

CERTIFICATE OF INCORPORATION  
of  
THE WILL ROGERS MEMORIAL COMMISSION

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We, the undersigned, all citizens of the United States, and the majority of whom are citizens of the District of Columbia, in order to become a body corporate under the provisions of Chapter 5 of Title 5 of the Code of the District of Columbia for charitable and educational purposes, for ourselves, associates, and successors, do hereby certify as follows:

FIRST: The name of this corporation and the title by which it shall be known in law is THE WILL ROGERS MEMORIAL COMMISSION.

SECOND: This corporation is to have perpetual existence.

THIRD: The particular business and objects of this corporation shall be to perpetuate the memory of Will Rogers for the benefit of the people of the United States of America and the world, and to that end to solicit, receive, hold, and maintain a fund or funds, and to apply the principal thereof and income therefrom to create a memorial or memorials to Will Rogers, which memorial or memorials, in the form of a definite and enduring help to humanity, shall be used for charitable, educational and humanitarian purposes.

The business of this corporation shall be operated exclusively for charitable, educational and humanitarian purposes, and no part of its net earnings shall inure to the private benefit of any member or individual, and no part of the activities of this corporation shall be carrying on propa- ganda, or otherwise attempting, to influence legislation.

This corporation shall have power to take, receive, hold, and convey real and personal estate in such manner and to the extent permitted by law.

FOURTH: This corporation shall have <sup>Twenty-five (25)</sup> ~~thirty-five~~ (25) directors for the first year of its existence.

IN WITNESS WHEREOF, we have made, signed, and ac- knowledged the foregoing certificate this            day of October, A. D. 1935.

\_\_\_\_\_ (L.S.)

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BY-LAWS  
of  
THE WILL ROGERS MEMORIAL COMMISSION

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ARTICLE I.

Name

The name of the corporation is THE WILL ROGERS  
MEMORIAL COMMISSION.

ARTICLE II.

Seal

The corporate seal shall be circular in form and  
shall have inscribed thereon in the margin thereof the fol-  
lowing words and figures: "THE WILL ROGERS MEMORIAL COMMIS-  
SION, D. C., 1935."

ARTICLE III.

Board of Directors

Section 1. The number of directors shall be ~~three~~ <sup>twenty-four (24)</sup>.  
~~Five (5)~~. The original Board shall consist of the persons  
who sign the Certificate of Incorporation and other persons  
designated by such signers immediately after the adoption of  
these By-Laws.

Section 2. Such original Board of Directors, and  
their successors, shall be a permanent board, and it shall be  
beyond the power of anyone to depose or remove them or any of

them except as hereinafter and in these By-Laws specifically provided.

Section 3. The directors first appointed as above provided in Section 1 of this Article shall serve during the period of their natural lives unless in the meantime any one of them shall have resigned or shall have been removed by vote of three fourths of the directors for reason satisfactory to them.

Section 4. Whenever any vacancy or vacancies shall occur in the Board of Directors by death, resignation, or removal, as provided in Section 3 of this Article, or otherwise, such vacancy or vacancies shall be filled by the majority vote, by ballot, of the remaining members of the Board. Any person so chosen shall hold office during the term of his natural life unless in the meantime he resigns or shall have been removed for cause as in Section 3 of this Article provided.

Section 5. A majority of all the directors shall constitute a quorum at all meetings of the Board. A majority vote of a quorum of the said directors shall be final and conclusive on all matters passed upon by said Board.

Section 6. The Board of Directors shall meet annually on the second Monday of October of each year in the City of Washington, D. C., for the purpose of transacting such business as may lawfully come before the meeting. The hour

and place of said meeting shall be fixed by the President. Notice of the time and place of said meeting shall be given to all members of the Board by mailing the same at least fifteen days prior to the date of the meeting, at such address as last appears on the books of the corporation.

Special meetings of the Board of Directors may be called by the President and shall be called upon the request of any five members of the Board of Directors. Special meetings of the Board of Directors may be held in the District of Columbia or in the City of New York, N. Y., as designated in the notice of meeting, or at any other place which shall be agreed upon by a majority vote of the Board of Directors. Notice of the time, place, and purpose of such special meeting shall be given in the same manner as provided for notices of the annual meeting of the directors.

#### ARTICLE IV.

##### Officers

Section 1. The active officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, and one or more Assistant Treasurers. The officers shall be elected by the Board of Directors, by ballot or otherwise, and shall hold office for one year, or until their successors are elected. The first election shall be held immediately after the

organization of the Board of Directors. Subsequent elections shall be held annually on the day of the regular annual meeting of the Board of Directors. The President, the Vice-Presidents, and the Treasurer shall be chosen from the members of the Board of Directors.

Section 2. The Board of Directors may also elect from their members a Chairman and one or more Vice-Chairmen, who shall have such duties as may be assigned to them by the Board.

Section 3. Any officer may be removed by a vote of three fourths of the Board of Directors for reasons satisfactory to them.

Section 4. In case of the death, resignation, or removal of any officer, the Board of Directors shall elect his successor, who shall hold office for the unexpired term or until his successor is elected.

Section 5. The President shall be ex officio Chairman of the Board of Directors and shall preside at all regular and special meetings of the Board of Directors. He shall be ex officio a member of all standing committees. He shall have general supervision of the affairs of the corporation and shall sign all instruments in the name of the corporation when requested to do so by the Board of Directors or the Executive Committee.

Section 6. In the absence or disability of the President, one of the Vice-Presidents in the order of their seniority, which the Board shall fix, shall perform all the duties of the President and shall execute all instruments in his stead in the name of the corporation.

Section 7. The Secretary shall have general charge, subject to the control of the Board of Directors, of all matters of administration. It shall be his duty to keep the minutes of the meetings of the Board of Directors and the Executive Committee and to give proper notice of all meetings of the Board of Directors and the Executive Committee. He shall have custody of the seal of the corporation and shall affix it to all instruments requiring the seal when so directed by the Board of Directors or the Executive Committee, and he shall perform such other duties as may be assigned to him by the Board of Directors or the Executive Committee.

Section 8. In the absence or disability of the Secretary, one of the Assistant Secretaries in the order of their seniority, which the Board shall fix, shall perform the duties of that officer.

Section 9. The Treasurer shall have charge of all securities and other funds of the corporation, and such securities shall be deposited with such bank or banks as the Board of Directors or the Executive Committee shall approve. The

Treasurer shall, under the direction of the Board of Directors or the Executive Committee, be responsible for the disbursement of all moneys and in general have entire charge of the disbursement of the funds of the corporation, in accordance with the directions of the Board of Directors or the Executive Committee. He shall enter or cause to be entered in proper books of account to be kept by him for that purpose full and accurate accounts of all moneys and property received, and their disposition. He shall at all reasonable times exhibit his books of account to any director of the corporation upon application at the office of the Treasurer during business hours. He shall perform all the acts incident to the position of Treasurer and may be required to give bond for the faithful performance of his duties in such sum and with such sureties as the Board of Directors may require.

Section 10. In the absence or disability of the Treasurer, one of the Assistant Treasurers, in the order of their seniority, which the Board shall fix, shall perform the duties of that officer.

#### ARTICLE V.

##### Compensation of Directors and Officers

Neither the Chairman, any Vice-Chairman, President, any Vice-President, or the Treasurer, or any of the directors of the corporation, shall receive any compensation whatever for services, but any officer or director may be reimbursed for

personal expenses incurred in connection with the activities of the corporation. The corporation may employ a Secretary, Assistant Secretaries, and Assistant Treasurers, also such agents, representatives and employees, as well as procure equipment and maintain such office or offices and other facilities as may be necessary properly to carry out the objects and purposes for which the corporation is formed. The Board of Directors or the Executive Committee shall fix all salaries and terms of employment.

#### ARTICLE VI.

##### Investments

The Board of Directors or the Executive Committee shall have the power to determine upon the kind and class of securities in which the funds and other property of the corporation may be invested and shall not be confined to what are known as "legal investments for trust funds."

#### ARTICLE VII.

##### Committees

Section 1. The following standing committees shall be elected by the Board of Directors:

- (1) Executive Committee;
- (2) Committee on Memorials;
- (3) Committee on Operations; and
- (4) Such other committees or sub-committees as the Board of Directors may from time to time appoint.

The number of the members of each committee shall be determined by the Board of Directors from time to time.

Section 2. Such committees shall meet at such times and places as may be convenient; as far as not otherwise provided in these By-Laws, they shall choose their own Chairman and Secretary and shall pass such rules to govern their meetings and fix such number of their members to constitute a quorum as shall seem necessary, provided these rules are not inconsistent with the Certificate of Incorporation or By-Laws of the corporation.

#### ARTICLE VIII.

##### Duties of Committees.

Section 1. The duties of the various committees shall be as described in this Article and in addition such other duties as are indicated by their respective titles.

Section 2. The Executive Committee shall be charged with the duty of carrying into effect the directions and policies of the Board of Directors as to the management of the affairs of the corporation and the expenditure of the funds appropriated, during the intervals between the meetings of the directors, and shall have such other powers as are described in these By-Laws and as may from time to time be designated by the Board of Directors. It shall keep minutes of its proceedings and shall submit reports from time to time to the Board of Directors.

Section 3. The Committee on Memorials shall assist the Board of Directors in determining as to the type and character of the memorial or memorials to be undertaken.

Section 4. The Committee on Operations will have general charge of and coordinate the activities for raising funds.

Section 5. The members of the Executive Committee shall be members of the Board of Directors. The members of any other committees need not be members of the Board of Directors unless so required by the Board of Directors.

ARTICLE IX.

Notices

A director may waive any notice required to be given by these By-Laws.

ARTICLE X.

Amendments

These By-Laws may be amended, added to, or altered at any annual or special meeting of the Board of Directors, upon a two-thirds vote of all of the directors.