

**SIXTH AMENDMENT TO CODE OF BYLAWS
OF
NEVADA NORTHERN RAILWAY FOUNDATION, INC.**

A majority of the members of the Board of Directors of the Nevada Northern Railway of Foundation, Inc., a Nevada non-profit corporation (the "Corporation"), and a majority of members of the City Council of the City of Ely, Nevada, a Nevada municipal corporation (the "City") approve the following amendment to Code of Bylaws of Nevada Northern Railway Foundation, Inc. (Formerly known as White Pine Historical Railroad Foundation, Inc.) dated July 11, 2016 (the "Bylaws"). This amendment to the Bylaws may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute the same instrument. A facsimile or electronic copy of this amendment or its signature page shall be accepted as an original.

A. Section 2.a of Article III of the Corporation's Bylaws is amended to read as follows:

ARTICLE III

Section 2.

a. Appointed Directors, Terms, Qualifications, Filling of Vacancies, Resignation, and Removal. The initial two (2) Appointed Directors are to be those two (2) current members of the City Council of Ely, Nevada that are appointed by the Mayor of Ely, Nevada and confirmed by the City Council (the "Initial Appointed Directors"). The term of each Initial Appointed Director is to coincide with the Initial Appointed Director's term as a member of the City Council of Ely, Nevada, unless the Initial Appointed Director dies, resigns or is removed prior to the expiration of his or her term. Any vacancy that occurs with respect to an Appointed Director, whether by death, resignation, removal, or the expiration of the Appointed Director's term, is to be filled by the Mayor of the City of Ely, Nevada, in his or her sole discretion, with consent of ~~council~~the City Council and without any approval of the Members of the Corporation; provided, however, that each vacant position of an Appointed Director must be filled by a person who is then serving as ~~an elected~~a member of the City Council of Ely, Nevada. The Mayor may not appoint himself or herself to serve as an Appointed Director, but any Mayor Pro Tem may appoint himself or herself to serve as an Appointed Director and vote on such appointment. Any successor Appointed Director will continue to serve as an Appointed Director of the Corporation until such time as his or her term as a member of the City Council of Ely, Nevada expires, unless such Appointed Director dies, resigns or is removed prior to his or her term. No Appointed Director of the Corporation may serve as an officer or employee of the Corporation, other than the Chairman of the Board or Vice Chairman of the Board.

Any Appointed Director may resign effective upon giving written notice to the Chairman of the Board and the Mayor of the City of Ely, Nevada, unless the notice specifies a later time for the effectiveness of such resignation; provided, however, that no Appointed Director may resign if the Corporation would then be left without a Director. If the resignation of the Appointed Director is effective at a future time, a successor may be selected before that time, to take office when the resignation becomes effective. Any Appointed Director may be removed from office, with or without cause, by the Mayor of the City of Ely, Nevada in his or her sole discretion, with consent of the City Council. In addition, an Appointed Director is to be removed, without further action of the Mayor of the City of Ely, Nevada, if (a) an Appointed Director has been declared to be incompetent by a court of competent jurisdiction, (b) an Appointed Director is convicted of a felony, (c) the Appointed Director has been found by a court of competent jurisdiction to have breached his or her duties to exercise his or her powers in good faith and with a view to the interests of the Corporation, (d) an Appointed Director is hired as an officer or employee of the Corporation (other than the Chairman or Vice Chairman of the Board), or (e) an Appointed Director misses, without having been excused, two (2) consecutive Board meetings, or, in any calendar year, an Appointed Director fails to attend without excuse at least fifty percent (50%) of the Board meetings. Any person removed as an Appointed Director of the Corporation upon an event described in the preceding sentence may not be re-appointed to the Board of Directors. Any vacancy of an Appointed Director occurring as a result of the resignation or removal of such Appointed Director is to be filled by the Mayor of the City of Ely, Nevada, [or the Mayor Pro Tem of the City of Ely, Nevada, as the case may be](#), in accordance with the terms of the preceding paragraph.

BOARD OF DIRECTORS OF THE CORPORATION:

Dated: _____, 2019

John Gianoli, Chairman

Dated: _____, 2019

Carl Marsh, Vice Chairman

Dated: _____, 2019

Caroline McIntosh

Dated: _____, 2019

Roger Bowers

[Signatures continue of following page.]

Dated: _____, 2019

Jim Alworth

Dated: _____, 2019

Steve Leith

CITY COUNCIL OF THE CITY OF ELY, NEVADA:

Dated: _____, 2019

Kurt Carson

Dated: _____, 2019

Michelle Beecher

Dated: _____, 2019

Ernie Flangas

Dated: _____, 2019

Ed Spear

Dated: _____, 2019

Jim Alworth

