

**BY-LAWS
OF THE OKLAHOMA CHAPTER
OF THE JEFFERSON HIGHWAY ASSOCIATION**

ARTICLE I –

NAME OF CORPORATION AND LOCATION OF ITS OFFICES

The corporation shall be known as the Oklahoma Chapter of the Jefferson Highway Association, hereinafter referred to as the "Chapter." It shall be incorporated under Oklahoma statutes for not-for-profit corporations.

ARTICLE II - PURPOSE

The purpose of the Chapter shall be to promote the preservation, education, and enjoyment of the historic Jefferson Highway as well as enhancing and encouraging the development of tourism, economic opportunities, and historic resources and landmarks along the highway. The Chapter's focus will be on that portion of the highway within the borders of the State of Oklahoma which includes the counties of: Bryan, Atoka, Pittsburg, McIntosh, Muskogee, Wagoner, Mayes, Craig, Delaware, and Ottawa. The Chapter shall operate in accordance with the goals and principles of the National Jefferson Highway Association, and take part in cooperative efforts that promote the highways interests on a national level, including but not limited to:

- identifying, preserving, interpreting, and improving access to the Jefferson Highway and its associated sites.
- pursuing the appropriate measures to prevent further deterioration, destruction, or alteration of the remaining sections of the Jefferson Highway.
- publicizing and seeking public awareness of its goals and activities for preserving, promoting, and developing the Jefferson Highway.
- facilitating research about the Jefferson Highway, maintaining web and/or social media sites and publishing a newsletter for articles and news of relevant activity.
- working with local communities and businesses to promote the Jefferson Highway as a tourism destination.

ARTICLE III – MEMBERSHIP

Any individual interested in furthering the goals of the Chapter is eligible for membership.

A member of the Chapter is considered in good standing if their membership dues are current. Membership may be terminated voluntarily by the member, by nonpayment of annual dues, or by the Chapter for just cause.

Members are eligible to vote thirty (30) days after initial membership dues have been paid. Once membership has been established by payment of dues and the waiting period, any member in good standing shall be entitled to vote on any issue put before the general membership by the Chapter Board of Directors, and to vote on elections of directors.

The categories of membership will be as follows:

A. Individual Membership

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

B. Business/Family/Other Membership

Any business, family, organization, or club that subscribes to the purpose of the Chapter will be eligible for membership upon payment of annual dues as set by the Board of Directors. This membership category is entitled to one (1) vote in Chapter general business meetings.

Membership Dues

Dues will be payable on the anniversary date of membership in the Chapter. Membership dues at all levels will be set by the Board of Directors. All Chapter members will automatically receive a paid membership into the National Jefferson Highway Association.

Membership Eligibility for Participation

All voting members who live or work in Oklahoma are eligible to hold office in the Chapter and to serve on the Board of Directors. All voting members, regardless of residency, are eligible to serve on committees.

Membership Other

All members are entitled to attend all meetings of the general membership and any Board of Directors meeting, with the exception of Executive Sessions.

ARTICLE IV – MEETINGS

A) Annual Meeting: The annual meeting of the Board of Directors shall be held on the date and at a location to be determined each year at the Annual Meeting for the coming year.

If, for any reason, the annual meeting of the Board of Directors shall not be held on the date heretofore designated, such meeting may be called and held as a Special Meeting, and the proceedings may be had thereat as at an annual meeting with like validity.

The agenda of the Annual Meeting shall be as follows:

AGENDA

1. Call to Order with the chairperson presiding.
2. Determination of Quorum.
3. Approval of the minutes of all prior special board meetings and the last Annual meeting along with a motion, a second, and a vote.
4. Committee Reports.
5. Election of President, Vice President, Secretary, and Treasurer for the ensuing year.
6. President's report.
7. Old business.
8. New business.
9. Adjournment.

B) Regular Meetings A full meeting of the membership shall be held at least bi-annually unless otherwise agreed upon by the majority of membership. Meeting time and place will be the responsibility of the Board of Directors. Notice of any Regular meeting called by the Board of Directors and the purpose shall be given not less than thirty (30) days before the date of the meeting. Notice may be communicated in person, by telephone, telegraph, or other form of wire or wireless communication or generally accepted electronic commerce, or by mail or private carrier. Oral notice is effective when communicated, if communicated in a comprehensible manner. A printed copy of any communication that was not in writing shall be mailed but shall not extend the effective date that the notice was first communicated and proof of mailing is not required.

C) Special Meetings: Special meetings of the Board of Directors may be called by or at the request of any four Directors who may fix any place within the State of Oklahoma as the place for holding any special meetings of the Board of Directors called by them. Notice of any Special meeting of the Board of Directors and the purpose shall be given not less than seven (7) days before the date of the meeting. Notice may be communicated in person, by telephone, telegraph, or other form of wire or wireless communication or generally accepted electronic commerce, or by mail or private carrier. Oral notice is effective when communicated, if communicated in a comprehensible manner. A printed copy of any communication that was not in writing shall be mailed but shall not extend the effective date that the notice was first communicated and proof of mailing is not required.

D) Waiver of Meeting Notice A director may at any time waive any required notice. Except as set forth below, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the records of the corporation. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not

disclosed in the notice in conformity with the by-laws objects to lack of notice and does not vote for or assent to the objected-to action.

- E) Participation in Meetings:** Members of the Board of Directors or of any committees designated by the Board of Directors or any staff may participate in the meeting of the Board or committee by means of conference telephone or similar communications technology whereby all persons participating in the meeting can communicate with each other in both an audio and visual manner. Participation in a meeting in this manner shall constitute presence in person at the meeting.
- F) Meeting Agenda:** Each item of business that will be discussed at the Chapter meeting will be included within the agenda and provided to the Board of Directors by the Friday before the meeting.
- G) Voting:** Each director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision. Voting by proxy is not permitted.
- H) Consent of Action** Any action which is required to be or may be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if consents in writing set forth the action to be taken and are signed by all members of the board or of the committee as the case may be. The consent shall have the same force as the effect of a unanimous vote at a meeting duly held and may be stated as such in any certificate or document. The secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.
- I) Presumption of Assent** A director who is present at a meeting of the Board of Directors at which action on any matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the corporation within three days after the adjournment of the meeting. Such right to dissent after the meeting shall not be available to a director who voted in favor of such action at the meeting.
- J) Quorum** A majority of the incumbent members of the Board of Directors shall constitute a quorum for the transacting of business at any meeting of the Board of Directors. If the quorum specified above shall not be present at any Board meeting, the directors present shall have the power to act as a quorum for the specific and limited purpose of adjourning the meeting to a specified date. At any such adjourned meeting at which a quorum is present, any business may be transacted that could have been transacted at the original session of the meeting.

ARTICLE V – BOARD OF DIRECTORS

Section 1 - Management:

The business and affairs of the Chapter shall be managed, supervised, and controlled by a self-perpetuating Board of Directors consisting of not less than seven (7) and not more than fifteen (15) persons (as decided from time to time by the Board of Directors). The Board will endeavor to maintain an odd number of members. The Board’s functions shall include, although not be limited to, a working Board for organization, structure, planning, policy, finances, fund raising, grant applications, program planning and public education, consistent with the purposes of the corporation.

Section 1-A: The Board of Directors may, from time to time, allow for the addition of up to three Advisory Directors to its body. These Advisory Directors will serve for a period of time as the Board sees fit. Advisory Directors will be able to participate in Board meetings but will have no voting rights, nor will their participation count toward or against achievement of a quorum. The purpose of an Advisory Director will also be determined at the discretion of the Board but may include having a particular area of expertise or gaining exposure to Board operations with the intent of becoming a full Board member in the future.

Section 2 –Vacancies: A position on the Board of Directors will become officially vacant if the member resigns, dies, fails to pay dues, fails to comply with the Bylaws, or misses three (3) consecutive Board of Directors meetings, subject to the recommendation of the Board of Directors. When vacancies occur, the board shall consider the following criteria for the selection of board members

- a. Each county participating in the Chapter shall be entitled to at least one representative if there are qualified persons from that county available.
- b. The initial members of the board of directors shall be:
 - President –
 - Vice President –
 - Secretary –
 - Treasurer –
 - One (1) representative from each of the following counties or combined counties:
 - Bryan
 - Atoka
 - Pittsburg
 - McIntosh
 - Muskogee
 - Wagoner
 - Mayes
 - Craig
 - Delaware
 - Ottawa

One (1) At-Large member, if needed, to maintain an odd number of directors

County Representatives must live or work in the county they represent. However, if a 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.

Section 3 – Terms: Directors will serve two years terms. They may be reelected for a maximum of four consecutive terms unless no one else is willing to serve or there is no qualified person to serve. Vacancies occurring on the board of directors, including vacancies due to an increase in the number of directors, may be filled by the directors then in office.

Section 4 - Resignation and Removal: Any Individual director may resign at any time and for any reason whatsoever by delivering not less than thirty (30) days written notice of resignation to the other directors. The remaining Board of Directors shall choose a successor director, following the directives of these by-laws, or eliminate that position on the Board of Directors so long as the total number of directors does not fall below seven directors and the criteria for directors is met. All replacement directors will serve for the balance of their predecessor's term.

The Board of Directors may, by resolution adopted by two-thirds (2/3) of the directors, remove a fellow board member for just cause, failure to act, conviction of any felony offense and/or obstructive activities. If a board member is absent from three consecutive meetings of the board of directors, the board member may be removed by an action of the majority of the board members present at a regular or special meeting.

Section 4 - Compensation and Expenses; Members of the Board of Directors shall serve without compensation for time or expenses.

ARTICLE VI - OFFICERS

Section 1 - Officers

a) Officers: The officers of the Chapter shall be the President, Vice President, Secretary, and Treasurer.

b) Term: Each officer shall take office at the Annual meeting and shall serve for a term of two years. An officer may not serve more than two consecutive terms in each office unless there is no other person available or qualified to serve.

c) Removal: Motions requesting the removal of an officer for not performing the duties of his/her office may only be entertained at a special meeting called for that purpose. The proposed action must be included on the pre-meeting announcement agenda. Such action requires approval of two-thirds of the board present at the meeting.

d) Duties: The officers shall perform those duties customarily assigned to the offices held.

- 1) **President** – the president shall preside at the meetings of the Chapter, shall make committee appointments, shall otherwise be responsible for the conduct of the business of the organization. The president, when authorized to do so by the

Board, may execute any and all documents from, for, and in the name of the corporation.

- 2) **Vice President** – The vice president shall assist the president as may be requested by him/her, and shall perform the duties of the president or secretary in his/her absence or in the event of his/her inability or refusal to act.
- 3) **Secretary** – the secretary shall be responsible for keeping the minutes of the meetings of the corporation and distributing copies of these minutes to all current directors within 14 business days after any meeting. He/she shall see that all notices are duly given in accordance with the provisions of these bylaws; maintain a list of directors and committee members and in general, perform all duties incident to the office of the secretary.
- 4) **Treasurer** – the treasurer shall be responsible for keeping and receiving records of all the funds of the Chapter; deposit such funds in a depository approved by the officers; and pay authorized expenses upon order of the officers. A monthly report of income and expenditures shall be provided to all board members at any board or regularly scheduled membership meeting. The Treasurer will develop and administer an annual budget in conjunction with the Board for the Chapter. The budget will be presented at the annual members meeting in the first quarter of each year. A financial report will be presented at each quarterly meeting of the Board of Directors. The President, Treasurer, and any other individual(s) designated by the President will be authorized to sign checks. Only one signature is required on a check authorized for disbursement by the Board of Directors. The Treasurer is also responsible for preparing and/or obtaining the preparation of the necessary State and Federal tax statements, forms and sales tax records, and is responsible for obtaining an audit as determined by the Board of Directors annually. The Board of Directors may require bonding for the position of Treasurer. The amount of the bond will be set by the Board of Directors.

Section 2 - Past President The past president shall serve as an ex-officio officer providing assistance to the chairperson and other officers until a transition has been completed. They will have no voting rights, during Board meetings, nor will their participation count toward or against achievement of a quorum, they will serve only in an advisory capacity. Ex-officio members have all the rights of membership and thus may serve in the capacity as any other member.

Section 3 - Term of Office Each elected Officer will serve a two (2) year term that coincides with the Chapter's annual fiscal year.

Section 4 - Vacancies An Officer position shall be officially vacant if the member resigns, dies, fails to pay dues, fails to comply with the By-Laws, or misses three (3) consecutive Board meetings. The President shall appoint, subject to the consent of the Board, an Association member to complete the term of the vacant position.

ARTICLE VII – COMPENSATION

All Officers, District Representatives, and At Large Representatives will serve without compensation.

ARTICLE VIII – ELECTIONS AND REMOVAL FROM OFFICE

- A. Nomination Process:** A call for nominees is sent to Chapter Members after the last meeting of the year prior to the election. Nominees are collected and eligibility is confirmed by the President or a member of the Board that is not up for election. At the Annual Meeting, nominees will be named and ballots will be cast for each position up for election. If only one nominee exists for a given position, a show of hands is an acceptable vote.
- B. Term:** Each elected Officer and District Representative will serve a two (2) year term that coincides with the Association's annual fiscal year.
- C. County Representatives:** County Representatives serving on the Board of Directors will be elected by the general membership.
- D. Officers:** The Office of President and Secretary will be elected one year and the Vice-President and the Treasurer the next year.
- E. Removal from Office:** Any Officer or District Representative may be removed by a two-thirds (2/3) vote of the Board of Directors at any meeting of the Board. Any Officer may resign at any time and said resignation shall be effective upon receipt by the Secretary or President unless the Officer designated a different effective date and the Board consents to such a different date. The President shall appoint and the Board shall approve filling any other vacancies in any office at any subsequent meeting of the Board. In the event the President resigns, the Vice-President may act as President for the remainder of the President's term and the Board shall select a new Vice-President at the next meeting of the Board.

ARTICLE IX – COMMITTEES

Section 1 – Committees: There shall be such standing committees as are authorized by the president to carry on the work of the Chapter. Chairs of these committees shall be named by the president, along with the goals and expectations of each. The president is authorized to appoint ad hoc committees on a temporary basis to accomplish limited and specific goals.

Section 2 – Monies: All committee chairs must remit any funds collected to the treasurer of the association.

Section 3 – Minutes: All committees shall keep minutes of committee meetings and submit a summary of the minutes at regular Board meetings. All committee chairs must present to the association secretary a written annual report, summarizing their activities for the preceding year and goals for the following year, at least two weeks prior to the annual meeting of the board of directors.

Section 4 – Budgets: All committee chairs must submit annual budget requests to the treasurer by October 1 of each year.

Section 5 - Meetings: Meetings of each committee may be called by its chairperson or by the president of the Chapter on five days' notice to the members of the committee. Notice may be by mail, telephone, internet or similar means. Less notice may be given, if needed, if response is received by at least two-thirds (2/3) that the meeting time is agreeable. Committees shall meet as often as is necessary to conduct their business. The action of a majority of the members present and voting at a committee meeting, at which a quorum is present, shall be the action of the committee.

ARTICLE X – CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1 –Contracts: The Board of Directors by majority vote may authorize any officer or officers, agent, or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances.

Section 2 - Loans and Indebtedness No loans or indebtedness shall be contracted on behalf of the Chapter and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. In no event shall any loans be made by the Chapter to any of its directors.

Section 3 - 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 Chapter, shall be signed by the Treasurer or other officers as approved by the Board of Directors.

Section 4 - Depository of funds. Chapter funds may be deposited in any U.S. bank which is FDIC insured, and/or in any investment Company that is similarly insured. Selection of any depository of funds shall be by a majority vote of the Board of Directors and may be changed at any time by similar action.

ARTICLE XI RULES AND DISCLOSURES FOR SELF-DEALING AND DISQUALIFIED PERSONS

Section 1 - Self Dealing: Self-dealing is defined as: the sale, exchange, or lease of property between the Society and a disqualified person; the lending of money between the Chapter and a

disqualified person; the furnishing of goods and services between the Chapter and a disqualified person; payment of compensation (including reimbursement of expenses) by the Chapter to a disqualified person; the use of Chapter assets by or for the benefit of a disqualified person; and payment of money or property by the Chapter to a government official.

Section 2 - Disqualified Person. A disqualified person is: any substantial contributor to the Chapter; any officer, director or employee of the Chapter having authority or responsibility for the Chapter's actions; a member of the family of any of the persons defined above; a corporation, partnership, or trust in which any of the persons named above (including a family member) owns any beneficial interest that exceeds five (5) percent.

Section 3 - Family Member; A family member is defined as: the spouse of a director; an ancestor of the director (parent, grandparent, great-grandparent, etc.); a descendant of the director (child, grandchild, great-grandchild, etc.); and spouses of descendants.

Section 4 - Disclosure and Quorum: Any director who is a disqualified person must disclose this fact and all the particulars at any meeting in which the contract, transaction, hiring, or other self-dealing is discussed. Such director may be counted in determining a quorum but such director must abstain from voting thereon.

Section 5 - Tests for Contracting for Services With Disqualified Persons. The services to be furnished by a disqualified person must be reasonable and necessary to the charitable function of the corporation. The person must be well qualified and the compensation must be reasonable and comparable to the compensation for comparable jobs and or services in the same geographical area.

ARTICLE XII – INUREMENT OF INCOME

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XIII – LEGISLATIVE OR POLITICAL ACTIVITIES

No substantial part of the activities of the Chapter shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Chapter shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE XIV – OPERATIONAL LIMITATIONS

Notwithstanding any other provisions of these articles, the Chapter shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax

under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XV - DISSOLUTION

Upon the dissolution of the Chapter, the Board of Directors shall, after paying provisions for the payment of all of the liabilities of the Chapter, dispose of all the assets of the Chapter exclusively for the purposes of the Chapter in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVI – SANCTIONING

Any individual, member of the Chapter, business, organization, or club wishing to use the Chapter's name, logo, or other Chapter property with an event, fundraiser or other activity is required to obtain permission in writing from the Board of Directors.

ARTICLE XVII – Fiscal Year

The fiscal year for the Chapter will be the calendar year January 1 through December 31 of each year.

ARTICLE XVIII – AMENDMENTS

These By-laws may be altered, amended or repealed and new Bylaws adopted by action approved by two-thirds vote of the Directors present and voting at any duly called meeting or special meeting of the Chapter called for that purpose. The Chapter shall provide notice of any meeting of Directors at which an amendment is to be approved. The notice must state that the purpose, or one of the purposes of the meeting, is to consider a proposed amendment to the Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

ARTICLE XIX – PARLIAMENTARY AUTHORITY

Robert's Rules of Order Revised shall govern the Chapter in all cases in which they are applicable and in which they are not in conflict with these bylaws.

Adoption -

The above bylaws are hereby adopted and made immediately effective by affirmative vote of the organizing members this [Day] day of [Month, Year].

I affirm that the above Bylaws are those adopted at the [Date] Board of Directors meeting of the Oklahoma Chapter of the Jefferson Highway Association.

President

Secretary

[Name]

[Name]