NATIONAL SCENIC BYWAY FOUNDATION

LEGAL & HISTORICAL DOCUMENTS MANUAL

January 6, 2022

Table of Contents

Table of Contents 1

NSBF Vision, Mission and Purpose 2

NSBF Legal, Mailing Addresses 3

An Executive Summary of NSBF 3

History of NSBF 3-4

NSBF Bylaws 5-8

NSBF Articles of Incorporation 9-13

Certificate of Incorporation – State of Minnesota 14

Nonprofit Status – 501(c)3 Documentation 15

THE NATIONAL SCENIC BYWAY FOUNDATION

Chartered on February 12, 2004 in the State of Minnesota

The National Voice of Scenic Byways and Roads

NSBF VISION, MISSION AND PURPOSE

Vision: The vision of the Foundation is that Byways will be recognized and valued worldwide for their distinctive experiences, stories and treasured places.

Mission: The mission of the National Scenic Byway Foundation is to empower, strengthen and sustain Byways.

Slogan: The National Voice of Scenic Byways and Roads

Tagline: Tools, Training and Support for Byway Leaders

Purpose of the Corporation:

- to provide leadership to empower, strengthen and sustain scenic byways.
- to educate the byway practitioners, professionals, volunteers in matters relating to scenic byways designated by states, tribes and federal government through some official declaration.
- to educate decision makers and the public about the importance of scenic byways.
- to conduct research for the benefit of byways and byway organizations.
- to carry out charitable byway related projects.
- to develop human, financial and other resources.
- to maintain communication between byway interest groups and individuals.
- to recognize significant achievements relating to byways.
- to develop partnerships with units of government, the not-for-profit and the for-profit sectors.

NSBF LEGAL, MAILING ADDRESSES

Legal/Physical Address:
National Scenic Byway Foundation
7501 Whitehill Lane
Millersburg, Ohio 44654-9270

Mailing Address:
National Scenic Byway Foundation
PO Box 212
Millersburg, Ohio 44654-0212

AN EXECUTIVE SUMMARY OF NSBF

The National Scenic Byway Foundation has been in existence since 2004. It was started by a few caring individuals who saw the need for a non-profit organization to fill the gap not being served by governmental agencies such as the Federal Highway Administration (FHWA) and the America's Byways Resource Center. In 2012 Congress eliminated byway program funding resulting in the closure of the Resource Center.

The focus of the NSBF shifted to a more educational and advocacy role in 2012. With new responsibilities and goals come new expenses and challenges. The National Scenic Byway Foundation, a 501c3 organization, met the challenge of sustainability since 2012 by relying on memberships, sponsorships and donations. In 2020 the organization placed renewed emphasis on member benefits and income producing programs to serve the interests of the nation's byway community of approximately one thousand byways at the state and national level.

HISTORY OF NSBF

A Brief History of the National Scenic Byway Foundation

The idea of creating a national not-for-profit organization to support scenic byways first surfaced at the 2001 National Scenic Byways Conference in Portland, Oregon. Several years later, at the 2003 conference in Albuquerque, New Mexico, a group of interested individuals asked for and received input from conference attendees and decided to create the National Scenic Byway Foundation. Articles of incorporation were filed in the State of Minnesota in February 2004 and bylaws were adopted a month later. The Foundation received tax-exempt status under section 501(c)(3) of the Internal Revenue Code in March 2005.

At the end of 2010, the volunteer Executive Director retired and turned the duties of staffing the Foundation over to two former state scenic byway coordinators. The office and files of the Foundation were relocated to Denver, Colorado. The duties were divided between the two volunteers, with one being responsible for activities related to the Board of Directors and the other taking on the duties related to membership, website, and day-to-day correspondence with members and the byway community.

During the summer of 2011, the Foundation focused on raising funds to host a reception and silent auction at the National Scenic Byways Conference in Minneapolis, Minnesota. The event was highly successful and raised over $10,000 for the Foundation through donations and proceeds from the silent auction. The Foundation also raised $7500 to fund an intern to research the benefits of scenic byways in anticipation of reauthorization of the National Scenic Byways Program by Congress. In 2012, with the closure of the America's Byways Resource Center, the Foundation assumed management of the Byways 101 website containing many of the products and publications developed by the Resource Center. The Foundation also received the remaining supplies of various publications, conference and marketing materials.

Through its unique ability as a not-for-profit and tax-exempt charitable organization, the National Scenic Byway Foundation aids the successful completion of projects that are not otherwise accomplished by Federal Highway Administration or byway organizations throughout the nation. The Foundation will participate in defining the Byways "brand," the distinctive collection of America's Byways®, with their stories and treasured places, become as recognized and valued

as National Parks, National Forests and National Refuges. The National Scenic Byway Foundation will play a lead role in the current and future development, management, preservation and enhancement of byways through cooperation between units of government, the for-profit, and the not-for-profit sectors.

Early in 2011, the National Scenic Byway Foundation began working closely with the American Recreation Coalition (ARC), an organization with a similar interest in the success of the National Scenic Byway Program. ARC was successful in rallying the attention of over 30 national organizations (e.g. AAA, National Park Service, Scenic America, AASHTO), and coordinated several meetings with those stakeholders and the National Scenic Byway Foundation throughout 2011 and 2012 to discuss sustainability of the Byway Program. Throughout the course of approximately 18 months, ARC sent several letters to House and Senate members, Transportation & Infrastructure Committee members, and Travel & Tourism Committee members to communicate the following:

1) to demonstrate the strong and diverse support for the National Scenic Byways Program enjoys among transportation, recreation, tourism, conservation and heritage organizations, and the important role this program needs to play in the US;

2) to underscore that the NSBP has three vital elements: designation, funding and technical assistance – and that the technical assistance has contributed importantly to the success of the byways' effort since 1991; and

3) to communicate that we strongly disagree that the technical assistance role of the America's Byways Resource Center has been completed, and thus should be ended – and that the Congressional action providing funding for the Byways Center for FY12 provides the FHWA with an opportunity to revisit the decision made under Surface Transportation Extension Act of 2011 [Public Law 112-5, Title 1, Section 101(d) as it amends Public Law 111-147, Title IV, Section 411(d)] regarding FY11 funds and to provide funds for this purpose.

The National Scenic Byway Foundation contracted with and utilized an ARC intern to gather data from the byway community. That information included key information on each byway, contact information for "friends of the byway" organizations and local champions, byway grants received, media outlets serving the byway's market, information about economic impact of byways and more. This information would be used to support reauthorization of the full byway effort – designation, technical assistance and grants.

NATIONAL SCENIC BYWAY FOUNDATION BYLAWS

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the organization is the National Scenic Byway Foundation. It is a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2 – Purpose: The National Scenic Byway Foundation is organized exclusively for charitable, scientific and educational purposes.

The purpose of this corporation is:

- to provide leadership to empower, strengthen and sustain scenic byways.
- to educate the byway practitioners, professionals, volunteers in matters relating to scenic byways designated by states, tribes and federal government through some official declaration.
- to educate decision makers and the public about the importance of scenic byways.
- to conduct research for the benefit of byways and byway organizations.
- to carry out charitable byway related projects.
- to develop human, financial and other resources.
- to maintain communication between byway interest groups and individuals.
- to recognize significant achievements relating to byways.
- to develop partnerships with units of government, the not-for-profit and the for-63profit sectors.

ARTICLE II –MEMBERSHIP

Section 1 – Capitol Stock: This Foundation shall have no Capitol Stock.

Section 2 – Rights: Rights of the members shall be equal.

Section 3 – Number: The number of Members shall be unlimited.

Section 4 – Dues, Benefits: Applicants shall be admitted to the Foundation upon submission of a membership application and the payment of the annual Membership dues. The Board of Directors shall define member benefits, categories, dues and define voting privileges for each Membership category.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Board Role, Size and Compensation: The Board of Directors is responsible for overall policy and direction of the organization and may delegate responsibility for day-to-day operations to a non-voting Executive Director and to Board created committees. The Board will have no fewer than seven nor more than nineteen voting Directors. In addition to the voting members, any of the Foundation's national partners may be invited to serve as non-voting members of the Board. Directors receive no compensation but may be reimbursed for reasonable expenses.

Section 2 – Term: Directors shall serve for a term of three years. Terms shall start January 1 and end December 31 of respective calendar year. Terms of elected Directors will be staggered so that approximately one third of the Director Terms expire at the end of each calendar year. From time to time thereafter the Board may elect or re-elect an individual to a vacant voting Director position provided the total of appointed voting Directors will not exceed nineteen at any time. Vacancies can be filled by Board nomination at a regular Board meeting. Mid-term appointments to fill a vacancy resulting from a Director's resignation or termination will be filled only to the end of the resigned or terminated Director's term. Directors may be reappointed to successive terms. In selecting Directors, the Board will give due consideration to balancing representation from various geographic sections of the country and from the public and non-public sectors.

Section 3 – Nominations: Members of the organization may nominate individuals for the Board's consideration as Directors. A Nominating Committee, appointed annually, no later than September, shall seek and present nominations for Board of Directors at the November Board Meeting. Elections will be held during the December meeting and approved by a simple majority of quorum of Board members in attendance.

Section 4 – Board of Directors shall have paid dues and be a member in good standing and may be terminated should their dues become delinquent.

Section 5 – Resignation, Termination and Absences: Resignation from the board will be received by the Executive Director and forwarded to the Board of Directors. A director may be removed by the Board whenever a director breaks the CODE OF CONDUCT and/or in the judgment of the board the removal would serve the best interest of the Foundation. Any Director who fails to attend three (3) consecutive Board of Directors meetings may be subject to removal. Any vote to remove a Director must be carried by an affirmative vote of at least two thirds of those present at an official meeting where there is a quorum.

Section 6 – Advisory groups: The Board of Directors may establish ad hoc advisory groups as needed for specific projects

ARTICLE IV – BOARD MEETINGS

Section 1 – Nature of Meetings: The Board may establish a schedule of regular Board meetings to be held at dates and times to be determined. Meetings and voting of the Board of Directors may be in-person, in writing or by electronic means. Directors may attend any Board meeting, participate and vote in-person or by electronic means. Members of the organization and the public may attend meetings in person or electronically.

Section 2 – Special Meetings: Special meetings of the Members may be called at any time by the President or 3 voting directors. Written notice of such special meeting shall be mailed by the Executive Director to each Member at least fifteen (15) days prior to such meeting, stating therein the purpose of which the meeting is called.

Section 3 – Notice of Meetings: At least forty-eight hours before its scheduled time and upon direction from the President, the Executive Director will deliver an electronic or printed announcement of each Board meeting including a tentative agenda to a last known physical or electronic address of each Director.

Section 4 – Quorum: For business transactions to take place and motions to pass, a quorum must be composed of at least a majority of the Directors currently holding office.

Section 5 – Voting: All issues voted upon will be decided by a simple majority of those present and voting.

Section 6 – Annual Meeting: Unless the Board of Directors votes otherwise, the first meeting of the Directors in each calendar year will be deemed the annual meeting of the organization.

ARTICLE V – OFFICERS

Section 1 – Officers and Duties: There will be three of the Board of Directors consisting of a President, Vice-President and Secretary/Treasurer. Their duties are as follows:

> The President will convene meetings of the Board, preside at the meetings or arrange for another officer or Director to preside.
>
> The Vice-President will chair committees on special subjects as designated by the Board and chair meetings in the absence of the President
>
> The Secretary/Treasurer will take minutes at Board and Executive Committee meetings and maintain records of meetings of the Board of Directors. He or she will make financial reports to the Board, prepare an annual budget in coordination with the chief financial officer (Executive Director), approve all expenditures, assist in fund raising, prepare and file all required financial and legal documents and make financial information available to Directors and the public.

In addition, the Board may create non-voting honorary and emeritus offices and elect worthy individuals to them.

Section 2 – Officers Election: The Nominating Committee shall present a slate of officers in November, which shall be elected annually, immediately following the Board election in December. Officers must be approved by a simple majority of quorum of Board members in attendance.

Section 3 – Terms: All Officers' terms shall be 2 years. The President and Vice-President shall be elected to two-year terms and it is anticipated that the Vice-President shall serve as the President at the end of their respective two-year term.

ARTICLE VI – COMMITTEES

Section 1 – Committee Formation: The Board of Directors may create committees as needed. The President appoints all committees and members.

Section 2 – Executive Committee: The three officers plus two at-large Directors selected from the Board shall serve as the Executive Committee. The immediate Past President shall serve on the Executive Committee as an ex-officio member for one year. The President serves as chair of the Executive Committee. Except for the power to amend the Articles of Incorporation and these bylaws, the Executive Committee has all the powers and authority of the Board of

Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full Board.

ARTICLE VII -- EXECUTIVE DIRECTOR AND STAFF

An Executive Director shall be appointed by the Board of Directors and has day-to-day responsibility for the organization including carrying out the organization's goals and policies. The Executive Director shall attend meetings of the Board of Directors, report on the progress of the organization, answer questions of the Directors and carry out the duties designated by the Board. Upon approval of the Board, additional staff may be appointed by the Executive Director.

ARTICLE VIII – INDEMNIFICATION

The Foundation shall indemnify any Director, officer or employee of the Foundation against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a Director, officer or employee, except in relation to matters as to which he or she adjudged in such action, suit or proceeding to be liable for willful or wanton misconduct in the performance of his or her duty to the Foundation.

ARTICLE IX – DISSOLUTION

If the Board of Directors decides to dissolve the Foundation, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for a public purpose.

ARTICLE X – AMENDMENTS

The Foundation's Articles of Incorporation and these bylaws may be amended when necessary by two-thirds of the Directors participating and voting in a duly called meeting. A proposed amendment must be reduced to writing and submitted to the Executive Director who will attach it and list it on the agenda submitted to all Directors with the call to a meeting.

CERTIFICATION

These Bylaws were approved at a meeting of the Board of Directors by at least a two-thirds majority vote on the following dates.

Bylaws created: 3/16/04
Revised: 2/5/15, 3/2/17, 10/4/18, 12/6/18, 4/4/19, 5/14/20

NSBF ARTICLES OF INCORPORATION

NPOR

7719040002

ARTICLES OF INCORPORATION
NATIONAL SCENIC BYWAY FOUNDATION

The undersigned incorporators are individuals 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation (Chapter 317A).

ARTICLE I – NAME

The name of this corporation shall be National Scenic Byway Foundation.

ARTICLE II –REGISTERED OFFICE ADDRESS

The place in Minnesota where the principal office of the corporation is to be located is at 2139 Violet Lane, New Brighton, MN 55112-5168.

ARTICLE III – PURPOSE

This corporation is organized exclusively for charitable, religious, educational and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of this corporation is:

- to educate the public, volunteers and byway professionals in matters relating to byways.
- to conduct research for the benefit of byways and byway organizations.
- to carry out charitable byway related projects that might not be addressed by other organizations.
- to develop human, financial and other resources and promote scenic byways for the enjoyment of the public.
- to maintain communication between byway interest groups and individuals.
- to recognize significant achievements relating to byways.
- to develop partnerships with units of government, the not-for-profit and the for-profit sectors.

ARTICLE IV – EXEMPTION REQUIREMENT

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organizations shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by the publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section or any future tax code.

ARTICLE V – MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have members. The eligibility, rights and obligations of the members will be determined by the organization's bylaws.

The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title or interest in or to any property of the corporation.

The number of directors constituting the initial board directors is ten: their names and addresses are as follows:

Douglas Arnold, Greater Alton/Twin Rivers CVB, 200 Piasa At, Alton, Il 62002

Ty Bromell, Louisiana Dept of Tourism, 900 N Third Street, Baton, Rouge, LA 70804

Deborah Divine, Bucher, Willis & Ratliff, 609 West North Street, Salina, KS 67401

Richard Haskett, 2139 Violet Lane, New Brighton, MN 55112

Shelley Johnson, Lake Charles CVB, 1205 North Lakeshore Drive, Lake Charles, LA 70602

Bobby Koepplin, Sheyenne River Valley Scenic Byway, 1105 7th Street SE, Valley City, ND 58072-4164

Teresa Mitchell, Seaway Trail Inc, Ray & West Main Street, Sackets Harbor, NY 13685

Sally Pearce, Colorado Dept of Transportation, 4201 East Arkansas, Denver, CO 80222

Wyvonne Phillips, Sante Fe Trail, 136 West Main Street, Trinidad, CO 81082

Paul Staley, Ohio DOT, 1980 West Broad Street, Columbus, OH 43223

Members of the initial board of directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI – PERSONAL LIABILITY

No member, officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII –DURATION/DISSOLUTION

The duration of the corporate existence is perpetual until dissolution.

Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for a public purpose.

ARTICLE VIII – INCORPORATORS

In witness whereof, we, the undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Minnesota and certify we executed these Articles of Incorporation this 27th day of October, 2003.

Douglas Arnold
Signature _____
Alton/Twin Rivers CVB, 200 Piasa At, Alton, Il 62002

Ty Bromell
Ty Bromell
Signature _____
Dept of Tourism, 900 North Third Street, Baton, Rouge, LA 70804

Deborah Divine
Signature _____
Bucher, Willis & Ratliff, 609 West North Street, Salina, KS 67401

Richard Haskett
Signature _____
2139 Violet Lane, New Brighton, MN 55112

Shelley Johnson
Signature _____
Lake Charles CVB, 1205 North Lakeshore Drive, Lake Charles, LA 70602

Bobby Koepplin
Signature
Sheyenne River Valley Scenic Byway, 1105 7th Street SE, Valley City, ND 58072-4164

Teresa Mitchell
Signature
Seaway Trail Inc, Ray & West Main Street, Sackets Harbor, NY 13685

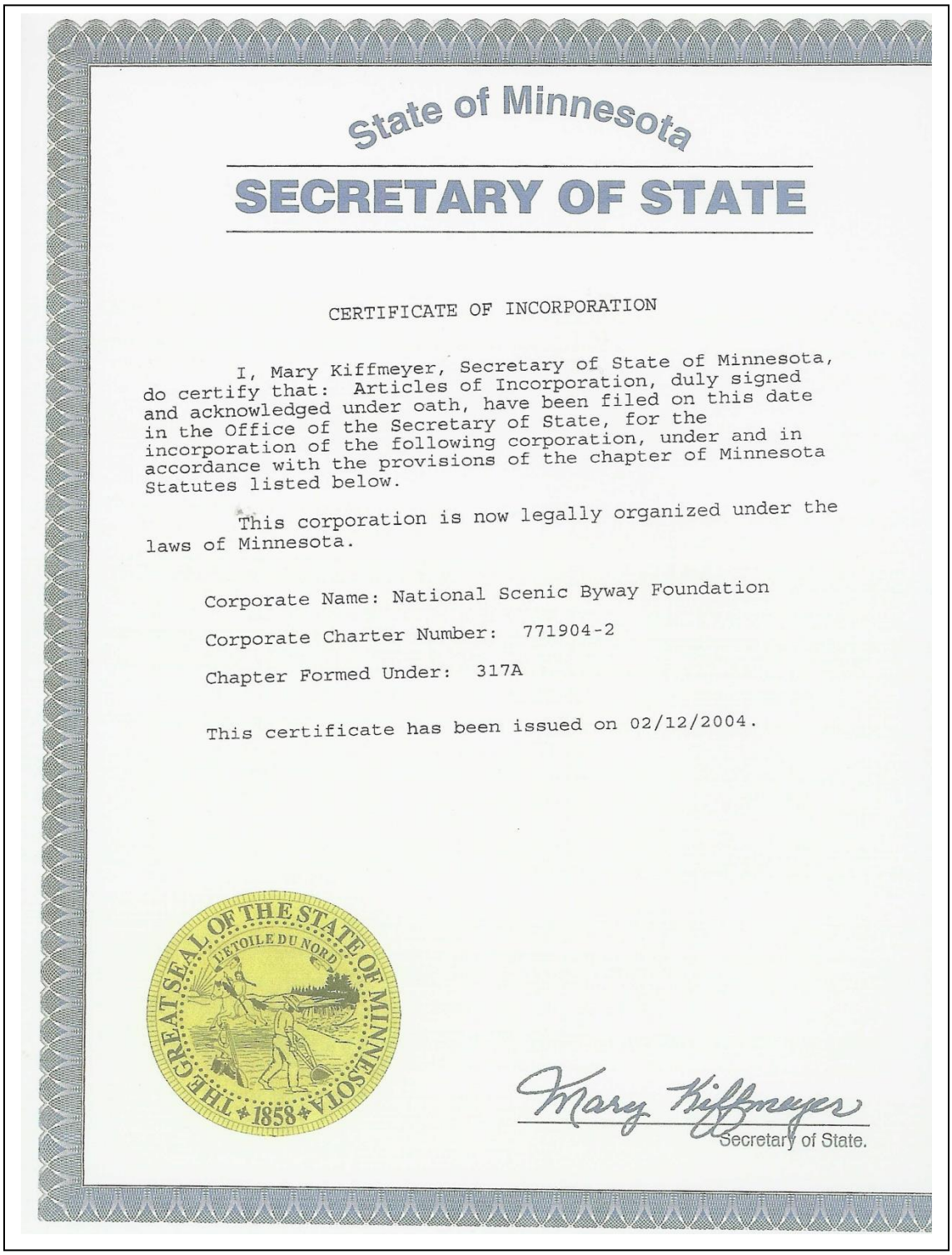
Sally Pearce
Signature
Colorado Dept of Transportation, 4201 East Arkansas, Denver, CO 80222

Wyvonne Phillips
Signature
Sante Fe Trail, 136 West Main Street, Trinidad, CO 81082

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
FEB 12 2004

Paul Staley
Signature
Ohio DOT, 1980 West Broad Street, Columbus, OH 43223

CERTIFICATE OF INCORPORATION – State of Minnesota



State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

This corporation is now legally organized under the laws of Minnesota.

Corporate Name: National Scenic Byway Foundation

Corporate Charter Number: 771904-2

Chapter Formed Under: 317A

This certificate has been issued on 02/12/2004.

THE GREAT SEAL OF THE STATE OF MINNESOTA L'ETOILE DU NORD 1858

Mary Kiffmeyer

Secretary of State.

NONPROFIT STATUS – 501(c)3 DOCUMENTATION

IRS 501(c)(3) Documentation

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: MAR 0 4 2005

NATIONAL SCENIC BYWAY FOUNDATION
C/O RICHARD HASKETT
2139 VIOLET LN
NEW BRIGHTON, MN 55112-5168

RECEIVED
MAR 1 2 2005

Employer Identification Number:
20-0885499
DLN:
17053265031034
Contact Person:
STEPHEN D SEOK ID# 31125
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
February 12, 2004
Contribution Deductibility:
Yes

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Information for Exempt Organizations Under Section 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

Sincerely,

Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Information for Organizations Exempt Under Section 501(c)(3)

Letter 947 (DO/CG)