

**BY-LAWS
OF
PACIFIC SOUTHWEST REGION, NMRA**
a California Nonprofit Corporation

ARTICLE I

SECTION 1.01 NAME

The name of this corporation is PACIFIC SOUTHWEST REGION, NMRA (PSR). The corporation may adopt one or more fictitious business names and transact its activities and affairs under such fictitious business name(s).

ARTICLE II

OFFICES

SECTION 2.01. PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of the corporation ("principal office") is located at Los Angeles County, California. The Board of Directors ("the Board") may change the principal office from one location to another. Any change of location of the principal office shall be noted in the minutes of this corporation, or this section may be amended to state the new location.

SECTION 2.02. OTHER OFFICES

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE III

PURPOSES AND LIMITATIONS

SECTION 3.01. PURPOSES

(a) The specific and primary purpose is to further enjoyment of the hobby of model railroading and promote the purpose, aims and objectives of the National Model Railroad Association (NMRA) within the geographic region (the "Region") fixed by the NMRA.

(b) This corporation is a nonprofit Corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Corporation Law for charitable purposes. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 3.02. LIMITATIONS

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

(b) Property. The property, assets, profits and net income are dedicated irrevocably to the purposes set forth in Section 3.01 above. No part of the profits or net earnings of this corporation shall ever inure to the benefit of any of its Directors, trustees, officers, members (if any), employees, or to the benefit of any private individual.

(c) Dissolution. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

(i) First consideration should be given to the NMRA for the distribution. If this is not appropriate or practical, the Board of the PSR, may select another organization, so long as it qualifies under the provision of Section 501(c)(3) of the Internal Revenue Code.

(ii) In the event of the need to dissolve a division of the PSR, the plan of dissolution and distribution of any assets shall be approved by the PSR Board of Directors.

ARTICLE IV

MEMBERSHIP

SECTION 4.01 ELIGIBILITY FOR MEMBERSHIP

Application for voting membership shall be open to any individual who is a current member in good standing with the National Model Railroad Association, supports the purpose statement in Article 2, and is resides within the Pacific Southwest Region. Membership is granted after completion and receipt of a membership application and annual dues.

SECTION 4.02 MEMBERSHIP DUES

The amount required for annual dues shall be per the current NMRA dues schedule. Continued membership is contingent upon being up-to-date on membership dues.

SECTION 4.03 RIGHTS OF MEMBERS

(a) Each member shall be eligible to vote for a Board Member in the member's Division (the "Division" within the Region, shall be determined by the NMRA).

(b) Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

(c) Membership may terminate if a member no longer resides in the Region as fixed by the NMRA.

(d) The Board shall have the sole authority to direct, guide, make decisions for, and bind the Organization pursuant to Article 5. Members of the Organization shall not have any other power or authority except which is set by this Article, to wit; the power to vote for Board Members.

ARTICLE V

DIRECTORS

SECTION 5.01. POWERS

(a) General corporate powers. Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) Specific Powers. Without prejudice to these general powers, but subject to the same limitations, the Directors shall have the power to:

(i) Appoint and remove officers, agents and employees of the corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(ii) Change the principal office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings.

(iii) Adopt and use a corporate seal and alter the form thereof.

(iv) Adopt one or more fictitious business names for the transaction of the activities and affairs of the corporation.

SECTION 5.02. NUMBER AND SELECTION OF DIRECTORS AND RESTRICTIONS ON DIRECTORS

(a) Authorized number. The authorized number of Directors shall consist of one Director from each Division, a President and Vice President. Directors need not be residents of the State of California but must reside in the Region and be a member in good standing of the NMRA.

(b) Selection. The initial Directors shall be incumbent Board Members of the Pacific Southwest Region NMRA regional organization. Subject to the restrictions in Section 5.02(c), below, at the expiration or earlier termination of the terms of office of the Division Directors, their successors shall be elected by a majority of the members casting a vote in each respective Division.

(c) President and Vice President as Directors. In addition to the Division Directors in section 5.02(b), the President and Vice President shall be Directors of the board. The President and Vice President are elected by a majority the general membership of the Region casting a vote.

(d) Restrictions on Directors. A Director may not participate in any vote on any proposed transaction with another organization or entity of which such Director is also an employee, principal or Director.

SECTION 5.03. TERM OF OFFICE OF DIRECTORS

The Division Directors elected in accordance with section 5.02(b), above, shall hold office for a term of two (2) years. A Director may not serve for more than one (1) successive term.

The President and Vice President shall hold office for a term of two years. They may not serve for more than one (1) successive term.

SECTION 5.04. VACANCIES

(a) Events causing vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following: (1) the death, removal, suspension or resignation of any Director; or (ii) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Section 5221 of the California Nonprofit Corporation Law.

(b) Resignations. Except as provided in this subsection, any Director may resign effective upon giving written notice to the President or the Secretary of the Board, unless such notice specifies a later time for the resignation to become effective. Except upon notice to the Attorney General of the State of California, no Director may resign when the corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(c) Filling vacancies. Subject to Section 5.02(c), above, any vacancy on the Board shall be filled by vote of the majority of the Members of the departing Director's Division, whether or not less than a quorum, or in the case of the President or Vice President, a majority of the Region general membership who cast a vote.

(d) No vacancy on reduction of number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

SECTION 5.05. PLACE OF MEETINGS; VIRTUAL AND TELEPHONE MEETINGS

Meetings of the Board shall be held at the principal office of the corporation or at such other place as has been designated by the President. In the absence of any such designation, meetings shall be held at the principal office of the corporation. Any meeting may be held by conference telephone, video, or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

SECTION 5.06. ANNUAL, REGULAR AND SPECIAL MEETINGS

(a) Annual Meeting. The Board shall hold semi-annual meetings each year with one such meeting held at the annual convention location prior to November 1st for the purpose of organization, election of officers and the transaction of other business. The President shall fix another time for the holding of its alternate semi-annual meeting. Prior notice of this meeting shall be required.

(b) Other Regular Meetings. The Board shall hold at least two (2) regular business meetings throughout the year; said meetings shall be held without call and on a date to be fixed by resolution of the Board; provided, however, any given meeting may be dispensed with by majority vote of the Board. Such regular meetings may be held without notice

(c) Special Meetings.

(i) Authority To Call. Special meetings of the Board for any purpose may be called at any time by the President, Vice President, Secretary or any two Directors.

(ii) Notice.

a. Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

1. by personal delivery of written notice
2. by first-class mail, postage prepaid
3. by telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; or
4. by email.

All such notices shall be given or sent to the Director's mail or email address and/or telephone number as shown on the records of the corporation.

b. Time Requirements. Notices shall be provided at least four (4) days before the time set for any special meeting.

c. Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

SECTION 5.07. QUORUM

A meeting consisting of at least two-thirds (2/3) of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in section 5.09. Subject to the provisions of the California Nonprofit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorship, (iii) creation of an appointment of committees of the Board and (iv) indemnification of Directors, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

A general membership meeting of at least twenty-five (25) members shall constitute a quorum for all Regional actions requiring a majority vote of the membership.

SECTION 5.08. WAIVER OF NOTICE

Notice of a meeting need not be given any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given any Director who attends the meeting without protesting before or at its commencement the lack of notice to such Director.

SECTION 5.09. ADJOURNMENT

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 5.10. NOTICE OF ADJOURNED MEETING

Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

SECTION 5.11. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board consent in writing or electronic confirmation to that action. Such consenting action shall have the same force and effect as any other validly approved action of the Board. Such consent or consents shall be filed with the minutes of the proceedings of the Board. For the purposes of this Section 5.11 only, "all members of the Board" shall not include Directors who have a material financial interest in a transaction to which the corporation is a party.

ARTICLE VI

COMMITTEES

SECTION 6.01. COMMITTEES OF THE BOARD

a. Standing Committees- The following standing committees of the PSR shall be appointed by the President and hold office during his term: Budget and Finance, Member Services, Contest, By-Laws and Manual of Operations, Nomination and Elections, Communications and Achievement program. The duties, procedures and membership of the Committees shall be in accordance with the PSR Manual of Operations.

Only PSR members may be appointed to any Standing or Special Committee.

b. Special Committees- The president may create one or more special committees who shall serve at the pleasure of the President.

Any such committee, to the extent provided in the resolution of the Board shall have all of the authority of the Board, except that no committee, regardless of Board resolution, may:

- (i) fill vacancies on the Board or in any committee which has the authority of the Board;
- (ii) amend or repeal Bylaws or adopt new Bylaws;
- (iii) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (iv) appoint any other committees of the Board or the members of these committees;
- (v) approve any contract or transaction to which the corporation is a party and. in which one or more of its Directors has a material financial interest, except as such approval is provided for in the California Corporations Code.

SECTION 6.02. MEETINGS AND ACTIONS OF THE COMMITTEES

Meetings and action of committees of the Board shall be governed by, held and taken in accordance with the provisions of Article V of these Bylaws, concerning meetings and other action of the Board, except that the time for regular meetings of such committees and the calling of special meetings thereof may be determined either by resolution of the Board or, if there is no Board resolution, by resolution of the committee of the Board. Minutes shall be kept of each meeting of any committee of the Board and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws or in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE VII

OFFICERS

SECTION 7.01. OFFICERS

The officers of the corporation shall include a President, Vice President, a Secretary, and a Chief Financial Officer. The corporation may also have, at the Board's discretion, one or more assistant Secretaries, one or more assistant Treasurers, and such other officers as may be appointed in accordance with Section 7.03 of these Bylaws. Any officer of this corporation must be a member in good standing of the NMRA. A member may not serve concurrently as more than one Board officer.

SECTION 7.02 ELECTION OF OFFICERS

The President and Vice-President of the corporation shall be elected by the members of the Pacific Southwest Region. Each officer shall serve for a term of two (2) years and may serve for one (1) consecutive term.

SECTION 7.03. APPOINTMENT OF OFFICERS

The President shall appoint the Secretary and Chief Financial Officer of the corporation. Each officer shall serve at the pleasure of the President.

SECTION 7.04. REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, or, except in case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

SECTION 7.05. RESIGNATION OF OFFICERS

Any officer may resign upon written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

SECTION 7.06. VACANCIES IN OFFICE

A vacancy occurring in any office because of death, resignation, removal or other cause, shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

SECTION 7.07. RESPONSIBILITIES OF OFFICERS

(a) President/Chief Executive Officer. Subject to the control and supervision of the Board, the President shall be the Chief Executive Officer and general manager of the corporation and shall generally supervise, direct and control the activities and affairs and the officers of the corporation. The President shall preside at all meetings of the Board. The President shall have such other powers and duties as may be prescribed by the Board, these Bylaws or the PSR Manual of Operations.

(b) Vice Presidents. In the absence or disability of the President, the Vice-Presidents, if any, in order of their rank, shall perform all of the duties of the President, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board or the Bylaws.

(c) Secretary.

(i) Book of minutes. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and of committees of the Board. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California, a copy of the Articles of Incorporation and Bylaws, as amended to date. If the corporation is one having members, the Secretary shall also maintain a complete and accurate record of the membership of the corporation, as well as a record of the proceedings of all meetings of the membership.

(ii) Notices, seal and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(d) Chief Financial Officer.

(i) Books of account. The Chief Financial Officer of the corporation shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of the corporation, and shall send or cause to be sent to the Directors such financial statements and reports as are required by law or these Bylaws to be given. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board, shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President or Chairman of the Board, if any, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(e) Resolution of Conflicts of Authority. In the event of any conflict or question of order of precedence between or among the By-Laws and Manual of Operations of the Region and /or the Division and the NMRA Regulations, the NMRA regulations shall govern, followed by the PSR By-Laws.

ARTICLE VIII

INDEMNIFICATION AND INSURANCE

SECTION 8.01. INDEMNIFICATION

(a) Right of Indemnity. To the full extent permitted by law, this corporation shall indemnify its Directors, officers, employees and other persons described in Sections 9246 and 9247 of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding", as that term is used in such Section and including an action by or in the right of the corporation, by reason of the fact that such person is or was a person described by such Section. "Expenses", as used in this Bylaw, shall have the same meaning as in Section 9246(c) of the California Corporation Code.

(b) Approval of Indemnity. Upon written request to the Board by any person seeking indemnification under Sections 9246 or 9247 of the California Corporation Code, the Board shall promptly determine in accordance with Section 9246(b) of the Code whether the applicable standard of conduct set forth in Section 9246(b) or 9246(c) of the Code has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 9246(b) or 9246(c) has

been met.

(c) Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the corporation prior to the final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the corporation therefor.

SECTION 8.02. INSURANCE

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees and other agents of the corporation, against any liability asserted against or incurred by an officer, Director, employee or agent in such capacity or arising out of the officer's, Director's, employee's or agent's status as such.

ARTICLE IX

RECORDS AND REPORTS

SECTION 9.01. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep:

- (a) Adequate and correct books and records of account; and
- (b) Minutes in written form of the proceedings of the Board and committees of the Board.

SECTION 9.02. INSPECTION BY DIRECTORS

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and the records of each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 9.03 ANNUAL FINANCIAL REPORT

Not later than one hundred twenty (120) days after the close of the fiscal year of the corporation, the Board shall cause an annual report to be sent to all members of the Board. Such report shall contain the following information in reasonable detail:

- (i) The assets and liabilities of the corporation as of the end of the fiscal year.
- (ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (iii) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (iv) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (v) Any information required by Section 9.04.

SECTION 9.04. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

The corporation shall prepare annually and furnish to each director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the close of the fiscal year of the corporation:

- (a) Any transaction to which the corporation, its parent or its subsidiary was a party, and in which any Director or officer of the corporation, its parent or subsidiary (but mere common director-ship shall not be considered such an interest) had a direct or indirect material financial interest, if such transaction involved over fifty thousand dollars (\$50,000), or was one of a number of transactions with the same person involving, in the aggregate, over fifty thousand dollars (\$50,000).
- (b) Any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or Director of the corporation pursuant to Section 8.01 hereof.

The statement shall include a brief description of the transaction, the names of the Director(s) or officer(s) involved, their relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

ARTICLE X

SECTION 10.01 PUBLICATIONS

There shall be one official publication of the PSR, which shall be known as the Dispatch. This publication shall be issued to the membership via electronic media or who have subscribed to a paper copy at least four times a year, and shall be the charge of the Communications Committee. The subscription rate shall be set by the PSR Board of Directors. The Dispatch shall carry all official notices to the subscribing membership of corporate meetings. The PSR web site may be used for hosting the Dispatch and other electronic media as directed by the PSR Board of Directors. Division web sites may also be hosted on the PSR web site.

ARTICLE XI

SECTION 11.01 MANUAL OF OPERATIONS

The Manual of Operations is declared the official guide to the conduct of business of the PSR, its divisions, committees and officers. It may be amended by a majority vote of the PSR Board of Directors.

ARTICLE XII

SECTION 12.01 CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular and the term "person" includes both a legal entity and a natural person.

ARTICLE XIII

AMENDMENTS

SECTION 13.01. ACTION BY THE BOARD

The Bylaws may be further amended or repealed and new Bylaws may be adopted by a majority vote of the Region general membership casting a vote. The Board may make non-substantive changes to the Bylaws without general membership voting approval.

SECTION 13.02. LIMITATIONS ON AMENDMENT OF BYLAWS

No amendment may extend the term of a Director beyond that for which such Director was elected.

SECTION 13.03. MAINTENANCE OF RECORDS

The Secretary of the corporation shall see that a true and correct copy of all amendments of the Bylaws, duly certified, is attached to the official Bylaws of the corporation and is maintained with the official records of the corporation at the principal office of the corporation.

CERTIFICATE OF BY-LAWS

I, the undersigned, certify that I am the presently elected and acting Secretary of **PACIFIC SOUTHWEST REGION, NMRA**, a California Nonprofit Corporation, and the above Bylaws, are the Bylaws of this corporation as adopted by the Board of Directors effective as of 1st day of November, 2020.

Executed on _____, 2020, at _____ County, California.

DAVID IRICK, Secretary