

Compared

Correct

*Amended
and*

*Substituted
Art. of Reincor-
poration*

AMENDED AND SUBSTITUTED ARTICLES OF REINCORPORATION
of the
Young Men's Christian Association

Waterloo, Ia.

4-25-34

STATE of IOWA,
BLACKHAWK CO. } ss.

Filed for record this

14

day

A.D. 1934

at

W. D. O'Connell, Jr. and recorded

in Book 15

of

Greasy River

on page 484

of

Greasy River

Executed by M. Bretnar

Recorder

Fee 2.00

Deputy

We, the undersigned members of Young Men's Christian Association of Waterloo, Iowa, pursuant to a resolution duly adopted at a regular meeting of the members of said corporation on the 25th day of April, 1934, do hereby associate ourselves together for the purpose of reincorporating the corporation not for pecuniary profit known as Young Men's Christian Association of Waterloo, Iowa, and to that end do adopt the following amended and substituted articles of reincorporation under the provisions of Chapter 394 of the Code of Iowa of 1931 as amended:

ARTICLE I.

The name of this corporation shall be Young Men's Christian Association of Waterloo, Iowa.

ARTICLE II.

The principal place of business of the corporation shall be Waterloo, Iowa.

ARTICLE III.

The object, business and purpose of this corporation shall not be for pecuniary profit but shall be solely to promote and develop in every proper way the spiritual, intellectual, physical and social welfare of the men and boys of Waterloo, Iowa and vicinity and to assist in the promotion and well-being of that community generally.

ARTICLE IV.

The corporation shall have the authority to buy, own, lease and sell real and personal property; and shall have the authority to sue and be sued in its corporate name; it shall have the power to make contracts for all purposes in any way connected with the purpose for which it is organized; it shall have the power to borrow and loan money and to that end may mortgage real and personal property belonging to it; it shall have all the powers granted to

ity and power to do all things necessary to or incident to the operation of a Young Men's Christian Association together with the building and property belonging to it.

ARTICLE V.

Membership in this corporation shall be divided into such classifications and shall be open to men and boys of such age and each director so elected shall serve for the term for which he is under such rules and regulations as may be prescribed in the By-Laws elected and until his successor is elected and qualified. A majority of said Board of Directors shall constitute a quorum for the transaction of business. The details of the method of election shall have the right to vote at any regular or special meetings of the corporation. Every member over sixteen years of age may cast his vote at any of the meetings of the corporation which he attends provided such member is in accord with the purposes, ideals and spirit of the Young Men's Christian Association as stated in the preamble to the Constitution of the National Council of the Young Men's Christian Association of the United States.

ARTICLE VI.

Sec. 1. The affairs of the corporation except those herein delegated to the Board of Trustees shall be controlled, managed and directed by the Board of Directors, which shall consist of not less than fifteen men or not more than twenty-one men, all of whom must be members of the corporation. Seventy-five per cent of the members of the Board of Directors must be members in good standing of an evangelical church.

Sec. 2. Directors shall be elected at the annual meeting are elected and qualify. In case of a vacancy in an office, the same may be filled by the Board of Directors from their own number.

Sec. 3. The duties of the officers shall be such as is ordinarily performed by officers of a Young Men's Christian Association.

<u>1935</u>	<u>1936</u>	<u>1937</u>
Harry M. Reed	W.H. Langlas	C.A. Morris
Dr. J.H. Butts	A.G. Reid	Geo. E. Pike
W.H. Beverstock	C.A. Clark	A.H. Head
A.A. Sohner	Howard Rath	A.E. Jewett
Ed. N. Northey	K.L. Bragdon	L.C. Ransom
Horace VanMeter	Paul Adcock	Leo L. Mak

Sec. 7. Any officer or director may be removed for cause by a two-thirds vote of all the directors of the corporation at any regular meeting of the board, or at any special meeting called for that purpose.

Sec. 8. The Board of Directors may adopt such by-laws as may be necessary for carrying on the business of the corporation

and may repeal or amend the same at their pleasure at any regular meeting of the board or at any special meeting called for that purpose. Each director so elected shall serve for the term for which he is elected and until his successor is elected and qualified. A

majority of said Board of Directors shall constitute a quorum for the transaction of business. The details of the method of election shall be determined by the Board of Directors. The terms of one-third of the members of the Board of Directors shall expire each

Sec. 9. The Board of Directors shall have the power and duty to employ and discharge all secretaries, agents and employees of the corporation.

Sec. 10. The Board of Directors shall have authority to appoint an executive committee consisting of not less than seven of its members, to which committee it may delegate all or any of its powers to be exercised by the said executive committee during the interim of its meetings or the absence of the Board of Directors.

Sec. 3. In case of a vacancy in the Board of Directors, the Board of Directors may fill the same until the next annual meeting of the corporation.

Sec. 4. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Sec. 5. The Board of Directors shall hold a meeting following the annual meeting of the corporation as promptly as may be and shall elect from their own number the officers of the corporation which shall consist of a President, a First Vice President, a Second Vice President, a Recording Secretary and a Treasurer. The term of these officers shall be for one year or until their successors are elected and qualify. In case of a vacancy in an office, the same may be filled by the Board of Directors from their own number.

Sec. 6. The duties of the officers shall be such as is ordinarily performed by officers of a Young Men's Christian Association, and such duties as may be provided in the by-laws or these Articles, and such duties as they may be given by the Board of Directors.

Sec. 7. Any officer or director may be removed for cause shall be signed. Young Men's Christian Association of Waterloo, Iowa, by a two-thirds vote of all the directors of the corporation at any regular meeting of the board, or at any special meeting called for that purpose.

Sec. 8. The Board of Directors may adopt such by-laws as may be necessary for carrying on the business of the corporation and may repeal or amend the same at their pleasure at any regular meeting of the Board or at any special meeting called for that purpose.

Sec. 9. The Board of Directors shall have the power and duty to employ and discharge all secretaries, agents and employees of the corporation.

Sec. 10. The Board of Directors shall cause to have created the annual budget of this corporation and shall be responsible for the securing and expending of same.

Sec. 11. The Board of Directors shall have authority to appoint an executive committee consisting of not less than seven of its members, to which committee it may delegate all or any of its powers to be exercised by the said executive committee during the interim between meetings of the Board of Directors.

Sec. 12. The Board of Directors, through the President of this corporation, shall present a written report to the annual meeting of this corporation on matters coming within its jurisdiction and of interest to the membership.

Sec. 13. The Board of Directors shall have power to borrow money for the operation of this corporation, except that at no time shall it incur indebtedness either in unpaid bills or by notes in excess of Five Thousand Dollars (\$5,000.00) except with the consent of the Board of Trustees. All notes or agreements providing moneys for this corporation within the jurisdiction of the Board of Directors The Board of Trustees shall have the management and control of all trust funds and shall invest the same in the name of the

shall be signed: "Young Men's Christian Association of Waterloo, Iowa,
handle all funds having to do with By erection of buildings and
the purchase of property of any kind. All contracts entered into President.
by the Board of Trustees shall be signed as follows: By Recording Secretary."

ARTICLE VII.

Sec. 1. The real property of this corporation, its trust funds, bequests, and endowments of any form, shall be held in the name of and controlled and managed by a Board of Trustees of not less than seven and not more than eleven members of the corporation. The President of the corporation shall automatically be a member of the Board of Trustees.

Sec. 2. The members of the Board of Trustees shall be elected by the Board of Directors at its regular meeting in May of each year, and shall serve for three years beginning on June first following their election and until their successors are elected and qualified. The following shall serve as Trustees for one, two and three years respectively, with their terms expiring as indicated:

1935

Harry M. Reed
Geo. E. Pike
W.H. Langlas
A.H. Head

1936

Kirk Stewart
C.W. Chapman
R.J. Hoxie
C.A. Clark

1937

Dr.J.H. Butts
T.M. Buchanan
H.T. Fisher

ARTICLE VIII.

Sec. 3. The Board of Trustees shall elect their own officers which shall consist of a chairman and secretary, who shall be elected from their own number, and a treasurer who may or may not be a member of the Board of Trustees. Said officers shall be

Sec. 1. The annual meeting of this corporation shall be held at the organization meeting of the Board of Trustees in June.

Sec. 4. The Board of Trustees shall have sole power to enter into a mortgage on the property of this corporation, but can not negotiate same without the consent of the Board of Directors.

Sec. 2. Special meetings of this corporation may be called by the Board of Directors or by the President on upon petition all trust funds and shall invest the same in the name of the

corporation and shall have authority to secure annuities and to handle all funds having to do with the erection of buildings and the purchase of property of any kind. All contracts entered into by the Board of Trustees shall be signed as follows:

"Board of Trustees,
Young Men's Christian Association
of Waterloo, Iowa.

By _____ Chairman.

By _____ Secretary."

Sec. 5. The treasurer of the Board of Trustees shall make an accounting to the Board of Directors as they may require of him.

Sec. 6. The Board of Trustees shall fix the time and place of its meetings.

Sec. 7. The Board of Trustees shall adopt its own by-laws excepting that these by-laws may not conflict with the by-laws of the Board of Directors or with these Articles of Reincorporation.

Sec. 8. The General Secretary or chief executive officer of this corporation shall be the chief executive officer of the Board of Trustees.

ARTICLE VIII.

The private property of the members, directors and officials of this corporation shall be exempt from all liability for corporate debts.

ARTICLE IX.

Sec. 1. The annual meeting of this corporation shall be held at the office of the corporation on the second Thursday in April of each year, and may be adjourned until such later date as the members at such meeting may determine.

Sec. 2. Special meetings of this corporation may be called by the Board of Directors or by the President or upon petition

of 25 per cent of the voting membership of the corporation.

The call for the special meeting shall be issued fifteen days prior to the date of the meeting and shall contain a statement of the purpose for which the special meeting is called.

STATE OF IOWA
BLACK HAWK COUNTY :

ARTICLE X.

This corporation is affiliated with and a member of the National Council of the Young Men's Christian Association of the United States of America, its successors and assigns, and agrees to maintain this affiliation during the life of these Articles of Reincorporation.

ARTICLE XI.

These Articles of Reincorporation may be added to or amended by a vote of two-thirds ($2/3$) majority of all voting members present at any annual meeting, provided that notice of the proposed change or amendment has been mailed to all voting members at least two weeks prior to said meeting.

ARTICLE XII.

The corporate existence of this corporation shall begin on the 25th day of April, 1934, and extend until the 25th day of April, 1984, unless sooner dissolved by three-fourths vote of the voting members of said corporation.

WITNESS my hand

ARTICLE XIII.

A majority of the qualified and acting members of the Board of Directors shall constitute a quorum.

YOUNG MEN'S CHRISTIAN ASSOCIATION
OF WATERLOO, IOWA.

By

J. H. Butts

President.

By


Howard N. Rath

Secretary.

STATE OF IOWA :
 : ss
BLACK HAWK COUNTY :

BE IT REMEMBERED that on this 14 day of May, 1934, before me, a notary public in and for Black Hawk County, Iowa, personally appeared J. H. Butts and Howard H. Rath, to me personally known to be the identical persons whose names are subscribed to the foregoing Amended and Substituted Articles of Reincorporation, and each, for himself, acknowledged the same to be his voluntary act and deed for the use therein expressed, and acknowledged that said Articles were by him voluntarily executed pursuant to the authority given at a regular annual meeting of the members of said corporation and acknowledged the same to be the voluntary act and deed of said corporation by it voluntarily executed. Said J. H. Butts and Howard H. Rath, being first sworn by me, did depose and say that they are respectively the President and Secretary of the Young Mens Christian Association of Waterloo, Iowa.

WITNESS my hand and seal at Waterloo, Black Hawk County, Iowa the day and year last above written.



A. M. Zwanziger

Notary Public in and for
Black Hawk County, Iowa