

FIRST AMENDED AND RESTATED BYLAWS

OF

THE RICHMOND FREELANCE AND PROTOTYPE MODEL RAILROADERS INCORPORATED, A VIRGINIA NON-STOCK CORPORATION

These First Amended and Restated Bylaws (the "Bylaws") have been adopted by the Members of The Richmond Freelance and Prototype Model Railroaders, Incorporated, a Virginia non-stock corporation (the "Corporation"), at a duly called and convened meeting of the Members dated September 11, 2021 and are intended to amend and restate, in their entirety, all prior versions of the Bylaws of the Corporation including, without limitation, the version dated August 7, 2002 (the "Prior Bylaws").

ARTICLE I. OFFICES AND REGISTERED AGENT

Section 1. Principal Office. The Corporation's current mailing address is P.O. Box, 2122, Ashland, Virginia 23005 and it shall maintain one or more offices in the Commonwealth of Virginia. The current registered office of the Corporation within the Commonwealth of Virginia is 859 Grace Johnson Road, Kents Store, Virginia 23084 or at such other place as the Board of Trustees (sometimes hereinafter referred to as the "Board") may determine to be in the best interests of the Corporation. The current office location for the Corporation's operations is Bay Numbers 229-239 North Washington Highway, Ashland/Hanover Shopping Center, Route 1 and State Route 54, Ashland, VA 23005.

Section 2. Registered Office and Registered Agent. The Corporation shall at all times maintain a registered office in the Commonwealth of Virginia, which registered office need not be the same as the Corporation's place of business. The Corporation's registered office may be changed from time to time by the Board of Trustees. The Corporation shall also continuously maintain a registered agent in the Commonwealth of Virginia whose business office shall be located at the Corporation's registered office. The Corporation shall comply with all filing requirements relating to any designation or change of the registered office or registered agent as may be required by law. The Corporation's current registered office is listed above. The name of the Corporation's registered agent at that address is Mr. William Dessent.

Section 3. Mission and Purpose of the Corporation. The mission and purpose of the Corporation is described in more detail in its Articles of Incorporation, as amended from time to time, but shall include organization as a non-stock corporation under the laws and statutes of the Commonwealth of Virginia exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and is organized to educate model railroaders and the general public with regard to the history, science and technology of model railroading. No part of the Corporation's net earnings shall inure to the benefit of any incorporator, Trustee, Officer, employee or agent of the Corporation or any other private individual; provided, however, that reasonable compensation may be paid for services rendered to, for, or on behalf of the Corporation. No incorporator, Trustee, Officer, employee or agent or other private individual shall be entitled to share in the distribution of any corporate assets upon its dissolution. Furthermore, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as and to the extent permitted by the

provisions of the Code or similar statutes for organizations exempt from federal income taxes pursuant to Section 501(c)(3) of the Code, as amended), and the Corporation shall not substantially participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidates of public office.

ARTICLE II. MEMBERS

Section 1. Qualifications and Restrictions. The Corporation shall have Members. The initial Members have been designated in the Articles of Incorporation.

Section 2. Number, Qualifications, Vote, Election, Honorary Members and Removal.

(a) There shall be no limit on the number of Members. Any person with an interest in any facet of railroading or model railroading may become a member of the Corporation regardless of age, gender, race, religion, national origin or physical disability. Membership shall be divided into three categories: Regular – Eighteen (18) years of age and older, Affiliate – Under eighteen (18) years of age, and Honorary – Selected by the Board of Trustees; provided, however, that parents and/or guardians of Affiliate Members must be Regular Members or Honorary Members as a condition of an Affiliate Member's membership in the Corporation. Only Regular Members shall have a vote on matters of the Corporation and be entitled to hold office with the Corporation either as an officer or member of the Board of Trustees. Only Regular Members shall have an annual dues obligation of Twenty-Four and No/100s Dollars (\$24.00) or such different amount as set by the Board of Trustees from year to year. Dues shall be due and payable in advance for each calendar year on January 1 of the respective calendar year. Honorary Members shall be chosen by the Board of Trustees from time to time in recognition of seniority and prior dedication to the Corporation and its commitment to the preservation of and the operation of model railroading. Honorary Members shall be entitled to participate in the Corporation's activities and to utilize the Corporation's facilities and equipment but shall have no vote and no dues obligations. The designation of Honorary Members and dues of the corporation are exclusively determinations of the Board of Trustees of the Corporation. Individual SIGS, as herein defined, may (but shall not be so obligated) to make separate decisions regarding honorary status and/or dues for the individual SIG.

(b) Each Regular Member in good standing shall have one (1) vote on all matters reserved to the membership for voting purposes. Any individual shall be eligible for membership if she/he completes the Corporation's membership application as amended from time to time, agrees to take part in the activities of the Corporation, agrees to pay and does pay dues and is in agreement with the objectives of the Corporation. All Members (Regular, Affiliate and Honorary) shall have the privilege of inviting guests to any meeting. The Corporation will remove from its roll/roster the name of any Member who presents a request to the President to have his/her name removed. Any Regular or Affiliate Member who fails, following thirty (30) days' written notice to pay delinquent dues, to pay dues shall have his/her name removed from the membership. There shall be no cumulative voting among Regular Members.

(c) Regular Members of the Corporation in good standing shall enjoy the following rights and responsibilities subject to limitations of membership classification:

- (i) Attendance at and participation in Corporation's meetings and other activities;

- (ii) Voting on Corporation business at Annual and/or other called meetings of the Corporation's membership;
- (iii) Holding office with the Corporation either as an officer or as a member of the Board of Trustees; and
- (iv) Membership in one of the Corporation's Special Interest Groups (sometimes herein referred to as "SIGs").

Section 3. Compensation. Members of the Corporation shall not receive compensation for any services rendered in their capacities as Members of the Corporation. Nothing herein contained shall be construed to preclude any Member from receiving reimbursement from the Corporation for expenses incurred for serving the Corporation as a Trustee or in any other capacity.

Section 4. Annual Meetings The Annual Meeting of the Members shall be the first Regular Meeting of each calendar year; provided, however, that written notice of the Annual Meeting shall be mailed/mailed to each Member at least ten (10) days and no more than sixty (60) days before the date of such Annual Meeting. Except as otherwise expressly provided herein, all Meetings of the Corporation shall be held at such date, time and place as are designated by the Board of Trustees. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, notice of the Annual Meeting is not required. Officers and Board Members are elected on an annual basis at the Annual Meeting of Members and shall continue in office until their successor is elected. Officers and Board Members may serve successive terms. The failure to hold an Annual Meeting at the time stated in or fixed in accordance with the Corporation's Bylaws does not affect the validity of any corporate action.

Section 5. Regular Meetings. Except as rescheduled for inclement weather or national holidays, Regular Meetings of the Membership shall be held on a schedule determined by the Board of Trustees for the purpose of transacting business and to educate model railroaders and the general public with regard to the history, science and technology of model railroading. Meetings of the Corporation shall be held at the Corporation's then offices or, at the direction of the Board of Trustees, at such place, in or out of the Commonwealth, as designated by the Board of Trustees in the notice of the meeting. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, notice of the Regular Meetings is not required; provided, however, that certain business (e.g., the removal of a Member) must be expressly noticed as a condition of the corporate activity even if to be considered at a Regular Meeting of the Corporation.

Section 6. Special Meetings. Special Meetings may be called at any time by a majority of the Board as a whole, the President, or Regular Members having one-fifth (1/5th) of the votes entitled to be cast at such meeting. Except as otherwise provided herein, written notice of Special Meetings shall be mailed/mailed to each Member at least ten (10) days and no more than sixty (60) days before the date of such Special Meeting. To the extent permitted by applicable law, e-mail notice may be used. The notice shall state the business for which the Special Meeting has been called, and no business other than that stated in the notice shall be transacted at such Special Meeting. Any waiver of notice shall include the purposes of the meeting. For all purposes under these Bylaws, email properly addressed shall be deemed a proper form of written communication. The record date for determining Members entitled to vote at a Special Meeting is the date the first Member signs the demand for a Special Meeting.

Section 7. Quorum and Action; Supermajority Vote. Except as otherwise expressly provided herein, quorum for a meeting of Members shall consist of one tenth (1/10th) of the total Regular Members in good standing but must also include five (5) Members who are also members of the then-current Board of

Trustees. When both tests are met, the membership of the Corporation shall constitute a quorum for the transaction of business. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another, and participation by such means shall constitute presence in person at such meeting. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, as amended, the vote of a majority of the Members present at a meeting at which a quorum is present shall be the act of the membership of the Corporation. Notwithstanding the foregoing, an absolute supermajority vote of fifty one percent (51%) of all voting Members (an "Absolute Supermajority of Members") shall be required for any of the following actions to be approved, each of which shall be in addition to other restrictions in the Corporation's Articles of Incorporation as amended from time to time:

- Amending, altering or repealing, in whole or in part, these Bylaws or the Corporation's Articles of Incorporation; provided, however, such amendments or alterations shall not be inconsistent with the restrictions placed upon public charities under Sections 501(c)(3) and 509(a) of the Code, as amended, or Chapter 10 of the Virginia Code, as the same may be amended and interpreted from time to time.
- Any sale, lease, mortgage or other transfer or encumbrance of all or substantially all of the assets of the Corporation.
- The merger, acquisition, consolidation or affiliation of the Corporation with any other entity.
- Any single non-budgeted expenditure with a value in excess of One Thousand and No/100s Dollars (\$1,000.00).
- The creation of a lien or mortgage on the property or assets of the Corporation other than an inchoate tax lien.
- Entering into a lease, mortgage or other promissory note.

Except for those matters requiring an Absolute Supermajority of Members vote described above or elsewhere in these Bylaws or the Articles of Incorporation, the subsequent withdrawal of a Member, after a quorum has been established at a meeting of the Members, from the meeting so as to reduce the number of Members present to less than a quorum shall not affect the validity of any action taken by the Members at the meeting or any adjournment thereof. A majority of the Members present, whether or not a quorum exists, may adjourn any meeting of the Members to another time and place. Notice of any such adjourned meeting shall be given to the Members who were not present at the time of the adjournment.

Section 8. Waiver of Notice; Notice. Notice of any Meeting of the Members need not be given to any Member who signs a waiver of notice either before, during or after the meeting in question. All signed waivers shall be filed with the Secretary of the Corporation and included in the minutes of the meeting. In addition, attendance of a Member at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Member (i) states, at the beginning of the meeting, an objection to the transaction of business because the meeting is not lawfully called or convened and (ii) does not further participate in the meeting. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, neither the business to be transacted, nor the purpose of the meeting, need to be specified in the waiver of the notice. Notwithstanding the foregoing regarding waiver of notice, notice of a meeting of Members shall be given no less than ten (10) nor more than sixty (60) days before the meeting date except that notice of a Members' meeting to act on an amendment of the Articles of Incorporation, a plan of merger, a proposed sale of assets, or the dissolution of the Corporation shall be given not less than twenty-five (25) nor more than sixty (60) days before the meeting date. The Corporation is required to give notice only to Members entitled to vote at the

meeting. In lieu of delivering notice as specified above, the Corporation may publish such notice at least once a week for two (2) successive calendar weeks in a newspaper published in the city or county in which the registered office is located, or having a general circulation therein, the first publication to be not more than sixty (60) days, and the second not less than seven (7) days before the date of the meeting.

Section 9. Special Interest Groups. In addition to membership in the Corporation each member may decide to affiliate with one or more Special Interest Groups or SIGs. Inter alia, the Corporation is organized to educate model railroaders and the general public with regard to the history, science and technology of model railroading but is organized to include individuals who are interested in subsets of model railroading, typically, but not exclusively, distinguished by the scale of the model railroad to the prototype. As of the date of the adoption of these Bylaws, the Corporation has three (3) SIGs: (a) Virginia Piedmont and Central HO Model Railroaders ("VP&C") which is 'HO' scale, (b) Richmond Area N Trak ("RANtrak") which is 'N' scale and (c) the River City 3 Railers ("RC3R") which is 'O' scale. Every Member may, but it is not obligated so to do, affiliate with one or more SIGs; provided, however, that, in the event that a Member affiliates with a particular SIG, the Member will, if he/she is a Regular Member, have an additional right to vote for the SIG Representative, defined below. In the event that five or more Members desire to expand the three SIGs described above based on the scale of the applicable model railroading (e.g., Z, HO_{N3}, S, G, LGB, etc.), or other model railroading subset (e.g., DCC systems, realistic operations, TTrack, etc.), they must make request of the Board of Trustees of the Corporation and then the Board of Trustees, in its sole discretion, may decide to expand the SIGs of the Corporation. Although each of the SIGs shall constitute divisions of the membership focused on the respective subset of model railroading, as described, each SIG shall, from among the Regular Members associated with the respective SIG, elect and appoint a Trustee representative who shall serve as a member on the Board of Trustees. A respective SIG representative should be elected on or before acceptance of the new SIG into the Corporation.

ARTICLE III. BOARD OF TRUSTEES

Section 1. Management. Except as otherwise provided herein, in the Articles of Incorporation or by law, all powers of the Corporation shall be exercised by and under the authority of the Board of Trustees (sometimes herein referred to as the "Board"), and the property, business, and affairs of the Corporation shall be managed under the Board's direction. The Board may delegate the management of day-to-day operations of the Corporation to Officers of the Corporation and other persons, including committees, provided that the business, property and affairs of the Corporation are managed under the Board's direction and consistent with the Articles of Incorporation and Bylaws, each as amended from time to time, and applicable Federal and state law.

Section 2. Number, Qualification, and Composition. The Board shall consist of a minimum of three (3) trustees, this minimum being required to manage the property, business and affairs of the Corporation. Trustees shall be at least eighteen (18) years of age or older and must be a Regular Member. Unless otherwise prohibited by law, the Articles of Incorporation or Bylaws of the Corporation, each Trustee shall be entitled to vote as a member of the Board of Trustees and shall be entitled to only one (1) vote regardless of SIG affiliations or holding an Officer position. There shall be at least one non-Officer Trustee on the Board from each approved SIG. As of the date of the adoption of these Bylaws the Board consists of nine Trustees comprising four (4) officers; President, Vice-President, Secretary and Treasurer, and five (5) non-officer Trustees. From year to year at the Annual Meeting of the Members the then current Board may recommend an increase or decrease in the number of Trustees on the Board to best suit the needs of the Corporation. Any such recommended increase

or decrease shall be subject to approval by a majority vote of the members at the Annual Meeting. All Trustees shall be elected at the Annual Meeting of the Members. The Board of Trustees shall present a slate of nominees to the Members by mail or email at least thirty (30) days prior to the Annual Meeting of the Members. The slate shall indicate those Trustees who are nominated to hold an Officer position. Any Regular Member may indicate his or her desire to be a nominee by mail or email communication to the current Vice President at any time prior to the Annual Meeting. Nominations from the floor shall also be accepted, provided that the nominee is present and accepts the nomination.

Section 3. Resignation; Removal. A Trustee of the Corporation may resign at any time by tendering his/her resignation in writing to the President of the Corporation. Resignations shall become effective upon the later of the date specified therein or receipt.

Section 4. Vacancies. Vacancies occurring on the Board from among the members of the Board of Trustees, including those by resignation, removal, or death shall, for the remainder of the term of the respective Trustee, be filled by the affirmative vote of a majority of the remaining members of the Board of Trustees, even if less than a majority. If a Trustee is appointed to the Board at any time other than at an Annual Meeting, the Trustee's term will be deemed to coincide with the Trustee that he/she is replacing.

Section 5. Compensation. Trustees shall not receive compensation for any services rendered in their capacities as Trustees. However, nothing herein contained shall be construed to preclude any Trustee receiving reimbursement from the Corporation for expenses incurred for serving the Corporation as a Trustee or in any other capacity.

Section 6. Meetings. The Annual Meeting of the Board shall be held following the Annual Meeting of Members and at such date, time and place as are designated by the Board of Trustees. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, notice of the Annual Meeting is not required.

Section 7. Regular Meetings. Regular Meetings of the Board for the coming calendar year shall be scheduled during the Annual Meeting of the Board and held at such time and place as shall be determined by the Board. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, notice of Regular Meetings is not required.

Section 8. Special Meetings. Special Meetings may be called by any member of the Board of Trustees, by ten percent (10%) of the Regular Members or by the President of the Corporation. The notice for the Special Meeting shall state the business for which the Special Meeting has been called, and no business other than that stated in the notice shall be transacted at such Special Meeting. Any waiver of notice shall include the purposes of the meeting. For all purposes under these Bylaws, an email properly addressed shall be deemed a proper form of written communication.

Section 9. Quorum and Action. A majority of the Trustees of the Corporation shall constitute a quorum for the transaction of business. Trustees may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another, and participation by such means shall constitute presence in person at such meeting. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, as amended, the vote of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board. Except as otherwise provided in the Articles of Incorporation, these Bylaws or by law, the subsequent

withdrawal of a Trustee, after a quorum has been established at a meeting of the Board, from the meeting so as to reduce the number of Trustees present to less than a quorum shall not affect the validity of any action taken by the Board at the meeting or any adjournment thereof. A majority of the Trustees present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Trustees who were not present at the time of the adjournment.

Section 10. Waiver of Notice. For those meetings where notice is required, notice of any meeting of the Board need not be given to any Trustee who signs a waiver of notice either before, during or after the meeting. Attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Trustee (i) states, at the beginning of the meeting, an objection to the transaction of business because the meeting is not lawfully called or convened and (ii) does not further participate in the meeting. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, neither the business to be transacted, nor the purpose of the meeting, need to be specified in the waiver of the notice.

Section 11. Action by Trustees Without a Meeting. Any action to be taken at a meeting of the Board of Trustees of the Corporation or a committee thereof may be taken without a meeting if a consent in writing setting forth the actions so to be taken is signed or agreed to by electronic transmission by all the Trustees, and filed in the minutes of the Board of Trustees. Such consent shall have the same effect as a unanimous vote of the Board of Trustees or a committee thereof at a duly called and convened meeting thereof, provided that the consent becomes effective upon the signature or electronic transmission of the last Trustee received.

ARTICLE IV. OFFICERS

Section 1. Officers. The Officers shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other Officers as the Board may authorize. All Officers shall be elected at the Annual Meeting of the Members, for a one (1) year term each.

Section 2. President. The President shall be the Chief Executive Officer of the Corporation with all the authority of such office. He shall have all authority and responsibility necessary to operate the Corporation in all its activities, subject only to such policies as may be issued by the Board. He shall act as the duly authorized representative of the Board and the Corporation in all matters in which the Board has not formally designated some other person to act. He shall report, as directed, to the Board at each meeting. Subject to the terms and conditions contained in these Bylaws as amended from time to time, he may sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authority to execute except in cases where signing or execution shall have been expressly delegated by the Board by these Bylaws, or by statute, to some other Officer or agent of the Corporation. He shall perform such other duties and have such other responsibilities as shall from time to time be delegated to him by these Bylaws or by the Board. In the absence of the appointment of a President, another Officer shall serve in this capacity and assume the duties of President as provided herein.

Section 3. Vice-President. The Vice-President shall perform the duties of the President in his absence. The Vice-President shall head the nominations committee presenting a slate of officer nominees to the Board not later than 60 days prior to the Annual Meeting of the Members.

Section 4. Secretary. The Secretary shall keep an accurate record of all meetings and conduct all correspondence with the Members. The Secretary shall further act as Secretary of the Board, and shall act as custodian of all records and reports, and shall be responsible for the keeping of a reporting of adequate records of all meetings of the Board and the membership. The Secretary shall determine the presence of a quorum at each meeting of the Members and meeting of the Board of Trustees, based on the authoritative roster provided by the Treasurer. The Secretary shall perform such other duties as may be prescribed by the Board or the President.

Section 5. Treasurer. The Treasurer shall collect all dues and keep an account of all money received and disbursed. The Treasurer shall prepare the authoritative roster of the Corporation Membership by March 31, and as necessary thereafter. All budgeted disbursements shall be made by January 31 for expenses incurred during the prior calendar year. A receipt shall be kept on file for all disbursements. The Treasurer shall attend all business meetings of the Corporation and, upon request, shall make report of any or all transactions of the Corporation. The Treasurer shall complete an annual financial review to be presented to the Board at the Annual Meeting of the Board. The Treasurer shall, in conjunction with the President, ensure that a true and accurate accounting of the financial transactions of the Corporation is made, that reports of such transactions are presented timely to the Board.

Section 6. Other Officers. The Board may appoint one (1) or more Assistant Secretaries, one (1) or more Assistant Treasurers and such other Officers having such duties and responsibilities as the Board shall deem advisable.

ARTICLE V. COMMITTEES OF THE BOARD

In addition to the SIGs, the Board of Trustees may identify and empower Standing and Special Committees of the Corporation. Committees shall meet as needed and as called by their respective Committee Chair. Reports of Committees shall be made at every Regular Meeting of the Corporation.

ARTICLE VI. FINANCIAL RECORDS AND ANNUAL REPORTS

Section 1. Business and Financial Records. The Corporation shall at all times maintain the following business records:

- a. Records of minutes of all meetings of its Board of Trustees, a record of all actions taken by the Board without a meeting and a record of all actions taken by a committee of the Board in place of the Board on behalf of the Corporation;
- b. The Corporation's Articles of Incorporation and Bylaws, each as amended from time to time;
- c. A list of the names and business street, or home if there is no business street, addresses of its current Trustees, officers and Members; and
- d. The Corporation's most recent annual report delivered to the Virginia Secretary of State.

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices.

Section 2. Annual Reports. Based on the Corporation's financial records, the Board shall prepare annually or approve annually a report of the financial activity of the Corporation for the preceding year.

Section 3. Retention of Records. The Corporation shall retain business and financial records prepared in accordance with this Article for a period of not less than three (3) years.

ARTICLE VII. AMENDMENT

Subject to a vote by an Absolute Supermajority of Members, these Bylaws may be amended at any Annual, Regular or Special Meeting of the Members of the Corporation provided that the proposed amendments shall have been published in the notice of the meeting at which they are to be considered and provided that the amendments shall be passed by such Absolute Supermajority of Members.

These Bylaws were adopted by the Members of the Corporation at a duly called and convened meeting thereof to be effective, until amended, as of September 11, 2021.

THE RICHMOND FREELANCE AND PROTOTYPE
MODEL RAILROADERS, INCORPORATED

By: William T. Dessert

Name: William T. Dessert

President

ATTEST:

By: Steven D. Stalwaker

Name: STEVEN D. STALWAKER

Secretary (Corporate)