

OKLAHOMA ROUTE 66 ASSOCIATION, INC.
BYLAWS

ARTICLE I – Name and Registered Office

The name of this organization is the Oklahoma Route 66 Association, Inc., from now on called "the Association." This corporation is not-for-profit and has its registered office at 400 E. Route 66, Chandler, OK 74834, which is within Lincoln County, State of Oklahoma.

ARTICLE II – Purpose

A. The purpose of the Association is to promote, enhance, perpetuate, and encourage the development of tourism, economic opportunities, and historic resources and landmarks along the roadways formerly known as U.S. Highway 66, Historic Route 66, or Route 66, from now on called "the Route." The Association's focus will be on that portion of the Route within the borders of the State of Oklahoma which includes the counties of: Ottawa, Delaware, Craig, Rogers, Tulsa, Creek, Lincoln, Oklahoma, Canadian, Caddo, Blaine, Custer, Washita, and Beckham. However, the Association will also take part in cooperative efforts that promote the Route's interests on a national level. The Association's activities will include fund raising, coordination of all statewide efforts, development of events statewide, economic development activities and providing assistance to communities along the Route. The Association will publish a periodic newsletter and prepare other informative materials which will be about the Route. The Association will also cooperative with and counsel governmental bodies that may consider action affecting the Route.

B. Guidelines- No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members or Board of Trustees members. The Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth herein. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III – Membership and Dues

Any individuals, families, businesses or organizations interested in membership within this Association may apply for membership in the Association. The members will conduct themselves at all times according to the current issue of Robert's Rules of Order.

The categories of membership will be as follows:

A. Individual Membership

Any person who subscribes to the purpose of the Association will be eligible for membership upon payment of annual dues as set by the Association's Board of Trustees. (See Article V) This membership category is entitled to one (1) vote in Association general business meetings.

B. Family Membership

Any family that subscribes to the purpose of the Association will be eligible for membership upon payment of annual dues as set by the Association's Board of Trustees. (See Article V) This membership category is entitled to one vote per person in attendance, not to exceed two (2) votes, in Association general business meetings.

C. Business Membership

Any business, organization, or club that subscribes to the purpose of the Association will be eligible for membership upon payment of annual dues as set by the Board of Trustees. (See Article V) This membership category is entitled to one (1) vote in Association general business meetings.

D. Founding Charter Member

This category of membership is no longer available for new members.

E. Benefactor Membership

The Benefactor member is a substantial financial contributor to the overall goals of the Association. Any individual, family, business, corporation or organization that subscribes to the purpose of the Association will be eligible for membership upon payment of annual dues. This membership category is entitled to one (1) vote in Association general business meetings and is an honorary member of the Board of Trustees. The levels of Benefactor Membership are: Bronze-\$200 + annually; Silver-\$300 + annually; Gold-\$500 + annually; Platinum-\$1000 + annually; and Titanium \$2000 + annually. The Benefactor Members will be included in Association publications by level of membership unless the member requests not to be included. Benefactor Members will have all other privileges of membership and will receive a membership certificate.

F. Lifetime membership

A qualified member shall pay a lump sum fee equal to 10 times the amount of the current membership dues to be a life member of the Association. This membership category is entitled to one (1) vote in Association general business meetings.

Conflict of Interest

The Board of Trustees shall adopt, and keep in force at all times, a Conflict of Interest policy, and shall, from time to time, review such policy for possible modification. Any duality of interest or possible conflict of interest on the part of any Trustee must be disclosed to other members of the Board of Trustees and made a matter of record, either through an annual procedure or when this interest becomes a matter of Board action. Any Trustee having a duality of interest or possible conflict of interest on any matter should not vote or use personal influence on the matter and should not be counted in determining the quorum for the meeting, even when permitted by law. The minutes of the meeting should indicate that a possible conflict of interest was disclosed, that the appropriate Trustee(s) abstained from voting and left the meeting while the possible conflict of interest was discussed and voted on, and that the quorum was present. The foregoing requirements should not be construed as preventing a Trustee with a potential conflict of interest from briefly stating a position on the matter, nor from answering pertinent questions of others on the Board of Trustees, since this knowledge may be relevant to the business of the Association.

Dues will be payable on the anniversary date of membership in the Association. Membership dues will be set by the Board of Trustees.

All voting members who live or work in Oklahoma are eligible to hold office in the Association and to serve on the Board of Trustees. All voting members, regardless of residency, are eligible to serve on committees. Each member will receive a membership card and will be entered onto the "Roll of Members" within the Association. Each member will receive a copy of each edition of the periodic newsletter provided by the Association. The newsletter will be sent by mail, email or other electronic means. All members are entitled to attend all meetings of the general membership and any Board of Trustees meeting.

ARTICLE IV – Meetings

A. Annual Meeting

There will be an annual meeting of all the membership. The fiscal year will be the calendar year. The date of the annual meeting will be determined by the Board of Trustees, at the first quarterly Board of Trustee meeting of the new year. The Board of Trustees will determine the site. This annual meeting will provide an opportunity to update the membership on the activities of the organization, to elect officers from the general membership for the current term, to confirm the District Representatives for the current year, and to transact other business as necessary for the Association. Other meetings of the entire membership will be scheduled upon a majority vote of the Board of Trustees, upon written request of sixty percent (60%) of the voting members or when called by the President (per this document, Article VI, Paragraph B1).

B. Board of Trustees Meetings

The Board of Trustees of this Association will meet at least quarterly. The dates and times of the quarterly meetings of the Board of Trustees will be determined at the first quarterly meeting of the year. The Board of Trustees meetings may be held by electronic methods. The Board of Trustees has broad powers as identified in the Articles of Incorporation and this document, and may delegate these powers to the Officers of the Association.

C. Meeting Agenda

Each item of business that will be discussed at the Association meeting will be included within an agenda and provided to the Board of Trustees before the meeting.

D. Meeting Notice

All members will receive notice of the annual meetings of the membership and any special meeting or meetings of the Board of Trustees. Said notice will be provided at least two (2) weeks before the meeting. Notification may be provided through publication in the Association's periodic newsletter or through electronic communication via email or website publication.

E. A Quorum

A quorum for transaction of business at an annual or special meeting of the general membership or a meeting of the Board of Trustees will consist of five (5) voting members attending a properly called meeting.

F. Proxies

Properly signed, received and verified proxies will be accepted for member voting at the annual or special meetings of the general membership. Proxies will not be applicable for Board of Trustees meetings.

G. Meeting Rules

All meetings will be conducted according to the Robert's Rules of Order, most recent edition.

Presumption of Agreement: A person who is present at a meeting at which action is taken on a corporate matter shall be presumed to have agreed to the decision reached unless that person enters a dissent upon the minutes of the meeting.

ARTICLE V – Board of Trustees

A. Purpose

The purpose of the Board of Trustees will be to manage and direct the general and fiscal affairs of the Association according to the Association's purpose, Articles of Incorporation, this document and the votes of its membership.

B. Powers

The Board of Trustees shall have all corporate powers to conduct business affairs that are exercisable under the statutes of the State of Oklahoma. These powers include, but are not limited to, the power to execute contracts, hold, sell, lease or mortgage its property, either personal or real property or incur debts. These powers may be delegated to the President with the Board of Trustees' explicit permission.

C. Membership

The Board of Trustees is comprised of the elected Officers of the Association and the District Representatives. The total members of the Board of Trustees may consist of a maximum of fifteen members, Officers and District Representatives: one member from each of the following counties or combined counties: Ottawa, Delaware/Craig/Rogers, Tulsa, Creek, Lincoln, Oklahoma, Canadian/Blaine/Caddo, and Custer/Washita/Beckham. The remaining positions on the Board of Trustees will be two (2) At-Large positions. District Representatives must live or work in the county they represent. However, if a position is not filled from the membership within the county, the position will be available for filling as an At-Large position during that term.

D. Vacancies

A position on the Board of Trustees will become officially vacant if the member resigns, dies, fails to pay dues, fails to comply with the By-Laws, fails to comply with Robert's Rules of Order, most recent edition, or misses three (3) consecutive Board of Trustee meetings, subject to the recommendation of the Board of Trustees. Positions that become vacant will be filled by qualified (according to Article III) Association members appointed by the Board of Trustees. All replacement Board of Trustee members will serve for the balance of their predecessor's term.

E. Responsibilities

Each Board of Trustees member will devote some time each month exclusive of time spent at annual or special meetings to the affairs of the Association. District Representatives will serve as spokespersons and general coordinators of Association activities in their respective county or counties and cooperate with their respective Vice President. The Western Counties are: Oklahoma, Canadian/Blaine/Caddo, and Custer/Washita/Beckham Counties. The Eastern Counties are: Ottawa, Delaware/Craig/Rogers, Tulsa, Creek, and Lincoln Counties. Other Board responsibilities are:

- Attend all board and committee meetings and functions, and be prepared to participate.
- Stay informed about board and committee matters; review and comment on minutes and reports.
- Keep up-to-date on developments in the Association's field.
- Follow developments in state and local areas that may affect the Association.
- Serve on a minimum of one (1) committee and offer to take on special assignments as needed.
- Maintain Association membership.
- Participate in fundraising for the Association's operations and to finance products and programs adequately.
- Inform others about the Association.
- Enhance the Association's public image.
- Manage resources effectively.
- Determine and monitor the Association's products and programs.
- Suggest nominees to the board who can make significant contributions to the work of the board and the Association.
- Follow conflict of interest and confidentiality policies.
- Assist the board in carrying out its fiduciary responsibilities such as reviewing the Association's annual financial statements.
- Participate actively in the board's annual evaluation and planning efforts.
- Participate actively in the sale of new ads for the annual Trip Guide and follow up on all previous ads.
- Distribute Trip Guides in his/her area.
- Participate actively in recruiting new memberships and follow up on renewal memberships as needed.
- Canvas elected officials and local leaders in his/her community for preservation needs and projects and who can help implement them.

F. Term of Office

Each elected Board of Trustee member will serve a two (2) year term that coincides with the Association's annual year.

ARTICLE VI – Officers

A. The Officers of this Association will consist of the President, Eastern and Western Vice Presidents, Secretary, and Treasurer and shall make up the Executive Committee.

B. The duties of each position will be as follows:

1. **PRESIDENT** – The President will be the Chief Officer of the Association. The President will preside at all meetings of the Association and be an ex-officio member of all standing committees. This person will serve as the Association's chief spokesperson and general liaison and be responsible for calling all meetings of the overall membership, the Officers, and the Board of Trustees. The President will also recommend committee appointments to the Board of Trustees for their approval. Only the President or a Vice-President may sign contracts or other binding agreements on behalf of the Association and may do that only after Board discussion and approval of any proposed contract or agreement. The President may cast a vote to break a tie. The President shall have all duties and responsibilities commonly incident to the office of President unless otherwise provided in these By-Laws.

2. **VICE-PRESIDENTS** – The Eastern and Western Vice-Presidents will assist the President and temporarily fill committee and Officer vacancies as necessary. If the President is absent from a meeting or is unavailable, either one of the Vice-Presidents may serve as acting President. The Vice-President elected in 2010 shall be the first Vice-President for the calendar year of 2010. The Vice-President elected in 2011 shall be the First Vice-President for the calendar year of 2011, alternating each year after 2011. This is to determine who will serve in place of the President when he/she is unable to do so.

3. **SECRETARY** – The Secretary will record the minutes of the general membership, Executive Committee, and Board of Trustees meetings. The Secretary will record attendance at meetings and keep accurate records of Association business.

4. **TREASURER** – The Treasurer will keep an accurate record of all financial transactions of the Association, receive and disburse all Association funds and coordinate, develop and administer in conjunction with the Executive Director an annual budget for the Association. The budget will be presented at the annual members meeting in January of each year. A financial report will be presented at each quarterly meeting of the Board of Trustees. The President, Treasurer, Executive Director and any other individual(s) designated by the President will be authorized to sign checks. Only one signature is required on a check authorized for disbursement by the Board of Trustees. (See Article IX for Executive Director check signing limitations) The Treasurer is also responsible for preparing and/or obtaining the preparation of the necessary State and Federal tax statements, forms and sales tax records, and is responsible for obtaining an audit as determined by the Board of Trustees annually. The Board of Trustees may require bonding for the position of Treasurer. The amount of the bond will be set by the Board of Trustees. In the absence of an elected Treasurer, the Executive Director may perform the Treasurer's duties until an individual is elected to fill the position.

C. **Responsibilities**

The Officers shall be the Executive Committee and will be responsible for conducting the business of the Association between meetings of the Board of Trustees.

D. **Term of Office**

Each elected Officer will serve a two (2) year term that coincides with the Association's annual fiscal year.

E. Vacancies

An Officer position shall be officially vacant if the member resigns, fails to pay dues, or misses three (3) unexcused consecutive Board meetings. An absence is considered "excused" if the President, Secretary or Executive Director receives notice of absence before the meeting. The President shall appoint, subject to the consent of the Board, an Association member to complete the term of the vacant position.

ARTICLE VII – Compensation

All Officers, District Representatives, and At Large Representatives will serve without compensation. Expenses incurred by Officers and District Representatives on behalf of the Association are reimbursable by the Association as authorized by the Treasurer. Such authorization will require written advanced notice of at least five business days. Trustees shall not receive any stated salaries for their services. Trustees may be reimbursed for their authorized out-of-pocket expenses. Requests for reimbursement of authorized out-of-pocket expenses must be accompanied by receipts for such purchased goods and/or services. When the interests of the Association require services, and a member of the Board renders such services as consistent with such member's primary occupation, it shall not be a conflict of interest for the Association to compensate such Trustee for such services as authorized by the Association provided such payment is not in connection with service on the Board of Trustees and the Trustee rendering such services does not participate in authorizing compensation.

ARTICLE VIII – Elections and Removal from Office.

A. Nominating Committee:

There will be a five member Nominating Committee selected at the October quarterly Board meeting. The Officers that are not up for election shall choose the remaining members from those District Representatives that are not up for election to make the total five. Those five shall elect a Chairman. The Nominating Committee will nominate one or more qualified members for each Officer or District Representative. The nominee information will be published in the December newsletter, mailed or emailed to the membership, and posted on the website. The Nominating Committee will count the ballots at the annual meeting and announce those that have been elected. This will be implemented beginning with the 2011 election year.

B. Each elected Officer and District Representative will serve a two (2) year term that coincides with the Association's annual fiscal year.

C. The following counties will be consolidated beginning with the 2010 election: West: Canadian, Caddo and Blaine; Custer, Washita and Beckham. East: Craig, Delaware and Rogers.

D. District Representatives serving on the Board of Trustees will be elected by the general membership. The District Representatives from Ottawa, Custer/Washita/Beckham, Creek, and Delaware/Craig/Rogers counties will be elected one year and the District Representatives from Oklahoma, Lincoln, Tulsa and Canadian/Caddo/Blaine counties the next year.

E. The President, Eastern Vice-President, and Secretary will be elected one year and the Western Vice-President and the Treasurer the next year.

F. Removal from Office

Any Officer or District Representative may be removed by a two-thirds (2/3) vote of the Board of Trustees at any meeting of the Board. Any Officer may resign at any time and said resignation shall be effective upon receipt by the Secretary, unless the Officer designated a different effective date and the Board consents to such a different date. In the event the President resigns, a Vice-President may act as President and the Board shall select a new Vice-President at the next meeting of the Board. The President shall appoint and the Board shall approve filling any other vacancies in any office at any subsequent meeting of the Board

ARTICLE IX – Executive Director

The Executive Director shall serve as administrator of operations and is not a member of the Board of Trustees. The specific role of the Executive Director will be defined by the Board of Trustees, as needed. The Executive Director is authorized to sign checks up to \$250 for recurring and periodic expenses such as rent, utility bills, and office supplies, but not the Executive Director's payroll check.

ARTICLE X – Committees

A. Purpose

The Board of Trustees will not serve as a committee of the whole. The Board of Trustees may establish committees as needed. Those committees having expenses must submit a budget to the Budget Committee by November 1st of each year.

B. Membership

All current members of the Association will be eligible to serve on Association committees or as Chairpersons for those committees.

C. Executive Committee

The five (5) Officers will serve as the Association's Executive Committee that will make routine executive decisions for the Association between meetings when it is not possible to poll the Board of Trustees in a timely manner. The President or any two members of the Executive Committee may call an executive committee meeting. The Executive Committee, in conjunction with the Executive Director, will also administer the Association's annual budget. The Executive Committee will serve as the Budget Committee. The Budget Committee must present a balanced budget to the Board of Trustees at the annual general membership meeting in January of each year. The Executive Committee will also serve as the By-Laws Committee.

D. Special Committees

The President, with approval of the Board of Trustees, may appoint Special Committees to study Association activities or issues not under the jurisdiction of other committees and make recommendations on those activities and issues to the Board of Trustees or take other action as directed by the Board of Trustees.

E. Standing Committees:

The President shall appoint and the Executive Committee shall approve the following Standing Committees:

1. Events Committee
 - Cruise Committee
 - Hall of Fame Committee
 - Fundraising Committee
 - Special Events Committee
2. Preservation Committee
 - Keep Route 66 Beautiful Committee
3. Membership Committee
4. Marketing Committee
5. Communications Committee

ARTICLE XI – Sanctioning

Any individual, member of the Oklahoma Route 66 Association, business, organization, or club wishing to use the Association's name, logo, or other Association property with an event, fundraiser or other activity is required to obtain permission in writing from the Board of Trustees.

ARTICLE XII – Fiscal Year

The fiscal year for the Association will be the calendar year January 1 through December 31 of each year beginning January, 2010.

ARTICLE XIII – Amendments

The Board of Trustees may amend or otherwise modify these Bylaws by a two-thirds vote of the Board of Trustees. (Refer to Article IV, section E for quorum.)

ARTICLE XIV – Governing Laws/Corporate Dissolution

The Association, its Officers, and its Board of Trustees will abide by and comply with all applicable sections of state and federal laws, including Oklahoma's general corporation law, and will govern itself as a nonprofit corporation as authorized within the State of Oklahoma. In the event that the Association should dissolve, all assets of the Association will be transferred to a similar nonprofit corporation according to applicable state and federal laws.

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