

# BY-LAWS



*The Lewis and Clark  
Centennial and Amer-  
ican Pacific Exposition  
and Oriental Fair.*

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PORTLAND, OREGON  
1902

## Officers

H. W. CORBETT, - - - PRESIDENT  
H. W. SCOTT, - - - VICE-PRESIDENT  
FIRST NATIONAL BANK - TREASURER  
HENRY E. REED, - - - SECRETARY

## Directors

H. W. CORBETT	LEO FRIEDE
H. W. SCOTT	CHARLES E. LADD
ADOLPHE WOLFE	W. D. FENTON
PAUL WESSINGER	A. L. MILLS
A. H. DEVERS	G. W. BATES
RUFUS MALLORY	I. N. FLEISCHNER
JOHN F. O'SHEA	W. D. WHEELWRIGHT
F. DRESSER	

## BY-LAWS

OF THE

## LEWIS AND CLARK CENTENNIAL AND AMERICAN PACIFIC EXPOSITION AND ORIENTAL FAIR.

### ARTICLE I.

Section 1. The name of this corporation shall be the **Lewis and Clark Centennial and American Pacific Exposition and Oriental Fair**, and its principal offices 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 ~~Tuesday~~ *Friday* of each month. *at 4 PM*

Sec. 2. Special meetings of the Board may be held on the call of the President, or at

such time and place as may be named in the notice thereof, which notice shall state the purpose of such meeting, and shall be either served personally on each member of the Board, or published in some newspaper published in the City of Portland, and in each case such notice shall be either published or served personally at least three (3) days prior to the meeting.

It shall be the duty of the President to call a special meeting of the Board on the request of the Executive Committee, or the written request of five members of the Board.

Sec. 3. The Board of Directors shall consist of twenty-five (25) members, and when the ten members in addition to the fifteen (15) now authorized, elected and qualified, shall have been hereafter duly elected, and they shall have qualified, thirteen shall constitute a quorum of the Board for the transaction of any business; provided, that a less number may constitute a quorum at all regular or stated meetings when so authorized in the manner provided by law. Until said additional ten members shall have been elected and qualified, eight (8) shall constitute a quorum for the transaction of any business. The number of such directors may be increased,

and this by-law amended in the manner provided by Article X, hereinafter set out.

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 employees 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, involving over \$1000.00 in amount. 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 prescribed 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 evidence 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:

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 seven (7) 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 a vote of the majority of the whole Board. 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, but it shall not have the power to bind the corporation by any contract or obligation involving a sum in excess of \$1000.00, unless specially authorized thereto by the Board. All contracts or other obligations involving less than that sum may be authorized by the committee and executed in the name of the Company by its direction without reference to the whole Board. Meetings shall be held at such times as the committee may direct, and a majority of the committee 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 necessary 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 committees, and shall designate the Chairman thereof:

1. A Committee on Finance.
2. A Committee on Ways and Means.
3. A Committee on Concessions.

4. A Committee on Transportation.
5. A Committee on Press and Publicity.
6. A Committee on Foreign Relations.
7. A Committee on Supplies.
8. A Committee on Sanitation.
9. A Committee on Police.
10. A Committee on Insurance.
11. A Committee on Ceremonies.
12. A Committee on Grounds and Buildings.
13. A Committee on Legislation.
14. A Committee on Agriculture.
15. A Committee on Fine Arts.
16. A Committee on Mines and Mining.
17. A Committee on State and Territorial Exhibits.
18. A Committee on Manufactures and Liberal Arts.
19. A Committee on Electricity and Electrical Appliances.
20. A Committee on Fish and Fisheries.
21. A Committee on Anthropology and Ethnology.
22. A Committee on Education and Educational Congresses.
23. A Committee on Organization and Rules.
24. A Committee on History.

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, but 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 on behalf of the Company without the authority of the Board or the Executive Committee, unless authority so to do is expressly given in these by-laws.

Sec. 2. The Committee on Finance shall consist of five (5) members. It shall have the general charge and supervision of the finances of the Company and the shaping of the Company's financial policy, and the general supervision over the offices of the Auditor and the Treasurer.

Sec. 3. The Committee on Ways and Means shall consist of seven (7) members, and 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, the fixing upon the rates at which concessions and privileges shall be disposed of, 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 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. 4. The Committee on Concessions 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 property.

Sec. 5. The Committee on Transportation shall consist of five (5) members, and shall 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. 6. The Committee on Press and Pub-



licity 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 their 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. 7. The Committee on Foreign Relations shall consist of three (3) members, and shall 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 they shall establish and superintend all agencies engaged in securing such exhibits.

Sec. 8. The Committee on Supplies shall consist of three (3) members, whose duty it shall be to purchase 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, made in duplicate, signed

by the Chairman of the committee requiring the supplies, and the approval in writing by the Director-General. Such requisitions shall be numbered and recorded in the office of the Committee on Supplies, in such manner as to be easily traced. One copy of such requisition shall be filed with the Secretary of the committee making the requisition, and the other copy with the Secretary of the Committee on Supplies. When such supplies have been furnished, the bill rendered and found correct by the committee making the requisition, the Secretary of such committee shall O. K. the invoice, attach thereto his copy of the requisition, and forward the same to the Committee on Supplies. Thereupon the Secretary of the Committee on Supplies shall attach his copy of the requisition to the invoice and forward all to the Auditor, who shall draw his warrant upon the Treasurer for payment.

Sec. 9. The Committee on Sanitation shall consist of three (3) members, and it shall be their duty at all times during the preparation for the holding of the Exposition to provide for the sanitary condition of the grounds.

Sec. 10. The Committee on Police shall consist of three (3) members, and shall be charged with the duty of maintaining the pub-

lic peace and order within the property occupied by the Exposition, and they 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.

Sec. 11. The Committee on Insurance shall consist of three (3) members, and 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 their duty to aid in obtaining insurance for exhibits, and to provide all possible protection against fire.

Sec. 12. The Committee on Ceremonies shall consist of five (5) members, and it shall be their 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 particularly to devise a plan for the dedicatory exercises.

Sec. 13. The Committee on Grounds and Buildings shall consist of seven (7) members,

and they 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. They 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.

Sec. 14. The Committee on Legislation shall consist of five (5) members, and it shall be the duty of this committee to initiate and secure the passage of all legislation deemed advantageous to the business of this Company, whether municipal, in the several states or in the Congress of the United States; to report from time to time to the Executive Committee the state of pending legislation and to recommend such measures as to them may seem best to promote the success of the Company's business.

Sec. 15. The Committee on Agriculture shall consist of five (5) members, and shall be



charged with the immediate supervision of all matters pertaining to agriculture in connection with the Exposition, including food and food products, farming machinery and appliances, forestry and forest products, viticulture, horticulture and floriculture, live stock, domestic and wild animals.

Sec. 16. The Committee on Fine Arts shall consist of five (5) members, and shall have special charge of all exhibits and matters relating to the fine arts, pictorial and plastic decoration.

Sec. 17. 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. 18. The Committee on State and Territorial Exhibits shall consist of five (5) members, and it shall be the duty of this committee 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.

Sec. 19. The Committee on Manufactures and Liberal Arts shall consist of three (3) members, and shall have charge of all exhibits and matters relating to manufactures, to the processes of manufacture and to liberal arts.

Sec. 20. The Committee on Electricity and Electrical Appliances shall consist of three (3) members, and shall have special charge of all exhibits relating to electricity and electrical appliances and products.

Sec. 21. 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. 22. The Committee on Anthropology and Ethnology shall consist of three (3) members, and shall have charge of all matters connected with Ethnology and Anthropology, and also Archaeology and History, as related to these subjects.

Sec. 23. The Committee on Education and Educational Congresses shall consist of three (3) members, and 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. 24. The Committee on Organization and Rules shall consist of five (5) members, and shall be composed of the President, the three Vice-Presidents and one member to be appointed by the President. The President shall be ex-officio chairman of this committee. The committee shall constitute an Advisory Board to the President, and it shall be its duty to advise and consult with the President as to all details of organization, the formulation, amendment and repeal of by-laws, the prescribing of rules and regulations relating to the several departments of the Company's business, and other matters relating to the general policy and management of the Company's affairs. All proposals to amend, add to or repeal any by-laws or part thereof, shall be first submitted to this committee to report to the Board upon all such proposals submitted

to it at the next regular meeting of the Board after submission of such proposal or at the next special meeting of the Board called to consider such proposed change.

Sec. 25. The Committee on History shall consist of seven (7) members, and shall be charged with the special care and supervision of all exhibits and matters pertaining to archaeological collections, the history of all social and political events which led to and affected the discovery, settlement and development of the Oregon country.

Sec. 26. Advisory Committee of Stockholders.—The President shall appoint from the stockholders of the corporation, other than members of the Board of Directors, a committee of twenty-five (25), who may present to the Committee on Organization and Rules such suggestions in the interest of the Company as they may from time to time deem advisable. The duties and powers of this Committee shall be advisory. Such committee shall elect or appoint its Chairman and Secretary, and hold its meetings at such times as it may appoint.



## 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 cancelled, 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.

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.

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.

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.

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.