

The Route 66 Road Ahead Partnership

BY LAWS - ADOPTED 2/17/17

SECTION 1 OFFICIAL NAME

1.1 Name

The official name, as stated in its Certificate of Incorporation, under the Illinois General Not-For-Profit Corporation Act, is: “*Route 66: The Road Ahead Initiative*,” hereinafter referred to as the “the Route 66 Road Ahead Partnership.”

SECTION 2 MISSION STATEMENT

2.1 Mission

The mission of the Road Ahead Partnership is to revitalize and sustain Route 66 as a national and international icon, for the benefit of all Route 66 communities, travelers, and businesses/attractions, through collaborative partnerships focused on promotion, preservation, research/education, and economic development.

SECTION 3 BOARD OF DIRECTORS and EXECUTIVE COMMITTEE

3.1 Board of Directors

The Board of Directors is composed of state representatives and the Chairs of the Working Groups established by the Road Ahead Partnership. The purpose of the Board of Directors is governance of the Road Ahead Partnership, i.e. to identify and establish the strategic direction, the principles, and the policies needed to achieve the mission of the Road Ahead Partnership.

3.2 Executive Committee

The Executive Committee is composed of the Officers of the organization, the Executive Director, and the Chairman of each of the Working Groups established by the Road Ahead Partnership. The purpose of the Executive Committee is to administer the day-to-day operations of the Road Ahead Partnership, i.e. to identify and take the steps needed to achieve the specific outcomes and goals of the organization. The Executive Committee may make recommendations to the Board of Directors regarding governance issues. In the instance the Executive Committee is unclear on its authority, it will defer to the full Board of Directors.

3.3 Number of Directors, Term of Office, Removal

3.3.1 Number of Directors

The Board of Directors shall be composed of:

- 1 (one) representative from each of the 8 (eight) states through which Route 66 runs, including: Illinois, Missouri, Oklahoma, Kansas, Texas, New Mexico, Arizona, and California
- The Chairman of each of the several Working Groups established by the Road Ahead Partnership

3.3.2 Term of Office & Replacement

The term of a Director of the Board representing a state shall be 2 years. Replacement of Directors representing states shall be according to the rules of the particular governing body they represent. The term of a Director, who is also the Chairman of one of the Working Groups, shall be for the tenure of the Working Group. Replacement of Board members who are Chairs of Working Groups shall be by the Chairman of the Board of Directors in consultation with, and per the agreement of, the Working Group members.

3.3.3 Removal

Any Director of the Board may be removed from the Board by a majority vote of the full Board of Directors whenever, in its judgment, the best interest of the Road Ahead Partnership would be served by such removal, for example, for lack of participation in board activities and responsibilities.

3.4 Manner of Acting

The acts of the majority of the Board of Directors present at a meeting, at which a quorum is present, shall constitute acts of the Board of Directors.

3.5 Limitations of Authority

Working Groups and Task Forces shall be established by the Chairman of the Board, in consultation with the Board of Directors. The Chairman of the Board may discharge Working Groups and Task Forces when their work has been completed and/or when the Board of Directors has accepted their efforts.

No Director of the Board, Working Group Chairman, or Task Force Chairman shall take any formal action or in any way commit the Road Ahead Partnership to a policy, contract, or other formal agreement without first receiving approval of the Board of Directors.

3.6 Compensation

Neither Directors nor officers of the Board shall receive any salary for their services, but by resolution of the Board of Directors may be reimbursed for expenses while conducting official business of the Road Ahead Partnership.

3.7 Meetings, Quorum, Location

3.7.1 Meetings

The Board of Directors shall meet in regular session at least once per quarter via teleconference or other electronic means, and face-to-face once a year, to conduct the business of the Road Ahead Partnership. Reasonable notice of all meetings shall be made to the members.

3.7.2 QUORUM

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. If less than a majority of the members of the Board of Directors are present at any meeting, a majority of the Board of Directors present may adjourn the meeting to a later date.

3.7.3 LOCATION

The Board of Directors shall determine the location of its annual meeting.

SECTION 4. BOARD OFFICERS & EXECUTIVE DIRECTOR

4.1 Officers

The officers of the Road Ahead Board of Directors shall be a Chairman, Vice Chairman, Secretary, and Treasurer.

4.1.1 Election and Term of Officers

The Board of Directors shall, at its annual face-to-face meeting, elect officers, with the term of officers being 1 year. Should a vacancy arise per an officer position, the Board of Directors may fill the position at any regular meeting.

4.1.2. Removal

Any officer elected or appointed by the Board of Directors may be removed by the majority of the full Board of Directors whenever, in its judgment, the best interest of the Road Ahead Partnership would be served by such removal.

4.1.3 Chairman

The Chairman of the Board of Directors is the principal officer of the Road Ahead Partnership Board of Directors and will discharge all duties incident to the Office of Chairman and such other duties as may be prescribed by the Board of Directors.

The Chairman of the Board will preside at all meetings of the Board of Directors and the Executive Committee, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Road Ahead Partnership or a different mode of execution is expressly prescribed by the Board of Directors or these By-Laws.

The Chairman shall act as a liaison between the Board and the Executive Director to help ensure the Board's directives and resolutions are carried out, and exercise and perform such other powers and duties as may be from time to time prescribed by the Board, including, but not limited to:

- Leading the Board to identify and carry out its governance functions
- Ensuring the Board has approved policies that maintain sound and compliant governance and strategic management of the organization
- Assessing the performance of the Board and its Working Groups and Task Forces
- Assuring ongoing recruitment, development, and contributions of Board members
- Partnering with the Executive Director to ensure the Board's directives, policies, and resolutions are carried out
- Partnering with the Executive Director and Chair of the Financial Sustainment Task Force to develop, implement, monitor, and assess sound and compliant fiscal and fundraising practices, including budgeting
- Working with the Executive Director and Chair of the Financial Sustainment Task Force to cultivate and solicit grants, donations, and individual gifts needed to fund the organization
- Conducting an annual performance review of the Executive Director
- Setting priorities and creating agendas for meetings of the Board and Executive Committee

- Serving as an ambassador of the organization and advocating its mission to internal and external stakeholders
- Executing for the Road Ahead Partnership any contract, memorandum or letter of agreement, or other instrument which the Board of Directors has authorized to be executed, and accomplish such execution either under or with the seal of the Road Ahead Partnership, or any other officers thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

The Chairman of the Board shall also perform the duties of the Executive Director, identified in 4.1.4, until such time as the Rt. 66 Road Ahead Partnership is in a position to hire an Executive Director.

4.1.4 Executive Director

The Executive Director is the general manager and chief executive officer of the Rt. 66 Road Ahead Partnership and has, subject to the control of the Board, general supervision, direction, and control of the business and administrative activities of the organization, including, but not limited to:

- Ensuring the organization's activities are compliant with, and in furtherance of, its mission
- Leading, managing, and developing the organization's employees, volunteers, and organizational culture
- Working with the Chairman of the Board and Chair of the Financial Sustainment Task Force to cultivate and solicit grants, donations, and individual gifts needed to fund the organization
- Partnering with the Chairman of the Board and Chair of the Financial Sustainment Task Force to develop, implement, monitor, and assess sound and compliant fiscal and fundraising practices, including budgeting
- Informing and supporting the Board in carrying out its governance functions
- Partnering with the Chair of the Board to help ensure the Board's directives, policies, and resolutions are carried out
- Developing and maintaining beneficial relationships with donors, funders, supporters, collaborators, allies, vendors, and other stakeholders
- Ensuring effective external communications about the organization and its mission, outcomes, goals, programs, and activities
- Championing the organization and advocating its mission to internal and external stakeholders
- Leading the organization's planning processes
- Ensuring legal compliance, including all required filings, and sound risk management practice.

4.1.5 Vice-Chairman

The Vice Chairman of the Board of Directors will assist the Chairman of the Board in the discharge of the duties as the Chairman may direct and shall perform such other duties as from time to time may be assigned to him/her by the Chairman or by the Board of Directors. In the absence of the Chairman of the Board or in the event of his/her inability or unwillingness to act, the Vice Chairman will perform the duties of the Chairman and when so acting, shall have all

the powers of, and be subject to, all the restrictions upon the Chairman, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Road Ahead Partnership or a different mode of execution is expressly prescribed by the Directors of the Board or these By Laws.

4.1.6 Treasurer

The Treasurer of the Board of Directors shall be the principal accounting and financial officer of the Road Ahead Partnership. The Treasurer shall have charge of, and be responsible for, the maintenance of adequate books of account for the Road Ahead Partnership, and be responsible for the receipt and disbursement thereof, and perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chairman of the Board or by the Board of Directors. The Board of Directors shall arrange for a bond for the faithful discharge of the Treasurer’s duties in such sum and with such surety or sureties, as the Board of Directors shall determine, when appropriate.

4.1.7 Secretary

The Secretary of the Board of Directors shall conduct the correspondence, preserve the records, documents, and communications of the Road Ahead Partnership, and maintain an accurate record of the Board of Director’s meetings.

The Secretary shall prepare and maintain a statement of all Road Ahead Partnership policies as determined by the Board of Directors, and shall work with the Chairman of the Board to recommend a plan whereby such policies may be re-examined, reaffirmed, or rescinded by the Board of Directors.

SECTION 5 WORKING GROUPS and TASK FORCES

5.1 Working Groups and Task Forces

The Chairman of the Board of Directors and/or the Board of Directors may establish Working Groups and/or Task Forces. The purpose of a Working Group is to take the steps needed to achieve the outcomes and goals of the Road Ahead Partnership. The purpose of a Task Force is to achieve a specific task related to the overall mission of the Road Ahead Partnership.

5.2 Working Group and Task Force Chairmen

The Chairman of the Board shall appoint a Chairman for each Working Group and/or Task Force.

Working Group Chairmen shall be members of the Board and Directors and of the Executive Committee. They shall be responsible for helping achieve the outcomes and goals of the Road Ahead Partnership, and shall make regular reports to the Board of Directors regarding the work and progress of their Working Group.

Task Force Chairman shall make regular reports to the Board of Directors regarding the work and progress of their Task Force.

5.3 Appointments, Vacancies and Removals

Working Group and/or Task Force Chairmen shall recruit and select members of their Working Group and/or Task Force, in conjunction with the Chairman of the Board. The Chairman of the Working Group and/or Task Force may fill vacancies in the membership of any Working Group and/or Task Force in agreement with the Chairman of the Board.

Any member of a Working Group and/or Task Force may be removed by the Chairman of the Working Group and/or Task Force, or by a majority of the Board of Directors whenever in its judgment the best interest of the Road Ahead Partnership shall be served by such removal.

5.4 Term of Office

Each member of a Working Group and/or Task Force shall continue as such until the purpose of the Working Group and/or Task Force has been fulfilled, unless the Working Group and/or Task Force shall be sooner terminated, or unless such member resigns or is removed from the Working Group and/or Task Force by the Chairman of the Working Group and/or Task Force in agreement with the Chairman of the Board.

SECTION 6 CONTRACTS, CHECKS, DEPOSITS, and GIFTS & BUDGET

6.1 Contracts

The Board of Directors may authorize any officer of the Road Ahead Partnership so authorized by these By-Laws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Road Ahead Partnership, and such authority may be general or confined by specific instances.

6.2 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Road Ahead Partnership, shall be signed by such officer or officers, agent or agents of the Road Ahead Partnership, and in such manner as from time to time be determined by resolution by the Executive Committee. In the absence of another determination by the Executive Committee, such instruments shall be signed by at least two of the following: the Chairman of the Board, Vice Chairman of the Board, and/or the Treasurer.

6.3 Deposits

All funds of the Road Ahead Partnership shall be deposited to the credit of the Road Ahead Partnership in such banks, trust companies, or other depositories as the Chairman of the Board, in consultation with the Treasurer, may select.

6.4 Gifts

The Directors of the Board and/or the Chairman of the Board may accept on behalf of the Road Ahead Partnership any contribution, gift, donation, bequest, or devise for the general or special purposes of the Road Ahead Partnership. The Treasurer shall report all gifts accepted at the next Board of Director's meeting following the gift's receipt.

6.5 Budget

By or before January 31st of each fiscal year, the Chairman of the Board of Directors, in consultation with the Executive Committee, shall supply the Board of Directors with a draft-operating budget for its approval. By or before March 31st of each fiscal year, the Board of Directors shall approve an operating budget for the fiscal year starting October 1st of the same calendar year. An approved budget shall be identified as a budget including expenditures and revenue approved by a vote of the Board of Directors.

SECTION 7 BOOKS, RECORDS AND AUDITS/REVIEWS

7.1 Books/Records

The Road Ahead Partnership shall keep correct and complete books and records of account, per GAP standards, and also keep minutes of the proceedings of its Board of Directors, Working Groups, and Task Forces having any of the authority within the organizational framework of the Road Ahead Partnership. The Road Ahead Partnership shall keep a record noting the names and addresses of the members of its Board of Directors, Working Groups, and Task Forces. Any Director of the Board may inspect all books and records of the Road Ahead Partnership for any proper purpose at any reasonable time.

7.2 Audits/Reviews

The accounts of the Road Ahead Partnership shall be audited by a professional consultant on an annual basis and reviewed on a yearly basis by a third party professional.

SECTION 8 FISCAL YEAR

8.1 Fiscal Year

The Fiscal Year of the Road Ahead Partnership shall be October 1st through September 30th.

SECTION 9 AMENDMENTS

9.1 Amendments

The power to alter, amend, or repeal the By Laws or adopt new By-Laws shall be vested in the Board of Directors. In order to amend, alter or adopt new By-Laws, it shall require a two-thirds vote of all of the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The By-Laws may contain any provision for the regulation and management of the affairs of the Road Ahead Partnership not inconsistent with law or the Road Ahead Partnership's Articles of Incorporation.

SECTION 10 INDEMNIFICATION OF DIRECTORS AND OFFICERS

10.1 Indemnification

The Road Ahead Partnership shall indemnify any and all of its Board of Directors against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Directors or a Director, or an Officer of the Road Ahead Partnership, except in relation to matters as to which any such Director or Officer shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

11.1 Dissolution

Upon dissolution of the Rt. 66 Road Ahead Partnership, 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 Rt. 66 Road Ahead Partnership remaining after payment, or provision for payment, of all debts and liabilities of the organization, 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 Rt. 66 Road Ahead Partnership, as determined by its 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 Rt. 66 Road Ahead Partnership is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, giving preference, if practicable, to organizations with a mission, purpose, and goals reasonably related to those of the Rt. 66 Road Ahead Partnership. In no event shall any of the properties, assets, or income of the Rt. 66 Road Ahead Partnership, in the event of dissolution thereof, be distributed to its directors, members or officers, either for the reimbursement of any sums subscribed, donated, or contributed by the same, or for any other purposes.

In WITNESS THEREOF I, William M. Thomas, Chairman of the Board of Directors of the Route 66 Road Ahead Partnership, have set forth my hand and by my signature below hereby swear, that the foregoing By-Laws are the true, exact, and complete text adopted by the Route 66 Road Ahead Partnership's Board of Directors.

Route 66 Road Ahead Partnership, NFP

Signature
Chairman of the Board of Directors

William M. Thomas
Printed Name
Chairman of the Board of Directors