

Miscellaneous Record, No. 23, Madison County, Iowa

WINTerset JUNIOR CHAMBER
OF COMMERCE
To

#3596

Fee \$1.70 ✓

Filed for record the 22 day of May
A.D. 1939 at 145 o'clock P.M.
Pearl E. Shetterly, Recorder

The Public

ARTICLES OF INCORPORATION
OF
WINTerset JUNIOR CHAMBER OF COMMERCE

BE IT KNOWN that we, Miles Dick, Hugh Wright, Robert Hollen, Mahlon Henderson, Ted Fenton, James Breeding, Earl Driscoll, Frank Allen, Wayne Newton and Roy Garrett, all of Winterset, Iowa, have adopted and do hereby adopt the following Articles of Incorporation for the purpose of forming a corporation, nor for pecuniary profit under the laws of the State of Iowa,

ARTICLE I

Name

The name of the Corporation shall be "WINTerset JUNIOR CHAMBER OF COMMERCE", and its principal place of business shall be in the City of Winterset, Madison County, Iowa.

ARTICLE II

Object of the Corporation

Section 1. The purpose of this Corporation shall be to provide the younger business and professional men of the City of Winterset with a medium for training in citizenship and Chamber of Commerce work, to promote the civic, industrial, social, educational and commercial welfare of Winterset, Iowa, and the surrounding community, to teach civic and community responsibility, to express the younger men's point of view, to plan and carry out civic, community and commercial enterprises designed to promote the best interests and general welfare of the City of Winterset and its environs.

Section 2. The further purpose of said Corporation shall be to cooperate with other local civic organizations in advancing the programs of usefulness to the city, state and nation.

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Section 3. This Corporation in its activities shall be non-partisan, non-sectional and non-sectarian.

ARTICLE III

The Corporation shall have and enjoy all the powers which corporations not for pecuniary profit may exercise under the laws of the State of Iowa. The Corporation shall have the power to acquire, hold, transfer, convey, assign, lease and/or mortgage real and personal property. It shall have the power to receive and acquire by gift or bequest any property real, personal, or mixed, for the purpose of furthering and carrying out the objects of the Corporation. All instruments affecting real property executed on behalf of the Corporation shall be signed by the President and Secretary after first being approved by the Board of Directors.

ARTICLE IV

Commencement and Duration

The Corporation shall commence business upon the filing of these articles, signed and acknowledged by the above named incorporators, in the Office of the County Recorder of Madison County, Iowa, and thereupon the persons signing and accepting these articles, and their associates and successors shall become a body corporate and the Corporation shall continue to exist for a period of Fifty (50) years from date unless dissolved sooner by an affirmative vote in favor of its dissolution by 2/3 of its membership in good standing.

ARTICLE V

Section 1. There shall be three classes of membership in the Corporation, to-wit:

(a) Active membership ^{young}
Any/man of good character, residing in Madison County, Iowa, between the ages of 21 and 35 years, both inclusive, and interested in the objects and purposes of this Corporation, shall be eligible to active membership herein and admitted thereto upon application and approval thereof and upon payment of membership dues, all as provided in the by-laws of this Corporation, and shall remain a member so long as good standing is maintained in compliance with the by-laws of the Corporation.

(b) Sustaining membership Any individual, association, firm or corporation may, by subscribing to any fund used to further the purpose of this Corporation, and upon the acceptance of said fund by the Board of Directors, become a sustaining member. Such member shall not have the power to vote, but shall be kept informed of the progress and proceedings of the Corporation, and by special authority of the Board of Directors, act as member of any regular or special committee.

(c) Honorary Membership Any man of distinction who has rendered a signal service to this organization, or the community at large, may be nominated by the Board of Directors for honorary membership, and elected at the annual meeting of this Corporation by a 3/4 vote of the members present. Honorary membership shall include all the privileges of active membership, except that of voting and holding office, with the exemption of all fees and dues.

ARTICLE VI

Meetings

Section 1. Annual Meetings The annual meeting of the Corporation shall be held on the third Monday in January of each year. The annual meeting shall be held for the election of officers and directors and for the consideration of such other business as ^{may} properly come before it.

Section 2. Regular meetings The organization shall hold regular meetings either monthly or bi-monthly as may be determined by the members at its regular annual meeting.

Section 3. Special Meetings. Special meetings of the Corporation may be called by the President or by the Secretary at the request of four directors.

Section 4. Quorum The active members present shall constitute a Quorum for the transaction of any business of the Corporation at any annual, regular or special meeting.

ARTICLE VII

Officers

Section 1. The officers of the Corporation shall be a President, two Vice-Presidents, a Secretary and a Treasurer.

Section 2. The officers of the Corporation shall be elected by a majority vote of the active members present at the annual meeting of the Corporation.

Section 3. The Board of Directors of the Corporation shall consist of the President,

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the immediate past-president, the two Vice-presidents, the Secretary, the Treasurer and five directors elected from the active members of the Corporation.

Section 4. No officer, except a member of the Board of Directors, shall be eligible for the same office for more than one term.

Section 5. In addition to the officers as directors, there shall be elected at each annual meeting commencing with the annual meeting in January, 1940, two directors, each to serve for a term of two years.

Section 6. The immediate past-president of the organization shall automatically become a member of the Board of Directors, to serve for a term of two years.

Section 7. Officers and Directors shall take office immediately upon election.

Section 8. Any vacancy in any office or in the Board of Directors may be filled at the next regular meeting of the Corporation after which such vacancy occurs, and if not so filled, may be filled by the Board of Directors.

Section 9. The officers and Board of Directors shall have and may exercise such rights, powers and duties as may be prescribed in the by-laws of the Corporation, or as may be conferred upon them by the Corporation. In the absence of action by the Corporation, the officers and Board of Directors shall have and may exercise such powers as are usually exercised by like officers and board of directors in similar corporations.

Section 10. The officers of the corporation during the period between the commencement of the Corporation and the time of holding the first annual meeting of the Corporation are as follows:

President--Miles Dick
Vice-President--Mahlón Henderson
Vice-President--Wayne Newton

Secretary--Robert Hollen
Treasurer--Hugh Wright

Section 11. The directors of the Corporation, until their successors are elected and qualified, in addition to the five officers above named, shall be:

- (a) For ~~the~~ term ending at ~~the~~ next annual meeting:
Frank Allen, James Breeding, Earl Driscoll
- (b) For term ending at annual meeting in 1941:
Ted Fenton, Roy Garrett, Shirley Webster.

ARTICLE VIII

Liability for Corporate Debts

Private property of the members of the Corporation shall not be held liable for ~~the~~ corporate debts and shall be exempt from all liability for corporate debts. The members of the Corporation shall not be personally liable for the debts of the Corporation. This Article shall not be eliminated, changed or amended, without an affirmative vote in favor thereof of all the members of the Corporation in good standing at the time.

ARTICLE IX and X-----

ARTICLE XI

By-laws

Section One. This Corporation shall have the power to adopt and establish such by-laws as may be necessary for the proper management, regulation, and government of this Corporation. Such by-laws may be adopted by an affirmative vote of 2/3 of the members present at the next regular meeting following the filing of these Articles of Incorporation.

Section Two. Such by-laws may be amended or changed by an affirmative vote of 2/3 of the members present at any regular meeting, providing, however, that written notice has been mailed to each active member in the organization at least ten days prior to the time of such meeting, which notice shall state the substance of the proposed amendment or change.

ARTICLE XII

This Corporation shall not have a corporate seal.

ARTICLE XIII

Amendment

These Articles of Incorporation, EXCEPT ARTICLE I may be amended or repealed at any/regular annual or meeting of the Corporation upon the affirmative vote of 3/4 of the members present at such annual or regular meeting, providing that such amendment has been submitted in writing to the Secretary and notice thereof has been mailed to all members in good standing not less than ten days prior to the date of such meeting.

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Dated at Winterset, Iowa, this 16th day of May, 1939.

Miles Dick
Hugh E. Wright
Robert Hollen

Mahlon Henderson
Ted Fenton
Jas Breeding

Earl W. Driscoll
Frank E. Allen
Wayne Newton
Roy Garrett

STATE OF IOWA, MADISON COUNTY) ss:

Be It Remembered, that on the 16th day of May, A.D. 1939, before me, the undersigned, Shirley A. Webster, a Notary Public in and for Madison County, Iowa, personally appeared Miles Dick, Hugh Wright, Robert Hollen, Mahlon Henderson, Ted Fenton, James Breeding, Earl Driscoll, Frank Allen, Wayne Newton and Roy Garrett, to me personally known to be the identical persons named in the within and foregoing articles of Incorporation, and who executed the foregoing instrument and acknowledged that they executed the same as their voluntary act and deed.

IN WITNESS Whereof, I have hereunto signed my name and affixed my Notarial Seal the day and year last above written.

Shirley A. Webster
Notary Public in and for Madison County, Iowa.

NOTARIAL
SEAL