

# Bylaws of the Lincoln Highway Association

## Article I - Name and Purpose

**Section 1.** The name of this organization shall be Lincoln Highway Association.

**Section 2.** The purpose of this association is to preserve, promote, mark, and educate the general public on the various routes of the Lincoln Highway in the states of New York, New Jersey, Pennsylvania, West Virginia, Ohio, Indiana, Illinois, Iowa, Nebraska, Colorado, Wyoming, Utah, Nevada, California, and any other states which petition for inclusion based upon valid historical evidence.

**Section 3.** The organization shall be referred to in these bylaws as the association, and shall be a not-for-profit corporation chartered by the state of Iowa.

**Section 4.** The association shall be non-partisan and non-sectarian.

## Article II - Membership

**Section 1.** Any party having an interest in the objectives of this association shall be eligible for membership.

**Section 2.** Members of the association shall pay dues, the amount being determined from time to time by the board of directors. Only members whose dues are paid shall be eligible to carry on the business of the association as specified in these bylaws.

**Section 3.** All members shall be allowed to display the association name, logo and/or the phrase, "Member of the Lincoln Highway Association." Other uses of the association name or logo by commercial organizations are not permitted without the written consent of the president.

**Section 4.** Dues of renewing members shall be payable on the first day of the month following the anniversary of the month in which they joined the association.

**Section 5.** All members of the association who live in states contiguous to the Lincoln Highway shall automatically be enrolled as members of the individual state chapters. Those members residing in the other states shall be given the option of choosing a state chapter affiliation.

**Section 6.** Life Members and Family Members of the association are entitled to two votes if married or one vote if single on any matter that is presented to the General Membership for a vote. They are also entitled to member rates for conference registration for their entire immediate family (member, spouse, and dependent children living at home).

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**Section 7.** Organizational and Institutional Members of the association may name one representative to the association. That representative is allowed one vote for the organization or institution in any matter that is presented to the General Membership for a vote. In addition, such a representative is allowed to hold any office in the association and is entitled to any voting rights associated with that office. Only the one representative is entitled to member rates for conference registration.

### **Article III - Meetings**

**Section 1.** Meetings of the members and of the board of directors may be held at any time and place within any state on the old Lincoln Highway upon thirty days notice by the president or any twelve members of the board of directors. All meetings shall be open to all members in good standing, unless otherwise stated and agreed. The place of any meeting shall be determined by a resolution adopted by the board of directors.

**Section 2.** The annual meeting of the board of directors shall be held during the annual conference of the association, and at least a day before the general membership meeting. The annual general membership meeting shall be held during the annual conference of the association at least one day after the annual meeting of the board of directors

**Section 3.** (a) A regular meeting or meetings of the Board of Directors may be set by the Board of Directors at any meeting so long as each director has at least ten days written or electronically transmitted notice of such meeting. An emergency or special meeting of the Board of Directors may be called by the president and/or five members of the Board of Directors and shall be on at least ten days written or electronically transmitted notice.

(b) Members of the Board of Directors may participate at any meeting other than at the annual meeting by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting. Votes of the Board of Directors at any meeting held by such means shall be conducted by a roll call vote. The quorum and proxy voting provisions of Sections 6 and 7 of this Article III shall apply to any such meeting.

(c) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if (i) the action to be taken was discussed at the annual, or at an emergency, special or regular meeting of the Board of Directors, (ii) all members of the board consent thereto in writing or by electronic transmission and (iii) the writing or transmission is filed with the minutes of proceedings of the board.

**Section 4.** The time and location of the meetings may be changed, or canceled altogether, by a majority vote of the board of directors.

**Section 5.** A quorum of the membership shall be twelve members, including at least 50

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percent of the members of the board of directors. The secretary shall determine if there is a quorum present. Only paid members shall vote, with one vote per membership.

**Section 6.** A quorum of the board of directors shall be 50 percent of its members. In the event there is not a quorum present at any meeting of the board of directors, the president shall adjourn the meeting. At a meeting where not all board members are present, but where a quorum is present, agreeing votes of at least 50 percent of the board members present must be cast in order to decide any question.

**Section 7.** Absent directors may vote by proxy at any meeting of the board on those agenda items, including amendments to the bylaws, sent in advance by the secretary. The proxy votes shall be submitted to the secretary in writing prior to the meeting.

**Section 8.** The annual conference of the association shall be held at a site (city and state) approved by the board of directors. Chapters of the association that have an interest in hosting an annual conference shall submit a bid to the board of directors. Such bids can be submitted during any board meeting, but the chapters are encouraged to submit their bids at least two years prior to the requested conference date.

**Section 9.** Annual conferences shall convene during the third or fourth week of each June. A proposed date shall be specified as a part of the bid that a chapter submits to host the conference. Requests to change the originally approved conference date must be approved by the board of directors at least one year in advance of the conference.

### **Article IV - Officers and Their Duties**

**Section 1.** The elected officers of this association shall be the president, vice-president, secretary, treasurer, and field secretary. The elected officers and the executive advisor shall constitute the Executive Committee of the association. The Executive Committee shall attend to all routine policy affairs of the association. The Executive Committee shall carry out the day-to-day activities of the association in accordance with the actions taken by the board of directors and/or the general authority contained elsewhere in these bylaws. A 3/5 vote is required in order for the Executive Committee to conduct business.

**Section 2.** The president shall be the chief executive and administrative officer of the association and chairperson of the Executive Committee; preside at all general and special meetings of the association; be an ex-officio member of all standing committees; serve as chief spokesperson and general liaison for the association, be responsible for calling special meetings as required; and establish committees. The president shall appoint committee chairs and the executive advisor, and fill officer vacancies as necessary. The president shall tender copies of all official correspondence to the vice-president/president-elect.

**Section 3.** The vice-president/president-elect shall assist the president; serve in the capacity of president in the absence of the president; and temporarily fill committee and officer vacancies in the event the president is unable to do so.

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**Section 4.** The secretary shall record the minutes of all membership and board meetings; send annual renewal notices to the general membership; and maintain accurate membership records. The secretary may delegate a portion of his/her duties to a membership secretary and/or corresponding secretary with the approval of the board of directors.

**Section 5.** The treasurer shall maintain accurate records of all the financial transactions of the association in accordance with the cash basis of accounting; receive and disburse all association funds; coordinate development and administration of annual budgets of the association; and be audited annually and/or upon a change of treasurer by the person or firm selected by the board, if ordered by the board of directors or the president of the association. The treasurer shall furnish the board with financial statements annually and for the most recent month-end prior to each board meeting in the detail and format prescribed by the board. The treasurer shall be bonded for an amount determined by the board, if deemed necessary and appropriate.

**Section 6.** The executive advisor shall be appointed by the president. The primary duties of the executive advisor shall be to provide advice, counsel and guidance to the officers and directors.

**Section 7.** The field secretary shall represent and promote the Lincoln Highway and the Lincoln Highway Association to the entities along the highway, and report to the board of directors any items of interest or concern that he/she determines to exist needing action by the association.

**Section 8.** Each officer and the executive advisor shall perform other duties of office as determined by the board of directors.

**Section 9.** Terms of all officers and the executive advisor shall be one year from conference to conference, except for the treasurer who shall be elected on a calendar year basis to coincide with the fiscal year and budget cycle. The board of directors may choose to reelect any officer, and the president may choose to re-appoint the executive advisor, for an unlimited number of terms.

### **Article V - Board of Directors**

**Section 1.** The board of directors shall have such powers as are conferred upon them by these bylaws.

**Section 2.** The board shall elect all officers of the association annually, as described in Article IV, Section 8 of these bylaws. The election of officers by the board shall be the last order of business on the agenda at the annual meeting.

**Section 3.** When any board member is absent from two consecutive meetings, has resigned or is unable/unwilling to complete his/her term, the office may be declared vacant and a

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new member chosen by the president, with the approval of the Executive Committee, to serve until the next annual election.

**Section 4.** No board member can formulate any policy of the association unless specifically authorized by a majority vote of the board of directors.

**Section 5.** All directors shall be elected for terms of three years, and may be reelected to successive three year terms with no limit on the number of terms a director may serve.

**Section 6.** A newly elected director shall commence his/her term just prior to the election of the officers by the board at the annual meeting.

**Section 7.** There shall be at least fifteen members on the board of directors, but not more than twenty four. The board shall include one position for each of the fourteen Lincoln Highway states.

**Section 8.** If no candidate can be found for any given Lincoln Highway state, that position shall remain vacant until such time as a candidate can be found. The board of directors may also include four at-large directors. A director must be a resident of the state he/she represents except for at-large directors, who may reside anywhere. The president, vice-president, secretary, treasurer, executive advisor, and field secretary shall automatically be members of the board if they are not otherwise state or at-large directors.

### **Article VI - Committees**

**Section 1.** There shall be such standing committees as are authorized by the president to carry on the work of the association. 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 specified goals.

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

**Section 3.** 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.** All committee chairs must submit annual budget requests to the treasurer by October 1 of each year.

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### **Article VII - Nomination and Election**

**Section 1.** The chair of a nominating committee shall be appointed by the president during each annual meeting. The chair shall then appoint at least two other committee members.

**Section 2.** On or about the first of each year, the committee shall advertise to the general membership that nominations for expiring board terms may be accepted until February 15 of that year.

**Section 3.** All nominations from members shall be accompanied by a statement as to why that member would make a good director, a biographical sketch of the member, and a statement from the candidate indicating a willingness to serve.

**Section 4.** No later than March 1 of each year the chair shall submit to the president the names and biographical statements of each of the candidates for seats on the board of directors.

**Section 5.** The chairperson shall have ballots, biographical statements, voting instructions, and return envelopes printed and mailed to each member no later than April 1 of each year. Individual, student, business, library, corporate, and institutional members in good standing shall receive one ballot. All family and life members shall receive two ballots.

**Section 6.** The nominating committee chair shall receive all sealed ballots and deliver them to the nominating committee before the start of the annual board meeting. The committee shall count the ballots and announce the winners to the board of directors during the annual meeting.

**Section 7.** Results of the balloting shall be individually announced to new and incumbent directors prior to the annual board meeting, to the board at the annual board meeting, and to the membership during the general membership meeting.

### **Article VIII - State Chapters**

**Section 1.** State chapters shall be under the leadership of the directors of the association.

**Section 2.** The purpose of state chapters is to coordinate the activities of local chapters; to promote state legislation and administrative activity which would favorably impact the preservation and appreciation of the Lincoln Highway; and to discourage legislation or administrative activity which would adversely impact the highway.

**Section 3.** Funding for the state chapters shall be provided by a prorated amount of the national dues, as determined by the board of directors, to be sent quarterly by the national treasurer to the treasurers of the state chapters. This shall include the prorated dues of all members in the contiguous Lincoln Highway states and the optional affiliations of members in other states. In the latter case, if an option has not been exercised, the prorated state dues shall remain in the general fund of the national treasury.

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**Section 4.** In states which do not have state chapters, the prorated amount shall be held in escrow each fiscal year. At the end of the year, if no state chapter has been organized, the escrow amount shall be incorporated into the general fund.

### **Article IX - Local Chapters**

**Section 1.** Members in a community, county, or multi-county area may form a local chapter and shall draw up their own set of bylaws, instituting dues if so desired. The purpose of local chapters shall be to work on the local level at marking, protecting, preserving and promoting the Lincoln Highway.

### **Article X - Chapter Affiliation**

**Section 1.** Upon the formation of a state or local chapter, the president must apply for official recognition and affiliation by sending a request to the association president, supplying date of the organizational meeting, list of chapter members (local chapter), and copy of the bylaws. Thereupon, the association president is empowered to grant conditional recognition to the chapter which will remain in effect until the next board meeting, when a final decision, accepting or rejecting the application, will be rendered by the directors. Notification of that decision will be sent to the chapter by the association president.

**Section 2.** Once a chapter has been certified, changes in its bylaws must be submitted to the association's board of directors for approval.

**Section 3.** All actions of a state or local chapter shall be consistent with the bylaws of the association.

**Section 4.** A person may join a state or local chapter without joining the association. Such members of state or local chapters will be "associate members," and will have to join the association after two years. The number of associate members may not exceed 30 percent of the membership of the state or local chapter.

### **Article XI - Financial Matters**

**Section 1.** The fiscal year shall coincide with the calendar year.

**Section 2.** A new life member may designate his/her dues payment to be used for specified capital expenditures and/or special projects. The Executive Committee must approve all capital expenditures and/or special projects to be funded by life memberships. The proceeds from any life memberships not specifically designated shall be deposited by the treasurer in a special trust fund which, except for interest or dividends, may be accessed by the board of directors only in case of emergency.

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**Section 3.** No officer shall have the power to incur indebtedness binding on the association, except as described in Article XI, Section 4 herein, unless authorized through the board of directors' approval of the annual budget.

**Section 4.** The board or any of its members shall incur no indebtedness other than by the means outlined in these bylaws. The board of directors shall approve the annual budget of the association, after preparation by the treasurer and review by the Executive Committee. Non-budgeted expenditures must be approved in advance of making the commitment/incurred the indebtedness as follows:

- Up to \$1000 - Any member of the Executive Committee
- \$1000-\$5000 - Majority of the Executive Committee
- Over \$5000 - Majority vote of the board of directors.

**Section 5.** Committee chairs shall have the power to appoint other members of their committees, but shall not have the authority to disburse any association funds not specifically designated in the annual budget, unless authorized to do so as set forth in Article XI, Section 4 of these bylaws.

### **Article XII - Amendments**

**Section 1.** Any member of the association may propose an amendment to the bylaws. Such amendments must be submitted in writing to the board of directors at least four weeks in advance of the annual meeting.

**Section 2.** Amendments submitted must be clearly defined, accepted for discussion by the board of directors, and submitted, with the recommendations of the board, at the general membership meeting for a vote. The amendment shall be considered approved if it gains a two-thirds majority of the members present.

### **Article XIII - Authority**

**Section 1.** The association shall be governed by *Robert's Rules of Order, Revised*; however, proxy votes shall not be allowed except as described in Article III, Section 7.

**Section 2.** These bylaws have been revised as follow:

Revised bylaws were approved by the board of directors and general membership in Fort Wayne, Indiana on June 10 and 14, 2003, respectively.

A version dated February 24, 2007, reflected amendments to Article III, Sections 8 and 9, approved at the annual conference in Cedar Rapids on June 17, 2006.

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The version dated June 21, 2008, reflects amendments to Articles II, IV, and V adopted in Evanston on the same date.

The version dated June 20, 2009, reflects amendments to Article III adopted in South Bend on the same date.

The version dated June 26, 2010, reflects an amendment to Article V, Section 5, adopted in Dixon on the same date.

The version dated June 24, 2011, reflects an amendment to Article III, Section 2, adopted at South Shore, Lake Tahoe on the same date.