

Route 66 Association of Illinois

BYLAWS

Article I. Name

1.1 Name

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 the Board in this document.

1.2 Location

The Association shall be a nonprofit 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 may change, by majority vote, the location of the principal office to any location in Illinois.

Article II. Purposes and Legal Powers

Purpose and Guidelines

2.1 Purpose

The Route 66 Association of Illinois is a nonprofit corporation and shall be operated exclusively for educational, charitable, and preservation purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

2.1.1 Specifics

The specific purpose for which this publicly supported association is to concern itself with is providing education and preserving and supporting the past, present, and future of US Highway Route 66. The Association's 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 periodical and other informational and educational material; and cooperate and counsel with other organizations and governmental bodies which may consider actions affecting the Highway.

2.1.2 Stock

The Association shall have no capital stock, its object and purpose being solely of a benevolent character, and not for individual pecuniary gain or profit to its members.

2.2 Fiscal Year

The Association shall have a fiscal year beginning on July 1 and ending on June 30 of each year. Elected officials of the Association shall have terms that begin on November 1 and complete on October 31 two (2) years later.

2.3 Powers

The Association shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the Association is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The legal powers of the Association may include, but not be limited to, the acceptance of contributions from the public and private sectors whether financial or in-kind contributions.

2.4 Nonprofit Status and Exempt Activities Limitation

2.4.1 Nonprofit Legal Status

The Association is an Illinois nonprofit corporation, organized to be compliant as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986.

2.4.2 Exempt Activities Limitation

- Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, Member, or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as it now exists or may be amended, or by any organization to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended.
- No part of the net earnings of the Association shall inure to the behalf of or be distributable to any Director, Officer, Member, or other private person, 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 purposes set forth in the Articles of Incorporation of the Association and these Bylaws.

2.4.3 Distribution Upon Dissolution

- Upon termination or dissolution of the Association, any assets and resources lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Association.
- The organization to receive the assets of the Association hereunder shall be selected in the discretion of the majority of the managing body of the Association, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Association, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets and resources to be distributed, giving preference if practicable to organizations located within the State of Illinois.
- In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Association, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Illinois to be added to the general fund.

Article III. Membership

3.1 Public Members

3.1.1 Classes

The Association has classes of membership as defined by these Bylaws and the Board. Public members will remain members so long as they provide dues as defined by the Board on or before the expiration of their current membership term, provided the member complies with the articles of these Bylaws.

3.1.2 Member Information

Members must provide the Association with their mailing address and, if available, email address and provide the Association in writing of any change thereof.

At no time shall Member information be shared with or sold to other organizations or groups without the Member's written consent. At the discretion of the Board, Members may be given endorsement, recognition, and media coverage at fundraising activities, clinics, other events or at the Association website.

3.1.3 All voting members must:

- (a) be aged 18 or older and
- (b) uphold and comply with the Bylaws of the Association.

3.1.4 Public Member classes consist of:

(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.

(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.

(c) Business Membership

Any business or organization 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.

(d) International Membership

Those members outside of the United States of America shall incur an additional fee as set by the Association's Board to cover the additional costs of maintaining such memberships. All other rights and privileges of membership shall be afforded international members although some adjustments may be made due to issues inherent in foreign memberships, e.g., electronic vs. physical media. Only individual memberships will be available for this class.

(e) Lifetime Membership

Only preexisting Lifetime Members as of December 15, 2013, inductees into the Association's Hall of Fame, and other honorees to include Tom Teague Ambassador and Emeritus/Emerita officers maintain this type of membership.

3.1.5 Dues

Dues shall be \$20 a year for general membership for one (1) person, \$30 a year for a family membership which would include two (2) votes. Dues shall be \$50 a year for businesses and organizations membership. All categories, other than family membership, would include one (1) vote. Dues are payable upon joining the Association. An additional fee of \$20 shall apply to international memberships. Dues and associated fees, if any, may be changed only by a two-thirds vote of the Board.

3.1.6 Membership Termination

A person/entity ceases to be a Member in good standing:

- (a) by delivery of resignation in writing to the Association;
- (b) on his or her death or, in the case of an organization, society, or association, on dissolution;
- (c) on failure to maintain dues and/or fees in accordance with Section 3.1.5; or
- (d) on being expelled as outlined in Section 3.1.7.

3.1.7 Member Removal

Any Member may be expelled by a motion passed by two-thirds of the Board. The Member who is the subject of the proposed expulsion will be provided with written notice of the proposed expulsion and be given an opportunity to be heard by the Board before the motion is put to a vote.

3.1.8 Membership Privileges

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

3.1.9 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 physically present to cast their individual vote, maximum of two (2) votes per Family membership. In case of Family memberships, those family members each receive one (1) 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 chair one (1) month prior to elections and otherwise be in good standing.

Voting is to be performed via secret ballot and tallied by the Chair of the Nominating Committee or, in the event of their absence, a person approved in the Board meeting preceding the election. In the event a formal ballot is unavailable, blank ballots will be provided to enable voters to enter their choices for each position up for election. "Write-in" candidates may be voted on provided those candidates meet the criteria for eligibility.

3.2 Board of Directors

The Board of Directors shall consist of the Officers and General Board Members as defined by these Bylaws, per Article V. Board of Directors. Only Members in good standing are eligible for membership in the Board and failure to maintain that standing shall result in revocation of Board membership.

3.3 Non-Voting Affiliates

The governing body may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Association. The Board, a designated committee, or any duly elected officer in accordance with Board policy, shall have the authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates rights, privileges. and obligations.

At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's written consent. At the discretion of the Board, affiliates may be given endorsement, recognition, and media coverage at fundraising activities, clinics, other events or at the Association website. Affiliates have no voting rights and are not members of the Association.

Article IV. Meetings of Members

4.1 Annual Meeting

Members shall meet annually on the third Sunday in October, with the Board Meeting commencing at 10:00 a.m. and the General Meeting and Election beginning at 1:00 p.m., in Pontiac, Illinois unless the Board determines a different site and/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.

4.2 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.

4.3 Board Meetings

The Association's Officers and Board members shall meet quarterly to conduct the business of the Board as stated in Article IV of these Bylaws.

4.4 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.

4.5 Meeting Notice

Members will be notified via the Association periodical, website, or Facebook at least three (3) weeks prior to meetings.

4.6 Quorum

A minimum of ten (10) Members in good standing 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 meetings.

4.7 Proxies

Only Members in good standing present at a meeting may vote on matters considered at that meeting.

4.8 Rules of the Meeting

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

Article V. Board of Directors

5.1 Purpose

The purpose of the Board 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.

5.2 Membership

The Board shall consist of the Directors and 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.

5.3 Election

At-Large Board members shall 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:

- (a) attain the age of eighteen (18) years or over and
- (b) committed to the Association's mission and purpose.

5.3.1 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.

5.4 Term of Office

Each elected Board Member or Officer shall serve a two-year term commencing on November 1 immediately following the annual October meeting. If an Officer moves from one elected office to another during the term of their office, the vacated position will be filled by a Member elected by the general membership at the same annual meeting.

5.5 Vacancies

A Board position shall be officially vacant if the Member resigns (resignation from an existing position is automatic if the Member moves from that elected office to another), fails to renew membership within thirty (30) days after due date, misses two (2) unexcused Board meetings (an absence is considered "excused" if the President receives notice of absence before the meeting), or is otherwise not in good standing. The President shall appoint, subject to the consent of the Board, an Association Member to complete the term of the vacant position; if the vacancy is due to the Member's election to another office, that vacancy shall be filled at the same election, as indicated in Section 5.4, Term of Office.

5.6 Responsibilities

Each Board member shall serve as spokesperson and general coordinator of Association activities in the county they represent. At-large Board members shall serve wherever needed. The Board 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, minimally, each Board member shall report their findings to the Board to maintain good driving conditions for tourists.

5.7 Ex Officio Board Members

The Board, 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.

5.8 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, unless the act of a greater number is required by statute, these Bylaws, or the Association's Articles of Incorporation.

5.9 Board Powers

Subject to the limitations of the Articles of Incorporation and the General and Not-for-Profit Corporation Laws of the State of Illinois, the Board shall exercise all corporate powers. The Board 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 Bylaws, 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 Bylaws 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 Recording 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

6.1 Officers

The Officers of the Association shall be President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. The Board 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.

6.2 President

The President shall be the chief executive and administrative officer of the Association, shall preside at all state-level meetings and Board 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 Bylaws.

6.3 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.

6.4 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 quarterly periodical. 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 chair and perform all duties incident to the office of Recording Secretary and as the President or the Board may from time-to-time assign.

6.5 Corresponding Secretary

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

6.6 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; in the event that statements are electronically provided in lieu of physical documentation, the Treasurer shall provide printed copies of the electronic statements as presented by the bank.

6.7 Vacancies

As with general Board positions, an officer position shall be officially vacant if the Member resigns, fails to renew membership within thirty (30) days after due date, misses two (2) unexcused Board meetings (an absence is considered "excused" if the President receives notice of absence before the meeting), or is otherwise not in good standing. Vacancies shall also apply per the directives of Article IX. Elections and Removals, Section 9.2 Removal from Office, Directorship, or Appointment.

6.7.1 Presidential Vacancy

In the event of a presidential vacancy, the Vice President shall complete the term of President and the Board shall select a new Vice President at the next meeting of the Board to complete the term of the Vice President.

6.7.2 Other Vacancies

The President shall appoint, subject to the consent of the Board, an Association member to complete the term of the vacant position.

6.8 Additional Officer Duties

Either the Board or the President may set duties beyond what is defined in the Bylaws.

6.8.1 Checking Account

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, typically the immediate past president. They will have the authority to sign/issue checks with only one of three signatures required to issue a check. They will also be provided with a bank-issued debit card for the account.

- (a) The Treasurer shall send an email weekly listing all monies paid out and checks issued to persons authorized to sign checks.
- (b) All persons authorized to sign checks must also have access to the Association checking account online banking.

Article VII. Additional Personnel

7.1 Appointed Positions

The following personnel are appointed and not elected positions and, therefore, neither Officer or Board member positions and have no vote in their capacity.

7.2 Parliamentarian

The parliamentarian shall be appointed by the President with the consent of the Board and should be an expert in interpreting and applying the "Rules of Order" for meetings of the Association to enable the Association to efficiently and fairly discuss and determine actions to be taken. The parliamentarian does not rule on processes, as that is the purview of the Chair of the meeting, but will advise on matters of procedure and inform on such as needed.

If during a meeting the parliamentarian notices something being done out of order, with or without prompting, the parliamentarian should call the attention of the Chair to it as unobtrusively as possible. For this reason, the parliamentarian should always be assigned a seat next to the President or presiding officer.

The parliamentarian has a duty to maintain a position of impartiality, and therefore does not make motions, participate in debate, or vote on any question except in the case of a ballot vote.

7.3 Periodical Editor

The Periodical Editor shall be appointed by the Board and shall coordinate and oversee production and distribution of the Association Periodical. Appointed by the President with approval by the Board, the Periodical 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 Periodical Editor.

7.4 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. 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.

7.5 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. 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).

7.6 Social Media Editor(s)

The Social Media Editor(s) shall be appointed by the President with approval from the Board and shall be the person(s) responsible for content of any social media, e.g., Facebook. Appointed by the President with approval by the Board, Social Media Editors 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 member(s) can serve as Social Media Editors.

7.7 Museum(s) Curator

The Museum Curator shall be appointed by the President with approval from the Board and shall 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 Morrissey Self Storage located at 903 Morrissey in Bloomington, IL. and off-site as approved by the Board. The Curator will be the contact person between the host city, Hall of Fame Members, public, Association members and tourism. 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 appointments a member can serve as Museum(s) Curator.

7.7.1 Museum(s) Assistant Curator

Duties as assigned by Curator. 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.

7.8 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 quarterly periodical 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 XIII. Books and Records, Section 13.5 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 VIII. Committees

8.1 Purpose

The Association's Board 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.

8.2 Membership

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

8.3 Appointment

At the Winter Quarterly Meeting, held in the quarter following the Annual Meeting, the Association President shall submit committee appointments for Board approval. Committee Chairs shall be appointed by the President, subject to consent of the Board.

8.4 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.

8.5 Standing Committees

8.5.1 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 in a timely manner.

8.5.2 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.

8.5.3 Bylaws Committee

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

8.5.4 Finance Committee

The Finance Committee shall review the handling of all monies of the Association, as well as to advise and oversee the office of Treasurer. The Finance Committee shall meet quarterly to review the Association's financial condition. The Treasurer will provide quarterly bank statements, as presented in Section 6.6 Treasurer, 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.

8.5.5 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.

8.5.6 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.

8.5.7 Communications Committee

This committee will act to keep communications synchronized and correct. Consists of a chair and additional committee members, to include the Website Coordinator and/or Webmaster, Social Media Editor(s), and Periodical Editor. Meetings of this committee may be held electronically.

8.5.8 Hall of Fame Committee – Hall of Fame

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.

(a) Purpose

The Hall of Fame is a program and committee of the Association. 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.

(b) Governance

The 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.

(c) 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.

(d) 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 (3) consecutive years. Nominations not considered shall be returned for additional information and may be resubmitted for consideration.

(e) 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.

(f) 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.

(g) Committee Composition

The Committee shall include four (4) members appointed by the Association President. The President shall appoint two (2) previous Hall of Fame members, two (2) members selected for their historical knowledge of Route 66, the manager of the Hall of Fame display and program, and the Museum Committee and Preservation Committee chairs. 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.

(h) Honors

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 (1) guest at no cost to them for 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. 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 lifetime 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.

8.5.9 Hall of Fame Committee – The Ambassador Award

The Illinois Route 66 Association Ambassador Award is a program administered by Hall of Fame Committee of the Association.

(a) Purpose

To honor and commemorate the exceptional person or persons who have excelled in the education, promotion, and restoration of Route 66 in Illinois since its decommissioning.

(b) Functions

The Committee will accept nominations for the Ambassador Award only from the Association 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.

(c) Eligibility for Election

To qualify for election to the 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 Highway.

(d) Elections

Committee Members may elect a new 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 Association for an extended period of years. Paper ballots will be used in the election.

(e) 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 (1) guest at no cost to them for 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.

(f) 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.

8.5.10 Hall of Fame Committee – Emeritus/Emerita Recognition

The Illinois Route 66 Association Emeritus/Emerita Recognition is a program administered by the Hall of Fame Committee of the Association.

(a) Purpose

To honor and commemorate an exceptional person who served with honor and distinction in their position as an Officer of the Association.

(b) Functions

The Committee will accept nominations for this honorary position only from current and past members of the Route 66 Association of Illinois Board of Directors for consideration of selection for the award. Nominations must include accurate documentation or declaration of the nominee's contributions, qualities and activities that merit this honor.

(c) Eligibility for Election

To qualify for selection, nominees must have made significant contributions in their former position as an Officer of the Association through:

- A. exemplary service in the position served qualifying for emeritus status and;
- B. extended time of service not only in the targeted position but in other Officer and Board positions and;
- C. going beyond the reasonable call of service to the Association.

(d) Elections

Committee members may select a new Emeritus/Emerita Recognition recipient during 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 Association for an extended period of years. Paper ballots will be used in the election.

(e) 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 (1) guest at no cost to them for 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.

(f) 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.

8.5.11 Hall of Fame Committee – The President's Award

The Illinois Route 66 Association President's Award is a program administered by the Hall of Fame Committee of the Association.

(a) Purpose

This award is given occasionally to a person or group who have made significant contributions to the Route 66 Association of Illinois, the Museum & Hall of Fame, or preservation.

(b) Elections

The President shall nominate a potential recipient to the Hall of Fame Committee. Approval requires a simple majority of the Hall of Fame Committee.

8.5.12 Museum Committee

The Museum Committee oversees the functions of the Curator and Assistant Curator and shall meet as needed to review major decisions pertaining to any and all museums and displays in control of the Association. Maintain any and all Hall of Fame displays in locations approved by the Board.

8.5.13 Special Committees

The President, with approval of the Board, 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, or take other action as directed by the Board.

Article IX. Elections and Removals

9.1 Election

The Association shall elect Officers and Board members at its annual meeting. Approximately one half (1/2) 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.

9.2 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 at any Board 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 X. Corporate Staff

No paid staff is anticipated for the Association. It is an entirely volunteer organization.

Article XI. Conflict of Interest and Compensation

11.1 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.

11.2 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 Association to compensate such Director for such services as authorized by the Association provided such payment is not in connection with service on the Board and the Director rendering such

services does not participate in authorizing compensation. All expenses authorized by the Board, 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.

Article XII. Indemnification

12.1 Insurance

12.1.1 Liability

The Association shall purchase and provide free of charge Directors and Officers Liability Insurance for all Officers and Board members.

12.1.1 Museum and Hall of Fame

The Association shall purchase insurance for the content of the Museum and Hall of Fame.

12.1.1 Bonding

The Association shall purchase Bonding Insurance for the treasurer of the Association.

12.2 Indemnification of Officers, Directors, Employees, and Agents

The Association shall have power to indemnify:

- (a) 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) 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.

12.3 Expense

To the extent that a Director, Officer, employee or agent of the Association 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.

Article XIII. Books and Records

13.1 Retention Schedule and Administration

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.

13.2 Electronic Documents and Records

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 XIII 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.

13.3 Suspension of Record Disposal in the Event of Litigation or Claims

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.

13.4 Record Retention Schedule

13.4.1 Accounting and Finance

- (a) Bank Statements, cancelled check records, checkbook ledgers - shall be retained seven (7) years
- (b) Annual Audit Records, including work papers and other documents that relate to the audit, shall be retained seven (7) years after completion of audit
- (c) Expense Records - shall be retained seven (7) years
- (d) Electronic Payment Records - shall be retained seven (7) years.

13.4.1 Corporate Records

- (a) Annual Reports to Secretary of State/Attorney General - shall be retained permanently
- (b) Articles of Incorporation, By-laws, Board and General Meeting Minutes - shall be retained permanently
- (c) IRS Application for Tax-exempt Status - shall be retained permanently
- (d) IRS Determination Letter - shall be retained permanently
- (e) State Sales Tax Exemption Letter - shall be retained permanently
- (f) Contracts - shall be retained ten (10) years after expiration
- (g) Licenses and Permits - shall be retained permanently
- (h) Lease Agreement - shall be retained permanently

13.5 Association Record Keeping

The Association shall keep complete books and records of accounts and minutes of the proceedings of the Board.

13.5.1 Laptop Computer

The Association shall maintain a laptop computer, with current Microsoft Windows and Microsoft Office software, and two (2) external hard drives, for the express purpose to retain Association records on Association-owned equipment. All documentation shall be stored on the two (2) external hard drives. The Treasurer will have possession of the laptop computer for all membership and accounting records/data.

The laptop and its software/accessories will be replaced/upgraded as needed with the approval of the Board.

13.5.2 External Hard Drives

The Recording Secretary will have possession of the two (2) external hard drives to maintain all documentation required to be saved. The Recording Secretary and Treasurer shall coordinate the synchronization of any documentation between the laptop and external hard drives.

13.5.3 Ownership

The Association shall remain the rightful owners of the laptop computer, Microsoft Office 365 (or current version), and the two (2) external hard drives.

13.5.4 Storage Recommendations

Records recommended for Storage: Word documents, Excel spreadsheets, Adobe PDF documents, and all other types of computer-recognized files.

13.5.5 Recording Secretary Submissions

Positions and documentation to be submitted to the Recording Secretary by the end of each month:

- (a) President: All legal contracts/documents and all resignation letters that are submitted to the President
- (b) Recording Secretary: All minutes of annual and quarterly meetings as Adobe PDF documents, all attendance records as unlocked Excel spreadsheets, and all other records received by those required to submit records to the Recording Secretary
- (c) Corresponding Secretary: Any correspondence of legal documentation
- (d) 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
- (e) Membership Chairman: All membership and data records as unlocked Excel spreadsheets and/or unlocked Word documents
- (f) Curator: Donation and/or loan documentation as computer-recognized files
- (g) Bylaw Committee Chairman: All Bylaws proposed changes and final Bylaws as Word documents and Adobe PDF files when applicable
- (h) 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 (3) years; if those nominations are withdrawn, or resubmitted with revisions, the prior version may be deleted.

Article XIV. Amendments

14.1 Articles of Incorporation

Board members present at a Board meeting of the Association may make suggestions for consideration to amend or otherwise modify Association Articles of Incorporation by a majority vote of Board members, not just a majority of those present. 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 Board meeting. Amendments and/or modifications to the Articles of Incorporation that are presented by the Bylaw Committee may be voted upon at the Board meeting of presentation; no further waiting period is required unless required by statute or rule of law.

14.2 Bylaws

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 XV. Adoption of Bylaws

Name	Position	Address
1 _____	President	_____
2 _____	Recording Secretary	_____
3 _____	_____	_____

IN WITNESS WHEREOF, the undersigned have subscribed their names to the Bylaws on this the 21st day of April 2024.

Signatures

1

(signed)

2

(signed)

3

(signed)

State of Illinois, County of _____

Sworn to and subscribed before me this the ____ day of _____, 20 ____.

Notary Public

My commission expires: _____