

ARTICLES OF INCORPORATION  
OF THE  
JACKSON COUNTY DEVELOPMENT CORPORATION  
AND THE  
JACKSON COUNTY AREA TOURISM ASSOCIATION

ARTICLE I: GENERAL

These organizations are incorporated under the State Laws of Iowa, Iowa Code Chapter 504A, Domestic Nonprofit Corporations. These corporations shall be merged into one corporation which shall be known as the Jackson County Area Tourism Association, Inc.

ARTICLE II: PURPOSE

The purpose of this corporation shall be the development and promotion of Jackson County area tourism resources.

ARTICLE III: REGISTERED AGENT AND ADDRESS

The Registered Agent of the Jackson County Area Tourism Association Inc. shall be the Director of Tourism, and the location of the principal office or place of business of the corporation will be the Jackson County Welcome Center, 60488 Hwy 64, Sabula, Jackson County, State of Iowa. Its mailing address shall be Jackson County Welcome Center, 60488 Hwy 64, Sabula, IA 52070.

ARTICLE IV: MEMBERSHIP

Section 1. ELIGIBILITY

Any interested individuals, organizations, and businesses who wish to work toward the objectives of the corporation and pay dues as set in the Articles shall be eligible to apply for membership.

Section 2. DUES

Membership dues shall be at such rate or rates, schedules, or formulas as may be set at the annual meeting by a two-thirds vote of the members present. Dues shall be paid annually during the first 30 days of each fiscal year. Effective July 1<sup>st</sup>, 2011 the fiscal year shall be changed to July 1st to June 30 to correspond with Jackson County's fiscal year. Dues may be pro-rated on a quarterly basis for new members joining during the fiscal year.

### Section 3: VOTING RIGHTS

Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Voting can be done by proxy with written or electronic authorization

### Section 4: TERMINATION

Any member may resign from the Corporation upon written request to the Board of Directors or by non-payment of dues at the beginning of a new fiscal year.

## ARTICLE V: BOARD OF DIRECTORS AND OFFICERS

### Section 1. BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors. The term of the Board members will be for two fiscal years in which dues are paid with no limit on successive terms.

The initial Board of Directions shall consist of three members, who will also serve as officers for the purpose of establishing this corporation:

Kathy Brooks,	203 S 5 <sup>th</sup> St, Bellevue IA 52031	Director, President
Kathy A. Till,	10 W Benton St, Andrew IA 52030	Director, Treasurer
Linda Powlistha,	607 S Niagara, Maquoketa IA 52060	Director, Secretary

### Section 2. OFFICERS/EXECUTIVE COMMITTEE

Officers shall consist of a president, vice president, and secretary/treasurer, and will make up the Executive Committee of this corporation. Election of officers will be held at the annual meeting and all paid members for the current fiscal year will be eligible to vote. Every effort will be made to elect officers that will reflect representation from all communities and agencies represented by the corporation.

The officers of this corporation shall constitute the Executive Committee thereof, and may, between board meetings upon their unanimous vote, make such decisions on behalf of the Board of Directors as may be deemed by them immediately necessary for the best interests of the corporation, and which decisions do not commit the corporation financially in excess of the sum of \$500.00 or no more than one-third of the current bank balance, whatever is smaller.

### Section 3. TERMS OF OFFICE

Officers shall be elected for two year terms. Officers shall take office July 1, following their elections. Expiration of officers' terms will coincide with the fiscal year. At large representatives may be selected by the Board to serve on the Executive Committee.

### Section 4. VACANCY

A vacancy in any office because of death, resignation or otherwise may be filled by the Executive Committee for the unexpired portion of the term.

## ARTICLE VI: MEETINGS

### Section 1. SCHEDULE & LOCATION

Meetings of the corporation shall be held once per month at a location, date and time to be determined by the executive officers or a committee they may appoint.

The annual meeting of the corporation shall be held on the second Thursday in May of each year beginning May, 2012, at a location to be announced by the executive officers.

### Section 2. NOTIFICATION

Notice of each monthly meeting and the annual meeting and location will be delivered to each paid member of the corporation at their last known address electronically or by mail at least (5) days prior to the meeting and public notice will be posted in the Maquoketa Sentinel-Press.

### Section 3. SPECIAL MEETINGS

Special meetings of the corporation may be called by the president or the executive committee when they deem it necessary. Members may be notified electronically, in writing, or verbally within 24 hours of a special meeting. If no designation is made, the place of the meeting shall be the principal office of the corporation.

### Section 4. MEETING DECISIONS

The act of a majority of the directors present at a meeting shall be the act of the Executive Committee.

## ARTICLE VII: AMENDMENTS

These Articles of Incorporation may be altered, amended or repealed and new articles may be adopted at the annual meeting of this corporation, or at any regular or special meeting called for that purpose, upon each member being notified of such meeting as herein provided, and its purpose, and being sent a copy of such proposed change or amendment, all at least five (5) days prior to such meeting time. Such change or amendment shall be effected upon a two-third vote of the members of the corporation present at such meeting so called and for which notice has been given.

## ARTICLE VIII: BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its meetings and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member for any proper purpose at any reasonable time.

## ARTICLE VIII: DISSOLUTION

The corporation shall be dissolved by a two-thirds vote of the members present at a meeting to be held not less than thirty (30) days after notification of the paid membership as herein provided. All remaining funds shall be distributed to an appropriate tourism organization in Jackson County as determined by a two-thirds vote of the paid membership in attendance of the dissolution meeting.