

BY-LAWS

Lewis and Clark Centennial

AND AMERICAN PACIFIC
EXPOSITION AND
ORIENTAL
FAIR



PORTLAND, OREGON
1904

OFFICERS OF THE CORPORATION



H. W. SCOTT
PRESIDENT

I. N. FLEISCHNER
FIRST VICE-PRESIDENT

A. L. MILLS
SECOND VICE-PRESIDENT

SAMUEL CONNELL
THIRD VICE-PRESIDENT

HENRY E. REED
SECRETARY

FIRST NATIONAL BANK
TREASURER

W. R. MACKENZIE
AUDITOR

BY-LAWS
OF
Lewis and Clark Centennial and American Pacific Exposition and Oriental Fair

ARTICLE I.

SECTION 1. The name of this corporation shall be *Lewis and Clark Centennial and American Pacific Exposition and Oriental Fair*, and its principal office shall be in the City of Portland and State of Oregon.

ARTICLE II.

OFFICERS.

SECTION 1. The officers of this Company shall consist of a President, three Vice-Presidents, a Treasurer, a Secretary, an Auditor, and such other officers and assistants as the Board of Directors may from time to time appoint. No person shall be eligible to be appointed or elected an officer who is not a stockholder.

SEC. 2. All officers of the Company shall be elected by ballot, and a majority of the votes cast for any officer shall be

necessary to elect to any office, but the Board of Directors may at any time, by resolution, appoint assistants to any officer to hold office for such a time and upon such conditions as the Board may prescribe.

ARTICLE III.

ANNUAL MEETING OF STOCKHOLDERS.

The annual meeting of stockholders for the election of Directors shall take place at the office of the Company on *first Monday of July of each year*, and shall be convened at the hour of ten o'clock in the forenoon, and notice of such meeting shall be published for ten (10) days prior to such meeting in some daily newspaper published in the City of Portland.

NOTE—The Board of Directors adopted the following resolution on January 27, 1902:

"Resolved, That special meetings of the stockholders of this corporation may be called at any time by the President, or not less than five Directors, notice of such meeting to be published daily in some daily newspaper in the City of Portland, not less than ten days prior to such meeting."

ARTICLE IV.

BOARD OF DIRECTORS.

SECTION 1. Stated meetings of the Board of Directors shall be held on the second Friday of each month at 4 P. M.

SEC. 2. The President shall have the

power to call special meetings of the Board of Directors whenever he may deem it necessary, and it shall be his duty to call special meetings of the Board of Directors on the request of the Executive Committee or the written request of five members of the Board. Notice of the time, place and purpose of all special meetings shall be given to each Director by depositing the same in the Postoffice in the City of Portland, Oregon, addressed to him at his usual postoffice address, and by publication, at the discretion of the President, in some newspaper published in the City of Portland.

SEC. 3. The Board of Directors shall consist of twenty-five (25) members. Eight members shall constitute a quorum for the transaction of any business at any stated or special meeting of the Board. The number of such Directors may be increased and this by-law amended in the manner provided by Article X hereinafter set forth.

SEC. 4. Vacancies in the Board shall be filled at any regular meeting of the Board by a majority vote of those present at such meeting.

SEC. 5. Absence of any Director from three consecutive meetings of the Board

without notice to the Secretary from such Director, shall be construed as equivalent to a resignation of his office on the part of such Director.

SEC. 6. The acceptance by any Director of the Company of any appointive office in the Company to which a salary or other compensation is attached, shall be equivalent to a tender of his resignation as Director.

ARTICLE V.

OFFICERS AND THEIR DUTIES.

SECTION 1. The officers of the Company shall consist of a President, three Vice-Presidents, a Treasurer, a Secretary and an Auditor.

All salaries of officers and employes shall be fixed by the Board of Directors.

SEC. 2. The officers of the Company shall be chosen by the Board, annually, by ballot, a majority of the entire Board being necessary to a choice, at the first meeting of the Board after the annual meeting of stockholders, and shall hold their respective offices for one year and until their successors are elected and qualified; provided, that any officer may be removed by a two-thirds vote of the entire Board.

SEC. 3. The President shall be the chief executive officer of the Company, shall preside at all meetings of the Board, shall execute in the name of the Company all deeds and mortgages and all other contracts and obligations of the Company. He shall be Chairman of the Executive Committee and ex-officio a member of all standing committees, and shall have, in general, entire charge and control of all the Company's executive business, subject only to the approval of the Board of Directors.

SEC. 4. The Vice-Presidents shall rank in the order of their election, and shall, in the absence, inability or refusal to act of the President, or at the President's request, perform all the duties and have all the powers of the President. In any such case the First Vice-President shall be entitled to act as President, and the other Vice-Presidents shall, in the order named, be entitled to act in the event that the Vice-President next preceding in rank shall be absent or disqualified in the manner above described for disqualification of the President.

SEC. 5. *Treasurer.*—The Treasurer shall have the care and custody of all the funds and securities of the Company. He shall devise and keep a system of books and

accounts recording the financial transactions of the Company, and all checks, drafts, notes and other orders of any kind for the payment of money shall be signed by him, or by such assistant or assistants as he may from time to time, with the approval of the Board, appoint for that purpose.

Payments and disbursements shall be made by him only upon the approval of the Finance Committee. He shall make a report of the financial condition of the Company at each regular monthly meeting of the Board, and at such other time or times as the Board may direct. He shall, if directed by the Board of Directors, give such bond for the faithful performance of his duties as the Board may direct; provided, however, that a corporation may be elected Treasurer and perform the duties of said office.

SEC. 6. *Secretary.*—It shall be the duty of the Secretary to attend and keep the minutes of all the meetings of the stockholders, the Board and the several standing committees, either personally or by his assistant. He shall have the custody of all the records, deeds, contracts and other valuable papers of the Company (excepting bonds, stocks or other securities or evi-

dence of indebtedness), shall conduct its correspondence, keep proper records of the Company's stock books, the list of its stockholders, and shall perform such other duties as the Board or Executive Committee may assign to him. He shall be the custodian of the Company's Seal, and shall affix and attest the same in all cases required by law.

SEC. 7. The Company's seal shall contain the words: "Lewis and Clark Centennial and American Pacific Exposition and Oriental Fair; incorporated October 12, 1901," with the legend "Where Rolls the Oregon," and the dates "1805-1905."

SEC. 8. *Auditor.*—The Auditor shall be the general accountant of the Company, and shall have general supervision and direction of all the accounts in the various departments of the Company. He shall examine all accounts of expenditures on the part of the Company, obtain and file vouchers for the same, prescribe blanks and forms for requisitions, see that all fidelity bonds required of officers and employes are given and filed away for safe keeping, and perform such other duties as may be required of him by the Board or the Executive Committee.

SEC. 9. *Director-General.*—The Board of Directors shall appoint a Director-General, who shall hold office at the pleasure of the Board, and who shall perform the duties of a General Manager of the entire administrative business of the Exposition, both in its preparation and while the same is open to the public. Such manager shall be under the direction and control only of the President of the Company and the Board of Directors, and subject to such control, shall exercise such supervision and direction of the details of the operations and affairs of the Company, exclusive of such as are within the direct control of other officers as is provided in these by-laws, as will tend to promote the efficiency of all the agencies employed.

ARTICLE VI.

THE EXECUTIVE COMMITTEE.

SECTION 1. The President shall appoint, subject to the approval of the Board, an Executive Committee consisting of eleven (11) members of the Board, exclusive of the Chairman, who shall serve during the pleasure of the Board, but no member of such committee shall be removed except by vote of the majority of the whole Board. The Executive Committee shall be composed, as nearly as practicable, of

the Chairmen of the important standing committees of the Board, and shall have power to divide itself into such number of sub-committees as in its judgment may be necessary for the efficient transaction of the Company's business. The President shall be ex-officio Chairman of the Executive Committee, and shall preside at all meetings. The Committee shall have the general supervision and direction of the business and affairs of the Company. Meetings shall be held at such times as the Committee may direct, and three (3) members of the Committee, exclusive of the Chairman, shall constitute a quorum for the transaction of business.

SEC. 2. The Executive Committee shall take the necessary steps toward the selection of a site for the Exposition to be held by the Company, and to devise a plan embracing the scope and general execution of such Exposition, but the selection of such site and the adoption of the general plan and scope of the Exposition shall be subject to the approval of the Board of Directors. After the adoption of the general plan, the Executive Committee shall have general supervision and control of the work of all committees, and shall organize such bureaus and departments and appoint such managers thereof as they may deem neces-

sary for the execution of such work. The committee shall report to the Board at its regular monthly meeting concerning all transactions during the previous months, and at such other times as the Board may direct.

ARTICLE VII.

STANDING COMMITTEES.

SECTION 1. The President shall appoint, subject to the approval of the Board, the following standing committees, and shall designate the Chairman thereof:

1. A Committee on Finance and Supplies.
2. A Committee on Ways and Means.
3. A Committee on Concessions and Privileges.
4. A Committee on Exhibits, Transportation, Rules and Regulations.
5. A Committee on Press and Publicity.
6. A Committee on Grounds and Buildings.
7. A Committee on Ceremonies and Music.
8. A Committee on Legislation.
9. A Committee on Agriculture.
10. A Committee on Mines and Mining.

11. A Committee on Manufactures and Liberal Arts.

12. A Committee on Fish and Fisheries.

13. A Committee on History, Ethnology, and Education.

14. A Committee on Amusements and Athletic Sports.

15. A Committee on Fine Arts.

SEC. 2. Each of such Committees shall keep a record of its proceedings. The members of such committees shall serve during the fiscal year for which they may be appointed and until their successors are appointed and confirmed, and no member shall be removed except by a vote of a majority of the Executive Committee. Any standing committee may, with the approval of the Executive Committee, appoint such chief or chiefs, or organize such departments and bureaus as may be necessary for the efficient transaction of the business with which the committee is charged. No committee shall enter into any contract or incur any obligation of any kind without the authority of the Board of Directors or the Executive Committee, unless authority so to do is expressly given in these by-laws. No committee shall incur any deficiency by exceeding the appropriation allotted to it for any purpose.

SEC. 3. The Committee on Finance and Supplies shall consist of five (5) members. It shall have the general charge and supervision of the finances of the Company, the shaping of the Company's financial policy, the apportionment of its funds, and general supervision over the offices of Auditor and Treasurer. It shall be charged with the duty of purchasing all supplies for the use of the Company, its officers and employes, except supplies provided for in authorized contracts. Such purchases shall be made upon written requisition, issued in triplicate, signed by the Chairman of the committee requiring the supplies. Such requisitions shall be numbered and filed in the general office of the Company in such manner as to be easily traced. The triplicate of such requisition shall be retained by the committee making the requisition and shall be part of its record and the original thereof shall be served upon the Committee on Finance and Supplies. When such supplies have been delivered, the bill rendered and found correct by the committee making the requisition, the Chairman of such committee shall O. K. the invoice, attach thereto the duplicate requisition and forward the same to the Committee on Finance and Supplies. Thereupon the claim shall be considered by the Committee on Finance and Supplies, or

in such manner as the committee shall direct, and if approved, the original requisition shall be attached to the invoice and all forwarded to the Auditor, who shall draw a warrant on the Treasurer for payment. All warrants drawn by the Auditor shall be countersigned by the Chairman of the Committee on Finance and Supplies.

SEC. 4. The Committee on Ways and Means shall consist of seven (7) members. It shall be charged with the duty of raising funds necessary for the corporate purposes of the Company, including the soliciting and collecting of subscriptions to the capital stock, the selling of tickets of admission and all other matters relative to the collection of amounts due or to become due to the Company, and shall have power, subject to the approval of the Board of Directors or the Executive Committee, to establish and appoint agencies and individuals for the collection of funds for account of the Company, and to require such persons to give bonds for the faithful performance of their duties.

SEC. 5. The Committee on Concessions and Privileges shall consist of five (5) members, and shall have special charge of all matters pertaining to concessions and privileges and the occupation of space therefor in and about the Exposition prop-

erty. It shall establish and conduct a system of auditing and checking each and every concessionaire and privilege-holder and render bills for the percentages and space moneys due under such contracts, the same to be collected by the Committee on Ways and Means.

SEC. 6. The Committee on Exhibits, Transportation, Rules and Regulations shall consist of five (5) members, and its duties shall be:

(a) To take all necessary steps to secure the co-operation of the public authorities of foreign countries in promoting the success of the Exposition and procuring foreign exhibits, and it shall establish and superintend all agencies engaged in securing such exhibits.

(b) To supervise all matters relating to the exhibits made at the Exposition by the several states, territories, and possessions of the Union, to arrange, in conjunction with the Committee on Grounds and Buildings, for the location of such exhibits, and in general so to locate such exhibits as to harmonize them with the general policy of the Board relating to the classification and arrangement of exhibits.

(c) To have charge of all business pertaining to the transportation of property

or persons in connection with the preparation for and the holding of the Exposition.

SEC. 7. The Committee on Press and Publicity shall consist of three (3) members and its duty shall be to collect, prepare, publish and circulate from time to time all such information, advertisements and other matter as in its judgment may be deemed wise to make known to the people of the United States and foreign countries, the time, objects and purpose of the Exposition to be held by this Company; to prepare and print all reports and other matter, which the Board or the Executive Committee may order to be printed, and to compile, print and circulate the official catalogue of the Exposition.

SEC. 8. The Committee on Grounds and Buildings shall consist of seven (7) members and its duties shall be:

(a) It shall have special charge of all the grounds, works and buildings owned or occupied by the Company, both during the period of preparation therefor and while the Exposition is open to the public, and of the construction and maintenance of all buildings owned or occupied by the Exposition Company. It shall also have charge of the water supply, gas, and

electric lighting, medical service, telegraphy, and telephone service, and supervision of all buildings, plants and other structures erected upon the Exposition grounds by parties other than this Company.

(b) It shall at all times during the preparation for the holding of the Exposition provide for the sanitary condition of the grounds.

(c) It shall be charged with the duty of maintaining the public peace and order within the property occupied by the Exposition, and shall have the power, subject to the approval of the Board of Directors or the Executive Committee, to appoint such commandant and other members of a police force as may be adequate to the performance of the duties imposed upon such committee.

(d) It shall be charged with the duty of keeping the buildings and property of the Company insured at all times in such companies as the committee may in its discretion deem proper. It shall also be its duty to aid in obtaining insurance for exhibits, and to provide all possible protection against fire.

SEC. 9. The Committee on Ceremonies and Music shall consist of five (5) mem-

bers, and it shall be its duty at all times during the preparation for and the holding of the Exposition to arrange for all public demonstrations which may be deemed appropriate at any stage of the enterprise, and to devise a plan for the dedicatory exercises. It shall have special charge of all exhibits and matters relating to music and ceremonies.

SEC. 10. The Committee on Legislation shall consist of fifteen (15) members. It shall be its duty to initiate, with the Board of Advisors, and secure the passage of all Legislation, deemed advantageous to the business of the Company, whether municipal, in the several states, or in the Congress of the United States. The Committee on Legislation shall report from time to time to the Executive Committee the state of pending legislation and recommend such measures as to it may seem best to promote the success of the Company's business. In the performance of these duties the Committee on Legislation shall have authority to call the Board of Advisors to its aid.

SEC. 11. The Committee on Agriculture shall consist of five (5) members, and shall be charged with the immediate supervision of all matters pertaining to agricul-

ture in connection with the Exposition, including food and food products, farming machinery and appliances, forestry and forest products, irrigation, dairying, viticulture, horticulture and floriculture, livestock, domestic and wild animals.

SEC. 12. The Committee on Mines and Mining shall consist of five (5) members, and shall be charged with the special supervision and care of all exhibits and matter relating to the subject of mines, mining and metallurgy.

SEC. 13. The Committee on Manufactures and Liberal Arts shall consist of seven (7) members, and shall have charge of all exhibits and matters relating to manufactures, to the processes of manufacture and to liberal arts. It shall have special charge of all exhibits relating to electricity and electrical appliances and products.

SEC. 14. The Committee on Fish and Fisheries shall consist of three (3) members, who shall have charge of all exhibits connected with fish, fisheries, fish hatcheries, fish products, and apparatus of fishing.

SEC. 15. The Committee on History, Ethnology and Education shall consist of five (5) members, and its duties shall be:

(a) It shall be charged with the special care and supervision of all exhibits and matters pertaining to archæological collections, the history of all social and political events which led to and effected the discovery, settlement and development of the Oregon Country.

(b) It shall have charge of all matters connected with ethnology and anthropology, and also archæology and history, as related to these subjects.

(c) It shall have charge of all matters pertaining to elementary and higher instruction in schools and other institutions of learning, whether devoted to science, literature or art, and also of all educational congresses and conventions, and all subjects directly connected therewith.

SEC. 16. The Committee on Amusements and Athletic Sports shall consist of three (3) members. It shall be charged with the general care and supervision of all matters relating to amusements and athletic sports.

SEC. 17. The Committee on Fine Arts shall consist of seven (7) members. It shall have special charge of all exhibits and matters relating to the fine arts, pictorial and plastic decorations.

SEC. 18. The President shall appoint from among the stockholders of the corporation, other than members of the Board of Directors, a Board of Advisors consisting of twenty-five (25). This Board shall select from among its members, a Chairman, a Vice-Chairman and a Secretary. It shall meet whenever called together by the Chairman of the Board, or, in his absence by the Vice-Chairman, and said Chairman or Vice-Chairman as the case may be, shall call a meeting whenever five (5) or more members notify him that they desire a meeting called. The Board of Advisors shall submit in writing to the Board of Directors, all matters it may deem advisable to bring to the notice of the Board of Directors for the good of the Exposition, appoint committees to visit the Governors and Legislatures of the states to secure appropriations for state co-operation and exhibits, and shall perform such other duties as the President, the Board of Directors, the Executive Committee or the Director General may request of them. The President, the First, Second and Third Vice-Presidents and the Director-General shall be ex-officio members of the Board of Advisors. The Board of Directors may at any time increase the membership of the Board of Advisors.

SEC. 19. The President shall have authority to appoint, with the approval of the Board of Directors, select committees for special purposes from among the Directors and from among the stockholders, said committees to serve until their duties are discharged. This includes authority to appoint a Board of Woman Managers at such time as in the judgment of the President a reason exists for the appointment of such Board. The management of all matters pertaining to woman's work and woman's participation in the Exposition shall be vested entirely in a select committee of three (3) to be appointed by the President.

ARTICLE VIII.

CAPITAL STOCK.

SECTION 1. Subscriptions to the capital stock shall be paid to the Treasurer at such times and in such installments as the Board of Directors may by resolution direct, but no certificate representing the stock of the Company shall be issued until the same shall be paid in full; and no stockholder shall be entitled to vote at any annual or special meeting of stockholders unless all payments called for by the Board shall have been fully made.

SEC. 2. The certificates of stock shall be

signed by the President and Secretary, and the seal of the Company shall be affixed thereto. They shall be numbered and registered in the order in which they are issued, and an exact record shall be kept of the name and address of the person to whom such certificates are issued. All certificates exchanged or returned to the Company shall be marked canceled, with the date of cancellation by the Treasurer, and shall be safely kept by the Secretary. The Secretary of the Company shall have the custody of all stock certificate books and cancelled certificates.

NOTE—In accordance with its powers under Section 6, of Article 5, the Executive Committee on January 29, 1904, ordered that cancellation of stock certificates be made by the Secretary.

SEC. 3. Transfers of shares shall be made only upon the books of the Company by the owner in person or by attorney duly authorized thereto. All powers of attorney for the transfer of stock shall be in the form prescribed by the Treasurer, and shall be duly executed and acknowledged and filed with the Treasurer of the Company, and no transfer of stock shall be made except on the surrender and cancellation of a certificate already issued.

ARTICLE IX.

RULES OF ORDER.

The deliberations of the Board and of

the several committees of the Company shall be conducted according to the rules of parliamentary law, as prescribed in Cushing's Manual, except when they conflict with these by-laws.

ARTICLE X.

AMENDMENTS.

These by-laws may be repealed, added to or amended at any regular meeting of the Board of Directors, or any special meeting called for that purpose, by a two-thirds vote of all members present at such meeting; no such action shall be taken at any regular meeting unless there shall have been given to each Director seven (7) days' previous notice in writing of the proposed change.

ARTICLE XI.

ORDER OF BUSINESS.

The order of business at all meetings of the Board of Directors, unless otherwise ordered at each meeting, shall be as follows:

1. Roll call.
2. Reading of minutes of last meeting.
3. Considering of communications to the Board.

4. Reports of officers to the Board.
5. Reports of special committees in order.
6. Reports of standing committees.
7. Unfinished or postponed business.
8. New business.

All reports of committees, and all motions and resolutions, shall, if the President so direct, be in writing. No member of the Board shall occupy the floor in debate more than five minutes, except by unanimous consent.