

Articles of Incorporation

All Gauge Toy Train Association, Inc

A California Nonprofit Public Benefit Corporation

ARTICLE 1 – SCOPE AND PURPOSE

Section 1 Scope

All powers of the All Gauge Toy Train Association, Inc (hereinafter referred to as “AGTTA” and as the “Association”) conferred upon it by virtue of its Incorporation shall be executed in accordance with the provisions and exercises of authority herein conferred by these Articles of Incorporation and applicable law. The scope of these Articles is to establish the terms, methods of election, and responsibilities of the elected officials; enumerate the rights of members; and set the standards of train meets and members’ conduct.

Section 2 Purpose

The purpose of the AGTTA shall be to educate, promote and preserve the history and heritage of railroads and of the toy train collecting and operating hobby. To disseminate information on the history of toy train collecting and operating and to encourage the pursuit of these activities through education, research sources, community outreach, fellowship and sponsorship of train meets.

Section 3 Actions and Activities

AGTTA is organized exclusively as a nonprofit organization for educational and civic purposes and shall be a California Nonprofit Public Benefit Corporation. It has no political interest or alliances. The actions and activities of AGTTA qualify it as an exempt organization under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended.

Section 4 Certain Activities Precluded

- A. No part of the assets or net earnings of AGTTA shall inure to the benefit of, or be distributed to, its members, Directors, Officers, or other private individuals.
- B. Nonetheless, AGTTA shall be authorized and empowered to pay reasonable compensation for goods or services rendered, and to make payments and distributions in furtherance of the association’s objectives.

Section 5 Organization

- A. The period of duration of the AGTTA is perpetual. The legal address of AGTTA shall be the address of the California resident elected as Secretary of the Board of Directors for the next two calendar years of their term.

Section 6 Objectives

- A. Disseminate information and educate the public on the history of American railroading and the railroads impact on the growth and economy of America. Preserve the history and heritage of actual railroads as well as toy trains.
- B. Disseminate information and educate the public on the history of toy train collecting and operating thru meetings, displays and exhibits of operating layouts to the public.
- C. Educate the public and members on the aspects of building layouts including track planning, bench work construction, roadbed, track, wiring and scenery.
- D. Educate the public and members about the repair, restoration and kit-bashing of toy trains by conducting clinics and displays at Association meetings.
- E. Facilitate the dissemination of toy train historical information and AGTTA activities by maintaining internet services including a website, Facebook page and publishing (via print, internet and other media forms) a newsletter, the "**MAINLINE**" and such other publications as may be authorized by the Board of Directors.
- F. Promote fellowship among young and old train enthusiasts by authorizing and sponsoring exhibits, operating layouts and club train meets. Foster face to face interaction and communication at Association activities and community events.
- G. Expand participation in the hobby via the opportunity to start or add to a collection of toy trains and accessories at AGTTA meetings.

ARTICLE 2 – MEMBERSHIP

Section 1 Membership Eligibility

- A. The Board of Directors may, from time to time at its discretion, adopt requirements for applicants for membership except as hereinafter provided.
- B. Membership shall be open to all persons, regardless of age, race, religion, national origin, or sexual orientation or any other basis protected by State or Federal Laws, who collects, operates, or professes an interest in toy trains and their related items. Toy trains may be of any age, of any scale and gauge, propelled by any means, domestic or foreign, and of any material or manufacturer.
- C. Members shall be persons of responsibility, integrity and high standing in the communities in which they reside.

Section 2 Application Procedure

- A. All applications for membership must be signed by the applicant acknowledging agreement to the AGTTA's Articles of Incorporation and accompanied by the appropriate initiation fee, annual dues and assessments established by the Board of Directors.
- B. The names of all applicants for membership shall be transmitted to the Board of Directors which shall review them prior to the acceptance of the applicants in membership and the issuance of membership cards. All applicants meeting the requirements set forth in Section 1B and 1C of this Article shall be accepted into membership unless they are disapproved pursuant to Section 2C of this Article.
- C. No applicant for membership may be disapproved by any Officer and/or Director unless such disapproval is for good cause. If any board member disapproves an application, such disapproval must be written and must specifically set forth the reasons for such disapproval. The disapproval for good cause of any application by any board member shall bar the applicant's membership unless a majority of the Board of Directors votes to admit the applicant.

Section 3 Classes of Membership

- A. **Regular Members (RM):** Persons 18 years of age or older.
- B. **Family Members (FM):** Dues-paying spouses and/or children under the age of 18 of regular members
- C. **Associate Members (AM):** Persons on active military service or living outside of southern California which inhibits their attendance of monthly meetings.
- D. **Distinguished (Life) Member (DM):** Any Regular member nominated by the general membership and approved by unanimous

vote by the Board of Directors. Persons approved will be named Distinguished Life Members and carry all privileges of Regular membership except no annual dues shall be required.

- E. **Honorary Members (HM):** A non-member whom the Board of Directors, by unanimous vote, determines to be deserving of such recognition by virtue of exceptional efforts to further the purpose for which AGTTA was organized. Persons approved will be named Honorary Members and will not having voting rights and will not be required to pay dues.

Section 4 Duties and Right of Members

- A. Members shall be current in member fees and dues and shall abide by AGTTA Articles of Incorporation and General Operating Procedures as established by the Board of Directors.
- B. Honorable Conduct. Members are expected to promote cooperation, interest and fellowship in operating and collecting toy trains, support the purposes and objectives of the club and conduct themselves honorably at all times.
- C. Club Functions. The club reserves the right to require members to wear or provide proof of membership at AGTTA meetings. Guests may be admitted to club functions upon approval of the function host or the AGTTA President or Vice President. Nothing herein shall preclude the charging of admission or registration fees for club functions.
- D. Conduct at Club Functions. All persons admitted to AGTTA functions must comply with the AGTTA's Articles of Incorporation. Members attending shall be expected to conduct themselves in an orderly manner. Members shall be responsible for the conduct of their families and guests. Anyone not conducting himself in an orderly manner may be asked to leave by whoever is presiding over the function.
- E. All Regular, Family, Associate and Distinguished Members shall have the right and duty to vote in all elections of officers and directors and upon all issues, resolutions and proposed amendments to the Articles of Incorporation. Honorary members shall have no voting rights.
- F. Inspection of Club Records. The financial and other records of the club shall be open to the members for inspection upon written request to the President with thirty (30) days notice. The President shall determine the date, location and time of any such inspection.

Section 5 Complaints

- A. The Board of Directors shall establish procedures and take such action as it deems appropriate to protect AGTTA, to afford members due process to resolve a complaint(s) and to take such action to enforce its Articles of Incorporation and General Operating Procedures as it may determine, up to and including termination of membership.
- B. Any member in good standing may file a complaint with the Board against any other AGTTA member regarding transactions, communications or public behavior which may bring disgrace and dishonor to the club, or against any member who causes another member to be mentally or physically harmed or harassed.
- C. The complaint must fall within the scope of the AGTTA purpose or one of the various AGTTA activities. All complaints must be in writing and must include specific details. No verbal complaints will be considered under any circumstances.
- D. Complaints involving any activity that may subject members or officers to discipline including, but not limited to, dishonesty, fraudulent misrepresentation, malfeasance of office, conviction of felony, and issuance of "insufficient funds" checks shall be made to the Board.
- E. Disciplinary actions against members by the board will be held in confidence. Details shall not be available to the general public.

Section 6 Disciplinary Action

- A. Disciplinary action may be taken by the Board in response to complaints received, or under such other circumstances as the Board may determine. Such disciplinary action includes, but is not limited to:
 - 1. **Censure** which shall mean rebuke for actions judged to be adverse to the goals and purposes of the AGTTA. Censure may carry such other conditions as determined by the Board of Directors, and shall be noted in the AGTTA's records.
 - 2. **Suspension** of membership which shall mean exclusion from any AGTTA functions, and exclusion from receiving association publications for a period of time and carry such other conditions as determined by the Board of Directors.
 - 3. **Termination** of membership which shall mean permanent barring from any AGTTA function and elimination from the membership rolls and shall be by action of the Board of Directors.

- B. Actions, conduct and/or performance of members that are not in the best interest of AGTTA and its membership shall be grounds for removal from office and/or termination of membership.
- C. Grounds for removal from office or termination of a membership shall include, but are not limited to, the following: non-payment of dues; dishonesty; fraudulent misrepresentation; malfeasance of office; gross failure to perform the duties of office; conviction of a felony; issuance of "insufficient funds" checks; public actions, words or other communications that bring dishonor or disgrace to the club; and communications or actions that cause another member to be mentally or physically harmed or harassed
- D. A membership in AGTTA may be suspended or terminated for good cause by an affirmative vote of ten of the eleven officers and directors after the Board has reviewed the President's recommendation and all supporting documentation. The duration and terms of any suspension shall be determined by the Board
- E. Any officer or director may be removed from office for good cause by an affirmative vote of nine of the ten other officers and directors after the Board has reviewed the recommendation of the President or his designee and all supporting documentation.
- F. The Board of Directors may take whatever action it deems appropriate relative to any complaint that reaches the Board of Directors. The action of the Board of Directors is final. The decision of the Board of Directors on any complaint shall be considered in the best interests of the membership of AGTTA and shall not subject the Board of Directors, or any member thereof, to personal liability.
- G. A suspended member may be reinstated to full membership, under such terms and conditions as the Board of Directors deems appropriate, upon the affirmative vote of ten of the eleven officers and directors.

Section 7 Termination of Membership

- A. Membership shall terminate upon the resignation or death of the member or upon expulsion by a majority vote of the board of directors. A member may be expelled for non-payment of dues or for conduct which the board of directors shall deem detrimental to the best interest of AGTTA.
- B. Transactions, Dishonesty, and Malfeasance of Office. All such complaints shall be made in writing using AGTTA Form C-1. The President or his designee shall immediately contact the member

against whom the complaint was filed, in writing, and request a response within 30 days. Failure to respond shall be deemed an admission of all allegations described in the complaint. The President or his designee shall attempt to mediate the complaint within 30 days after receipt of the response. If the complaint is not successfully mediated within this time period, or if no response is received, the President shall recommend appropriate action to the Board of Directors and refer the results of his investigation, including any documentation received from the parties, to the President for conveyance to the Board of Directors for final disposition. In the event the President is a party to the dispute, the complaint shall be filed with the Vice-President who shall appoint a neutral member of the Board of Directors to fulfill the President's responsibilities hereunder.

- C. Immediate irreparable Harm to Club or Member. The complaint, investigation and mediation provisions of Section 5A shall apply to this Section 5C unless the President reasonably believes that the harm to the member or club is immediate and irreparable. In such cases, the President shall request a response to the complaint within 10 days and the mediation period shall be reduced to 10 days. Mediation shall not be required if the President reasonably believes that such attempt would be futile or if the harm to the member or club is significant.

ARTICLE 3 – OFFICERS, DUTIES, TERMS OF OFFICE

Section 1 Officers

- A. The Officers of the corporation shall be a **President, Vice-President, Secretary and Treasurer.**
- B. To be eligible for nomination for an officer-ship of AGTTA a member must have been a regular member for three (3) consecutive years.

Section 2 Duties

- A. **President:**
 - 1. Shall be the Chief Executive Officer of AGTTA and shall preside over all board and membership meetings.
 - 2. Shall have all the powers, duties, and responsibilities usually vested in the office of President of a non-profit corporation.
 - 3. Shall, subject to the approval of the Board, have general supervision, direction and control of the business and affairs of AGTTA.

4. Shall appoint and rescind all committees, shall be ex-officio a member of all committees (with the exception of the Nominations Committee) and has all rights of committee members except voting rights.
5. Shall assure that the Vice President is kept informed of all proposals, actions and contracts affecting current and future activities, affairs and business of AGTTA.

B. Vice-President.

1. Shall, in case of absence or disability of the President, perform all duties of the President and when so acting, shall have all the powers and responsibilities of and shall be subject to all the restrictions upon the President.
2. Shall be responsible for membership recruitment and registration content, format, printing and availability of membership forms.
3. Shall be responsible for promotion and advertisement of AGTTA and its activities content, format, printing and availability of guest passes, flyers, magazines, newspaper articles, etc.
4. Shall be responsible for safety and security at general meetings and AGTTA sponsored events.
5. Shall be responsible for general table setup, arrangement, cleanup, raffle and officer meeting tables.
6. Shall perform such other duties as are assigned from time to time by the President or, in his stead, by the Board of Directors.

C. Secretary.

1. Shall record or cause to be recorded, and shall keep, or cause to be kept, a book of minutes of actions taken at all Board, Member and Special meetings and notes of committee reports how authorized, notice thereof given, the number of members present or represented, and the proceedings thereof.
2. Shall publish notices of membership meetings, publish agendas for all Board of Directors and Executive Committee meetings and publish minutes thereof to all members.
3. Shall attend and be responsible for the keeping of the minutes of all of the meetings of the Board of Directors and Executive Committee and Membership Meetings.
4. Shall keep or cause to be kept the original and copies of the Articles of Incorporation and General Operating Procedures as amended to date.

5. Shall exercise supervisory control of the records of AGTTA, including but not limited to records of applications, membership lists, membership actions, minutes of the Board of Directors and Executive Committee documentation and correspondence.
6. Shall maintain a current list of Officers and Board of Directors names, addresses and phone numbers and a **Membership Roster** in the format prescribed by the General Operating Procedures.

D. Treasurer.

1. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and transactions of AGTTA, including accounts of its assets, liabilities, receipts and disbursements
2. The Treasurer shall exercise supervisory control over the books and accounts of the Association and issue, or cause to be issued, all financial reports and tax returns as required by law and shall render to the Board, wherever requested, an account of all transactions as Treasurer, and of the financial condition of the organization.
3. The Treasurer shall deposit all monies and other valuables in the name of and to the credit of the Association with such depositories as designated by the Board; shall disburse the funds of AGTTA as may be ordered by the Board.
4. The Treasurer shall reconcile AGTTA checking account and prepare a Treasurer's report monthly.
5. The Treasurer shall prepare an annual operating budget and a Statement of Financial Condition for the AGTTA membership.
6. The books of account shall, at all reasonable times, be open to inspection by any Regular Member.
7. The Treasure shall maintain, or cause to be maintained, a inventory list of all organization assets and property.

Section 3 Terms of Office and Vacancies

- A. The terms of office for all officers shall run for two years from January 1 thru December 31 the following year, coinciding with the fiscal year of the organization, or until their successors are duly elected and qualified.
- B. In the event of a vacancy in the office of President, the Vice President shall immediately and automatically be the new President for the remainder of the unexpired term.

- C. A vacancy in any elected office other than that of President, due to resignation, termination, or death, shall be filled by an appointment of an eligible Regular Member by the President, with the unanimous approval of the Board, to serve the remainder on any vacant, unexpired term of office.

Section 4 Resignation or Removal from Office

- A. Any Officer may resign from Office at any time by giving written notice to the President or to the Secretary.
- B. Any Officer can be recalled from office for cause – that is for misconduct or for neglect of duty in office. Such removal from office may be accomplished by approval of a motion by secret ballot to recall his or her election to the office. Approval of such a motion by secret ballot would require (a) a two-thirds vote of Regular Members present at a Member Meeting without prior notice having been given a previous meeting, or (b) a majority vote of the Regular Members present at a member meeting when notice of intent to make the motion has been given at the previous regular Meeting.

ARTICLE 4 – BOARD OF DIRECTORS

Section 1 Board of Directors shall consist of:

- A. Each of the officers of the corporation, namely, President, Vice-President, Secretary and Treasurer during their term of office and shall have voting rights.
- B. The Immediate Past President (IPP); who shall have voting rights.
- C. A minimum of Five (5) and a maximum of Seven (7) Directors elected by the membership who shall have voting rights.
- D. The Newsletter (**MAINLINE**) Editor; who shall have voting rights.
- E. The Website Coordinator; who shall have voting rights.
- F. Up to five (5) Directors at Large; who will not have board voting rights.

Section 2 Duties

- A. It shall be the duty of the Board of Directors to control and govern AGTTA and represent the interests of the entire membership by establishing policy and managing the business, property and finances of the Association.
- B. The Chairman of the Board of Directors shall be the President of the corporation.

- C. The Board of Directors shall have the authority to authorize the borrowing of money in the furtherance of the purposes of AGTTA and, at its discretion, to authorize and the President and/or Treasurer, under their respective signatures, to execute and deliver mortgages and pledges of any of all AGTTA property, real or personal, as security for repayment of the same, and to sign, execute and deliver contracts of any nature or kind; and to do all lawful things which it may deem appropriate to promote the objectives, purposes and interests of the organization. The borrowing of money will have a limit of twenty five (25) percent (%) of the Association's current equity without a vote of the general membership.
- D. The Board of Directors shall attend Board meetings, help to formulate the direction of AGTTA, conduct the business and plan special events.
- E. Directors, other than Director-at-Large, hold equal voting rights with the Officers and shall appoint annually an auditor or audit committee independent of the Officers and Directors to audit the AGTTA financial records.
- F. The Board shall also have the power to attend to all needs of the club not otherwise defined and, in the case of any dispute regarding interpretation of the Articles of Incorporation, the Board's decision will be final and not subject to appeal.

Section 3 Terms of Office and Vacancies

- A. All Officers and Directors are eligible for re-election.
- B. Officers and Directors shall be elected bi-annually for two (2) calendar years by written ballot at a November general meeting. Nominees must be current members of AGTTA over the age of 18 and shall be nominated from the floor at the October general meeting. Installation shall be held and the term of the office commence January 1st.
- C. A Director may resign at any time by giving at least thirty (30) days written notice to the President or Secretary of AGTTA.
- D. Any Director may be removed for cause – that is for misconduct or for neglect of duty in office. Such removal from office may be accomplished by approval of a motion by secret ballot to recall his or her election to the office. Approval of such a motion by secret ballot would require (a) a two-thirds vote of Regular Members present at a Member Meeting without prior notice having been given a previous meeting, or (b) a majority vote of the Regular Members present at a member meeting when notice of intent to make the motion has been given at the previous regular Meeting.

- E. Should the position of Chairman of the Board of Directors become vacant because of death, resignation, removal for cause, disqualification or any other reason, such position shall be filled by a person selected by two-thirds (2/3) of the remainder of the Board.
- F. Should any of the other director positions become vacant because of death, resignation, removal for cause, disqualification or any other reason, such position shall be filled by a person selected by the Chairman of the Board.

Section 4 Board of Directors Meetings

- A. Board meetings shall be held a minimum of six (6) times a year with at least one meeting per quarter.
- B. Notice of each meeting, specifying the time and place of the meeting together with a agenda, shall be sent to each Board member by the President, or his appointee, not less than seven (7) days prior to the meeting.
- C. A quorum shall be one-half of the Board's membership, two (2) of whom must be the President, Vice President, Secretary, or Treasurer.
- D. To deal with business requiring immediate action, a Special Board meeting shall be called by any two officers. A quorum shall be two officers and at least fifty (50) percent of the non-officer members of the Board of Directors. Participation in such meeting shall constitute a waiver of notice of the meeting.
- E. Minutes of all Board, Special and Executive Committee meetings shall be distributed by the Secretary to all Board members within thirty (30) days after each meeting. Minutes of the Board of Director meetings shall be published and available to all members of the Association upon approval of the Board. Such minutes may be briefed and condensed.

ARTICLE 5 – COMMITTEES / APPOINTED OFFICIALS

Section 1 Director at Large:

- A. Directors at Large are nominated by the President with the unanimous approval of the Board of Directors.
- B. Directors at Large are selected for their interest and support of the Association's mission and toy train hobby and for their professional knowledge and experience that will provide the board with assistance in educational, financial, legal, advertising and fund raising matters.

Section 2 Newsletter Editor:

- A. The Board of Directors shall have the ultimate authority and control over the content and editorial viewpoints in all publications of the Association.
- B. Shall maintain, develop and expand the Association's newsletter the "**MAINLINE**" to promote AGTTA's purpose as an educational and charitable organization.
- C. Shall prepare editorial articles and obtain documents that provide a source of information and research into history and heritage of toy train collecting and operating in support of AGTTA's mission.
- D. Shall publish articles and pictures that provide a source of research for members and the public of AGTTA's education programs held at train meets and modular layout runs. This is to include repair clinics of toy train engines, whistles and operating accessories; training on modern electronic train operation and historical stories and experiences presented during membership meeting displays and presentations.
- E. Shall publish, e-mail and/or print and mail the monthly "**MAINLINE**" newsletter and other advertisements of association activities and meets.
- F. Shall include in AGTTA publications past history and current news of American railroads and that industry's impact on the country's growth, as related to the association's mission of preserving the history and heritage of railroading and toy train collecting.
- G. Shall create and publish in the "**MAINLINE**" issue prior to the November membership meeting, pictures and background information on nominees for election to AGTTA officer-ship and Board of Directors.

.Section 3 Web Site Coordinator:

- A. The Board of Directors shall have the ultimate authority and control over the content and editorial viewpoints of all electronic media broadcast related to the Association.
- B. Shall maintain, develop and expand the Association's website (<http://www.agtta.com>) in support of AGTTA's purpose as an educational and charitable organization.
- C. Shall monitor and renew the domain name and website host prior to expiration and insure the website is current, appropriate and secure.
- D. Shall publish dates and times of Association meetings and events and provide electronic media warehousing of AGTTA newsletters, pictures and videos of AGTTA activities.

- E. Shall act as a conduit between the board, membership and the website; generate ideas and receive club member suggestions regarding website content.
- F. Shall provide members and the public a research referral source of information into the history and heritage of American railroading, toy train collecting and operating, scenery and layout building and toy train and accessory repair.

Section 4 Historian:

- A. Shall maintain files of AGTTA history, membership records, “MAINLINE” newsletters and publications and other significant documents.

Section 5 Sergeant-at-Arms:

- A. Shall assist the Vice-President at meetings with safety and security and check memberships periodically as determined by the Board.

Section 6 Executive Committee

- A. An Executive Committee may be formed as the need arises and comprised of the Officers of the Association to resolve membership complaints or other time critical issues.

Section 7 Special Committees

- A. Shall be formed for the purpose of advancing the mission of AGTTA and appointments will be made by the President. These may include Anniversary and Holiday Planning Committees.

Section 8 Standing Committees

- A. Shall be formed as the need arises during the year and the members and chairman shall be appointed by the President with the approval of the Board.
- B. Standing committees may include committees such as Executive, Nominations & Election, Financial, Layout and Rules & Regulations.

ARTICLE 6 – NOMINATIONS AND ELECTIONS

Section 1 Nomination Eligibility and Qualifications

- A. Candidates for the Board must be regular or distinguished members of AGTTA in good standing for not less than three (3) consecutive years.
- B. Candidates for President shall have been a member in good standing of AGTTA for a minimum of three (3) consecutive years and served at

least one term as an AGTTA Officer or Board of Director, as an officer or director of another toy train club, or have similar experience as determined by the Nominating Committee.

- C. Candidates for Treasurer must be familiar with generally accepted bookkeeping principles, and must agree to maintain the club's financial records strictly in accordance with current accepted financial practices required by the Internal Revenue Service for not for-profit corporation.
- D. No person may run for more than one elective office in AGTTA on the same ballot. No person may hold two elective positions in AGTTA at the same time. Neither the President nor an Immediate Past President who is elected to one of the other officer positions shall be deemed to hold two elective positions in AGTTA at the same time by virtue of their membership on the Board of Directors.
- E. No two members of AGTTA residing in the same household or two members from the same family wherever they may reside shall hold elective office at the same time.

Section 2 Nominating Committee

- A. The President shall appoint a Nominating Committee and Chairman by September 1 of election years. The Nominating Committee, including the Chairman, shall consist of not less than three or more than five regular or distinguished members. No member of the Nominating Committee may be a candidate in the election for which the Nominating Committee is seeking nominees.
- B. All nominations shall be submitted to the Nominating Committee for its consideration. The Nominating Committee shall strive to slate a minimum of two nominees for each of the four officer positions and a minimum of ten nominees for the seven directorships. On or before October 15, the Nominating Committee shall present its slate of candidates to the President, and shall notify each nominee whether or not they were slated.

Section 3 Balloting

- A. The Nominating Committee Chairman shall cause a ballot to be prepared, with provisions for write-ins, which shall be mailed to all members in good standing entitled to vote on or about October 16. All ballots shall state that they must be received before the November member meeting to be counted, and all ballots so cast shall be counted on the November member meeting.

- B. The officer candidate receiving the largest plurality of votes cast shall be the winner of each of the following offices: President, Vice-President, Secretary and Treasurer. The seven (7) director candidates receiving the greatest number of votes shall be the winners of the directorships.

Section 4 Voting

- A. Each member over the age of 18 in standing shall have one vote to cast by ballot for elections or change of By-Laws. Members shall have one vote to cast in person for business transacted at any membership meeting.

ARTICLE 7 – MEETINGS

Section 1 Membership Meetings

- A. There shall be a minimum of ten (10) monthly membership meetings a year (including Open Houses). The presence of thirty percent (30%) of the membership shall constitute a quorum at any such meeting.

Section 2 Board of Director Meetings

- A. The Board of Directors shall meet a minimum of six (6) times a year with at least one meeting per quarter at a time and place determined by the Board.
- B. A Board of Director meeting is comprised of Officers, Directors, Newsletter Editor and Website Coordinator. Any seven (7) officers and/or directors constitute a quorum, provided at least two officers are present.

Section 3 Special Board meeting:

- A. A Special Board meeting may be called by the President, or by any two (2) elected officers, two (2) directors or by any five (5) members of the general membership.

Section 4 Notice:

- A. Notice of Monthly Membership and Board of Director meetings shall be given by mail and/or electronic means (e-mail) to each member at least seven (7) calendar days prior to the meeting.

Section 5 Parliamentary Authority

- A. Parliamentary rules as set forth in the most current edition of Robert's Rules of Order Newly revised shall govern the AGTTA in all cases to

which they are applicable and in which they are not inconsistent with these Articles and any special rules of order the organization may adopt.

ARTICLE 8 – FUNDS and FINANCES

Section 1 Fiscal Year

- A. The fiscal year shall begin January 1 of each year.

Section 2 Remuneration

- A. Members of the Board of Directors shall serve without compensation. Reimbursement of expenses authorized by the board will be made upon presentation of bills and/or receipts.
- B. No member of AGTTA shall buy, sell, contract, pledge, or render AGTTA liable for any purpose or amount without approval of the Board of Directors.
- C. All financial transactions must be approved by a majority of the board members. The President and Treasurer of the corporation are empowered to sign checks. Either one of the two officers signatures is required.
- D. Members of AGTTA shall not be entitled to any individual or collective interest, participation, share, right and/or property right, in and to assets of the Association. Such assets shall be and constitute the indivisible property of AGTTA; no pecuniary profits or payments of a like nature shall ever be declared to be paid to the members of AGTTA.

Section 3 Dues

- A. Amount and due date: Dues shall be reviewed annually in October and an amount fixed for the next year by the Board of Directors. Dues shall be paid by the members on an annual basis and due January 1 of each year. A dues rebate amount will be set for those Members who receive the Club Newsletter via electronic means.
- B. Officers Dues: The four elected Officers, Newsletter Editor and Website Coordinator dues will be waived by the association at the regular member rate. If any of the people filling these positions want a family membership, they shall pay the difference between the regular member dues and the family dues. If any of the people filling these positions wants to receive their newsletter via the post office they shall pay a fee to be set by the Board of Directors.

Section 4 Delinquency and reinstatement

- A. Members whose dues are two months in arrears shall be considered not in good standing and be dropped from the association. Reinstatement of membership will require full payment of current dues plus a \$5.00 late fee.

Section 5 Budget.

- A. All AGTTA operations and activities shall be budgeted. The Association Treasurer shall prepare a projected budget for the forthcoming year which shall be submitted to the Board by November 1 annually. The budget shall show all anticipated income and expenses including committee expenses and the expenses of publishing the Association's publications. A proposed schedule of dues, initiation fees, reinstatement fees, postal surcharges and other assessments for the membership year shall accompany the budget. The Board shall approve or modify the proposed budget before January 1st of the new year. In considering the proposed budget, the Board shall take into consideration the actual income and expenses of the Association for the prior calendar year, AGTTA's objectives for the next calendar year, and the recommendations of the officers.

Section 6 Unbudgeted Expenses

- A. Any officer, director or appointed official who believes that an unbudgeted expenditure is required shall submit an expenditure request for approval to the President who with Board approval shall determine whether there are sufficient operating funds to cover the requested expenditure.

Section 7 Audits

- A. AGTTA financial accounts, investments and books shall be audited annually as directed by the Board of Directors and at any other time that the Board deems necessary.

Section 8 Audit Report

- A. The Board of Directors shall cause a summary of the audit report to be published annually in the "MAINLINE" and shall include the report in the Minutes of the May Board Meeting.

ARTICLE 9 Indemnifications of Agents of AGTTA

Section 1 Indemnifications by AGTTA of Officers, Employees and Other Agents

- A. With respect to any matter or action where the person is seeking indemnification, the following criteria shall be considered:
 - 1. The Person seeking indemnification must be an AGTTA Member.
 - 2. The Person seeking indemnification must be elected or directed by AGTTA to represent AGTTA in another organization.
 - 3. The person seeking indemnification must be (or have been) acting in the best interest of AGTTA.
 - 4. Any indemnification shall be secondary to any insurance coverage available.
 - 5. Any Indemnification shall be limited by the liquid assets (cash not needed for ongoing operations) of AGTTA.
- B. To the extent that a person who is, or was, an officer, employee or other agent of AGTTA has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of AGTTA, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.
- C. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by AGTTA.

Section 2 Termination of Proceedings

- A. The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person acted in bad faith or in a manner which he or she believed was against the best interests of AGTTA, or with respect to any criminal action or Proceeding, that such person had reasonable cause to believe that his or her conduct was unlawful.

Section 3 Limitations on Indemnification

- A. In addition to any other limitation on the ability of AGTTA to provide any indemnification pursuant to this Article, AGTTA shall not indemnify any person:

1. With respect to any matter for which indemnification is prohibited by applicable law;
2. With respect to any concluded Proceeding in which the person to be indemnified was not wholly successful on the merits, unless the outcome of such Proceeding shall be found in the manner provided by Section 4 hereof to be in the best interests of AGTTA and reasonable in result; or
3. With respect to expenses relating to any Proceeding brought by an officer, employee, or agent against AGTTA, except pursuant to Section 4 hereof.

Section 4 Determination of Indemnification

- A. Except as otherwise required by law, every other person claiming indemnification hereunder shall be entitled to indemnification only if a written determination is made by any of the following that such person has met the requirements for indemnification as set forth in this Article: (a) a majority of the members of the AGTTA's Board who are not also parties to the Proceeding or substantially the same Proceeding, but in no event less than two (2) members, (b) the court or administrative body before which the Proceeding was pending, or (c) if none of the foregoing exist, by independent legal counsel. To the extent possible, such determination shall be completed within Ninety (90) days of the Board's receipt of the request for indemnification. "Expenses" as used herein shall include all reasonable costs and expenses, including reasonable attorney's fees, incurred in connection with successfully establishing any right to indemnification under this Article.

Section 5 Prior Approval of Expenses

- A. No person who intends to seek indemnification pursuant to this Article shall voluntarily incur any Expenses without the prior written consent of the Board, which consent shall not be unreasonably withheld. The Board's approval of voluntarily incurred Expenses is one condition to indemnification of Expenses not required by law to be made, but shall not, by itself, constitute a determination that such indemnification shall ultimately be granted. Determinations of indemnification rights shall be made exclusively pursuant to Section 4 of this Article.

Section 6 Advancement of Expenses

- A. AGTTA may, at the Board's option, advance Expenses incurred with respect to any Proceeding prior to the final disposition thereof upon receipt of an undertaking (which advancement shall be documented

and secured as requested by the Board) by or on behalf of the recipient to repay such amount to AGTTA unless he or she is entitled to indemnification, as determined in the manner provided by Section 4 of this Article. The Board's advancement of Expenses shall not constitute a determination that indemnification of such Expenses shall ultimately be granted. Determinations of indemnification rights shall be made exclusively pursuant to this Article.

Section 7 Partial Invalidity

A. If any provision of this Article is found to be invalid or unenforceable by any court, such provision shall be ineffective only to the extent that it is in contravention of applicable laws without invalidating the remaining provisions hereof, unless such invalidity or enforceability would defeat an essential purpose of this Article.

Section 8 Other Rights

A. The indemnification rights set forth in this Article shall be in addition to all rights which any indemnity may be entitled as a matter of law.

Section 9 Insurance

A. AGTTA shall have the right to purchase and maintain insurance on behalf of any person who may be indemnified pursuant to this Article, whether or not AGTTA would have the power to indemnify such person against the losses to be insured. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of AGTTA (including an officer, employee or other agent of AGTTA) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not AGTTA would have the power to indemnify the agent against such liability.

B. In order to obtain the full benefit of the limitation of liability, AGTTA and the Board shall make all reasonable efforts in good faith to obtain liability insurance in the form of a general liability policy for AGTTA and an officer's liability policy or any other insurance policies as may be required from time to time.

Section 10 Indemnity for Litigation

A. AGTTA hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an officer, employee or other agent (as defined in California Nonprofit

Corporation Law) of AGTTA, to the full extent allowed under the provisions of said law relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board determines and finds to be reasonable, or, if required by said California Nonprofit Corporation Law, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

ARTICLE 10 – CORPORATE SEAL AND AGTTA NAME

Section 1 Corporate Seal

- A. The Board of Directors shall adopt an official seal for the Association for use in certifying official documents.

Section 2 AGTTA Name

- B. Permission for the use of AGTTA logo and name by other than official entities of the association must be obtained from and with the approval of the Board of Directors.
- C. Permission for the use of the contents of any AGTTA publication or listing for mailing purposes must be obtained in writing from the board of directors. Any unauthorized usage may result in the loss of membership as well as possible prosecution for infringement.

ARTICLE 11 – GENERAL OPERATING PROCEDURES

Section 1 General Operating Procedures

- A. The General Operating Procedures of AGTTA are detailed instructions relating to the general operation of the organization and shall not conflict with the Articles of Incorporation.
- B. Annually at the October monthly Board meeting the association's General Operating Procedures for the efficient operation of the organization shall be reviewed, updated and adopted by a majority vote of the Board with no less than a quorum present.
- C. The procedures shall fix the date, time, location and format of AGTTA meetings, the next year's budget and schedule of dues, meet entrance and table fees, layout operation scheduling and newsletter publication.

ARTICLE 12 – AMENDMENTS

Section 1 General.

- A. An amendment to the Articles of Incorporation of AGTTA may be proposed at any time, by the Board of Directors, a committee or by a petition with at least 15 signatures of Regular Members.

Section 2 Regular Amendments

- A. The proposed amendment shall be submitted to a Rules and Regulations Committee appointed by the Board for review and recommendation.
- B. The Rules and Regulations Committee shall have the authority to combine, edit, and organize proposals that address the same topic and have similar objectives.
- C. The proposed amendment shall be submitted to the full Board of Directors at any scheduled or called meeting of the Board.
- D. Upon favorable action by the Board and notice duly given by publication, the full text of the amendment shall be submitted to the entire membership for ratification by a mail ballot with a mailing date.
- E. To be counted, all ballots must be received within forty (40) days of the mailing of the ballot. If sent with the regular election ballot, the ballots to amend the Articles must be received by the same date the election ballots must be received to be counted.

Section 3 Expedited Ballot

- A. If the Board of Directors determines that a proposed amendment requires an immediate vote by the voting membership, the Chairman of the Board of Directors shall direct the Secretary to cause a special ballot to be prepared which shall be mailed to all members entitled to vote within thirty (30) days of the date such directive is received by the Secretary from the Chairman of the Board of Directors.
- B. The special ballot materials shall include the proposed amendment and the Board's statement as to why an immediate vote on such amendment is required. To be counted, all ballots must be received within 30 days of the mailing date of the ballots.

Section 4 Position of the Board of Directors

- A. The Board of Directors shall make its position known on each proposed amendment, and the Board's position shall accompany the ballots when they are mailed to the members entitled to vote.
- B. If the Board is split on its position on any proposed amendment, then both sides of the issue shall be presented.

Section 5 Ratification

- A. If two thirds (2/3) of the ballots returned are in the affirmative, the amendment(s) shall be adopted. Unless there is a proviso setting a different date for the amendment to take effect, the amendment will take effect immediately upon adoption.

ARTICLE 13 – DISSOLUTION

Section 1 Dissolution

- A. If it becomes necessary to dissolve the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute all residual assets of AGTTA to one or more organizations which themselves qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine.
- B. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or such organization or organizations organized and operated exclusively for such charitable or educational purposes, as that court shall determine.

The above written Articles of Incorporation and/or amendments of the All Gauge Toy Train Association, Inc. were voted on and approved by the Association's organizing Officers and Board of Directors.

These Articles of Incorporation are approved this day of August 17, 2016.