shall be official business and shall not be recorded in the official papers of the Corporation. Publication of intentions to General Members, or any other means of notification thereof, shall constitute the limit of authority of the new Board prior to official installation, but ratification of intended acts may be accomplished immediately after installation.

Section 5 – Place of Meeting of the Board

The President shall announce the place of each meeting of the Board to the Board Members and to any interested General Member who wishes to attend. The President shall have the option of limiting the number of visitors to suit the space available, but in no case shall visitors be limited to less than two (2).

Section 6 – Date of Meeting of the Board

The Board shall, as far as possible, meet on the second Monday preceding each regular General Meeting. Additional meetings of the Board may be called from time to time as deemed necessary by the President.

Section 7 – Separate Special Meetings of the Board

Special meetings of the Board shall be called by the President at the request of any two (2) Members of the Board. One-day notice shall be given to each Member of the Board of such Special Meeting. Telephone meetings of the Board may be arranged in an emergency and business may be transacted provided all Members consent in writing at the next regular Board Meeting. Such written consent shall be included in the minutes of the next regular meeting of the Board, along with the minutes of the Telephone meeting.

Section 8 – Quorum of the Board

A simple majority of the total number of Board Members specified for the Board by these Bylaws shall constitute a quorum for the conduct of official business of the Corporation. The President, or his official alternate, shall conduct any meeting of the Board where official business of the Corporation is transacted.

Section 9 – Agenda for Meetings of the Board

An Agenda covering all points to be presented, received, or discussed at the Board meeting concerned shall be furnished to each Member by the President, or his alternate, prior to assembly for the meeting. The agenda shall list reports from the Secretary, Treasurer, and Chairman of each of the standing committees. Old and New business shall be listed and identified. All current business aspects of the Corporation shall be discussed as much as time permits.

Section 10 – Resignation or Removal of Board Members

Any Member may resign from the Board at any time by giving written notice to the Secretary of the Corporation. Any such resignation shall take effect at the date of

receipt of such notice by the Secretary or at any later date specified therein. Any Member may be removed from the Board by a recall vote of the General Membership at any General Meeting when advance notice of such intent has been made at the previous General Meeting by presentation of:

- (i) A recall petition signed by a majority of the eligible voters of the Corporation, or,
- (ii) A resolution by a majority of the Board.

Recall shall be effected upon a two-thirds (66.6%) affirmative vote of the Corporation's total eligible voting power. Voting procedures shall be the same as for the General Meeting

ARTICLE III

OFFICERS

Section 1 – Officers of the Corporation

The officers shall be: President, Vice President of Operations, Vice President of Facilities, Secretary, and Treasurer. The Officers shall be elected by, and from among, the General Membership. One Member may not hold the offices of President and either Vice-President, or President and Secretary, or President and Treasurer. However, one Member may hold the offices of Vice-President and Treasurer. The officers are non-salary positions.

Section 2 – Removal or Resignation from Office

Any officer may be removed from office, either with or without published cause, by a vote of the Board Members at any regular or special meeting of the Board. Any Officer may resign from office at any time by giving written notice to the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein.

Section 3 – President of the Corporation

The President shall be the chief executive officer of the Corporation, and shall, subject to the control of the Board, have general supervision, direction, and control of the business and affairs of the Corporation. He shall preside at all meetings of the General Membership, and at all meetings of the Board. He shall be, ex-officio, a member of each of the standing committees and shall have the general powers and duties usually vested in the offices of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 4 – Vice-Presidents of the Corporation

- A. The Vice-President of Operations**, at the request of the President, or in his absence, shall perform the duties, possess, and exercise the powers of the

President. The Vice-President of Operations shall be responsible for the operations of the railroad including, club equipment and its storage, dispatching station masters and conductors; and to the extent authorized by law, shall have other powers as determined by the Board. The Vice-President of Operations may also perform other such duties as may be assigned to him by the Board, including, but not limited to assisting the Director of Safety with the inspection of boilers and trains.

- B. The Vice-President of Facilities**, shall, at the request of the President, or in the absence of the President and the Vice-President of Operations, perform the duties, possess, and exercise the powers of the President. The Vice-President of Facilities shall be responsible for the maintenance of the right-of-way, including signal system, track, bridges, buildings, etc.: and to the extent authorized by law, shall have such other powers and duties as determined by the Board. The Vice-President of facilities is to work with the Director of Planning and the Director of Safety, to provide adequate railroad projects and safety improvements as needed for public safety and the safe operation of the railroad.

Section 5 – Secretary of the Corporation

The Secretary shall keep, or cause to be kept, a book of minutes of the official meetings of the Board. The minutes shall include the time and place of each meeting; a list of the names of those present; a description of the business items discussed, and the decisions reached; the Treasurer's Report, and any other items pertinent to the historical record of the Corporation. The Secretary shall receive from the Membership Chairman at the end of each year a complete Membership Registration for that year which shows the same type of information as that listed in the yearly Kern County Live Steamers Roster. The Secretary shall keep the Seal of the Corporation and shall affix the Seal to all documents requiring a Seal. The Secretary shall have all such other powers and perform all such other duties as may be prescribed by the Board or these Bylaws, and shall file all forms as required by the State of California.

Section 6 – Treasurer of the Corporation

The Treasurer shall receive, record, and deposit in a Corporate checking account all incoming funds of the Corporation, and shall pay them out by check as required by these Bylaws. A complete and detailed account of all receipts and disbursements shall be kept by the Treasurer, and shall be presenter to the board at each official meeting of the Board. The Treasurer shall prepare a general budget for presentation and ratification at the February meeting of the board. The Treasurer shall prepare and distribute quarterly to each board member a balance sheet that will show the reserve funds in each category of the general budget. The Treasurer shall have the responsibility of ensuring compliance with all of the requirements of all tax laws which effect nonprofit public benefit corporations. This includes preparation and filing all forms and records, which may be, required with the proper government agencies. An in-house biannual audit will be performed.

Section 7 – Assistants to the Officers

The Board may appoint Assistants to any Officer as required. Assistants shall perform such duties as are imposed upon them by the Bylaws or the Board.

Section 8 – Standing Committees

A. Membership Committee

The Chairman of the Membership Committee may appoint two members to the Committee subject to the approval of the Board. The Chairman and/or his agents shall interview prospective General Members to determine their qualifications. The Chairman shall present the names of qualified applicants to the Board for approval and shall introduce each new Member to the General Membership at the first meeting attended by the new member. The Chairman shall keep, or cause to be kept, at a place approved by the Board, a Membership Register showing the name of each member, address with a zip code, telephone number with area code prefix, occupation, date of becoming a Member, type of equipment under construction or completed, and type of personal activity, if any, preferred at the Kern County Live Steamer's Facility. The Chairman shall issue an identification card each year to each Resident, Non-Resident, Honorary, and Special Member. The Chairman shall receive all Membership fees and dues collected and shall turn the money over to the Treasurer of the Corporation. In the event of the temporary absence of the Chairman from the Kern County area for any reason, the Chairman shall appoint one of the Members of the Membership Committee, or a temporary assistant, to be acting Chairman. The Chairman of the Membership Committee shall, at the end of each calendar year, submit a complete Membership Register, with the same type of Membership information as that published in the KCLS Roster, to the Secretary for inclusion in the permanent records of the Corporation.

B. Program Committee

The Chairman of the Program Committee shall be responsible for arranging any entertainment and refreshments available for the General Meetings. The Chairman shall also make arrangements for the place of the meetings and cleanup of the area following the meeting. The Chairman shall arrange for assistants as required.

C. Facilities Planning Committee

The Chairman of the Facilities Planning Committee shall be responsible for all intermediate and long-range planning of Facility additions, removals, and modifications with respect to right-of-way, tracks, buildings, air, water and electrical systems, public accommodations, parking, and beautification of the Facility. He shall be responsible for proposals in the form of sketches, layout drawings, mockups, models, and any other medium, which will allow an accurate review of a facility change by the Board, and as required, by the General Membership. The Chairman of the Facility Planning Committee shall

process in conjunction with the Vice-President, all Facility Change Requests (FCR) submitted by any Member before presentation to the Board for consideration and possible approval. The Facility Planning Committee shall consist of the Chairman and two (2) members. One member shall be the Vice-President and the Board shall appoint the other member.

D. Publicity Committee

The Chairman of the Publicity Committee shall be responsible to control by the Board, for the improvement of the Corporate image in the eyes of the general public. He may send photos and write-ups to news media as approved by the Board and may submit proposals on Facility Change Requests for improving the physical appearance of the Facility to the public. With the approval of the Board he may invite the news media to the Facility and obtain cooperation from the General Members in providing the best possible photo coverage. He may also serve as Official Photographer and as Corporate Historian at the discretion of the Board. He may have assistants, as required, appointed or approved by the Board.

E. Safety Committee

The Chairman of the Safety Committee shall be responsible for the inspection and operation of equipment at the Club Facility, in accordance with the Safety Rules and Bylaws of the Corporation. He shall also be responsible for the enforcement of the Safety and Operating Rules, and may appoint such assistants, with the approval of the Board, as may be necessary to carry out such inspections and enforcement. He shall see that each new member is issued a set of Safety Rules. He shall see that all visiting engineers to the Club Facility have a set of Safety Rules available to them while operating equipment within the Facility, and shall see that the Safety Rules are conspicuously posted during Corporate events at the Facility. He shall ascertain that all operating personnel are qualified for the position they occupy. He shall report to the Vice-President of operations.

F. Standards Committee

The Chairman of the Standards Committee shall periodically submit to the Board reviews and recommendations for adoption or rejection of mechanical designs and configurations of railroad hardware such as wheel profiles, rail gauge and flange way dimensions, trackside and overhead clearances, coupler plan view dimensions and height above railhead, braking systems, and any other items judged by the Board to qualify for application of Standards. Items proposed for standardization may be submitted by General Members or generated within the Standards Committee. He reports to the Vice-President of Operations.

G. Appointment of Temporary Committees

The Board may appoint such temporary committees as may be necessary from time to time. The authority of each committee and the number of

members per committee shall be decided by the Board and in accordance with the provisions stated in the Articles of Incorporation of these Bylaws.

ARTICLE IV

CORPORATE BUSINESS RECORDS AND EXPENDITURES

Section 1 – Records

The Corporation shall maintain adequate and correct accounting records of its business and properties and the actual receipts for all expenditures. All of such books and receipts shall be kept at a place designated by the Board, and available for inspection, on demand, by any regular Member. At no time shall such books and receipts be moved from their designated location except by order of the Board. The original of these Bylaws, or an exact copy thereof, as amended and brought up to date by the Secretary, shall be available, on demand, for inspection by any Member.

Section 2 – Checks to Pay Corporate Indebtedness

Payment of money for notes, bills, statements, or other forms of approved Corporate indebtedness shall be made by check only from an account carried under the name of “Kern County Live Steamers” as clearly imprinted on each check. Any two (2) of four (4) authorized signatures must appear on each check. One (1) of the authorized signatures must be the Treasurer or the President. The second signature may be any other authorized Board Member. Any expenditure must have the approval of the Board prior to the expenditure of any money whatsoever. At no time shall expenditure commitment be made unless sufficient funds exist to cover it. Any expenditure over five hundred dollars (\$500) shall be preceded, if possible, by competitive bids before vendor selection is made by the Board.

Section 3 – Execution of Contracts

The Board, except as otherwise specified in the Articles of Incorporation or in these Bylaws, may authorize any Officer or Officers of the Corporation, or any agent or agents, to enter into a contract or execute any instrument in the name of and on the behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board, however, no Officer of the Corporation, nor agent or member, shall have any power or right to bind the Corporation by, or to, any contract or agreement, or to pledge its credit, or to render it liable for any purpose or for any amount.

Section 4 – Audit of the Treasurer

The Treasurer shall be subject to a biannual audit of all books and records pertaining to any, and all, Corporate business. The audit shall be conducted by one (1) Board Member and (2) General Members, who are to be appointed by the Board. The same members cannot perform an audit on any two (2) consecutive occasions. Findings

of the audit shall be made available to the General Membership at the next General Meeting following the audit.

Section 5 – Distribution of Assets

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational purposes and which has established its tax-exempt status under Section 510(c) (3) of the Internal Revenue Code.

ARTICLE V

MEMBERSHIP

Section 1 – Eligibility for Membership

Anyone interested in the purpose of the Corporation as specified in Article II, Paragraph B of the restated Articles of Incorporation is eligible for membership.

Section 2 – Consideration

Applications of all prospective Members shall be referred to the Membership Committee for consideration.

Section 3 – The Decision of the Acceptability of an Applicant

The acceptance of an applicant for Membership will be subject to ratification by the General Membership after approval of the applicant by the Membership Committee.

Section 4 – Closing and Reopening Membership

Membership may be closed with good cause to prospective new Members and reopened at a later date only by a majority vote of the Resident and Honorary General Membership.

Section 5 – Suspension or Expulsion from Membership

Any Member may be suspended or expelled from Membership in the Corporation for good cause by a two-thirds (66.6%) majority vote of the Resident and Honorary General Membership after due consideration.

Section 6 – Notification of Suspension or Expulsion

A member who is being considered for suspension or expulsion shall be notified in writing to that effect by the Secretary at least ten (10) days prior to the General Meeting at which the case is to be considered. The Secretary shall also notify the General Membership of the consideration in the Notice of the Meeting.

Section 7 – Reinstatement to Membership

A member who has been suspended or expelled from membership for good cause may later be reinstated by a two-thirds (66.6%) majority vote of the Resident and

Honorary General Membership. The regular initiation fee and annual dues will be charged in the same manner as for a new member. Any former member who, for any reason other than suspension or expulsion, is absent for a period not exceeding four years, may be reinstated at the discretion of the Board without payment of an initiation fee or back dues. Current dues must be paid with the application for reinstatement, as shown for new Members.

Section 8 – Liability of Members

Members shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

Section 9 – Liabilities of Officers and Directors

Officers and Directors shall not be personally liable for the debts, liabilities or obligations of the Corporation.

Section 10 – Resident Membership

A Resident Member shall be one who resides within a sixty (60) statute mile radius from the Kern County Live Steamers Facility.

Section 11 – Non-Resident Membership

A. Definition of a Non-Resident Member

A Non-Resident Member may be one who resides sixty (60) statute miles or more from the KCLS Facility but who meets all qualifications otherwise for Resident Membership.

B. Restrictions of Privileges

Non-Resident Members shall not have the privilege of voting, but will be allowed all other Membership benefits, except as otherwise provided.

Section 12 – Honorary Membership

A. Eligibility

Any person who owns and operates a live steam locomotive and/or a live steam farm tractor, and/ or a live steam stationary engine, of 1.5” to the foot scale or larger, and/or who has made an outstanding contribution to the KCLS, or to the International Brotherhood of Live Steamers, may be eligible for nomination as an Honorary Member of Kern County Live Steamers.

B. Nomination Investigation and Election

Any Member in good standing may nominate a prospective Honorary Member by submitting the qualifications of the nominee to the Secretary. The Board shall appoint a committee of three Members in good standing, excluding the sponsor of the nominee, to investigate the qualifications of the Nominee. The findings of the Committee shall be presented to the Board for further consideration and possible presentation to the General Membership. A three-fourths (75%) majority vote of the General Membership shall be required to elect a Nominee to Honorary Membership.

C. Privileges

Honorary Members shall have all the privileges of a Resident Member.

Section 13 – Special Membership

A. Definition of a Special Member

By a majority vote of the Board, Special Membership may be conferred on qualified persons who actively promote the Live Steam Hobby or who perform unique services on behalf of the Kern County Live Steamers.

B. Rights of a Special Member

Special Membership shall have the same rights as a Non-Resident Member.

C. Term of Special Membership

A Special Member shall be limited to the year in which Special Membership is conferred.

Section 14 – Charter Membership

Charter Members are founding members of the Kern County Live Steamers before August 1, 2001.

Section 15 – Junior Membership

A Junior Member must be fourteen (14) years old and less than eighteen (18) years old. When a Junior Member reaches eighteen (18) years of age, the Resident Member dues payment schedule goes into effect, except that the current year's dues may already have been paid. The initiation fee normally required for new Resident Members shall be waived. A Junior Member must be sponsored by a Resident Member in good standing who is willing to instruct and be responsible for the Junior Member.

ARTICLE VI

INITIATION FEE AND DUES

Section 1 – Resident Members

A. Initiation Fees

The initiation fee shall be fifty dollars (\$50) payable in advance of admission of a candidate to General Membership as a Resident Member.

B. Annual and Monthly Dues

The annual dues shall be sixty dollars (\$60) if paid prior to March 31 of the year concerned. The rate shall be fifty dollars (\$50) if joining during the second calendar quarter, forty-five dollars (\$45) during the third quarter, and forty dollars (\$40) during the fourth quarter. All dues are payable to the

Secretary, or an alternate appointed by the Board, if paid by mail. Payments in person shall be by check or money order to a Collector appointed by the Board.

C. Special Hardship Consideration

Members who are on low fixed incomes, active military servicemen, full time students, and other such special hardship cases may apply to the Board for a Special annual rate of twenty dollars (\$20). Application shall be made each year.

D. Notification of Delinquent Members

The Chairman of the membership committee shall send a written notice to any member on the roster who has not paid his annual dues by February 1 of the year concerned. The notice shall call attention to the Bylaws, Article VI, Section 1, Paragraph E. No further notice will be given.

E. Dropping of Delinquent Members

Any Member on the Roster, except Honorary Members, whose dues for that year are not paid by February 1 of that year, shall be dropped from membership unless the member notifies the Chairman of the Membership Committee in writing, of financial hardship prior to February 1 of the year concerned. After such notification he will be granted an extension of time to July 1 of the year concerned to make his payment in full, but not have any voting rights during the period of grace.

F. Reinstatement of Delinquent Members

A dropped Member seeking reinstatement shall pay the initiation fee and dues in the same manner as defined for new members in these Bylaws. See Article V, Section 7.

G. Inactive Status

I. TRANSFER TO INACTIVE STATUS.

A regular, senior, associate, or junior member in good standing, who has been a regular, senior, associate, or junior member in active status for at least 12 consecutive months prior to his request for transfer to inactive status, may request in writing to the secretary that he be transferred to inactive status. The request shall become effective on the first day of the following calendar month, unless a later effective date is requested, but a request for transfer to inactive status for more than (6) months must first be approved at a regular business meeting.

II. EFFECTS OF TRANSFER.

A member transferred to inactive status must relinquish any office or committee chairmanship he holds, has no privileges of membership

except as provided in Article V, Section 1, Part G, Paragraph IV, and is not liable for dues and assessments during the period of inactive status as provided in these Bylaws.

III. RESTORATION TO ACTIVE STATUS.

Members on inactive status shall be restored to active status on their written request. A member in inactive status shall be restored automatically to active status on the first day of the seventh month of inactive status, unless a longer period of inactive status is requested and approved at a business meeting.

IV. RESUMPTION OF PRIVILEGES.

Upon restoration to active status, a member who has been in inactive status shall assume all dues and be entitled to all privileges of the class of membership to which he belongs, but may not resume any office or committee chairmanship held at the time of transfer to inactive status unless he is elected or appointed thereto.

Section 2 – Non-Resident Members

No initiation fee shall be charged to Non-Resident Members. Dues shall be thirty dollars (\$30) per calendar year payable in the same manner as Resident dues.

Section 3 – Junior Members

No initiation fee shall be charged to Junior Members. Dues shall be twenty dollars (\$20) per calendar year payable in the same manner as Resident Member dues.

Section 4 – Honorary Members

Honorary Members will not be required to pay an initiation fee or annual dues.

Section 5 – Special Members

Special Members will not be required to pay an initiation fee or annual dues.

Section 6 – Charter Members

Charter members will not be required to pay annual dues after ten years of membership or age sixty-five (65).

ARTICLE VII

RESPONSIBILITIES OF PARTICIPANTS

Any person participating in any event whatsoever at the Corporate Facility shall be considered as acting with full cognizance of the applicable portions of these Bylaws and the Safety Rules and posted Regulations of the Corporation and therefore shall be bound to abide by them.

ARTICLE VIII

SAFETY RULES

Adequate Safety Rules and Regulations governing the operation of any equipment at the Facility shall be issued to each new member; shall be conspicuously posted at Corporate events; and shall be appended to these Bylaws.

ARTICLE IX

CORPORATE SEAL

The Corporate Seal shall be circular in form, and shall have inscribed therein the name of the Corporation, the date of incorporation, and the word "California."

ARTICLE X

AMENDMENTS TO THE BYLAW

Section 1 – Amendments by the Membership

New Bylaws may be adopted or these Bylaws may be repealed and replaced or modified, in part or in whole, at any General Meeting where advance notice of such intent has been given following the filing of a petition with the Secretary, signed by a majority of the General Resident and Honorary Membership. A quorum of at least one-third (1/3) of the members eligible to vote shall be present or represented by absolute ballots to vote on the proposed changes to the Bylaws. A two-thirds (2/3) majority of the vote shall be required for adoption of the proposed changes.

Section 2 – Amendments by the Board of Directors

Subject to approval by a two-thirds (2/3) majority vote of quorum of at least one-third (1/3) of Members, eligible to vote, present or represented by absentee ballots, at a General Meeting where advance notice of such intent has been given, the Board may

adopt, repeal, or amend any Bylaws, other than an amendment changing the authorized number of Board Members on the Board.

Section 3 – Record of Changes to the Bylaws

When a change to the Bylaws is adopted it shall be recorded, with the date of adoption in the Book of Bylaws in the appropriate place. When a Bylaw is repealed, the fact of repeal, with the date, shall be recorded in the Book of Bylaws.

ARTICLE XI

MEMBERSHIP ROSTER AND BULLETIN

Section 1 – Membership Roster

As soon as possible each year, after February 1, a Membership Roster shall be printed and distributed to all members. The Roster shall contain the names and titles of all Officers, the names of the Board Members, a list of all Standing Committees and the Chairman and Members thereof, the titles and names of Safety and Security personnel, the name of each Member, and the year of membership, address and zip code, phone number, listing of equipment under construction and/or operating, as space permits, a page of recommended wheel gage and coupler dimensions, and a list of basic Safety Rules. Several blank pages shall be furnished, if possible, for written data, addresses, names, etc.

Section 2 – Club Periodical Bulletin

A quarterly bulletin shall be published and distributed to all Members of the Kern County Live Steamers. It shall contain reports of club activities to the extent allowed by the operating Budget, a calendar of coming events, including time and place of regular Board Meetings, and ballots for regular and special elections. Technical articles and articles of general interest to the membership may be published at the discretion of the editor of the bulletin to the extent allowed by the operating budget.

Amended July 8, 2002.