WINTERSET JUNIOR CHAMBER OF COMMERCE A 09981

ARTICLES OF REINCORPORATION

WINTERSET JAYCEES

Know all men by these presents: That we, the undersigned, all being of full age and citizens of the State of Iowa, do hereby adopt the following Articles of Incorporation for the purpose of Incorporating Winterset Jaycees, a corporation not for pecuniary profit, which coporation began its existence on May 22, 1939, under the laws of the State of Iowa.

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SECRETARY OF STATE
IOWA

ARTICLE 1

The name of this corporation shall be Winterset Jaycees and its principal place of business shall be Winterset, Madison County, Iowa

FILED NO. 2949
BOOK 31 PAGE 173
1976 JUN 22 AM 11:53
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
8 pgs. Fee $16.50

ARTICLE 2

POWERS

This 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 mortgage real and personal property. It shall have the power to receive and acquire by gift, devise or bequest any property, real or personal, for the purpose of furthering or carrying out the objects of this Corporation. All instruments affecting real estate executed in behalf of the Corporation shall be signed by the President and Secretary after first being approved by a majority of the Board of Directors.

ARTICLE 3

Purpose

Section I

The purpose of this organization shall be civic service through the organized efforts of the young men of the community, to promote the welfare of the community, and its citizens through active constructive projects. It shall be the further purpose of this organization to provide the young men constituting its membership, training in leadership and civic consciousness to better their usefulness as citizens.

ARTICLE 4

Affiliation

Section I

The purpose of this organization shall be and hereby is affiliated with the Iowa Jaycees, the United States Jaycees, Jaycee International and is subject to the Constitution and By-Laws of these bodies in-so-far as they affect and prescribe the function of local Jaycees and are not in conflict with this Constitution.

ARTICLE 5

GOVERNMENT

Section I

The government of this organization shall be vested in a Board of Directors consisting of President, First Vice President, Second Vice President, Treasurer, Secretary, Director at Large and Director of Membership, Past President known as State Director, subject to the will of the membership.

Section II

The Board of Directors shall have control and management of the property, and management of the organization; subject to the will of the membership. Funds of the organization shall be withdrawn from the bank or banks with which they are on deposit by any one signature, of the following officers: President or Treasurer.

Section III

A vacancy in the Board of Directors may result from resignation and/or failure to perform the duties of the office. Such appointees to serve for the duration of the term of the individual being replaced or until the next regular election.

Section IV

The Board of Directos by a majority vote shall make appointments to fill vacancies in the Board of Directors.

ARTICLE 6

Meetings

Section I

The organization shall hold regular semi-monthly membership meetings on such dates as may be set.

Section II

Meetings of the Board of Directors shall be held at prearranged dates or at the call of the President. At all meetings of the Board of Directors a simple majority of the members of the Board of Directors shall consititute a quorum.

Section III

Special meetings of the membership or of the Board of Directors shall be called by the President or Secretary at the request of at least two members of the Board of Directors.

Section IV

The annual meeting of this Corporation shall be held on the second Wednesday of May of each year.

ARTICLE 7

Membership

Section I

Any young men of good character between the ages of eighteen (18) and thirty-five (35), both inclusive, shall be eligible for active membership in this organization as provided in the By-Laws.

Section II

All applicants must be sponsored by a member in good standing and accepted by a majority vote of the Board of Directors.

Section III

Upon acceptance, dues must be paid in advance for the first year.

ARTICLE 8

Dues

Section I

The annual dues for members of this organization shall be twelve dollars ($12.00), first year members shall be seventeen ($17.00). A five dollar ($5.00) initation fee is paid with the first year dues.

Section II

The annual dues of members are payable on the anniversary date of original payment.

ARTICLE - 9

Elections

Section I

Not less than thirty (30) days prior to the annual election the President shall appoint, with the approval of the Board of Directors, a nominating committee of not less than three(3) members.

Section II

The nominating committee shall decide upon the names of candidates for election and shall make written recommendations to the members not less than ten (10) days prior to the annual election.

Section III

The nominating committee shall select two (2) nominees for each expiring Directorship and Officership to serve for one year. No officer shall be eligible for the same office for two (2) consecutive terms.

Section IV

At all general meetings following the presentation of the report of the nominating committee, and until the election, the report of the nominating committee shall be read. Additional nominations may be made from the floor at any time during this period after the nominating committee report presentation.

Section V

At the annual election there shall be elected a President, two (2) Vice-Presidents, a Treasurer, a Secretary, and a State Director who shall constitute the Officers of the Organization. To complete the Board of Directors, there shall be elected a minimum of two (2) Directors.

Section VI

Voting shall be by individuals, and no person shall cast more than one (1) ballot.

ARTICLE

Elections cont'd

Section VI cont'd

Proxies and absentee ballots will not be recognized.

Section VII

Officers and Directors shall take office June 1, which shall begin the organizations fiscal year.

ARTICLE 10

Duties of Officers

Section I

The President, as chief executive officer of the organization, shall supervise the organizations affairs and activities and shall make an annual report to the membership.

Section II

The First Vice President shall preside at the membership and Board of Directors meetings in the absence of the President. The First Vice President and Second Vice President shall work with the President on internal and external affaris as they so choose.

Section III

The Secretary shall keep a permanent record of all regular and special meetings. He shall be custodian of all official records of the organization.

Section IV

The Treasurer shall issue notices of dues payable and be responsible for the collection thereof, keep the books of the organization, disperse funds at the direction of the Board of Directors, and/or the general membership and he shall report in detail at the annual meeting and at such times as directed on the financial conditions of the organization. He will make available all records as required and shall assist as requested in an annual audit to be conducted by an audit committee.

Section V

The Director of Membership shall be accountable to the President. His duties shall include all matters pertaining membership and membership goals.

Section VI

The Director at Large shall be accountable to the President and shall act as a Sargent of Arms.

ARTICLE

Duties of Officers cont'd

Section VII

The State Director has the direct responsibility to the President for the liaison between the local and State Jaycee organization, for visitation to other chapers, and for organizing delegates to regional, state and national meetings.

ARTICLE - //

Committees

Section I

The Board of Directors shall determine the committees deemed proper and necessary to fullfill the object and purpose of the organization.

Section II

All committee chairman, vice chairman and members shall be appointed by the President subject to the approval of the Board of Directors.

Section III

The President and First or Second Vice President whichever the case may be, shall be exofficio members of all committees.

ARTICLE - /2

Delegations

Section I

Delegations or special committees shall be appointed by the President, subject to the approval of the Board of Directors, to represent at any convention, meeting or assembly as may be necessary. Such delegations or committees shall exercise those powers specifically vested in them by the Board of Directors.

ARTICLE - 13

Removed from office

Section I

Any officer or director may be removed from office as a failure to fullfil the duties of said office or for conduct detrimental to the best interests of the organization. Said removal must follow the following procedures:

Section II

The reasons for dismissal shall be presented to and discussed by the membership of the organization. Any findings, resolution, or the results of any votes shall be entered as a permanent record in the minutes.

Section III

The removal must be approved by two-thirds (2/3) of the membership.

ARTICLE - 14

Private Property Exempt

Section I

The private property of the members of the Corporation shall be exempt from all liability for Corporate debts.

ARTICLE - 15

Authority to Bind

Section I

No member of this organization shall contract for or incur any debt or enter into any agreement or otherwise obligate this organization except by authorization of the Board of Directors or the membership.

ARTICLE - 16

Rule of Order

Section I

Roberts Rule of Order and all revisions shall govern the proceedings of all meeting of the organization and its constituent parts except as provided in these By-Laws.

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book 7-6, Page 28, March 23 1926
Expires March 23, 2026, Cert. No. 79567 Receipt No. 50271
Filed By Alexander Johnson Alexander Johnson Jr.
Filing Fee $5.00 Recording Fee xx Secretary of State

ARTICLE X.

BY-LAWS

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 the majority of the members present at any meeting of the members following the filing of these Articles of Reincorporation.

ARTICLE XI.

AMENDMENT OF ARTICLES

These Articles of Reincorporation EXCEPT ARTICLE IX may be amended or repealed at any annual or special meeting upon the affirmative vote in favor thereof of two-thirds (2/3) of the members present at such annual or special meeting.

ARTICLE IX shall not be eliminated, changed or amended without an affirmative vote in favor thereof of all the members of this corporation.

IN WITNESS WHEREOF we have signed and executed this amendment to the Articles of Reincorporation this 20th day of February, A.D. 1976

Dennis E. Johnson
Dennis E. Johnson, President

Subscribed and sworn to before me and in my presence by Dennis E. Johnson on the day and year last above witten.

Horace Young
Notary Public

HORACE YOUNG NOTARIAL SEAL Iowa