

BYLAWS OF TRAIN MRO, INC.

ARTICLE I

Name and Location

Section 1.1: The name of this Corporation is TRAIN MRO, Inc. (Training Rider Awareness is Necessary) (Motorcyclist Rights Organization), (also called TRAIN).

Section 1.2: Location: The principal office of the Corporation is located at Lebanon, Ohio, County of Warren. The Corporation may have such other offices as the Board of Directors may authorize, and the Board of Directors may change the location of the principal office of the Corporation.

ARTICLE II

Purposes

Section 2.1: Purposes: The Corporation is organized exclusively for charitable purposes, including:

1. To train individuals on how to safely operate motorcycles.
2. To provide instruction to individuals on safety and first aid aspects, associated with First Responder Information, and more specifically, first aid and Cardiopulmonary Resuscitation.
3. To provide an educational curriculum and to provide volunteer instructors and/or speakers to educate high school students, commercial drivers, and other entities that utilize highways in motorcycle awareness and safety.
4. To sponsor and organize fundraising events and activities which will benefit other organizations and entities, including, but not limited to the following: Veteran's Administration Volunteer Program, rape and crisis abuse centers, and local women's shelters.

Section 2.2: Mission Statement: TRAIN MRO, Inc. is an organization which encourages safe riding practices among motorcyclists and heightened motorcycle awareness from vehicle operators through training and education. The information presented will help educate all motor vehicle operators about motorcycle and vehicle interaction, traffic crash cause and effect, and crash avoidance. The organization accomplishes this goal through community involvement, with awareness training at public and private schools, commercial driver education facilities, corporate training facilities, community service groups such as, but not limited to, Chamber of Commerce functions, Lions Clubs, Rotary Clubs, VFW Posts, etc. Our curriculum shall be in part an amalgamation of successful rider/driver awareness programs from various states throughout the United States, and additional current data and statistics from safety councils, motorcycling foundations, the AMA, MRF, MSF, and government agencies.

TRAIN MRO, Inc. members enjoy our freedoms, promote riding safely, and rider education. TRAIN MRO, Inc. will actively reward members for completing education in First Responder, First Aid, CPR certification, and Rider Training courses. TRAIN MRO, Inc.'s mottos are "Share the Road" and "Get On Board".

TRAIN MRO, Inc. and its members also believe in service to the community, and therefore pledge to support other agencies, organizations and charitable 501(c)(3) organizations through monetary donations and volunteerism when our membership can oblige.

ARTICLE III

Membership

Section 3.1: Membership Requirement: Membership in the Corporation shall be open to all legal residents of the U.S. who are interested in promoting the purposes, ideals, and goals of TRAIN as depicted

in Article II of these Bylaws.

The following persons shall be considered members of the Corporation for the purposes of any statutory provision or rule of law relating to members of a non-stock, nonprofit corporation, and will be permitted to participate in the activities and functions of the Corporation.

- (a) Charter Member – A founding member who shares the goals of the Corporation and becomes a member during the first eighteen months of the incorporation and founding of the corporation (through the end of December 2005).
- (b) Member – A member in good standing with the Corporation and its Bylaws, who has paid all appropriate dues and fees in full, and who has completed all other requirements of the Corporation to be deemed a Member.
- (c) Junior Member – A member in good standing with the Corporation and its Bylaws, who has paid all appropriate dues and fees in full, and who is under the age of eighteen (18), but no younger than the age of fifteen and a half (15½), and with Parent or Guardian's permission.

ARTICLE IV

Board of Directors

Section 4.1: General Powers: The Board of Directors shall only work at the direction of the membership to control and manage the policies, affairs, business, property, and funds of TRAIN. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Corporation as the membership may deem proper, not inconsistent with either federal or state law or these Bylaws.

The Corporation is authorized to accept contributions, donations, and gifts, cash or other property, in good faith.

Section 4.2: Number, Qualification, and Tenure: The Board of Directors shall consist of at least three citizens of the US, and members in good standing of TRAIN, who shall be elected from time to time by the membership of TRAIN MRO. Any Director may succeed himself or herself. Upon the majority vote of the members, the number of Directors may be increased or decreased (but not below three). No reduction in the number of Directors shall of itself have the effect of shortening the term of any incumbent Director.

The Executive Board portion of the Board of Directors shall consist of the following officers: President, Vice President, Chairman, Secretary, and Treasurer.

Each person on the Board of Directors shall be elected by the membership for a term of one year. Each person on the Board of Directors shall hold office until the expiration of the term for which he or she is elected, his or her earlier resignation, removal from office, or death.

Section 4.3: The National Board of Directors: We, the Committee to Define the Job Descriptions of the Executive Board and the Board of Directors of TRAIN MRO, do hereby submit the following Job Descriptions. We have endeavored to produce the Job Descriptions that best work for the volunteer and nonprofit organization known as TRAIN MRO (hereafter called TRAIN). We have also worked within the guidelines of the IRS, as they have been described to us and as we understand them.

We – the Committee – have used, as resources, several sources found on the Internet, such as, but not limited to: Webster's Dictionary On-line (www.m-w.com) as well as Dictionary.com; Investorwords.com; Management Assistance Program for Nonprofits (mapnp.nonprofitoffice.com); Estrella Mountain Community College (www.emc.maricopa.edu); and the Internet Nonprofit Center (www.nonprofits.org). In addition to these sources, we have also taken examples from our personal experiences as well as from the structure and organization of the government of the United States of America.

The charter of this Committee was to take the Job Descriptions provided by the officers currently

holding office and edit the descriptions to what we believed to be the most beneficial to TRAIN. The original Job Descriptions were written at the behest of the President of TRAIN and are still available for review. However, the original job descriptions are not included as part of this document.

It is our recommendation that the governing organization of TRAIN be such that there is a National Board of Directors (also called BOD) be made up of all the nominal, top-level, officers representing the operations of the non-profit organization. Within this BOD is a grouping of Officers, which is sometimes referred to as the National Executive Board (also called EB). The EB consists of the following Officers: the National President, the National Vice President, the National Chairman of the Board, the National Secretary, and the National Treasurer. The remainder of the BOD consists of (at the time of this writing,) these Directors: National Road Captain, National Safety and Education Director, National Legislative Liaison, National Web Master, National Community Relations Director, National Membership Director, National Products Director, National Security Director, National Events Director, National Legislative Director, and National Membership Liaison, (see Figure 1). The Job Descriptions contained within this document are of the sixteen positions just listed.

It is also our recommendation – based upon our extensive research and debate – that, just as the President of the United States is the Chief of the Executive Branch of government, the President of TRAIN should be burdened with the duties nominally attributed to the Chief Executive Officer (CEO). We recommend that the President should continue with these duties until such time as TRAIN is sufficiently large enough that a separate position of CEO is warranted.

Finally, it is understood that these National Job Descriptions will filter *and* scale down to the lower levels (i.e. States, Districts, Chapters, Counties, etc.), as appropriate. These so-called “lower-level” job descriptions are not explicitly included here, but are implied from this Committee's recommendation.

Note 1: It is our intent that “a person may only cast one vote, regardless of the number of offices that person holds”; or, in other words, “one person – one vote.”

Note 2: The words “ensure”, “assure”, and “responsible for” are used to convey the intent that accountability for the specific responsibilities lie with the office mentioned, but is not necessarily that officer who carries out the activity. Indeed, we expect that many of these responsibilities will be delegated to officers, members, committees, staff, or others including experts retained for a specific purpose. The words “ensure”, “assure”, and “responsible for” are not intended to imply any additional source of legal duties beyond those that are required by law.

National Board of Directors

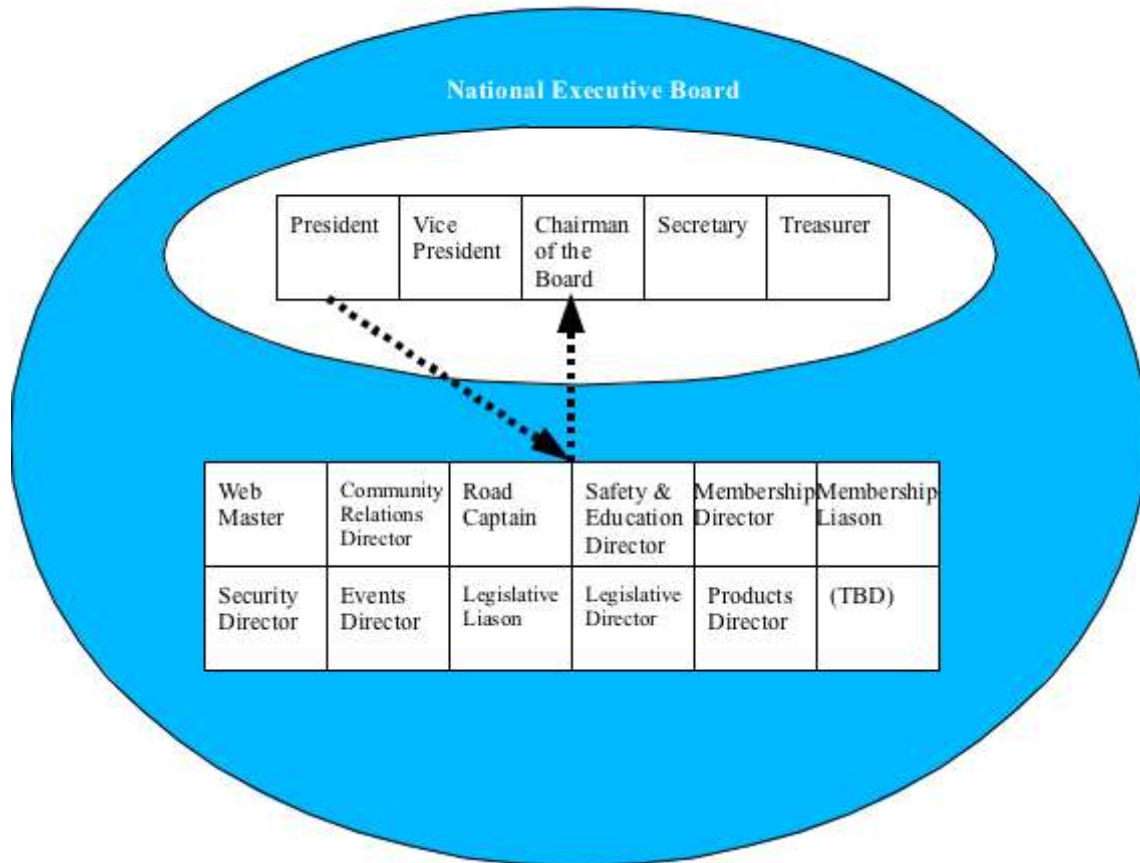


Figure 1

Job Title: National President
Board Placement: National Executive Board
Reports to: National Board of Directors
Duties and Responsibilities: The National President shall...

1. ... be a member in good standing of TRAIN.
2. ... have general, active management and vision of the business of TRAIN.
3. ... attend meetings of the BOD and of the members.
4. ... see that the orders and resolutions of the BOD are carried into effect.
5. ... ensure that the Chairman of the Board is aware of and fulfills his governance responsibilities, complies with applicable laws and bylaws, and is accountable to the members of TRAIN (the membership) for his performance.
6. ... oversees and holds accountable all officers including their various responsibilities as they relate to the articles and bylaws.
7. ... sign and deliver on behalf of TRAIN all documents or instruments of business, pertaining to the business of TRAIN, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles, bylaws, or the BOD to another officer or agent of TRAIN.

8. ... preside over national meetings of the membership; propose policies and practices; sit on various committees; and monitor the performance of all directors, officers, and members.
9. ... submit various reports to the BOD, members, funders, and other "stakeholders".
- 10.... propose the creation of committees and propose members to such committees.
- 11.... act as a representative of the BOD (as a whole), rather than as an individual supervisor to staff.
- 12.... make timely and appropriate reporting of decisions and actions of the BOD to members, funders, and donors.
- 13.... develop agendas for meetings presided over, with the assistance of appropriate personnel.
- 14.... determine whether executive committee meetings (an executive committee meeting is a meeting where only those individuals necessary, from the EB and the BOD, to address the situation at hand,) are necessary and convene the committee accordingly.
- 15.... ensure that structures and procedures are in place for effective recruitment, training, and evaluation of the BOD, officers, and members.
- 16.... ensure that structures and procedures are in place for securing the resources required by TRAIN; depending on TRAIN's requirements, this may entail playing a leadership role in fund raising and membership campaigns.
- 17.... encourage the BOD, officers, and members to participate in the activities of TRAIN.
- 18.... vote as prescribed in the bylaws.
- 19.... be accountable to the BOD and members as specified in the bylaws; however, may delegate specific duties as appropriate, while retaining accountability for these duties.
- 20.... perform other duties as the need arises.

Job Title: National Vice President
Board Placement: National Executive Board
Reports to: National Board of Directors
Duties and Responsibilities: The National Vice President shall...

1. ... be a member in good standing of TRAIN.
2. ... assume those duties of the President either assigned by the President, or rightfully assumed due to the absence of the President.
3. ... have the distinction of only casting tie-breaking votes, only during meetings of the BOD. This means that the Vice President will not vote during BOD meetings – regardless of the attendance of the President – unless there is a tie vote. Then, and only then will the Vice President vote to break the tie. During all meetings of the general membership, the Vice President may vote as usual, and as his or her conscience dictates.
4. ... perform other duties as the need arises.

Job Title: National Chairman of the Board
Board Placement: National Executive Board
Reports to: National President
Duties and Responsibilities: The National Chairman of the Board shall...

1. ... be a member in good standing of TRAIN.
2. ... assure that the BOD fulfills its responsibilities for the governance of TRAIN.
3. ... be a partner to the President, helping him to achieve the mission of TRAIN.
4. ... optimize the relationship between the BOD and both the EB and the District Officers.
5. ... chair meetings of the BOD effectively; see that it functions effectively, interacts with the EB and the District Officers optimally, and fulfills all of its duties; develops agendas with the President.
6. ... assist the President in recruiting the BOD and other talent for whatever volunteer assignments are needed.
7. ... present to the BOD an evaluation of the pace, direction, and organizational strength of TRAIN.
8. ... annually focus the BOD's attention on matters of institutional governance that relate to its own structure, role, and relationship to the EB and the membership; be assured that the BOD

is satisfied it has fulfilled all of its responsibilities.

9. ... serve as an alternate spokesman.
- 10.... call all special meetings of the BOD.
- 11.... appoint committees of the BOD, based upon the recommendations to or from the BOD, and ensure a chairman of each committee is appointed.
- 12.... discharge any other function delegated to him by the BOD.
- 13.... establish an agenda for each BOD meeting which covers all matters which should come before the BOD in the proper exercise of its duties.
- 14.... ensure the BOD is provided with full information on the condition of the organization, its business and direction, and the environment in which it operates.
- 15.... facilitate and encourage constructive and useful communication between the membership, District Officers, the BOD, and the EB.
- 16.... visit meetings in all Districts as regularly as possible.
- 17.... perform other duties as the need arises.

Job Title: National Secretary
Board Placement: National Executive Board
Reports to: National President
Duties and Responsibilities: The National Secretary shall...

1. ... be a member in good standing of TRAIN.
2. ... take notes of regular meetings, BOD meetings, and special committees where assigned.
3. ... maintain said notes as official Minutes of these meetings.
4. ... retain and disseminate these Minutes as required – this includes (but is not limited to) delivery to the meeting chair, the Web Master, and/or membership requests.
5. ... write and send correspondence of the organization as directed.
6. ... perform other duties as the need arises.

The Secretary may appoint an associate to serve in his or her place during an absence or inability to attend a meeting. In the event that no one is assigned for a particular meeting, a pro tem secretary will be appointed for said meeting. The notes will then be relayed to the assigned Secretary, so that the remainder of the Secretary's duties will be performed.

Job Title: National Treasurer
Board Placement: National Executive Board
Reports to: National President
Duties and Responsibilities: The National Treasurer shall...

1. ... be a member in good standing of TRAIN.
2. ... be custodian of the funds of TRAIN and shall be responsible for opening, recording, and maintaining permanent records and accountings of all monies.
3. ... ensure the accounting books are maintained and up-to-date.
4. ... make deposits in the appropriate banking accounts.
5. ... pay bills in a timely fashion.
6. ... prepare and deliver monthly reports to the BOD and to the membership.
7. ... prepare and deliver quarterly reports as required.
8. ... prepare and deliver special reports to the membership as requested.
9. ... prepare and deliver year-end reports for tax purposes.
- 10.... maintain all records, receipts, and bills on file.
- 11.... work with the CPA as needed.
- 12.... maintain permanent records in accordance with IRS rules of and for TRAIN's 501(c)3 standing.
- 13.... perform other duties as the need arises.

Job Title: National Membership Liaison
Board Placement: National Board of Directors

Reports to: National Chairman of the Board
Duties and Responsibilities: The National Membership Liaison shall...

1. ... be a member in good standing of TRAIN.
2. ... serve as a membership representative to the BOD.
3. ... identify and solve any problems any member may have and/or refer said problems to a membership grievance committee.
4. ... to oversee the membership grievance committee to resolve membership problems.
5. ... if necessary, to bring such problems to the attention of the BOD, for resolution.
6. ... enforce resolutions of said problems.
7. ... perform other duties as the need arises.

Job Title: National Products Director
Board Placement: National Board of Directors
Reports to: National Chairman of the Board
Duties and Responsibilities: The National Products Director shall...

1. ... be a member in good standing of TRAIN.
2. ... submit potential product designs to the BOD and membership, for approval.
3. ... obtain bids for new product.
4. ... procure quality product at a reasonable cost.
5. ... maintain inventory.
6. ... sell product at meetings, events, etc.
7. ... fill orders from the TRAIN web site.
8. ... work with the Treasurer concerning all monies to and from product.
9. ... provide reports to the BOD and membership.
- 10.... perform other duties as the need arises.

Job Title: National Events Director
Board Placement: National Board of Directors
Reports to: National Chairman of the Board
Duties and Responsibilities: The National Events Director shall...

1. ... be a member in good standing of TRAIN.
2. ... coordinate the date(s) of events.
3. ... schedule the place(s) of events.
4. ... advertise for events.
5. ... get sponsors for door prizes and monetary donations, (will work with any future office of Public Relations and/or Corporate Relations, etc. on this effort.)
6. ... schedule entertainment for events.
7. ... keep a database of supporting information for the promotion and execution of events, e.g. sponsors, bands, DJs, advertising web sites, advertising establishments, etc.
8. ... design flyers for events.
9. ... ensure insurance coverage is obtained for events.
- 10.... schedule volunteers for events.
- 11.... work with Security Director on events.
- 12.... work with Road Captain on events.
- 13.... work with other organizations in the community, to avoid scheduling conflicts, wherever possible.
- 14.... perform other duties as the need arises.

Job Title: National Legislative Director
Board Placement: National Board of Directors
Reports to: National Chairman of the Board
Duties and Responsibilities: The National Legislative Director shall...

1. ... be a member in good standing of TRAIN.
2. ... provide timely information to the membership regarding governmental issues of concern to TRAIN and its members.
3. ... provide contact information of governmental personnel to the membership, to promote communications.
4. ... provide information for meeting agendas.
5. ... attend meetings of other organizations, concerning legislative matters, as a representative of TRAIN.
6. ... initiate petitions and letter writing campaigns regarding pertinent issues to TRAIN, which are to be sent to the appropriate members of government.
7. ... work closely with the Legislative Liaison regarding pertinent, governmental issues of interest to TRAIN.
8. ... perform other duties as the need arises.

Job Title: National Road Captain
Board Placement: National Board of Directors
Reports to: National Chairman of the Board
Duties and Responsibilities: The National Road Captain shall...

1. ... be a member in good standing of TRAIN.
2. ... have a valid motorcycle license for at least one year.
3. ... have knowledge of riding laws and riding rules; will work with both the Safety and Education Director and the Legislative Director on this.
4. ... lead the "pack" for all scheduled rides.
5. ... work with the Events Director.
6. ... plan the route for all scheduled rides.
7. ... coordinate with all appropriate personnel, businesses, etc. for all scheduled stops on all scheduled rides.
8. ... select Road Captain assistants for scheduled TRAIN rides.
9. ... notify law enforcement for all scheduled rides.
- 10.... devise and disseminate the "Rules of the Ride".
- 11.... provide "route sheets" to all Road Captain assistants.
- 12.... at meetings, request volunteers for other organization's events.
- 13.... select from these volunteers for the other's events.
- 14.... perform other duties as the need arises.

Job Title: National Security Director
Board Placement: National Board of Directors
Reports to: National Chairman of the Board
Duties and Responsibilities: The National Security Director shall...

1. ... be a member in good standing of TRAIN.
2. ... maintain order at all TRAIN meetings, events, etc.
3. ... recruit, schedule, and coordinate around-the-clock security staffing, for the duration of events.
4. ... work with the Events Director, as needed, for events for both TRAIN and other organizations.
5. ... act as the single point-of-contact with local law enforcement agencies/authorities, at all (non-riding) events.
6. ... enforce the policies, decisions, and rules of conduct of the BOD, for all events.
7. ... attend all meetings, for both TRAIN and other organizations, pertaining to the security provided by and for TRAIN.
8. ... perform other duties as the need arises.

Job Title: National Membership Director
Board Placement: National Board of Directors

Reports to: National Chairman of the Board
Duties and Responsibilities: The National Membership Director shall...

1. ... be a member in good standing of TRAIN.
2. ... maintain a database of the "master list" of all members.
3. ... maintain and distribute monthly backups of this database.
4. ... design and produce the Membership Application form.
5. ... initiate membership drives, campaigns, etc.
6. ... process submitted membership applications.
7. ... send membership cards to the members.
8. ... work with the Treasurer on the monies obtained from membership applications.
9. ... contact members as necessary, concerning all matters of membership.
- 10.... perform other duties as the need arises.

Job Title: National Legislative Liaison
Board Placement: National Board of Directors
Reports to: National Chairman of the Board
Duties and Responsibilities: The National Legislative Liaison shall...

1. ... be a member in good standing of TRAIN.
2. ... work with elected, government officials, on behalf of TRAIN, regarding matters of interest to TRAIN.
3. ... relay pertinent information from these elected, government officials back to the BOD and the membership.
4. ... work closely with the Legislative Director regarding pertinent, governmental issues of interest to TRAIN.
5. ... perform other duties as the need arises.

Job Title: National Community Relations Director
Board Placement: National Board of Directors
Reports to: National Chairman of the Board
Duties and Responsibilities: The National Community Relations Director shall...

1. ... be a member in good standing of TRAIN.
2. ... promote and develop community awareness of TRAIN's services and programs.
3. ... develop an annual plan of TRAIN's objectives and activities for community relations, based upon TRAIN's goals and objectives.
4. ... plan and implement special promotions and coordinate member participation in community events.
5. ... keep informed of local developments and activities.
6. ... maintain contact with as many community and business groups as possible.
7. ... work with friends of TRAIN to promote projects and activities.
8. ... participate with other officers and members in the selection and merchandising of materials which reflect the interest and needs of TRAIN and the community.
9. ... attend conferences and workshops which relate to duties as authorized or recommended by the BOD.
- 10.... monitor necessary computer hardware and software as it relates to community relations.
- 11.... perform other duties as the need arises.

Job Title: National Web Master
Board Placement: National Board of Directors
Reports to: National Chairman of the Board
Duties and Responsibilities: The National Web Master shall...

1. ... be a member in good standing of TRAIN.
2. ... monitor, administer, and maintain the public web site of TRAIN.

3. ... update the site with the latest organizational information and news.
4. ... perform statistical analysis of the web site traffic.
5. ... moderate HTML development of the site.
6. ... monitor, administer, and maintain the site's e-commerce (e.g. Products and Membership Applications.)
7. ... monitor, administer, and maintain the site's security.
8. ... monitor, administer, and maintain TRAIN's e-mail hosting functionality.
9. ... monitor, administer, and maintain TRAIN's e-mail accounts.
- 10.... monitor, administer, and maintain the e-mail server/hosting function for unauthorized use and abuse.
- 11.... perform statistical analysis of the e-mail accounts and traffic.
- 12.... coordinate the efforts of the outsourced suppliers (e.g. ISP, Domain Name registrar, PayPal and banking, e-mail, etc.)
- 13.... act as liaison between the general public and TRAIN, regarding web site issues.
- 14.... maintain skills with enabling technologies and promote their use within TRAIN, to maximize growth and public impact.
- 15.... support, advise, assist, guide, and resolve problems regarding TRAIN's web site, e-commerce, and e-mail functionality.
- 16.... perform other duties as the need arises.

Job Title: National Safety and Education Director
Board Placement: National Board of Directors
Reports to: National Chairman of the Board
Duties and Responsibilities: The National Safety and Education Director shall...

1. ... be a member in good standing of TRAIN.
2. ... develop and maintain a curriculum on teaching Motorcycle Awareness classes to the general public.
3. ... certify within TRAIN, those members interested in teaching these classes.
4. ... work with other safety organizations to obtain information regarding motorcycle awareness and motorcycle safety.
5. ... promote safety in all TRAIN events.
6. ... relay to the membership new safety information as it becomes available, and provide tips on safe riding.
7. ... participate in drivers' education classes and teach about motorcycle awareness.
8. ... no less than annually, review and update training materials.
9. ... no less than annually, review and update the members' training certifications.
- 10.... consult with and to the Legislative Liaison in legal matters concerning motorcycle awareness and safety.
- 11.... perform other duties as the need arises.

Section 4.4: Nomination and Election: Nominations for positions on the Board of Directors may be made by any member within the two months prior to the election date, provided that each person of the Board of Directors is given notice of such nomination, in writing, delivered at least ten days before such election date. If the election date is not held or positions are not elected at that time, the positions may be elected at a special meeting called and held for that purpose.

Section 4.5: Vacancies: Vacancies due to resignation or removal of a Director of the Board of Directors shall be filled at a regular meeting of the Corporation, occurring within six months after the date of removal or resignation. A Director elected to fill a vacancy shall be elected to serve for the un-expired portion of the departing Director's term. The membership may, by the vote of a majority of their numbers, fill any vacancy in the Board of Directors that is created by an increase in the authorized number of Directors or by the resignation, removal from office or death of a Director.

Section 4.6: Attendance: Attendance at meetings of the Board of Directors is a responsibility of each Director. A Director who fails to attend two consecutive meetings, without accepted excuse, shall be

deemed to have resigned from the board. Members of the Board of Directors must attend all scheduled activities of the board at any given meeting in order to receive credit for attendance at that meeting.

Section 4.7: Resignation: Any Director may resign from the Board of Directors by delivering a written resignation to the Vice President or the Secretary of the Corporation.

Section 4.8: Compensation of Directors: The Directors may receive salary or compensation as determined by the membership, and reimbursement for any out of pocket expenses to be determined by the membership. Directors may receive compensation for their services to be determined by the membership.

Section 4.9: Contracts and Services: The Directors and the Officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, directors or otherwise; provided, however, that any contract, transaction, or act on behalf of the Corporation in a matter in which the Directors or Officers are personally interested shall be at arm's length and not violative of the proscriptions in the Certificate of Incorporation against the Corporation'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 the Corporation which would result in the denial of the tax exemption under Sections 501, 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended. In no event, however, shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other action.

Section 4.10: Removal: Any Director may be removed from office by the affirmative vote of two-thirds of all of the membership, in attendance, at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes. Any Director proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard by the membership at such meeting.

ARTICLE V

Meetings

Section 5.1: Annual Meeting: The Board of Directors shall hold an annual meeting at such time and place as shall be designated by the Vice President, and shall meet for regular meetings at such other times as the Vice President may determine. Notice of the Annual Meeting shall be given to the Directors of the Corporation, the Officers of the Corporation, and the members of the Corporation not less than ten (10) days in advance of said meeting.

Section 5.2: Special Meetings: A special meeting may be called at the discretion of the Vice President or Chairman of the Board; or, upon written request of at least two Directors of the Board of Directors or two members of the Corporation, provided that notice of such meeting be given to each Director of the Corporation, each Officer of the Corporation and each member of the Corporation at least two (2) days prior to the time of such meeting. Such notice shall state the purpose for which the special meeting is called and the time and place of such meeting.

Section 5.3: "Open Door" Policy: It is the policy of TRAIN that at no time shall any meeting exclude the membership. Members are always welcome and encouraged to attend and participate in all meetings, at all times.

Section 5.4: Quorum: At any meeting of the Board of Directors, the presence of a majority of the number of Directors then serving shall constitute a quorum for the transaction of business. At any Annual Meeting, the presence of 80% or greater of the Officers, 75% or greater of the Directors, and a majority of the

members in attendance shall constitute a quorum for the transaction of business. At any special or regular meeting, the presence of a majority of the number of Directors plus a majority vote of all members present shall constitute a quorum for the transaction of business. The business of the Corporation shall be decided upon by a majority vote of the members present, at a meeting at which a quorum is in attendance, except where otherwise noted in these Bylaws.

Section 5.5: Presumption of Assent: A member of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to such action unless he shall file his written dissent to such action with the Secretary of the meeting before the adjournment thereof or immediately after the adjournment thereof.

Section 5.6: Voting: At every meeting of the Board of Directors, each Director shall be entitled to vote in person. Each Director shall be entitled to one vote. At every meeting of the Corporation, each member shall be entitled to vote in person. Each member shall be entitled to one vote. All elections shall be decided by a majority vote of the persons present. Provisions will be made for absentee voting for the Annual Meeting of the Board of Directors.

Section 5.7: Members' Entitlement to Vote: Any member will be entitled to one vote on any matter of the Corporation after being a member of TRAIN for 90 days prior to the item to be voted on. No member shall have the right or entitlement to vote on any issue that the Board of Directors is exclusively voting on.

ARTICLE VI

Officers

Section 6.1: Officers of the Corporation: The Principal Officers of the Corporation are the President, Vice President, Chairman of the Board, Secretary and Treasurer. The membership may elect such additional officers as it may deem appropriate. No Officers need be a Director, however, Directors may serve as Officers.

Section 6.2: Election: The Officers of the Corporation shall be elected for a term of one (1) year at the appointed election date, set by the membership.

Section 6.3: Bond of Treasurer: The Treasurer shall, if required by the Board of Directors, give the corporation such security for the faithful discharge of his duties as the Board may direct.

Section 6.4: Vacancies: All vacancies in any office shall be filled by the membership without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

Section 6.5: Compensation of Officers: The Officers may receive salary or compensation as determined by the membership, and reimbursement for any out of pocket expenses to be determined by the membership. Directors who are Officers may receive compensation for their services as Officers to be determined by the membership.

Section 6.6: Removal: Any Officer may be removed from office by the affirmative vote of two-thirds of all of the membership, in attendance, at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes. Any Officer proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard by the membership at such meeting.

ARTICLE VII

Amendments

Section 7.1: Ability to Amend: These Bylaws shall not be altered, amended, or appended until the

proposed additions, alterations, amendments or nullifications are:

- (a) Sponsored by not less than three regular members of TRAIN or the Bylaws Committee;
- (b) Reduced to writing and filed with the TRAIN Secretary thirty (30) days prior to the regular meeting;
- (c) Entered upon the agenda of the regular meeting for approval;
- (d) Presented to the membership twice, and if approved by unanimous vote, immediately adopted; and,
- (e) If not a unanimous vote, held over to the next succeeding meeting where if approved by a 2/3 majority of the voting members present and qualified to vote, it shall be adopted.

ARTICLE VIII

Liability

Section 8.1: Insurance: The Corporation shall have the power to purchase and maintain liability insurance on behalf of all persons who are or were Directors, Officers, employees, agents, or volunteers of the Corporation against any liability asserted against them and incurred by any of them arising out of their status as such.

Section 8.2: Each Officer, Director, member, or former Officer, Director, or member of the Corporation and his or her legal representatives shall be indemnified, only to the extent mandated by Ohio state law, by the Corporation against liabilities, expenses, counsel fees, and costs reasonably incurred by the Officer or Director or his or her estate in connection with or arising out of, any action, suits, proceeding, or claim in which he or she is made a party by reason of the being, or having been such Officer or Director; provided, in no case shall the Corporation indemnify said Officer or Director with respect to any matters as to which he or she may be judged in any such action, suit, or proceeding to have been liable for misconduct or negligence in the performance of his or her duties as Officer or Director. 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 a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 8.3: The indemnification provided for, to the extent that it is mandated by Ohio state law, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such member, including expenses, counsel fees and costs reasonably incurred in connection therewith; provided the membership of the Corporation shall have first approved such proposed compromise settlement and determined that the member involved was not guilty of misconduct.

Section 8.4: Any violation of the Corporation's Bylaws or misconduct by a member that discredits the Corporation in general and/or undermines the order thereof will be subject to a disciplinary hearing and action by the Corporation's Grievance Committee. The Grievance Committee will hear the case against said member and deliberate to decide guilt or innocence, and sanctions against the charged member can range from expulsion to temporary suspension or probation of any candidate, active member, Director, or Officer.

ARTICLE IX

Agents and Representatives

The Board of Directors may appoint agents and representatives of the Corporation with powers to perform acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized by law.

ARTICLE X

Contracts

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any Director or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance: and unless so authorized by the Board of Directors, no Director, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE XI

Advisory Committee

Section 11.1: Powers and Appointment: The Board of Directors may appoint from its numbers, or from among such persons as the Board sees fit, one or more advisory committees, and at any time may appoint additional members. The members of any such committee shall serve during the pleasure of the Board of Directors. Such advisory committees shall advise with and aid the Directors of the Corporation in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

Section 11.2: Compensation: The members of an advisory committee may receive salary or compensation as determined by the membership, and reimbursement for any out of pocket expenses to be determined by the membership. The Board of Directors shall have power in its discretion to contract for and to pay to any person of an advisory committee, rendering unusual or exceptional services to the Corporation, special compensation appropriate to the value of such services, such as is approved by the membership.

Section 11.3: Number: Any advisory committee shall consist of not less than two (2) persons. Upon the majority vote of the membership, the number of advisory committee members may be increased or decreased (but not below two (2)).

ARTICLE XII

Fiscal Matter

Section 12.1: Books and Records: The Corporation shall maintain at its principal office or designated location, and make available at all reasonable times for examination by any member, full and accurate books of the Corporation showing all receipts and expenditures, assets and liabilities, profits and losses and all other records necessary for recording the Corporation's business and affairs.

Section 12.2: Fiscal Year: The fiscal year of the Corporation shall end on December 31 or such other date as the Directors shall determine.

Section 12.3: Reports: The Corporation shall furnish to any member, at such member's expense, such reports on TRAIN's operations and condition as such member may reasonably request.

Section 12.4: Bank Accounts: All funds shall be deposited in a federally insured U.S. bank or savings institution. No debts shall be incurred by or for the Corporation by any Officer, Director, or member except as authorized by a vote of the Board of Directors with the exception of the Vice President and Treasurer, who are authorized to contract for all current expenses such as postage, stationery, printing, etc., as established in a budget approved by the Board.

ARTICLE XIII

Prohibition Against Sharing in Corporate Earnings

No Director, Officer, employee of, member of a committee, or person connected with the Corporation, or

any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE XIV

Financial Obligations

Section 14.1: Budget: Prior to the close of each fiscal year, the Board of Directors shall adopt a budget of income and expenses to control the finances of the Corporation during the ensuing fiscal year.

Section 14.2: Checks: All checks, drafts, bills, exchange, notes, or other obligations or order for the payment of money shall be signed in the name of the Corporation by the Treasurer or his/her designee or by facsimile.

Section 14.3: Loans: No loans may be made by TRAIN MRO, Inc. to any Director, Officer, or member of the Corporation.

Section 14.4: Investments: The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Sections 501, 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

Section 14.5: Sale of Assets: Any stocks, bonds, or other intangible property of the Corporation which has been received by the Corporation as a gift or bequest, or in payment of a pledge or other obligation to the Corporation, or in payment for an annuity may be sold with the approval of the membership.

Section 14.6: Investment Counsel: Fidelity Investments will serve as the initial custodian and investment manager for the Corporation and will play no role in the selection of the Board of Directors. The Board of Directors may, if it deems it advisable to do so, authorize any other person or corporation selected by it to handle the investment of one or more designated parts of the Corporation's funds as attorney in fact or agent for the Corporation. Any such attorney in fact or agent may be authorized to have the stocks, bonds, or other intangible property comprising the designated part carried in a broker's account, without being registered in the name of this Corporation, provided the broker is a member of the New York Stock Exchange.

ARTICLE XV

Exempt Activities

Notwithstanding any other provisions of these Bylaws, no Director, Officer, employee, member, or other representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations

as they now exist or as they may be amended.

ARTICLE XVI

Length of Existence

The Corporation shall continue in existence as a 501(c)(3) non-profit entity in Perpetuity.

ARTICLE XVII

General Provisions

Section 17.1: Integration: This Agreement embodies the entire agreement and understanding among the Directors, Officers, and members relating to the subject matter hereof, and supersedes all prior agreements and understandings relating to such subject matter.

Section 17.2: Applicable Law: This Agreement and the rights of the Directors, Officers, and members shall be governed by and construed and enforced in accordance with the laws of the State of Ohio.

Section 17.3: Separability: In case any one or more of the provisions contained in these Bylaws or any application thereof shall be invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions contained herein and any other application thereof shall not in any way be affected or impaired thereby.

Section 17.4: Binding Effect: Except as herein otherwise provided to the contrary, this Agreement shall be binding upon, and inure to the benefit of, the Directors, Officers, and members and their respective heirs, executors, administrators, successors and permitted assigns.

Section 17.5: No Oral Modification: No waiver of this Agreement, or any part thereof, shall be valid or effective unless in writing signed by the party or parties sought to be charged therewith. No waiver of any breach or condition of this Agreement shall be deemed to be a waiver of any other subsequent breach or condition, whether of like or different nature.

Section 17.6: Variation in Pronouns: All pronouns and any variations thereof shall be deemed to refer to masculine, feminine, neuter, singular, or plural, as the identity of the person or persons may require.

Section 17.7: Specific Performance: The parties hereby declare that it is impossible to measure in money the damages which will accrue to a party hereto by reason of a failure to perform any of the obligations under this Agreement. Therefore, if any party hereto shall institute any action or proceeding to enforce the provisions hereof, any person (including the Corporation) against whom such action or proceeding is brought hereby waives the claim or defense therein that such party had adequate remedy at law and such person shall not urge in any such action or proceeding the claim or defense that such remedy at law exists.

Section 17.8: Partition: Each of the parties hereto irrevocably waives during the term of the Corporation any right that it may have to maintain any action for partition with respect to the property of the Corporation.

Section 17.9: No Third Party Rights: These Bylaws and the covenants and agreements contained herein are solely for the benefit of the parties hereto. No other person shall be entitled to enforce or make any claims, or have any right pursuant to the provisions of this Agreement.

Section 17.10: Counterpart Signatures: These Bylaws may be executed by facsimile and in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

We are proud to be a Membership-run organization!