

OKLAHOMA ROUTE 66 ASSOCIATION, INC.

BYLAWS

ARTICLE I – Name and Registered Office

The name of this organization is the Oklahoma Route 66 Association, Inc., from now on called "the Association." This corporation is not-for-profit and has its registered office at 1023 Manvel Avenue, Chandler, OK 74834, which is within Lincoln County, State of Oklahoma.

ARTICLE II – Purpose

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

ARTICLE III – Membership and Dues

Any individuals, families, businesses or organizations interested in membership within this Association may apply for membership in the Association. The categories of membership will be as follows:

A. Individual Membership

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

B. Family Membership

Any family that subscribes to the purpose of the Association will be eligible for membership upon payment of annual dues

as set by the Association's Board of Trustees. This membership category is entitled to one vote per person in attendance, not to exceed two (2) votes, in Association business meetings.

C. Business Membership

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

D. Organization Member

Any organization, club or regional or local level Route 66 affiliate that subscribes to the purpose of the Association will be eligible for membership upon payment of annual dues as set by the Board of Trustees. This membership category is entitled to one (1) vote in Association business meetings by a previously designated representative.

E. Corporate Member

Any incorporated business that subscribes to the purpose of the Association will be eligible for membership upon payment of annual dues as set by the Board of Trustees. This membership category is entitled to one (1) vote in Association business meetings by a previously designated representative.

F. Founding Charter Member

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

G. Benefactor Membership

The Benefactor member is a substantial financial contributor to the overall goals of the Association. Any individual, family, business, corporation or organization that subscribes to the purpose of the Association will be eligible for membership upon payment of annual dues as set by the Association's Board of Trustees. This membership category is entitled to one (1) vote in Association business meetings.

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

All voting members who live or work in Oklahoma are eligible to hold office in the Association and to serve on the Board of Trustees. All voting members, regardless of residency, are eligible to serve on committees. Each member will receive a membership card and will be entered onto the

"Roll of Members" within the Association. Each member will receive a copy of each edition of the periodic newsletter provided by the Association. All members are entitled to attend all meetings of the general membership and any Board of Trustees meeting.

ARTICLE IV – Meetings

A. Annual Meeting

There will be an annual meeting of all the membership that will be held in the second or third quarter of the fiscal year. The Board of Trustees will determine the site. This annual meeting will provide an opportunity to update the membership on the activities of the organization, to elect officers from the general membership for the current term, to confirm the county reps for the current year, and to transact other business as necessary for the Association. Other meetings of the entire membership will be scheduled upon a majority vote of the Board of Trustees, upon written request of sixty percent (60%) of the voting members or when called by the President (per this document, Article VI, Paragraph B. 1).

B. Board of Trustees Meetings

The Board of Trustees of this Association will meet at least once a year. The Board of Trustees has broad powers as identified in the Articles of Incorporation and this document, and may delegate these powers to the Officers of the Association.

C. Meeting Agenda

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

D. Meeting Notice

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

E. A Quorum

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

F. Proxies

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

G. Meeting Rules

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

ARTICLE V – Board of Trustees

A. Purpose

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

B. Powers

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

C. Membership

The Board of Trustees will consist of up to twenty (20) members: one member from each of the following counties: Ottawa, Delaware/Craig, Rogers, Tulsa, Creek, Lincoln, Oklahoma, Canadian, Blaine/Caddo, Custer, Washita and Beckham. The remaining positions on the Board of Trustees will be At-Large positions. Geographic County Reps must live or work in the county they represent. However, if a geographic position is not filled from the membership within the county, the position will be available for filling as an at-large position during that term. All officers are designated as County Reps or At-Large.

D. Vacancies

A position on the Board of Trustees will become officially vacant if the member resigns, dies, fails to pay dues, or misses three (3) consecutive Board of Trustee meetings. Positions that

fund raiser or other activity will have to obtain permission in writing from the Board of Trustees.

ARTICLE XII – Fiscal Year

For this corporation, the fiscal year will be the calendar year July 1 through June 30.

ARTICLE XIII – Amendments

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

ARTICLE XIV – Governing Laws/Corporate Dissolution

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

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