

BYLAWS
Of
North Georgia Live Steamers

ARTICLE I: OFFICES

Section 1.1: Principle Office: The principle office of the organization shall be located in the State of Georgia and assigned to the resident address of the organization's President. The organization may have such other offices within the State of Georgia as the Board of Directors' may designate or as the business of the organization may require from time to time.

Section 1.2: Registered Office. The registered office of the organization required by the laws of the State of Georgia may be, but need not be, identical with the President's resident address, and the registered office may be changed from time to time as designated by the Board of Directors.

ARTICLE II: ORGANIZATION NAME, PURPOSE AND
GUIDING PRINCIPLES

Section 2.1: Name. The name of the organization is the North Georgia Live Steamers, Incorporated, commonly known as North Georgia Live Steamers (NGLS) and herein referred to as NGLS, NGLS, Inc. or North Georgia Live Steamers.

Section 2.2: Purpose. The purpose of NGLS is to provide a forum to display and operate model trains and enlist, encourage, and associate with other model train enthusiasts interested in the construction of scale steam engines, locomotives, rails, and railroad equipment through fellowship with other volunteers in the Live Steam hobby. NGLS promotes the history of Live Steam by educating those interested through demonstrations and "run days" (especially young people) of the skills and techniques needed to build, maintain and operate miniature and full size steam equipment.

Section 2.3: Guiding Principles, not for profit organization. Incorporated in 1981, the organization was granted 501 (c) (3) status by the Internal Revenue Service in 2003. NGLS, Inc. (NGLS) operates in accordance with the IRS code, Articles of Incorporation and the Georgia State Business Code for non-profit corporations.

Section 2.4: Guiding Principles, exclusive decision making. NGLS, reserves exclusive decision making and judgment in all matters of operation, construction, and suitability of equipment for use at the Conyers, Georgia facility, and any and all other facilities, temporary or permanent. Although considerable knowledge has been gleaned from others over the years NGLS is not guided or constrained by the conventions of any similar organization. The North Georgia Live Steamers' Rules of Operation govern all equipment and railroad activities conducted during NGLS sponsored events. Necessary data is furnished to visiting clubs or individuals to ensure the compatibility and safe operation of all equipment at our facility.

ARTICLE III: MEMBERSHIP

Section 3.1: Membership, new members. New members applying for membership status are admitted by application only. Applicants shall be approved by vote taken of the general membership during regular business meetings (general membership is defined as: one who has paid the entrance fee for his/her class of membership in full, and who has paid his/her yearly dues in advance for the calendar year in which said yearly dues are due and payable.) . If approved the applicant shall become a member with all rights and privileges of the applicable, corresponding class upon payment of the entrance fee and upcoming year's dues to the Treasurer of the organization.

Section 3.2: Classes of Membership, Full / Family. A person who has: (i) received approval of the application by a vote of the general membership, (ii) paid the required entrance fee and his first year's dues and (iii) is at least 18 years of age. A Full Member shall be able to include their spouse and dependents (FAMILY) providing those dependents are under 21 years of age. This class of membership shall have one vote only by the full member on club issues and no voice for spouse or dependents in discussions of club business unless called upon by the president. Only Full members shall have full, unlimited access to club facilities and only full members are eligible for election as officers or directors. A spouse is eligible for Full Membership and all attendant privileges by meeting the following requirements:

1. Submitting the form "Application for Membership"
2. Offering the amount of Full Member dues (\$75.00).

After these requirements are met a vote will be taken of the General Membership to reject or accept the applicant as a Full Member. Special mention is made that an additional initiation fee is not required.

Section 3.3: Classes of Membership, Associate. A person who resides outside a 100-mile radius of the North Georgia Live Steamers railroad site location and who has, (i) paid the required entrance fee and his first year's dues therefore, and (ii) is at least 18 years of age; providing:

1. Associate membership shall not be available to a person residing inside a 100-mile radius of the NGLS railroad site location.
2. An Associate member may elect to become a Full member at any time upon payment of the entrance fee for such membership. On condition an Associate member has paid the required entrance fee for Associate membership, the entrance fee required to upgrade membership status from Associate to Full shall be the difference between the entrance fee already paid and the entrance fee that is required for Full membership.
3. Associate members are not granted voting rights in elections for Officers, Directors or polls to decide club issues such as approval to spend funds or amendments to club bylaws.

Section 3.4: Classes of Membership, Junior. A person over 12 years of age, but less than 21 years of age, who (i) is sponsored by a full member, (ii) has received approval of his application by the General Membership, and (iii) has paid his/her first year's dues therefore; except, however, that:

1. A Junior member must apply for Full or Associate membership and pay the appropriate entrance fee for that level at the first of the calendar following their 21st birthday
2. Junior member may retain his status as junior member beyond 21 years of age if that person is (i) a full- time student or (ii) a member of the Armed Forces of the United States of America or of the state of Georgia;
3. A Junior member who reaches 21 years of age and who does not qualify under "2" above or who does not transfer his membership status under "1" above will automatically be dropped from the membership roles of North Georgia Live Steamers, Inc. without notice.
4. No NGLS member may assume the care and supervision of underage junior members. Junior members below the age of 18 years old must be accompanied by his or her sponsor while on NGLS property or at NGLS sponsored functions held at a remote location.

Section 3.5: Classes of Membership, Honorary. A person selected for special consideration by the Board of Directors because of unusual and/or special service rendered to North Georgia Live Steamers, Inc. or the purpose for which it was formed. Such persons have the same rights and privileges as an Associate member.

Section 3.6: Classes of Membership, Life. A Full or Associate member is someone who donates to the North Georgia Live Steamers, Inc. a sum equal to \$5000.00 or more. Upon being granted Life membership status, the member is no longer liable for dues, however, retains all Full membership rights and privileges and the right to vote on matters before the membership. A Full Member can be awarded a Life Membership because of unusual and/or special service rendered to North Georgia Live Steamers, Inc.

ARTICLE IV: FEES AND DUES OF MEMBERSHIP

Section 4.1: Fees and Dues for classes of membership. The entrance fees and dues for the various classes of membership beginning in 2010 are as follows:

Membership	Status	Entrance Fee	Dues
	Full/Family	\$100.00	\$75.00 per year
	Associate	\$50.00	\$50.00 per year
	Junior	\$25.00	\$25.00 per year (Exception immediate family member)
	Honorary	None	None

Section 4.2: Members in good standing (or a “general member”) A member in good-standing (or a “general member”) is defined as one who has paid the entrance fee for his/her class of membership in full, and who has paid his/her yearly dues in advance for calendar year in which said yearly dues are due and payable. Membership dues shall be paid in full for the up-coming year prior to the opening of the January business meeting. Any full member not in good standing shall not be permitted to vote or remain on the ballot in the annual election of officers at the January meeting. The membership year shall run from January 1st through December 31st of each calendar year.

Section 4.3: Termination of membership, delinquent payment of dues. Any club member sixty (60) days delinquent in paying their dues to the Treasurer will be dropped from membership.

Section 4.4: Reinstatement of membership. Any member who has been dropped from the membership roles as outlined in Section 4.3 above can be reinstated upon receipt of back dues by the Treasurer from the time dues were not paid. A reinstatement fee of \$25 shall also be paid to complete the reinstatement. Should the amount required to perform a reinstatement exceed the club Entrance Fees, a new application for membership shall be required along with all appropriate application fees and membership dues required in the Bylaws of NGLS.

ARTICLE V: RIGHTS AND PRIVILEGES OF MEMBERSHIP

Section 5.1: The rights and privileges of membership related to classes of membership shall be as follows:

1. FULL/FAMILY: Full members shall have all rights and privileges available to any member, 'including but not limited to, the right to vote on all matters before the membership and eligibility for election as an Officer or Director.
2. ASSOCIATE: Associate members shall have facility and track privileges during published club events or with a full member in attendance.
3. JUNIOR: Junior members shall have the same rights and privileges as associate members with supervision and a full member present.
4. HONORARY: Honorary Members shall have the same rights and privileges as associate members.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.1: General governance – powers, authority, and duties. The Board of Directors shall be a representative body elected by the general members of the organization. The Board of Directors may exercise for NGLS all powers, authority, and duties, as provided by, or delegated to, or as is customary for, such governing Boards, according to State and Federal law, and these Bylaws. The Board of Directors shall organize and manage itself so as to fulfill its duties for the benefit of the organization. The Board of Directors shall plan, develop, and establish policies and procedures and assess and maintain the successful operation of the organization. The Board of Directors shall have the sole and absolute authority to act on behalf of the organization related to all situations pertaining to the organization.

Section 6.2: Board number. The Board of Directors will consist of four (4) Officers designated as President, Vice-President, Secretary, and Treasurer and three (3) members at large elected to serve as Board Directors.

Section 6.3: Qualifications of Board Members/Officers. Members being considered for all Officers or Directors Positions must be a full member in good standing. All candidates for Officers' positions of President, Vice President or Treasurer, (as defined in Section 3.2), must have served one or more one-year term(s) as an Officer or director of North Georgia Live Steamers.

Sections 6.4: Officers positions defined:

1. PRESIDENT: The President will act as principal executive of the organization, presiding at meetings of the membership and the Board of Directors. He/she shall appoint all standing and official committees, and shall automatically become an ex-officio member of any such committee. He/she may from time to time dissolve or replace any committee. He/she will seek the advice and counsel of the Board of Directors and other interested members in the performance of his office. He/she will be an authorized signer for all North Georgia Live Steamers, Inc. bank accounts. In case of resignation, death or permanent disability of the President,

the unexpired term of the office of President will be filled by the Vice President. The Board of Directors has the sole duty and responsibility to declare the President permanently disabled and unable to serve the remainder of his or her term.

2. VICE-PRESIDENT: The Vice President will act in place of the President during the President's absence or in case of the President's incapacity. He or she will perform any function deemed appropriate for the management of the North Georgia Live Steamers, Inc. which may be delegated to the Vice-President by the President. A special election to fill the remainder of the Vice Presidents term of office will be conducted as quickly as possible if the Vice President replaces the President, resigns, dies or is found to be permanently disabled. The Board of Directors will act as the nominating committee for that special election only. The Board of Directors has the sole duty and responsibility to declare the Vice President permanently disabled and unable to serve the remainder of his or her term.

3. SECRETARY: It shall be the Secretary's duty and responsibility to keep records of the membership, record and distribute the attendance and transactions of meetings, preserve the permanent files of the organization, and carry out such other functions as may from time to time be ordered by the President or Board of Directors. The Secretary shall be responsible for all club correspondence with other clubs or individuals.

4. TREASURER: It shall be the Treasurer's duty and responsibility to collect and disburse all monies belonging to the North Georgia Live Steamers, Inc.

a.) The Treasurer shall supervise and maintain financial records of bank accounts in the name of North Georgia Live Steamers, Inc.

b.) The Treasurer shall publish a financial record, reporting bi-annually to the membership on the status of the accounts, and annually shall issue a report on the complete financial status of the organization, including corporate net worth. The financial report shall be audited by (3) club members in good standing who are neither current Officers nor Directors.

c.) The Treasurer shall be responsible for the preparation and submittal of annual Federal and State tax returns, as required, in the name of the North Georgia Live Steamers, Inc. The Treasurer may use the services of a qualified tax preparer outside the organization in accomplishing this task. The Treasurer will prepare and file the Annual Corporate Renewal Registration.

d.) The Treasurer shall be responsible for procuring and maintaining liability insurance in an amount of \$1,000,000 (minimum) covering both bodily injury and property damage. Such insurance shall protect the Corporation, its officers, directors, members, guests and volunteers from damages arising out of claims against such Corporation, officers, members, guests and volunteers while same were engaged in Corporate activities. The Treasurer shall maintain at all times an amount equal to the deductible amount of the insurance policy.

e.) It is required that during the February meeting that the Treasurer shall submit to the Board of Directors for approval, a financial plan which shall indicate the organization's current cash balance, anticipated dues and other revenue, projected expenditures for reoccurring expenses (facility upkeep, property taxes and debt retirement) and planned projects for the coming year.

f.) The Treasurer shall have the authority to pay all pre-authorized debts as they accrue without further approval of the Board of Directors. The Treasurer shall have the authority to pay all bills for materials and/or services associated with Club approved major projects up to the budget amount approved.

g.) The Treasurer shall be specifically prohibited from making any payment in excess of Fifty Dollars (\$50.00) to any person, company or organization for any purchase or services ordered by any member, or others, without prior approval of said expenditure by the Board of Directors.

Section 6.5: General at large Board of Directors defined. Three Full Members shall be elected as at large Directors. All Full Members in good standing can be nominated for the position of Director.

ARTICLE VII: ELECTION OF OFFICERS AND DIRECTORS

Section 7.1: Tenure of Officers. Except as provided above in Section 6.4:2 and 7.3 all Officers and all Directors shall be elected at the Annual Meeting for a term of one year. Officers, including the President, may hold office for successive years if nominated and elected in customary fashion. The exception shall be the Treasurer, who serves a three (3) year term.

Section 7.2: Tenure of at large Directors. Directors may be re-elected to same position without limit. This requires being nominated in accordance with the organization's Bylaws and being elected by a simple majority of Club members present and voting.

Section 7.3: Resignation, Removal and Appointments, Officers. In case of resignation, incapacity, or death of any Officer, except the President or Vice President which are addressed in Section 6.4:1 and 6.4:2 respectively, the President shall immediately appoint a replacement; preferably, but not necessarily, from the Board of Directors, to serve the remainder of the term of Office affected until the position can be filled by the customary nomination procedure and election process; those nominated for such office must be approved by a simple majority of the Club members present and voting. A simple majority is defined as fifty percent plus one vote of those full members present and voting.

Section 7.4: Resignation and Removal, at large Directors. In case of resignation, incapacity or death of a Director, a special election of a replacement to serve the remainder of the vacated term shall be held at the next regular meeting of the general membership.

Section 7.5: Nomination of members for the Board of Directors. A slate of candidates shall be put forth from the general membership at the scheduled December meeting. The

outgoing club President shall be automatically included in the list of Board of Director candidates unless nominated for another office. If only one candidate is offered for an Office, the Office may be declared filled when a motion to close the nominations is presented, accepted and approved.

Section 7.6: Election process for the Board of Directors. A simple majority vote (50% plus 1) of the membership present and voting at the scheduled January meeting shall elect the new Officers and Board of Directors.

ARTICLE VIII: CLUB AND BOARD OF DIRECTORS' MEETINGS

Section 8.1: Regularly Scheduled Monthly Meetings. Regularly scheduled monthly membership meetings shall be held at 1:00 p.m. on the 1st Saturday of January, February, April, June, August, October, and December. A change in meeting days, locations and times may be selected by a vote of the membership at such regularly scheduled meetings.

Section 8.2: Electronic Communications of Meetings. In special circumstances, a meeting can be conducted by electronic (email, telephone, fax, etc.) communication at the sole discretion of the Board of Directors. The Board of Directors shall give full and timely notice to the membership of any and all electronically communicated meeting notices, particularly those meetings requiring a vote to be taken by the membership via electronic methods. All electronic votes will be addressed to the Secretary and held in strict confidence.

Section 8.3: Scheduled Annual Election of Officers and Directors. The January Annual Meeting will include the election of Officers and Directors. **Section 8.4:** Special Called Meetings. Special meetings of the general membership may be called by the President with Board of Directors' approval.

Sections 8.5: Unrestricted Order of Business. Any business properly presented at Regular or Special Called Meetings may be conducted.

Section 8.6: Rules of Order. Robert's Rules of Order will govern the conduct of meetings.

Section 8.7: Proper Disposition of Business. The President shall have the sole authority to decide all questions of procedure including the disposition of business to come before the organization. Any proposal or presentation shall be considered proper if it is provided in written form to the Board of Directors or e-mailed to the Board within forty-eight (48) hours of a scheduled meeting of the organization.

Section 8.8: Board of Directors' Meetings, as scheduled. Board of Directors' meetings shall be called by the President, with agreement by a majority of the Board of Directors. Any member of the organization may attend a Board Meeting as an observer but will not be allowed to participate unless called upon by the President.

Section 8.9: Board of Directors' Meetings, frequency. The Board of Directors shall meet at least quarterly, at a time and place designated in writing by the President. Notification of BOD meetings will be sent to the membership prior to the meeting.

Section 8.10: Board of Directors' Meetings, purpose. The purpose of the Board of Directors' meetings shall be: (i) to develop organization policies, budgets and recommended expenditures, contracts, leases, insurance coverage, and other matters for vote by the general membership, and (ii) to provide direction and guidance to NGLS, Inc.

in accordance with Articles of Incorporation and the Georgia Business Code for non-profit corporations.

Section 8.11: Board of Directors, Manner of Acting. Any action taken by the Board of Directors shall be done according to the manner set forth as defined herein:

1. A quorum of the Board of Directors shall consist of five (5) officers and/or directors present. The Board of Directors shall conduct no business without a quorum present.
2. The full board is comprised of (7) members. If any the members must be absent during a significant board meeting arrangements can be made to cast a vote by US mail or by electronic communication directed to all board members
3. The President shall report to the membership at the next regular meeting regarding the results of Board deliberations, giving recommendations for membership action as required. The Board of Directors shall have the authority to spend up to \$1500.00 for pre-approved projects. Project approval shall be effective for a 30 day period following a vote by the club membership. The vote for approval may be taken during a regular club meeting, by US mail or by electronic communication such as email if deemed necessary by the Board of Directors. Expenditures of \$150.00 or less are permitted by the By Laws in emergency situations not to exceed \$300.00 for a 30 day period. Exceptions to this rule may be invoked by a majority vote of the membership.

ARTICLE IX: WORK DAY, PROJECT, AND INVITATIONAL MEETINGS

Section 9.1: Work Day Meetings. A “Work Day” is defined as any day that the membership is called on to participate in as a volunteer to help in the construction and maintenance of organization equipment, track and other club facilities. It is expected that all members will participate in workdays to the extent permitted by their personal situations, skills and physical capabilities.

Section 9.2: Project Meetings. Projects shall be recommended and approved by the membership at regular or Annual Meetings. It is expected that all members will participate in all projects to the extent permitted by their personal situations, skills and physical capabilities. The Board of Directors shall examine and approve all projects involving the expenditure of organization funds.

Section 9.3: Invitational Meetings. Invitational meets may be scheduled by a majority vote of the membership. It is expected that all members will participate in all invitational meetings to the extent permitted by their personal situations, skills and physical capabilities.

ARTICLE X: NAME OF RAILROAD

Section 10.1: Name of NGLS Railroad. The NGLS, Inc. organization’s club track and other facilities, shall be known as the “**Conyers and Hightower Trail RR**”.

ARTICLE XI: TRACK, STRUCTURES, AND GROUNDS PLAN

Section 11.1: Preparation. A “Track, Structures, and Grounds Plan” shall be prepared by those members responsible for creating and devising such plans and will be submitted to the membership for approval. The members generating the track plan shall constitute the “Track Committee”.

Section 11.2: Installation. All track, structures and grounds activities shall be carried out in accordance with this approved plan.

Section 11.3: Modification. The Plan shall be subject to modification, which shall be accomplished in accordance with the following:

1. All proposed track, structures and grounds changes shall be presented to the Track Committee by the plan originator prior to being presented to the Board of Directors by the track committee. Once approved by the Board of Directors the plan will be presented to the General Membership by its originator. A plan change should include a written description and drawings, charts, and photographs depicting the proposed change along with all associated projected cost(s). The Track Committee shall be responsible for revising the drawing posted at the track site upon approval of the change.

ARTICLE XII: COMMITTEES

Section 12.1: Use of Committees. The organization shall from time to time recruit and approve individuals from the organization to serve on “committees” designated specifically to manage assigned tasks as determined by the President, Board of Directors or the organization membership.

Section 12.2: Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, and take all actions in accordance with, the provisions of these Bylaws.

Section 12.3: Tenure of Committees. Committees shall serve at the pleasure of the President, Board of Directors or the organization membership for a determined time not to exceed twelve (12) months duration. If the assigned task(s) is (are) not completed within this time frame the organization may vote to extend the viability of the committee for any increment of time deemed necessary for the completion of the committee’s work.

ARTICLE XIII: AMENDING THE BYLAWS

Section 13.1: General. These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the following action as described herein.

Section 13.2: Procedure to amend. These Bylaws may be amended by a motion submitted in writing by a member in good standing (see Section 3.2: Classes of Membership) with said written motion to amend being mailed by U.S. Mail or e-mailed to **all eligible members in good standing**. The motion to amend will state the current Bylaw, Article, Section, etc..., with the proposed amendment to the current Bylaws presented in like written fashion.

Section 13.3: Notice to amend. Written notification to amend must be given two weeks prior to any regular or called meeting of the Club and must be approved by a simple majority of members present and voting. The Bylaws may be amended at any club meeting following the procedure to amend as set forth in Section 13.2 of these Bylaws.

ARTICLE XIV: INDEMNIFICATION

The North Georgia Live Steamers, Inc. shall indemnify the Board of Directors (current and former) against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of being or having been such Directors, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of their customary duties as related to the organization.

ARTICLE XV: EXEMPT STATUS AND DISSOLUTION

Section 16.1: Exempt Status Activities of the Organization. This corporation is organized exclusively for recreational, educational, hobbyist, and volunteer purposes as related to promoting the construction of scale steam engines, locomotives and railroad equipment through fellowship with other volunteers in the Live Steam hobby; and by promoting the history of Live Steam by educating those interested through demonstrations and train “run days” (especially young people) in the skills and techniques needed to build, maintain and operate miniature and full size steam equipment, with this said, from time to time NGLS will cooperate and support other like organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall insure the benefit, or be distributable to its Directors or members, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporation’s purposes as outlined herein.

Section 16.2: Dissolution of the Organization. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation, or for one or more other exempt purposes, in such manner, or to one or more similar organizations described in Sections 501 (c) (3) and

170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any of such assets not disposed of shall be disposed of by a court of appropriate jurisdiction exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for similar recreational, educational, hobbyist, and volunteer purposes as related to promoting the construction of scale steam engines, locomotives and railroad equipment.

ARTICLE XVI: CONSTRUCTION AND TERMS

In the event of any conflict between the provisions of these Bylaws and the organization's articles of incorporation, the provisions of these Bylaws shall prevail and govern.

Should any provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and valid portions of these Bylaws shall be unaffected by any such action against these Bylaws.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections from the Internal Revenue Code of 1986, as amended from time to time, or to corresponding provisions of any future Federal Tax Code(s).

ARTICLE XVII: ADOPTION

All previous Bylaws of the North Georgia Live Steamers, Inc. are hereby repealed and these Bylaws were duly adopted by an affirmative majority vote by the members of the organization on:

April 8, 2012

Acknowledged:

Judith C. Peyton

Secretary, NGLS, Inc.