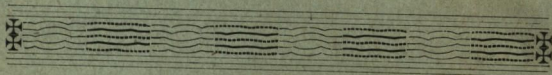


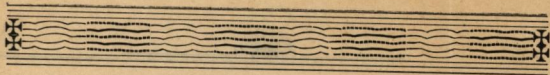
BY=LAWS

Portland Industrial
Exposition.

PORTLAND, OREGON.
THE LEWIS & DRYDEN PRINTING CO.

1891.





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1891.





OFFICERS FOR 1891.

| | | |
|-------------------|-----------|----------------|
| T. M. RICHARDSON, | - - - - - | PRESIDENT |
| E. E. KING, | - - - - - | VICE-PRESIDENT |
| G. E. WITHINGTON, | - - - - - | TREASURER |
| R. W. MITCHELL, | - - - - - | SECRETARY |

SUPERINTENDENT,
R. W. MITCHELL.

EXECUTIVE COMMITTEE:

T. M. RICHARDSON, E. A. KING, G. E. WITHINGTON
F. A. E. STARR, D. S. TUTHILL.



BY-LAWS.

ARTICLE I.

The officers of this Corporation shall consist of twenty-seven Directors; a President, Vice-President, Secretary, Treasurer and Superintendent, who shall hold their respective offices for one year, or until their successors have been duly elected and qualified.

ARTICLE II.

No person shall be eligible to the office of Director unless he owns stock in the Corporation, upon which no assessment is due and unpaid.

ARTICLE III.

The Directors shall be elected annually by ballot at the regular stock-holder's meeting, on the third Tuesday in January. A majority of the votes cast shall elect. Each shareholder shall be entitled to one vote for each share of the capital stock standing in his name on the books of the corporation. The authority to vote by proxy shall be in writing, and shall be filed

with the Secretary at or prior to such meeting. All vacancies occurring in the Board of Directors, shall be filled by the remaining Directors. When any Director shall fail to qualify within ten days after his election, the Board of Directors shall declare such office vacant and proceed to fill such vacancy at the first meeting thereafter.

ARTICLE IV.

Regular meetings of the Directors shall be held on the second Tuesdays of January, April, July and October. Special meetings may be held at any time upon call of the President, upon giving three days notice in writing, to the Directors. The President must call a special meeting at any time if requested in writing by three Directors. Seven Directors shall be necessary to constitute a quorum for the transaction of business at any meeting. At the regular meeting of the Directors on the second Tuesday in January the officers of the Corporation consisting of a President, Vice-President, Secretary, Treasurer and Superintendent shall be elected, the first two must be from among the Directors.

ARTICLE V.

Any Director may be removed from office, by a vote of two-thirds of the stockholders of the capital stock at any meeting.

ARTICLE VI.

Special meetings of the stockholders may be held when ordered by the Board of Directors, upon a previous notice of at least ten days being given of the time and place of the meeting by publication in one or more daily newspapers of the city of Portland; but at such special meeting of the stockholders a majority of all the stock shall be represented, and necessary to constitute a quorum for the transaction of any business. The President shall at any time call a meeting of the stockholders upon the written request of the holders of a majority of the capital stock.

ARTICLE VII.

No stockholder shall be allowed to vote at any meeting of the stockholders, nor shall any stock be transferred on the books of the corporation until all assessments then due and unpaid, upon the stock which he holds or desires to transfer have been fully paid.

ARTICLE VIII.

There shall be an Executive Committee of five, consisting of the President and four others appointed by the Board of Directors from their number, who shall hold office for one year or until their successors are appointed. The duties of the Executive Committee shall be: To do all such acts as might be done

by the Board of Directors as are deemed necessary in the interim of the meetings of the Board of Directors and to make quarterly reports to said Board of any action taken by them. Other Committees, with necessary power delegated to them, may be appointed from time to time by the Board of Directors.

ARTICLE IX.

It shall be the duty of the President to sign all warrants on the Treasurer and all vouchers; to preside at all meetings of the Board of Directors, and meetings of the Stockholders, and in the absence of the President, the Vice-President shall perform all the duties of the President. In the absence of both the President and the Vice-President, the Directors shall elect a President *pro tem*.

ARTICLE X.

The general care and superintendence of the business of the Corporation shall be under the direction of the Superintendent, subject to the control of the Board of Directors.

ARTICLE XI.

The Secretary, Treasurer and Superintendent shall be elected by the Board of Directors, by ballot, and shall hold their office for one year, or during the pleasure of the Board.

ARTICLE XII.

It shall be the duty of the Secretary to keep an accurate record of all the official business of the Corporation. He shall attend all meetings of the Stockholders and of the Board of Directors, and shall keep full and correct minutes of the proceedings; he shall receive all moneys due the Corporation, and receipt for the same, and immediately pay them over to the Treasurer, taking his receipt therefor.

He shall keep an account of all stock, properties, investments and funds of the Corporation which shall at all times be open to the inspection of the stockholders and Directors. He shall give bonds in such sum as the Directors shall from time to time determine, with sureties to be approved by the President, conditioned for the faithful discharge of his duties. He shall give notice of all assessments as hereinafter required, and in case any assessment shall remain unpaid for ten days after the time it is made payable, he shall notify the President of such unpaid assessment, stating what stock is delinquent, and in whose name the same appears upon the books of the Corporation. He shall make a report to the stockholders at their regular annual meeting, and to the Board of Directors at their regular quarterly meetings of the accounts, financial condition and business of the Corporation.

ARTICLE XIII.

The Treasurer shall receive and safely keep all moneys of the Corporation that shall come into his hands, all stocks and valuable papers, and shall disburse the funds of the Corporation only upon warrants signed by the President and attested by the Secretary. He shall give bonds in such sum as shall be from time to time determined by the Board of Directors, with good and sufficient sureties, to be approved by the President, conditioned for the faithful discharge of his duties, and to faithfully account for and to pay to his successor all moneys which shall come into his hands as Treasurer.

ARTICLE XIV.

The Superintendent shall perform such duties as pertain to the general management of the Corporation, that may be assigned to him from time to time, by the Board of Directors.

ARTICLE XV.

Certificates of Stock shall be issued to persons entitled thereto, in such form as the Directors may prescribe. They shall be signed by the President, and countersigned by the Secretary, with the corporate seal affixed thereto, and shall be transferable upon the books of the Corporation, and on the surrender of the

original certificates, properly endorsed, new certificates shall thereupon be issued. The stock books of the Corporation shall be closed, so far as transfers are concerned, 30 days prior to the opening and during the continuance of the Annual Exposition, and said stock books shall be closed 48 hours immediately preceding the annual Stockholders meeting.

ARTICLE XVI.

Notice of the levy of all assessments upon the capital stock of the Corporation shall be given by publication, in at least one daily paper in the City of Portland, for at least five days, and by written or printed notice mailed to each stockholder, whose place or residence is known to, or can be by reasonable diligence ascertained by the Secretary, and in case any stockholder shall fail or neglect to pay any assessment for ten days after payment of the same shall have been required by the levy of the same or the subsequent orders of the Directors, the Directors may order the share or shares of stock under which such assessment shall be unpaid, to be sold for the payment of such assessment and costs and expenses of sale; and thereupon the Secretary of the Association shall give notice of the time and place of the sale of such stock; stating for what assessment or assessments the same is to be sold, and who holds the same, which notice shall be published for at least thirty days in a daily paper,

published in the City of Portland; and at the time and place of the sale the Secretary shall proceed to sell such shares at public auction to the highest bidder for cash, and the purchaser shall be entitled to receive a transfer therefor, and the Secretary shall cancel upon the books of the Corporation the original certificates for the stock so sold; but nothing herein shall be construed to prevent the Corporation from maintaining an action at law for the recovery from any stockholder of delinquent assessments. All assessments shall be paid in lawful money of the U. S.

ARTICLE XVII.

Dividends may be declared by a vote of the Directors out of the surplus funds not required in the business of the Corporation.

ARTICLE XVIII.

Amendments to the By-Laws may be made by a vote of two-thirds majority of all the Directors present at any regular meeting of the Board.