

OKLAHOMA ROUTE 66 ASSOCIATION, INC.
BYLAWS

ARTICLE I – Name

The name of this organization is the Oklahoma Route 66 Association, Inc., from now on called "the Association." This corporation is not-for-profit.

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 cooperate 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 Directors. 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 Directors. (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 Directors. (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 Directors. (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. This special classification was available to any new members that joined the Association at any level before December 31, 1989.

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. 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.

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 Directors 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 Board member must be disclosed to other members of the Board of Directors and made a matter of record, either through an annual procedure or when this interest becomes a matter of Board action. Any Board member 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 Board member(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 Board member 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 Directors, since this knowledge may be relevant to the business of the Association.

Membership Dues

Dues will be payable on the anniversary date of membership in the Association. Membership dues at all levels will be set by the Board of Directors.

Membership Eligibility for Participation

All voting members who live or work in Oklahoma are eligible to hold office in the Association and to serve on the Board of Directors. All voting members, regardless of residency, are eligible to serve on committees.

Membership Other

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 Directors meeting with the exception of Executive Sessions.

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 Board of Directors will determine the site. Unless otherwise specified in the last quarterly meeting of the previous year, the Annual Meeting will coincide with the first quarterly Board of Directors meeting of the new year. 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. Special meetings of the entire membership will be scheduled upon a majority vote of the Board of Directors, 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 Directors Meetings

The Board of Directors of this Association will meet at least quarterly. The dates and times of the quarterly meetings of the Board of Directors will be determined at the last quarterly meeting of the previous year. The Board of Directors meetings may be held by electronic methods. The Board of Directors 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 Directors by the Friday 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 Directors. 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 Directors will consist of five (5) voting members attending a properly called meeting.

F. Proxies

Properly signed, received, and verified proxies will be accepted by the Secretary or, in their absence the President, for member voting at the annual or special meetings of the general membership. Proxies will not be applicable for Board of Directors meetings.

G. Meeting Rules

All meetings will be conducted according to 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 Directors

A. Purpose

The purpose of the Board of Directors 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 Directors 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 Directors' explicit permission.

C. Membership

The Board of Directors is comprised of the elected Officers of the Association and the District Representatives. The total members of the Board of Directors 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 Directors 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 Directors 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 Directors meetings, subject to the recommendation of the Board of Directors. Positions that become vacant will be filled by

qualified (according to Article III) Association members appointed by the Board of Directors. All replacement Board of Directors members will serve for the balance of their predecessor's term.

E. Responsibilities

Each Board of Directors 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 their area.
- Participate actively in recruiting new memberships and follow up on renewal memberships as needed.
- Canvas elected officials and local leaders in their community for preservation needs and projects and who can help implement them.

F. Term of Office

Each elected Board member will serve a two (2) year term that coincides with the Association's annual year. There are no term limits and Board members may serve unlimited consecutive terms.

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 Directors. The President will also recommend committee appointments to the Board of Directors 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 common to the office of President unless otherwise provided in these By-Laws.

2. **PAST PRESIDENTS** – Oklahoma Route 66 Association past presidents will serve as ex officio Board of Directors members. They cannot vote on board items and will serve only in an advisory capacity. Ex-officio members have all the rights of membership and thus may serve in the capacity as any other member.

3. **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 Western Vice-President shall be the First Vice-President for even calendar years. The Eastern Vice-President shall be the First Vice-President for odd calendar years, alternating each year after that. This is to determine who will serve in place of the President when they are unable to do so.

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

5. **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 an annual budget in conjunction with the Executive Director for the Association. The budget will be presented at the annual members meeting in the first quarter of each year. A financial report will be presented at each quarterly meeting of the Board of Directors. 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 Directors. (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 Directors annually. The Board of Directors may require bonding for the position of Treasurer. The amount of the bond will be set by the Board of Directors. 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 Directors.

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, 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) 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. Directors shall not receive any stated salaries for their services. Board members 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 Board member for such services as authorized by the Association provided such payment is not in connection with service on the Board of Directors and the Board member rendering such services does not participate in authorizing compensation.

ARTICLE VIII – Elections and Removal from Office.

A. Nomination Process:

A call for nominees is sent to Association Members after the last meeting of the year prior to the election. Nominees are collected and eligibility is confirmed by the Executive Director or a member of the Executive Committee that is not up for election. At the Annual Meeting, nominees will be named and ballots will be cast for each position up for election. If only one nominee exists for a given position, a show of hands is an acceptable vote. The newly-elected Board Members will be announced in the next Association newsletter.

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 were consolidated beginning with the 2010 election and remain so: West: Canadian, Caddo and Blaine; Custer, Washita, and Beckham. East: Craig, Delaware, and Rogers.

D. District Representatives serving on the Board of Directors 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 Directors at any meeting of the Board. Any Officer may resign at any time and said resignation shall be effective upon receipt by the Secretary or President unless the Officer designated a different effective date and the Board consents to such a different date. The President shall appoint and the Board shall approve filling any other vacancies in any office at any subsequent meeting of the Board. In the event the President resigns, the current First Vice-President may act as President for the remainder of the President's term and the Board shall select a new Vice-President at the next 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 Directors. The specific role of the Executive Director will be defined by the Board of Directors, 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

5. Purpose

The Board of Directors will not serve as a committee of the whole. The Board of Directors 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 Directors 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 Directors 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 Directors, 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 Directors or take other action as directed by the Board of Directors.

E. Standing Committees:

1. The President shall appoint and the Executive Committee shall approve the following Standing Committees: Events and Marketing Committee
 - a. Includes cruises, bi-annual Hall of Fame, and Special Events
2. Preservation Committee
 - a. Includes Keep Route 66 Beautiful
3. Membership Committee
4. Fundraising and Resource Development 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 Directors.

ARTICLE XII – Fiscal Year

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

ARTICLE XIII – Amendments

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

ARTICLE XIV – Governing Laws/Corporate Dissolution

The Association, its Officers, and its Board of Directors 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.

Original Draft: October 28, 1989

Revised: November 11, 1989

Revised: October 10, 1990

Revised: January 11, 1997
Revised: March 9, 2003
Revised: January 23, 2005
Revised: January 10, 2010
Revised: October 17, 2010
Revised: April 17, 2011
Revised: July 12, 2015
Revised: April 28, 2019
Revised January 23, 2022
Revised April 16, 2023