

**ROUTE 66 ASSOCIATION OF ILLINOIS
BYLAWS**

ARTICLE I:

NAME AND LOCATION

The name of this organization is the Route 66 Association of Illinois. The Route 66 Association of Illinois will be referred to as the Association and the Board of Directors will be referred to as Board Members in this document.

The Association 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 Illinois.

ARTICLE II:

PURPOSE AND GUIDELINES

A. PURPOSE

The specific purpose for which this publicly supported association 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.

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.

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

Only preexisting Lifetime Members as of December 15, 2013, and future Hall of Fame Inductees maintain this type of membership.

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. Dues are \$50 a year for businesses and organizations membership. 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

Each member may choose membership in more than one category but shall be permitted only one vote per matter. Each family member must be present to cast their individual vote, maximum of two votes per Family membership. In case of Family memberships, those family members EACH RECEIVE one vote per matter.

To be eligible to vote, each voting member new and renewing must have their dues recorded as paid in full in the association records by the membership chairman one-month prior to elections.

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.

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

All members will be notified via the newsletter, website, or Facebook 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.

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 renew membership within thirty (30) days after due date, or misses two (2) unexcused 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.

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 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.

All expenses authorized by the Board and including essential purchases to Officers and Board Members duties may be reimbursed up to the amount of money approved in the annual budget. Any amount intended to be submitted for reimbursed that is over the budget must first be approved by the finance committee. Association general membership must have prior approval from the finance committee for any reimbursement.

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.

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 officers 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 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

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 sent 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 quarterly to the Recording Secretary by the membership chairman 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. The treasurer shall provide original quarterly bank statements for the board to review at each board meeting.

G. ADDITIONAL OFFICER DUTIES

Either the Board or the president may set duties beyond what is defined in the bylaws.

- a. The association checking account must have three people who hold the following positions on the account. The positions are the current President, the current Treasurer and one person as approved by the board. They will have the authority to sign/issue checks with only one of three signatures required to issue a check.
 1. The treasurer must send an email weekly listing all money paid out and checks issued to the persons authorized to sign checks.
 2. All persons authorized to sign checks must have access to the association checking account on-line banking.

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 the Recording Secretary quarterly and the officers and Board members upon request. The membership list will not be used by any outside interest. 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.

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. and at the Morrisey Self Storage located at 903 Morrisey in Bloomington, IL. and off-site as approved by the Board. 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. HISTORIAN

The Historian shall research and record historic information related to Route 66 as it relates to Illinois, as well as for the Association itself. This can and should include contemporary information that is deemed to have an historic impact on either.

The Historian will work in concert with all related entities within the Association, such as the Recording Secretary, Preservation Committee Chairman, and the Museum Curator. The Historian can submit input to the Association newsletter and website for publication.

All historical information collected by the Historian and the historical CD with 25 years of Newsletters shall be maintained by the recording secretary as described in ARTICLE XI: Record Retention and Destruction section E. Association Record Keeping.

The Historian 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 the historian can serve.

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 FROM OFFICE, DIRECTORSHIP OR APPOINTMENT

Any Officer, Director or Appointee may be removed from their position by a two-thirds (2/3) vote of the Board of Directors at any Board of Directors meeting. Any Officer, Director or Appointee may resign their position and said resignation shall be effective upon receipt by the Recording Secretary, unless the Officer, Director or Appointee has designated a different 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, Directorship or Appointment 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

At the Winter Quarterly Meeting 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. The treasurer will provide the original quarterly bank statements to the committee to review at each quarterly meeting. 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. 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, businesses, attractions 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. Nominations shall be received by December 31st prior to the meeting. All other nominations received after the deadline shall be considered 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. Nominations considered, but not elected, will automatically be reconsidered the following year up to a maximum of three consecutive years. Nominations not considered, shall be returned for additional information and may be resubmitted for consideration.

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.

Elections:

Committee members shall meet during the first half of each March to elect no more than three Hall of Fame members. Only committee members may attend this meeting. After discussion of the nominations, each committee member may then cast up to three votes. A member may not cast multiple votes for a single candidate. To become a member of the Hall of Fame a candidate must receive a simple majority of votes cast.

Committee Composition:

The Hall of Fame committee shall include four members appointed by the Association president. The president shall appoint when possible two previous Hall of Fame members or two board members to represent them, two members selected for their historical knowledge of Route 66, and the Museum Committee and Preservation Committee chairmen. 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 Induction Ceremony. They shall be the guest(s) of the Association for ceremony and allowed to bring one guest with no cost to them to this and all future Hall of Fame Induction Ceremonies 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. Recipient(s) shall receive complimentary participation to the annual Association Motor Tour and shall be granted lifetime membership in the Association. 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.

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 Ceremony. They shall be the guest of the association and allowed to bring one guest with no cost to them to this and all future Hall of Fame Induction Ceremonies 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:

INSURANCE

1. The Association shall purchase and provide free of charge Directors and Officers Liability Insurance for all Officers and Board Members.
2. The Association shall purchase insurance for the content of the Hall of Fame Museum.
3. The Association shall purchase Bonding Insurance for the treasurer of the Association.

ARTICLE XI:

RECORD RETENTION AND DESTRUCTION

A. RETENTION SCHEDULE AND ADMINISTRATION

- a. The Board will suggest modifications to the Record Retention Schedule from time to time to ensure that it is in compliance with local, state and federal laws and includes the appropriate document and record categories for the Association; and they shall monitor local, state and federal laws affecting record retention.

B. ELECTRONIC DOCUMENTS AND RECORDS

- a. Electronic documents will be retained as if they were paper documents. Therefore, any electronic files that fall into one of the document types in Article XI will be maintained for the appropriate length of time. If a board member and/or officer have sufficient reason to keep an email message, the message should be printed in hard copy and kept in the appropriate file by the recording secretary.

C. SUSPENSION OF RECORD DISPOSAL IN THE EVENT OF LITIGATION OR CLAIMS

- a. Any Officer, Board Member, volunteer or agent of the Association shall comply with any order from a law enforcement agency or court in-regards to record retention.

D. RECORD RETENTION SCHEDULE

- a. Accounting and Finance
 - i. Bank Statements cancelled check records, checkbook ledgers – shall be retained 7 years
 - ii. Annual Audit Records, including work papers and other documents that relate to the audit – shall be retained 7 years after completion of audit
 - iii. Expense Records – shall be retained 7 years
 - iv. Electronic Payment Records – shall be retained 7 years
- b. Corporate Records
 - i. Annual Reports to Secretary of State/Attorney General – shall be retained Permanently
 - ii. Articles of Incorporation, By-laws, Board and General Meeting Minutes – shall be retained Permanently
 - iii. IRS Application for Tax-exempt Status – shall be retained Permanently
 - iv. IRS Determination Letter – shall be retained Permanently
 - v. State Sales Tax Exemption Letter – shall be retained Permanently
 - vi. Contracts – shall be retained 10 years after expiration
 - vii. Licenses and Permits – shall be retained Permanently
 - viii. Lease Agreement – shall be retained Permanently

E. ASSOCIATION RECORD KEEPING

- a. The association will purchase a lap-top computer and replace when needed with the approval of the board, two (2) external hard drives, and Microsoft 365 or current version, for the express purpose to retain association records on association owned equipment and all documentation in one final location, the two (2) external hard drives.
- b. The Association will have possession of the two (2) external hard drives to maintain all documentation required to be saved. The Treasurer will have possession of the lap-top computer equipped with Microsoft 365 or current version, for all membership and accounting records/data.
- c. Association shall remain the rightful owners of the laptop computer, Microsoft 365 or current version, and the two (2) external hard drives.
- d. Records recommended for Storage: Word documents, Excel spreadsheets, Adobe PDF documents and all other types of computer recognized files. Other data will be kept at the storage unit.

- e. Positions and Documentation to be submitted to the Recording Secretary by the end of each month:
 - i. President – all legal contracts/documents and all resignation letters that are submitted to the president
 - ii. Recording Secretary – all minutes of the annual and quarterly meetings as adobe PDF documents, all attendance records, and all other records received by those required to submit records to the recording secretary
 - iii. Corresponding Secretary – any correspondence of legal documentation
 - iv. Treasurer – All accounting and membership spreadsheets and data records as unlocked excel spreadsheets and/or word documents. All submitted tax records that are on computer recognized files
 - v. Membership Chairman's – All membership and data records as unlocked excel spreadsheets and/or unlocked word documents
 - vi. Curator's donation and/or loan documentation as computer recognized files
 - vii. By-Law Committee chairman's – all by-law proposed changes and final by-laws as word documents and adobe PDF files when applicable
 - viii. Hall of Fame Committee Chairman: All nominations received to be scanned to a pdf file for submission. Elected nominations must be permanently kept. All other nominations must be kept for three years unless they are withdrawn or resubmitted with revisions. Then the prior version may be deleted.

ARTICLE XII:

A. 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 in 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 judgement 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.
- 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 judgement 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 fairly and reasonably entitled to indemnify 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 Section a and b above, or in defense of any claim, issue, matter therein, the person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred in connection therewith.

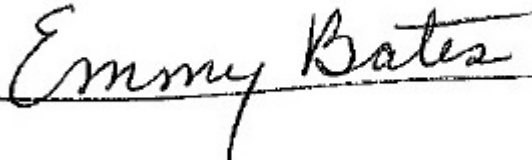
B. DISSOLUTION OF THE ASSOCIATION

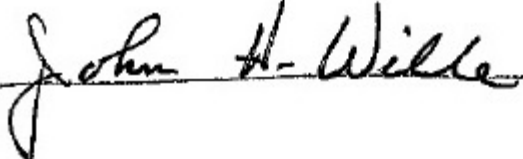
- a. Upon dissolution of the Association, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these by-laws, all the properties, assets, and income of the Association remaining after payment, or provision for payment of all debts and liabilities of the Association, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the mission, purpose, and goals of the Association, as determined by the Board of Directors in its sole discretion, and which has established its tax exempt status under 501(c) (3) of the Internal Revenue Code of 1986, as amended. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations with a mission, purpose, and goals reasonably related to those of the Association. In no event shall any of the properties, assets, or income of the Association, in the event of dissolution thereof, be distributed to its Board of Directors, either for the reimbursement of any sums subscribed, donated, or contributed by the same, or for any other purpose.

Complete

Approved by General Membership on July 24, 2022







Sunday, July 24, 2022