

Houston Area T-TRAK Association, Inc.

BYLAWS

Effective Date: June 15, 2022

These Bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act and the Certificate of Formation of Houston Area T-TRAK Association, Inc. (HATTA). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Texas Non-Profit Corporation Act, the Texas Non-Profit Corporation Act will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Certificate of Formation of HATTA, these Bylaws will be controlling.

ARTICLE I - PURPOSE

1.1 Organization and Operation. HATTA is organized and shall be operated exclusively for charitable, scientific, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code. Specifically, HATTA strives to educate its supporters and the general public about contemporary, historical and model railroading through the construction, display and operation of modular scale model railroads. In addition to teaching practical skills in basic woodworking, mixed-media art and electrical wiring to construct modular model railroads, the organization conducts and participates in public discussion groups, forums, demonstrations, tours of museums and historic sites, and similar activities to further its mission. HATTA may engage in any and all lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.

1.2 Powers. HATTA is a non-profit corporation and shall have all of the powers, duties, authorizations, and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, HATTA shall neither have nor exercise directly or indirectly in any activity that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code.

ARTICLE II - OFFICES

2.1 Principal Office. The principal office of HATTA initially shall be located at 8502 Sharpcrest St., Houston, Texas 77036.

2.2 Other Offices. HATTA may have such other offices and/or relocate its principal office as the Board of Directors may determine or as the affairs of HATTA may require from time to time.

ARTICLE III - BOARD OF DIRECTORS

3.1 General Powers and Responsibilities. HATTA shall be governed by a Board of Directors ("Board"), which shall have all of the rights, powers, privileges and limitations of liability of directors of a nonprofit corporation organized under the Texas Non-Profit Corporation Act. The Board shall establish policies and directives governing business and programs of HATTA. The Board may delegate to selected individuals, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

3.2 Number and Qualifications.

3.2.1 The Board shall have up to seven (7), but no fewer than three (3), members. The Board shall be made up of the Officers of HATTA and up to three (3) At-Large Directors appointed by a majority of the serving Board. The number of Board members may be increased or decreased by the affirmative vote of a majority of the then-serving Board members.

3.2.2 All Board members must be residents of the "Houston-The Woodlands-Sugar Land Metropolitan Statistical Area", which consists of nine counties: Austin, Brazoria, Chambers, Fort Bend, Galveston, Harris, Liberty, Montgomery and Waller. Board members must also meet all qualifications and requirements required of Supporting Members of HATTA as detailed in Article VI of these bylaws.

3.2.3 In addition to the members of the Board detailed in 3.2.1 above, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be Ex-Officio Board Members, but shall not have voting power, shall not count as one of the Board members for purposes of forming a quorum, and shall not be eligible for other office.

3.3 Board Compensation. The Board shall receive no compensation other than reasonable expenses. However, provided the compensation structure complies with all relevant provisions of these Bylaws, nothing in these Bylaws shall be construed to preclude any Board Member from serving the organization in any other capacity and receiving compensation for services rendered.

3.4 Board Elections. The President annually shall appoint a Nominating Committee to present nominations for new and renewing Officers and At-Large Directors. The Nominating Committee will present its nominations to the Board in writing or by email at least ten (10) business days prior to the November Board meeting described in section 3.9.1 below. Upon approval of a majority of the sitting board, the President or Secretary shall provide notice of the nominations and the November meeting date, location and time to all Board and Supporting Members at least five (5) business days prior to the meeting date. Notice shall be served via hand delivery, US mail, e-mail, or fax. New and renewing Officers and At-Large Directors shall be approved by a majority of those Board and Supporting Members attending the November Board meeting. A subsequent vacancy occurring in any office due to death, resignation, removal, disqualification, or any other reason may be filled by the Board for the remaining portion of the term of office left vacant.

3.5 Term.

3.5.1 At-Large Directors shall serve for three (3) year terms. No such appointed person shall serve more than two consecutive terms unless a majority of the Board at a Board meeting at which a quorum is present votes to appoint the At-Large Director to one (1) additional year. No At-Large Director shall serve more than seven consecutive years. A former At-Large Director shall be eligible for reconsideration as an At-Large Director after one (1) year has passed since the conclusion of the preceding service period. At-Large Directors' terms shall be staggered in a manner approved by a majority vote of the full Board of Directors upon adoption of these Bylaws.

3.5.2 Officers' terms as members of the Board of Directors are governed by paragraph 4.7 below.

3.6 Vacancies. Vacancies on the Board may be filled by a majority vote of the Board at a Board meeting at which a quorum is present. A Board member elected to fill a vacancy shall be elected for the remaining term of his or her predecessor in office.

3.7 Resignation. Each Board member shall have the right to resign at any time upon written notice thereof to the President or Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

3.8 Removal. A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a majority of then-serving Board members.

3.9 Meetings.

3.9.1 Board meetings shall be held at least once each quarter at such time and place as shall be determined by a majority vote of the Board. The fourth quarter Board meeting will be held in November to facilitate Board and Officer elections as detailed in section 3.4 above. The President or any three Board members may call a meeting of the Board at any time. Notice of all Board meetings shall be served by the President to all Board and Supporting Members at least three days in advance of the meeting via hand delivery, US mail, e-mail, or fax.

3.9.2 Board meetings will be open to all Board and Supporting Members unless the required notice of meeting in 3.9.1 above indicates that the Board will meet in Executive Session. The Board may meet in Executive Session only for the purpose of disciplining or removing an Officer, At-Large Director or Supporting Member; or in support of confidential contract and/or other sensitive financial or personnel discussions.

3.10 Minutes. At meetings of the Board, business shall be transacted in such order as the Board may determine from time to time. In the event the Secretary is unavailable, the President shall appoint a person to act as Secretary at each meeting. The Secretary, or the person appointed to act as Secretary, shall prepare minutes of the meetings which shall be placed in the minute books of HATTA.

3.11 Action by Written Consent. Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. Such consent shall be placed in the minute book of HATTA and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

3.12 Quorum. At each meeting of the Board or Board Committees, a quorum is formed by the presence of a majority of the then-serving Board or committee members, including at least one officer (President, Vice President, Treasurer or Secretary). If at any time the Board consists of an even number of members and a vote results in a tie, the vote of the President shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Certificate of Formation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a Board or committee meeting, the Board and/or committee members present may adjourn the meeting from time to time without

further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committee if during the meeting he or she is in online, telephone or radio communication with the other Board members participating in the meeting.

3.13 Proxy Voting. Proxy voting is not permitted.

3.14 Board Member Attendance. An elected Board member who is absent from three consecutive regular meetings of the Board during a fiscal year is encouraged to re-evaluate with the President his/her commitment to HATTA. The Board may deem a Board member who has missed three consecutive meetings without such a re-evaluation with the President to have resigned from the Board.

ARTICLE IV - OFFICERS

4.1 Officers and Duties. Officers of HATTA shall include a President, a Vice President, a Secretary, a Treasurer, and such assistants and other officers as the Board shall from time to time determine. The officers may also include a Past President for a term of one (1) year. One person may hold any two or more offices, except the President and Secretary.

4.2 President. The President shall be a member of and preside at Board and other meetings and have the power to call meetings. The President shall be responsible for leadership of the Board and officers in discharging their powers and duties and shall, in general, supervise all of the business and affairs of HATTA. The President may sign contracts and other instruments on the organization's behalf.

4.3: Vice President. The Vice President shall have all powers and duties of the President during the President's absence, disability, or disqualification, or during any vacancy in the position of President, and such other powers or duties assigned by the President, the Board, or the Bylaws. The Vice President shall be a member of the Board.

4.4: Secretary. The Secretary shall (a) cause the minutes of all Board and Committee meetings and proceedings to be recorded, (b) certify the accuracy of such minutes, (c) cause notice of all meetings to be given, (d) attest the signatures of HATTA'S officers and Board members as required, (e) sign correspondence on behalf of the Board, and (f) have all other powers assigned by the Board, the President, or these Bylaws. The Secretary shall be a member of the Board.

4.5 Treasurer. The Treasurer shall have access to records of all receipts, disbursements, assets, and liabilities of the organization and shall report to the Board on the condition of such records and financial condition of HATTA from time to time and at least quarterly. Prior to the beginning of the fiscal year, the Treasurer shall cause a proposed operating and capital expenditure budget to be presented to the Board for approval. The Treasurer shall cause to be prepared and submitted to the Board a financial statement showing HATTA's net worth at the close of the fiscal year. The Treasurer shall maintain an up-to-date and accurate record of Supporting Members. The Treasurer shall be a member of the Board.

4.6 Past President. The Past President, if any, shall assist in advancing the goals and objectives of HATTA through the application of knowledge gained through past Board experiences. The Past President shall be responsible for specific tasks delegated by the Board. The Past President shall be an Ex-Officio member of the Board as referenced in paragraph 3.2.2 above. Past Presidents shall serve in that capacity for only the one (1) year subsequent to their service as President.

4.7 Election and Term of Office. Officers shall be elected per section 3.4 above for a one year term which will start on January 1 of each year. No officer shall be eligible to serve more than three consecutive terms in the same office. A vacancy occurring in any office due to death, resignation, removal, disqualification, or any other reason may be filled by the Board for the remaining portion of the term of office left vacant.

4.8 Removal. Any Officer or agent elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE V - COMMITTEES

5.1 Committees and Committee Chairs. The President may designate and appoint committees of the Board as deemed necessary. Each Board committee shall be chaired or co-chaired by a Board member appointed by the President or, at the President's discretion, selected by the committee's members, subject to the approval of the Board. Non-Board members may be appointed to and chair any Board committee at the discretion of the President.

5.2 Nominating Committee. The President shall form a Nominating Committee as described in section 3.4 above annually no later than October 31.

5.3 Term of Office. Each member of a committee shall serve a term of one year, unless the committee is sooner terminated or unless a committee member is removed from such committee.

5.4 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments, or by other act of the Board.

5.5 Manner of Acting. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

5.8 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE VI - SUPPORTING MEMBERS

6.1 Qualifications. Supporting Members must be residents of the "Houston-The Woodlands-Sugar Land Metropolitan Statistical Area", which consists of nine counties: Austin, Brazoria, Chambers, Fort Bend, Galveston, Harris, Liberty, Montgomery and Waller. Supporting Members must also be members in good standing of the National Model Railroad Association, and must have at least one operating T-TRAK module within six (6) months of joining HATTA as a Supporting Member.

6.2 Rights. Supporting Members may be appointed to serve on any committee detailed in Article V above, and will participate in the annual election of Officers detailed in section 3.4 above. Supporting Members may also be called on by the Board from time-to-time to advise and/or hold non-binding votes on matters that may come before the Board.

ARTICLE VII - MISCELLANEOUS

7.1 Fiscal Year. The fiscal year of HATTA shall be from January 1st to December 31st.

7.2 Dues. The Board may implement a dues structure to support HATTA's mission. If implemented, the dues structure will be identical for all Officers, At-Large Directors and Supporting Members.

7.3 Annual Budget. The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount.

7.4 Books and Records. HATTA shall keep correct and complete books and accounting records and shall also keep minutes of the proceedings of its Board and an accurate and up-to-date list of Supporting Members.

7.5 Contracts and Grants. The Board may authorize any officer(s) or agent(s) of HATTA to enter into contracts, leases, and agreements with and accept grants and loans from the United States; its departments and agencies; the State of Texas; its agencies, counties, municipalities, and political subdivisions; and public or private corporations, foundations, and persons; and may generally perform all acts necessary for a full exercise of the powers vested in it. The President shall have authority to enter into such contracts and expend such funds on behalf of the organization as the Board may specify.

7.6 Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of HATTA shall be signed by such officer(s) or agent(s) of HATTA and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President and co-signed by the Treasurer.

7.7 Deposits. All funds of HATTA shall be deposited from time to time to the credit of HATTA in such banks, trust companies, or other depositories as the Board shall select.

7.8 Acceptance of Gifts. The Board may accept on behalf of HATTA any cash contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of HATTA. Prior to acceptance of a significant non-cash contribution, gift, bequest, or devise, the Board shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by HATTA would be consistent with and further the purposes of HATTA.

7.9 Contracts Involving Board Members and/or Officers. Upon full disclosure of a direct or indirect interest in any contract relating to or incidental to the operations of HATTA, members of the Board and officers of HATTA may be permitted to maintain a direct or indirect interest in any such contract, notwithstanding that at such time they may also be acting as individuals, or beneficiaries of trusts, members or associates, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, trustees, or otherwise; provided, however, that any contract, transaction, or action taken on behalf of HATTA involving a matter in which a trustee or officer is personally interested as a shareholder, trustee, or otherwise shall be at arm's length and not in violation of the proscriptions in the Certificate of Formation or these Bylaws which prohibit HATTA'S use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of HATTA if such contract, transaction, or act would result in denial of HATTA'S exemption from federal income taxation under the Code and its regulations, as they now exist or as they may hereafter be amended. In no event, however, shall any person or entity dealing with the Board or officers of HATTA be obligated to inquire into the authority of the Board and officers to enter into and consummate any

contract, transaction or take other action. Any Board member who would directly or indirectly benefit from a contractual relationship as described above shall not participate in the decision on whether that Board member shall be permitted by the Board to maintain such an interest.

7.10 Investments. HATTA shall have the right to retain all or any part of any property - real, personal, tangible, or intangible - acquired by it in whatever manner and pursuant to the direction and judgment of the Board, to invest and reinvest any funds held by it without being restricted to the class of investments available to trustees by law or any similar restriction.

7.11 Exempt Activities. Notwithstanding any other provision of these Bylaws, no Board member, officer, employee, or representative of HATTA shall take any action or carry on any activity by or on behalf of HATTA which is not permitted to be taken or carried on by an organization exempt from federal income taxation under sections 501(a) and 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(a)(1) of the Code and its regulations as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the Code and its regulations as they now exist or as they may hereafter be amended.

7.12 Non-discrimination Policy: HATTA is committed to equal treatment of all persons without regard to age, ancestry, disability, national or ethnic origin, race, religious belief, sex, sexual orientation, gender identity, marital status, political belief, or veteran status.

7.13 Captions. Captions (i.e., article and section headings) are inserted in these Bylaws for convenience only and in no way define, limit, or describe the scope or intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these Bylaws.

7.14 Severability of Clauses. If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.

7.15 Dissolution. Should HATTA be granted IRS 501(c)(3) status and subsequently be dissolved, upon dissolution of the corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of Houston Area T-TRAK Association at its meeting held on June 15, 2022.

Signature: _____


William Busch, Secretary