

6563. Chamber of Commerce of Iowa City, Iowa to the Public. Articles of Incorporation.  
We the undersigned, and our associates, all of full age, citizens of the United States and of the State of Iowa and of Johnson-County do hereby form ourselves into a corporation under Chapter 394 of the Code of Iowa 1935 and hereby declare ourselves members of the body corporate in law and hereby adopt the following Articles of Incorporation:

ARTICLE I.  
The name of this corporation shall be the Chamber of Commerce of Iowa City, Iowa.  
ARTICLE II.  
Object.  
Section 1. Object. The Chamber of Commerce of Iowa City, Iowa is organized for the purpose of advancing the industrial, commercial, civic and general interests of the city of Iowa City, Iowa.

Section 2. Limitation of Methods. This Chamber of Commerce in its activities shall be nonpartisan, nonsectional and nonsectarian.

ARTICLE III.  
Membership.  
Section 1. Classes of Membership. The Chamber of Commerce of Iowa City, Iowa, shall be composed of three general classes of members; namely, Class "A", Class "B", Class "C", and Honorary members.

Class "A" to include owners and managers of retail, wholesale and manufacturing establishments, public utilities, and industrial contracting concerns.

Class "B" shall include educators, professional persons and public officials.

Class "C" shall include those holding clerical positions and all subordinate employees of retail, wholesale and manufacturing establishments, farmers, retired farmers and other persons whose interests would include them in this class.

Honorary members shall be persons who have rendered a signal service to the community at large, and have been nominated by the Board of Directors for honorary membership and elected at a meeting of the Chamber by a three-fourths vote of the members present.

Section 2. Privileges. Members of Classes "A", "B", and "C" shall enjoy all the privileges of the Chamber, including the right to vote.

Honorary members shall enjoy all the privileges of active membership excepting that of holding office. They shall be exempt from the payment of all fees and dues.

ARTICLE IV.  
Dues.  
Section 1. Amount. When payable:  
The annual dues of Class "A" members shall be \$20.00 per year.  
The annual dues of Class "B" members shall be \$15.00 per year.  
The annual dues of Class "C" members shall be \$10.00 per year.

All dues shall be payable annually, semi-annually, or monthly, in advance.

Section 2. Delinquency. Any member in arrears with dues at the time of the annual election shall not be permitted to vote upon any matters coming before the Chamber.

ARTICLE V.  
Board of Directors.  
The government of the Chamber, the direction of its work and the control of its property shall be vested in a board of directors consisting of twelve members, six of whom shall be elected each year for a two year term. No member shall serve in consecutive terms upon the Board of Directors. Upon the election of the Board they shall meet, qualify and elect from their own number a president, two vice-presidents and a treasurer. They shall also annually elect a secretary and fix his salary. The directors shall have power to fill all vacancies in the board. They may adopt rules and regulations for conducting the business of the Chamber. They shall meet not less frequently than once a month. They shall submit in writing at the annual meeting a full report of the work and the finances of the organization.

ARTICLE VI.  
Officers.

Section 1. President. The President shall preside at all meetings of the Chamber and board of directors. He shall perform all duties incident to his office and advise such action as may be deemed by him likely to increase the usefulness of the Chamber.

Section 2. Vice-Presidents. The first or second vice-president shall act in the absence of the president, and in the absence or disability of the three officers named, a member of the board of directors shall be chosen to act temporarily.

Section 3. Treasurer. The Treasurer shall receive and disburse the funds of the Chamber. He shall keep all moneys of the Chamber deposited in its name. At frequent intervals he shall make reports to the board of directors, which shall require him to give acceptable bond, in such sum as the board may determine, for the faithful performance of his duties.

401 See Amendment to By-Laws 1935 page 277

Section 4. Secretary. The secretary shall be the chief administrative officer of the Chamber. It shall be the duty of the secretary to conduct the official correspondence, preserve all books, documents and communications, keep books of account, and maintain an accurate record of the proceedings of the Chamber, board of directors, and all committees. He shall have general supervision over all employees of the Chamber. He shall perform such duties as may be incident to his office, subject to the direction of the board of directors. At the expiration of his term of office, he shall deliver to the board of directors all books, papers and property of the Chamber.

## ARTICLE VII.

## Committees.

Section 1. Appointment. The President shall appoint all committees, subject to confirmation by the board of directors.

Section 2. Auditing. The president shall nominate an auditing committee at a meeting of the Chamber prior to the annual meeting. The Chamber may approve or change the personnel of this committee. It shall be the duty of the auditing committee to examine and audit the books and accounts of the treasurer and the secretary at the close of the year's business and report its findings to the board of directors and to the Chamber at its annual meeting.

Section 3. Authority of Committees. It shall be the function of committees to investigate and make recommendations. They shall report in writing to the board of directors. No standing or special committee shall represent the Chamber in advocacy of or opposition to any project without the specific confirmation of the board of directors, or such confirmation as may be clearly granted under general powers delegated by the board of directors to that committee.

Section 4. Committee Meetings. Meetings of committees may be called at any time by the president or by the chairman of such committee.

## ARTICLE VIII.

## Meetings.

Section 1. Time of Meeting. The Board of Directors may provide for a regular meeting of the Chamber each month, and special meetings may be ordered by the Chamber or by the board or called by the President.

Section 2. Notice. Each member of the Chamber shall be given notice of every regular or special meeting which notice shall be in writing. With the notice shall also be given a synopsis of the business to be considered.

Section 3. Annual Meeting. The annual meeting of the Chamber shall be held on the First or Second Monday of January of each year as the President shall direct.

Section 4. Quorum. Forty members shall constitute a quorum for the transaction of business at any regular or special meeting of the Chamber.

Section 5. Limitation of Debate. Every member shall be entitled to speak and vote on any subject brought before the Chamber for consideration. At the discretion of the chairman debates may be limited.

## ARTICLE IX.

## Elections.

Section 1. Elections. The election of directors shall be held on the First Monday of each December, those elected to take office on the following January First.

Section 2. At the last regular meeting of the Chamber prior to the annual election, the president shall announce a nominating committee of five members.

Section 3. Official. The nominating committee shall prepare a list of twelve candidates, to be known as the "official ticket", from which members may select six for directors.

Section 4. The report of the nominating committee shall be posted, and a printed copy thereof mailed to each member of the Chamber at least six days prior to the annual election.

Section 5. Polls. The polls shall be open from nine A. M. until nine P. M. on the day of the annual election.

Section 6. Result. The six candidates receiving the highest number of votes cast at the annual election shall be constituted and declared members of the board of directors for the ensuing two years.

Section 7. Tie. In the election of directors, should a tie vote occur, the committee of judges shall cast lots and certify as elected the person or persons on whom the selection falls.

Section 8. Unofficial. Any twenty-five members of the Chamber may nominate a different ticket or tickets by posting the same, over their signatures, on the bulletin board, not later than three days previous to the annual election.

Section 9. Voting. All voting shall be by ballot. No proxies shall be allowed. A plurality of the votes cast shall constitute an election.

Section 10. Limitation. Members shall be limited to one vote each ballot for any one candidate at any election.

Section 11. Judges. The President shall appoint and announce at the meeting when the nominating committee is announced, a committee of five judges, who are no members of the board of directors or candidates for election as such, to have supervision of the election, and such committee shall serve from the opening of the polls until the result has been ascertained.

Section 12. Certificates. The committee of judges shall cause to be issued to each director elected a certificate of his election, bearing the signature of the members of the committee.

## ARTICLE X.

## Disbursements.

No disbursements of the funds of the Chamber shall be made unless the same shall have been approved and ordered by the executive committee or board of directors. All disbursements shall be made by check. Checks shall be signed by the secretary.

No appropriations of money or other property of the Chamber shall be made for any purpose other than to defray the legitimate expenses, except by the unanimous vote of the members present at a meeting of the board of directors, or a four-fifths majority vote of those present at a meeting of the Chamber.

## ARTICLE XI.

The Chamber of Commerce shall have a seal of such design as the board of directors may adopt.

## ARTICLE XII.

## Parliamentary Rules.

The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Roberts' Manual of Parliamentary Rules.

## ARTICLE XIII.

## Amendments.

Section 1. By-laws. These by-laws may be amended or altered by a two-thirds vote of those present at any regular or special meeting, provided notice of the proposed change

shall have been posted on the bulletin board and mailed by the secretary to each member not less than ten days prior to such meeting.

Section 2. Approval. All proposed amendments shall first receive the approval of the board of directors.

ARTICLE XIV.

Organizing the Board of Directors.

Until January First 1937, and until their successors are elected and qualified, as provided in the By-laws of this corporation, the Board of Directors of the said corporation shall be: C. A. Bowman, Harry Bunker, A. B. Sidwell, J. J. McManara, V. W. Mall, Everett Means, John Nash, Fred Boerner, C. H. Updegraff, W. L. Davis, Dr. Harry Jenkinson and Wilbur D. Cannon.

WITNESS OUR HAND at Iowa City, Iowa, this \_\_\_\_\_ day of \_\_\_\_\_ 1936.

V. W. Mall	Albert B. Sidwell	Jay J. McManara
C. A. Bowman	W. L. Davis	John A. Nash
Everett R. Means	Harry R. Jenkinson	Wilbur D. Cannon
Harry S. Bunker	C. H. Updegraff	Fred W. Boerner

State of Iowa, Johnson County, ss:

Before me the undersigned, a notary Public in and for Johnson County, State of Iowa on this 24 day of Sept. 1936, personally appeared V. W. Mall, C. A. Bowman, Everett R. Means, Harry S. Bunker, Albert B. Sidwell, W. L. Davis, Harry R. Jenkinson, C. H. Updegraff, Jay J. McManara, John A. Nash, Wilbur D. Cannon, and Fred W. Boerner these persons, personally known by me to be the identical persons whose names are affixed to the foregoing Articles of Incorporation; and they did each respectively acknowledge the execution of the said instrument to be his voluntary act and deed.

(seal) \_\_\_\_\_ A. C. Moyer

Notary Public in and for Johnson County, State of Iowa.

My commission expires on the 4 day of July, 1939.

Recorded this 24th day of September A. D. 1936, at 9:50 o'clock A. M.

*R. Wilson*  
Recorder