

**ROUTE 66 ASSOCIATION OF ILLINOIS
BYLAWS**

ARTICLE I:

NAME AND LOCATION

The name of this organization is the Route 66 Association of Illinois; it will be referred to in these Bylaws as the Association. It shall be a not-for-profit corporation with its registered office in the State of Illinois. The principal office of the Association shall be at 110 W. Howard, Pontiac, IL 61764. The Board of Directors may change the location of the principal office to any location in Livingston County, IL.

ARTICLE II:

PURPOSE AND GUIDELINES

A. PURPOSE

The specific purpose for which this publicly supported association is formed is exclusively charitable, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, and is to concern itself with providing education , preserving and supporting the past, present, and future of US Highway Route 66. Its focus shall be on that portion of Route 66, which lies within the borders of the State of Illinois, although it will also take part in cooperative efforts, which promote the highway's interest on a national level. Its primary activities shall be to preserve the highway and its artifacts; publish a newsletter and other informational materials; and, to cooperate and counsel with other organizations and governmental bodies which may consider actions affecting the highway.

B. GUIDELINES

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that 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. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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

A. GENERAL MEMBERSHIP

Any individual who subscribes to the purpose of the Association shall be eligible for membership upon payment of annual dues as set by the Association's Board of Directors.

B. FAMILY MEMBERSHIP

Any family which subscribes to the purpose of the Association, shall be eligible for membership upon payment of annual dues as set by the Association's Board of Directors.

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C. BUSINESS MEMBERSHIP

Any business, which subscribes to the purpose of the Association, shall be eligible for membership upon payment of annual dues as set by the Association's Board of Directors.

D. LIFETIME MEMBERSHIP

Any business, organization, family or individual who subscribes to the purpose of the Association shall be eligible for membership upon payment of a single one-time sum as set by the Association's Board of Directors.

E. DUES

Dues shall be \$20 a year for general membership for 1 person, \$30 a year for a family membership which would include 2 votes. Lifetime membership for individuals and family is \$250. Dues are \$50 a year for businesses and organizations, and \$500 for a lifetime membership. International membership dues are \$75 a year due to increased costs of communications with members living outside the United States. No Lifetime International Membership is available. All categories, other than family membership, would include one vote. Dues are payable upon joining the Association. Dues may be changed only by a two-thirds vote of the Board of Directors.

F. MEMBERSHIP PRIVILEGES

All members shall be eligible to hold office in the association and serve on its Board of Directors and on committees. All members shall be eligible to attend all meetings of the Association except those portions of Board of Directors meetings, which deal with personnel matters of any employees the Association may have and as otherwise provided in Article VIII, paragraph E.7 Elections. Each member shall receive a copy of general mailings of the Association, and other benefits voted on by the Association's Board of Directors.

G. VOTING

PERSONS MAY CHOOSE MEMBERSHIP IN MORE THAN ONE CATAEGORY, BUT SHALL BE PERMITTED ONE VOTE PER MATTER. IN CASE OF FAMILY MEMBERSHIPS, THOSE FAMILY MEMBERS EACH RECEIVE ONE VOTE PER MATTER. EACH FAMILY MEMBER MUST BE PRESENT TO CAST THEIR INDIVIDUAL VOTE, MAXIMUM OF TWO VOTES PER FAMILY MEMBERSHIP.

ARTICLE IV: **MEETINGS**

A. ANNUAL MEETING

Members shall meet annually on the third Sunday in October beginning at 10:30 a.m. at the Museum in Pontiac Illinois unless the Board of Directors determines a different site or time. The purpose shall be to elect Association officers and Board members, and to transact other business as may be properly brought before the Association.

B. PERIODIC MEETINGS

Including the annual meeting, members shall meet at least once each quarter to review current Association activities, plan future projects, and transact other business as may be properly brought before the Association.

C. Board of Directors Meetings

The Association's officers and Board of Directors shall meet quarterly to conduct the business of the Board as stated in Article V of these Bylaws.

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D. MEETING AGENDA

Discussion priority of all Association meetings shall go to those matters submitted in advance by the President and published on the meeting's agenda.

E. MEETING NOTICE

The Corresponding Secretary shall, at the direction of the President, send notice to all members of any annual, periodic, or Board of Directors meeting at least three weeks prior to the meeting.

F. QUORUM

A minimum of ten (10) members attending a properly called annual or periodic general meeting shall constitute a quorum for transaction of the meeting's business. A simple majority of current Board members shall constitute a quorum at Board of Directors meetings.

G. PROXIES

Only members present at a meeting may vote on matters considered at that meeting except as otherwise provided in Article VIII, Paragraph E.7 Elections.

H. RULES OF THE MEETING

All meetings shall be conducted according to Robert's Rules of Order.

ARTICLE V:

BOARD OF DIRECTORS

A. PURPOSE

The purpose of the Board of Directors shall be to manage and direct the general and fiscal affairs of the Association in accordance with the Association's purpose, Bylaws and the votes of its members.

B. MEMBERSHIP

The Board of Directors shall consist of the Directors and the Officers of the Association. Directors shall include one geographic member from each of the Illinois counties which Route 66 traversed. These are: Cook, DuPage, Will, Grundy, Livingston, McLean, Logan, Sangamon, Montgomery, Macoupin, Madison, and St. Clair. The Directors shall also include five (5) at-large members.

C. ELECTION

At-large Board members will be elected by the general membership. Geographic members must live in the county they represent and must be elected by Association members also living in that county. If no candidate is available from a geographic county, any member is eligible to serve in that capacity. The qualifications of the Directors of the Association shall be as follows: (i) attain the age of eighteen (18) years or over and (ii) commitment to the Association's mission and purpose.

D. VACANCIES

A Board 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 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.

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E. RESPONSIBILITIES

Each Board member shall serve as spokesperson and general coordinator of Association activities in the county he/she represents. At-large Board members shall serve wherever needed. The Board of Directors shall direct and monitor the activities of the Association's officers. Twice yearly each Board member will traverse the historic road sections of their county taking notice of all historic sites, road conditions, and the condition of signs provided by IDOT. Once a year each Board member will report their findings to the Board of Directors in an effort to maintain good driving conditions for tourists.

F. EX OFFICIO BOARD MEMBERS

The Board of Directors, by a majority vote, may appoint as an Ex Officio Board Member any Association member whose record of service and dedication to Route 66 and the Association is exemplary, but who cannot or chooses not to assume the full responsibilities of regular Board membership. Such an appointment shall be honorary and shall be for the lifetime of the appointee, but shall not be a voting position.

G. MANNER OF ACTING

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these By-laws or the Articles of Incorporation.

H. COMPENSATION

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

I. 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 Director 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 Director 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 Director(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 Director 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.

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J. BOARD POWERS

Subject to the limitations of the Articles of Incorporation, the General and Not-for-Profit Corporation Laws of the State of Illinois, the Board of Directors shall exercise all corporate powers. The Board of Directors shall have, without prejudice or limitations on general powers, the following specific powers:

- a. To select and remove agents and employees of the Association, prescribe such duties and powers for them as may not be inconsistent with law, the Articles of Incorporation, or the By-laws, fix their compensation and require from them security for faithful service.
- b. To conduct, manage and control the affairs and business of the Association and to make such rules and regulations therefore not inconsistent with law, the Articles of Incorporation or By-laws as the Board deems best.
- c. To borrow money and incur indebtedness from any lawful source for the purpose of the Association, and to cause to be executed and delivered therefore, in the corporate name, any Indicia of indebtedness.
- d. 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 or files a written dissent with the Secretary within five (5) days after the meeting adjourns. A person who voted in favor of such action has no right to such dissent.

ARTICLE VI:

OFFICERS AND PERSONNEL

A. OFFICERS

THE OFFICERS OF THE ASSOCIATION SHALL BE PRESIDENT, VICE PRESIDENT, RECORDING SECRETARY, CORRESPONDING SECRETARY AND TREASURER. THE BOARD OF DIRECTORS MAY ESTABLISH ADDITIONAL OFFICER POSITIONS AS THE BOARD DEEMS NECESSARY. THE OFFICES SHALL BE PRINCIPAL MEMBERS OF THE BOARD WITH THE RIGHT TO VOTE ON ALL QUESTIONS PUT TO THE BOARD.

B. PRESIDENT

The President shall be the chief executive and administrative officer of the Association, shall preside at all state level meetings and Board of Director meetings of the Association, shall be an ex officio member of all standing committees, shall serve as the Association's chief spokesperson and general liaison, shall be responsible for calling special meetings as required, and shall recommend nominations in addition to committee appointments to the Board for approval. Only the 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 make or 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.

C. VICE PRESIDENT

The Vice President shall assist the President and shall temporarily fill committee and office vacancies as necessary, and perform all duties incident to the Office of Vice President and as the President or the Board from time to time assign. The Vice President will succeed to the Office of President upon an interim or permanent vacancy in such office

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D. RECORDING SECRETARY

The Recording Secretary shall record the minutes of general and Board meetings, shall record attendance at such meetings, and shall coordinate all general mailings of the Association except that of the Newsletter. Written minutes of the meetings will be mailed to the officers and Board members within thirty (30) days following adjournment of the meeting. The Recording Secretary shall be the custodian of the Association records and of the Seal of the Corporation; shall keep a register of the address, phone contact number, and/or email address of each member which shall be furnished to the Recording Secretary by each member, and perform all duties incident to the office of Recording Secretary and as the President or the Board may from time to time assign.

E. CORRESPONDING SECRETARY

The Corresponding Secretary will handle all general inquiries concerning information and activities of the Association and the Route.

F. TREASURER

The Treasurer shall keep an accurate record of all financial transactions of the Association, shall receive and disburse all Association funds, shall prepare and file sales tax and income tax reports, shall coordinate development and administration of an annual budget for the Association, and shall be audited annually by individuals or firms selected by the Board. To allow for an orderly transition after an election, the term of this office shall begin and end two months after the terms of all other officers.

G. ADDITIONAL OFFICER DUTIES

EITHER THE BOARD OR THE PRESIDENT MAY SET DUTIES BEYOND WHAT IS DEFINED IN THE BYLAWS .

H. NEWSLETTER EDITOR

The Newsletter Editor shall be appointed by the Board and shall coordinate and oversee production and distribution of the Association Newsletter. Since this is an appointed position and not an elected one, the Newsletter Editor is neither an officer nor a Board member. Appointed by the President with approval by the Board, the Newsletter Editor will serve a two-year appointment. Appointment to this position will run concurrent with the term of President. There will be no limit to the number of two-year appointments a member can serve as Newsletter Editor.

I. MEMBERSHIP DIRECTOR

The Membership Director shall be appointed by the Board and will handle all membership materials including all new and renewing members. The Membership Director will maintain an accurate and up-to-date membership list and will provide that list to officers and Board members upon request. Since this is an appointed position and not an elected one, the Membership Director is neither an officer nor a Board member. Appointed by the President with approval by the Board, the Membership Director will serve a two-year appointment. Appointment to this position will run concurrent with the term of President. There will be no limit to the number of two-year appointments a member can serve as Membership Director.

J. TERM OF OFFICE

Each elected officer shall serve a two-year term, which coincides with the Association's fiscal year, except as noted in Article VI, Section F. If an officer moves from one elected office to another during the term of his office, the vacated position will be filled by a member elected by the general membership at the same annual meeting.

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K. ATTENDANCE

All candidates for office shall attend the annual meeting when elections are held. Exceptions to this rule must be approved in advance by the President.

L. WEBSITE COORDINATOR(S)

THE WEBSITE COORDINATOR(S) SHALL BE APPOINTED BY THE PRESIDENT WITH APPROVAL FROM THE BOARD AND SHALL BE THE LIAISON TO THE WEBMASTER TO ENSURE WEBSITE ACCURACY. SINCE THIS IS AN APPOINTED POSITION AND NOT AN ELECTED ONE, THE WEBSITE COORDINATOR(S) IS NEITHER AN OFFICER NOR A BOARD MEMBER THEREFORE, THE POSITION HAS NO VOTE. APPOINTED BY THE PRESIDENT WITH APPROVAL BY THE BOARD, THE WEBSITE COORDINATOR(S) WILL SERVE A TWO-YEAR APPOINTMENT. APPOINTMENT TO THIS POSITION WILL RUN CONCURRENT WITH THE TERM OF PRESIDENT. THERE WILL BE NO LIMIT TO THE NUMBER OF TWO-YEAR APPOINTMENTS A MEMBER(S) CAN SERVE AS WEBSITE COORDINATOR(S).

M. MUSEUM (S) CURATOR:

The Museum Curator will oversee the daily operation of the Museum(s). The Curator will confer, as needed, with the Museum Committee. The Curator will be responsible for cataloging, recording and keeping of all artifacts and issuing receipt(s) to donator(s). The Curator will have control of storage of artifacts when not on display. All museum artifacts and records will be stored at the Museum in Pontiac, IL. There is to be no off-site storage of Association artifacts and records. The Curator will be the contact person between Hall of Fame Members, public, Association members and tourism. Since this is an appointed position and not an elected one, the Curator is neither an officer nor a Board member therefore, the position has no vote. Appointed by the President with approval by the Board, the Museum(s) Curator will serve a two-year appointment. Appointment to this position will run concurrent with the term of President. There will be no limit to the number of two-year appointments a member can serve as Museum(s) Curator.

1. Museum(s) Assistant Curator: Duties as assigned by curator. Since this is an appointed position and not an elected one, the Museum(s) Assistant Curator is neither an officer nor a Board member therefore, the position has no vote. Appointed by the President with approval by the Board, the Museum(s) Assistant Curator will serve a two-year appointment. Appointment to this position will run concurrent with the term of President. There will be no limit to the number of two-year appointments a member can serve as Museum(s) Assistant Curator.

N. Museum(s) Liaison(s)

Museum(s) Liaison(s) is the official contact person(s) between host city of the museum(s) and the Route 66 Association of Illinois. Since this is an appointed position and not an elected one, the Liaison(s) is neither an officer nor a Board member therefore, the position has no vote. Appointed by the President with approval by the Board, the Museum(s) Liaison(s) will serve a two-year appointment. Appointment to this position will run concurrent with the term of President. There will be no limit to the number of two-year appointments a member can serve as Museum(s) Liaison(s).

O. Museum Tour Director:

The Museum Tour Director works with the tourism department in the host city arranging scheduled tours through the museum. This position is also responsible to coordinate all tours from outside sources that give advanced notice. When possible this position must give advanced notice to the Museum Curator and/or Assistant Curator of scheduled tours. The Tour Director is responsible for the training of Museum Guides and is joined by the Curator and Assistant Curator in working with the tour guides provided by the city of Pontiac. Since this is an appointed position and not an elected one the Tour Director is neither an officer nor a Board member therefore, the position has no vote. Appointed by the President with approval by the Board, the Museum Tour Director will serve a two-year appointment. Appointment to this position will run concurrent with the term of President. There will be no limit to the number of two-year appointments a member can serve as Museum Tour Director.

ARTICLE VII:

ELECTION TO AND REMOVAL FROM OFFICE

A. ELECTION

The Association shall elect Officers and Board members at its annual meeting. Approximately one half of all at-large and geographic Board members shall be elected each year and the other half the next year. The President, Recording Secretary, and Corresponding Secretary shall be elected one year, and the Vice-President and Treasurer the next year. New Officers and Board members shall assume their positions November 1.

B. REMOVAL

Any Director or Officer may be removed by a two-thirds (2/3) vote of the full 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 Recording Secretary, unless the Officer designated a different effective date and the Board consents to such a different date. In the event the President resigns, the Vice President shall assume the office of 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 VIII:

COMMITTEES

A. PURPOSE

The Association's Board of Directors shall not serve as a committee of the whole. Principle discussion, planning and implementation of Association business shall be conducted by standing or special committees, subject to review by and direction of the Board of Directors.

B. MEMBERSHIP

All current members of the Association shall be eligible to serve on Association committees.

C. APPOINTMENT

The Association President shall submit committee appointments at Board of Directors meetings for Board approval. Committee Chairpersons shall be appointed by the President, subject to consent of the Board.

D. REPORTING

All committees shall operate under the direction of the Bylaws. At each periodic meeting there shall be a report given to the Association for Board approval.

E. STANDING COMMITTEES

1. Executive Committee

The officers and two Board members selected by the Board of Directors shall serve as the Association's Executive Committee, which shall make non-routine executive decisions for the Association in between meetings when it is not possible to poll the Board of Directors in a timely manner.

2. Nominating Committee

The Nominating Committee will annually determine the slate of candidates, prepare the ballot, and conduct the election at the annual meeting. The Committee shall be appointed at the periodic meeting prior to the annual meeting.

3. Bylaws Committee

The Bylaws Committee shall review and implement corrections, additions, and deletions to the Association Bylaws.

4. Finance Committee

The Finance Committee shall review the handling of all monies of the Association, advise and oversee the office of Treasurer. The Finance Committee shall meet quarterly to review the Association's financial condition. A report of that condition will be made at the next quarterly meeting of the Association's Board of Directors.

5. Preservation Committee

The Preservation Committee shall develop and support efforts to preserve the Highway in the State of Illinois. They shall study and recommend projects that can be enhanced with Association involvement.

6. Motor Tour Committee

The Motor Tour Committee shall organize and promote the annual motor tour of the Association, involving a joint effort of both the Association membership and the communities along Route 66. Board members are expected to actively participate in the motor tour.

7. Hall of Fame Committee

The Hall of Fame Committee shall annually elect members to the Hall of Fame and organize the induction ceremony. They shall coordinate with the Tour Committee with respect to the Saturday night banquet and installation of new members. The Hall of Fame Committee Chairman will nominate, and the Hall of Fame Committee will approve, a member to handle correspondence with all Hall of Fame members.

Purpose

The Hall of Fame is a program and committee of the Route 66 Association of Illinois. Its purpose is to honor and commemorate those people, places, businesses and events that helped give Route 66 such special character and historical status in Illinois.

Governance

The Hall of Fame committee shall operate in accordance with the Association bylaws. As necessary, it may develop internal procedures, so long as they are accordant with the bylaws.

Functions

The committee shall solicit nominations to the Hall of Fame, elect new Hall of Fame members, manage induction ceremonies and shall work with the motor tour committee.

Nominations

The committee shall solicit nominations to the Hall of Fame between January 1 and February 28 of each year. Nominations received at other times shall be considered in the following year. Nominations must include accurate documentation or declaration of the Nominee's qualities, deeds and history on Route 66 that merit this honor. All nominations considered, but not elected, will automatically be reconsidered the following year.

Eligibility for Election

To qualify for election to the Hall of Fame, nominees must have made significant contributions to the character or history of the Illinois portion of Route 66 from 1926 to 1977 while it was an official United States highway in the state.

Elections:

Committee members shall meet during the first half of each March to elect at least two new Hall of Fame members. Only committee members may attend this meeting. Before voting, members shall decide how many new Hall of Fame members merit election that year. After discussion of the nominations, each committee member may then vote for that many candidates. A member may not cast multiple votes for a single candidate. However, members may submit proxy votes for specific nominees to the committee chairman.

Committee Composition:

The Hall of Fame committee shall include five members appointed by the Association president. The president shall appoint three previous Hall of Fame members, four members selected for their historical knowledge of Route 66, the manager of the Hall of Fame display and program, and the Preservation Committee chairman. The Association president may be an appointed or an ex officio member of the committee. Members appointed by the president shall serve until the next regularly scheduled presidential election.

Honors

The recipient(s) shall be honored at the Hall of Fame banquet. They shall be the guest(s) of the Association for dinner and allowed to bring one guest with no cost to them to this and all future Hall of Fame banquets during the recipient(s) lifetime. The recipient(s) shall receive a plaque to commemorate this honor and a like plaque shall be provided to the Hall of Fame museum for display. The recipient(s) shall receive a lifetime membership. If the recipient(s) is currently a life member of the Association the paid membership shall not be reimbursed. This award and the honors as stated above cannot be inherited nor is it transferable.

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7a. Illinois Route 66 Association Tom Teague Ambassador Award

Purpose

The Illinois Route 66 Association Tom Teague Ambassador Award is a program administered by Hall of Fame Committee of the Route 66 Association of Illinois. Its purpose is to honor and commemorate the exceptional person or persons who have excelled in the education, promotion and restoration of Route 66 in Illinois since the decommissioning in 1977.

Functions

The committee will accept nominations for the Tom Teague Ambassador Award only from the Route 66 Association of Illinois Board of Directors or the Hall of Fame Committee for consideration of selection for the award. Nominations must include accurate documentation or declaration of the nominee's contributions, qualities and activities to promote Route 66, since the decommissioning, that merit this honor.

Eligibility for election

To qualify for election to the Tom Teague Ambassador Award nominees must have made significant contributions to Illinois Route 66 through:

- A. extensive work in exposing the general public to the story of Route 66 in Illinois using lectures, presentations, photo exhibits video or recorded programs, **and**
- B. Authorship of a published book on Route 66 in Illinois and/or the entire Route, **and**
- C. Recipient of one of the National Route 66 Awards.

Elections

Committee Members may elect a new Illinois Route 66 Association Tom Teague Ambassador Award recipient during the annual Hall of Fame Committee meetings. This award is not anticipated to be an annual award. It is reserved for the truly exceptional individual who has provided outstanding benefits to the Route 66 Association of Illinois for an extended period of years. Paper Ballots will be used in the election.

Honors

The recipient shall be honored at the Hall of Fame banquet. They shall be the guest of the association for dinner and allowed to bring one guest with no cost to them to this and all future Hall of Fame Banquets during the recipient's lifetime. The recipient shall receive a plaque to commemorate this honor and a like plaque shall be provided to the Hall of Fame Museum for display. The recipient will receive a free lifetime membership.

Exceptions

This award does not qualify the recipient to receive Hall of Fame status. If the recipient is currently, a lifetime member of the association the paid membership fee shall not be reimbursed. This award and the honors as stated above cannot be inherited nor is it transferable.

8. Museum Committee

Museum Committee oversees the functions of the curator and assistant curator. Shall meet when needed to review major decisions pertaining to any and all museums and displays in control of the Route 66 Association of Illinois. Maintain any and all Hall of Fame displays in locations approved by the Board of Directors.

F. 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.

ARTICLE IX:

AMENDMENTS

Members present at a General Membership meeting of the Association may make suggestions for consideration to amend or otherwise modify these Bylaws by a majority vote. The Bylaw Committee prior to the next quarterly meeting will review all suggestions for consideration. The Bylaw Committee will present suggested changes for approval at the next quarterly General Membership meeting. Amendments and/or modifications to the Bylaws that are presented by the Bylaw Committee may be voted upon at the General Membership meeting of presentation, no further waiting period is required.

ARTICLE X:

STATEMENT OF NON-PROFIT STATUS

The Association, its officers, and its Board of Directors shall abide by and comply with all applicable sections of all state and federal laws, including Illinois' General Not for Profit Corporation Act of 1986: which governs its certified status as a not-for-profit corporation. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XI:

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

A. The Association shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that the person is or was a director, officer, employee, or agent of the Association, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conflict was unlawful.

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B. The Association shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances, of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

C. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections A and B above, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred in connection therewith.

D. Any indemnification under Sections A and B above (unless ordered by the Court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections A and B above. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not attainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

E. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any contract, agreement, vote of share holders of disinterested directors or otherwise, both as to action in an official capacity and as to action in other capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit to their heirs, executors, and administrators of such a person.

F. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is, or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by such person in any such capacity, or arising out of status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this article.

April 19, 2009

