

ADIRONDACK LIVE STEAMERS, INCORPORATED

BYLAWS of 2002

(Amended by membership votes on 13 November 2004,
12 March 2005, 14 April 2007 & 11 May 2007)

ARTICLE I ... MEMBERS

SECTION 1 ... MEMBERSHIP

Membership in ALS, Inc. shall consist of the following classes:

- A. REGULAR MEMBERSHIP is open, but not restricted, to persons who own, construct or seriously intend to construct live steam boilers and/or engines of any type and/or large scale non-steam railroad locomotives or equipment. All such persons living within the area served should apply as regular members. All such persons who intend to operate such boilers, locomotives, or other equipment at ALS MUST apply as regular members the first year they intend to operate. Regular members must be at least 18 years old. A regular member's spouse or domestic partner and any dependent children under 21 years old living with said member shall automatically be accorded associate or junior membership as appropriate upon request.
- B. ASSOCIATE MEMBERSHIP is open to persons 18 and over who have an interest in the live steam hobby, except as otherwise covered in this article. Any person otherwise meeting the qualifications for regular membership, but residing outside the area served, may elect to apply for associate membership. A person 16 years of age may apply for Associate membership if that person has been a Junior member for at least two years.
- C. JUNIOR MEMBERSHIP is open to persons of the age of 18 and under when sponsored by a regular member or an associate member, at least 18 years of age, who is directly related (parent, grandparent, aunt/uncle, brother/sister) to the junior member. When at the ALS property, junior members must be accompanied by their sponsor or an adult member who agrees to be responsible for him/her.
- D. HONORARY MEMBERS may be elected by the Board of Directors for meritorious service to the live steam hobby, or to the purposes of ALS, Inc. Honorary members shall pay no dues and have no voice in the operation of ALS, Inc.
- E. Dues paid, regular members only are eligible to vote and hold office.

Applications for membership shall be submitted in writing on a form approved by the Board of Directors, together with appropriate dues and initiation fee. Election shall be by vote of 2/3 of the voting members at a regular business meeting. New members will be issued membership cards and will be introduced at the next business meeting he/she attends. If the vote is negative, the applicant will be notified of the decision in writing.

SECTION 2 ... INITIATION FEE AND DUES

- A. Initiation fee, if any, and dues for members shall be set by the Board of Directors with the approval of the regular membership. Annual dues shall be payable January 1 and be considered to be in arrears after April 1. The Membership Secretary shall notify any

delinquent member of his/her standing not later than May 1, requesting him/her to indicate whether he/she intends to continue as a member. If no reply is received by June 1, his/her name shall be given to the Board for its consideration.

- B. Members indicating extenuating circumstances may, at the board's discretion, be granted an extended grace period.
- C. Dues and initiation fees shall be as follows:

<u>Membership Class</u>	<u>Initiation Fee</u>	<u>Annual Dues</u>
Regular	\$50.00	\$125.00
Associate	None	\$40.00
Junior	None	\$15.00
Joint*	\$50.00 each	\$200.00

*Joint membership is a special fee rate available to two Regular Members living in the same household and otherwise conforms to the Regular Membership definition in Article I, Section 1, Sub-paragraph A.

- D. All persons applying for Regular member status in ALS must pay the initiation fee for Regular members regardless of prior status and/or fees paid to ALS or other live steam clubs. Anyone who does not maintain continuous year-to-year status as a Regular member must also pay the current initiation fee when reinstated.

SECTION 3 ... RIGHTS OF MEMBERS

No member shall have any right or interest in or to the property or assets of ALS, Inc., which shall be under the direction, control of and expenditure by the Board of Directors. In the event ALS, Inc. shall be liquidated or cease to actively carry on its business, its property and assets shall be distributed in accordance with the laws of New York State.

ARTICLE II ... MEETINGS

SECTION 1 ... ANNUAL MEETING

The annual meeting of ALS, Inc. shall be in November of each year immediately preceding the annual meeting of the Board of Directors.

SECTION 2 ... REGULAR MEETINGS

Regular meetings of ALS, Inc. shall be held at such time and place as may be designated by the Board of Directors. There shall be at least 4 such meetings each year, including the annual meeting.

SECTION 3 ... NOTICE OF MEETING

Notice of the date, time and place of any annual or regular meeting shall be given at least 15 days prior to the date for the meeting.

SECTION 4 ... QUORUM

At least seven of the regular members in attendance at any annual or regular meeting shall constitute a quorum for the transaction of any and all business.

SECTION 5 ... VOTING

Except as otherwise provided, all elections and questions other than amendments shall be decided by a majority of those present. Whenever appropriate, Robert's Rules of Order shall determine procedure at any meeting. Election of officers and members shall be by secret ballot whenever there is more than one candidate for a given office and, in the case of membership, at the request of any regular member.

ARTICLE III ... BOARD OF DIRECTORS

SECTION 1 ... DIRECTORS

The Board of Directors shall consist of the officers and directors. The officers shall consist of (1) President, (2) Vice President, (3) Recording Secretary, (4) Treasurer, (5) Membership Secretary, and (6 & 7) two directors. The immediate past President shall also serve as a voting member of the Board. If the immediate past President is not available or chooses not to serve, that position on the Board shall remain vacant.

The officers shall be elected annually at the annual meeting, by those regular members in attendance or by proxy, and shall take office following the said meeting. Only regular members in good standing are eligible to hold office. The President shall be Chairman of the Board of Directors, and the Recording Secretary shall serve as Secretary thereof. A majority of the Board of Directors shall constitute a quorum.

Directors shall be elected in the same manner as officers except that directors shall be elected to two-year terms. Two directors shall be elected for 1992, one for a one year term and one for a two year term. Thereafter, one director shall be elected each year for a two-year term.

Directors shall adopt a proposed budget for the current fiscal year (coincides with calendar year), utilizing budget requests from committee chairpersons, directors, and others as appropriate. The proposed budget shall be presented to the general membership for approval at the March regular monthly meeting. The Board of Directors shall be empowered to pay for recurring expenses such as (but not limited to) utility bills, which are essential to continuing club operations, until the membership approves a budget.

SECTION 2 ... VACANCIES

In case of a vacancy on the Board of Directors, the remaining directors shall appoint a successor who shall take office for the unexpired term of the Director to whose place he is appointed.

SECTION 3 ... NOMINATIONS

A nominating committee, chaired by the director whose term is not expiring plus two regular members, appointed by the President, who are not on the board, will propose a slate of officers and directors for the forthcoming year at the October regular meeting. Regular members may nominate officers for the forthcoming year at the October regular meeting. Prior consent must be obtained from all nominees. If no nomination is received for an office, the present officers will canvas the regular members for that office. The slate of nominees will be mailed to each regular member at least 15 days prior to the date of the election.

SECTION 4 . . . REMOVAL FROM OFFICE

An officer or director may be removed from office for just cause upon a two-thirds (2/3) vote of the regular members. Such officer shall be notified in writing of the result of such a vote, and the reason for removal if so voted. Secret ballot will be used.

ARTICLE IV . . . MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1 ... ANNUAL MEETING

The annual meeting of the Board of Directors shall be in November of each year immediately following the annual membership meeting.

SECTION 2 ... REGULAR MEETINGS

The Board of Directors shall meet at such time and place as they may determine to properly conduct the business of ALS, Inc.

SECTION 3 ... QUORUM

A majority of the Directors shall constitute a quorum at any meeting of the Board for the transaction of any business.

ARTICLE V ... OFFICERS

SECTION 1 ... PRESIDENT

The President shall preside at all meetings of ALS, Inc. and the Board of Directors; shall be an ex-officio member of all committees; and shall represent ALS, Inc. at all official functions.

SECTION 2 ... VICE PRESIDENT

The Vice President will assist the President in the performance of all his duties and shall act in his place in the absence of the President.

SECTION 3 ... RECORDING SECRETARY

The Recording Secretary shall keep a full record of all meetings of the Board of Directors and membership, and present a report at the beginning of each regular meeting; shall maintain the Constitution and Bylaws, making additions or deletions as required by amendments.

SECTION 4 ... TREASURER

The Treasurer shall have charge of the corporation's funds, and will keep such funds in the name of ALS, Inc. in such bank as the Board of Directors may designate; shall pay bills on behalf of ALS, Inc. only as approved by the Board of Directors or authorized by the budget; shall present a report of income and expenses at each regular meeting including an annual report at the April meeting. In the Treasurer's absence, the President is empowered to act in his place. The President is authorized to approve expenditures up to \$100.00 per transaction, not to exceed the amount of the president's discretionary budgeted amount, without further authorization from the Board. The Board is authorized to approve expenditures, beyond that provided in the budget, up to \$1,000.00 per year.

SECTION 5 ... MEMBERSHIP SECRETARY

The membership secretary shall receive requests for membership; shall notify all members of dues collectible, receive and record dues paid and forward payments to the Treasurer; and, shall maintain a membership roster.

ARTICLE VI ... GENERAL MATTERS

SECTION 1 ... OPERATION & MAINTENANCE OF ALS, INC. PROPERTY AND TRACK

The Board of Directors shall supervise the operation and maintenance of ALS, Inc. property and track. They shall plan such plant changes and extensions as they deem necessary and appropriate, and such plans with their cost shall be approved at a regular business meeting by regular membership vote. The Board will designate a person to act as liaison to government agencies for specific projects as required.

No significant changes or additions to the basic design of any project already approved by membership vote will be considered unless there is a significant fault or practical reason why the project cannot continue as planned.

SECTION 2 ... EXPULSION

A member may be expelled from ALS, Inc. for just cause upon a two thirds (2/3) vote of the regular members present at a Regular Meeting of the membership. Such member shall be notified in writing of the result of such a vote and the reason for expulsion if so voted. Secret ballot shall be used.

SECTION 3 ... DEPARTMENTS & COMMITTEES

The President shall appoint Heads for the Departments defined below. Those Department Heads shall be authorized to carry out the responsibilities of their offices, as described below, without specific approval of the General Membership. Department Heads shall be required to submit annual budget requests to the Treasurer for budgeted funds under their jurisdiction and maintain records of disbursement in the performance of their duties without specific approval of the General Membership. Only regular members in good standing may be appointed to department head positions and those appointments must be approved by a majority vote of the Board of Directors. The Department Heads may add or delete subordinate task leader positions with the approval of the Board of Directors.

1. PUBLIC RELATIONS DEPARTMENT shall be responsible for visitor control, communication with the general public and other outside organizations such as other railroad clubs, non-railroad clubs and organizations (schools, scouts, etc.), press and mass media contacts. The Public Relations Department Head shall have jurisdiction over the Public Relations Department which shall include the Visitations Registrar, Club Historian, Education Coordinator, Events Coordinator, Newsletter Editor and Newsletter Publisher.
2. SAFETY DEPARTMENT shall be responsible for all aspects of operational safety including, but not limited to, boiler inspections, speed enforcement, installation and maintenance of safety appliances, communications & signals, member and guest safety. The Safety Department Head shall have jurisdiction over the Safety Department which shall consist of the Safety Coordinator, Boiler Inspector, Signal Supervisor, Emergency Planning coordinator, and others as may be deemed necessary by the Board of Directors.
3. MAINTENANCE OF WAY (M of W) DEPARTMENT shall be responsible for the maintenance of all track and related track structures and the installation of new track and track structures as directed by the Board of Directors. The M of W Department Head (Roadmaster) shall have jurisdiction over the M of W Department which shall consist of the Track Supervisor and Section Foremen.
4. BRIDGES & BUILDINGS (B&B) DEPARTMENT shall be responsible for the maintenance and upkeep of all ALS structures and grounds not covered by the M of W Department or the Gauge #1 Department. The B&B Department Head shall have jurisdiction over the B&B Department which shall consist of the Station Master, Wayside Buildings Foreman, Engine House Foreman, Car Barn Foreman, Site Planning Committee Chairman and Grounds Keeper.
5. GAUGE #1 DEPARTMENT shall be responsible for planning, maintenance, and improvements of and to the gauge #1 railroad and related structures and facilities.

From time to time, the President shall create additional committees as deemed necessary for the propagation and operation of ALS, Inc., subject to the approval of the Board of Directors. The chairman of such a committee will be appointed by the President and ratified by a majority of the Board of Directors. Only regular members in good standing are eligible to be appointed as committee chairmen.

SECTION 4 ... RUNNING ON ALS, INC. TRACK

Unrestricted running on ALS, Inc. track, subject to the operating rules, is open to regular members. A regular member must be present and supervise the running of a locomotive by an associate member. Members of other clubs will be permitted to use ALS, Inc. facilities when prearranged with a regular member and at least one regular member is present at the time.

SECTION 5 ... OPERATING RULES

Such operating rules as deemed necessary for the safety and enjoyment of all using ALS, Inc. facilities shall be established by the Board of Directors and will govern use of ALS, Inc. facilities.

SECTION 6 ... TERMS FOR USE AND ASSIGNMENT OF SPACE IN THE ALS ENGINE HOUSE

1. DEFINITIONS

The user unit for up to ten occupants is defined as a "stall", consisting of one upper and one floor level track. A "bay" consists of two "stalls" plus center aisle, behind one exterior door.

2. FACILITY

The ALS Engine House consists of five stalls approximately 16' in length, and five stalls approximately 22' feet in length. Use of the long stalls will be based on need, as determined by the Board of Directors.

3. ELIGIBILITY

Only regular members may hold engine house space. Eligibility will be determined on an annual basis, based on seniority as a regular member. Users may be evicted for just cause, as determined by the Board and subsequently ratified by a 2/3 vote of the membership.

4. SHARING

All Engine House space is ALS space; there is no individual ownership. In the event that more than ten persons desire space, the Board of Directors may redefine the user unit for the required number of stalls as one upper or one floor level track. Occupants will always have exclusive use of their assigned track(s).

5. FEES

ALL annual user fees are payable directly to the Engine House Foreman by April 1, and cover the period running from April 1 until the following March 31. Space may be occupied through the winter. User fees are as established and approved by a vote of the regular members.

6. EQUIPMENT

In the application of paragraph 4, railroad locomotives, defined as any 7 1/4" powered unit, have priority over unpowered rolling stock, other than engineer's riding cars required to operate the unit. Only active equipment is allowed - no "dead" storage.

7. SUPPLIES

Only tools and other support equipment or supplies needed for operation may be kept in the Engine House. Flammable liquids, as determined by the Board of Directors, are not permitted.

SECTION 7 ... ENGINE HOUSE: PROCEDURES

1. Any regular member desiring space in the Engine House for the storage of one or more locomotives and associated rolling stock will submit a written request no later than February 1 of each year, on a form to be supplied by ALS. No payment for the space is due at that time. However, the application will not be considered submitted nor accepted for action prior to the payment of the requestor's membership dues for the period covered by the application.
2. The form will identify the regular member, a description of the equipment he/she intends to store (including the length of each piece), the size stall desired, and a statement as to whether or not the member will have excess space to share on his/her track.
3. The Board of Directors shall meet in February of each year to apportion engine house space pursuant to Section 6 above. The Board shall appoint an Engine House Foreman who, by March 1, will notify the members of the stall assigned or that they have been placed on the waiting list.

4. Payment in full is due by April 1 for the space assigned. If payment is not received by April 1, the space will be immediately available for reassignment to the next senior member on the waiting list.
5. The Engine House Foreman will enforce the "TERMS..." as in Section 6 above and refer any serious disputes, problems or violations to the Board of Directors for appropriate action.

SECTION 8 ... CAR BARN: PROCEDURES

1. Any regular member desiring space in the Car Barn, Storage Container, or other structure for the purpose of storing electric locomotives and/or rolling stock will submit a written request no later than February 1 of each year, on a form to be supplied by ALS. No payment for the space is due at that time. However, the application will not be considered submitted nor accepted for action prior to the payment of the requestor's membership dues for the period covered by the application.
2. The form will identify the regular member, a description of the equipment he/she intends to store (including the length of each piece), the total track footage desired, building desired, and preference for upper or lower track.
3. The requests will be sent to the Car Barn Foreman for apportionment of the space available. The Car Barn Foreman will notify members, by March 1, of the track space assigned or that they have been placed on the waiting list.
4. Payment in full is due by April 1 for the space assigned. If payment is not received by April 1, the space will be immediately available for reassignment to the next senior member on the waiting list.
5. The car barn foreman will enforce any applicable rules and regulations and refer any serious disputes, problems or violations to the Board of Directors for appropriate action.

SECTION 9 ... PERSONAL STORAGE FACILITIES POLICY

1. SCOPE

- 1.1 All propose/approved facilities are property of ALS, Inc.
- 1.2 Builder/Owners of Interest (B/OI) of personal storage facilities (PSFs) retain exclusive rights to use of their structures until termination of their membership or transfer of interest to another member. The builder may elect, within five (5) years of completion, to transfer or sell interest in the PSF to another ALS member (Owner of Interest). The B/OI will be responsible for maintenance of the PSF trackage and structures. ALS, Inc. reserves the right to use PSF switches and external track leads for purposes of switching or other necessary operations without prior notification or liability to the PSF occupant.
- 1.3 When a B/OI membership is terminated, PSFs in good repair may be made available for use to other members, on a seniority basis, subject to an annual fee. Such fee will be based on lineal footage of the internal tracks at a rate set by the Board of directors. ALS, Inc. will assume the maintenance of the PSF structures and trackage. Where the Board of Directors determines the PSF to be unsuitable for further use, disposition of the facility will be determined by the Board. Former members returning to ALS will have no incumbent right to PSF's.
- 1.4 PSFs shall not be of a size or construction requiring a building permit.
- 1.5 PSF structures are for the storage of rolling stock and associated maintenance equipment only. The storage of flammables or hazardous material is prohibited. B/OI/occupant is solely responsible for the security of the PSF and it's contents.

Rolling stock or equipment left outside the PSF structure may be moved without prior notification.

- 1.6 Additions or modifications to a PSF are subject to approval by the Board of Directors. PSF's may not be removed without approval of the Board of Directors.
 - 1.7 The ALS track department will supply and maintain mainline switches for PSFs subject to the approval process, at no cost to the builder. Installation and maintenance of electric utilities and PSF leads are the responsibility of the B/OI. Track leads must be maintained to ALS standards.
2. Procedures
- 2.1 All proposals must be submitted in writing to the Site Committee.
 - 2.2 Proposals must include, but are not limited to, the following parameters;
 - 2.2.1 Location of facility
 - 2.2.2 Number and direction of tracks and switches.
 - 2.2.3 Size, type, and finished appearance of structures.
 - 2.2.4 Utility requirements (electricity only).
 - 2.2.5 All required permits.
 - 2.3 Upon approval of the proposal by the Site Committee, application will be forwarded to the Board of Directors for review, then to the General Membership for final approval.
 - 2.4 Upon final approval, the ALS track department will install a mainline switch in a timely manner and the builder will have one (1) year from installation of the switch to complete the PSF. PSF's not completed within one (1) year will have their approval voided by the Board of Directors and must be removed.
 - 2.5 Upon completion of a PSF, the Board of Directors will review the facility for compliance with the approved proposal. Their assessment will include an aesthetic evaluation of the PSF. Violations must be corrected within ninety (90) days or the approval will be deemed null and void.
 - 2.6 PSF's must be maintained in good repair. PSF's deemed by the Board of Directors to be in poor repair or safety hazards must be repaired or replaced within 180 days of written notification. Those not sufficiently corrected may be condemned by the Board and deemed forfeit to ALS, Inc.
 - 2.7 Upon condemning a PSF, the Board of Directors will provide the B/OI with written notification, including public notice in official publications. The B/OI will have sixty (60) days to vacate the PSF. Upon expiration of the notice, any equipment stored in the PSF may be removed to a secure location and the facility altered or removed.
 - 2.8 In the event the B/OI disagrees with the findings covered under sections 2.5, 2.6, or 2.7 above, the B/OI may appeal the Board's findings to the General Membership at the next regular business meeting. The B/OI must notify the Board in writing of the appeal within fifteen (15) days.