

## Miscellaneous Record, No. 17, Madison County.

#734

Articles of Incorporation) Filed for Record Oct. 20th A.D. 1910 at 11.20 o'clock A.M.  
 of ) Articles  
 Madison Co. Chautauqua Assoc.) P. 250 George Hill Recorder.  
 By Daisy Hill Deputy.

We The Madison County Chautauqua Association, Citizens of the State of Iowa, together with such others as have subscribed for stock in this corporation and such other persons as may hereafter associate themselves with us, hereby form a corporation under the provisions of Chapter Two (2) Title Nine (9) of the Code of Iowa and acts amendatory thereto, and adopt the following articles of Incorporation.

## ARTICLE I.

## NAME AND PLACE OF BUSINESS.

The name of the corporation shall be the Madison County Chautauqua Association, and its principal place of business shall be WINTERSET, IOWA.

## ARTICLE II.

## SEAL.

The seal of this corporation shall be a circular seal with the words "The Madison County Chautauqua Association- Seal" and shall be in the custody of the Secretary.

## ARTICLE III.

## MANAGEMENT.

The affairs of the Corporation shall be managed by a board of Fifteen directors, five of whom shall serve until the first Annual meeting of the association, five of whom shall serve until the second annual meeting of the association, and five of whom shall serve until the third annual meeting of the association, or until their successors are elected. At each annual meeting of the association five directors shall be elected for a term of three years, and the following members shall be the board in the order designated,

S.A. Hayes.  
 A.L. Stout.  
 Elmer Orris,

C.E. Akers.)  
 L.V. Price.) Until the first annual meeting.

## Page 2.

Fred C. Farquhar.  
 E.K. Cole.  
 W.O. Lucas,

W.H. Thompson.)  
 P.O. Richards.) Until the Second annual meeting.

XXXXXXXXXXXXXXXXXXXXXXXXXXXX

T.V. Dugan.  
 W.H. Vance.

Chas T. Koser.)  
 L.P. Davis.) Until the Third annual meeting.

H.W. Shaw.

## ARTICLE IV.

## OBJECT.

The object of this corporation shall be to hold an annual public assembly for scientific, religious and educational purposes, and to employ talent to entertain, and instruct the public in science, philosophy, literature, music, religion and art. To employ talent and to effect the object of its organization, it may charge admission fees to its entertainments. The members of the organization shall derive no pecuniary profit therefrom and shall be entitled to draw no dividend or distributive share in the property until final dissolution.

## ARTICLE V.

## MEMBERSHIP.

The Corporation shall be composed of those who hold shares of Stock.

## ARTICLE VI.

## SHARES, VOTING, LIABILITY.

Shares of stock shall be issued in amounts of Ten (10) Dollars each and each share shall entitle the holder to one vote, which may be voted in person or by proxy, provided that no member is permitted to vote more than Ten (10) proxies. The indebtedness of this Corporation shall at no time exceed Three Fourths (3/4) of its Capital Stock.

## ARTICLE VII.

## REVENUE.

Nothing shall be paid on these shares of stock until after the first annual assembly is held, and then only so much shall be assessed as shall be needed to defray the expenses of the assembly, if any over and above the receipts.

Within Thirty days after each annual meeting the directors

## Page 3.

shall meet and if there has not been sufficient revenue collected to pay all the liabilities incurred by the Corporation, they shall provide for the deficiency, either by making a loan or by a pro rata assessment upon the stock. The Stock shall not be assessed for more than Ten Dollars (\$10.00) per share and when any share shall have paid a total of Ten Dollars (\$10.00) into the Corporation, said share shall not be further assessed and its owners financial liability to the corporation shall cease.

## ARTICLE VIII.

## PRIVATE PROPERTY.

The private property of the Stockholders shall be exempt from Corporate liability, of any and all kinds, except for the purpose of paying the assessment referred to in article SEVEN (7) hereof.

## ARTICLE IX.

## ANNUAL MEETING OF STOCKHOLDERS.

The Stockholders shall meet on the last secular day of the annual assembly to elect directors and to transact such other business as shall properly come before them.

## ARTICLE X.

## AMENDMENTS.

These Articles may be changed or amended at any annual meeting of the Association, if a two thirds vote of the stock represented is cast in favor of such change or amendment.

## ARTICLE XI.

## TERMINATION.

This corporation shall continue for Twenty (20) years unless sooner terminated by a Three Fourths (3/4) vote of all the members.

In Witness whereof we have hereunto set our hand and seal this 23 day of Aug A.D. 1910.

S.A. Hays.  
L.F. Davis.  
W.O. Lucas.  
A.L. Stout.  
P.C. Farquhar.

L.V. Price.  
F.O. Richards.  
W.H. Thompson.  
E.K. Cole.  
C.E. Akers.

H.N. Shaw.  
W.H. Vance.  
Elmer Orris.  
T.V. Dugan.  
Chas. T. Koser.

Subscribed and sworn to before me this 23 day of Aug A.D. 1910, by each of the parties whose names are hereto affixed.

District Court  
Seal.

W.F. Craig,  
Clerk Dist Court, in and for Madison  
County, Iowa.

PAGE 2.  
BY-LAWS.

NAME.

The Madison County Chautauqua Association.

MEETING.

The Association shall meet annually, and as often during the year as circumstances may require, either upon its own adjournment or at the call of the president, or ten stockholders. One week previous notice shall be given to each of the members of the Association by letter addressed and mailed to the last known residence.

QUORUM.

One 1/20 of the Association shall be necessary to constitute a quorum.

OFFICERS.

The Officers of this association shall consist of a President, Vice President, Secretary and Treasurer. The officers shall be elected at the annual meeting of the board of directors as officers of the Board of Directors as well as of the Association. Any one who holds a certificate of Stock may be elected a director.

PRESIDENT.

The President shall preside at all meetings of the Association and directors, decide all questions of order, offer for consideration all motions regularly made and appoint all special committees. He shall receive all reports or communications addressed to or intended for the Association. He shall vote in all cases when the vote is by ballot or when his vote shall be decisive.

VICE PRESIDENT.

In the absence of President the Vice President shall perform the duties of that office.

SECRETARY.

It shall be the duty of the Secretary to note, read and record in a book the proceedings of each meeting. He shall make correct and precise minutes of all the proceedings and carefully preserve the same. He shall read all orders by order of the President and shall give due notice of the time and place of all meetings of the board and also of the association, and perform such other duties as his office may require.

TREASURER.

The Treasurer shall receive all monies belonging to the Association, and shall keep an account of all the receipts and expenditures; pay all bills as directed; all orders for the payment of such bills must be signed by the President and Secretary. He shall submit his books to an auditing committee for examination as often as required, and shall give bond approved by the board.

COMMITTEES.

The first named member on each committee shall act as chairman unless the committee prefer to elect their own chairman. In the absence of the first member of the committee the next member shall take his place and so on, as often as a vacancy may occur. A committee to whom papers have been referred shall return them with their report. A majority of the entire committee constitutes a quorum and only can make a report. A minority may submit its views in writing. A committee may appoint one or two sub-committees in order to facilitate its work, but the final report must come from the original committee. All special committees, when they have made their report and this report is received, are by this fact discharged. But no committee shall be finally discharged until all debts contracted by them are liquidated. All reports of committees must be submitted in writing and signed by a majority of the committee.

DIRECTORS.

It shall be the duty of the directors to take charge of all property of the association. They shall, by their president and secretary sign all contracts, conveyances and agreements except those pertaining to

By-Laws.

Page Two.

program. They shall deposit with treasurer all notes, stocks or bonds and all instruments of writing. Before the buying of property, the selling of property, the borrowing of money, or the erection of the buildings, they shall ascertain the will of the majority of the members of the Association. The directors shall elect officers at their meeting after the annual meeting of the Association. Five of the directors shall be necessary to constitute a quorum, and shall be authorized to fill all vacancies in their own body. The directors shall also appoint all standing committees.

STANDING COMMITTEES.

The Standing Committees of the Madison County Chautauqua shall be, Program Committee, Entertainment Committee, Advertising Committee (or publicity and promotion,) Grounds Committee and Stock Committee.

DUTIES OF COMMITTEES.

Program Committee.

It shall be the duty of this committee to conduct all correspondence with reference to the lectures and entertainments for the annual Chautauqua Assembly, but obtain sanction of the board for any and all talent before signing contracts. It shall also be the duty of this committee to publish the annual program (or booklet) and assist the advertising committee in sending out the same. This committee shall consist of three (3) members.

## Miscellaneous Record, No. 17, Madison County.

## STOCK COMMITTEE.

This committee shall consist of three members, and it shall be the duty of this committee to secure new shares of stock from time to time where they may best serve the interest of the Association. And in case of the death or removal of any shareholder it shall be the duty of said committee, after due notice in writing shall be sent to such stockholder by letter addressed to his usual address and if at the end of Thirty (30) days from mailing of such notice no objection has been received from such stockholder, to sell or transfer such stock subject to the direction of the board without further notice to the holder of such stock.

## ADVERTISING COMMITTEE.

This Committee shall consist of Three (3) members and it shall be the duty of this committee to take charge of all advertising and printing, except programs, to print and put on sale all tickets subject to the regulation of the board.

## ENTERTAINMENT COMMITTEE.

This Committee shall consist of Three (3) members. It shall be the duty of this committee to provide entertainment for all the talent that appears on the programs of the annual Chautauqua Assembly. To secure the best rates possible for the entertainment of the talent for which the Association may be obliged to furnish free entertainment, and to conduct correspondence and arrange for the entertainment of all the patrons of the Chautauqua from a distance, who may write for entertainment.

## GROUNDS COMMITTEE.

This committee shall consist of Five (5) members and it shall be the duty of this committee to secure and put the grounds in order for the annual Chautauqua Assembly: to employ all needed police; guard the grounds; secure gate keepers and ticket sellers needed at grounds. To let the restaurant, hotel and hostelry privileges and make all such arrangements pertaining to the grounds as may be demanded to insure the comfort and proper protection of the Chautauqua patrons.

The action of the above committees shall be subject to the supervision and control of the Board. The by-laws may be amended by a two-thirds vote of the members of the Association present at any regular meeting.

The President shall use as his guide "Roberts Rule of Order."

## ORDER OF BUSINESS.

## PRAYER.

READING OF THE MINUTES.

UNFINISHED BUSINESS.

NEW BUSINESS.

REPORTS OF COMMITTEES.

(a) Standing Committees.

(b) Special Committees.