

BYLAWS
OF
PENNSYLVANIA LIVE STEAMERS, INC.

ARTICLE I: NAME

The name of this association shall be Pennsylvania Live Steamers, Incorporated, hereinafter referred to as PLS, Inc.

ARTICLE II: PURPOSE

The purpose for which PLS, Inc., is formed is to formulate and carry out plans for the construction and operation of a live steam railroad and to foster a spirit of cooperation among live steam railroaders. PLS, Inc., will gather and disseminate information pertaining to the design, construction, maintenance, and operation of live steam railroads and locomotives among the members of this and similar associations and hold meetings at stated times for the discussion of topics and the exchange of ideas relating to live steam railroads and locomotives.

PLS, Inc., recognizes that, since its inception in 1946, the live steam railroading hobby has gradually changed from solely live steam models to a variety of different types of locomotive power, just like the full-size railroads. Therefore, the term “live steam,” as it applies to these Bylaws, shall include steam as well as contemporary forms of motive power.

PLS, Inc., shall operate at all times on a non-profit basis.

ARTICLE III: MEMBERSHIP

1. There shall be three (3) classes of membership: Regular, Associate, and Honorary.
2. The Regular Membership shall be composed of, but not restricted to, individuals who are engaged in construction, maintenance, or operation of live steam railroads and locomotives as outlined in ARTICLE II.
 - 2.1. A Regular Member must be at least eighteen (18) years of age.
3. The Associate Membership shall be composed of individuals who have an interest in live steam, except as otherwise covered in this Article.
 - 3.1. Membership Applicants under the age of eighteen (18) may apply for a “Minor” Associate Membership. Indemnification and parental release of liability are required.
 - 3.2. Upon reaching the age of eighteen (18), a “Minor” Associate Member may apply for a Regular Membership.
4. Honorary Membership may be conferred upon any individual. The Board of Directors shall be the sole judge of the qualifications of the individual. Honorary Members shall be relieved of the payment of dues, and their names shall remain enrolled on the roster of members.

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5. Regular Members only shall be entitled to hold office and vote.
6. Any Associate Member living within a fifty (50) mile radius of the PLS, Inc., club site shall apply for Regular Membership immediately following acquisition of a locomotive to the point of operation on any track provided by PLS, Inc.
7. A Regular Member who moves more than fifty (50) miles from PLS, Inc., may elect to apply for Associate Membership. If he or she later again resides within the above limit, he or she shall, upon application and payment of dues, be reinstated as a Regular Member without incurring a new initiation fee and without being required to complete the work participation requirement.
8. Applications for Regular Membership shall be submitted in writing and accompanied by (1) payment of dues for the current year at the Regular Membership rate, (2) the Regular Member initiation fee, and (3) an executed Member Acknowledgment of Responsibility and Release of Liability.

The work participation requirement does not apply to applicants residing outside a fifty (50) mile radius from the PLS, Inc., site at Rahns.

- 8.1. Applicants for Regular Membership shall be required to complete a probationary period lasting a minimum of one (1) year and extending to a maximum of two (2) years. The probationary requirement may be fulfilled after (1) a minimum of one (1) year has elapsed from the date of application and (2) the work participation requirement specified below has been successfully completed.
- 8.2. During the probationary period, the applicant will be required to participate actively in construction, maintenance, or other duties for the benefit of PLS, Inc., as approved by the Board of Directors. This work participation requirement will be for a minimum of ten (10) occasions, on separate days, of not less than three (3) hours each during the probationary period.
- 8.3. At the conclusion of the probationary period, the Board of Directors will review the application. If approved, the Board of Directors will submit the application at the next Regular Membership meeting for a vote by secret ballot. The applicant shall become a Regular Member upon receiving the favorable vote of not less than two-thirds (2/3) of the Regular Members present.
- 8.4. During the probationary period, applicants will have running privileges on the railway at Rahns but will not be issued keys to the property or have voting rights.
- 8.5. If the applicant does not receive approval of the membership as provided above, a full refund of the initiation fee will be made. The applicant's dues payment, however, will not be refunded.
- 8.6. The work participation requirement does not apply to applicants residing outside a fifty (50) mile radius from the PLS, Inc., site at Rahns.
- 8.7. At the discretion of the PLS, Inc., Board of Directors, the probationary requirements outlined in this Article may be waived for sufficient cause.

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9. Individuals applying for Associate Membership shall pay the required dues and present their names and addresses to the Treasurer for enrollment on the roster. Associate Members who desire Regular Membership shall be subject to the same requirements as set forth in the above paragraphs.
10. Members and guests shall be required to comply at all times with the rules and regulations prescribed by PLS, Inc., relating to property of PLS, Inc., and the operation of equipment. (See ARTICLES VI, VII, and VIII.)
11. As a condition of membership, all members, regardless of class, shall execute a Member Acknowledgement of Responsibility and Release of Liability, a copy of which is attached to these Bylaws as Exhibit "A," prior to renewing their annual membership. The Member Acknowledgement of Responsibility and Release of Liability attached hereto as Exhibit "A" may be amended from time to time by a simple majority vote of the Regular Members.
12. Regular Members shall be responsible for providing PLS, Inc., their current mailing address, phone number, and email address. Where an email address is not available important PLS, Inc., information will be mailed to the address on record.
13. Following prior written notice to the subject Member, the Board of Directors by a simple majority vote at any regular or special meeting may recommend terminating the membership of any Member, with or without cause. Any such recommendation shall be subject to approval by a two-thirds (2/3) majority vote by secret ballot of the membership in attendance at a regular or special meeting, whose decision on termination shall be final.

ARTICLE IV: OFFICERS AND DIRECTORS

1. The executives of PLS, Inc., shall be a President, a Secretary, a Treasurer, and a Board of Directors, hereinafter referred to as the Board. The Board shall include the three (3) elected Officers plus six (6) additional Directors. The President shall also function as Chairman of the Board. All Officers and Directors shall be Regular Members of PLS, Inc.
2. The Board shall appoint a Nominating Committee of two Regular Members to obtain a slate of candidates as described in subsequent paragraphs of this Article. The Committee must attempt to contact all eligible members as described in paragraphs 5 and 6. The slate of nominees will be posted in the clubhouse or via electronic mail (PLS, Inc., BLAST) or *The PLS Gazette* no later than thirty (30) days prior to the Annual Business Meeting (See Article VI, paragraph 1) and distributed to all Regular Members prior to the election. Notice of the opening of nominations and pertinent dates shall be provided to Regular Members via electronic mail (PLS, Inc., BLAST), or *The PLS Gazette* or a special mailing in sufficient time for action prior to the closing of nominations. Any member believing, he or she is eligible and not having been contacted by the Nominating Committee must make his or her intentions known to the Committee.
3. The Nominating Committee shall be charged with the responsibility of obtaining at least one (1), and preferably more than one (1), eligible Regular Member to run for each of the offices of President/Chairman, Secretary, and Treasurer.

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4. To fill the three (3) non-officer directorships to be elected in a given year, the Nominating Committee should identify a minimum of five (5) Regular Members (if available) as candidates.
5. To be eligible for nomination as an Officer or Director, a candidate must have been present at not less than fifty (50) percent of PLS, Inc., Regular Membership meetings during the preceding calendar year.
6. To be eligible as a nominee for the Presidency of PLS, Inc., a Regular Member must have previously served at least one (1) term as an Officer or Director.
7. Each Regular Member, prior to his or her formal nomination, shall agree to accept the office if elected.
8. The President/Chairman, the Secretary, and the Treasurer shall be elected by a majority of the votes of the Regular Members present at the Annual Business Meeting.
 - 8.1. Regular Members unable to attend the Annual Business Meeting may vote by absentee ballot. Regular Members desiring an absentee ballot shall submit their request to the Secretary not less than fifteen (15) days prior to the announced date of the Annual Business Meeting if requesting the ballot by mail. Absentee ballots may be requested of the Secretary in person at any time prior to the election. All absentee ballots returned to the Secretary prior to the election will be accepted and may not be withdrawn. The Secretary or his or her designee at the Annual Business Meeting will present the absentee ballots to the election tellers. In the event of a tie vote, the members present at the meeting will continue to vote until a winner is decided. Members voting by absentee ballot will not vote, if present, until the next election.
9. Each Officer shall serve for a term to begin on April 1 of one (1) year or until his or her successor shall have been elected, except the President, who shall serve as President for one (1) year and shall, if not re-elected, then serve as an extra, non-voting member of the Board for the following year, until the next election.
 - 9.1. Each non-officer Director shall serve for a term to begin on April 1 of two (2) years or until his or her successor shall have been elected.
 - 9.2. Three (3) of the six (6) non-officer Directors shall be elected in each of alternating years.
10. The three (3) candidates receiving the largest number of votes of the Regular Members present combined with the votes from the absentee ballots at the Annual Business Meeting shall be elected to the Board.
 - 10.1. In the event of a tie vote, a second ballot, or as many subsequent ballots as may be necessary, shall be required among those candidates whose election is necessary to complete the Board.
11. If for any reason the President, Secretary, or Treasurer is unable to handle his or her duties, the Board shall select from its own membership a qualified successor to fill out the unexpired term until the next scheduled election.

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ARTICLE V: DUTIES OF OFFICERS

1. Board

- 1.1. The President/Chairman shall convene the Board at such times and places as needed to properly conduct the business of PLS, Inc. In the absence of the President/Chairman, a member of the Board shall preside at all meetings of PLS, Inc.
- 1.2. The Board shall plan such projects for plant extensions and changes as it shall deem appropriate. The Board shall submit such projects and their estimated costs for consideration by the membership at a Regular Membership meeting of PLS, Inc. Upon approval of a project, as revised or modified by the membership, the Board shall be responsible for its execution and shall not alter the project or exceed the approved costs thereof without the prior approval of a majority of the Regular Members at a Regular Membership meeting during which the changes are requested.
- 1.3. The Board shall supervise the maintenance of the property of PLS, Inc. At its discretion, the Board shall be empowered to appoint such committees and such individuals from the membership of PLS, Inc., as may be necessary for carrying out construction and maintenance projects under the supervision of the Board. The costs of all construction and maintenance projects shall be subject to the prior approval of the Board.
- 1.4. The Board shall attend to all executive business and have charge of the general welfare of PLS, Inc. It shall carry out any special directives or duties within its executive sphere as may be decided from time to time by the membership.
- 1.5. The Board shall appoint, at its discretion, members to such positions as are necessary for safe and efficient operation of the railroad.
- 1.6. The Board shall designate two (2) Regular Members to act as an Auditing Committee. They shall audit all accounts and shall have their report in the hands of the Board and to the membership within sixty (60) days of the end of the fiscal year.
- 1.7. When necessary, the Board shall engage an attorney to represent PLS, Inc., in all legal matters.

2. Treasurer

- 2.1. The Treasurer shall have charge of all funds of PLS, Inc., and shall disburse such sums as are required by the Board to carry out its approved and assigned duties. He or she shall also remit to the Secretary and to him or her such sums as are necessary to carry out the duties of their respective offices.
- 2.2. The Treasurer shall present a report of all receipts and disbursements at each Board and Regular Membership meeting of PLS, Inc.

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- 2.3. The Treasurer shall collect and receive all dues, fees, and properly authorized assessments and shall deposit them promptly in the authorized bank account of PLS, Inc.
- 2.4. A joint account, either Treasurer or named Director to draw, shall be held in one (1) of the metropolitan banks for the account of PLS, Inc.
- 2.5. The Treasurer shall have a revolving fund called the "Petty Cash Fund." This fund shall not exceed five hundred dollars (\$500.00) at any time. This fund shall be audited in the annual audit.
- 2.6. The Treasurer shall provide information concerning new members and changes of address to the Secretary and to the Editor of *The PLS Gazette*.

3. Secretary

- 3.1. The Secretary shall maintain and preserve a record of all business transacted at all meetings of PLS, Inc., and shall attend to all correspondence and communications relating to PLS, Inc. He or she shall maintain a correct record of all accounts between the Treasurer and PLS, Inc. The Secretary shall attend all meetings of the Board and when unable to be present at a meeting shall designate a substitute and provide said substitute with complete files so that the business of PLS, Inc., may be carried out without delay.

ARTICLE VI: MEETINGS

1. Annual Business Meeting: The Annual Business Meeting of PLS, Inc., shall be held on the third (3rd) Saturday of March each year or as soon as practical thereafter as determined by the PLS, Inc., Board.
2. Regular Membership Meeting: In addition to the Annual Business Meeting, there shall be a minimum of three (3) Regular Membership meetings each year with a normal schedule of eight (8) meetings on the third (3rd) Saturday of March, April, May, June, August, September, October, and November.
3. Board Meeting: There shall be a monthly Board meeting on the third (3rd) Saturday of every month except July and December.
4. Special Meeting: Special meetings of the Board shall be held at any time and any place within the boundaries of PLS, Inc., when called by the President or by at least three (3) Directors. Business transacted at a special meeting shall be confined to the purpose of the special meeting stated in the notice of the meeting. Notification for a special meeting shall be not fewer than twenty-four (24) hours and will be delivered by phone or email.
5. Notice of Meetings: Notice of the Regular Membership meetings shall be in writing as part of the PLS, Inc., calendar that is reviewed by the Regular Membership at the March Annual Business Meeting. Any changes to meeting date, time, or location shall be submitted to Regular Members at least fourteen (14) days prior to the meeting. The notification shall be delivered orally or by an email message (PLS, Inc., BLAST). For those Regular Members who do not receive email, the PLS, Inc., BLAST will be delivered by USPS.

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6. Voting/Quorum: Except as otherwise provided in these Bylaws, decisions shall be by vote of the majority of those present and eligible to vote at any meeting at which there is a quorum. A majority of the total number of Officers and Directors of PLS, Inc., shall constitute a quorum for Board meetings. Not less than fourteen percent (14%) of Regular Members eligible to vote shall constitute a quorum for Regular Membership meetings. As per *Robert's Rules of Order*, no business shall be conducted if a quorum as described here is not met. The only acceptable business is to motion to adjourn the meeting.
7. Board Meetings Held Electronically: Except as otherwise provided in these Bylaws, electronic Board meetings shall be conducted using an internet meeting service designated by the President. Electronic Board meetings will only be used when it is impractical to have face to face meetings in a boardroom setting. Electronic meeting must support voice communication and visible display of all Board members present and allow visible recognition of those seeking to speak. Verbal motions must be presented in text form for all to see and read. The electronic meeting system must provide the ability to support anonymous voting fulfilling the Bylaws or rules for voting conducted by ballot.
8. All business shall be transacted in accordance with *Robert's Rules of Order*. The results of voting, except in cases described to the contrary in these Bylaws, shall be determined by a majority vote of the Regular Members present.
9. Any newly proposed Lease, Safety Rule, or Builder Standard as well as revisions to those documents that bind the conduct of the PLS, Inc., membership shall first be submitted in writing to the Secretary who shall read the proposal at the next Regular Membership meeting. At that meeting, the proposal must gain the support of a simple majority of the Regular Members present before continuing with the approval process. If the proposal is supported, then, at least fourteen (14) days prior to the following Regular Membership meeting, the Secretary shall send a copy of the proposal to each Regular Member with a notice to include the date, time, and place of the meeting at which the proposal is to be voted upon.
10. Regular Members shall be given at least fourteen (14) days' notice of the Annual Business Meeting and at least fourteen (14) days' notice of any change of date/time of a Regular Membership meeting.

ARTICLE VII: DUES

1. Dues and fees shall be proposed by the Board and approved by a majority of Regular Members present at the March Annual Business Meeting. Any proposed changes to dues and fees shall be submitted to Regular Members at least fourteen (14) days prior to the meeting. The notification shall be delivered orally or by an email message (PLS, Inc., BLAST). For those members who do not receive email the PLS, Inc., BLAST will be delivered by USPS.
2. Regular Members age sixty-five (65) years or older who are pensioned or living in retirement may elect to pay dues at one-half (½) the current annual rate.
3. All dues are payable in advance of the calendar year, and members failing to remit their dues shall become delinquent on January 1.

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4. When a Regular Member is delinquent in dues for a period of thirty (30) days, the Treasurer shall notify the delinquent member of his or her standing of days in arrears. The Regular Member shall be required either to remit his or her dues by March 14 or to submit to the Board in writing his or her case of extenuating circumstances by March 14. If by March 14 no reply is received, the Treasurer shall give that Regular Member's name to the Board for consideration.
 - 4.1. Regular Members who, by reason of extenuating circumstances, become delinquent in the payment of dues may, on submission of their case in writing, be extended a grace period or waiver of dues at the discretion of the Board.
 - 4.2. If no extenuating circumstances are presented by the Regular Member, he or she shall be dropped from the roster of members of PLS, Inc. The Secretary and the Treasurer shall be notified of the disposition of the case, and the Secretary shall report the proceeding in the minutes of the next Regular Membership meeting
5. Failure of an Associate Member to remit dues within thirty (30) days will constitute cause for removing the individual's name from the roster of PLS, Inc.

ARTICLE VIII: CLUB PROJECTS

1. Any project at the club site which may result in any change, addition, removal of equipment, or alteration in any form shall first be proposed by an individual or group of members and shall have the prior approval of the Board.

ARTICLE IX: CLUB SAFETY

1. At PLS, Inc., as on the prototype railroads, the safety of our members, guests, and visitors is of first importance. Therefore, any PLS, Inc., Member, whether Regular or Associate, who observes the violation of a Safety Rule or any other improper conduct must take the following action:
 - 1.1. With courtesy and discretion, call the violation to the attention of the person involved.
 - 1.2. If the problem is not corrected, then contact any PLS, Inc., Officer and further action will be taken.
2. Currently effective Safety Rules, Regulations for Operation of the Railroad, and a copy of PLS, Inc., standards for builders will at all times be maintained and posted prominently in the main clubhouse.

ARTICLE X: LIMITATION OF PERSONAL LIABILITY OF DIRECTORS; INDEMNIFICATION OF DIRECTORS, OFFICERS, MEMBERS, AND OTHER AUTHORIZED REPRESENTATIVES

1. Limitation of Personal Liability of Directors, Officers or Members. A Director, Officer or Member of PLS, Inc. shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

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- 1.1. the Director, Officer or Member has breached or failed to perform the duties of his or her office as defined in (2) below; and
- 1.2. the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this paragraph shall not apply to (a) the responsibility or liability of a Director, Officer or Member pursuant to any criminal statute; or (b) the liability of a Director, Officer or Member for the payment of taxes pursuant to local, state or federal law.

2. Standard of Care and Justifiable Reliance.

2.1. A Director, Officer or Member of PLS, Inc., shall stand in a fiduciary relationship to PLS, Inc., and shall perform his or her duties as a Director, Officer or Member, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of PLS, Inc., and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- 2.1.1. One or more Officers or Members of PLS, Inc., whom the Director reasonably believes to be reliable and competent in the matters presented; or
- 2.1.2. Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or
- 2.1.3. A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director, Officer or Member reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

- 2.2. In discharging the duties of their respective positions, the Board, committees of the Board and individual Director, Officer or Member may, in considering the best interests of PLS, Inc., consider the effects of any action upon Members, upon persons with whom PLS, Inc., has business and other relations and upon communities which the offices or other establishments or related to PLS, Inc., are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of (2.1).
- 2.3. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director, Officer or Member or any failure to take any action shall be presumed to be in the best interests of PLS, Inc.

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3. Indemnification in Third Party Proceedings. PLS, Inc., shall indemnify any Member, Director, Officer, supervisor, or agent, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of PLS, Inc.). The reason for this indemnification shall be the fact that he or she is or was a representative of PLS, Inc., or is or was serving at the request of PLS, Inc., as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of PLS, Inc., and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or 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 did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of PLS, Inc., and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
4. Indemnification of Derivative Actions. PLS, Inc., shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of PLS, Inc., to procure a judgment in its favor by reason of the fact that he or she is or was a representative of PLS, Inc., or is or was serving at the request of PLS, Inc., as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of PLS, Inc., and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to PLS, Inc., unless and only to the extent that the Court of Common Pleas of Montgomery County or any court of appropriate jurisdiction in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court of appropriate jurisdiction shall deem proper.
5. Mandatory Indemnification. Notwithstanding any contrary provision of the articles of incorporation or these Bylaws, to the extent that a representative of PLS, Inc., has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either (3) or (4) above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.
6. Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under (3) or (4) above shall be made by PLS, Inc., only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

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- 6.1. by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or
- 6.2. by independent legal counsel in a written opinion if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Directors so directs.
7. **Advancing Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by PLS, Inc., in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by PLS, Inc., as authorized in paragraphs (1) through (3) above.
8. **Indemnification of Former Representatives.** Each such indemnity may continue as to a person who has ceased to be a representative of PLS, Inc., and may inure to the benefit of the heirs, executors and administrators of such person.
9. **Insurance.** PLS, Inc. shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Member, or agent of the corporation or is or was serving at the request of PLS, Inc., as a Director, Officer, Member, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not PLS, Inc., would otherwise have the power to indemnify such person against such liability.
10. **Reliance on Provisions.** Each person who shall act as an authorized representative of PLS, Inc., shall be deemed to be doing so in reliance upon the rights of indemnification provide by this Article.
11. **Personal Injury Claims Among Members.** Any and all personal injury claims are absolutely forbidden among members inter se.

ARTICLE XI: AMENDMENTS

1. Any Regular Member of PLS, Inc., may submit proposals for changes or additions to the Bylaws.
2. Proposed changes or additions shall first be submitted in writing to the Secretary who shall read the proposal at the next Regular Membership meeting. At that meeting, the proposed changes or additions must gain the support of a simple majority of the Regular Members present before continuing with the approval process. If the proposal is supported, then, at least fourteen (14) days prior to the following Regular Membership meeting, the Secretary shall send a copy of the proposed changes or additions to each Regular Member with a notice to include the date, time, and place of the meeting at which the proposed changes or additions are to be voted upon.

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- 3. At the meeting at which the proposal is to be voted upon, consideration of the proposed changes or additions may include motions of a non-parliamentary nature that shall be passed by simple majority vote and discussions to make changes to the proposed amendment, and any such changes made to the proposed amendment at the meeting shall not require the Secretary to send a copy of the changes or additions to each Regular Member and shall not require yet another future meeting for final action as provided in Paragraph 4 of this Article.
- 4. The affirmative vote of at least two-thirds (2/3) of the Regular Members present shall be required to enact the proposed changes or additions to the Bylaws.

ARTICLE XII: NONDISCRIMINATION

- 1. The organizations, officers, directors, and persons served by PLS, Inc., shall be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin, sexual orientation, and political or religious option or affiliation.

Adopted by the Membership this 16th day of November, 2024.

I, the undersigned, being Secretary of PLS, Inc., hereby certify that the above is a true, complete, and accurate copy of the Bylaws adopted by the membership.

Paul Miller, Secretary

Secretary, sign name

November 16, 2024
Date

Originally adopted March 28, 1954

Revisions:

January 18, 1959	January 17, 1960	December 1, 1963	December 4, 1966
December 10, 1967	May 17, 1968	July 19, 1968	February 20, 1970
October 13, 1971	November 27, 1972	August 9, 1975	March 9, 1980
May 21, 1983	November 19, 1988	November 21, 1992	November 19, 1994
November 18, 1995	March 17, 2001	September 4, 2001	November 16, 2002
April 19, 2003	May 16, 2009	July 17, 2010	October 19, 2013
November 16, 2013	March 17, 2018	March 23, 2019	April 17, 2021
June 19, 2021	November 19, 2022	November 16, 2024	